



DURO FELGUERA, S.A.

2023 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

12-13 April 2023

CALL TO MEETING

At its session held on 7 March 2023, the Board of Directors of Duro Felguera, S.A. (hereinafter, the “Company”) agreed to convene the Company’s Extraordinary General Meeting to be held in the **Palacio de Congresos in the Recinto Ferial Luis Adaro, Paseo de Dr. Fleming 481, 33203, Gijón**, with a first call at **12.00 hours** on 12 April 2023 and second call the following day, 13 April 2023, at the same venue and at the same time.

The General Meeting will be held simultaneously by electronic means and may be accessed via the resources and with the requirements set forth below.

AGENDA

ONE. Share capital increase for a cash amount (par value plus premium) of thirty-nine million eight hundred and thirty-seven thousand two hundred euros (39,837,200 euros), by issuing and putting into circulation 52,000,000 new ordinary shares with a par value of five eurocents (0.05 euros) each, plus a share premium of 0.7161 euros, being, therefore, the issue price of 0.7661 euros per share, charged to cash contributions and recognition of the shareholders’ pre-emptive subscription right, in order to repay the credit held by Mota-Engil México, S.A.P.I. de C.V. with the Company. Delegation to the Board of Directors of the necessary powers to execute the resolution and to set the terms and conditions thereof in all matters not provided for by the Extraordinary General Meeting of Shareholders, pursuant to the provisions of Article 297.1.a) of the Corporate Enterprises Act, as well as to redraft Article 5 of the Company’s Articles of Association.

TWO. Share capital increase for a cash amount (par value plus premium) of up to ninety million euros (90,000,000 euros) plus, if applicable, the amount of interest accrued up to the date of execution of this capital increase, by issuing and putting into circulation up to 117,478,135 new ordinary shares, plus, if applicable, those necessary for the capitalisation of accrued and unpaid interest, of five eurocents (0.05) euros par value each, plus a share premium of 0.7161 euros, therefore, the issue price is 0.7661 euros per share. The capital increase will be carried out by offsetting receivables in order to capitalise the credit rights arising from the loan agreements entered into by the Company in the amount of 90 million euros. The loan agreement granted by Grupo Promotor de Desarrollo e Infraestructura, S.A. de C.V. and the amount of the loan agreement subscribed with Mota-Engil México, S.A.P.I. de C.V. that has not been reimbursed through the funds obtained in the first capital increase agreement included in Item One of the agenda will be fully capitalised.



Delegation to the Board of Directors of the necessary powers to execute the resolution and to set the terms and conditions thereof in all matters not provided for by the Extraordinary General Meeting of Shareholders, pursuant to the provisions of Article 297.1.a) of the Corporate Enterprises Act, as well as to redraft Article 5 of the Company's Articles of Association.

THREE. Ratification of the appointment of María Jesús Álvarez González as External Director.

FOUR. Delegation of powers, with express powers of substitution, for the development, public recording and registration of the foregoing resolutions in the Companies Registry.

EXAMINATION OF DOCUMENTATION

In compliance with the provisions of articles 197, 272, 518 and 520 of the Corporate Enterprises Act, it is hereby placed on record that the documents that will be subjected to the approval of the General Meeting can be consulted at the Company's registered office located at Calle Ada Byron 90 - Parque Científico y Tecnológico, Gijón, and on the Company's website (www.durofelguera.com). These documents are freely available for the consideration of shareholders, who may request free delivery of the same.

1. This notice of the General Meeting of Shareholders.
2. The full text of the resolutions proposed by the Board of Directors in relation to the items on the agenda.
3. Report issued by the Board of Directors in relation to the proposed resolution regarding item One of the agenda relating to the capital increase with charge to cash contributions and recognition of the pre-emptive subscription right and the amendment of Article 5 of the Company's Articles of Association, in accordance with the provisions of Articles 286 and 296 of the Corporate Enterprises Act.
4. Report of the Board of Directors on the proposed resolution relating to item Two of the agenda regarding the capital increase by offsetting credits, in accordance with the provisions of Articles 286, 301, 308 and 504 of the Corporate Enterprises Act.
5. Independent expert's report issued in connection with the proposed resolution relating to item Two on the agenda regarding the capital increase by offsetting credits, in accordance with the provisions of Articles 308 and 504 of the Corporate Enterprises Act.
6. Certification by the Company's auditor, Deloitte, S.L., regarding the credits to be offset in the capital increase proposed in item Two of the agenda.
7. Report of the Appointments and Remuneration Commission regarding the ratification of María Jesús Álvarez González as External Director.



8. The total number of shares and voting rights of Duro Felguera, S.A. on the call date of the Extraordinary General Meeting of Shareholders.
9. The Attendance, Proxy and Remote Voting card form.

