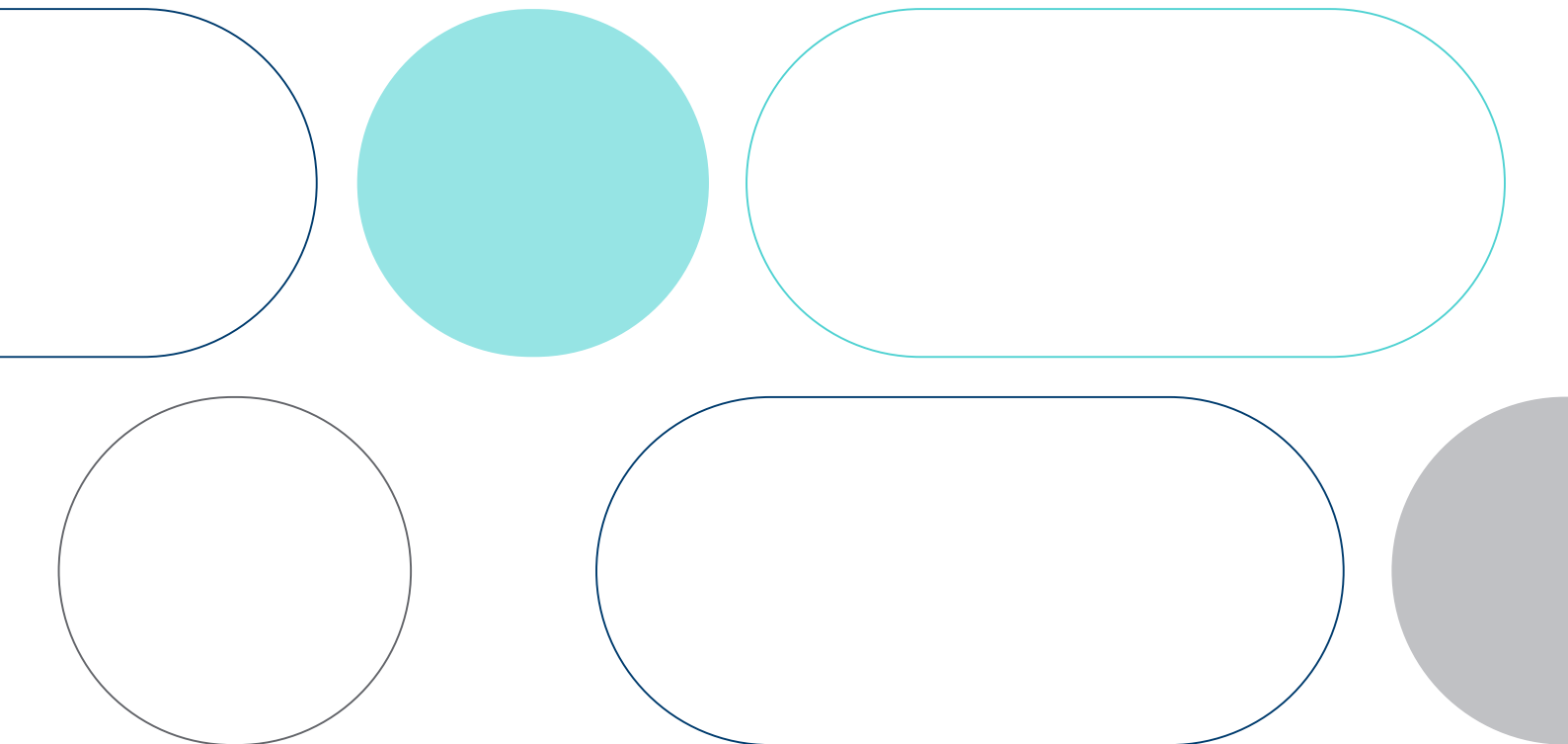


# Board of Directors

April 8, 2026

Conflicts of interest in respect of proposed resolutions submitted to the 2026 Annual General Meeting for approval



## 1 Introduction

The Board of Directors has approved these rules for "Conflicts of interest in respect of proposed resolutions submitted to the 2026 Annual General Meeting for approval" for the forthcoming Annual General Meeting of Redeia Corporación, S.A. (the "**Company**").

