

## GRUPO ECOENER, S.A.

### Call notice for the Annual General Meeting in April 2022

The Board of Directors of Grupo Ecoener, S.A. (the “**Company**”) has agreed to call the Company’s Annual General Meeting to be held on 29 April 2022 at 12:00 p.m. on first call and, if applicable, the following day at the same time on second call.

In view of the current health situation, the Company’s Board of Directors has agreed to hold the Annual General Meeting exclusively by remote means, in accordance with article 23.7 of the Articles of Association and article 11 of the General Shareholders’ Meeting Regulations.

The Annual General Meeting will meet for the purpose of discussing and deciding on the items included on the following

#### AGENDA

1. Examination and approval, where applicable, of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) and the separate directors’ report of the Company for the year ended 31 December 2021.
2. Examination and approval, where applicable, of the consolidated financial statements (statement of financial position, income statement, statement other comprehensive income, statement of changes in equity, statement of cash flows and notes to the financial statements) and the consolidated directors’ report of the Company and its subsidiaries for the year ended 31 December 2021.
3. Examination and approval, where applicable, of the proposed distribution of profit for 2021.
4. Examination and approval, where applicable, of corporate management for 2021.
5. Advisory vote on the Company’s Annual Report on Directors Remuneration for 2021
6. Amendment to article 8.3 of the Company’s Directors Remuneration Policy applicable for 2021-2023.
7. Appointment of Rafael Canales Abaitua as proprietary director to fill the vacancy arising from the resignation of the proprietary director Carlos González-Bueno.
8. Authorisation, where applicable, for the Board of Directors, with express powers of delegation, to approve, on one or more occasions, fixed-income securities issue programmes and to issue, on one or more occasions, fixed-income securities (including promissory notes, debentures and bonds) under these programmes, for a maximum period of five years and up to a maximum of EUR 150 million, with the power to establish the criteria for their issue.
9. Authorisation for the Board of Directors, with powers of delegation, to increase share capital for a period of five years and up to a maximum of one half of the share capital, in accordance with article 297.1.b) of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), with the power to exclude pre-emption rights up to a limit of 20% of the share capital, thereby rendering the current authorisation null and void.
10. Authorisation for the Board of Directors to call, when necessary, an Extraordinary General Shareholders Meeting of the Company with at least fifteen days’ notice, in accordance with article 515 of the Spanish Corporate Enterprises Act.
11. Delegation of powers to formalise and execute all resolutions passed by the shareholders at the Annual General Meeting.

**Right to include items on the agenda and new proposals for resolutions.** Pursuant to article 519 of the Spanish Corporate Enterprises Act, article 23 of the Articles of Association and article 7 of the General Shareholders' Meeting Regulations, shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the call notice of the Annual General Meeting, including one or more items on the agenda.

This right must be exercised by sending notice through duly authenticated means —addressed to the attention of the Chairman of the Board of Directors— and must be received at the registered office within five (5) days following publication of this call notice, in which they must expressly (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided that the new items are justified or, where appropriate, supported by a justified proposal for resolution; and (b) submit justified proposals for resolutions on items already included or that must be included on the agenda.

The notice must state the name or company name of the requesting shareholder or shareholders, and the appropriate documentation must be attached to the notice —copy of the attendance card or certificate of entitlement— accrediting their status as shareholder(s) in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

The supplement to the call notice will be published at least fifteen (15) days prior to the date set for the Annual General Meeting on first call.

**Right to attend.** Pursuant to article 28 of the Articles of Association and article 10 of the General Shareholders' Meeting Regulations, the Company's shareholders, regardless of the number of shares registered in their name, will have the right to attend the Annual General Meeting through the use of remote means of communication that allow for a real-time connection with the place where the meeting is to be held, provided that they are listed in the corresponding share register as of at least five (5) days prior to the date on which the Annual General Meeting is to be held. Proof of this must be provided by presenting the appropriate attendance, proxy or voting card or a certificate of entitlement issued by the entity or entities responsible for keeping the book entry register, or in any other manner permitted by current law. Shareholders must also properly register in accordance with the procedure set out in this call notice.

