

ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2024

The board of directors of Ercros, S.A. ("Ercros" or "the Company") calls the ordinary general meeting of shareholders ("the meeting") to be held on June 27, 2024, at Avenida Diagonal, 514, 6th floor, 08006, Barcelona, at 12:00 noon, on first call, and, if the necessary quorum is not met, on June 28, 2024, at the same place and time, on second call.

Shareholder's full name		Mailing address	
DNI or NIF	Telephone	Email	
Share deposit account number		No. of shares	Attendance premium
			EUR 0.005 gross/share

Shareholders who hold a minimum of 10 shares of the Company, which have been contracted prior to 19 June 2024, inclusive, may attend the general meeting physically or electronically, provided that the depositary entity of such shares has made the settlement before the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* ("Iberclear") no later than June 21, 2024, inclusive. Shareholders who hold less than 10 shares may delegate their proxy or group with other shareholders until they gather the necessary shares and confer the proxy on one of them.

Shareholders who wish to vote early or proxy can do so by completing and signing the corresponding section of this card and sending it – photographed or scanned by email to accionistas@ercros.es or by post. In the event that a shareholder signs the early voting and proxy sections, the vote will prevail and the proxy will be null and void. Early voting and proxy voting can also be done via the corporate website.

Cards that are not received in due form and on time will not be counted as attendees at the meeting and, therefore, the shareholders will not have the right to vote or receive the attendance premium of 0.005 euros gross per share.

In addition to the provisions of the law, the articles of association and the regulations of the meeting, the shareholder must comply with the rules on online participation and remote voting and proxy and the provisions of the notice of call for this meeting (www.ercros.es).

FACE-TO-FACE ATTENDANCE AT THE MEETING

To access the meeting on the day it is held, the shareholder, or his/her representative, must be accredited with the following documents:

- (i) Attendance card issued by Ercros or by the depositary entity of its shares on the occasion of the meeting.
- (ii) If the shareholder is a company (legal person), he/she must present a legal identification document of the director acting on behalf of the company and the power of attorney, or a stamped copy thereof, allowing him/her to act on behalf of the shareholder company.
- (iii) The representative appointed by a shareholder must also present the proxy granted in his favour by the shareholder.

Shareholder's signature

In _____, _____, 2024

TELEMATIC ATTENDANCE AT THE MEETING

Shareholders who wish to attend the meeting online on the day of the meeting as an alternative to attending in person and exercise their right to vote directly or through a proxy **must be previously registered** through the corporate website: www.ercros.es/Shareholders & Investors/Corporate Governance/Shareholders' Meeting; by clicking on "Platform for participation in the meeting" and, from there, accessing "Registro previo para la asistencia telemática". The deadline for the pre-registration of shareholders is from May 7 to June 25, 2024, both dates inclusive.

Shareholders and proxies who have successfully completed the pre-registration to attend the general meeting online **must connect on the day of the meeting by clicking on "Online attendance at the meeting"** and will be able to follow the live broadcast of the meeting by clicking on "Retransmisión", in accordance with the procedure set out in the notice of call.

PROXY AND POSTAL VOTING

Shareholders who wish to cast their vote prior to the holding of the meeting or grant their proxy by post may do so by completing the sections relating to proxy or voting, as the case may be, of this card issued by Ercros, sign it and send it to the postal address: Ercros Shareholder's Office, at Avenida 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**.

PROXY AND E-MAIL VOTING

Shareholders who wish to cast their vote prior to the holding of the meeting or grant their proxy may do so by completing the sections relating to proxy or voting, as the case may be, of this card issued by Ercros, signing it and sending it photographed or scanned by email to: accionistas@ercros.es.

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**.

PROXY AND WEB-BASED VOTING

The corporate website also has a mechanism for shareholders to cast their vote in advance of the meeting or grant their proxy. Shareholders who wish to attend the meeting in this way must access: www.ercros.es/Accionistas and investors/Corporate governance/Shareholders' Meeting, by clicking on "Platform for participation in the meeting" and, from there, accessing "Delegación y voto electrónicos" and following the instructions that appear on the screen. This mechanism will be **available until June 25, 2024, inclusive**.

For the purpose of authenticating their identity, shareholders and proxies may use any of the following options: (i) the username and password provided by the Company during the prior registration process; (ii) a valid electronic signature certificate issued by the Spanish public certification authority, Ceres, under the Fábrica Nacional de Moneda y Timbre; or (iii) the electronic national identity document ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.

Likewise, shareholders may confer representation, without distinction, to the chairman of the meeting, to another director, to the secretary of the meeting, to the internal auditor or to the director of the legal department of Ercros through remote means of communication and prior to the holding of the meeting, in the terms provided for in the Capital Companies Act. in the articles of association and in the notice of call.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanism for technical or security reasons. The Company 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 this mechanism.

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.

DELEGATION

Shareholders may delegate their attendance at the meeting to a representative, even if he or she is not a shareholder of the Company. To do so, shareholders must complete the following sections of the "Delegation" part of this card, in order to (i) designate the representative; (ii) give voting instructions on the resolutions that are submitted to a vote of the meeting; and (iii) sign the card. Finally, they must **send the photographed or scanned card by email to: accionistas@ercros.es, no later than June 25, 2024, inclusive**. It can also be sent by post to the following address: Ercros shareholder's office, Avinguda Diagonal, 593-595, 5th floor, 08014 Barcelona; the deadline also ends on 25 June.

In order for the delegation to be valid, the representative must attend the meeting physically or electronically on the day it is held. In the case of proxies who attend the meeting electronically, in order for the proxy to be valid, the proxy must communicate their acceptance in writing to the Company and attend the meeting electronically on the day it is held.

