



**ATTENDANCE, PROXY AND REMOTE VOTING CARD  
FOR GREENERGY RENOVABLES, S.A.'S ORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE  
HELD ON 24 APRIL 2023**

Attendance, proxy and remote voting card for the Ordinary General Meeting of Shareholders of Greenergy Renovables, S.A. (the "**Company**") to be held on first call at 12 pm on 24 April 2023, if applicable, on second call one day later, at the registered office located in Madrid, calle Rafael Botí 26. The Ordinary General Meeting of Shareholders is expected to be held on first call, i.e. on 24 April 2023. Any change in this assumption would be notified in due course.

Name of shareholder	Identity or Tax id. number	Number of shares	Depository institution

**PERSONAL ATTENDANCE AT THE GENERAL MEETING**

Shareholders wishing to attend the General Meeting in person must sign in the space below and present this attendance card on the day and at the place where the General Meeting is to be held.

**Signature of attending shareholder**

Date: \_\_\_\_\_, 2023

**DELEGATION**

The shareholder hereby gives a PROXY VOTE at the General Meeting to:

- 1.  The Chairperson of the Board of Directors
- 2.  Mr./Ms. \_\_\_\_\_ with identity card no. \_\_\_\_\_

In the event that the person to whom the proxy is given is not appointed by name, the proxy shall be deemed to be given to the Chairperson of the Board of Directors.

To specify your voting instructions, please tick the appropriate box in the following table. If any of the boxes below is not filled out, the proxy shall vote in favour of the proposed resolutions submitted by the Board of Directors.

Item on the agenda	1.1	1.2	2.	3.	4.	5.	6.	7.1	7.2	7.3	7.4	7.5	8.	9.	10.	11.	13.
In favour																	
Against																	
Abstain																	
Blank																	

The proxy shall extend to proposed resolutions relating to matters not included in the attached agenda, in respect of which the proxy holder shall vote in the manner he/she considers to be in the best interests of the shareholder, unless he/she checks the NO box below, in which case the shareholder shall be deemed to instruct the proxy holder to abstain from voting on such proposed resolutions.

NO

Pursuant to the provisions of sections 523 and 526 of the Joint Stock Companies Act, the following are reported to be in a situation of conflict of interest: (i) all members of the Board of Directors with respect to items four, eight and nine on the agenda; (ii) the Directors whose re-election is proposed with respect to items 7.1, 7.2, 7.3, 7.4 and 7.5 on the agenda, respectively; and (iii) the members of the Board of Directors affected, if applicable, in the events provided for in sections b) and c) of section 526.1 of the Joint Stock Companies Act that may arise outside the agenda. In relation to any of them, the proxy shall be deemed to be given to the Secretary of the Board of Directors if the shareholder given the proxy vote has not given any precise voting instructions.

**Signature of the shareholder giving the proxy vote**

**Signature of the proxy**

Signed on \_\_\_\_\_, 2023

Signed on \_\_\_\_\_, 2023

**REMOTE VOTING**

The shareholder VOTES in favour of all resolutions proposed by the Board of Directors in relation to the items on the attached agenda, unless a different vote is indicated below (tick the appropriate boxes).

Item on the agenda	1.1	1.2	2.	3.	4.	5.	6.	7.1	7.2	7.3	7.4	7.5	8.	9.	10.	11.	13.
In favour																	
Against																	
Abstain																	
Blank																	

Unless expressly indicated to the contrary in the manner indicated below, and in relation to proposed resolutions not submitted by the Board of Directors or on items not included in the attached agenda, the proxy is deemed to be given to the Chairperson of the Board of Directors, and the rules on voting in the absence of instructions and in the event of conflict of interest contained in the "Proxy" section of this form shall apply. Tick the NO box below only if you object to the proxy (in which case the shareholder shall be deemed to abstain in relation to such proposed resolutions).

NO

**Signature of the shareholder**

Signed on \_\_\_\_\_ , 2023

## **RULES AND INSTRUCTIONS ON ATTENDANCE**

The General Meeting of Shareholders may be attended by all shareholders registered as such in the Company's relevant book-entry ledger at least five days prior to the date of the Meeting, as evidenced by producing the relevant entitlement certificate or attendance card delivered by the Company or by any company in charge of keeping the book-entry ledger, or by any other means admitted by current legislation. Registration of attendance cards shall commence two hours before the scheduled time of the Meeting.

In the event of a discrepancy between the number of shares claimed by the shareholder and those registered in his/her name in Iberclear, the information contained in Iberclear shall prevail.

Individuals attending the General Meeting with this attendance card must show their national identity card or passport to the staff in charge of the shareholders' register. In the event that the attendance card is filled out by a corporate shareholder, the natural person attending the General Meeting on behalf of such corporation must show, on the date of the General Meeting, the original power of attorney evidencing the natural person's capacity to represent the corporate shareholder to the staff in charge of the shareholders' register.

