

**GRUPO ECOENER, S.A. SHAREHOLDERS' INTERNET FORUM –  
RULES OF OPERATION**

La Coruña, 17 September 2021

## **GRUPO ECOENER, S.A. SHAREHOLDERS' INTERNET FORUM – RULES OF OPERATION**

### **I. Introduction**

Pursuant to the provisions of Article 539.2 of the restated text of the Spanish Capital Companies Act (the “**Act**”) and Article 30 of the General Shareholders’ Meeting Regulations, the Board of Directors of Grupo Ecoener, S.A. (hereinafter, “**Ecoener**”, the “**Company**” or the “**Administrator**”) hereby approves the Rules of Operation (the “**Rules**”) of the Ecoener Shareholders’ Internet Forum (the “**Forum**”), which will be opened on the Company’s website ([www.ecoener.es](http://www.ecoener.es)) whenever a General Shareholders’ Meeting is convened and until such time as the meeting is held.

### **II. Forum Rules of Operation**

These Rules govern the opening and enabling of the Forum by Ecoener, as well as the warranties, terms and conditions of access thereto and use thereof by Ecoener shareholders who are natural persons as well as any voluntary associations that may be organised pursuant to applicable law.

These Rules supplement, insofar as the Forum is concerned, the terms and conditions of access to and use of the Ecoener website ([www.ecoener.es](http://www.ecoener.es)) (the “**Terms of Access and Use**”), which shall be fully applicable to access to and use of the Forum to the extent not modified by or incompatible with the provisions contained herein.

Ecoener reserves the right to modify, at any time and without prior notice, the presentation, configuration, operation and content of the Forum, the Terms of Access and Use and these Rules, without prejudice to the provisions of applicable law.

### **III. Acceptance of the Forum Rules**

Registering as a user (“**Registered User**”) and accessing and/or using the Forum shall constitute full and unconditional acceptance of the terms and conditions contained in these Rules and of the Terms of Access and Use of the Ecoener website ([www.ecoener.es](http://www.ecoener.es)).

Ecoener shall be the Forum Administrator, subject to the conditions and having the powers set out herein, and reserves the right to interpret any questions or disagreements that may arise regarding the use of the Forum.

### **IV. Forum Purpose**

The Forum is opened for the sole purpose of enabling communication with Ecoener shareholders who are natural persons, as well as any voluntary associations that may be organised, whenever a General Shareholders’ Meeting is convened and until the date on which the meeting is held, if applicable.

Thus, Registered Users may send, for publication on the Forum, communications exclusively for the following purposes:

- Proposals intended to be submitted as addenda to the agenda set forth in the notice of the General Shareholders’ Meeting.
- Requests for support of such proposals.
- Initiatives aimed at obtaining the percentage required for exercise of the minority right provided for in the Act.
- Offers or requests for voluntary representation.

Under no circumstances will mere publication of a proposal supplementing the Forum’s agenda entail the acceptance thereof or, consequently, constitute a modification of the agenda set forth in the notice of the meeting.

The means available to shareholders for the exercise of their rights are as established by applicable

law and as set forth in the Articles of Association and the Ecoener General Shareholders' Meeting Regulations, without the Forum being a valid instrument for these purposes under any circumstances.

In accordance with Article 23 of the Articles of Association, Article 7 of the General Shareholders' Meeting Regulations and Articles 172 and 519 of the Act, shareholders collectively holding at least 3% of the share capital may request the publication of an addendum to the General Shareholders' Meeting notice that includes one or more additional items on the agenda, provided that the new items are supported by a justification or reasoned proposal for their resolution.

Likewise, shareholders collectively holding at least 3% of the share capital may put forward, as and when specified above, reasoned proposals for the resolution of matters that have already been included or are to be included in the agenda of an already-convened Shareholders' Meeting.

These rights shall be exercised by sending due notice thereof to Ecoener's registered offices within five (5) days of publication of the meeting notice at the following address:

Grupo Ecoener, S.A. – C/Cantón Grande 6, 6º, 15003. La Coruña, Spain.

## **V. Registered Users**

Access to and use of the Forum are exclusively reserved to Ecoener shareholders who are natural persons, along with any voluntary associations of shareholders of the Company that may be validly organised and registered in the special registry created by the Spanish Securities Market Commission (hereinafter, “**CNMV**” as per its initials in Spanish) pursuant to Article 539.4 of the restated text of the Spanish Capital Companies Act.

In order to access and use the Forum, each shareholder and voluntary shareholder association shall register as a “**Registered User**” by completing the registration form for Registered Users of the Forum and submitting proof of their status as Ecoener shareholders or as a voluntary shareholder association that is duly organised and registered with the CNMV, in the manner specified in the form.

