



**ALANTRA PARTNERS, S.A. SHAREHOLDER'S ANNUAL GENERAL MEETING TO BE HELD,  
ON FIRST CALL, THE 27<sup>TH</sup> OF APRIL OF 2023, OR, ON SECOND CALL, THE 28<sup>TH</sup> OF APRIL  
OF 2023**

**Rules for proxies and electronic vote**

**Proxies**

In accordance with the provisions of Article 12 of the Company's By-Laws and of Article 9 of the General Meeting Regulations, any shareholder entitled to attend the General Meeting may be therein represented by another person, who need not be a shareholder, when all the applicable requirements and formalities laid down in the Law, the Company's By-Laws and other internal regulations of the Company are met.

Proxies, which will be unique to every General Meeting, shall be granted in writing and may be granted remotely, provided the identity of the shareholder exercising his/her right to appoint a proxy and the security of the electronic communications are duly guaranteed. When granted remotely, proxies will only be deemed valid when notified:

- a) Via postal mail, by sending to the Company at the following address "Alantra Partners, S.A.", Calle José Ortega y Gasset 29, 28006 Madrid, the Attendance Card, duly signed and filled out by the shareholder, issued by the relevant entity or entities in charge of managing the registry of book entries or made available to the shareholders by the Company on its website ([www.alantra.com](http://www.alantra.com)).
- b) Via remote electronic communication means that duly guarantee the representation attributed and the identity of the represented party. The representation granted by these means will be admitted when the electronic document by virtue of which it is granted is signed with a qualified electronic certificate, valid and in force, and that has been issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint, or by another issuer that is included in the list of trusted providers of qualified certification services. The referred communication must be sent to the following email address: [juntaordinaria2023@alantra.com](mailto:juntaordinaria2023@alantra.com).
- c) Through the delegation or voting platform by electronic means expressly enabled on the corporate website ([www.alantra.com](http://www.alantra.com)), in accordance with the procedure indicated therein.

The shareholder who grants representation by any of the means described in paragraphs a), b) and c) above is obliged to notify the designated representative of the representation granted in his favour. When the proxy is granted to a Board member or to the Secretary of the Board of Directors of the Company, this notification shall be understood to have been made through the receipt of the proxy by Alantra.

On the day and at the place where the meeting is to be held, the designated representatives must identify themselves with their National Identity Document or with any other official document in force that is generally accepted for this purpose, so that the Company can check the delegation conferred in their favour, attaching a copy of said delegation and, if applicable, of the power of attorney.



The representative may only exercise the vote of his/her proxy by attending the General Meeting in person. Proxies can always be revoked. The shareholder's attendance at the meeting implies the revocation of any delegation, regardless of the date of the meeting. Likewise, proxies granted after the remote vote has been cast shall be deemed not to have been made.

In the event that instructions have been given by the represented shareholder, the representative will cast the vote in accordance with these instructions and will be obliged to keep these instructions for one year after the meeting has been held. The representative may be represented by more than one shareholder, with no limit on the number of shareholders represented. When a representative has representations from several shareholders, he may cast votes of a different sign depending on the instructions given by each shareholder.

### **Distance voting**

Under Article 13 of the Company's By-Laws and Article 17 of the General Meeting Regulations, shareholders entitled to attend and to vote in the General Meeting may cast their vote on the proposals referred to the items in the Agenda, prior to the holding of the Meeting, using thereto the following remote means:

- a) Via postal mail, by sending to the Company at the following address "Alantra Partners, S.A.", Calle José Ortega y Gasset 29, 28006 Madrid, the Attendance Card, duly signed and filled out by the shareholder, issued by the relevant entity or entities in charge of managing the registry of book entries or made available to the shareholders by the Company on its website ([www.alantra.com](http://www.alantra.com)).
- b) Via remote electronic communication means provided that the electronic document by virtue of which the voting right is exercised is signed with a qualified electronic certificate, valid and in force, and that it has been issued by the Spanish Public Certification Authority (CERES) under the Spanish Mint, or by another issuer that is included in the list of trusted providers of qualified certification services. The referred communication must be sent to the following email address: [juntaordinaria2023@alantra.com](mailto:juntaordinaria2023@alantra.com).
- c) Through the delegation or voting platform by electronic means expressly enabled on the corporate website ([www.alantra.com](http://www.alantra.com)), in accordance with the procedure indicated therein.

Shareholders casting their vote remotely in the terms laid down in the Company's By-Laws and in the General Meeting Regulations shall be considered to be present for the purposes of convening the relevant General Meeting. Accordingly, any previously granted proxies shall be deemed to be revoked and any subsequently granted proxies shall be deemed not granted.

Any vote remotely cast shall only be rendered ineffective: (i) by the subsequent and express revocation thereof performed by the same means used to cast the vote and within the timeframe established thereto; (ii) by the shareholder attending the General Meeting for which the vote had been cast; or (iii) by the sale of shares whose ownership entitles to vote, of which the Company is aware, no less than five days in advance of the scheduled date of the relevant General Meeting.



