GRUPO ECOENER, S.A.  
ANNUAL GENERAL MEETING 2023

Nn

Attendance, Proxy and Early Remote Voting Card

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 23 June 2023 at 12:00 p.m. on first call or, should quorum fail to be met, on second call on the following day, 24 June 2023, at the same time. It is hereby noted that the Annual General Meeting is highly likely to go ahead on the first call at the time and date indicated above, and **that it will be held exclusive by remote means**.

|  |  |  |  |
| --- | --- | --- | --- |
| **Shareholders:** | **Depositary:** | **Number of shares:** | **Minimum number of shares to attend:** |
|  |  |  | **1** |

**The holder of this card may appoint a proxy or vote remotely in advance, by completing and signing the corresponding section. In the event that both sections are signed, the advance remote vote shall take precedence and the proxy shall be effectively annulled.**

# RIGHT TO ATTEND

The Annual General Meeting may be attended by any shareholder who holds shares registered in their own name in the corresponding shareholders register five (5) days before the day on which the Annual General Meeting is to be held, as well as holding this attendance card. Shareholders who wish to attend the AGM remotely may do so via the platform provided for this purpose, which allows the shareholder to watch the AGM live, as well as participating and casting their vote. To do so, the shareholder must complete the section **REMOTE ATTENDANCE** and sign in the space indicated for this purpose. Once signed, the section must be sent to the Company in accordance with the rules of attendance outlined in the call notice and on the Company's website ([www.ecoener.es](file:///C:\Users\PArizons\AppData\Roaming\iManage\Work\Recent\068260-0002%20(Ecoener%20S.L._%20Corporate%20governance)\www.ecoener.es)).

# SHAREHOLDERS WHO WISH TO APPOINT A PROXY USING THIS CARD

In the event that a shareholder with the **RIGHT TO ATTEND** does not intend to do so they may appoint a proxy. To do so, the shareholder must complete the section **PROXY DELEGATION** and sign in the space indicated for this purpose. The signed section must be submitted to the Company either in person, by post or by courier service, at the following address: Secretaria del Consejo de Administración de GRUPO ECOENER, S.A., Rúa Cantón Grande, 6, 15003 La Coruña. Shareholders may also delegate a proxy ahead of the Annual General Meeting electronically, by sending this Card by email to the following email address: [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es). The rules outlined in the call notice and on the Company's website ([www.ecoener.es](file:///C:\Users\PArizons\AppData\Roaming\iManage\Work\Recent\068260-0002%20(Ecoener%20S.L._%20Corporate%20governance)\www.ecoener.es)) must be observed. Proxy appointments via email shall take precedence over proxy appointments via post.

# SHAREHOLDERS WHO WISH TO VOTE REMOTELY BY POST OR EMAIL USING THIS CARD

Shareholders with the **RIGHT TO ATTEND** who wish to submit an early remote vote on the items on the agenda by post or email must complete the section **REMOTE VOTING BY POST OR EMAIL** and sign in the space indicated for this purpose. Votes cast remotely may be delivered to the Company either in person, by post or via courier service to the following address: Secretary of the Board of Directors of GRUPO ECOENER, S.A., Rúa Cantón Grande, 6, 15003 La Coruña. Shareholders may also exercise their voting rights ahead of the Annual General Meeting electronically, by sending this Card by email to: [juntageneral@ecoener.es](mailto:juntageneral@ecoener.es). The rules outlined in the call notice and on the Company's website ([www.ecoener.es](http://www.ecoener.es)) must be observed. Votes cast by email shall take precedence over votes cast by post.

**REMOTE ATTENDANCE**

Shareholders who wish to attend the AGM remotely must sign in the space below and present this Card in accordance with the rules outlined in the call notice and on the Company's website ([www.ecoener.es](file:///C:\Users\PArizons\AppData\Roaming\iManage\Work\Recent\068260-0002%20(Ecoener%20S.L._%20Corporate%20governance)\www.ecoener.es)).

