

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 May 9, 2025, has approved, under the provisions of articles 16 and 21 of the articles of association ("AA") and 9 and 18 of the general meeting regulations ("GMR"), the following rules for telematic participation and remote voting and proxy in relation to the ordinary general shareholders' meeting, which is scheduled to be held on 26 June 2025, at Avenue Diagonal, 514, 6th floor, 08006 Barcelona, at 12:00 p.m., on first call, and, if the necessary quorum is not met, on 27 June 2025, 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 of directors has agreed:

- (i) Also enable telematic attendance at the meeting, allowing those shareholders who wish to attend and participate in the meeting by means of a remote connection and in real time, in accordance with the provisions of the AA and the GMR; 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 of telematic participation and remote voting and proxy available to shareholders on the corporate website.

All shareholders who own a minimum of 10 shares of the Company, whose trading has been carried out prior to June 18, 2025, included, are entitled to attend the meeting physically or electronically, provided that the depositary entity of said shares has made the settlement with the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. ("Iberclear") no later than June 20, 2025, included.

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

1. Telematic attendance and participation on the day of the meeting

Through telematic attendance, shareholders and representatives will be able to connect in real time and participate remotely on the same day the meeting is held (probably on June 27, 2025 at 12:00 p.m. on second call).

The following rules may be supplemented and developed by those published on the Company's corporate website (www.ercros.es):

1.1. Pre-registration of shareholders

- In order to be able to attend the meeting electronically on the day of its celebration, shareholders must be previously registered.

- Registration will be done through the corporate website: [www.ercros.es/en/Shareholders and investors/Corporate governance/Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders'_meeting); by clicking on "Meeting participation platform" and, from there, by accessing "Registro previo para la asistencia telemática".
- 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 that has been 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 Directorate of the Police of the Spanish Ministry of the Interior.

If the shareholders wish to identify themselves with a username and password, they must request the appropriate passwords through the platform before registration.

- After identification, the shareholder will be able to access the "Registro previo para asistencia telemática" button and fill in the registration form that appears, indicating: their full name, ID number, number of shares and email address. Finally, you must confirm the submission of the form.
- A shareholder shall be deemed to have validly registered when he receives an e-mail from the Company confirming that the registration process has been successfully concluded.
- Online pre-registration will be available between May 13 and June 24, 2025, both dates included.

1.2. Designation and prior registration of representatives for telematic attendance

- The shareholder who appoints another person to attend the meeting electronically as his representative must notify the Company of his decision.
- To notify the Company, the shareholder must use one of the following three channels:
 - a) By sending an email to accionistas@ercros.es with the remote attendance, voting and proxy card issued by the Company or the depository institution of the shares, duly completed and signed. The remote attendance, voting and delegation card must be scanned -or photographed- as an attachment to the email.

The remote attendance, voting and proxy 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 e-mail to accionistas@ercros.es or by post to the Company's address; or

- (ii) By downloading it from the corporate website: <https://www.ercros.es/en/shareholders-and-investors/corporate-governance/shareholders-meeting>.
 - b) By accessing the corporate website: [www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders'_meeting), by clicking on "Platform for participation in the meeting", and, from there, accessing "Delegación y voto electrónicos". To access this tab, you must authenticate your identity by:
 - (i) A username and password that you can request from the Company in the process of prior registration;
 - (ii) A valid electronic signature certificate that has been issued by the Spanish public certification authority, Ceres, dependent on the Fábrica Nacional de Moneda y Timbre; or
 - (iii) The electronic national identity document ("DNIe") issued by the National Directorate of the Police of the Spanish Ministry of the Interior.

