

ERCROS, S.A.

General shareholders' meeting

The board of directors of Ercros, S.A. (“**Ercros**” or the “**Company**”), at its meeting held on 27 May 2026, resolved to convene the general shareholders' meeting to be held on 30 June 2026 at **Avenida Diagonal, 191**, 08018 Barcelona, at 12:00 noon, on first call and, should the required quorum not be reached, on 1 July 2026, at the same place and time, on second call.

Ercros informs shareholders that **the holding of the meeting will very probably take place on first call, that is, on 30 June 2026 at 12:00 noon.**

The general shareholders' meeting will be held in accordance with the following.

Agenda

Proposed resolutions submitted for approval at the meeting

- 1st. Review and approval, if appropriate, of the annual accounts and management report of the Company and its consolidated Group, which includes the annual corporate governance report in a separate document, and of the corporate management, corresponding to the financial year ended 31 December 2025.
- 2nd. Review and approval, if appropriate, of the non-financial information statement (corporate sustainability report) of the Company and its consolidated Group, corresponding to the financial year ended 31 December 2025.
- 3rd. Approval of the delisting from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges of the shares representing the Company's share capital and of the consequent takeover bid for the Company's shares to be launched by Bondalti Iberica S.L.U.
- 4th. Determination of the number of members of the board of directors at seven.
- 5th. Removal of Mr Joan Casas Galofré as proprietary director.
- 6th. Ratification of the appointment by co-optation of proprietary director Mr Antonio Valero Solanellas and his appointment for the legally established term.
- 7th. Ratification of the appointment by co-optation of executive director Mr João Maria Guimarães José de Mello and his appointment for the legally established term.
- 8th. Ratification of the appointment by co-optation of executive director Mr André Cabral Côte-Real de Albuquerque and his appointment for the legally established term.
- 9th. Appointment of Mr Luís Augusto Nesbitt Rebelo da Silva as executive director for the legally established term.
- 10th. Appointment of Mr Agustín Antonio Franco Blasco as executive director for the legally established term.

- 11th. Repeal of the shareholder remuneration policy approved by the board of directors on 9 May 2025 and ratified by the meeting held on 27 June 2025.
- 12th. Repeal of the directors' remuneration policy approved by the board of directors on 9 May 2025 and ratified by the meeting held on 27 June 2025.
- 13th. Review and approval, if appropriate of the new 2026 directors' remuneration policy.
- 14th. Advisory vote on the annual report on directors' remuneration corresponding to the financial year ended 31 December 2025.
- 15th. Delegation of powers to the board of directors and to the non-director secretary and deputy secretary thereof for the interpretation, correction, supplementation, implementation and development of the resolutions adopted by the meeting, and delegation of powers for notarizing and registering the resolutions and, if necessary, for their correction.

Attendance fee

There shall be no attendance fee for attending the general shareholders' meeting of Ercros, S.A.

Right to Request the Publication of a Supplement to the Notice of Call and to Submit Proposals

In accordance with article 519 of the Spanish Corporate Enterprises Act ("CEA"), shareholders representing at least 3% of the share capital may: (i) request that a supplement to this notice of call be published to include one or more items on the agenda, provided that the new items are accompanied by a justification or, as the case may be, by a justified proposed resolution; and (ii) submit reasoned proposed resolutions on matters already included, or that must be included, on the agenda.

This right must be exercised through a notice by duly authenticated means, which must be received at Ercros' registered office within five calendar days following the publication date of this notice of call, indicating: (i) the identity of the shareholders exercising such right; (ii) the number of shares they hold; (iii) a certificate of entitlement issued by the depositary entity of the shares; (iv) the full text of the items to be included on the agenda, accompanied by the corresponding justification, or, as the case may be, the text of the reasoned proposed resolutions on matters already included on the agenda; and (v) any other documentation that may be appropriate.

Right to attend

Shareholders holding at least ten shares in the Company may attend the general shareholders' meeting, provided that their ownership is registered in their name in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (“**Iberclear**”) at least five (5) days prior to the date on which the aforementioned general shareholders' meeting is to be held, inclusive, that is, on 25 June 2026.

To gain access to the meeting, shareholders wishing **to attend in person** must present the attendance card issued for such purpose by the depositary of their shares or by the Company.

Shareholders intending to attend the meeting in person are advised to attend sufficiently in advance in order to be duly accredited. The collection of attendance cards will be available from one and a half hours before the start of the meeting.

In order to establish the attendance quorum at the beginning of the meeting, the admission of attendance or proxy cards will end at 12:00 noon on the day the meeting is held. Shareholders or representatives arriving after this time will not be included in the attendance list of the meeting and, therefore, will not be able to vote on the proposed resolutions.