**Remote attendance of shareholders and proxies.** In view of the current health situation and in order to protect the health of shareholders, employees, directors, suppliers and other persons involved in the preparation and holding of the General Meeting, and to guarantee that shareholders are able to exercise their rights and receive equal treatment, attendance at the meeting will be exclusively remote, in accordance with the rules approved for this purpose, which are published on the Company's website under "Annual General Meeting 2022".

a) Shareholder and proxy registration for remote attendance

Shareholders that wish to attend the General Meeting remotely must register in advance by submitting a remote attendance request no later than 10:00 a.m. (CEST) on 29 April 2022. No registration by a shareholder for the purpose of exercising their right to attend the meeting remotely after the time and date indicated will be accepted.

To request remote attendance, shareholders must send an e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es) and attach a copy of their national identification document, foreigner identification document or passport, and a copy of the attendance card issued in the name of the shareholder by the Company or by the entity where the shareholder has deposited the shares, duly filled out and signed.

In order for a proxy or attorney-in-fact of a shareholder (whether representing a shareholder that is a legal entity or an individual shareholder) to register and attend the meeting remotely on behalf of the shareholder, the proxy must send an e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es) and attach the attendance card issued in the name of the shareholder by the Company or by the entity where the shareholder has deposited the shares, duly filled out and signed by the shareholder and by the proxy, together with a copy of the national identification document, foreigner identification document or passport of the proxy or attorney-in-fact. In the case of a proxy of a shareholder that is a legal entity, a copy of the document accrediting the power of attorney or position that allows them to act on behalf of the shareholder that is a legal entity must be included in the registration request. This proxy will be presumed not to have been revoked unless and until the Company receives notice to the contrary by duly authenticated means. The Company may, where

applicable or when considered necessary, require any other relevant documents accrediting their power of representation.

Shareholders and their proxies or attorneys-in-fact who have not met the requirements for pre-registration in accordance with the terms and deadlines set forth in the previous sections may not attend the meeting remotely; as such, no additional registration requests will be allowed once the deadline established for the registration request has passed.

Under this pre-registration request procedure, once compliance with the requirements established in the previous paragraphs has been verified, the shareholder or their proxy who has submitted the request will receive, via the e-mail address from which the request was made, a username and password that will enable them to access the remote attendance platform on the day the General Meeting is held, through a link that will be published on the corporate website, where they will be able to attend, take the floor and vote at the General Meeting.

b) Remote connection and attendance

In order to ensure proper management of the remote attendance systems, the shareholders (or proxies) that have previously registered to attend the General Meeting remotely must log in through the Company's corporate website, under the section related to the General Meeting, between 11:00 a.m. and 12:00 p.m. (CEST) on 29 April 2022 (if the meeting is held on first call, as expected) or on 30 April 2022 (if the meeting is held on second call), and identify themselves by means of the username and password that they were sent by e-mail.

c) Rights to take the floor, to information and to submit proposed resolutions

Requests to take the floor, requests for information and proposed resolutions, where appropriate, may be submitted in writing using the link provided for this purpose on the Company's website, in the remote attendance section, from the time shareholders and proxies are granted access until the end of the submission period, which will be duly specified by the Secretary of the Board of Directors during the course of the General Meeting. Written submissions sent through the platform must be no longer than two thousand (2,000) characters. If shareholders and proxies would like their contributions to be recorded in the meeting minutes, this must be clearly and expressly indicated in the heading of their written submissions. Requests for information or clarification from shareholders and proxies will be answered verbally during the General Meeting or in writing within seven days of the meeting.

