



## ALANTRA PARTNERS, S.A.

### NOTICE OF ANNUAL GENERAL SHAREHOLDERS MEETING

The Board of Directors of Alantra Partners, S.A. ("**Alantra**" or the "**Company**") calls the shareholders to the Annual General Meeting of the Company, which shall be held at the registered office of the Company, at **Madrid, José Ortega y Gasset 29, 8ª, on April 25, 2024, at 1:00 p.m.**, at the first call, and the following day, April 26, 2024, at the same time at the second call, which is expected to be held at the first call.

The General Meeting of Shareholders is to be held in order to discuss and approve resolutions on the matters included in the following:

#### AGENDA

1. Review and approval of the individual annual accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes) and of the consolidated annual accounts of the Company and its Group of companies (Consolidated Statement of Financial Position, Consolidated Profit and Loss Account, Consolidated Statement of Recognised Income and Expense, Consolidated Statement of Total Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Annual Accounts), as well as both the Company' individual Management Report and the Group's consolidated Management Report, including the Non-Financial Information Report, for the financial year ended 31 December 2023.
2. Allocation of the Company's profit for the year ended 31 December 2023.
3. Review and, where appropriate, approval of the management of the Board of Directors during the financial year ended 31 December 2023.
4. Review and, where appropriate, approval of the amendment of the following articles of the Company's By-laws:
  - 4.1 Amendment of article 14 (Composition and term of office).
  - 4.2 Introduction of Transitional Provision.
  - 4.3 Amendment of article 20 (Remuneration of directors).
5. Review and, where appropriate, approval of the reappointment of the auditors for the Company.
6. Review and, where appropriate, appointment of Ms. Berta de Pablos Álvarez as independent director.
7. Authorization for the reduction of the calling period for the Extraordinary General Meetings of the Company, according to article 515 of the Spanish Companies Act.
8. Delegation of powers for the notarisation and registration of the resolutions approved by the Annual General Meeting and for the mandatory registration of annual accounts.

#### ITEM SUBMITTED FOR ADVISORY VOTE

9. Advisory vote of the Annual Report on Directors' Remuneration of the Company of fiscal year 2023.



## COMPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS FOR AGREEMENTS

In accordance with the provisions of Article 519 of the Spanish Companies Act, shareholders representing at least three percent (3%) of the Company's share capital may request that a supplement be published to this call for proposals, including one or more items on the agenda, and submit reasoned proposals for agreements on matters already included or to be included on the agenda, provided that the new items are accompanied by a justification or, where appropriate, a proposal for an agreement to justify them. This right must be exercised by means of reliable notification, which must be received at the registered office within five days of the publication of this notice, or of the supplement to the notice, as appropriate. The above mentioned notice shall state the name/s or company's name/s of the shareholder/s submitting the proposal, and shall be accompanied by the appropriate documents (copy/copies of attendance, proxy and remote voting card/s - **"Attendance Card"** - or certificate of ownership) evincing his/her/their status as shareholder/s, in order to compare this information with the information provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("**Iberclear**"), as well as the content of the proposal/s submitted by the shareholder/s.

### SPECIAL INFORMATION INSTRUMENTS

In compliance with the provisions of Article 539.2 Spanish Companies Act, and in the terms therein referred to, a Shareholders' Electronic Forum will be enabled on the Company's website (hereinafter, the **"Forum"**), which may be accessed with all due guarantees by both individual shareholders and any voluntary shareholders' associations that might be established under the legally provided terms, in order to facilitate communication among them prior to the Annual General Meeting.

Any proposed resolutions intended to be submitted by shareholders, applications to support any such proposal, initiatives to reach a percentage sufficient to exercise the legally provided minority right, may be posted on the Forum along with offers or requests of proxies.

### RIGHT OF ATTENDANCE

Shareholders registered, at least five days prior to the date set for the Annual General Meeting, as such in the respective registries of any of the participating entities in Iberclear shall be entitled to attend the Annual General Meeting. The above mentioned participating entities will provide the relevant Attendance Cards that, in accordance with the legally provided terms and with the provisions of the General Meeting Regulations, will act as evidence of shareholding against the Company.

In order to exercise the right to attend, shareholders should provide themselves with the corresponding Attendance Card issued for this purpose by the entities responsible for the accounting register.

Shareholders with the right to attend may be represented by another person, even if they are not a shareholder. Representation should be granted specially for the Annual General Meeting that is the subject of this call, in writing or by means of remote communication in accordance with the following provisions.

For the purpose of accrediting the identity of the shareholders, or of anyone validly representing them, at the entrance to the premises where the General Shareholders Meeting is held, attendees may be asked, together with the presentation of the Attendance Card, to accredit their identity by presenting their National Identity Document or any other official document in force and generally accepted for these purposes.



Once the process of registration of attendance and proxy cards has been completed and if a sufficient quorum is found to exist, the definitive list of attendees will be drawn up.

## 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: [juntaordinaria2024@alantra.com](mailto:juntaordinaria2024@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: [juntaordinaria2024@alantra.com](mailto:juntaordinaria2024@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 24 April 2024. 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 favourable 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.

## **RIGHT TO INFORMATION**

In accordance with the provisions of article 518 Spanish Companies Act, starting from the date of publication of this notice, the shareholders may review at the Company's registered address (and obtain from the Company immediately and free of charge) the documentation that must be submitted to the approval of the General Meeting, and may request delivery or free of charge mailing thereof where legally required. Notwithstanding the above mentioned right to information, starting on the date of publication of this notice, the following documents and information shall be available for consultation on the website of Alantra ([www.alantra.com](http://www.alantra.com)):

- (1) This notice of General Meeting;
- (2) Full text of the proposed resolutions submitted by the Board of Directors to the General Meeting for all the items in the Agenda.
- (3) Total number of shares and voting rights as of the date of this notice.
- (4) Annual financial statement report corresponding to financial year 2023, including the individual and consolidated annual accounts, the management reports, individual and consolidated, and the corresponding accounting auditors' report for financial year 2023.





