



## **NOTICE OF OTHER RELEVANT INFORMATION**

### **GREENERGY RENOVABLES, S.A.**

**28th May 2021**

In accordance with article 17 of the Regulations (UE) number 596/2014 on market abuse and article 228 of the Securities Market Act passed by Legislative Royal Decree 4/2015 of October 23 and concordance rules, we inform the market about the following Relevant Fact referred to GREENERGY RENOVABLES, S.A. ("**GREENERGY**"):

### **OTHER RELEVANT INFORMATION**

#### **Notice of General Meeting of Shareholders**

The Board of Directors of Greenergy Renovables, S.A. (the "**Company**") has agreed to convene an Ordinary General Meeting of Shareholders, to be held on first call on 29 June 2021, at 4 pm, at Calle Rafael Botí, number 26, Madrid, and on second call, one day later, i.e. 30 June 2021, at the same time and location, in order to discuss and decide on the items included in the agenda, as specified below:

Announcement of the call is attached

We remain at your disposal for any clarifications.

Madrid, 28th May 2021.

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D. David Ruiz de Andrés  
Chairman of the board.  
GREENERGY RENOVABLES, S.A.

**GREENERGY RENOVABLES, S.A.**  
**Notice of General Meeting of Shareholders**

The board of directors of Greenergy Renovables, S.A. (the “**Company**”) has agreed to convene an Ordinary General Meeting of Shareholders, to be held on first call on 29 June 2021, at 16 pm, at Calle Rafael Botí, number 26, Madrid, and on second call, on 30 June 2021, at the same time and location, in order to discuss and decide on the items included in the agenda, as specified below.

The board of directors informs shareholders that, given the composition of the shareholding structure, the meeting is expected to be held on first call on 29 June 2021.

**Agenda**

**First.-** Review and approval, if deemed appropriate, of the Annual Accounts (including the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) and of the Company's Management Report for Financial Year ended 31 December 2020.

**Second.-** Review and approval, if deemed appropriate, of the Consolidated Annual Accounts (including the Consolidated Balance Sheet, Consolidated Profit and Loss Account, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Consolidated Annual Report) and of the Consolidated Management Report of the Company and its dependent companies for Financial Year ended 31 December 2020.

**Third.-** Review and approval, if deemed appropriate, of the proposed appropriation of profit of the Company for Financial Year ended 31 December 2020.

**Fourth.-** Review and approval, if deemed appropriate, of the Board of Directors' corporate management for Financial Year ended 31 December 2020.

**Fifth.-** Amendment of the By-laws:

- 5.1. Inclusion of a new article 9.bis to establish the loyalty-based additional double vote.
- 5.2. Inclusion of a new article 20.bis to establish the possibility of attending the General Meeting by electronic or web-based means or holding Meeting by web-based means exclusively.
- 5.3. Amendment of article 26 to set forth that, should an Executive Committee be set up, at least two of its members shall be non-executive directors, with at least one of them being an independent director.

**Sixth.- Amendment of the General Meeting's Regulations.**

- 6.1. With the aim of adapting its contents to the modification of the Code of Good Governance for Listed Companies, amendment of article 15.2 of the General Meeting of Shareholders' Regulations, in order to include a sub-paragraph g) to provide for the compulsory information that must be put at shareholders' disposal together with the notice of General Meeting, in the event that the audit report contains any reservations.
- 6.2. Inclusion of a new article 17 bis aimed at regulating remote attendance by electronic or web-based means and the possibility of holding General Meetings by web-based means exclusively.

**Seventh.-** Report on the modification of the Board of Directors' Regulations.

**Eighth.-** Advisory vote on the annual report on directors' compensation for financial year 2020.

**Ninth.-** Determination of the maximum amount of the compensation payable to directors as a whole, in their capacity as such, for financial year 2021.

**Tenth.-** Determination of the maximum amount of the compensation payable to directors with executive functions for financial year 2021.

**Eleventh.-** Fixing of the maximum number of members of the Board of Directors.

**Twelfth.-** Appointment of directors.

- 12.1. Appointment of Ms. María Merry del Val Mariátegui as director, in the "shareholding director" category.
- 12.2. Appointment of Ms. Teresa Quirós Álvarez as director, in the "independent director" category.

**Thirteenth.-** Change in the director category of Mr. Antonio Francisco Jiménez Alarcón, from executive director to shareholding director, as from 31 December 2021.

