

## **RULES OF TELEMATIC PARTICIPATION AND REMOTE VOTING AND PROXY**

The board of directors of Ercros, S.A. ("Ercros" or the "Company") at its meeting held on 25 April 2024, has approved, pursuant to the provisions of articles 16 and 21 of the articles of association and 9 and 18 of the regulations of the general meeting of shareholders, the following rules for telematic participation and remote voting and proxy in relation to the ordinary general meeting of shareholders: which is scheduled to be held on 27 June 2024, at Avenida Diagonal, 514, 6th floor, 08006 Barcelona, at 12:00 noon, on first call, and, if the necessary quorum is not present, on 28 June 2024, at the same place and time, on second call.

Likewise, in order to encourage the participation of shareholders in the general meeting, in addition to proceeding to the live broadcast of the meeting so that it can be followed by shareholders and representatives who wish to do so, the board has agreed:

- (i) also enable telematic attendance at the meeting, allowing those shareholders who wish to attend and participate in the meeting via remote connection and in real time, in accordance with the provisions of the articles of association and the regulations of the general shareholders' meeting; and
- (ii) Exercise their voting and proxy rights through remote means of communication (email, post or website) prior to the holding of the general meeting under the terms established in the notice of call and in these rules for telematic participation and remote voting and proxy available to shareholders on the corporate website.

All shareholders who hold a minimum of 10 shares of the company, which were contracted prior to 19 June 2024, inclusive, have the right to attend the meeting physically or electronically, provided that the depositary entity of said shares has made the settlement before the Registration Systems Management Company, Clearing and Settlement of Securities, S.A. ("Iberclear") no later than June 21, 2024, inclusive.

Shareholders who wish to attend the meeting remotely or remotely must follow the following rules:

### **1. Online attendance and participation on the day of the meeting**

Through online attendance, shareholders and representatives will be able to connect in real time and participate remotely on the same day that the meeting is held (probably June 28, 2024, at 12:00 noon on second call).

The following rules may eventually be supplemented and developed by those published on the company's corporate website ([www.ercros.es](http://www.ercros.es)):

#### **1.1. Pre-registration of shareholders**

- In order to attend online to the meeting on the day it is held, shareholders must previously be registered.

- Registration will be carried out through the corporate website: [www.ercros.es/Shareholders](http://www.ercros.es/Shareholders) and investors/Corporate governance/Shareholders' Meeting; by clicking on the "Platform for participation in the meeting" button and accessing the tab "Pre-registration for online attendance".
- In order to register, the shareholder must authenticate their identity using any of the following options:
  - a) With a username and password, which can be requested from the Company through the platform in the pre-registration process;
  - b) With a valid electronic signature certificate issued by the Spanish public certification authority, Ceres, dependent on the National Mint and Stamp Factory; or
  - c) With the electronic national identity document ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.

If the shareholder wishes to identify with a username and password must request the appropriate passwords through the platform before registration.

- After identification, the shareholder will be able to access the button "Pre-registration for telematic assistance" and fill in the registration form that appears, indicating: their full name, ID number, number of shares and email address. Finally, the shareholder will need to confirm the submission of the form.
- A shareholder shall be deemed to have been validly registered when he/she receives an email from the Company confirming that the registration process has been successfully completed.
- Online pre-registration will be available between May 7 and June 25, 2024, both dates inclusive.

## **1.2. Designation and pre-registration of representatives for telematic assistance**

- Any shareholder who appoints another person to attend the meeting electronically as their representative must notify the company of their decision.
- To notify the company, the shareholder must use one of the following three channels:
  - a) By sending an e-mail to "[accionistas@ercros.es](mailto:accionistas@ercros.es)" with the proxy card issued by the Company or the depositary entity of the shares, duly completed and signed. The delegation card must be incorporated -scanned or photographed- as an attachment to the email.