After this procedure, you can now access the "Voto y delegación electrónicos" mechanism and follow the instructions shown on the screen to delegate your representation.
 - c) Requesting, obtaining and sending the delegation card by post (not recommended, see section 2.3).
- For his part, the representative, in order to register and participate in the meeting electronically, must send an email to accionistas@ercros.es, in which:
- a) Expresses acceptance of the delegation conferred by the titular shareholder;
 - b) Provide your full name and ID number; and
 - c) Request the access codes to the telematics platform, if this is the option with which you wish to authenticate your identity.
- A representative will be deemed to have validly registered when he or she receives an email from the Company in which:
- a) Notify you, if applicable, of your access codes to the telematic platform; and
 - b) Confirm that the registration process has been completed successfully.
- If a representative is also a shareholder of the Company, he or she must pre-register his or her own shares in the manner explained in paragraph a) above, and pre-register the shares he or she represents in the manner explained in this section. In this case, if you choose to authenticate your identity by means of a username and password, the passwords obtained in your registration process as a shareholder will also allow you to exercise your rights as a proxy.

- In the event that the shareholder and/or the representative are legal persons, a copy of the power of attorney authorizing them to act in this act on behalf of the legal person in question must also be sent to the Company.
- The deadline for the appointment and prior registration of representatives is from May 13 to June 24, 2025, both dates included.

1.3. Telematic assistance of shareholders and their representatives

- The meeting may be attended electronically only by shareholders and representatives who have previously registered, between May 13 and June 24, 2025, included.
- To attend the meeting electronically, shareholders and representatives must access the corporate website: [www.ercros.es/en/Shareholders and investors/Corporate governance/Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders_meeting); click on "Telematic attendance at the meeting" and authenticate your identity using any of the options explained above.
- To access the "Telematic 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 the Company can provide them with in the pre-registration process;
 - b) With a valid electronic signature certificate that has been 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 Directorate of the Police of the Spanish Ministry of the Interior.
- The telematic attendance mechanism will be operational from 09:00 hours on the day the meeting is held. From this time, shareholders and registered representatives will be able to connect to attend the meeting electronically. Access to this mechanism will be active until 12:00 p.m., which is when the meeting is scheduled to begin; although shareholders and representatives who have already accessed this mechanism may remain connected until the end of the meeting.
- In the event that the meeting is not held on first call, shareholders and representatives must repeat this connection process in the same time slot as the day scheduled for the meeting to be held on second call.
- Shareholders and representatives are advised that -since the pre-registration closes on June 24, 2025, including- the day on which the meeting is held, they will not be able to carry out the registration process and, therefore, if they have not done so previously during the dates indicated, they will not be able to access the telematic attendance mechanism or, Therefore, attend the meeting electronically.
- Likewise, shareholders and proxies who, -having satisfactorily completed the prior registration-, have not connected to the telematic attendance mechanism on the day of the meeting will not be included in the quorum for attendance at the meeting and, consequently,

will not be able to vote electronically or receive the attendance bonus, unless they have attended the meeting in person or cast their vote remotely.

- Physical attendance at the meeting makes telematic attendance ineffective.

1.4. Live streaming

- Shareholders and representatives who have accessed the meeting through the "Telematic attendance at the meeting" platform will be able to follow the broadcast of the meeting live by clicking on "Retransmisión".
- Those interested persons who wish to do so, whether or not they are shareholders of the Company, may also follow the broadcast of the meeting live by accessing the corporate website: www.ercros.es/en/Shareholders and [investors/Corporate governance/Shareholders' meeting](http://www.ercros.es/en/investors/Corporate_governance/Shareholders_meeting); and clicking on "Meeting broadcast".

1.5. Time for interventions, requests and questions

- Shareholders or representatives who attend the meeting electronically may make interventions and request information or clarifications on the matters included in the agenda.
- Interventions and requests for information must be sent to the Company in writing in any of the following forms and deadlines:
 - a) By email to accionistas@ercros.es, which must be received by the Company before June 24, 2025, included.
 - b) By means of the link enabled for this purpose on the telematic attendance platform, through the button "Telematic attendance at the meeting", entering the "Intervenciones" tab, from the moment of prior registration on the telematic attendance platform and until the turn of interventions is closed, which will be indicated in due course during the course of the meeting.
- Shareholders or representatives who intervene electronically and request information or clarifications from the Company during the holding of the meeting will receive the written response within seven days of the end of the meeting, without prejudice to the possibility of being answered during the course of the meeting.
- Interventions will only be recorded in the minutes of the meeting when expressly requested.