## 2 Applicable regulations in cases of conflict of interests

In accordance with the provisions of Articles 15 bis and 17 bis of the Company's Bylaws, and Articles 10 and 15.9 of the Regulations of the Company's General Meeting, shareholders with the right to attend may be represented at the General Meeting by another person, under the terms established by law and the Company's internal regulations.

Proxies issued without naming the proxy holder will be understood to have been issued in favor of the Board Chair or, in the Board Chair's absence, in favor of whoever chairs the General Meeting.

Unless stated otherwise by the shareholder issuing the proxy, in which case the shareholder will be understood to have instructed the proxy holder to abstain, where the Board or General Meeting Chair has been appointed proxy or the proxy is deemed to have been issued in the Chair's favor as described above and the Chair has a conflict of interest in respect of any proposed resolution for which no specific voting instructions have been issued, the shareholder will be understood to have appointed as proxy for those proposed resolutions, jointly and severally, for the case in which any of these also has a conflict of interest, the Secretary of the General Meeting, the Deputy Board Secretary, and the Director of Corporate Governance, in that order. The same rule will apply if any other member of the Board has been appointed as a proxy, provided that they are in a situation of conflict of interest in relation to the voting on any proposal and the shareholder has not issued precise voting instructions.

Specific voting instructions are to be set out in the proxy section on the Remote Attendance, Proxy, and Voting Card issued by the Company specifically for this Meeting available on the Company's website ([www.redeia.com](http://www.redeia.com)), or on the card issued by the relevant depository entity, or in the voting, proxy, and credential request area on the Company's website ([www.redeia.com](http://www.redeia.com)). If the relevant card is not personalized for any of the items on the Agenda or, if the proxy is granted by electronic means, the instruction is not personalized through the electronic tool, it will be understood that the precise instruction given by the proxy-holder is to vote in favor of the proposed agreements formulated by the Board regarding matters included on the Agenda.

Under the Law the proxy may cover items which, though not included on the Agenda attached to the notice of meeting, may be dealt with at the General Meeting, where applicable subject to the rules for conflicts of interest under the Law and by the Company's internal regulations as implemented in this procedure. In such cases, the proxy will extend to such proposals unless otherwise indicated by the shareholder granting the proxy, in which case it will be understood that the shareholder instructs the proxy to abstain. When the proxy extends to proposed agreements relating to matters not included on the Agenda, the precise instruction to the proxy will be to vote against the motion, unless otherwise indicated by the shareholder represented.

Any rules and information set out in this section and in the following section not expressly stated on and not in contravention of the Remote Attendance, Proxy, and Voting Cards issued by the relevant depositary entities will also apply for proxies issued using those cards.

### 3 Cases of conflict of interest included in the Agenda of the 2026 General Meeting

For the purposes of sections 523 and 526 revised text of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), enacted by Spanish Royal Legislative Decree 1/2010, of July 2, 2010 (the “**Corporate Enterprises Act**”), as well as Articles 15 bis and 17 bis of the Company's Bylaws and 10 of the General Meeting Regulations, the Board of Directors, based on the technical and legal bases that make it possible and duly guarantee the identity of the shareholder exercising his right of representation, is establishing the appropriate rules, means and procedures for the purpose, considering the state of the art to implement the representation of the shareholder, making adjustments, where appropriate, to be in line with the regulations issued for this purpose.

Based on the above, the Board considers all Board members to have a conflict of interest in respect of the proposed resolutions to be considered under (i) Agenda item 5 (“Review and approval of management activities by the Board of Redeia Corporación, S.A. during 2025”) and (ii) Agenda items 7.1 and 7.2 (“Approval of the Annual Director Remuneration Report of Redeia Corporación, S.A. for 2025” and “Approval of director remuneration for the Board of Redeia Corporación, S.A. in 2026”, respectively).