**Fourteenth.-** Authorisation given to the Board of Directors, with power of substitution, to increase the share capital during a five-year period up to a maximum amount equal to half of the share capital, in accordance with the provisions of section 297.1.b) of Spain's Joint Stock Companies Act (*Ley de Sociedades de Capital*), with the power to exclude pre-emptive subscription rights up to a maximum amount equal to 20% of the share capital.

**Fifteenth.-** Authorisation given to the Board of Directors, with power of substitution, to issue, on one or more occasions, bonds convertible into new shares in the Company, as well as other similar securities that may give the right, directly or indirectly, to subscribe for new shares in the Company, for a five-year period, with an overall maximum limit of two hundred million euros

(EUR 200,000,000), with the power to establish the basis and the methods for conversion, exchange or exercise, to increase the capital by the amount necessary to meet any requests for conversion; and to exclude the shareholders' pre-emptive subscription right in these issues up to a maximum amount equal to 20%.

**Sixteenth.-** Authorisation given to the Company or its subsidiaries to purchase own shares on one or more occasions, in accordance with the provisions of section 146 of Spain's Joint Stock Companies Act. Revocation of prior authorisations.

**Seventeenth.-** Authorisation given to the Company's Board of Directors to potentially acquire, dispose of, or contribute to a different company essential assets of the Company, according to section 160.1.f) of the Joint Stock Companies Act.

**Eighteenth.-** Authorisation given to reduce the period of notice for extraordinary general meetings of shareholders in accordance with the provisions of section 515 of the Joint Stock Companies Act.

**Nineteenth.-** Granting power of attorney so that the resolutions adopted at this meeting may be formalised, interpreted, corrected, implemented and registered, as the case may be.

**Twentieth.-** Drawing up, Reading and, if deemed appropriate, approval of the minutes of the Meeting.

### **Right of attendance**

The General Meeting of Shareholders may be attended by all shareholders registered as such in the Company's relevant book-entry ledger at least five days prior to the date of the Meeting, as evidenced by producing the relevant entitlement certificate or attendance card delivered by the Company or by any company in charge of keeping the book-entry ledger, or by any other means admitted by current legislation. Registration of attendance cards shall commence two hours before the scheduled time of the Meeting.

Access to the room in which the Ordinary General Meeting is to be held may be limited to the number of attendants specified by the regulations on public health emergency that may be in force on the date of the Meeting. To this end, access shall be provided on a first come, first served basis. In any event, it will be possible to follow the Meeting from adjoining rooms, and all means necessary shall be put in place to transmit relevant information to the General Meeting.

In any event, the Board of Directors recommends shareholders to exercise their rights prior to the date of the Meeting, by means of the relevant proxies and remote voting systems put at their disposal under the terms of this notice of meeting.

### **Expected holding of the Meeting**

The Board of Directors informs shareholders that, given the Company's shareholding structure, the Meeting is expected to be held on first call, i.e. on 29 June 2021.

### **Representation right**

Any shareholder having the right to attend General Meetings may be represented thereat by another person, whether a shareholder or not, in such manner and under such conditions as are set forth in the Joint Stock Companies Act, in section 16 of the By-laws and in section 7 of the General Meeting Regulations.

Proxies must be in writing and specific for each General Meeting. The conditions and scope thereof are set forth in the Joint Stock Companies Act. In any event, the number of shares represented shall be taken into account when calculating the quorum for a Meeting. Proxies may always be revoked. The proxy shall be deemed revoked if the shareholder who appointed the proxy attends the Meeting.

When voting, the proxy holder is required to follow the instructions, if any, given by the shareholder he/she represents. Proxies may represent more than one shareholder, and there is no maximum limit to the number of shareholders they may represent. In the event that several shareholders are represented by the same proxy, the latter may issue different votes in line with the instructions given to him/her by each shareholder.

In the event of doubt regarding the beneficiary or the scope of the representation, the proxy is deemed: (i) to be granted to the Chairperson of the Board of Directors; (ii) to cover all the items included in the agenda, as stated in the notice of meeting; (iii) to vote for the approval of all proposals made by the Board of Directors in connection with the items included in the agenda, as stated in the notice of meeting; and (iv) to cover any items not included in the agenda, as stated in the notice of meeting, which may be dealt with at the General Meeting of Shareholders in accordance with law, in respect of which the proxy shall cast his/her vote as he/she deems right having regard to the interests of the shareholder who appointed the proxy within the framework of the Company's interests.