The delegation card issued by Ercros can be obtained:

- (i) By requesting it from the shareholder's office by telephone (+34) 93 439 30 09 and 93 306 93 00 (working days from 8:00 a.m. to 5:30 p.m.), by email to "[accionistas@ercros.es](mailto:accionistas@ercros.es)" or by post to the Company's address; or

- (ii) Downloading it from the corporate website: [www.ercros.es/Accionistas & Investors/Corporate Governance/Shareholders' Meeting/2024](http://www.ercros.es/Accionistas%20&%20Investors/Corporate%20Governance/Shareholders%20Meeting/2024).
  - b) By accessing the corporate website: [www.ercros.es/Accionistas & Investors/Corporate Governance/Shareholders' Meeting](http://www.ercros.es/Accionistas%20&%20Investors/Corporate%20Governance/Shareholders%20Meeting); by clicking on the "Participation Platform to the board"; and then on the "Electronic voting and proxy". In order to access this tab, identity authentication shall be completed by:
    - (i) A username and password that shall be requested from the Company in the process of prior registration;
    - (ii) A valid electronic signature certificate issued by the Spanish public certification authority, Ceres, under the National Mint and Stamp Factory; or
    - (iii) The electronic national identity card ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.
- After this procedure, access to the "Electronic voting and proxy" mechanism is opened and the instructions shown on the screen to delegate the representation shall be followed.
- c) Applying, obtaining and mailing the delegation card (not recommended, see section 2.3).
- On the other hand, the representative, to register and participate in the meeting electronically, must send an email to "[accionistas@ercros.es](mailto:accionistas@ercros.es)", in which:
  - a) Manifests acceptance of the proxy granted by the holding shareholder;
  - b) Provide full name and ID number; and
  - c) Request the access codes to the telematics platform, if this is the option with which the shareholder wants to authenticate his/her identity.
- A representative shall be deemed to have been validly registered when he/she receives an email from the Company in which:
  - a) Notifies, if applicable, the access codes to the telematics platform; and
  - b) Confirm that the registration process has been completed successfully.
- If a representative is also a shareholder of the company, he/she must carry out the prior registration of his/her own shares in the manner explained in paragraph a) above and the prior registration of the shares he/she represents in the manner explained in this section. In this case, if the shareholder chooses to authenticate his/her identity by means of a username and password, the passwords obtained in the registration process as a shareholder will also allow to exercise the rights as a representative.

- In the event that the shareholder and/or representative are legal persons, a copy of the power of attorney empowering the Company to act in this act on behalf of the legal entity in question must also be sent to the Company.
- The deadline for the appointment and pre-registration of representatives is from May 7 to June 25, 2024, both dates inclusive.

### **1.3. Online assistance of shareholders and their representatives**

- Shareholders and proxies who have previously registered between May 7 and June 25, 2024, inclusive, may attend the meeting electronically.
- To attend the meeting online, shareholders and representatives must access the corporate website: [www.ercros.es/Accionistas](http://www.ercros.es/Accionistas) and [investors/Corporate governance/Shareholders' Meeting](http://www.ercros.es/investors/Corporate%20governance/Shareholders%27%20Meeting); and click on the "Online attendance at the meeting" button.
- To access the "Online attendance at the meeting" button, shareholders and representatives must authenticate their identity using any of the following options:
  - a) With a username and password that can be provided by the Company during the prior registration process;
  - b) With a valid electronic signature certificate issued by the Spanish public certification authority, Ceres, dependent on the National Mint and Stamp Factory; or
  - c) With the electronic national identity document ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.
- The mechanisms for online attendance will be operational from 9:00 am on the day on which the meeting is held. From this time on, registered shareholders and proxies will be able to connect to attend the meeting online. Access to this mechanism will be active until 12:00 pm, which is when the meeting is scheduled to start, although shareholders and proxies who have already accessed this mechanism will be able to remain connected until the meeting ends.
- If the meeting is not held on first call, shareholders and proxies must repeat this connection process in the same time slot on the date scheduled for the meeting to be held on second call.

- Shareholders and proxies are notified that -given that pre-registration will end on 25 June 2024, inclusive- they may not register on the date when the meeting is held and, therefore, if they have not previously registered during the period indicated, they may not access the mechanism for online attendance or therefore attend the meeting electronically.
- Any shareholders and proxies who -having correctly completed pre-registration- have not connected to the online attendance mechanism on the day when the meeting is held will not be included in the quorum for the meeting and, therefore, may not vote online or collect the attendance fee, unless they attend the meeting in person or have cast their vote remotely.
- Physical attendance at the meeting renders remote attendance void.

#### **1.4. Live Streaming**

- Shareholders and proxies who have accessed the meeting through the platform online attendance at the meeting, “Asistencia telemática a la junta”, may follow the live streaming by clicking on “Retransmisión”.
- The live streaming of the meeting may also be followed by any interested party that wishes to do so, whether they are or not shareholders of the Company, by accessing the corporate website: [www.ercros.es/Shareholders](http://www.ercros.es/Shareholders) and investors/Corporate governance/Shareholders’ meeting; and clicking on “Retransmisión de la junta”.