d) Right to vote

Shareholders and proxies attending the General Meeting may vote on the proposed resolutions corresponding to the items on the agenda through the link established for this purpose on the Company's website, in the remote attendance section, from the time they are granted access until the voting period has ended during the meeting, which will be duly specified by the Secretary of the Board of Directors during the course of the meeting. The Company will send each shareholder electronic confirmation of receipt of their vote. Votes on proposed resolutions corresponding to items not included on the agenda, if applicable, will be cast using the link and voting form provided for this purpose on the Company's website, in the remote attendance section, from the time they are read and voting begins until the voting period ends, which will also be duly specified during the course of the meeting.

e) Rules on priorities

Remote attendance by a shareholder or their proxy will render any previous vote cast or proxy designated through any other procedure established by the Company null and void. In the event that a shareholder validly exercises their right to vote through both remote means and a proxy, the former will prevail over the latter. Likewise, any votes cast and proxies designated by e-mail will prevail over those sent by post.

f) Others

The Company reserves the right to change the mechanisms for attending the meeting through remote means when there are technical or security reasons that make this advisable or necessary. In this case, the

Company will publish notice of these circumstances in due form and sufficiently in advance by any means considered appropriate, reporting any changes that may be agreed and, in any case, the other means of remote communication available to shareholders for the casting of votes in person or by proxy. The Company will not be liable to third parties for any such decisions that are beyond its control and could change the envisaged system of remote attendance. In addition, the Company will not be liable for any damages that may be caused as a result of overloads, malfunctions, power failures, connection failures, or similar circumstances that are also beyond its control and temporarily impede the use of the remote attendance systems.

**Right to information.** Shareholders have the right to examine the documents listed below at the registered office, located at Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain, or through the Company's website (<http://www.ecoener.es>), as well as the right to have copies of the documents delivered or sent free of charge:

1. Full text of the proposed resolutions corresponding to the items on the agenda submitted by the Board of Directors for approval at the 2022 Annual General Meeting.
2. The Company's separate financial statements for the year ended 31 December 2021, together with the auditor's report.
3. The Company's consolidated financial statements for the year ended 31 December 2021, together with the auditor's report.
4. Annual report on the functioning of the Appointments and Remuneration Committee of the Board of Directors for 2021.
5. Report on related party transactions for 2021 issued by the Audit Committee of the Board of Directors.
6. Report on the independence of the external auditor issued by the Audit Committee of the Board of Directors.
7. Annual report on the functioning of the Audit Committee of the Board of Directors for 2021.
8. Annual Corporate Governance Report for the financial year 2021.
9. Annual Report on Directors Remuneration of the Company for 2021.
10. Appointments and Remuneration Committee Report in relation to item 6 on the Agenda.
11. Board of Directors Report in relation to item 6 on the Agenda.
12. Director Remuneration Policy of the Company, the amendment to which is submitted for approval by the shareholders at the General Meeting under item 6 on the Agenda.
13. Preliminary report of the Appointments and Remuneration Committee in relation to item 7 on the Agenda.
14. Proposal of the Board of Directors in relation to item 7 on the Agenda.
15. Board of Directors Report in relation to item 8 on the Agenda.
16. Board of Directors Report in relation to item 9 on the Agenda.
17. Electronic Shareholders' Forum Regulations.
18. Attendance, proxy and voting card.
19. Current versions of the Articles of Association, Board of Directors Regulations, and General Shareholders' Meeting Regulations.
20. The total number of shares and voting rights at the date of the call notice.
21. This call notice.

These documents, as well as the proposed resolutions submitted at the Annual General Meeting, are also available to shareholders on the Company's website (<https://www.ecoener.es/>).

In accordance with articles 197 and 520 of the Spanish Corporate Enterprises Act, article 28 of the Articles of Association and article 9 of the General Shareholders' Meeting Regulations, shareholders may request in writing any reports or clarifications they consider necessary or submit in writing any questions they may have regarding the items included on the Agenda as from publication of this call notice of the Annual General Meeting up until and including the fifth (5th) day prior to the date scheduled for the meeting on first call. In addition, shareholders may request reports or clarifications or submit questions in writing, within the same time frame and in the same manner, regarding the information available to the public that the Company has provided to the Spanish National Securities Market Commission (CNMV) since the last General Meeting.

