



**DURO FELGUERA, S.A.**

**2024 ANNUAL GENERAL MEETING**

**CALL**

At its session held on 27 May 2024, the Board of Directors of Duro Felguera, S.A. (hereinafter, the “**Company**”) agreed to convene the Company’s Annual General Meeting to be held in **calle Ada Byron, 90 - Parque Científico y Tecnológico, Gijón**, with a first call at **12:00 hours on 28 June 2024** and second call the following day, 29 June 2024, at the same venue and at the same time.

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

**AGENDA**

**ONE. - Annual financial statements, directors’ report and non-financial reporting statement.**

1.1 Scrutiny and approval, if applicable, of the Annual Financial Statements (Balance Sheet, Income Statement, Statement of Changes in Equity, Cash Flow Statement and Notes to the Financial Statements) and the Directors’ Report of Duro Felguera, S.A., both Individual and Consolidated , with its subsidiaries for the 2023 financial year.

1.2 Scrutiny and approval, if applicable, of the consolidated non-financial reporting statement for the financial year ended 31 December 2023 that forms an integral part of the consolidated directors’ report.

1.3 Scrutiny and approval, if applicable, of the proposed application of the profit (loss) of the 2023 financial year.

**TWO. - Approval, if applicable, of management by the Board of Directors during the 2023 financial year.**



### **THREE. Appointment of Directors:**

**3.1** Ratification of the Directors appointed by co-option at the meeting of the Board of Directors on 13 May 2024: Jaime Isita Portilla, Eduardo Espinosa Bustamante, Mónica Rodrigues Sequeira, as proprietary directors; and Gerardo Tietzsch Rodríguez Peña, as independent director.

**3.2 Appointment** of Nuno Cardoso Correia da Mota Pinto as independent Director, as proposed at the meeting of the Board of Directors on 27 May 2024.

**3.3** Empower the Board to fill the two vacancies on the Board of Directors by co-option, up to a maximum of 10 members, in accordance with Articles 244 and 529 decies of the Corporate Enterprises Act.

**FOUR.- Remuneration of directors.** Consultative vote on the Annual Report on Directors' Remuneration for the 2023 financial year and the report on the remuneration policy of the Board.

**FIVE.- Appointment of an external Auditor.**

**SIX. Communication to the General Meeting of the update to the Regulations of the Board of Directors, approved on 18 January 2022.**

**SEVEN.- Delegation of powers** with express powers of substitution for the formalisation, execution, rectification, supplementation, development and interpretation of the resolutions adopted; to register the Annual Financial Statements and the Auditor's Report and to notify the competent authorities as required.

### **EXAMINATION OF DOCUMENTATION**

In compliance with the provisions of articles 197, 272, 518 520, 528 and 529 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](http://www.durofelguera.com)). These documents are freely available for the consideration of shareholders, who may request free delivery of the same.



- 1.- Annual Financial Statements and Directors' Report of Duro Felguera, S.A., both on an individual basis and consolidated with its subsidiaries for the financial year ended 31 December 2023. The consolidated directors' report includes a section on non-financial information.
- 2.- Auditor's Report on the Annual Financial Statements of Duro Felguera, S.A. both on an individual basis and consolidated with its subsidiaries.
- 3.- Proposal for application of the profit (loss) of the 2023 financial year.
- 4.- Annual Corporate Governance Report, pursuant to the provisions set out in article 540 of the Corporate Enterprises Act.
- 5.- Annual Report on Directors' Remuneration for 2023, pursuant to article 541 of the Corporate Enterprises Act.
- 6.- Report on the Board's remuneration policy
- 7.- Annual reports of the Board's Delegated Committees.
- 8.- Report on ratification of the directors appointed by co-option.
- 9.- Report on the proposed appointment of directors.
- 10.- The full texts of the motions for resolution on all of the items on the Agenda and the associated reports from the competent bodies. Furthermore, the proposed motions submitted by the shareholders, if applicable, shall also be included as they are received.

Furthermore, pursuant to the provisions of Article 518 of the Corporate Enterprises Act, the Company has a website ([www.durofelguera.com](http://www.durofelguera.com)) which can be accessed by shareholders, where the information legally required will be provided, and in particular:

- 1.- The announcement of the call to meeting.
- 2.- The total number of shares and voting rights on the call date.
- 3.- The Attendance, Proxy and Remote Voting card form.



In accordance with the provisions set out on the Board's Internal Regulations, shareholders may access the following reports on the Company website ([www.durofelguera.com](http://www.durofelguera.com)):

- 1.- Audit, Risk and Compliance Committee's Report on its composition and performance during the 2023 financial year.
- 2.- Appointments and Remuneration Commission's Report on its composition and performance during the 2023 financial year.
- 3.- Audit, Risk and Compliance Committee's report on related-party transactions.
- 4.- Audit, Risk and Compliance Committee's report on the auditors' independence.

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 and regarding the Auditor's Report. This is without prejudice to their right to do so during the General Meeting.

#### **ELECTRONIC SHAREHOLDERS' FORUM**

An Electronic Shareholders' Forum will be available on the company website ([www.durofelguera.com](http://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 closed at midnight (24:00 hours) on the day before the General Meeting is called to order.



## **RIGHT TO ATTEND**

Shareholders in possession of at least four hundred (400) shares registered in their name with any of the entities attached to the *Servicio de Compensación y Liquidación de Valores* (IBERCLEAR - Securities Clearing and Settlement Service) at least five (5) days prior to the General Meeting may attend the same in person or by proxy. 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**

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](http://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](mailto: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 proxyholder 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 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.

### **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.

### **VIRTUAL ATTENDANCE**

In order to ensure equal treatment and avoid the discriminatory situations prohibited by Article 514 of the Corporate Enterprises Act, in accordance with the provisions of Royal Decree-Law 34/2020 of 17 November on urgent measures to support business solvency and the energy sector and in tax-related matters, the Board of Directors has decided that in-person or proxy attendance and voting at the General Meeting may also be conducted by telematic means provided for the purpose on the Company's website ([www.durofelguera.com](http://www.durofelguera.com)) using mechanisms that will be



enabled for the purpose and explained in this call notice.

Shareholders are also informed that, as at the date of this call, the seating capacity of the venue where the General Meeting will be held is limited and that an acceptable interpersonal safety distance must always be kept. This circumstance could make it impossible to access the venue once the maximum capacity of the room has been reached. For this reason we recommend shareholders to attend the General Meeting by remote means as set forth below.

**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 00:00 hours (Madrid time) on 23 June 2024 until 11:15 hours (Madrid time) on 28 June 2024 to attend on first call, as expected**, or on **29 June 2024** if the General Meeting is held on the second call. If it is held on second call, shareholders who 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, 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](http://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](mailto: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](mailto:gdpr@durofelguera.com).



**Additional information:** Further information regarding processing and the aforesaid rights can be requested by sending an email to: [gdp@durofelguera.com](mailto:gdp@durofelguera.com), Ref. Junta Accionistas GDPR.

**Holding of the first session.**

**It is hereby placed on record that the Meeting is expected to be HELD on FIRST CALL on 28 June 2024 at 12:00 hours at the venue indicated above.**

Gijón, 27 May 2024.

Jesús Sánchez Lambás, Non-Board member Secretary .