Furthermore, the Board of Directors considers that, in relation to items 6.1, 6.2, 6.3 and 6.4 of the Agenda (“Appointment of the Sociedad Estatal de Participaciones Industriales (SEPI) as proprietary director”, “Appointment of Mr. Santiago Hurtado Iglesias as independent director”, “Appointment of Ms. Marta María de la Cuesta González as independent director” and “Appointment of Mr. José Luis Navarro Ribera as proprietary director”), the directors whose appointment is proposed are in a situation of conflict of interest with respect to their respective appointments, without prejudice to the fact that each of them may exercise the voting rights attached to the shares of which they are holders, in accordance with the provisions of Article 190 of the Corporate Enterprises Act. Similarly, the Board considers both the Board Secretary and Deputy Secretary to have a conflict of interest in respect of Agenda item 7.1 (“Approval of the Annual Director Remuneration Report of Redeia Corporación, S.A. for 2025”).

Finally, the Board of Directors considers that the members of the Board of Directors affected, if applicable, in the cases contemplated in paragraphs b) and c) of Article 526.1 of the LSC that may arise outside the Agenda (dismissal or corporate action for liability) will be in a situation of conflict of interest.

### 4 Attendance, Proxy and Remote Voting Card Form

The Attendance, Proxy and Remote Voting Card Form issued by the Company on a special basis for the Company's 2026 Annual General Meeting, which is available on the Company's website([www.redeia.com](http://www.redeia.com)), is included as an appendix.

**2026 ANNUAL GENERAL MEETING  
REMOTE ATTENDANCE, PROXY, AND VOTING CARD**



Remote Attendance, Proxy, and Voting Card for the Annual General Meeting of **REDEIA CORPORACIÓN, S.A.**, to be held exclusively by remote means, i.e., without being attended physically by shareholders or their proxies, at 11:00 a.m. (CEST) on May 12, 2026 at first call or if necessary at that same time on May 13, 2026 at second call.

<b>Shareholder's Name and Surname(s)</b>	
<b>Shareholder number</b>	<b>Number of shares</b>

**PERSONAL ONLINE ATTENDANCE AT THE GENERAL MEETING**

Shareholders that wish to attend the General Meeting must log on to the Online Attendance Platform enabled on the Company's website ([www.redeia.com](http://www.redeia.com)) for that purpose and register on the day of the General Meeting, namely, between 9:15 a.m. (CEST) and 10:45 a.m. (CEST) on May 12, 2026 (or on May 13, 2026 if the General Meeting is held at second call, as expected). They will be required to identify themselves as stated on the notice of meeting and as directed in the relevant instructions in the Company's internal regulations.

**2026 ANNUAL GENERAL MEETING**

**APPOINTMENT OF PROXY**

The shareholder that owns the shares indicated above appoints as proxy:

Mr/Ms ..... national identification no.....

Proxies issued without naming the proxy holder will be understood to have been issued in favor of the Board Chair or, in the Board Chair's absence, in favor of whoever chairs the General Meeting.

To issue voting instructions, please mark the appropriate cell in the following table with an "X". If any of the above table cells have not been marked, the principal will be understood to have issued specific instructions to vote in favor of the proposed resolutions submitted by the Board of Directors under the respective agenda items.

Agenda Item	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	8	9	10 <sup>(*)</sup>	11 <sup>(*)</sup>
For															
Against															
Abstain															
Blank															

(\* Items for information purposes not put to a vote.

Unless stated otherwise by marking the box labeled NO below (in which case the shareholder will be understood to have instructed proxy to abstain), the proxy will be understood to encompass votes on proposed resolutions concerning matters not included on the attached agenda.  NO

If the proxy issued encompasses those proposals, the principal will be understood to have issued specific instructions to vote against unless otherwise indicated below: .....