### **VOTING AND APPOINTMENT OF PROXIES BY MEANS OF REMOTE COMMUNICATION SYSTEMS PRIOR TO THE GENERAL MEETING**

Prior to the Meeting, shareholders with attendance rights may appoint a proxy or cast a vote by means of remote communication systems on the proposals concerning the items on the agenda, as stated in the notice of meeting, by any of the following means: (i) letter sent by postal mail (with shareholders sending the duly filled-out attendance card to the Company's registered office, at Calle Rafael Botí 2, 28023 Madrid); (ii) platform for proxy voting or for voting by remote means specifically enabled on the Company's corporate website ([www.greenergy.eu](http://www.greenergy.eu)); or (iii) any other means of remote communication, provided that the identity of the person exercising his/her voting right is properly ascertained. More specifically, the identity of the person exercising his/her voting right shall be deemed to be properly ascertained if: (a) the communication is made by electronic means and carries an advanced electronic signature; or (b) if the shareholder has affixed his/her handwritten signature thereon, and that signature has previously been certified by a notary public.

The proxies and remote voting forms sent by any of the means specified above must be received by the Company, as a general rule, prior to 23:59 pm on 23 April 2023. However, the Chairperson has the right to admit votes received thereafter.

The attendance card form and the rules approved by the Company's Board of Directors concerning the exercise by shareholders of representation and voting rights by remote communication means are posted on the Company's website ([www.greenergy.eu](http://www.greenergy.eu)).

Votes cast by electronic means shall be null and void:

- (a) In the event of subsequent express revocation notified by the same means used to issue the same and within the timeline established therefor.
- (b) If the shareholder that voted by electronic means attends the meeting.

Shareholders who cast their vote by remote means shall be deemed to attend the General Meeting personally for the purposes of calculation of the quorum thereat.

## AGENDA

### **I. Items concerning the annual accounts, the appropriation of profit and the management of the company.**

**First.-** Review and approval of Grenergy Renovables, S.A. and its consolidated group's annual accounts and management report for financial year ended 31 December 2022.

**Second.-** Review and approval of the consolidated non-financial information statement for financial year ended 31 December 2022.

**Third.-** Review and approval of the proposed appropriation of profit of the Company for financial year ended 31 December 2022.

**Fourth.-** Review and approval of the Board of Directors' corporate management for financial year ended 31 December 2022.

#### **Item concerning the approval of corporate operations**

**Fifth.-** Authorisation, for the purposes of section 160.f) of Spain's Joint Stock Companies Act, for the disposal of essential assets of the Company.

### **II. Items concerning authorisations given to the Board of Directors**

**Sixth.-** Authorisation given to the Board of Directors, pursuant to the provisions of section 297.1 b) of the Joint Stock Companies Act, to increase the share capital by means of contributions in cash up to half of the current share capital, within a maximum period of 5 years, in one or several occasions, with such timing and in such amount as it may deem expedient. Without exceeding the maximum amount specified, the Board of Directors shall be entitled to exclude the pre-emptive subscription right in respect of up to 20% of the share capital.

**Seventh.-** Authorisation given to shorten the period for calling extraordinary general meetings of shareholders in accordance with the provisions of section 515 of Spain's Joint Stock Companies Act.

### **III. Items concerning the re-election of Directors**

**Eighth.-** Re-election of Directors

**8.1.** Re-election of Mr. David Ruiz de Andrés as Director of the Company.

**8.2.** Re-election of Mr. Antonio Francisco Jiménez Alarcón as Director of the Company.

**8.3.** Re-election of Mr. Florentino Vivancos Gasset as Director of the Company.

**8.4.** Waiver, for any purposes required, of the obligation not to conduct any activities that effectively compete with those of the Company, in accordance with the provisions of section 230 of the Joint Stock Companies' Act, in respect of Director Ms. María del Rocío Hortigüela Esturillo.

**8.5.** Re-election of Ms. María del Rocío Hortigüela Esturillo as Director of the Company.

### **IV. Items concerning Directors' compensation**

**Ninth.-** Modification of the Compensation Policy applicable to the Directors of the Company.

**Tenth.-** Advisory vote on the annual report regarding the compensation paid to Company’s Directors in financial year 2022.

**V. Items concerning amendments to the Company’s By-laws**

**Eleventh.-** Amendment to articles 23 (“Composition and legal regime of Directors”), 26 (“Delegation of powers”) and 28 (“Appointments and Remuneration Committee”), in order to modify the name of the Appointments and Remuneration Committee to “Appointments, Remuneration and Sustainability Committee”.

**Twelfth.-** Amendment to section 22 (“Term of office”) of the By-laws.

**VI. Informative item**

**Thirteenth.-** Information to the General Meeting of Shareholders regarding the amendments to the Board of Directors’ Regulations approved since the previous General Meeting of Shareholders.

**VII. Item regarding the delegation of powers**

**Fourteenth.-** Delegation of powers to formally execute, interpret, remedy, implement and register, as appropriate, the resolutions adopted at this meeting.