## **Common provisions to proxies granted and votes cast by remote means**

In order to be valid, the proxy granted or the vote cast by any of the aforementioned means of remote communication (postal or electronic) must be received by the Company before 23:59 hours on the day prior to the day scheduled for the holding of the Meeting on first call, i.e. before 23:59 hours on 26 April 2023. Otherwise, the proxy shall be deemed not to have been granted or the vote shall be deemed not to have been cast.

The validity of proxies granted and votes remotely cast is subject to verification — based on the information provided to the Company by Iberclear — of the standing of the shareholder no less than five days in advance of the date on which the relevant General Meeting is to be held. In case of any discrepancy between the number of shares notified by the shareholder granting a proxy or casting a remote vote and the information in the book entries registers notified by Iberclear, the number of shares provided by the latter shall, unless otherwise proven, be deemed to be valid for the purposes of quorum and voting, under the terms established in the General Meeting Regulations.

Prior to being granted a proxy, the proposed proxy holder shall provide the granting shareholder with detailed information on any existing conflict of interests. If any conflict of interests arises subsequent to proxy being granted and the relevant proxy holder had not informed the granting shareholder of its eventual existence, the proxy holder shall give the granting shareholder immediate notice thereof. In both cases, where proxy holders had not being issued with new detailed voting instructions for each of the items to be voted by relevant the proxy holder, proxy holders shall abstain from casting a vote.

Where a proxy had been validly granted according to the Law and the General Meeting Regulations but does not include voting instructions or where doubts arise as to the holder or the scope of the proxy, it shall be understood that (i) the proxy is granted to the Chairman of the Board of Directors or, alternatively, in case of the absence of the former or when the Chairman is ineligible to vote due to a conflict of interests, to the Vice-chairman of the Board or, alternatively, in the case of absence of the latter or when the Vice-chairman is ineligible to vote due to a conflict of interests, to the Coordinating Director (all the foregoing subject to the provisions below on potential specific cases of conflicts of interests provided for in Spanish Companies Act); (ii) the proxy is referred to all proposed resolutions submitted by the Board of Directors; (iii) the proxy includes a favorable vote to all proposed resolutions submitted by the Board of Directors; and (iv) the proxy shall also extend to any matters that may arise outside the Agenda, with respect to which the proxy holder shall cast the vote in the most favourable way to the interests of the represented shareholder in the framework of corporate interest.

In the event the Chairman of the Board or any other director is in any of the cases of conflict of interest included in letters a), b), c) or d) of Article 526.1 Spanish Companies Act, (appointment, re-appointment or ratification of directors; dismissal, separation or termination of directors; subject to legal proceedings initiated by the Company; or, approval or ratification of transactions of the Company with the relevant director), which may arise outside of Agenda in accordance with the Law, if the represented shareholder had not issued detailed voting instructions, unless otherwise expressly stated therein, the proxy shall be understood to be granted, joint and severally and successively, to the Chairman of the General Meeting and, where the latter were himself in any conflict of interests, to the Secretary to the General Meeting.

The following rules regarding the priority of proxies, remote vote and attendance at the Meeting shall apply:



- Personal attendance at the Meeting by the shareholder having previously granted a proxy or voted remotely, irrespective of the means used for casting the vote, will render said proxy or vote ineffective.
- When the shareholder validly grants a proxy via electronic communication and, additionally, also grants the proxy via the printed Attendance Card issued by either the entity or entities in charge of managing the book entries registers or by the Company, the latter shall prevail over any proxy electronically granted, regardless of their respective dates of granting.
- Voting by any means whatsoever shall render ineffective any delegation, whether earlier, which shall be deemed to have been revoked, or later, which shall be deemed not to have been made.
- Without prejudice to other specific norms, where a shareholder validly grants several proxies or casts several votes electronically, the latest proxy granted, or the latest vote cast, received by the Company within the established timeframe shall prevail.
- Both proxies and the vote remotely cast shall be rendered without effect by the disposal of the shares entitling to attend the relevant General Meeting, of which the Company is aware of, no less than five days in advance to scheduled date of the relevant General Meeting.

Joint holders of a deposit of shares may vote, grant a proxy or attend and the foregoing rules of priority shall apply. For the purposes of Article 126 Spanish Companies Act, any joint holder acting at any given time (proxy, vote or attendance) shall be deemed to be appointed by the remaining joint holders to exercise their shareholder rights.

The Company shall make available to the shareholders on its website ([www.alantra.com](http://www.alantra.com)) the forms that should be used to grant a proxy and to remote voting by postal mail or electronically.

Where the shareholder is a legal entity, its shall be required, where appropriate and at the request of the Company, issue a copy of the sufficient powers of attorney evincing the authority of the individual granting the proxy or casting the remote vote. Shareholders shall give the Company notice of any change or revocation of the powers granted to their proxy holders; accordingly, the Company accepts no liability whatsoever until the relevant notice is given.

Safekeeping their respective electronic signature is the sole responsibility of shareholders.

The Company reserves the right to modify, suspend, cancel or restrict the voting and electronic proxy mechanisms when technical or security reasons require it or impose it.

Alantra shall not be responsible for any damages suffered by shareholders due to failures, surges, line breaks, connection failures, malfunction of the postal service or any other event of a similar or equal nature escaping the Company's control which may make hinder or prevent the use of remote voting and proxy mechanisms.