



BOARD OF DIRECTORS

25 April 2023

**Holding of the General  
Shareholders Meeting  
attended either in person  
or remotely.  
Procedure for remote  
attendance at the General  
Meeting**

## 1 Background and reasoning

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Section 182 of the consolidated text of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), approved by Royal Legislative Decree 1/2010, of 2 July, and section 521 Corporate Enterprises Act for listed companies established the possibility of attending the General Meetings of public companies remotely, as long as this was provided for in the Articles of association and certain requirements were met.

The Corporate Enterprises Act was amended by Spanish Law 5/2021, of 12 April, as regards the encouragement of long-term shareholder engagement in listed companies and, among other matters, the wording of sections 182 and 521 Corporate Enterprises Act was adapted to implement the regulation of attendance remotely; a new section 182 bis was also introduced to allow General Meetings to be held exclusively remotely, subject to compliance with a series of requirements and if so provided for in the Articles of association.

In turn, on 26 June 2020, the Spanish National Securities Market Commission approved the partial amendment to the Code of Good Governance for Listed Companies and amended, among other matters, recommendation no. 7 so that large cap companies had to provide, to the extent proportionate, for the possibility of remote attendance and participation.

Based on the foregoing, the Board agreed to submit to the shareholders at the Annual General Meeting held on 29 June 2021 the inclusion in the Articles of Association of the possibility of holding General Meetings using a mixed attendance model (in person and remotely), and the possibility of holding meetings exclusively remotely, in accordance with sections 182, 182 bis and 521 Corporate Enterprises Act.

On that basis, at its meeting of 5 May 2022, the Board resolved to offer shareholders and their proxies the option to participate at the Company's Ordinary General Meeting to be held on 7 June 2022 either in person or remotely.

In consequence, the Board considers it to be of the utmost importance to enable shareholders and their proxies to attend General Meetings in person, circumstances permitting, as the ordinary channel for them to exercise their rights, together with the option to exercise their rights by means of remote communication before the meeting and by electronic means during the meeting and thereby remain compliant with good corporate governance practice.

Therefore, shareholders who wish to participate in the Annual General Meeting may do so, under the terms and conditions established in the corresponding procedures and implementing rules that will be published on the corporate website, as follows:

- (i) By appointing a proxy in advance remotely of communication.
- (ii) By voting in advance remotely of communication.
- (iii) By attending and voting remotely, in real time, at the General Meeting.
- (iv) By attending and voting at the General Meeting in person at the venue where the General Meeting is held.

The rules concerning priority set forth in paragraph 4 of the procedure for remotely appointing proxy, voting, and information will apply before the Ordinary General Meeting.

Pursuant to article 15 bis of the Articles of Association and article 9 bis of the General Meeting Regulations, for all the preceding reasons, the Board of Directors of the Company has agreed to allow shareholders and their proxies to attend the 2023 Ordinary General Meeting either in person or remotely.

## 2 General Meeting to be attended either in person or remotely.

### Procedure for attending remotely

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#### REMOTE ATTENDANCE AT THE GENERAL MEETING

Notwithstanding the options to attend the meeting in person at the stated venue and to make use of the procedure for appointing proxy and voting by remote means of communication before the meeting is held, shareholders and their proxies may **attend the General Meeting and vote remotely** in the terms approved by the Board as provided on the notice of meeting and in the rules and instructions for the relevant procedure posted on the Company's website ([www.redeia.com](http://www.redeia.com)), as follows:

#### 1. Registration, access and attendance

##### 1.1. Prior registration

Shareholders or their proxies that wish to attend by these means must register from 12:00 am on 21 May 2023 and no later than 12:00 am on 4 June 2023 using the Remote Attendance Platform made available for this purpose on the corporate website ([www.redeia.com](http://www.redeia.com)), accrediting their identity using one of the following means:

- i. An electronic national identity document.
- ii. A recognised, valid and current electronic user certificate, in accordance with current applicable law, issued by the Spanish Public Certification Authority under the Spanish National Mint ("FNMT-CERES").
- iii. The username and password that the shareholder or their proxy will receive at their email address, after verifying their identity and status as a shareholder or proxy, through a special registration form available in the section designated for this purpose in the Corporate Governance area, under the General Meeting section of the corporate website.

For the proxy to be entitled to register under this section, the proxy must have been appointed by the shareholder in accordance with the "Remotely appointing proxy" section of the notice of meeting and the rules posted on the Company's website ([www.redeia.com](http://www.redeia.com)) for that purpose.

More particularly, to register, a shareholder's proxy who wishes to attend a the General Meeting remotely must send an email with the following information to the Shareholder Relations Department at [juntaaccionistas@redeia.com](mailto:juntaaccionistas@redeia.com) or [accionistas@redeia.com](mailto:accionistas@redeia.com):

- The proxy's name and surname(s), national identification number, and the full name and national identification number of the shareholder represented (if an individual) or the corporate name and tax identification number (if a legal entity).
- A digitised copy of the represented shareholder's attendance card duly filled in and signed by both the shareholder and the proxy accepting the appointment. Insofar as possible, the proxy must send the original attendance card to the Company's registered office (Paseo del Conde de los Gaitanes, 177, Alcobendas, Madrid).
- For shareholders that are legal entities, a digitised copy of the public deed attesting to the proxy's appointment as representative.