The granting of proxy shall be specified on the attendance card or by means of a letter, which in any event must carry hand-written signature, notwithstanding the provisions below regarding the delegation of proxies by means of remote communication systems prior to the General Meeting being held. The form of attendance card, as adapted to this General Meeting of Shareholders, is available on the Company's corporate website ([www.greenergy.eu](http://www.greenergy.eu)).

### **Right to information**

As from the date of the publication of this notice, shareholders may review at the Company's registered office, and access on its corporate website ([www.greenergy.eu](http://www.greenergy.eu)), all the documents referred to below, and have the Company deliver or send to them, free of charge, a copy thereof:

1. The proposals for resolution corresponding to each of the items on the agenda, as submitted by the Board of Directors to the approval of the General Meeting.
2. The individual Annual Accounts (including the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Annual Report) and of the Company's Management Report for Financial Year ended 31 December 2020, together with the audit report.
3. The Consolidated Annual Accounts (including the Consolidated Balance Sheet, Consolidated Profit and Loss Account, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Consolidated Annual Report) and the Consolidated Management Report of the Company and its dependent companies for Financial Year ended 31 December 2020, together with the audit report.
4. The annual report regarding directors' remuneration for financial year 2020.
5. Annual corporate governance report for financial year 2020.
6. Reports on the functioning of the Audit Committee and of the Appointments and Remuneration Committee for financial year 2020.
7. Report on operations with related parties carried out by the Company throughout financial year 20120
8. Report on the independence of the Company's auditor.
9. The identity, professional resume and category of the directors whose re-election is proposed, as well as the proposal and reports referred to in section 529, subsection 10.
10. The Board of Directors' report regarding the following aspects:
  - (i) Modification of the Board of Directors' Regulations.
  - (ii) Modification of the General Meeting's Regulations.
  - (iii) Modification of the By-Laws.
  - (iv) Authorisation given to the Board of Directors to increase the share capital in accordance with the provisions of section 297.1.b. of the Joint Stock Companies Act.
  - (v) Authorisation given to the Board of Directors to issue convertible bonds or similar securities.

11. The attendance card and the form to vote by proxy and remote voting.
12. Full text of the notice of Ordinary General Meeting of Shareholders.
13. Total number of shares and voting rights as of the date of the notice.
14. Rules on the use of the Shareholders' Electronic Forum.
15. In connection with the increase of the share capital excluding any pre-emptive subscription right, as agreed by the Board of Directors on 17 March 2021 pursuant to the authorisation granted by the General Meeting of Shareholders held on 20 June 2020, the following documents are made available:
  - (i) Report of the Board of Directors regarding the capital increase through cash contributions and without pre-emptive subscription rights, pursuant to the authorisation given by the General Meeting on 29 June de 2020.
  - (ii) Independent expert report issued by Auren Auditores SP, S.L.P in connection with the capital increase through cash contributions and without pre-emptive subscription rights, pursuant to the authorisation given by the General Meeting on 29 June de 2020.

Shareholders may request directors, up to five days prior to, and including, the date on which the general meeting is to be held, to provide them with such information or explanations as they may deem expedient, or to submit such questions in writing as they may deem appropriate, in connection with any items on the agenda or with the information accessible to the public provided by the Company to the *Comisión Nacional del Mercados de Valores* since the date of the last ordinary general meeting, i.e., since 29 June 2020. This right may be exercised by sending the written communication to the e-mail address [inversores@grenergy.eu](mailto:inversores@grenergy.eu) or to the mailing address 28023 Madrid, Calle Rafael Botí 26, *Departamento de Relación con Inversores* (Investor Relationship Department).

Similarly, pursuant to the provisions of section 518 of Spain's Joint Stock Companies Act, between the date of publication of this notice of meeting and the date of the General Meeting, the information referred to in that section may be reviewed by shareholders through the Company's website.

#### **Voting and appointment of proxies by means of remote communication systems**

Shareholders with attendance rights may appoint a proxy or vote by means of remote communication systems on the proposals concerning the items on the agenda, as stated in the

notice of meeting, in writing and by postal mail (by sending the duly filled-out attendance card to the Company's registered office, at Calle Rafael Botí 2, 28023 Madrid), in accordance with the By-laws and other internal regulations of the Company concerning the exercise of representation and voting rights by means of remote communication systems, in both cases pursuant to the provisions established by law.