Shareholders attending the meeting in person are informed that the Company will not provide stamped photocopies of the attendance cards they present. Shareholders wishing to retain a stamped duplicate of their attendance cards must previously make a copy thereof themselves.

The shareholder's **personal attendance** at the meeting will render void any vote cast or proxy granted by means of remote communication prior to the meeting.

For these purposes, shareholders are reminded that, in accordance with the terms set forth in this notice of call, they may **vote or grant proxy** by means of remote **communication prior** to the holding of the general shareholders' meeting.

Ercros will issue a remote attendance, voting and proxy card for those shareholders who so wish, which may be obtained: (i) in person at the registered office; (ii) upon request at the shareholder's office (by telephone, post or email); or (iii) by downloading it from the corporate website.

Shareholders holding fewer than 10 shares may grant proxy to a shareholder entitled to attend or group together with other shareholders until they hold the number of shares required and grant proxy to one of them.

The rules on remote voting and proxy approved by the board of directors on 27 May 2026 are available to shareholders on the corporate website.

Right of representation

Shareholders entitled to attend the meeting may be represented by another person, even if that person is not a shareholder, in accordance with the provisions on this matter in Articles 184 and 522 and following of the LSC; Article 16 of the Articles of Association; Article 9 of the Regulations of the general shareholders' meeting; and the rules on remote voting and proxy voting approved by the Board of Directors on 27 May 2026.

Proxy must be expressly granted for the general meeting covered by this notice, either in writing or via remote communication methods that meet the legal requirements for the exercise of voting rights and remote proxy voting.

In accordance with the rules on remote voting and proxy voting, which can be consulted on the Ercros website, the shareholder's personal attendance at the meeting shall prevail over any proxy that said shareholder may have granted. Furthermore, if a shareholder has delegated their representation with specific voting instructions regarding one or more resolutions to be put to the vote at the meeting, the representative must comply with the wishes expressed by the shareholder being represented.

The shareholder is obliged to notify the appointed representative of the proxy conferred. Where the proxy is granted to the Chair of the meeting, any independent director, the Secretary of the meeting, the internal auditor or the head of Ercros's legal department, the notification shall be deemed to have been made and accepted upon receipt of said proxy by the Company.

The card setting out the proxy must include the identification of the person, whether a natural or legal person, appointed to represent the shareholder at the meeting. In order for the proxy to gain access to the meeting, they must provide appropriate proof of identity. In the event that the shareholder and/or the proxy are legal persons, the proxy must also provide a copy of the power of attorney authorising them to act at this meeting on behalf of the legal person in question.

If the shareholder has delegated their representation with specific voting instructions regarding one or more resolutions to be put to the vote at the meeting, the representative must comply with the wishes expressed by the shareholder they are representing.

Remote Voting and Proxy System

Shareholders entitled to attend the meeting may grant proxy and exercise remote voting by means of remote communication (post, email or the corporate website) prior to the holding of the meeting, in accordance with articles 521 and 522 of the Spanish Corporate Enterprises Act ("CEA").

The options available to shareholders and representatives in order to authenticate their identity and access the platform available on the corporate website to exercise their rights of remote participation in the meeting are the following: (i) by means of a username and password, which may be requested from the Company; (ii) by means of a valid electronic signature certificate issued by the Spanish public certification authority, Ceres, dependent on the Spanish Mint; or (iii) by means of the electronic national identity document ("DNIe") issued by the National Police Directorate of the Spanish Ministry of the Interior.

In the case of shareholders who vote remotely — by means of electronic voting or by sending the voting card by email or post — but do not provide voting instructions regarding one or more matters submitted to the vote of the meeting, whether or not included on the agenda, their votes shall be counted according to the following rule:

- a) In favour of the proposed resolutions submitted by the board of directors; and
- b) In the manner the board of directors deems most favourable to the interests of the represented shareholder, within the framework of the corporate interest, regarding those matters submitted to the vote of the meeting not submitted by the board of directors.

Proxy appointment and advance voting by means of remote communication

Shareholders entitled to attend the meeting may grant proxy or exercise their voting rights prior to the date of the meeting — in accordance with articles 521 and 522 of the Spanish Corporate Enterprises Act (“CEA”), the Articles of Association, the regulations of the general shareholders’ meeting and this notice of call — by means of the following remote communication procedures: (i) by post; (ii) through the corporate website; and, with the purpose of facilitating shareholder participation, (iii) by email.

The shareholder’s attendance at the meeting, by any of the means provided for, — as well as the casting by such shareholder of a vote by means of remote communication — shall prevail over any proxy previously granted by such shareholder. Likewise, the shareholder’s physical attendance at the meeting shall render void any vote cast or proxy granted by means of remote communication prior to the meeting.

