



**DURO FELGUERA, S.A.**

**ANNUAL GENERAL MEETING 2022**

**CALL FOR MEETING**

The Board of Directors of Duro Felguera, S.A. (the “**Company**”) at its meeting held on 17 May 2022, resolved to convene the Ordinary Annual General Shareholders’ Meeting to be held on 27 June 2022 at 12:00 on the first call, at the **Palacio de Congresos del Recinto Ferial Luis Adaro, Paseo Dr. Fleming, 481. 33203, Gijón**, and on the second call, on the following day, **28 June 2022**, at the same place and time.

Simultaneously, the Meeting will be held by telematic means, with access to the same by the means and with the requirements described below in this notice of meeting.

**AGENDA**

**FIRST - Annual accounts, management report and statement of non-financial information**

1.1 Examination and approval, as the case may be, of the Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) and of the Management Report of Duro Felguera, S.A., both individual and consolidated with its subsidiaries, corresponding to FY 2021.

1.2 Examination and approval, as the case may be, of the consolidated non-financial information statement for the year ended 31 December 2021, which forms part of the consolidated management report.

1.3 Examination and approval, as the case may be, of the proposal for the distribution of profit for FY 2021.



**SECOND - Approval, as the case may be, of the management of the Board of Directors for FY 2021.**

**THIRD - Remuneration of Board Members.** Consultative vote on the Annual Report on Board Members' remuneration for FY 2021.

**FOURTH - Delegation of powers, with express powers of substitution, for the formalisation, implementation, correction, supplementation, development and interpretation of the resolutions adopted; to make the mandatory deposit of the Annual Accounts and the Auditors' Report and to make any communications and notifications that may be necessary to the competent bodies.**

#### **EXAMINATION OF DOCUMENTATION**

In compliance with what is set forth in articles 197, 272, 518 and 520 of the Capital Companies Act, it is hereby stated for the record that the documents to be submitted for approval by the General Meeting are available for examination by shareholders at the registered offices located at Calle Ada Byron, 90 - Parque Científico y Tecnológico, Gijón, Spain, as well as on the Company's website ([www.durofelguera.com](http://www.durofelguera.com)), and may be delivered or sent free of charge on request:

- 1 - Annual Accounts and Management Report corresponding to the financial year ended 31 December 2021, for Duro Felguera, S.A., both individual and consolidated with its subsidiaries. The consolidated management report includes a section on non-financial information.
- 2 – Auditors' Report on the Annual Accounts of Duro Felguera, S.A., both individual and consolidated with its subsidiaries.
- 3- Proposal for the distribution of the profit for FY 2021
- 4 - Annual Corporate Governance Report, in accordance with what is set forth in article 540 of the Capital Companies Act.
- 5 - Annual Report on Board Members' Remuneration for FY 2021, in accordance with article 541 of the Capital Companies Act.
- 6 - The complete texts of the resolutions proposed for each and every item on the Agenda and



the corresponding reports from the competent bodies. Likewise, as they are received, the resolutions proposed and submitted, where appropriate, by shareholders will also be included.

Likewise, in accordance with what is set forth in article 518 of the Capital Companies Act, the company has a web page ([www.durofelguera.com](http://www.durofelguera.com)) which may be accessed by shareholders who so wish, on which the legally required information will be published, and in particular:

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

In accordance with what is set forth in the Internal Regulations of the Board of Directors, the following reports will be made available to shareholders on the Company's website ([www.durofelguera.com](http://www.durofelguera.com)):

- 1 - Report of the Audit, Risk and Compliance Committee on its composition and operations in FY 2021.
- 2 - Report of the Audit, Risk and Compliance Committee on related-party transactions.
- 3 - Report of the Audit, Risk and Compliance Committee on the independence of the Auditor.

In view of the pandemic caused by COVID-19 and the health measures required or socially prevalent at any given time, the right of shareholders to examine and obtain documentation at the registered office (Calle Ada Byron, 90 - Parque Científico y Tecnológico, Gijón, Spain) could be hindered for reasons beyond the Company's control. Shareholders are advised to consult the documentation at [www.durofelguera.com](http://www.durofelguera.com).

In accordance with what is set forth in articles 197 and 520 of the Capital Companies Act, shareholders who so wish may, up to the fifth day prior to the holding of the General Meeting, request any information or clarification they deem necessary on the items on the Agenda or on the information provided by the Company from the National Securities Market Commission since the last General Meeting and on the Auditors' Report, or ask any questions they deem relevant in



writing, without prejudice to their right to do so during the holding of the General Meeting.

