

## **CALL OF THE GENERAL ORDINARY SHAREHOLDERS' MEETING**

The Board of Directors of the Company has resolved to call the General Shareholders' Meeting to be held on 28 April 2021, at 12:00 p.m. at the Company's registered office, located in Calle Alcalde Martin Cobos nº 16-A, Burgos, on first call, and, if the quorum is not reached, in the same place on 29 April 2021, at 12:00 p.m., on second call, in accordance with the following:

### **Agenda**

1º.- To approve the Annual Accounts and the Management Report (Balance Sheet, Profit and Loss Account, Statement of Cash Flows, Statement of Changes in the Shareholders' Equity and Notes to the accounts) of the Company relating to the 2020 fiscal year.

2º.- To approve the Annual Accounts and the Management Report of the Consolidated Group (Balance Sheet, Profit and Loss Account, Statement of Cash Flows, Statement of Changes in the Shareholders' Equity and Notes to the accounts) relating to the 2020 fiscal year.

3º.- To approve the management of the Board of Directors for the 2020 fiscal year.

4º.- To approve the application of the results for to the 2020 fiscal year and the distribution of an ordinary dividend.

5º.- To approve the Remuneration Policy of the Board of Directors for 2021, 2022 and 2023 fiscal years.

The Remuneration Policy of the Board of Directors and the Justifying Report about it approved by the Appointments and Remunerations Policy are available to the shareholders on the Company's website and they can request without any charge the delivery of both documents.

6º.- To approve the appointment of **Ernst & Young, Sociedad Limitada** as Auditor of the Company and its Group for 2021, 2022 and 2023 fiscal years.

7º.- To authorize the Board of Directors for the acquisition of treasury shares, thus revoking, in so far as not executed, the authorization granted by the General Shareholders' Meeting held on 15 October 2020.

8º.- To authorize the Board of Directors to increase the Company's share capital, one or more times, up to a maximum of half of the share capital amount and during a term of five years, within the limits and requirements established in article 297.1.b of the Spanish Companies Act, nullifying the authorization granted by the General Shareholders' Meeting held on 15 October 2020.

9º.- Consulting vote relating to the annual report on remuneration of the Directors for the 2020 fiscal year.

10º.- To authorise the Board of Directors to interpret, amend, supplement, execute and implement the resolutions adopted by the General Shareholders' Meeting, as well as to replace the authorities received from the General Shareholders' Meeting and to grant authorities to execute such resolutions in the corresponding public deed and to formalize the mandatory deposit of accounts.

### **Attendance**

The attendance to the General Shareholders' Meeting shall be governed by the provisions of the by-laws, the Regulations of the General Shareholders' Meeting and the applicable legislation.

All shareholders, including those who do not have any voting right, may attend the General Shareholders' Meeting.

To assist to the General Shareholders' Meeting, it will be an essential requirement that the shareholder has registered the ownership of his shares in the corresponding book-entry register at least five days prior to the General Shareholders' Meeting is held on first call. Compliance with this requirement shall be evidenced by showing the appropriate certificate issued by one of the depositary entities, or by any other form permitted by law.

### **Right of representation:**

Except as provided in article 187 of the Spanish Companies Act, shareholders who do not attend the General Shareholders' Meeting may be represented by another person, complying with the requirements and formalities foreseen in law, as well as those contained in the by-laws, in the Regulations of the General Shareholders' Meeting and in this notice.

The representation must be accepted by the representative and must be conferred especially for this meeting, either by delegation printed on the attendance form or by any other means permitted by law.

Proxies may also be granted by electronic means or by postal correspondence.

### **Electronic means:**

The representation and the identity of the represented party must be duly guaranteed. The representation granted by electronic means shall be lawful when the electronic document, by virtue of which it is conferred, incorporates the recognized electronic signature used by the represented party and complies with the requirements established in any legal provision in force.

### **By postal correspondence:**

The attendance form issued by the depositary entity or the form which may be obtained on the Company's website must be fulfilled.

Proof of shareholder ownership must be provided.

In both cases, proxies granted by means of remote communication, either by electronic means or postal correspondence, must be received by the Company at the registered office or by e-mail to [correa@correa.es](mailto:correa@correa.es) no later than 24 hours on the day immediately prior to the holding of the General Shareholders' Meeting on first call.

Personal attendance to the General Shareholders' Meeting by the shareholder who has delegated his representation, regardless of the means used, or the exercise of the right to remote voting, shall render the delegation null and void.

### **Conflicts of interest:**

For the purposes of articles 523 and 526 of the Spanish Companies Act, we inform that the Chairman of the Board, as well as any other member of the Board of Directors, may be in conflict of interest.

The representative shall not be subject to a conflict of interest when the shareholders represented have given precise instructions to him.

### **Remote Voting**

The shareholders of the Company with voting rights who do not attend the General Shareholders' Meeting may cast their vote on the items on the Agenda prior to the meeting by means of remote communication, provided that they comply with the legal requirements and with those set forth in this notice.

In order to vote remotely by post, shareholders may use the form issued by the entities comprising to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (IBERCLEAR), or the body that replaces it, or download it from the Company's website ([www.nicolascorrea.com/es](http://www.nicolascorrea.com/es)). In addition, shareholders may fulfil such form, sign it by hand and send it by (i) certified post to the Company's registered office located at Calle Alcalde Martín Cobos, 16-A, Burgos; or (ii) e-mail addressed to [correa@correa.es](mailto:correa@correa.es). The shareholder must correctly indicate the direction of the vote relating to each of the proposed resolutions submitted to the General Shareholders' Meeting, enclosing the original document which evidences the title over the shares, issued for this purpose by the depositary entity, as well as a photocopy of his national identity document or passport. In the case of legal entity, a copy of the document evidencing that the person signing the remote voting form is its legal representative must also be sent.