- The valid email address where the proxy will receive the credentials with the username and password to be able to take part in the General Meeting remotely as stipulated on the notice of meeting and in the rules and instructions for the procedure posted on the Company's website ([www.redeia.com](http://www.redeia.com)).

Where the proxy has been appointed by more than one shareholder, the proxy must submit the information set out in the preceding items to the Company for each of the shareholders represented, whether they are individuals or legal entities.

The Company will verify this information as appropriate on receipt and will validate the digitised copies submitted for the above purposes where there are no reasonable doubts as to the identity of the person exercising the right to vote and will send the designated proxy the credentials with the username and password at the email address submitted to enable the proxy to participate and vote at the General Meeting remotely.

The Company reserves the right to ask shareholders or their proxies for any additional means of identification considered necessary to verify their status as shareholders or proxies and ensure authenticity.

## 1.2. Connexion and attendance

Shareholders or their proxies that have registered in accordance with subsection 1.1 above to attend the General Meeting remotely must log on to the Remote Attendance Platform made available for this purpose on the corporate website ([www.redeia.com](http://www.redeia.com)) on the day on which the General Meeting is held, i.e. 5 June 2023 or, where applicable, 6 June 2023, depending on whether it is held on first or second call, respectively, between 9:45 am and 10:45 am, and identify themselves as indicated in the corresponding instructions.

Attendees will not be allowed to connect outside this time slot.

## 2. Taking the floor, information and proposals

Pursuant to the Corporate Enterprises Act, those attending remotely that, in exercising their rights, intend to take the floor at the General Meeting and, when applicable, request information or clarifications regarding the items on the agenda, the publicly available information that the Company provided to the Spanish National Securities Market Commission since the last General Meeting, or regarding the auditor's report, or that intend to submit any proposals permitted by law, must direct their request to take the floor, question or proposal to the Company through the Remote Attendance Platform made available for this purpose on the corporate website, in writing and, in any case, in the form and under the terms and conditions established on the Company's website, from their connection as a remote attendee on the day the General Meeting is held, in accordance to subsection 1.2 above, and until 11:30 am on the day the General Meeting is held, i.e. on 5 June 2023 or, where applicable, on 6 June 2023, depending on whether it is held on first or second call, respectively.

If the shareholder or their proxy wishes to have their remarks recorded verbatim in the meeting minutes, they must expressly indicate this on the form, attaching the remarks where applicable.

Requests for information or clarifications from shareholders or their proxies attending remotely will be answered verbally during the General Meeting or in writing within seven days following the meeting.

## 3. Voting

Shareholders or their duly registered proxies attending remotely may cast their vote on proposals relating to items included on the agenda, through the corresponding voting form made available on the Remote Attendance Platform of the Company website and in accordance to the rules of operation indicated on the website, from the moment they connect as a remote attendee, in accordance to subsection 1.2 above.



Likewise, as regards the proposed resolutions on those matters that, in accordance with the law, do not appear on the agenda, those attending remotely may cast their votes when these proposals are read by the Secretary of the General Meeting and they have been made available on the Remote Attendance Platform of the corporate website for the purpose of voting on them.

The process of voting remotely on all proposals submitted at the General Meeting will end when the Chair declares the period for voting on the proposed resolutions during the General Meeting to be concluded, which will be duly communicated during the course of the General Meeting.

#### **4. Leaving the meeting**

Those attending remotely that wish to expressly state that they are leaving the General Meeting must do so by sending an electronic communication through the Remote Attendance Platform made available on the corporate website. Once their express intent to leave the meeting has been communicated, any actions carried out subsequently will not be considered to have taken place.

#### **5. Other matters**

The Company reserves the right to take any necessary measures in relation to the mechanisms for attending the meeting through remote means when required or forced to do so for technical or security reasons. The Company will not be liable for any loss that may be caused to shareholders as a result of malfunctions, overloads, power failures, connection failures or any other circumstances of an equivalent or similar nature that are beyond the Company's control and that temporarily prevent the use of the mechanisms for attending the meeting through remote means or when the Company's website is temporarily unavailable, notwithstanding any measures taken as required in each situation, which may include temporarily suspending or extending the Annual General Meeting if necessary to ensure that shareholders and their proxies are able to fully exercise their rights.

For the appropriate purposes, the remote attendance of the shareholder will be equivalent to in person attendance at the Annual General Meeting.

Remote attendance of the shareholder will render null and void any previous vote cast or proxy appointed through any other procedure established by the Company.

These measures for remotely attending the Company's Annual General Meeting must be published on the Company's website ([www.redeia.com](http://www.redeia.com)) and may be implemented through the corresponding rules of operation, which will also be published on the corporate website.



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