## **ELECTRONIC SHAREHOLDERS' FORUM**

An Electronic Shareholders' Forum will be set up on the website ([www.durofelguera.com](http://www.durofelguera.com)), which both shareholders and any voluntary associations they may form may have access to with the due guarantees, in order to facilitate their communication prior to the holding of the General Meeting under the terms established by law. In accordance with article 539.2 of the Capital Companies Act, the Electronic Shareholders' Forum is governed by the Regulations approved by the Board of Directors, the contents of which are available on the website and contain the conditions of access, identification, registration and use thereof.

The Electronic Shareholders' Forum will be closed at midnight (00:00) on the day prior to the holding of the General Meeting.

## **THE RIGHT TO ATTEND**

Shareholders who hold at least four hundred (400) shares and registered in their name with any of the entities adhered to the Securities Clearing and Settlement Service (IBERCLEAR) five (5) days prior to the Annual General Meeting may attend the Annual General Meeting in person or by proxy. The aforementioned entities will issue the corresponding attendance, proxy and remote voting cards, which may also be provided by the Company itself at the registered offices at Calle Ada Byron, 90 - Parque Científico y Tecnológico, Gijón, Spain, once the documentation accrediting ownership of shares has been deposited. Those shareholders who do not hold the aforementioned number of shares may group together for the purposes of attendance, appointing a representative.

## **THE RIGHT OF PROXY**

Representation must be conferred in writing and on a special basis for each Annual General Meeting. For this purpose, the proxy must accredit his or her representation at the accreditation desk set up before the start of the Meeting by presenting the attendance, proxy and remote voting cards



provided by the entities participating in IBERCLEAR or by the Company itself against presentation of the documentation accrediting ownership of shares.

The appointment, notification and revocation of the proxy, when made in accordance with article 522 of the Capital Companies Act, must be in writing or by the electronic means referred to therein and must be received by the Company before midnight (00:00) on the day immediately prior to the day on which the General Meeting is held on the first or second call, as the case may be.

The attendance, proxy and remote voting card may be obtained by shareholders by application to the Company or by downloading it from the Company's website ([www.durofelguera.com](http://www.durofelguera.com)). Shareholders should send the duly completed proxy to the Company either by post to "*Atención del accionista*" at Calle Ada Byron, 90 - Parque Científico y Tecnológico, 33203 Gijón, Spain, or electronically, in "PDF" format, to the address [[accionistas@durofelguera.com](mailto:accionistas@durofelguera.com)], together with the cards provided by the entities participating in IBERCLEAR, a photocopy of their National Identity Document or Passport, and in the case of a legal entity, a document that sufficiently accredits its representation.

The document granting the proxy, which must contain the items on the Agenda, or the attendance card for the Annual General Meeting issued by the depositary entities, must be duly signed and completed in the section containing the printed form for granting the proxy and containing the request for instructions for the exercise of voting rights and the indication of the direction in which the proxy will vote on each of the items on the Agenda. If there are no express instructions, it will be understood that the proxy is granted to the Chairman of the General Meeting and that the vote is in favour of the proposals made by the Board of Directors. Likewise, and unless expressly stated, it will be understood that the proxy is empowered to vote on those matters not included in the Agenda that may arise, doing so in the most favourable sense for the shareholder in the context of the corporate interest.

If the proxy is in a situation of conflict of interest in voting on any of the items on the Agenda or those that may arise during the General Meeting, the proxy for voting on those items shall be deemed to be vested in the Secretary of the Board of Directors, unless expressly instructed



otherwise.

The proxy may represent more than one shareholder without limitation as to the number of shareholders represented and may cast votes of different signs depending on the instructions given by each shareholder.

The proxy to whom the vote is delegated by postal or electronic correspondence may only exercise it in person by attending the General Meeting of Shareholders and upon accreditation at the table set up for this purpose before the start of the Meeting. Personal attendance by a shareholder who has previously granted a proxy shall automatically revoke the proxy.

The Company shall not be held liable for any interruptions in the electronic service that are beyond its control and prevent the proxy from being granted by this means.

## **REMOTE VOTING**

Pursuant to article 521 of the Capital Companies Act, shareholders may vote on the matters included on the Agenda by post addressed to “*Atención del accionista*” and sent to the registered offices at Calle Ada Byron, 90 Parque Científico y Tecnológico, 33203 Gijón, Spain, accrediting their identity by means of a photocopy of their National Identity Card or Passport and, if they are a legal entity, a document that sufficiently accredits their representation, together with the cards provided by the entities participating in IBERCLEAR or those provided by the Company itself after the deposit of the documentation accrediting the ownership of shares. Postal votes must be received by the Company no later than midnight (00:00) on the day immediately prior to the day scheduled for the holding of the Meeting on the first or second call, as the case may be.