#### **1.5. Time for interventions, requests and questions**

- Shareholders and proxies who attend the meeting online may take the floor and request information or clarifications regarding the items included on the agenda.
- Requests to take the floor and requests for information must be submitted to the Company in writing in any of the following forms and by the deadlines indicated:
  - a) By email to “[accionistas@ercros.es](mailto:accionistas@ercros.es)”, which must be received by the Company on or prior to 25 June 2024.
  - b) Through the online attendance platform, from the time of pre-registration on the online attendance platform until the period for submitting requests to take the floor ends, which will be duly indicated during the meeting.
- Shareholders or proxies who take the floor electronically and request information or clarifications from the Company during the meeting will receive a written reply within seven days following the end of the meeting, without prejudice to the possibility of being answered during the meeting.
- Requests to take the floor will only be recorded in the minutes of the meeting when expressly requested.

## **1.6. Online voting**

- Shareholders present and represented electronically may exercise their voting rights on the meeting day.
- To vote, shareholders must click on the "Voting" button on the "Online attendance at the meeting" screen of the corporate website: [www.ercros.es](http://www.ercros.es).
- This right may be exercised from the moment the shareholder attends the meeting until the chairman declares the voting session over.
- The telematic assistance mechanism doesn't allow the revocation or repetition of the vote once it has been issued by the shareholder or his representative.
- In the case of those shareholders or proxies who exercise the right to vote but don't give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are submitted to a vote of the meeting, their votes will be counted according to the following rule:
  - a) In favour of the proposals for resolutions made by the board of directors; and
  - b) In the sense that the board of directors deems it more favourable to the interests of the shareholder represented, within the framework of the corporate interest, in the items submitted to the vote of the shareholders' meeting not formulated by the board of directors.
- In relation to the voting on the proposed resolutions, the regime and procedure provided for in the articles of association and the regulations of the meeting will be applied, in the same terms as in the case of face-to-face attendance at the meeting.

## **2. Proxy and early voting via remote means**

Shareholders with the right to attend may confer their proxy or exercise their right to vote, in advance of the date of the meeting, in accordance with the provisions of articles 521 and 522 of the Corporate Enterprise Act, the articles of associations, the regulations of the meeting and the call through the following means of remote communication:

- a) By e-mail, with the intention of facilitating shareholder participation;
- b) Through the corporate website; and
- c) By mail.

The shareholder's attendance at the meeting, by any of the forms provided, as well as the casting of the vote by remote or telematic means of communication, will prevail over any proxy that the shareholder may have conferred. Likewise, the shareholder's attendance at the meeting, in any of the ways provided, will render null and void the vote or proxy cast by remote means of communication prior to the meeting.

Representatives who attend the meeting electronically may only exercise the right to attend and vote if they have previously registered and connect to the mechanism for telematic attendance at the meeting on the day of the meeting.

## **2.1. Proxy and voting by e-mail prior to the holding of the meeting**

- Shareholders who wish to grant their proxy or cast their vote by email before the meeting are held may do so by means of the proxy card or, where applicable, the voting card issued by Ercros or by the depositary entity of their shares.

The proxy and voting card issued by Ercros can be obtained:

- a) By requesting it from the shareholder's office by telephone (+34) 93 439 30 09 and 93 306 93 00 (working days from 8:00 a.m. to 5:30 p.m.), by e-mail "[accionistas@ercros.es](mailto:accionistas@ercros.es)" or by post to the Company's address; or
  - b) Downloading it from the corporate website: [www.ercros.es/ShareholdersandInvestors/CorporateGovernance/Shareholders'meeting/2024](http://www.ercros.es/ShareholdersandInvestors/CorporateGovernance/Shareholders'meeting/2024).
- In the case of those shareholders or proxies who exercise the right to vote by e-mail but don't give voting instructions for one or more of the matters that, whether or not included in the agenda, are put to the vote of the meeting, their votes will be counted according to the following rule:
    - a) In favour of the proposals for resolutions made by the board of directors; and
    - b) In the sense that the board of directors deems it more favourable to the interests of the shareholder represented, within the framework of the corporate interest, in the items submitted to the vote of the shareholders' meeting not formulated by the board of directors.
  - The shareholder must complete the sections of the corresponding card relating to the proxy or vote, as the case may be, sign it and send it to (i) the company, preferably by email to "[accionistas@ercros.es](mailto:accionistas@ercros.es)" photographed or scanned as an attachment, or by post; or (ii) to the entity where they have deposited their shares.
  - For the validity of the proxy or the vote by email, the company must receive the corresponding cards no later than June 25, 2024, inclusive.