The rules on remote voting and proxy are available for consultation on the corporate website.

a) Proxy and voting by **post or email** prior to the holding of the meeting

- Shareholders wishing to grant proxy or cast their vote by post or email may do so by means of the card issued by Ercros or by the depositary entity of their shares.
- The remote attendance, voting and proxy card issued by Ercros may be obtained: upon request to the shareholder’s office (by telephone, post or email) or by downloading it from the corporate website (‘Shareholders and investors’ → ‘Corporate governance’ → ‘Shareholders’ meeting’ → ‘2026 meeting’).
- Shareholders must complete the corresponding sections of the card relating to proxy or voting, 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) the entity where their shares are deposited.
- For proxy or voting by email or post to be valid, the Company must receive the corresponding cards no later than two (2) days prior to the holding of the aforementioned general shareholders’ meeting, inclusive.

b) Proxy and voting through the website prior to the holding of the meeting

- Shareholders may also grant proxy or cast their vote electronically prior to the holding of the meeting through the corporate website, by clicking on “Meeting participation platform” and, from there, accessing “Electronic proxy and voting” and following the instructions appearing on the screen.

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms for technical or security reasons. The Company shall not be liable for any damages that may arise from overloads, breakdowns, line failures, connection failures or other circumstances beyond its control that temporarily prevent the use of such mechanisms.

- For the purposes of authenticating their identity, shareholders and representatives may use any of the three options indicated above.

The custody of the passwords or identification means necessary to exercise rights within the framework of this meeting through the electronic means enabled shall be the sole responsibility of the shareholder or representative. In the event that the shareholder is a legal entity, it must notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification takes place.

- The mechanism for voting or granting proxy through the corporate website shall remain available uninterruptedly from the publication of this notice until two (2) days prior to the holding of the aforementioned general shareholders’ meeting, inclusive.

Public request for proxy representation made by the board

The board of directors informs shareholders that, through this notice of call, it makes a public request for proxy representation, which may be accepted by those shareholders wishing to be represented by the persons designated by the board, in accordance with article 186 of the Spanish Corporate Enterprises Act (“CEA”).

At its meeting held on 27 May 2026, the board agreed to designate, indistinctly, the chair of the meeting, any independent director, the secretary of the meeting, the internal auditor or the head of Ercros’ legal department as representatives of shareholders accepting its public request for proxy representation.

In the case of proxy cards received by the Company, sent directly by shareholders or through the depositary entities or entities responsible for the book-entry records, in which the name of the person to whom proxy is granted is not indicated, or is indicated incompletely or unclearly, it shall be understood that the shareholder accepts the public request for proxy representation made by the board.

1. Request for voting instructions

Shareholders accepting this public request for proxy representation made by the board may provide express voting instructions regarding one or more matters to be submitted to the vote of the meeting, whether or not included on the agenda.

In such case, the representative shall vote in accordance with the instructions provided and shall be obliged to retain such instructions for one year following the holding of the meeting.

By way of exception, the representative may vote in a different manner where circumstances unknown at the time the instructions were sent arise and there is a risk of prejudicing the interests of the represented shareholder.

2. Indication of the voting direction in the absence of instructions

In the event that the shareholder has accepted the public request for proxy representation made by the board and has not provided express voting instructions in the proxy card regarding one or more matters that, whether or not included on the agenda, are to be submitted to the vote of the meeting, the board of directors informs that the representative shall vote in accordance with the following rule: (i) in favour of the proposed resolutions submitted by the board of directors; and (ii) in the manner the board of directors deems most favourable to the interests of the represented shareholder, within the framework of the corporate interest, regarding those matters submitted to the vote of the meeting not submitted by the board of directors.

This same rule shall apply in the event that the shareholder has provided voting instructions but such instructions are not clearly formulated or are contradictory.

3. Conflict of interest of the representatives

If one or more of the persons designated by the board as representatives of shareholders accepting its public request for proxy representation were to find themselves in a conflict of interest regarding the voting of any of the proposed resolutions to be submitted to the vote of the meeting — and the shareholder had not provided precise voting instructions regarding the same — the proxy shall be deemed granted in favour of any of the other persons designated in respect of whom such circumstance does not apply.

For the purposes of article 523 of the Spanish Corporate Enterprises Act (“CEA”), it is stated that if a shareholder designates as representative the chair of the meeting or any other member of the board of directors, such persons may incur a conflict of interest regarding those proposed resolutions that may be submitted to the vote of the meeting in relation to the circumstances provided for in article 526 of the Spanish Corporate Enterprises Act (“CEA”). In such case, if the shareholder has not provided precise voting instructions regarding such proposed resolutions, the proxy shall be deemed granted in favour of any of the representatives designated by the board in respect of whom no conflict of interest exists.