For purposes of sections 523 and 526 Revised Text of the Corporate Enterprises Act (*texto refundido de la Ley de Sociedades de Capital, aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio*), all Board members have a conflict of interest in respect of the proposed resolutions to be considered under (i) Agenda item 5 ("Review and approval of management activities by the Board of Redeia Corporación, S.A. during 2025") and (ii) Agenda items 7.1 and 7.2 ("Approval of the Annual Director Remuneration Report of Redeia Corporación, S.A. for 2025" and "Approval of director remuneration for the Board of Redeia Corporación, S.A. in 2026", respectively).

Furthermore, the Board of Directors considers that, in relation to items 6.1, 6.2, 6.3 and 6.4 of the Agenda ("Appointment of the Sociedad Estatal de Participaciones Industriales (SEPI) as proprietary director", "Appointment of Mr. Santiago Hurtado Iglesias as independent director", "Appointment of Ms. Marta Maria de la Cuesta González as independent director" and "Appointment of Mr. José Luis Navarro Ribera as proprietary director"), the directors whose appointment is proposed are in a situation of conflict of interest with respect to their respective appointments, without prejudice to the fact that each of them may exercise the voting rights attached to the shares of which they are holders, in accordance with the provisions of Article 190 of the Corporate Enterprises Act.

Similarly, the Board considers both the Board Secretary and Deputy Secretary to have a conflict of interest in respect of Agenda item 7.1 ("Approval of the Annual Director Remuneration Report of Redeia Corporación, S.A. for 2025"). Lastly, the Board members concerned, if any, will have a conflict of interest in the cases envisaged in sections 526(1)(b) and (c) Corporate Enterprises Act (removal or exercising derivative actions) if raised outside the agenda.

Unless stated otherwise by marking the box labeled NO below (in which case the shareholder will be understood to have instructed proxy to abstain), where the Board or General Meeting Chair has been appointed proxy or the proxy is deemed to have been issued in the Chair's favor as described above and the Chair has a conflict of interest in respect of any proposed resolution for which no specific voting instructions have been issued, the shareholder will be understood to have appointed as proxy for those proposed resolutions, jointly and severally, for the case in which any of these also has a conflict of interest, the Secretary of the General Meeting, the Deputy Board Secretary, and the Director of Corporate Governance, in that order. The same rule will apply if any other member of the Board has been appointed as a proxy, provided that they are in a situation of conflict of interest in relation to the voting on any proposal and the shareholder has not issued precise voting instructions.  NO

If this section and the following section on remote voting have been signed, the remote vote will prevail and the proxy appointment will be null and void, except where the shareholder's proxy attends the General Meeting in person online, which will have the effect of revoking the ballot previously cast.

**Signature of the shareholder appointing proxy**

**Proxy's signature**

In ....., on ....., 2026

In ....., on ....., 2026

**2026 ANNUAL GENERAL MEETING**

**REMOTE VOTING**

The shareholder holding the shares indicated above exercises the right to vote in favor of all the proposed resolutions formulated by the Board of Directors in relation to the items on the attached Agenda except as indicated differently below (check the appropriate boxes). Remote voting in advance of the General Meeting is not possible for any proposals other than those put forward under the Agenda items:

Agenda Item	1	2	3	4	5	6.1	6.2	6.3	6.4	7.1	7.2	8	9	10 <sup>(*)</sup>	11 <sup>(*)</sup>
For															
Against															
Abstain															
Blank															

(\* Items for information purposes not put to a vote.

**Signature of the shareholder casting an advance vote via remote means**

In ....., on ....., 2026



## 2026 ANNUAL GENERAL MEETING

### RIGHT TO ATTEND

According to the Company's Bylaws, the General Meeting Regulations, and the Corporate Enterprises Act, the General Meeting may be attended by all shareholders that own one or more shares who can prove their ownership by certification of their entry in the shareholders register five (5) days before the date of the General Meeting, i.e., by May 8, 2026 if the Meeting is held at second call, as expected. Shareholders that wish to attend the General Meeting may do so exclusively online. To do so, they must follow the rules set out on the notice of meeting and posted on the Company's website ([www.redeia.com](http://www.redeia.com)).