In the case of shareholders who are legal entities or voluntary shareholder associations, proof of representation of the person who intends to access the Forum shall be submitted in the registration form as indicated therein.

A special form may be required for subsequent access to and communication on the Forum.

Access to and use of the Forum by Registered Users shall be conditional upon their maintaining, at all times, their status as Ecoener shareholders or voluntary associations of shareholders of the Company that are duly organised and registered pursuant to applicable law.

In the event Ecoener, as Forum Administrator, has any reasonable doubt as to a Registered User's compliance with these requirements, it may require such Registered User to submit proof of compliance and request all such information or documentation of such Registered User as may be deemed appropriate in order to verify compliance with the requirements set out herein.

The Administrator may request additional information from, and may suspend or deregister, any Registered User who fails to duly demonstrate compliance with the foregoing conditions.

Any communications made by any shareholder who ceases to be a shareholder prior to the holding of the General Shareholders' Meeting, and any other communications related thereto, will be automatically removed.

Furthermore, any shareholder who ceases to be a shareholder following issuance of the meeting notice will be obliged to report this circumstance to the Administrator and any Registered Users who may have been contacted by the shareholder or endorsed the shareholder's initiatives.

## **VI. Forum Access and Publication of Communications**

## **1. Forum Access**

Every Registered User will have access to the Forum and may review the communications submitted by other Registered Users.

The Forum is created as a means of publishing the communications submitted by Registered Users as to the matters detailed in section IV. Therefore, it may not be used as an electronic tool of conversation among Registered Users or as a venue for virtual debate.

In line with the foregoing, the Administrator will only include in the Forum applicable communications as per the Act and Ecoener's corporate governance regulations, refraining from publishing any other comments with respect to such communications therein.

## **2. Publication of Communications in Forum**

Any Registered User may submit communications as to any matter referenced in section IV above.

Communications may only be submitted in text format and, once published, they will be accessible to each other Registered User.

Communications sent by Registered Users are personal in nature and, except for shareholder associations that are duly authorised under the Act and these Rules, no communications from shareholder proxies, shareholder groups and undertakings, escrow agents, financial brokers or any other person acting on behalf of or in the best interest of any shareholder will be published.

Communications shall be submitted through the forms made available on the Forum for these purposes and shall include:

- Identification of the Registered User submitting the communication.
- A description of the communication, accurately indicating the content of the initiative.
- A brief justification for the communication.

Every communication to be published on the Forum will include the identification (name and surnames, if natural persons; company name, if legal entities; and designation and registration number in the CNMV registry, in the case of shareholder associations, along with, in the latter two cases, identification of their respective representatives, and, in every case, their e-mail address and all other data requested in the form) of the Registered User submitting the communication and the date and time of submission.

By submitting a communication, Registered Users acknowledge and agree that they are responsible therefor and represent and warrant that the content thereof is lawful and complies with the Act, these Rules and requirements of good faith; that they have all authorisations and permits required to submit the communication in question and that the submission thereof does not violate the rights of any third party; and expressly authorise the publication thereof in the Forum as per the terms set out in these Rules.

The Administrator will be entitled to verify compliance of any purported communications with applicable law, these Rules and requirements of good faith, and may refuse to include any communication that it regards as failing to comply with the foregoing in the Forum or remove it from the Forum. Additionally, the Administrator may answer any communications submitted by Registered Users through the e-mail address provided by such Registered Users or by any other means of communication it deems appropriate.

## **3. Communication Content**

Any use of the Forum by Registered Users shall fully comply with applicable law, with these Rules and with requirements of good faith. Consequently, the following are expressly prohibited:

- Infringing on the rights, property and legitimate interests of Ecoener, other Registered Users and third parties, which shall include intellectual and industrial property rights, religious freedom, honour, reputation and privacy, personal data protection and any other legal asset, right or interest protected by law.
- Uploading the personal data or information of third parties without the informed consent of the data subject, or phishing.
- Including any content or expression that is discriminatory, racist, sexist, violent, xenophobic or otherwise degrading or offensive.
- Including any type of material that is deemed inappropriate or not in good faith.
- Providing any kind of information that leads to the commission of criminal, civil or administrative offences.
- Performing any action (or providing information to third parties) intended to circumvent the technical restrictions included in the Forum's various systems or programs with the aim of preventing the unauthorised use thereof.
- Including content or material without proper authorisation from the holders of intellectual or industrial property rights thereover.
- Damaging, rendering inoperative, overloading or impairing the operation of the Forum or IT equipment belonging to Ecoener, other Registered Users or third parties or any documents, files or content stored on such IT equipment (hacking) or preventing the proper use and utilisation of the Forum by other Registered Users.

Registered Users are entirely prohibited from uploading any type of publicity or adverts.