Appointment of representative

The shareholder in whose favour this card has been issued confers his or her proxy for the meeting indicated therein to:

(Check only one box. In the event to not tick any of the following boxes, do not designate the person to whom shareholders grants his/her proxy or doubts arise in this regard, it will be understood that shareholder accepts the public request for proxy made by the board of directors on 25 April 2024 and that shareholder grants his/her proxy, indistinctly, in favour of the chairman of the general meeting, another director, the secretary of the general meeting, the internal auditor or the director of the legal department of Ercros).

- | | |
|--|--|
| <input type="checkbox"/> President
<input type="checkbox"/> Internal auditor
<input type="checkbox"/> Director Mr/Mrs _____
<input type="checkbox"/> D/D ^a _____ | <input type="checkbox"/> Secretary of the shareholders' meeting
<input type="checkbox"/> Director of the legal department
_____ <i>(Enter the name of the director)</i>
_____ <i>(enter the representative's name and ID)</i> |
|--|--|

Voting instructions

The shareholder must mark an X in the corresponding box of the proposed resolutions according to the direction of their vote.

The proxy shall cast the vote in accordance with the instructions provided by the shareholder and shall be obliged to retain them for one year from the date of the meeting.

If the shareholder does not give express voting instructions 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 interprets that it accepts the public request for proxy that it has made, so that the appointed representative will vote in accordance with the following rule: (i) in favour of the proposals for resolutions made by the board of directors; and (ii) in the sense that the board of directors deems more favourable to the interests of the represented shareholder, within the framework of the corporate interest, in the items submitted to the vote of the 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.

VOTING ON THE PROPOSALS FOR RESOLUTIONS MADE BY THE BOARD OF DIRECTORS:

Proposal	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th
In favour											
Against											
Abstention											

VOTING ON PROPOSALS FOR RESOLUTIONS NOT MADE BY THE BOARD OF DIRECTORS:

In relation to those proposals for resolutions that, whether or not they appear on the agenda of the meeting, are going to be put to a vote of the meeting because it is permitted by law, the shareholder accepts the public request for proxy made by the board of directors. In such a case, the proxy shall apply the above rule, unless the shareholder indicates otherwise below:

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 a member of the board of directors as a representative, they may incur a conflict of interest in the voting of those proposed resolutions that may be submitted to the 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.

Signature of the shareholder conferring the proxy

Representative's signature

In _____, _____, 2024

In _____, _____, 2024

ADVANCE VOTING

Shareholders who wish to vote on the proposed resolutions that are to be put to the vote of the meeting, prior to its celebration, must complete the sections of the "Early voting" part of this card, in order to give their voting instructions and sign it. Finally, they must **send the photographed or scanned card by email to: accionistas@ercros.es, no later than June 25, 2024 inclusive**. It can also be sent by post to the following address: Ercros Shareholder's Office, Avinguda Diagonal, 593-595, 5th floor, 08014 Barcelona; The deadline is also 25 June.

Voting instructions

The shareholder must mark an X in the corresponding box of the proposed resolutions, depending on the direction of their vote.

If the shareholder does not give express voting instructions 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 interprets that it accepts the public request for proxy that it has made, so that the appointed representative will vote in accordance with the following rule: (i) in favour of the proposals for resolutions made by the board of directors; and (ii) in the sense that the board of directors deems 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 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.

VOTING ON THE PROPOSALS FOR RESOLUTIONS MADE BY THE BOARD OF DIRECTORS:

Proposal	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th
In favour											
Against											
Abstention											

VOTING ON PROPOSALS FOR RESOLUTIONS NOT MADE BY THE BOARD OF DIRECTORS:

In relation to those proposed resolutions that, whether or not they appear on the agenda of the meeting, are going to be put to the vote because the law allows it, the shareholder accepts the public request for proxy made by the board of directors unless otherwise indicated below:

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 general meeting or any other member of the board of directors as a representative, they may incur a conflict of interest in the voting of those proposed resolutions that may be submitted to the 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.

Signature of the shareholder voting remotely

In _____, _____, 2024

AGENDA**Proposed resolutions submitted for approval by the meeting**

1. Examination and approval, if applicable, of the financial statements and directors' report of the Company and its consolidated Group, which includes the annual corporate governance report in a separate document, and the social management.
2. Examination and approval, if applicable, of the proposed distribution of individual profit obtained by Ercros, S.A., which includes the distribution of a dividend in the amount of EUR 0.096 gross per share, payable on 10 July 2024, all for the year ended 31 December 2023.
3. Examination and approval, if applicable, of the non-financial information statement (annual corporate social responsibility report) of the Company and its consolidated Group for the year ended 31 December 2023.
4. Appointment of PricewaterhouseCoopers Auditores, S.L., as annual accounts auditor of the Company and its consolidated Group for the fiscal years 2024, 2025 and 2026.
5. Re-election of Mr. Antonio Zabalza Martí as executive director.
6. Re-election of Mrs. Lourdes Vega Fernández, as independent director.
7. Re-election of Mr. Laureano Roldán Aguilar, as external director.
8. Re-election of Mr. Eduardo Sánchez Morrondo, as external director.
9. Re-election of Mr. Joan Casas Galofré, as proprietary director.
10. Advisory vote on the annual directors' remuneration report for 2023.
11. Delegation of powers to the managing director and the secretary of the board of directors for the interpretation, correction, supplementation, execution, and development of the agreements adopted by the shareholders' meeting, and delegation of powers for the elevation to public instrument and registration of the agreements, and, if necessary, for their correction.