1.6. Telematic voting

- Shareholders present and represented electronically may exercise their voting rights, on the day the meeting is held, by clicking on "Votación" on the "Telematic attendance at the meeting" platform.
- To vote, they must click on the "Votación" button on the "Telematic attendance at the meeting" screen on the corporate website: www.ercros.es.

- This right may be exercised from the moment the shareholder accedes to the meeting until the chairman declares the voting time over.
- The telematic attendance mechanism does not allow the revocation or repetition of the vote once it has been issued by the holding shareholder or his representative.
- In the case of those shareholders or representatives who exercise the right to vote but do not give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are put to a vote at the meeting, their votes will be counted according to the following rule:
 - a) In favour of the proposals for resolutions formulated by the board of directors; and
 - b) In the sense that the board of directors deems it more favourable for the interests of the shareholder represented, within the framework of the corporate interest, on the points submitted to a vote of the meeting not formulated by the board of directors.
- In relation to the voting of the proposed resolutions, the regime and procedure provided for in the AA and the GMR will be applied, under 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 voting rights, in advance of the date of the meeting, in accordance with the provisions of articles 521 and 522 of the CEA, the AA, the GMR and the call through the following means of remote communication:

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

The attendance of the shareholder at the meeting, in any of the ways 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 attendance of the shareholder at the meeting, in any of the ways provided, will nullify 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 telematic attendance mechanism at the meeting on the day of the meeting.

2.1. Proxy and voting by email prior to the meeting

- Shareholders who wish to grant their proxy or cast their vote by email before the meeting is held may do so by means of the proxy card or, where appropriate, the voting card issued by Ercros or by the depository 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 to accionistas@ercros.es or by post to the Company's address; or
 - b) By downloading it from the corporate website: [www.ercros.es/en/Shareholders and investors/Corporate governance/Shareholders' meeting/2025 Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders'_meeting/2025_Shareholders'_meeting).
- In the case of those shareholders or proxies who exercise the right to vote by e-mail but do not give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are put to a vote at the meeting, their votes will be counted according to the following rule:
 - a) In favour of the proposals for resolutions formulated by the board of directors; and
 - b) In the sense that the board of directors deems it more favourable for the interests of the shareholder represented, within the framework of the corporate interest, on the points submitted to a vote of the 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 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 vote by email, the Company must receive the corresponding cards no later than June 24, 2025, included.

2.2. Delegation and voting through the website prior to the meeting

- Shareholders may also delegate their proxy or cast their vote electronically before the meeting is held.
- To exercise these rights electronically, you must access the corporate website: [www.ercros.es/en/Shareholders and investors/Corporate governance/Shareholders' meeting](http://www.ercros.es/en/Shareholders_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.
- 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 process of prior registration;
 - b) A valid electronic signature certificate that has been issued by the Spanish public certification authority, Ceres, dependent on the Fábrica Nacional de Moneda y Timbre; or

- c) The electronic national identity document ("DNIe") issued by the National Directorate of the Police of the Spanish Ministry of the Interior.
- Once their identity has been authenticated, the shareholder or representative will be able to access the "Delegación y voto electrónicos" mechanism and exercise their rights.
- In the case of those shareholders or representatives who exercise the right to vote through the website but do not give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are put to a vote at the meeting, their votes will be counted according to the following rule:
 - a) In favour of the proposals for resolutions formulated by the board of directors; and
 - b) In the sense that the board of directors deems it more favourable for the interests of the shareholder represented, within the framework of the corporate interest, on the points submitted to a vote of the meeting not formulated by the board of directors.
- The mechanism to vote or delegate through the corporate website will be available between May 13 and June 24, 2025, both included.