## **2.2. Proxy and voting via the website prior to the holding of the meeting**

- Shareholders will also be able to delegate their proxy or cast their vote electronically before the meeting is held.
- To exercise these rights electronically, shareholders must access the corporate website: [www.ercros.es/ShareholdersandInvestors/CorporateGovernance/Shareholders'meeting](http://www.ercros.es/ShareholdersandInvestors/CorporateGovernance/Shareholders'meeting); click on the "Platform for participation in the meeting"; enter the tab "Electronic proxy and voting"; and follow the instructions that appear on the screen.

- For the purpose of authenticating their identity, shareholders and proxies may use any of the following options:
  - a) The username and password that may be requested from the Company in the pre-registration process;
  - b) A valid electronic signature certificate issued by the Spanish public certification authority, Ceres, under the National Mint and Stamp Factory; or
  - c) The electronic national identity card ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.
- Once their identity has been authenticated, the shareholder or proxy will be able to access the "Electronic proxy and vote" mechanism and exercise their rights.
- In the case of those shareholders or proxies who exercise the right to vote through the website but don't give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are submitted to a vote of the meeting, their votes will be counted according to the following rule:
  - a) In favour of the proposals for resolutions made by the board of directors; and
  - b) In the sense that the board of directors deems it more favourable to the interests of the shareholder represented, within the framework of the corporate interest, in the items submitted to the vote of the shareholders' meeting not formulated by the board of directors.
- The mechanism for voting or delegating through the corporate website will be available between May 7 and June 25, 2024, both inclusive.

### **2.3. Proxy and postal voting prior to the holding of the meeting**

- Shareholders who wish to grant their proxy or cast their vote by post before the meeting are held may do so by means of the proxy card or, where appropriate, the voting card issued by Ercros or by the depositary entity of their shares.

The attendance, voting and proxy card issued by Ercros can be obtained:

- a) By requesting it from the shareholder's office by telephone at (+34) 93 439 30 09 and 93 306 93 00 (working days from 8:00 a.m. to 5:30 p.m.); by e-mail to "[accionistas@ercros.es](mailto:accionistas@ercros.es)"; or by post to the Company's address; or
- b) Downloading it from the corporate website: [www.ercros.es/Shareholders](http://www.ercros.es/Shareholders) and [investors/Corporate governance/Shareholders' meeting/2024](http://www.ercros.es/Shareholders).



- In the case of those shareholders or proxies who exercise the right to vote by post but don't give voting instructions for one or more of the matters that, whether included in agenda, are put to the vote of the meeting, their votes will be counted according to the following rule:
  - a) In favour of the proposals for resolutions made by the board of directors; and
  - b) In the sense that the board of directors deems it more favourable to the interests of the shareholder represented, within the framework of the corporate interest, in the items submitted to the vote of the shareholders' meeting not formulated by the board of directors.
- Once completed and signed, the card must be sent by post to the following address: Ercros shareholder's office. Avda. Diagonal 593-595, 5th floor, 08014 Barcelona.
- For the validity of the proxy or postal vote, the Company must receive the corresponding cards no later than June 25, 2024, inclusive.

### **3. Public request for representation made by the board**

The board of directors informs shareholders that by means of the call for the meeting, approved at its meeting of 25 April 2024, it has made a public request for proxy, which may be accepted by those shareholders who wish to be represented by those appointed by the board, in accordance with the provisions of article 186 of the Corporate Enterprise Act.

At the same meeting, the board agreed to appoint as representatives of the shareholders who accept their public request for representation, indistinctly, the chairman of the meeting, another director, the secretary of the meeting, the internal auditor or the director of the legal department of Ercros.

In the case of proxy cards received by the company, sent directly by shareholders or through depository institutions or book-entry holders, which do not indicate, or indicate incompletely or confusingly, the name of the person on whom the representation is conferred, it will be understood that the shareholder accepts the public request for proxy made by the board.

#### **3.1. Request for voting instructions**

- The shareholder who avails him/herself of this public request for proxy made by the board may issue express voting instructions for one or more of the matters to be voted on at the meeting, whether they are included in agenda.
- In such a case, the proxy shall vote in accordance with the instructions given and shall be required to retain such instructions for one year from the holding of the meeting.
- By way of exception, the representative may vote differently when circumstances arise which were unknown at the time the instructions were sent and there is a risk of prejudice to the interests of the person represented.