- (5) Proposal of the Board, together with the report of the Appointments and Remuneration Committee, on the appointment of Ms. Berta de Pablos Álvarez as independent director.
- (6) Report by the Board of Directors on the proposed amendment of the Company's By-Laws.
- (7) Annual Corporate Governance Report for the financial year 2023.
- (8) Annual Directors' Remuneration Report for financial year 2023.
- (9) Form or template for the Attendance Card.
- (10) Applicable rules for proxies and voting using remote means.
- (11) Applicable rules for Shareholders Electronic Forum.

Under Articles 197 and 520 Spanish Companies Act, shareholders may request, up to five days prior to the scheduled date of the General Meeting, or during the General Meeting, any information or clarifications they might deem necessary on the items in the Agenda or may pose in writing any questions they might deem relevant.

Additionally, shareholders may request, in writing within the above mentioned timeframe or orally during the General Meeting, any clarifications they might deem necessary about any public information provided by the Company to the National Securities Markets Commission since the latest General Meeting and about the auditor's report. Unless otherwise expressly provided for in the existing regulations, the Board of Directors shall provide in writing any information requested up to the date of the General Meeting; for oral requests made during the General Meeting, where shareholders' right to information cannot be forthwith satisfied, the Board of Directors shall provide the relevant information in writing within seven days of the General Meeting.

Requests for information or documentation may be made by delivering the request to the Company's registered office, by sending it to the Company by post or other remote electronic communication means addressed to the postal address: "Alantra Partners, S.A., Calle José Ortega y Gasset 29, 28006 Madrid", or to the email address [juntaordinaria2024@alantra.com](mailto:juntaordinaria2024@alantra.com).

Those petitions in which the electronic document by virtue of which the information is requested 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.

Regardless of the means used to issue the information requests, the shareholder's request should include his name and surnames, together with the accreditation of the shares he holds, by means of a copy of the attendance card, proxy and remote voting card or certificate of entitlement, so that this information can be checked against the list of shareholders and the number of shares in his name recorded in the book-entry records that Iberclear communicates to the Company for the General Shareholders' Meeting in question. The shareholder shall be responsible for providing proof that the request has been sent to the Company in due form and time.

The Company's web page will detail the relevant explanations for exercising the shareholder's right to information in the terms set out in applicable regulations.



Once the identity and status of the applicant's shareholder has been verified, requests for information will be answered before the Annual General Meeting of Shareholders through the same means by which they were made, unless the shareholder indicates a different means that is considered suitable.

The provisions of this section are without prejudice to the right of shareholders to obtain the documents in printed form, to request that they be sent free of charge and to request information during the meeting, when so provided by law.

The Company will broadcast live, through its website ([www.alantra.com](http://www.alantra.com)), the holding of the Annual General Meeting of Shareholders.

## **NOTARY'S INTERVENTION AT THE MEETING**

The Board of Directors has agreed to require the attendance of a Notary Public for the purposes of drawing up the minutes of the Meeting, in accordance with the provisions of article 203 of the Spanish Companies Act, in relation to article 101 of the Regulations of the Companies Register and article 12.2 of the Meeting's Regulations.

## **DATA PROTECTION**

Any personal data disclosed by shareholders to the Company in the exercise of their rights of attendance, proxy and voting at the General Meeting, or any personal data provided by banking entities and by securities firms and stockbrokers where shareholders have their shares deposited, or by the entity legally authorized to manage the register of book entries, Iberclear, shall be processed for the purposes of managing and controlling the development, compliance and control of both the shareholding relationship and the call, celebration, audiovisual recording and public broadcasting of the general meeting on the corporate website ([www.alantra.com](http://www.alantra.com)), as well as meeting the legal obligations of the Company. The treatment is necessary for said purposes and its basis of legitimacy is the execution of the shareholding relationship, compliance with legal obligations and, with respect to the collection and dissemination of images, the legitimate interest of the Company in the dissemination of the meeting and the consent of the interested party when attending the general meeting.

These data may be communicated to the Public Notary that will attend the General Meeting, as well as to third parties in the exercise of the legally provided right to information; these data may also be accessible to the public insofar as included in the documents available on the Company's website or insofar as expressed at the General Meeting, the development of which may be subject to audio-visual recording and public broadcasting on the Company's website. By attending the General Meeting, attendants grant their consent to this recording and broadcasting.

In general, personal data will be processed during the shareholder relationship and, once finalized, during the limitation period of any legal or contractual liabilities that may arise for the Company. As regards data processing submitted to consent, the data will be processed until the owner of the data withdraws the consent previously granted.

Shareholders have the possibility of exercising their rights of access, rectification, deletion, objection, limitation of the treatment and portability, as well as to withdraw the consent previously granted, via written communication addressed to the Company's registered address: calle José Ortega y Gasset 29, 28006, Madrid, or by contacting the Data Protection Officer ([dataprivacy@alantra.com](mailto:dataprivacy@alantra.com)). In addition, holders of personal data may submit claims to the Spanish Agency for Data Protection ([www.aepd.es](http://www.aepd.es)).



# ALANTRA



Where the attendance, proxy or remote voting card includes personal data of individuals other than the relevant shareholder, the shareholder shall provide these individuals with information on the provisions of the preceding paragraphs and shall comply with any other applicable requirements for the appropriate transfer of any such the personal data to the Company, without the Company having to take any additional action.

In Madrid, on March 23, 2024

Santiago Eguidazu Mayor  
Chairman of the Board of Directors