The proxies and remote voting forms sent by postal mail must be received by the Company, as a general rule, prior to 24:00 on 29 June 2021.

Proxies may be given using the printed form on the attendance card or by any other means stipulated in the Company's By-laws and other internal regulations concerning the exercise of representation and voting rights by means of remote communication systems, in both cases pursuant to the provisions established by law. The documents used to appoint any proxies for general meetings must contain the relevant voting instructions.

The attendance card form and the rules approved by the Company's Board of Directors in connection with the exercise by shareholders of their representation and voting rights by means of remote communication systems are posted on the Company's website.

Electronic votes may be cast through the corporate website, [www.greenergy.eu](http://www.greenergy.eu), from 11 de junio de 2021 at 24:00 to 28 June 2021 at 24:00.

The guarantees the Board of Directors deems appropriate in ensuring the authenticity and identification of the shareholder exercising, before the meeting is held, his/her voting rights by electronic means are the qualified electronic signature and the advanced electronic signature, as set forth in Act 6/2020, provided that they are based on (i) the Electronic User Certificate issued by the Spanish Public Certification Authority (CERES), which depends on the *Fábrica Nacional de la Moneda y Timbre* (Spanish Mint), if it has not been revoked, or on (ii) the qualified electronic certificate incorporated into the electronic identity card issued in accordance with Royal Decree 1553/2005, of 23 December, regulating the delivery of identity cards and their electronic signature certificates.

Votes cast by electronic means shall be null and void:

- (a) In the event of subsequent express revocation notified by the same means used to issue the same and within the timeline established therefor.
- (b) If the shareholder that voted by electronic means attends the meeting.

### **Personal data protection**

Any personal data supplied by shareholders to the Company in connection with the exercise of their attendance, representation and voting rights at General Meetings, or to be supplied by financial institutions and securities agencies and companies with which their shares are deposited, through the entity that is legally entitled to keep the book-entry ledger, as well as any audiovisual recording of the entire General Meeting, so that it may be easily followed and adequately publicised, shall be processed with the purpose of managing the development,

lawfulness and monitoring of the shareholding relationship existing between the Company and its shareholders, as well as with the purpose of submitting any information requested by shareholders, as the case may be. In addition, shareholders are informed that their data shall be processed with the purposes stated above. Shareholders are entitled to exercise their rights of access, erasure, rectification, portability, purpose limitation and opposition, as well as their right to withdraw their consent, in accordance with the provisions of the General Data Protection Regulation and other provisions in force, by sending a letter (including a photocopy of the data subject's identity card for identification purposes) to Greenergy Renovables, S.A. - Calle Rafael Botí 26, Madrid.

The Company, acting as data controller, states that it has adopted all legally-required security measures at its facilities, systems and files, thus guaranteeing the confidentiality of the relevant personal data, except in the event that personal data must be disclosed by law or in accordance with a court or governmental order.

#### **Involvement of a notary at the General Meeting**

The Board of Directors has agreed to have a notary attend the Meeting in order to draw up the minutes thereof.

#### **Supplement to the notice of meeting and presentation of proposals**

Shareholders representing at least three percent of the share capital may request the publication of a supplement to the notice of General Meeting of Shareholders, including one or more items on its agenda, provided that the new items are accompanied by a justification or, if appropriate, by a justified resolution proposal.

This shareholders' right may be exercised by sending a written notice that must be received at the registered office within five days of the date of publication of the notice of meeting. The supplement to the notice of meeting must be published at least fifteen days before the scheduled date of the General Meeting.

Shareholders representing at least three percent of the share capital may, within five days of publication of the notice of meeting, present substantiated resolution proposals concerning issues already included or to be included in the agenda. As they are received, the Company shall ensure that these proposals are notified to the remaining shareholders, together with any supporting documentation, if deemed appropriate, and the Company shall ensure publication thereof on its corporate website during the period established by the legal regulations in force.

#### **General information**

In order to guarantee compliance with section 539 of the Joint Stock Companies Act, a Shareholders' Electronic Forum has been set up on the Company's website. The rules governing

its operation and the forms that must be filled out to participate therein are available on the Company's website.

For any issue concerning the General Meeting not dealt with in this notice, shareholders may review the General Meeting regulations, which are available on the Company's website.

Madrid, 26 May 2021.

Florentino Vivancos Gasset  
The Secretary of the Board of Directors