From the publication of this call until the preparation of the General Meeting, the documents listed above will be available on the Company's website (www.durofelguera.com). Shareholders are informed that this information includes the attendance, voting and proxy form, and the rules for proxies, remote voting and telematic attendance.

In accordance with the provisions set out in articles 197 and 520 of the Corporate Enterprises Act, shareholders that so wish have until the fifth day prior to the General Meeting to request the information or clarifications they deem appropriate or to formulate written questions they deem pertinent with regard to the items included on the Agenda or with regard to the information provided by the Company to the National Securities Market Commission (CNMV) since the last General Meeting. This is without prejudice to their right to do so during the General Meeting.

THE RIGHT TO SUPPLEMENT THE AGENDA AND TO SUBMIT NEW MOTIONS

In accordance with Article 519.1 of the Corporate Enterprises Act, shareholders representing at least three percent (3%) of the share capital may request publication of an addendum to the call notice to add one or more items to the Agenda, provided that the new items are accompanied by substantiation of their relevance or, as required, a reasoned proposal for a resolution. Exercise of this right must be effectuated by notification with proof of receipt received at the Company's registered office within the five (5) days following publication of the call to meeting.

In accordance with Article 519.3 of the Corporate Enterprises Act, shareholders representing at least three percent (3%) of the share capital may, within the same timeframe indicated in the previous paragraph, submit reasoned proposals for resolutions on the matters that figure or that should be added to the Agenda of the General Meeting. The Company will ensure that these proposals and any accompanying documentation it receives are disseminated among the other shareholders.

ELECTRONIC SHAREHOLDERS' FORUM

On the occasion of calling the General Meeting, an Electronic Shareholders' Forum will be available on the company website (www.durofelguera.com) which can be securely accessed by individual shareholders and freely formed groups of shareholders in order to facilitate communications prior to the General Meeting under the terms legally established. In accordance with article 539.2 of the Corporate Enterprises Act, the Electronic Shareholders' Forum is governed by a Regulation approved by the Board of Directors. Its content is available on the website and contains the conditions of access, identification, registration and use thereof.

The Electronic Shareholders' Forum will be used to publish such things as proposals to be presented in



addition to those contained in the meeting agenda, requests for support of those proposals, initiatives for minority shareholders to achieve the percentage needed to exercise their legal rights, and voluntary representation requests and offers.

The Electronic Shareholders' Forum will be closed at midnight (24:00 hours) on the day before the General Meeting is called to order.

RIGHT OF ATTENDANCE

In accordance with the provisions of Article 18 of the Company's Articles of Association, shareholders owning at least four hundred (400) shares registered in their name with any of the entities affiliated with the Securities Clearing and Settlement Service (Iberclear) at least five (5) days prior to the General Meeting may attend the same in person or by proxy with the corresponding attendance card. The aforesaid entities will issue the associated attendance, proxy and remote voting cards, which they can also obtain from the Company at its registered office located at Calle Ada Byron, 90 - Parque Científico y Tecnológico de Gijón once the documentation substantiating ownership of shares has been submitted. Shareholders who do not hold the specified number of shares may form groups, duly appointing a proxy, for attendance purposes.

RIGHT TO ATTEND BY PROXY

In accordance with the provisions of article 19 of the Articles of Association, any shareholder who has the right to attend may appoint a proxy to represent them at the General Meeting even though that person is not a shareholder. Representation must be conferred in writing specifically for each General Meeting. For these purposes, the proxy must substantiate his/her representation at the registration desk prior to the start of the Meeting by submitting the attendance, proxy and remote voting cards provided by the entities attached to Iberclear or by the Company itself on submission of the documentation that substantiates ownership of the shares.

When conducted in accordance with article 522 of the Corporate Enterprises Act, appointment, notification and revocation of the proxy shall be done in writing or sent using electronic means and must be received by the Company before midnight (24:00 hours) on the day immediately preceding the first or second call for the General Meeting, as appropriate.

Shareholders may obtain the attendance, proxy and remote voting card by means of a request to the Company or by downloading it from the Company website (www.durofelguera.com). Shareholders must submit the duly filled-in proxy card to the Company, send it by postal mail to "Atención del accionista" (Shareholder service) at Calle Ada Byron, 90 - Parque Científico y Tecnológico 33203 Gijón or by email in PDF format to [accionistas@durofelguera.com] together with the cards provided by the participating entities in Iberclear, a photocopy of the shareholder's national identity document or passport and, in the case of legal persons, a document that sufficiently accredits their representation.