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



## **THE RIGHT TO COMPLETE THE AGENDA AND TO SUBMIT NEW PROPOSALS FOR AGREEMENT**

Pursuant to article 519.1 of the Capital Companies Act, shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the call to meeting, including one or more items on the Agenda, provided that the new points are accompanied by a justification or, as the case may be, a justified proposal for agreement. This right must be exercised by means of reliable notification to be received at the registered offices within five (5) days following the publication of this notice.

Pursuant to article 519.3 of the Capital Companies Act, shareholders holding at least three per cent (3%) of the share capital may, within the same period defined in the preceding paragraph, submit reasoned proposals for resolutions on the items that are or should be included on the agenda of the Annual General Meeting. As the Company receives the proposals, and where appropriate, the accompanying documentation, it shall ensure that they are circulated to the other shareholders.

## **PREVENTION IN THE EVENT OF MOBILITY RESTRICTIONS OR CAPACITY LIMITATIONS AT MEETINGS AS A RESULT OF COVID 19**

In view of possible changes in the health alert as a result of COVID 19 and the restrictions or recommendations of the public authorities in relation to the mobility of persons or with regard to the restriction or recommendation to limit the capacity to a certain number of persons at meetings and which could therefore limit the right of all or part of the shareholders to attend in person or by proxy, in order to avoid discriminatory situations prohibited by article 514 of the Capital Companies Act, the Board of Directors has agreed that attendance, representation and voting at the Annual General Meeting may also be carried out, under the terms provided for in Royal Decree-Law 34/2020, dated 17 November, concerning urgent measures to support business solvency and the energy sector, and in tax matters, by telematic means provided for this purpose on the website of Duro Felguera, S.A. ([www.durofelguera.com](http://www.durofelguera.com)) through the mechanisms that will be set up for this purpose and that are described in this call.



Likewise, you are hereby informed that as of the date of this notice, the capacity of the Meeting venue is reduced and that in any case a safe distance between people must be maintained. This circumstance could result in the impossibility of access to the premises once the maximum capacity of the meeting venue has been reached. For this reason, it is advisable to take part in the Meeting by telematic means, as provided for later in this notice.

**a) Telematic attendance.** - Shareholders or their proxies, in order to attend and vote by remote means of communication, should register on the “Telematic Attendance” computer application **from 00:00 hours (Madrid time) on 25 June 2022 until 11:15 hours (Madrid time) on 27 June 2022**, to attend on the first call, or on 28 June 2022 if, as scheduled, the General Meeting is held on the second call. **If it is held as scheduled on the second call**, those who have registered to attend on the first call **will not be required to register again** to attend the meeting on the second call, and will be deemed to be in attendance.

After the time set for accreditation at each call, no registrations will be accepted for the exercise of the right to attend telematically.

For the purpose of recording, where appropriate, the insufficiency of the quorum for the holding of the General Meeting on the first call, once this has been recorded, the Company will make it public on its website, in the section on the Annual General Meeting.

Likewise, if necessary and provided that the correct organization and holding of the Annual General Meeting is guaranteed, the Chairman, the Secretary of the Annual General Meeting, the Notary required to take the minutes of the meeting, as well as the Chief Executive Officer and the other members of the Board of Directors may attend the General Meeting exclusively by telematic means or by audio conference, videoconference or any other means of remote communication in real time that appropriately guarantees their identity and the performance of their duties.

**b) Telematic representation** - At the time of registration, it is essential to accredit the shareholder’s representative status, attaching to the form the corresponding copy, in PDF format, of the attendance card issued by the entity participating in IBERCLEAR in which the shareholder has deposited his shares and duly signed.

In the case of legal entities, a copy, in PDF format, of the powers of attorney or powers of representation shall also be attached and the representative shall attach a copy of the proxy





document.

**c) Identification** - Shareholders or their representatives must register by means of a recognized, valid and current electronic user certificate issued by a Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or included in the Spanish electronic National Identity Document.

To facilitate access for shareholders and proxy holders, especially those who cannot use the electronic certificate, they may request registration and subsequent access by means of a user code and password, for which they will need to upload a copy of their ID Card or passport by registering on the platform.

The Company reserves the right to request from shareholders or their proxy representatives such additional means of identification as it deems necessary in order to verify their status as shareholders or the sufficiency of their powers of representation.

