



OPDENERGY HOLDING, S.A.

Notice of Ordinary General Meeting of Shareholders June 2023

FULL TEXT OF THE PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF OPDENERGY HOLDING, S.A., CONVENED FOR 19 JUNE 2023 IN RELATION TO ITS AGENDA

First. Examination and approval, as the case may be, of the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the individual Directors' report of the Company for the fiscal year ended 31 December 2022.

Proposed agreement

"To approve the individual financial statements of the Company for the fiscal year ended 31 December 2022 (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements), all in ordinary form, as prepared by the Board of Directors and verified by the Company's auditor as set out in the auditor's report.

To approve also the individual Director's report for the fiscal year ended 31 December 2022 (including the Annual Directors' Remuneration Report and the Annual Corporate Governance Report for the fiscal year ended 31 December 2022) as prepared by the Board of Directors.

The individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) and the Director's report were made available to shareholders both at the registered office and on the Company's website from the date of publication of the notice convening the 2023 Annual General Meeting of Shareholders."

Second. Examination and approval, as the case may be, of the consolidated financial statements (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes) and the consolidated Director's report of the Company and its subsidiaries for the fiscal year ended 31 December 2022.

Proposed agreement

"To approve the consolidated financial statements of the Company for the fiscal year ended 31 December 2022 (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes to the financial statements), all of which are consolidated, as prepared by the Board of Directors and verified by the Company's auditor in accordance with the audit report.

To approve also the consolidated Directors' report (including the Annual Directors' Remuneration Report and the Annual Corporate Governance Report for the fiscal year ended 31 December 2022) for the year ended 31 December 2022, as prepared by the Board of Directors.

The financial statements (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes to the financial statements) and the consolidated Director's report were made available to shareholders both at the registered office and on the Company's website from the date of publication of the notice convening the 2022 Annual General Meeting of Shareholders."



Three. Examination and approval, as the case may be, of the proposed application of the profit or loss for the year ended 31 December 2022.

Proposed agreement

"To apply the profit or loss obtained by the Company for the fiscal year ended 31 December 2022 in accordance with the individual profit and loss account approved with the corresponding financial statements, as proposed by the Board of Directors, as follows:

EUR (5,012,869.61) to losses from previous years".

Four. Examination and approval, as the case may be, of the corporate management carried out by the Board of Directors of the Company during the financial year ended 31 December 2022.

Proposed agreement

"To approve the management and all acts performed by the Board of Directors of the Company and its delegated committees (Audit Committee, Appointments and Remuneration Committee and Sustainable Development Committee) during the financial year ended 31 December 2022."

Five. Appointment of the auditor of the accounts of the Company and its consolidated group for the financial years 2023, 2024 and 2025.

Proposed agreement

"To appoint Ernst & Young, S.L. as auditors of the Company and its consolidated group, as proposed by the Board of Directors of the Company, for a period of three years corresponding to the financial years 2023, 2024 and 2025.

Ernst & Young, S.L., with C.I.F. B78970506, and with registered office at Calle Raimundo Fernández Villaverde, 65 28003 Madrid, is registered in the Companies Register of Madrid, in Volume 9 364 general 8.130 of section 3 of the Companies Book, folio 68, sheet no. 87.690-1, entry 1 and in the Official Register of Auditors (ROAC) under number S0530."

Sixth. Consultative vote on the Annual Report on the Remuneration of the Company's Directors for the financial year 2022.

Proposed agreement

"To approve, on an advisory basis, the Annual Report on Remuneration of the Company's Directors for the financial year 2022, which includes information on the Company's remuneration policy in force for the current year, an overall summary of how the remuneration policy was applied during the financial year 2022, as well as details of the individual remuneration accrued by each of the Directors.

Its full text was made available to shareholders together with the rest of the documentation relating to the 2023 Annual General Meeting of Shareholders prior to the date of publication of the notice of the AGM".