### APPOINTMENT OF PROXY

Shareholders entitled to attend may be represented at the General Meeting by another person, including a person that is not a shareholder. Likewise, no person may accumulate proxies on behalf of a single shareholder that would give him voting rights on behalf of such shareholder in excess of the limits set forth in Article 5 of the Company's Bylaws. All the above in accordance with Article 15 bis of the Bylaws and section 10 of the Regulations of the General Meeting and the Corporate Enterprises Act and in compliance with the Electricity Sector Act (*Ley del Sector Eléctrico*).

Shareholders may issue proxy by hand delivery, by mail, or by electronic means:

- Proxy appointments may be issued electronically in the voting, proxy, and credential request section on the Company's website ([www.redeia.com](http://www.redeia.com)) by completing the "proxy form" in accordance with the instructions stated on that form and any other instructions shown on each of the relevant screens displayed by the computer application and signing the form by means of (i) the valid electronic certificate contained on the national identification number card; (ii) a qualified electronic user certificate issued by Spain's National Mint (*Fábrica Nacional de Moneda y Timbre (FNMT-CERES)*) as Qualified Certification Service Provider under the applicable legislation in force; or (iii) the user logon/password credential that will be sent to shareholders at their email address on request by filling out a credential request form available for that purpose in the voting, proxy, and credential request section accessible in the Corporate Governance section, General Meeting area on the Company's website ([www.redeia.com](http://www.redeia.com)), subject to verification of their identity. The supplementary rules published on the Company's website ([www.redeia.com](http://www.redeia.com)) may develop and complement the above rules.

To be valid and effective, electronic proxies must be sent in from midnight (00:00 hours) (CEST) on April 21, 2026 and must be received by the Company before midnight (24:00 hours) (CEST) on the day immediately preceding the day scheduled for holding the General Meeting at first call, that is, before midnight (24:00 hours) (CEST) on May 11, 2026. Proxies received outside that time period will be deemed not to have been submitted.

- To issue a proxy by hand delivery or by mail, the shareholder must duly fill out and sign the Proxy section of the card and deliver or send it to the registered office (Paseo del Conde de los Gaitanes, 177, La Moraleja, 28109 Alcobendas, Madrid) to be received before midnight (24:00 hours) (CEST) on the day immediately preceding the day scheduled for holding the General Meeting at first call, i.e., before midnight (24:00 hours) (CEST) on May 11, 2026. In addition, duly filled out and signed proxy cards not processed through the Company may also be submitted by proxy holders attending the General Meeting online upon registering as an attendee on the Online Attendance Platform on the day of the General Meeting, i.e., between 9:15 a.m. (CEST) and 10:15 a.m. (CEST) on May 12, 2026 (or, if held at second call, on May 13, 2026) by email to [juntaccionistas@redeia.com](mailto:juntaccionistas@redeia.com) or [accionistas@redeia.com](mailto:accionistas@redeia.com). To attend the General Meeting, proxies must also have one of the means for proving their identity described in the General Meeting Online Attendance section (1. Registration and attendance) of the meeting notice. In particular, those who need a username/password credential must obtain one from the Company before midnight (24:00 hours) (CEST) on May 11, 2026.

To be valid and effective proxies must be accepted by each proxy holder as described on the notice of meeting.

Where a shareholder validly issues proxies remotely on paper and electronically, the paper proxy will prevail unless the Company has proof of the date of issue of both proxies, in which case the proxy issued later will prevail. Personal online attendance at the General Meeting by a shareholder will have the effect of revoking any proxy issued. The personal remote attendance of the shareholder's proxy, whether the proxy has been granted on paper or by electronic means, will revoke the previous vote made by any remote procedure.

### REMOTE VOTING

Shareholders may use the following means to vote remotely on the proposals under the Agenda items in advance of the Meeting: (i) electronic means and (ii) hand delivery or mail.