**Signature of shareholder attending** In ........................, on ......... ................., 2023.

# EARLY REMOTE VOTING BY POST

In the event that the shareholder with the right to attend to whom this Card has been issued wishes to vote remotely on the items on the agenda ahead of the AGM, they must put a cross (X) in the box corresponding to the vote they wish to cast.

If, in relation to any of the items on the agenda, none of the boxes are selected, it shall be understood that the shareholder wishes to vote in favour of the proposal put forward by the Board of Directors. In addition to the provisions of applicable law, the Articles of Association and the Regulations of the Annual General Meeting, the rules outlined in the call notice and on the Company's website ([www.ecoener.es](http://www.ecoener.es)) must be observed without exception.

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Items** | **1** | **2** | **3** | **4** | **5** | **6** | **7** | **8** | **9** | **10** |
| **In favour** |  |  |  |  |  |  |  |  |  |  |
| **Against** |  |  |  |  |  |  |  |  |  |  |
| **Abstain** |  |  |  |  |  |  |  |  |  |  |

Shareholders who cast their vote remotely shall be considered present for the purposes of convening the General Shareholders Meeting.

In relation to proposals for agreements on items not included in the Agenda attached, it shall be understood that proxy is granted to the Chairman of the Board of Directors, in application of the rules on how votes are cast and substitutions in the event of conflicts of interest stipulated in the Proxy section of this Card. Put a cross in the box marked NO only if you oppose this proxy and do not authorise the substitution (in which case, it shall be understood that the shareholder abstains on said proposals for agreements).

**NO**

**Signature of shareholder voting remotely** In ........................, on ..…. .............., 2023.

# PROXY

For the purposes of the AGM indicated on this Card, the shareholder in favour of whom the Card has been issued appoints as a proxy (mark only one of the boxes and designate the proxy where applicable):

The Chairman of the Board of Directors

Mr/Ms ............................................... ............................................... .....................................................................................................

In the event that none of the boxes above is selected or the person being appointed as proxy is not designated, it shall be understood that the proxy is granted to the Chairman of the Board of Directors, or, in the event that the Chairman is in a position of conflict of interests, the proxy shall be granted, jointly and successively in the event that either of these presents a conflict of interests, to the Secretary of the Board of Directors, or where this is infeasible due to absence, conflict or impossibility, to the Deputy Secretary of the Board.

# VOTING INSTRUCTIONS REGARDING THE PROPOSALS FOR AGREEMENTS ON THE AGENDA

Put a cross (X) in the corresponding box. In the event that instructions are not provided by marking the corresponding boxes (or if there are any doubts as to which way the shareholder intends to vote) it shall be understood that the vote is intended in favour of the proposals put forward by the Board of Directors. In addition to the provisions of applicable law, the Articles of Association and the Regulations of the Annual General Meeting, the rules outlined in the call notice and on the Company's website ([www.ecoener.es](http://www.ecoener.es)) must be observed without exception.

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Items** | **1** | **2** | **3** | **4** | **5** | **6** | **7** | **8** | **9** | **10** |
| **In favour** |  |  |  |  |  |  |  |  |  |  |
| **Against** |  |  |  |  |  |  |  |  |  |  |
| **Abstain** |  |  |  |  |  |  |  |  |  |  |

Pursuant to the provisions of the applicable regulations, it is hereby noted that, in the event that one or more proposals provided for in Article 526.1 b) and c) of the Spanish Corporate Enterprises Act were submitted to the AGM in accordance with the applicable regulations, the board members affected by said proposals would be deemed to face a conflict of interests in the vote on said proposals.