**d) Intervention** – In accordance with what is set forth in the Capital Companies Act, interventions and resolutions proposed or requests for information and clarifications which, in accordance with the aforementioned Act, those who intend to attend the General Meeting should send to the Company, in writing and in any case, in the form, terms and conditions established on the aforementioned company website between **09:00 and 12:00 (Madrid time)** on the day the General Meeting is to be held. Any telematic attendee who wishes his or her intervention to be recorded in the minutes of the General Meeting should expressly indicate this in the text thereof. Requests for information or declarations made by telematic attendees shall be answered during the course of the meeting or in writing during the seven days following the Meeting, in accordance with what is set forth in the Capital Companies Act. **If the General Meeting is held on the second call, as is foreseeable, the interventions, resolutions proposed or requests for information and clarifications sent to the Company on the first call must be sent again**, in the terms given, on the day on which the meeting is held; otherwise they shall be deemed not to have been made. The speeches made by telematic attendees shall be accessible to the rest of the attendees, through the computer application, from the constitution of the General Meeting of Shareholders.



**e) Voting** – Votes may be cast on proposals relating to items on the Agenda from the time of registration by the shareholder or his representative (09:00 on the day of the Annual General Meeting) until the Chairman or, where appropriate, the Secretary of the Annual General Meeting announces the end of the voting period for resolutions proposed relating to items on the Agenda. With regard to proposed resolutions on those items which are not on the Agenda but which may be proposed, in accordance with the Capital Companies Act, by those attending the General Meeting, those attending by telematic means may cast their votes as from the time when the Secretary of the General Meeting reads out said proposals in order to vote on them.

In those matters not expressly regulated in this notice, the same rules on voting and the adoption of resolutions provided in the Regulations of the Annual General Meeting for shareholders attending the Annual General Meeting in person will apply to shareholders or their proxies who attend the Meeting telematically.

The vote shall render ineffective any proxy (electronic or postal), whether previous, which shall be deemed revoked, or subsequent, which shall be deemed not to have been granted. If the shareholder has cast several votes in different directions, or several proxies, by electronic or postal means, the vote cast last shall prevail.

**f) Incidents** – The Company reserves the right to modify, suspend, cancel or restrict the mechanisms of telematic attendance, proxy or electronic voting by Internet through the website when technical or security reasons so require or impose. The Company shall not be held liable for any damage that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the mechanisms for remote assistance, proxy or electronic voting by Internet through the website. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights, without prejudice to the validity of proxies already granted and votes already cast.

If any of the circumstances contemplated in this section take place, shareholders shall be informed of such circumstances through the website as soon as possible.



**g) Broadcasting of the Annual General Meeting** - In the case contemplated in this section, the Annual General Meeting shall be rebroadcast on the Company's website ([www.durofelguera.com](http://www.durofelguera.com)).

#### **PRESENCE OF A NOTARY**

Shareholders are hereby informed that the Board of Directors has requested the presence of a notary to take the minutes of the Annual General Meeting, pursuant to what is set forth in article 203 of the Spanish Capital Companies Act.

#### **DATA PROTECTION**

DURO FELGUERA, S.A. hereby informs shareholders and their representatives that the personal data sent to the Company, as well as that included in the attendance, proxy and voting cards, will be processed in accordance with what is set forth in current legislation on the protection of personal data, for which reason the following information on processing is provided:

**Data manager:** Duro Felguera, S.A.

E-mail: [gdpr@durofelguera.com](mailto:gdpr@durofelguera.com)

**Purpose:** The management, implementation, fulfilment and monitoring of the existing shareholder relationship, in relation to the convening and holding of the Annual General Meeting, as well as the correct operation thereof and compliance with the applicable regulations. Public dissemination of the Meeting and its holding, by means of audiovisual recording and/or photographic reporting.

**Legitimation:** The legal basis for the processing of data is the existing shareholder relationship, as well as compliance with legal obligations.

The processing of the image and voice of shareholders or their representatives, through audiovisual recording and/or photographic reporting of the event, is legitimised by their consent, which is understood to have been given by attending the Annual General Meeting, as well as by the legitimate interest of the company in recording and broadcasting the same.



**Addressees:** The notary for drawing up notarial minutes, third parties in the exercise of the right to information provided for by law, as well as for the purpose of public dissemination on the website or corporate intranet or in the media.

**Rights:** Access, rectification, suppression, opposition, limitation to the processing and portability of data, which may be exercised by writing to the registered offices or by e-mail to [gdpr@durofelguera.com](mailto:gdpr@durofelguera.com).

**Additional information:** You may request additional information regarding the processing and the aforementioned rights by sending an e-mail to: [gdpr@durofelguera.com](mailto:gdpr@durofelguera.com), Ref. Annual General Meeting GDPR.

**Holding on second call.**

**It is hereby stated for the record that the Meeting will foreseeably BE HELD on the SECOND CALL on 28 June 2022 at 12:00 at the aforementioned place.**

Gijón, 25 May 2022.

Rosa Aza Conejo, Chairwoman of the Board of Directors