



In compliance with the provisions of article 227 of Law 6/2023, of March 17, on Securities Markets and Investment Services and its concordant provisions, Talgo, S.A. ("**Talgo**" or the "**Company**") hereby notifies the following

#### OTHER RELEVANT INFORMATION

The Board of Directors of Talgo, S.A. (the "Company"), at its meeting held on 26 May 2025, in light of the situation of force majeure whereby the number of directors is insufficient to achieve the quorum necessary for the valid constitution of the General Shareholders' Meeting, and pursuant to the provisions of article 171 of the Law on Corporations, has resolved to convene an Extraordinary General Shareholders' Meeting for the specific purpose of recomposing the Company's Board of Directors and thus restoring its operational capacity. That Extraordinary General Shareholders' Meeting will be held at Paseo del Tren Talgo 2, 28290 Las Matas, Madrid, on 27 June 2025 at 11:00 hours, on first call or, if the necessary quorum is not reached, on second call, at the same place and time on 28 June 2025.

The full text and proposed agreements that will be submitted for approval by the General Shareholders' Meeting are attached below.

In Madrid, May 28th, 2025

Talgo, S.A.

The Secretary to the Board of Directors



## EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

As a consequence of the death of Mr. Emilio Novela Berlín, the Board of Directors of Talgo S.A. (the '**Company**'), consisting of ten members, has been reduced to five, as a result of which it is not possible to reach the minimum quorum for its valid constitution provided for in article 247.2 of the Capital Companies Act and in article 27 of the Company's Bylaws. Consequently, and in compliance with the provisions of article 171 of the Capital Companies Act, Mr. Carlos de Palacio y Oriol, Mr. Gonzalo Urquijo Fernández de Araoz, Mr. Antonio Oporto del Olmo, Ms. Marisa Poncela García and Ms. María José Zueco Peña, all of them directors of the Company, have resolved to convene an Extraordinary Shareholders' General Meeting to be held at Paseo del Tren Talgo 2, 28290 Las Matas, Madrid, on 27 June 2025 at 11:00 hours, on first call or, if the necessary quorum is not reached, on second call, at the same place and time on 28 June 2025.

In order to facilitate the participation of shareholders and to facilitate the management of the event, it has been agreed that attendance at this General Meeting may also be made through the use of telematic means allowing real-time connection to the premises where the General Meeting is held ("**telematic attendance**").

The mechanisms for telematic attendance to the Meeting will be opened in the space dedicated to the Extraordinary Shareholders' General Meeting on the Company's corporate website ([www.talgo.com](http://www.talgo.com)) under the terms set out in the section "Telematic Attendance" of the present announcement.

The telematic attendance to the Shareholders Meeting is provided as an extraordinary measure in addition to the different channels that are already made available to the Company's shareholders to participate in the Meeting. To this end, it should be noted, under the terms set forth in the notice convening the Meeting, shareholders (or, in such case, their proxies) may delegate representation or vote remotely prior to the holding of the Shareholders Meeting, either by physical delivery or by postal of the proxy card or remote voting, or by electronic means.

In order to facilitate the management of the event, it is recommended that shareholders or their proxies participate remotely in the General Meeting by granting their proxy or casting their vote prior to the meeting or by attending the meeting by telematic means.

Likewise, and in order to facilitate its follow up, it should be noted that the Shareholders Meeting will be retransmitted through the corporate website ([www.talgo.com](http://www.talgo.com)).

It is hereby stated that, in all likelihood, the Extraordinary General Meeting of Shareholders will be held at the first call, on the day and in the place indicated above. In case of physical attendance at the General Shareholder's Meeting, the shareholder registration desks will be open two hours before the start of the meeting.

### Meeting Agenda

1. **Ratification of the appointment and re-election of Ms María José Zueco Peña as a director of the Company as an external independent director.**



2. **Appointment of Mr Mario Álvarez García as a director of the Company as an external independent director to fill one of the vacancies on the Board of Directors.**
3. **Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the Extraordinary General Meeting of Shareholders, for conversion into a public instrument, and for the interpretation, correction, supplementation, further development and registration.**

### **Right to Attend**

According to the Corporate Bylaws and the Rules of the Shareholders' General Meeting, all holders of shares with the right to vote, who have registered their shares in the corresponding register of book entries by no later than 21 June 2025, may attend and participate in the General Shareholders' Meeting, with the right to speak and vote.

Each shareholder who may attend the General Meeting must provide the corresponding personal attendance card or proxy card - as well as the powers of attorney in the case of a legal entity -, which will specify the number of the shares that he holds, as well as the number of votes corresponding to those shares.

### **Telematic Attendance**

#### **(i) Identification and pre-registration:**

In order to guarantee the identity of the attendees, the correct exercise of their rights, interactivity and the proper conduct of the meeting, shareholders wishing to use the mechanisms for telematic attendance must first register through the Company's website ([www.talgo.com](http://www.talgo.com)) by accessing the space dedicated to Shareholders and Investors/Corporate Governance /Extraordinary General Meeting of Shareholders, section Electronic and Voting Proxy and Registration for Telematic Attendance, from the day the call notice of the Extraordinary General Meeting of Shareholders is published, and until midnight of the day immediately prior to the day scheduled for the General Shareholders' Meeting on first or second call, as the case may be. After that time, no prior registration shall be accepted for the exercise of the right to attend the General Meeting by electronic means.