Only votes received by the Company until 11:00pm of the day of the General Shareholders' Meeting on first call, shall be valid considered. The shareholders who cast their remote vote in the terms set forth above shall be considered as present for the purposes of the constitution of the General Shareholders' Meeting. The shareholder who casts his remote vote and does not record voting instructions with respect to the items on the Agenda shall be deemed to wish to vote in favour of the respective proposals made by the Board of Directors.

Shareholders who vote remotely must have their shares registered in the corresponding Accounting Register five (5) days prior to the date on which the General Shareholders' Meeting is going to be held. In the event of the transfer of the shares whose ownership confers the right to vote after the beginning of the maximum period of time legally provided for in the law for the General Shareholders' Meeting to be held in order to have the right to attend it, the remote vote shall be null and void. Remote votes shall be deemed to have been revoked by the attendance at the General Shareholders' Meeting of the shareholder who cast them.

### **Information Right**

The shareholders are entitled to examine all the documents relating to the items on the agenda at the Company's registered office located at Calle Alcalde Martín Cobos, 16-A, Burgos, as well as at the Company's website [www.nicolascorrea.com/es](http://www.nicolascorrea.com/es) until the day of the General Shareholders' Meeting, or to receive them without any charge in the event they have requested so up to the fifth day prior to the day scheduled for the holding of the General Shareholders' Meeting.

As an exceptional case for this Ordinary General Meeting, until the same day the General Meeting is held, on first call, the shareholders may request the information or clarifications they

deem necessary or formulate in writing the questions they deem pertinent about the matters included in the order of the day.

Shareholders representing at least three percent of the share capital may request the publication of a supplement to the notice of the General Shareholders' Meeting, including one or more items on the agenda. The exercise of this right must be done by means of a reliable notification that must be received at the registered office within five days after the publication of the call.

Likewise, shareholders representing at least three percent of the share capital may present proposals based on items already included in the Agenda of this call.

The exercise of these rights must be made by means of a reliable notification to the Company to be received at the registered office, located at Calle Alcalde Martín Cobos, 16-A, Burgos, for the attention of the Secretary of the Board of Directors, within five (5) days following the publication of this call, with an indication of the identity of the shareholder exercising the right and the number of shares held, enclosed any other appropriate documentation.

## **RELEVANT INFORMATION IN RELATION TO THE CELEBRATION OF THE GENERAL MEETING.**

Specifically, and in view of the current situation of the expansion of the coronavirus, the Company considers that the best way to guarantee that shareholders can fully exercise their rights safely at the next general meeting is by proxying and casting a vote by electronic means, that is, avoid, as far as possible, physical attendance at the place where the General Meeting will be held.

In any case, and to facilitate monitoring by anyone who wishes without the need to be physically present, the Company will broadcast the Meeting live through the link provided for this purpose on the corporate website. We inform that that this retransmission is not considered a virtual attendance according to the terms established in the Spanish Companies Law, and its follow-up is not computed as attendance within the quorum calculation, without being able to participate in the meeting.

For this reason, it is very important that they have previously exercised their right to vote through proxy or remote voting.

Notwithstanding the foregoing, in the case of physical attendance at the venue for the General Meeting, and although it will be held under the responsibility of the shareholders and the public attending, the Company will try to make available to these shareholders and the attending public all those preventive health measures, which, being reasonably available, as for general use, are recommended by the competent authorities.

The term to exercise the right to information in writing is extended, until 12 noon on 28 April, that is, until the scheduled time for the start of the meeting.

- The shareholder who wishes to exercise this right to information, may do so following the indications in the information document that was sent to him along with the attendance, proxy and remote voting card and in the procedure for exercising the rights to information, attendance, delegation and remote voting of shareholders at the ordinary General Meeting, accessible on the corporate website [www.nicolascorrea.com/es](http://www.nicolascorrea.com/es).

- Requests for information will be answered during the meeting or within the following seven days.
- Likewise, we inform that those shareholders who exercise the aforementioned right to information and wish to have their intervention recorded in the minutes of the meeting, must expressly do so in the communication sent to the company.
- The limitation of space, the use of medical equipment and the safety distance that must be maintained at all times must be taken into account.
- Given the exceptional requirements, please come with the necessary notice to access the site.

Until the time of the meeting, any regulations that refer to the prevention of COVID will apply.

#### **INVOLVEMENT OF A NOTARY AT THE MEETING**

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the Meeting, in accordance with the provisions of article 203 of the Spanish Companies Act in relation to articles 101 and 103 of the Commercial Registry Regulations. However, in the event of exceptional circumstances related to the coronavirus, remote means of communication in real time that adequately guarantee the fulfillment of the notarial function may be used or even the initial assistance forecast may be modified.

#### **Other mentions**

Given the precise attendance quorum for the valid adoption of the resolutions included in the proposal that is submitted for the approval of the shareholders and the experience of previous years, it is communicated that the General Meeting called will, in all probability, be held on second call **on April 29, 2021**.

In Burgos, on 25 February 2021.

The Secretary Director

Ana Nicolás-Correa Barragán