### **3.2. Indication of the direction of the vote in the absence of instructions**

- In the event that the shareholder has accepted the public request for proxy made by the board and has not given express voting instructions on his or her proxy card for one or more of the matters that, whether or not they are included in the agenda, are to be put to the vote of the meeting, the board of directors informs that the representative will vote in accordance with the following rule:
  - a) In favour of the proposals for resolutions made by the board of directors; and
  - b) In the sense that the board of directors deems it more favourable to the interests of the shareholder represented, within the framework of the corporate interest, in the items submitted to the vote of the shareholders' meeting not formulated by the board of directors.
- The same rule applies where the shareholder has given voting instructions but those instructions are not clearly formulated or are contradictory to each other.

### **3.3. Conflict of interest of representatives**

- If one or more of the persons appointed by the board as representatives of the shareholders who avail themselves of the public request for proxy find themselves in a conflict of interest in the voting of any of the proposals to be put to the vote of the meeting, and the shareholder has not given precise voting instructions on them, representation shall be deemed to be conferred on any of the other designated persons in which such circumstance does not occur.
- For the purposes of the provisions of article 523 of the Corporate Enterprise Act, it is noted that, if a shareholder appoints the chairman of the meeting or any other member of the board of directors as a representative, they may incur in a conflict of interest in those proposals for resolutions that may be submitted to a vote of the meeting in relation to the cases provided for in article 526 of the Corporate Enterprise Act.

In this case, if the shareholder has not given precise voting instructions on these proposals, the proxy will be conferred in favour of any of the proxies appointed by the board in which there is no conflict of interest.

## **4. Priority rules**

- The personal attendance at the meeting of the shareholder who has voted or delegated remotely, regardless of the means used to issue it, will render the vote or proxy null and void.
- The vote and proxy issued remotely will also be null and void if the shareholder subsequently makes an express revocation, through the same means used for the issuance of the vote or proxy, within the established period.
- In the event that a shareholder holds several remote votes, the last one received by the company shall prevail.

- A vote, regardless of the means used to cast it, shall render any delegation ineffective, even if it is made after the vote has been cast.
- If a shareholder makes several delegations, the last valid delegation received by the company shall prevail.
- If a shareholder or their representative casts their vote through the telematic attendance mechanism, which will be active during the holding of the meeting, they may not revoke or repeat it.

## **5. Other forecasts**

- Both the remote vote and the proxy will be null and void if the shareholder disposes of the company's shares after June 19, 2024.
- In the event that the shareholder is a legal person, it must notify the company of any modification or revocation in the powers held by its representative and, therefore, Ercros declines any liability until such notification is made.
- The validity of the vote or proxy issued by remote means of communication shall be subject to verification of shareholder status. In the event of a divergence between the number of shares reported by the shareholder and the number of shares in the Iberclear register, the number of shares in the Iberclear register shall be considered valid for the purposes of quorum and voting.
- It is the sole responsibility of the shareholder, or their representative, to keep the keys or means of identification necessary to exercise their rights within the framework of this meeting through the electronic and telematic means enabled. In the case of a legal entity, it must communicate any modification or revocation in the powers held by its representative and, therefore, the company declines any liability until such notification is made.

## **6. Technical issues**

- Ercros reserves the right to modify, suspend, cancel or restrict voting assistance and electronic delegation mechanisms for technical or security reasons.
- Ercros is not responsible for any damages that may be caused by overloads, breakdowns, line failures, connection failures or other eventualities beyond its control, which temporarily prevent the use of these mechanisms.

## **7. Means to contact the Ercros shareholder's office**

The company makes the following channels available to shareholders:

a) Shareholder's office

- Telephone: (+34) 93 439 30 09 and 93 306 93 00 (weekdays from 8:00 a.m. to 5:30 p.m.); and
- Email: [accionistas@ercros.es](mailto:accionistas@ercros.es)
- Postal mail: Avda. Diagonal, 593-595, 5th floor, 08014 Barcelona

b) Corporate website

- [www.ercros.es/Shareholders](http://www.ercros.es/Shareholders) and [investors/Corporate](http://www.ercros.es/investors/Corporate) [governance/Shareholders'](http://www.ercros.es/governance/Shareholders) [meeting/2024](http://www.ercros.es/meeting/2024)

Daniel Ripley Soria  
Secretary of the board of directors of Ercros

Barcelona, 25 April 2024