Any written requests for information must include the name and surnames of the requesting shareholder, accrediting the shares held, and they must attach the appropriate documentation—copy of the attendance card or certificate of entitlement—accrediting their status as shareholder in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). These requests for information—sent to the attention of the Secretary of the Board of Directors (ref. Annual General Meeting 2022)—may be delivered to the registered office, by sending the request to the Company by post to Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain, or by e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es), stating the number of shares held, the securities account where they are deposited and any other information specified on the Company's website in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company's website contains the relevant explanations as to how a shareholder can exercise their right to information.

#### **Special instruments of disclosure.**

An Electronic Shareholders' Forum will be set up on the Company's website, which may be accessed with due guarantees by both individual shareholders and any voluntary associations that may be set up pursuant to article 539.2 of the Spanish Corporate Enterprises Act, in order to facilitate communication prior to holding the Annual General Meeting, all in accordance with the terms set forth in article 539 of the Spanish Corporate Enterprises Act.

#### **Right to representation.**

Pursuant to article 28 of the Articles of Association and article 12 of the General Shareholders' Meeting Regulations, any shareholder that has the right to attend may be represented at the Annual General Meeting by another person, even if not a shareholder, by granting proxy in writing and specifically for the meeting.

As from the call notice for the Annual General Meeting, the Company's website will include a proxy card template. The section on proxy delegation must be filled out and signed by the shareholder, with the corresponding attendance and proxy card signed.

The person who is appointed as the proxy must exercise this function by attending the Annual General Meeting, using the remote means provided, after sending a registration request by e-mail in accordance with the provisions established under the "*Remote attendance for shareholders and proxies*" section of this notice. During the days leading up to the Annual General Meeting, attendance and proxy cards may also be delivered to the registered office located at Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain, and by e-mail at [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es).

Under the terms set forth in the Articles of Association and in the General Shareholders' Meeting Regulations, the Chairman and the Secretary of the General Meeting will have the broadest powers possible under the law to accept the validity of the document accrediting the proxy.

When the proxy card does not include the designation of a representative, proxy will be considered to be conferred on the Chairman of the General Meeting or the person delegated thereby. In those cases where the shareholder's proxy, by express or implicit designation, is conferred on the Chairman of the General Meeting or a director, and where the proxy card does not contain specific instructions on how they should vote, if the proxy has a conflict of interest with any or some of the items included on the agenda of the General Meeting, the proxy will be considered to be conferred, for that specific item or items, on the Secretary of the Meeting, unless the shareholder has indicated otherwise on the proxy card.

Unless otherwise indicated by the shareholder on the proxy card (in which case it will be understood that the shareholder instructs the proxy to abstain), the proxy extends to matters that, even if they do not appear on the meeting agenda, may be submitted to a vote at the General Meeting. In this case, the proxy will cast a vote that most favours the interests of the shareholder represented, and that indicated in the previous paragraph will also apply in the event of a conflict of interest.

The remote attendance of a shareholder at the General Meeting will revoke any proxy that may have been previously delegated. Likewise, the proxy may always be revoked through the same means by which it was delegated.

#### **Representation by post or e-mail.**

In accordance with article 15 of the General Shareholders' Meeting Regulations, shareholders may exercise their right to a proxy by post or by e-mail, whereby they must accredit their status as shareholders in accordance with the terms of article 10 of the General Shareholders' Meeting Regulations. The attendance and proxy cards, duly filled out and signed, may be sent to the **Company by post to Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain**, and by e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es). Shareholders that grant their proxy by post or by e-mail must indicate their name and surnames, accrediting the shares they hold, in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The proxy card must be signed by the shareholder and the proxy. The Company may, where applicable or when considered necessary, require any other relevant documents accrediting their power of representation.

