

GRUPO ECOENER, S.A.

Call notice for the Annual General Meeting

23 June 2023

PROXY AND REMOTE VOTING

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.

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. 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 22 June 2023.

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. 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 22 June 2023. 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, 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) 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.