

## **PUBLIC REQUEST FOR PROXY REPRESENTATION MADE BY THE BOARD OF DIRECTORS**

The board of directors of Ercros, S.A., at its meeting held on May 9, 2025, has agreed to make this public request for proxy representation in connection with the annual general meeting of shareholders, which will be held on June 26, 2025, at 12:00 p.m., at Avenue Diagonal, 514, 6th floor, 08006 Barcelona, on first call, and, if the necessary quorum is not met, on June 27, 2025, at the same place and time, on second call.

At the same meeting, the board of directors agreed to appoint, indistinctly, the chairman of the general meeting, another director, the secretary of the general meeting, the internal auditor, or the head of Ercros' legal department, as the proxies of the shareholders who accept this public request for representation.

Shareholders who wish to be represented by those designated by the board of directors may accept this public request for representation, in accordance with the provisions of article 186 of the Spanish Corporate Enterprises Act ("CEA").

In the case of proxy cards received by the Company, either directly from shareholders or through depositary institutions or entities responsible for book-entry record keeping, in which the name of the proxy is not stated, or is stated incompletely or unclearly, it will be understood that the shareholder accepts the public request for representation made by the board.

### **Request for voting instructions**

Shareholders who accept this public request for proxy representation may give express voting instructions for one or more of the items to be voted on at the meeting, whether or not they are included on the agenda.

In such cases, the proxy shall vote in accordance with the instructions given and shall be obliged to retain such instructions for one year following the meeting.

Exceptionally, the proxy may vote differently if unforeseen circumstances arise at the time of voting and there is a risk of harming the interests of the shareholder represented.

### **Voting direction in the absence of instructions**

If the shareholder has accepted the board of directors' public request for representation and has not given express voting instructions on the proxy card for one or more of the items to be voted on at the meeting, whether or not included on the agenda, the board informs that the proxy will vote as follows:

- (i) In favour of the proposals submitted by the board of directors; and

- (ii) In the manner the board of directors considers to be most favourable to the interests of the shareholder represented, within the framework of the corporate interest, in relation to items not submitted by the board of directors.

This same rule will apply if the shareholder has given instructions that are unclear or contradictory.

### **Conflicts of interest of the proxies**

If one or more of the shareholder representatives accepting the board's public request for proxy representation were to find themselves in a conflict of interest when voting on any of the proposals to be submitted to the general meeting, and the shareholder has not provided specific voting instructions on these, the representation shall be deemed granted to any of the other designated persons who do not have such a conflict.

For the purposes of article 523 of the CEA, it is stated that if a shareholder appoints as proxy the chairman of the meeting or any other member of the board of directors, such persons may have a conflict of interest regarding certain proposals that may be submitted to the meeting pursuant to article 526 of the CEA. In such cases, if the shareholder has not provided specific instructions, the representation shall be granted to any of the designated proxies without such conflict.

### **Agenda of the meeting**

The annual general shareholders' meeting of Ercros, called by the board of directors at its meeting on May 9, 2025, for June 26, 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 June 27, 2025, at the same place and time, on second call, will be held according to the following agenda:

#### **Proposals for resolution submitted for approval at the meeting**

1. Review and approval, as appropriate, of the annual accounts and management report of the Company and its consolidated Group, which includes the separate annual corporate governance report, and of corporate management.
2. Review and approval, as appropriate, of the non-financial information statement (corporate sustainability report) of the Company and its consolidated Group, for the financial year ending December 31, 2024.
3. Review and ratification, as appropriate, of the shareholder remuneration policy, approved by the board of directors on May 9, 2025.
4. Re-election of Ms. Carme Moragues Josa, as an independent director.
5. Advisory vote on the annual report on directors' remuneration for the 2024 financial year.
6. Review and approval, as appropriate, of the directors' remuneration policy.

7. Delegation of powers to the chief executive officer and the secretary of the board of directors for the interpretation, correction, supplementation, implementation and execution of the resolutions adopted by the meeting, and delegation of powers for notarizing and registering the resolutions, and, if necessary, for their correction.

**Addendum to the call notice requested on May 16, 2025, by shareholders  
representing 3.90% of the share capital**

8. Review and approval, if appropriate, of the distribution of a dividend charged to reserves, in the amount of EUR 0.096 gross per share, and the consequent revocation of any prior resolution of the general meeting that contradicts the present one, rendering it null and void to the extent of such contradiction. Delegation of powers to the board of directors to determine the conditions of the distribution in all matters not specified by the general shareholders' meeting.

Daniel Ripley Soria  
Secretary of the board of directors of Ercros

Barcelona, May 20, 2025