Seventh. Amendment of the Remuneration Policy of the members of the Board of Directors of the Company.

Proposed agreement

"Pursuant to article 529 novodecies of the Capital Companies Act, to approve the amendment of sections 6.1 and 6.3 of the Remuneration Policy for members of the Company's Board of Directors initially approved on 29 June 2022, for application during the financial years 2022-2025, the full text of which (together with the mandatory report of the Appointments and Remuneration Committee and the reasoned proposal of the Board of Directors) has been made available to the shareholders as part of the documentation relating to the Ordinary General Shareholders' Meeting of 2023."

Eighth. Amendment of Article 20 of the Company's Articles of Association.

Proposed agreement

"To approve the amendment of article 20 of the Company's Articles of Association (How the Board of Directors deliberates and adopts resolutions) so that the Chairman of the Board of Directors has the casting vote in the event of a tie. Article 20 shall henceforth read as follows:

"Article 20.- Manner of deliberation and adoption of the resolutions of the board of directors

1. *Resolutions shall be adopted by an absolute majority of the members of the Board of Directors attending in person or by proxy, unless a different majority is provided for by law or the Articles of Association.*
2. *In the event of a tie, the Chairman shall have the casting vote.*

In compliance with the provisions of article 286 of the Capital Companies Act, this amendment to the Articles of Association has been the subject of a justification report by the Board of Directors, a copy of which, together with the full text of the proposed amendment, was made available to the shareholders together with the rest of the documentation relating to the General Shareholders' Meeting on the date of publication of the announcement of the call to meeting".

Ninth. Information to the General Meeting on the amendments made to the Regulations of the Board of Directors.

Proposed agreement

"Pursuant to the provisions of article 528 of the Capital Companies Act and article 3 of the Board of Directors' Regulations, the General Meeting of Shareholders is hereby informed that, at its meeting held on 10 May 2023, the Board of Directors resolved to amend certain articles of the Board of Directors' Regulations. These amendments affected articles 14, 15, 16 and 18 of these regulations.

These amendments respond to the purposes and proposals described in the report prepared by the Board of Directors for this purpose, which has been made available to the shareholders on the occasion of the call of this General Shareholders' Meeting".

Tenth. Authorisation to the Board of Directors to reduce the period for calling extraordinary general shareholders' meetings in accordance with the provisions of article 515 of the Capital Companies Act.

Proposed agreement



"In accordance with the provisions of article 515 of the Capital Companies Act and article 9.2 of the Articles of Association, it is resolved to approve that, until the next Ordinary General Meeting of Shareholders of the Company is held, Extraordinary General Meetings of the Company may be called at least fifteen days in advance, provided that the Company offers shareholders the effective possibility of voting by electronic means accessible to all of them."

Eleventh. Delegation of powers to formalise and execute the resolutions adopted at the Ordinary General Shareholders' Meeting.

Proposed agreement

"The General Meeting of Shareholders resolves to delegate in the broadest terms to the Chief Executive Officer of the Board of Directors of the Company and to the Secretary of the Board of Directors, who is not a director; so that either of them, without distinction, may exercise such powers as may be necessary to appear before a notary and execute on behalf of the Company such public deeds as may be necessary or appropriate in relation to the resolutions adopted by the General Meeting, and may appear, where appropriate, before the corresponding Spanish Mercantile Register or before any other registers and carry out such acts as may be necessary or appropriate for the effective registration of the resolutions adopted by the General Meeting, including interpreting, clarifying, rectifying, correcting, completing, executing and giving full effect to the resolutions adopted by the General Meeting, including the execution of such public or private documents as may be necessary, the publication of such notices as may be legally required, registration in such registers as may be appropriate and the performance of such acts and formalities as may be necessary for this purpose and, in particular, to remedy any defects, omissions or errors that may be detected, including those detected in the verbal or written assessment of the Companies Register, and which could hinder the effectiveness of the resolutions."