Shareholders that grant their proxy by post or by e-mail must inform the person designated that they have been granted this proxy. The person who is designated as the proxy by post or by e-mail must exercise this function by attending the Annual General Meeting after sending a registration request by e-mail in accordance with the provisions established under the "*Remote attendance for shareholders and proxies*" section of this notice.

Proxies granted by post must be received by the Company before 11:59 p.m. on the day prior to the day scheduled for holding the Annual General Meeting on first call, i.e. before 11:59 p.m. (CEST) on 28 April 2022.

Proxies granted by post may be rendered null and void if they are expressly revoked by the shareholder by the same means used and within the period established for granting the proxy, or by personal attendance (remotely) of the shareholder at the Annual General Meeting. For shareholders granting proxies by post that do not check some or any of the boxes provided to indicate their voting instructions with regard to the items on the agenda, it will be understood that they wish to vote in favour of the respective proposals put forward by the Board of Directors.

#### **Remote voting by post and by e-mail.**

Pursuant to article 15 of the General Shareholders' Meeting Regulations, shareholders may exercise their right to vote by post or by e-mail. In order to cast a vote by post, shareholders must fill out and sign the attendance, proxy and voting card issued in the name of the shareholder by the Company or by the entity or entities responsible for keeping the book entry register, where they must indicate whether they are voting in favour or against, or abstaining, by marking the corresponding box with an "X". Once the card is filled out and signed, it may be sent, together with a copy of the national identification document, foreigner identification document or passport, to the Company by post to **Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain**, and by e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es). In addition to the identification documents indicated above, the Company may ask those shareholders who wish to vote remotely to provide any additional documentation considered appropriate to prove their identity.

For the purposes of article 15.3(a) of the General Shareholders' Meeting Regulations, it is placed on record that the signature on the document that shareholders submit for the purpose of accrediting their identity to exercise their proxy or remote voting rights does not need to be authenticated by a notary.

For shareholders issuing their vote by post or by e-mail that do not check some or any of the boxes provided to indicate their voting instructions with regard to the items on the agenda, it will be understood that they wish to vote in favour of the respective proposals put forward by the Board of Directors. Votes cast by post or by e-mail will be rendered null and void if they are subsequently and expressly revoked by the shareholder by the same

means used and within the period established for casting the vote, or by the personal attendance (remotely) at the Annual General Meeting of the shareholder who cast the vote by post or by e-mail.

The vote cast by post must be received by the Company before 11:59 p.m. on the day prior to the day scheduled for holding the Annual General Meeting on first call, i.e. before 11:59 p.m. on 28 April 2022. Otherwise, the vote will be considered not to have been cast. After this period has elapsed, only votes cast in person (remotely) at the Annual General Meeting by the shareholder or by a valid proxy will be admissible. Shareholders voting remotely by post or by e-mail will be considered to be present for the purposes of the quorum requirement of the Annual General Meeting.

#### **Proxy delegation and voting in the case of a supplement to the call notice.**

If shareholders representing at least three per cent (3%) of the share capital choose to exercise their right to include new items on the agenda and a supplement to this call notice is published, shareholders that have delegated a proxy or that have cast their vote prior to the publication of this supplement, may:

- a) grant a new proxy with the corresponding voting instructions or cast a new vote with regard to all items on the agenda (including both the initial items and the new items included by means of the supplement), in which case the proxy granted or the vote cast previously will be considered to have been revoked and rendered null and void; or
- b) fill out the corresponding voting instructions for the proxy initially designated (who must be the same person, as no other proxy may be designated) only with regard to the new items on the agenda included by means of the supplement, all in accordance with the procedures and methods mentioned in the previous sections, and by the same means originally used for granting the proxy or casting the vote.

If the shareholder has cast their vote by remote means prior to the publication of the supplement and does not carry out any of the actions indicated under points (a) and (b) above, it will be understood that they abstain with regard to these new items.