Right to information

In accordance with articles 197 and 520 of the Spanish Corporate Enterprises Act (“CEA”); article 20 of the articles of association; and articles 6 and 7 of the regulations of the general shareholders’ meeting, shareholders may request in writing — until the fifth day prior to the date scheduled for the holding of the meeting on first call — or, in the event of physical attendance, also verbally during the meeting, any information and clarifications they deem appropriate regarding the matters included on the agenda of the meeting or regarding the publicly available information that the Company has provided to the National Securities Market Commission (“CNMV”) since the holding of the last general shareholders’ meeting or regarding the auditor’s report.

Likewise, in accordance with articles 272, 287, 517, 518 and 529 novodecies of the Spanish Corporate Enterprises Act (“CEA”), from the date of publication of the notice of call of the meeting, shareholders may obtain from the Company, free of charge: the annual accounts, the audit report and the management report of the Company and its consolidated Group; the non-financial information statement of the Company and its consolidated Group (corporate sustainability report); the annual corporate governance report and the annual report on directors’ remuneration, corresponding to the financial year ended 31 December 2025; the full text of the proposed resolutions; and the directors’ reports and other mandatory information relating to the proposed resolutions submitted for approval at the general shareholders’ meeting, as appropriate.

Shareholders may obtain the above-mentioned documents: (i) in person at the registered office; (ii) upon request to the shareholder’s office by telephone, post or email; or (iii) by downloading them from the corporate website.

Likewise, in accordance with articles 517 and 518 of the Spanish Corporate Enterprises Act (“CEA”), from the publication of this notice of call, shareholders who so wish may obtain through the aforementioned means the remote attendance, voting and proxy card issued by Ercros, as well as information regarding the voting and proxy system and the procedures for exercising these rights.

The document setting forth shareholders’ right to information, approved by the board of directors on 27 May 2026, is available to shareholders on the Company’s website.

Means for resolving queries

The Company makes the following channels available to shareholders in order to resolve any queries they may have regarding participation in the meeting:

- a) Shareholder's office
 - Telephone: (+34) 93 439 30 09 and 93 306 93 00 (working days from 8:00 a.m. to 5:30 p.m.)
 - Email: accionistas@ercros.es

- b) Corporate website
 - [www.ercros.es/Accionistas e inversores/Gobierno corporativo/Junta de accionistas/Junta 2026](http://www.ercros.es/Accionistas%20e%20inversores/Gobierno%20corporativo/Junta%20de%20accionistas/Junta%202026)

Electronic shareholders' forum

In accordance with article 539 of the Spanish Corporate Enterprises Act (“CEA”), the Company will enable an electronic shareholders' forum on the corporate website, which shall remain available uninterruptedly from the publication of this notice of call until two (2) days prior to the holding of the aforementioned general shareholders' meeting, inclusive.

The forum does not constitute a communication channel between the Company and its shareholders and is enabled solely for the purpose of facilitating communication among Ercros shareholders in connection with the holding of the meeting.

The regulations of the electronic shareholders' forum, approved by the board of directors on 27 May 2026, which regulate the rules of access to and operation of such forum, are available to shareholders on the Company's website.

Protection of personal data

In accordance with current legislation regarding the protection of personal data, shareholders are informed that the Company will process the personal data provided by shareholders or by the banking entities and securities companies acting as depositaries of their shares through Iberclear, for the purpose of managing the notice of call and holding of the meeting, on the basis of compliance with a legal obligation. Such data may be communicated to the notary public recording the minutes of the meeting and may be transferred to third parties in exercise of the right to information established by law. Likewise, shareholders are informed that the meeting may be recorded solely and exclusively for the purpose of its dissemination on the corporate website and, therefore, strictly for such purpose, the image and voice of shareholders or representatives may be captured for their reproduction, distribution and communication within the aforementioned context.

Likewise, Ercros may provide shareholders' personal data to service companies engaged for the management of the general shareholders' meeting covered by this notice of call, in all cases in compliance with the applicable legislation on the matter, as well as to authorities and public bodies for compliance with a legally required obligation.

In such case, the data obtained shall be processed automatically by Ercros for the purpose of carrying out the proper development, fulfilment and monitoring of the existing shareholder relationship. Shareholders are likewise informed of their rights regarding their personal data (access, portability, withdrawal of consent, rectification, objection, restriction and erasure), in accordance with current regulations, which may be exercised by means of a written request addressed to the shareholder's office.

Notarial intervention

At its meeting held on 27 May 2026, the board of directors resolved to require the presence of a notary public to draw up the minutes of the meeting, in accordance with article 203 of the Spanish Corporate Enterprises Act ("CEA"), in relation to article 101 of the Commercial Registry Regulations and the regulations of the general shareholders' meeting.

Mr Pere Kirchner Baliu
Non-member Secretary of the board of directors of Ercros

Barcelona, 27 May 2026

In the event of any discrepancy between the English and Spanish versions of this document, the Spanish version shall prevail.