Shareholders who cast their votes by these means will be considered present for Meeting quorum purposes:

- Ballots may be cast by electronic means in the voting, proxy, and credential request section on the Company's website ([www.redeia.com](http://www.redeia.com)) by completing the "ballot form" in accordance with the instructions stated on that form and any other instructions shown on each of the relevant screens displayed by the computer application and signing the form by means of (i) the valid electronic certificate contained on the national identification number card; (ii) a qualified electronic user certificate issued by the National Mint as qualified certification service provider under the applicable legislation in force; or (iii) the username/password credential that will be sent to shareholders at their email address on request by filling out a credential request form available for that purpose in the voting, proxy, and credential request section accessible in the Corporate Governance section in the General Meeting area on the Company's website ([www.redeia.com](http://www.redeia.com)) following identification. The supplementary rules published on the Company's website ([www.redeia.com](http://www.redeia.com)) may develop and complement the above rules.

To be valid and effective electronic ballots must be sent in from midnight (00:00 hours) (CEST) on April 21, 2026 and received by the Company before midnight (24:00 hours) (CEST) on the day immediately preceding the day scheduled for holding the General Meeting at first call, that is, before midnight (24:00 hours) (CEST) on May 11, 2026. Ballots received outside that time period will be deemed not to have been cast. To cast a ballot remotely by hand delivery or mail, shareholders must duly fill out and sign the "Remote Voting" section of this card and hand deliver or mail it to the Company's registered office (Paseo del Conde de los Gaitanes, 177, La Moraleja, 28109 Alcobendas, Madrid).

To be valid and effective ballots cast and delivered by hand or by mail must be received by the Company before expiry of the time limit for attendees to register on the day of the General Meeting, i.e., before 10:45 a.m. (CEST) on May 12, 2026 or on May 13, 2026 if the General Meeting is held at second call, as expected. Ballots received outside that time period will be deemed not to have been cast.

Where a shareholder casts ballots both electronically and on paper, the paper ballot will prevail unless the Company has proof of the date of submission of both ballots, in which case the ballot cast later will prevail. Personal attendance at the General Meeting by shareholders or their proxies online will have the effect of revoking any previous remote votes sent in by mail, electronically, or by any other means of remote communication.

### AGENDA

#### MATTERS FOR APPROVAL

1. Review and approval of the annual financial statement (balance sheet, income statement, statement of changes in total equity, statement of recognized income and expense, cash flow statement, and notes to the annual financial statement) and the directors report of Redeia Corporación, S.A. for the year ended December 31, 2025.
2. Review and approval of the consolidated annual financial statement (consolidated statement of financial position, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated cash flow statement, and notes to the consolidated financial statement) and the consolidated directors report of the Consolidated Redeia Corporación, S.A. Group and its subsidiaries for the year ended December 31, 2025.
3. Review and approval of the proposed allocation of the profits for the year ended December 31, 2025 and distribution of dividends charged to reserves by Redeia Corporación, S.A.
4. Review and approval of the non-financial information statement and the sustainability report for the Consolidated Redeia Corporación, S.A. Group for 2025.
5. Review and approval of management activities by the Board of Redeia Corporación, S.A. during 2025.
6. Appointment of directors.
  - 6.1 Appointment of the Sociedad Estatal de Participaciones Industriales (SEPI) as proprietary director.
  - 6.2 Appointment of Mr. Santiago Hurtado Iglesias as independent director.
  - 6.3 Appointment of Ms. Marta María de la Cuesta González as independent director.
  - 6.4 Appointment of Mr. José Luis Navarro Ribera as proprietary director.
7. Remuneration of the Company's Directors.
  - 7.1 Approval of the Annual Director Remuneration Report of Redeia Corporación, S.A. for 2025.
  - 7.2 Approval of director remuneration for the Board of Redeia Corporación, S.A. in 2026.
8. Reappointment of the auditor of Redeia Corporación, S.A. and the Consolidated Group for 2027.
9. Delegation of authority to implement the resolutions passed by the General Meeting.