#### **Other issues relating to holding the meeting remotely.**

- a) The Company may adapt, with due guarantees, the means made available to allow for remote attendance at the General Meeting by shareholders who are not resident in Spain or are qualified investors, and in other similar cases.
- b) It is the sole responsibility of the shareholder (or their proxy) to safeguard the username and password to access and use the service for attending the meeting remotely. If the shareholder is a legal entity, it must report any change in or revocation of the power(s) of attorney held by its proxy, and the Company therefore assumes no liability in this regard unless and until this notice is received.
- c) The Company reserves the right to change, suspend, cancel or restrict the mechanisms for designating proxies, voting remotely, or attending the meeting through remote means when there are technical or security reasons that make this advisable or necessary. The Company will not be liable for any damages that may be caused to any shareholder as a result of malfunctions, overloads, power failures, connection failures or any other circumstances of the same or a similar nature that are beyond the Company's control and impede the use of the mechanisms for attending the meeting through remote means.

#### **Attendance by a notary**

In accordance with articles 521 and 203 of the Spanish Corporate Enterprises Act and article 15 of the General Shareholders' Meeting Regulations, the Board of Directors informs the shareholders that it will have a notary attend the Annual General Meeting in order to take down the meeting minutes.

#### **Personal data protection.**

The Company hereby notifies shareholders that the personal data they send to exercise their rights of remote attendance, designation of proxies and voting at the General Meeting, or that are provided by the banks and the securities companies and agencies with which shareholders have deposited their shares, as well as the audiovisual recording of the entire General Meeting in order to more easily monitor the meeting and ensure it is appropriately

disseminated, will be processed for the purpose of carrying out, fulfilling and controlling the existing shareholder relationship with Grupo Ecoener, S.A. and sending any information requested by shareholders. This data will be processed in accordance with applicable law and the legitimate interests of the Company. Shareholders are also hereby notified that they may exercise their rights of access, erasure, rectification, portability, restriction of processing and objection and to revoke their consent in accordance with the provisions of the General Data Protection Regulation and other applicable regulations by sending a written communication addressed to the Company or by e-mail to [investors@ecoener.es](mailto:investors@ecoener.es), along with a copy of their identification document. The Company will store these personal data until the statute of limitations for any legal actions that may be brought has expired, and its shareholders will have the right to file a claim with the Spanish Data Protection Agency (AEPD), the competent data protection authority.

### **Supplementary information**

The Company will report any changes or specific measures to be adopted with regard to holding the meeting on its website. In any case, in the days prior to when the meeting is to be held, shareholders are asked to consult the website ([www.ecoener.es](http://www.ecoener.es)) for any potential additional information that may be available or to call +34 981 217 003 to obtain the most current information available at any given time, in order to allow shareholders who wish to do so to fully exercise their rights without being physically present.

Likewise, shareholders are notified that a Shareholder Office will be set up as of the date of publication of this call notice, whereby shareholders may ask questions or receive assistance on any doubts they may have regarding the procedures for delegating proxies, voting remotely, remote attendance or other matters relating to the General Meeting by calling +34 981 217 003, Monday to Friday from 9:00 a.m. to 2:00 p.m. and from 3:00 p.m. to 5:00 p.m., asking to speak with the Investor Relations Manager, or by sending an e-mail to [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es).

**Expected date of the Annual General Meeting:** The Annual General Meeting is expected to be held on first call, i.e. on 29 April 2022 at the time indicated. In accordance with article 182 bis of the Consolidated Text of the Spanish Corporate Enterprises Act and article 11.4 of the Company's General Shareholders' Meeting Regulations, the General Meeting will be considered to be held at the registered office located at Cantón Grande, nº 6, 6º, 15003, La Coruña, Spain.

La Coruña, 28 March 2022.

By the Board of Directors, Chairman Luis Valdivia Castro.