2.3. Proxy and voting by post prior to the meeting

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

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

- a) By requesting it from the shareholder's office at (+34) 93 439 30 09 and 93 306 93 00 (weekdays from 8:00 a.m. to 5:30 p.m.); by email to "accionistas@ercros.es"; or by post to the Company's address; or
- b) By downloading it from the corporate website: [www.ercros.es/en/Shareholders and investors/Corporate governance/Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders'_meeting).
- In the case of those shareholders or representatives who exercise the right to vote by post but do not give voting instructions for one or more of the matters that, whether or not they are included in the agenda, are put to a vote at the meeting, their votes will be counted according to the following rule:
 - a) In favour of the proposals for resolutions formulated by the board of directors; and
 - b) In the sense that the board of directors deems it more favourable for the interests of the shareholder represented, within the framework of the corporate interest, on the points submitted to a vote of the 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 office. Avenue 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 24, 2025, included.

3. Public request for representation by the board of directors

The board of directors informs shareholders that by means of the call for the meeting, approved at its meeting on May 9, 2025, it has made a public request for proxy, which may be accepted by those shareholders who wish to be represented by those designated by the board of directors, in accordance with the provisions of article 186 of the CEA.

At the same meeting, the board of directors has agreed to appoint as representatives of the shareholders who accept its 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 those responsible for recording book entries, which do not indicate, or indicate incompletely or confusingly, the name of the person to whom the proxy is conferred, it shall be understood that the shareholder accepts the public request for proxies made by the board of directors.

3.1. Request for voting instructions

- The shareholder who avails himself of this public request for proxies made by the board of directors may give express voting instructions for one or more of the matters to be put to the vote at the meeting, whether or not they are included in the agenda.
- In such a case, the representative shall vote in accordance with the instructions given and shall be obliged to keep those instructions for one year from the holding of the meeting.
- By way of exception, the representative may vote differently when circumstances arise that 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 proxies 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 going to be put to a vote at the meeting, The governing body informs that the representative will vote in accordance with the following rule:
 - a) In favour of the proposals for resolutions formulated by the board of directors; and
 - b) In the sense that the board of directors deems it more favourable for the interests of the shareholder represented, within the framework of the corporate interest, on the points submitted to a vote of the meeting not formulated by the board of directors.

- The same rule shall apply in the event that 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 proxies are in conflict of interest in the voting on any of the proposals to be put to the vote of the meeting, and the shareholder has not given precise voting instructions on them, The representation will be understood to be conferred on any of the other designated persons in whom such a circumstance does not occur.
- For the purposes of the provisions of article 523 of the CEA, it is hereby stated 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 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 CEA.

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 representatives appointed by the board of directors in which the conflict of interest does not exist.

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.
- Voting and proxy issued remotely will also be null and void if the shareholder subsequently makes an express revocation, through the same means used to issue the vote or proxy, within the established period.
- In the event that a shareholder takes several remote votes, the last one received by the Company shall prevail.
- Voting, whatever the means used to cast it, will render ineffective any delegation, even if it is made after the vote has been cast.
- In the event that a shareholder makes several delegations, the last valid proxy 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 meeting, they will not be able to 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 18, 2025.
- In the event that the shareholder is a legal entity, 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 cast by remote means of communication will be subject to verification of shareholder status. In the event of a divergence between the number of shares reported by the shareholder and that which appears in the Iberclear register, the number of shares recorded in the Iberclear register shall be considered valid for the purposes of quorum and voting.
- It is the sole responsibility of the shareholder, or his representative, to keep the keys or means of identification necessary to exercise his 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 responsibility until such notification is made.

6. Technical issues

- Ercros reserves the right to modify, suspend, cancel or restrict the voting assistance and electronic proxy 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 of contacting the Ercros shareholder's office

The Company makes the following channels available to shareholders:

a) Shareholder 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
- Postal mail: Avenue Diagonal, 593-595, 5th floor, 08014 Barcelona

b) Corporate website

- [www.ercros.es/en/Shareholders and investors/Corporate governance/ Shareholders' meeting /2025 Shareholders' meeting](http://www.ercros.es/en/Shareholders_and_investors/Corporate_governance/Shareholders%27_meeting/2025_Shareholders%27_meeting).

Daniel Ripley Soria
Secretary of the board of directors of Ercros

Barcelona, May 9, 2025