#### MATTERS FOR INFORMATION

10. Report to the General Meeting on the Annual Corporate Governance Report of Redeia Corporación, S.A. for 2025.
11. Report to the General Meeting on Redeia's 2026-2029 Sustainability Plan.

### DATA PROTECTION

The personal data provided on this card, the data on record at the Company, the data provided to the Company by shareholders when exercising their rights to attend, appoint proxy, and vote at General Meetings, the data provided by the banking entities and securities and brokerage firms where shareholders have deposited their shares through the entity legally authorized to keep the share register, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S. A. (IBERCLEAR), and the data generated at the General Meeting (including the data generated by the attendee's participation using the mechanisms enabled for written, audio, or video participation, in which case image and/or voice data may be processed), will be processed by the Company, with tax identification number A-78003662 and its registered office at Paseo del Conde de los Gaitanes, no. 177, La Moraleja, 28109 Alcobendas (Madrid), as data controller for the purposes and on the lawful bases set out below: (i) managing both the shareholder relationship and calling General Meetings, the lawful basis being performance of the shareholder relationship; (ii) enabling proper performance of the procedures for remotely appointing proxy, voting, and requesting information, including, but not limited to, inspecting, verifying, and validating proxies and remote ballots, issuing duplicate cards, and handling requests for information by electronic means and those made by shareholders at the General Meeting, all in accordance with their own requests and the remote proxy appointment and voting obligations envisaged in the Corporate Enterprises Act, those obligations providing the lawful basis; and (iii) audiovisual recording and transmitting General Meetings to duly registered shareholders (or their proxies) and to the general public by posting General Meetings on the Company's website ([www.redeia.com](http://www.redeia.com)), whose lawful basis is the Company's general interest in complying with the principle of transparency. In accordance with the Spanish Right to Dignity, Personal and Family Privacy, and Image Rights Act (*Ley Orgánica 1/1982, de 5 de mayo, de protección del derecho al honor, a la intimidad personal y familiar y a la propia imagen*), by asking to speak at General Meetings by audio or video means, attendees authorize audiovisual recording of their images and/or voices and reproduction and/or publication and dissemination in the terms set out above. Attendees may exercise their right to object to processing of their personal data arising from recording their images and/or voices at any time by using the mechanisms provided on the online system itself, by using the means for written participation, or by using the means specified in this provision. The data will be processed for the length of time strictly necessary for proper performance of the above purposes and afterwards for six years or for the limitation period for any legal or contractual liabilities that may arise for the Company, if longer. The personal data will be transferred to the Notary for use in drawing up the minutes of the General Meeting. They will be processed by the providers of technology or systems services and the entities engaged to manage and run the General Meeting. Furthermore, the personal data contained in the documents available on the Company's website ([www.redeia.com](http://www.redeia.com)) or the mechanisms for participating at General Meetings that may be made public on that website may be disclosed to third parties in the exercising of their right to information as

provided by law or may be accessible to the public from all jurisdictions, including those outside the European Union. Shareholders may exercise their rights of access, rectification, erasure, portability, restriction of processing, and objection in relation to their data and not to be subject to automated decision-making based solely on their data, as the case may be, in accordance with the legislation in force by sending their request by email to [digame@redeia.com](mailto:digame@redeia.com) under the subject line "Data Protection" and may lodge a complaint with the Supervisory Authority (in Spain, the AEPD-[www.aepd.es](http://www.aepd.es)). They may also submit a complaint to the Company's Data Protection Officer ([dgd@redeia.com](mailto:dgd@redeia.com)). If the personal data of individuals other than the shareholder is included on this card, the shareholder must inform them of the above as it relates to the processing of their personal data and must comply with all other applicable requirements for proper disclosure of the personal data to the Company, which will be discharged from having to take any further action vis-à-vis the interested parties.

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El valor de lo esencial