The document granting the right to attend by proxy, which must include the items on the Agenda or the



attendance card for the General Meeting issued by the depositary entities, must be duly signed and the section containing the printed form for conferring representation must be filled in. It should also contain the request for voting instructions and indicate how the proxy intends to vote on each item on the Agenda. If there are no specific instructions it shall be understood that the proxy is granted to the Chairperson of the General Meeting and that the vote is in favour of motions tabled by the Board of Directors. Likewise, unless otherwise expressly indicated, it shall be understood that proxies are entitled to vote on matters that may arise but are not included on the agenda. They shall cast their votes in the sense most favourable to the shareholder in the context of the Company's best interest.

If the proxy incurs in a conflict of interest related to voting one or more items on the Agenda or on any issue that arises during the General Meeting, in the absence of instructions to the contrary the Secretary of the Board of Directors shall be deemed to represent the shareholder or shareholders concerned for the purposes of casting the vote in question.

The same proxy-holder may represent more than one shareholder without limitation on the number and may cast different votes depending on the instructions given by each shareholder.

Proxies to whom the vote is delegated by postal or electronic correspondence may only exercise it personally by attending the General Meeting after submitting their credentials at the registration desk prior to commencement of the Meeting. The personal attendance of shareholders who have delegated their representation beforehand will automatically revoke the associated representation.

The Company declines all responsibility for interruptions of electronic services beyond its control that prevent delegation by means of these media.

REMOTE VOTING

In accordance with Article 20 of the Articles of Association and Article 521 of the Corporate Enterprises Act, shareholders may cast their votes on the issues set forth on the Agenda by postal mail addressed to "*Atención del accionista*" and sent to the Company's registered office at Calle Ada Byron 90, Parque Científico y Tecnológico de Gijón (33203) accrediting their identity by means of a photocopy of their national identity card (DNI) or passport. Shareholders that are legal persons must provide documentation that effectively proves their representation together with the cards provided by the participating entities in IBERCLEAR or by the Company itself following submission of the documents that prove ownership of the shares in question. Postal votes must be received by the Company before midnight (24:00 hours) on the day immediately prior to the first or second call for the Meeting, as appropriate.

Shareholders are hereby informed that the Company may request, at least five (5) days in advance, certification from IBERCLEAR to substantiate the identity of shareholders who hold the number of shares required to exercise their right to attend.

- a) **Remote attendance.** In order to attend the General Meeting and vote by means of remote communications, shareholders or their representatives must register in the "Asistencia Telemática" (Remote Attendance) application **from 9 hours (Madrid time) on 5 April 2023 until 11.15 hours (Madrid time) on 12 April 2023** to attend on first call or on **13 April 2023** if, as expected, the



General Meeting is held on the second call. **If it is held as expected on second call**, shareholders that have registered to attend on first call **will not be required to register again** to attend the meeting on second call and will be considered to be attendees.

Registration to exercise the right of remote attendance will not be accepted once the timeframe specified for registration for each call has elapsed.

To place on record the lack of quorum to convene the General Meeting on the first call, the Company will publish the information on its website in the section devoted to the General Meeting once the fact has been confirmed, as required.

If necessary, provided that the General Meeting is sure to be held and run its course properly, the Chairperson, the Secretary of the General Meeting, the Notary required to record the minutes of the session, the Chief Executive Officer and other members of the Board of Directors may attend the General Meeting exclusively by remote means such as audio conference, video conference or any other real-time remote communication method that adequately ensures their identity and enables fulfilment of their functions.

- b) Remote representation.** A duly-signed copy of the attendance card issued by the participating entity in Iberclear in PDF format must be attached to the registration form to provide proof at the time of registration that the proxy represents the shareholder.

In the case of legal persons, a copy of the powers of representation in PDF format must also be attached and the proxy shall attach a copy of the delegation instrument.

- c) Identification.** Shareholders or their representatives must register using a recognised, currently valid digital certificate issued by a Spanish Public Certification Entity (CERES) – a project headed by the FNMT-RCM (National Mint) – or included in the Spanish electronic national identity document.

To facilitate access to shareholders and proxies, especially for those unable to use an electronic certificate, the Company has provided the option to request registration and subsequent access through a user code and password. To do so, the shareholder will only have to upload a scan of their National ID card (DNI) or passport to the platform.

The Company reserves the right to request additional means of identification from shareholders or their representatives as deemed necessary to verify their status as shareholder or that their powers are sufficient to exercise representation.