Any Registered User who detects that any content on the Forum or made available through the Forum is in violation of any laws, these Rules or requirements of good faith may report this to the Administrator through the contact mailbox referenced in section XII below, without this giving rise to any liability on the part of Ecoener, even if no measures are adopted in this respect.

Registered Users agree to use the Forum diligently, properly and in accordance with applicable law, these Rules and requirements of good faith, and in a manner that is consistent with the purpose thereof as defined in section IV above.

#### **4. Removal of Communications Following General Shareholders' Meeting**

The Administrator reserves the right to remove and delete all communications relating to a General Shareholders' Meeting following the conclusion of such meeting.

### **VII. Forum Scope**

The Forum is not a communication channel between Ecoener and the Registered Users.

Therefore, no communication made or published on the Forum may be construed, under any circumstances, as a notification made to Ecoener for any purpose whatsoever, and, in particular, for the purpose of exercising any right held by the Registered Users, whether individually or jointly, nor shall it supersede Ecoener's corporate governance requirements or the requirements established by law for purposes of the exercise of any right or further initiative or action by the shareholders.

Every right and power that may be desired to be exercised by a shareholder shall be performed using the mechanisms established by law for this purpose, as set forth under the Act and in Ecoener's corporate governance regulations, with the Forum never being a valid mechanism to this end.

### **VIII. Administrator's Liability**

#### **1. Scope of Ecoener's Liability**

Ecoener disclaims all liability for the accuracy, truthfulness, validity, lawfulness or relevance of the communications submitted by or opinions expressed by the Registered Users.

Ecoener may only be held liable for its own services and content that is directly created by Ecoener itself and identified through its copyright as a trademark or intellectual or industrial property of Ecoener.

By accessing and/or using the Forum, each Registered User acknowledges and accepts that use of the Forum is always done under the sole and exclusive responsibility of such Registered User.

## **2. Content**

Any Registered User may submit communications as to any matter referenced in section IV above.

The Administrator expressly reserves the right to deny access to and/or use of the Forum and to refrain from publishing or remove any communications made by any Registered User who fails to comply with applicable law, these Rules or requirements of good faith. Similarly, the Administrator reserves the right to exclude any Registered User from the Forum in the event of its failure to comply with Forum rules.

The Administrator has the right, though not the obligation, to control use of the Forum and the content thereof, which is the sole and exclusive responsibility of the Registered Users that have created it. In all cases, the Administrator may establish moderation and filtering tools for the content of communications and remove content that it deems unlawful or contrary to these Rules or requirements of good faith.

Registered Users shall be liable for any damages or losses caused to Ecoener, other Registered Users or any third parties as a consequence of their access to and/or use of the Forum (including, in particular, the creation of communications) in violation of applicable law, these Rules and requirements of good faith.

## **IX. No Licence**

Ecoener authorises the Registered Users to use the intellectual and industrial property rights over the IT application installed on the Ecoener server or that of a third party to provide the services that comprise the Forum exclusively for the purposes detailed in section IV above and in accordance with the terms and conditions set out herein. Each Registered User shall refrain from accessing or attempting to access and use the Forum and its content by means or procedures other than those that are specifically made available or designated for use to that end.

Ecoener does not grant any licence or authorisation for use in relation to its intellectual and industrial property rights or any other property or right related to the Forum, other than that set forth in the preceding paragraph.

## **X. Cost of Use**

Access to and use of the Forum by the Registered Users is free of charge, aside from the cost of connecting to the telecommunications network supplied by the access provider engaged by each Registered User.

## **XI. Security and Personal Data Protection**

The Forum will be subject to the Terms of Access and Use of the Ecoener website ([www.ecoener.es](http://www.ecoener.es)) regarding security and personal data protection matters. In particular, the personal data provided by the Registered Users or generated as a result of their use of the Forum will be processed by Ecoener for purposes of establishing, managing and monitoring the operation of the Forum in accordance with these Rules and applicable law. The Registered Users accept and expressly agree that their personal data may be published on the Forum. The Registered Users may exercise their rights of access, rectification, erasure and objection via the contact mailbox referenced in section XII below.

**XII. Contact Mailbox**

Any Registered User who has suggestions or proposals regarding improvement of the Forum, requires technical support, wishes to file a complaint regarding content that is not compliant with these Rules or wishes to exercise the rights accorded to them by laws on the protection of personal data may do so by contacting the Company at its email address specified for such purpose on the Forum. The purpose of this mailbox is to provide assistance to Registered Users and improve the quality of the Forum, without this constituting or giving rise to any type of control or liability on the part of the Administrator.

These Rules of Operation of the Shareholders' Internet Forum were approved by the Board of Directors at its meeting held on 17 September 2021.

The Non-Director Secretary of the Board of Directors  
Ignacio Gómez-Sancha Trueba