In this case, unless the box NO below is marked, the proxy shall be understood to be granted in relation to said matters, jointly and successively in the event that either of these presents a conflict of interests, to the Secretary of the Board of Directors and the Deputy Secretary of the Board. In the event that the following NO box is checked, it shall be understood that the shareholder instructs the proxy to abstain in relation to conflicts of interest

**NO**

# EXTENSION OF PROXY TO ITEMS NOT INCLUDED ON THE AGENDA

Unless otherwise indicated by the shareholder appointing a proxy by marking the following NO box (in which case it will be understood that the shareholder instructs the proxy to abstain), the proxy extends to matters submitted to a vote at the AGM, even if they do not appear on the agenda. In this case, the proxy shall vote in the way that they deem to be in the best interests of the shareholder they represent.

# PROXY NOT EXTENDED TO OTHER ITEMS

**Signature of proxy Signature of shareholder appointing proxy**

In ............................, on ........... of ..............................., 2023. In ......................, on ........... of ..............................., 2023.

# PERSONAL DATA PROTECTION

Pursuant to the provisions of the General Data Protection Regulation and other data protection regulations, the personal data provided by shareholders to GRUPO ECOENER, S.A., for the purposes of exercising their rights of attendance, proxy delegation and voting at the General Meeting, their participation in the Online Shareholders’ Forum, and for the purposes of complying with any other legal obligation in relation to the convening or holding of the Annual General Meeting, or any data which is provided by credit institutions and investment service companies acting as depositaries or custodians for said shareholders' shares, and by institutions which, pursuant to the regulations governing securities markets, are required to maintain a register of the represented securities via a book entry register, shall be processed by GRUPO ECOENER, S.A. for the purpose of managing the development, fulfilment and control of the existing shareholder relationship in relation to convening or holding the Annual General Meeting. In the event that the attendance or proxy card includes personal data relating to private individuals other than the shareholder, the shareholder must procure the consent of those individuals to communicate this personal information to GRUPO ECOENER, S.A. and inform them of the points indicated in this call in relation to the processing of personal data.

To this effect, the data will be incorporated into files for which GRUPO ECOENER, S.A. is responsible. The legal basis for processing will be the proper management of the relationship of the shareholder with GRUPO ECOENER, S.A., as well as compliance with legal obligations.

The data will be provided to a Notary Public exclusively in relation to the issuance of the notarised record of the Annual General Meeting, and no international data transfer is expected. The Meeting will be broadcast through a streaming platform and may be shown publicly on the GRUPO ECOENER website ([www.ecoener.es](file:///C:\Users\PArizons\AppData\Roaming\iManage\Work\Recent\068260-0002%20(Ecoener%20S.L._%20Corporate%20governance)\www.ecoener.es)) for transparency and information purposes. The data will be retained for the duration of AGM as well as for the duration of the period established by law to address any potential complaints.

In addition, data owners are informed that they may exercise, where legally applicable, their rights of access, rectification, erasure, restriction, portability and objection, in accordance with the provisions of the applicable regulations, in the terms laid out and in compliance with the requirements stipulated therein, by writing to Grupo Ecoener, S.A. at the following address: Oficina Central de Protección de Datos, Rua Cantón Grande, 6, 15003 La Coruña, Spain. Should you have any queries, you may contact our Data Protection Manager by e-mail at pdcp@ecoener.es. You may also file a claim with the Spanish Data Protection Agency at any time.

|  |  |
| --- | --- |
| AGENDA | |
|  | 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 2022. |
|  | 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 2022. |
|  | Examination and approval, where applicable, of the proposed distribution of profit for 2022. |
|  | Examination and approval, where applicable, of corporate management for 2022. |
|  | Advisory vote on the Company’s Annual Report on Directors Remuneration for 2022 |
|  | Appointment of a new independent outside director of the Company. |
|  | Amendment to Article 1 of the Articles of Association. |
|  | Appointment of Deloitte, S.L. as the Company and its Group’s auditor for the financial years 2023, 2024 and 2025. |
|  | 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. |
|  | Delegation of powers to formalise and execute all resolutions passed by the shareholders at the Annual General Meeting. |