- d) **Taking the floor.** In accordance with the provisions of the Corporate Enterprises Act, any speeches, proposals for resolutions, requests for information or clarifications that, pursuant to said act, attendees to the General Meeting intend to make must be sent to the Company in writing. These submissions must be made in the manner, terms and conditions set forth on the aforesaid Company website between **09:00 and 12:00 hours (Madrid time)** on the day of the General Meeting. Remote attendees who want their intervention to be placed on record in the minutes of the General Meeting must expressly indicate this circumstance in the text of their speech. In accordance with the provisions of the Corporate Enterprises Act, requests for information or clarification made by remote attendees will be answered during the course of the meeting or in writing during the seven days following the same. **If the General Meeting is held on second call as expected, any speeches, proposals for resolutions, requests for information or clarifications submitted to the Company in the first call will have to be resubmitted** in the same terms on the day of the meeting; otherwise they will be considered not to have been submitted. Remote attendees' interventions will be accessible to other attendees through the I.T. application from the beginning of the General Meeting.
- e) **Voting.** Casting votes on proposals related to items on the Agenda may be conducted from the time of registration by the shareholder or their proxy ([09:00] hours on the day of the General Meeting) until the Chairperson or the Secretary of the Meeting, as appropriate, announces the end of the voting period on said items. Regarding proposals for resolutions on matters which, not being included in the Agenda, may be proposed in accordance with the Corporate Enterprises Act by attendees at the General Meeting, remote attendees may cast their votes when the Secretary of the Meeting finished reading out the proposals.

Except where explicitly stated to the contrary elsewhere in this notice, the same rules on voting and adoption of resolutions set in the Regulations of the General Meeting for shareholders attending in person shall be applicable to shareholders or their proxies that attend the meeting remotely.

Exercise of the vote shall render any electronic or postal delegation ineffective; prior delegations shall be deemed revoked and subsequent delegations shall be considered null and void. Only the last vote cast will count in the event that a shareholder casts multiple votes in different senses on the same issue or makes multiple electronic or postal delegations.

- f) **Incidents.** The Company reserves the right to amend, suspend, cancel or restrict the mechanisms that enable remote attendance, delegation or electronic voting via the Internet on the website for reasons of technical difficulty or security. The Company declines all responsibility for loss or damage to shareholders as a result of failure, overload, outage, connection failures or any other similar event beyond its control that prevents the use of remote attendance, delegation or electronic voting mechanisms via the website. Without prejudice to the validity of previously conferred delegations and votes already cast, said circumstances shall not constitute an unlawful deprivation of shareholders' rights.



Shareholders will be informed through the website as soon as possible should any of the aforesaid circumstances occur.

- g) **Broadcasting the General Meeting.** Under the circumstances set forth in this section, the General Meeting shall be broadcast on the Company website (www.durofelguera.com).

PRESENCE OF A NOTARY PUBLIC

Shareholders are hereby informed that, pursuant to the provisions set forth in article 203 of the Corporate Enterprises Act, the Board of Directors has requested the presence of a Notary Public to take the minutes of the General Meeting.

DATA PROTECTION

Shareholders and their representatives are hereby informed that their personal data submitted to the Company and those consigned on the attendance, delegation and voting cards shall be processed in accordance with the currently applicable personal data protection regulations, pursuant to which DURO FELGUERA, S.A. provides the following information on said processing:

Data Controller: DURO FELGUERA, S.A.

E-mail: gdpr@durofelguera.com

Purpose: To manage, develop, monitor and ensure the legal compliance of the existing shareholder relationship with respect to calling and holding the General Meeting, proper organisation and operation thereof and compliance with the applicable regulations.

The course of the General Meeting will be publicly disseminated by means of audio-visual recording and/or photographic reporting.

Legitimate interest: The legitimate interest for processing the data is the existing shareholder relationship and compliance with legal obligations.

Processing shareholders' or their representatives' image and voice by means of audio-visual recording and/or photographic reporting of the event is legitimised by their consent – which is understood to be granted by attending the General Meeting – and by the legitimate interest of the Company to record and broadcast the event.

Data recipients: The Notary Public for the purpose of notarising the minutes, third parties exercising the right to be informed provided by law and for public dissemination on the corporate website or intranet or by the communications media.



Data subjects' rights: Shareholders may exercise their rights of access, rectification, erasure, objection, restriction of processing and data portability in writing addressed to the registered office or by email to: gdpr@durofelguera.com.

Additional information: Further information regarding processing and the aforesaid rights can be requested by sending an email to: gdpr@durofelguera.com, Ref. Junta Accionistas GDPR.

Holding the Meeting on second call.

It is hereby placed on record that the Meeting is expected to be HELD on SECOND CALL on 13 April 2023 at 12.00 hours at the venue indicated above.

Gijón, 8 March 2023.

A handwritten signature in black ink, appearing to read 'Rosa Aza Conejo', with a large, sweeping flourish underneath.

Rosa Aza Conejo, Chairperson of the Board of Directors.