The afore mentioned pre-registration shall be carried out by one of the following means; (i) electronic ID card, (ii) advanced or recognized electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), under the Fábrica Nacional de La Moneda y Timbre (the Spanish National Mint) or (iii) "username and password" credentials that the shareholder will request through the platform and will be sent to the email address provided in the key request form. The Company may enable additional means of identification that duly guarantee the identity of the shareholder.

Once the shareholder has pre-registered in accordance with the aforementioned means and at the established period, he or she may attend and vote at the Shareholders Meeting through telematic means by making the corresponding connection on the day of the meeting.

The shareholder's proxies who wish to attend the General Shareholder's Meeting by telematic means must send the information justifying the representation to the e-mail address



[investors@talgo.com](mailto:investors@talgo.com) before midnight on 26 June 2025. In particular, together with a copy of the duly completed proxy card, a copy of their national identity card or passport must also be sent. In the case the shareholder is a legal entity, a copy of (i) the national identity card or passport of the signatory of the proxy card; and (ii) the sufficient power of attorney to sign on behalf of the legal entity. In both cases, a copy of the representative's national identity card or passport must be sent to that e-mail address.

(ii) Connection and attendance:

In order to allow the adequate management of the telematic attendance systems, shareholders (or their representatives) who has previously registered to attend the General Meeting by telematic means in accordance with section (i) above, shall log on to the corporate website ([www.talgo.com](http://www.talgo.com)) between 9:45 a.m. and 10:45 a.m. on 27 June 2025 (if the Meeting is held at first call) or on 28 June 2025 (if the Meeting is held at second call), and identify himself or herself as indicated in the corresponding instructions.

Where applicable, if on 27 June 2025 there is insufficient quorum to hold the meeting, the Company shall publish this circumstance on the area dedicated to the Extraordinary General Meeting of Shareholders on the corporate website, confirming that the Meeting will finally be held on second call.

(iii) Intervention:

In accordance with the provisions of the Capital Companies Act, interventions and proposed resolutions or requests for information or clarifications, which in accordance with the aforementioned act, are intended to be made by those who are going to attend by telematic means, must be sent to the company, in writing and in any case, in compliance with the methods and terms and conditions established on the aforementioned company website, between 9:45

a.m. and 10:45 a.m. on 27 June 2025 or, in such case, on 28 June 2025, respectively, depending on whether the Shareholders Meeting is held on first or second call and also during the pre- registration carried out according to the section (i) above. Telematic attendees who want their interventions to be recorded in the minutes of the Meeting must expressly indicate this in the text of the intervention. Requests for information or clarification made by the telematic assistants will be answered in writing during the seven days following the Meeting, in accordance with the provisions of the Capital Companies Act.

In the event that the General Meeting is held on second call, telematic attendees who have connected on first call must connect again to attend the General Meeting by telematic means on second call. Likewise, telematic attendees who, having connected to the meeting on first call, have sent interventions and proposed resolutions or requests for information or clarifications, must send them again, in the terms indicated, on the day on which the meeting is held; otherwise they shall be deemed not to have been made.

(iv) Voting:

Voting on proposals relating to items on the agenda may take place from the time the shareholder (or, if applicable, the proxy holder) logs on as an attendee until the Chairman or, if applicable, the Secretary of the Shareholders' General Meeting announces the end of the voting period for proposed resolutions relating to items on the agenda. With regard to proposed



resolutions on those matters which, by legal mandate, need not appear on the agenda, the telematic attendees may cast their votes from the time such proposals are read out for voting, once they have been registered on the Telematic Attendance platform. For voting on proposed resolutions, the procedure provided for in the Bylaws and the Regulations of the General Meeting shall apply.

(v) Other matters:

The Company may adapt, with the necessary guarantees, the means to allow telematic attendance to the Shareholders Meeting in the case of shareholders who are not residents of Spain, qualified investors and other similar cases.

By attending the General Meeting in person (provided that the General Meeting is held), the shareholder's attendance by telematic means will render ineffective and the shareholder's attendance by telematic means to the General Meeting will render ineffective the proxy or vote by remote means of communication prior to the General Meeting.

The safekeeping of the passwords or means of identification necessary to access and use the telematic attendance service is the sole responsibility of the shareholder (or their proxy). In the case of legal entities, they must communicate any modification or revocation of the powers held by their proxies, and the Company therefore declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance to the Meeting when required or imposed due to technical or security reasons. The Company will not be liable for any damages that may be caused to shareholders as a result of malfunctions, overloads, line failures, connection failures or any other similar event beyond the Company's control that prevents the use of telematic mechanisms for attendance to the Meeting.

### **Right to Proxy Vote and Remote Vote**

Each shareholder entitled to attend the General Shareholders' Meeting may be represented by another person, even if that person is not a shareholder.

Shareholders entitled to attend may grant their proxy vote or cast their vote remotely in writing, regarding the proposals made in relation to the items on the Meeting Agenda, by delivering their duly completed attendance, proxy voting and remote voting card to the Company's office, by sending it to the Company by ordinary post to the address: Paseo del Tren Talgo 2, 28290 Las Matas, Madrid or by electronic means made available through the software application on the corporate website ([www.talgo.com](http://www.talgo.com)) identifying themselves by any of the following means: (i) electronic ID card, (ii) advanced or recognized electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), under the Fábrica Nacional de La Moneda y Timbre (the Spanish National Mint) or (iii) "username and password" credentials that the shareholder will request through the platform and will be sent to the email address provided in the key request form.



Proxies and votes cast remotely by ordinary post or by electronic means must be received by the Company, as general rule, before 24:00 hours on 26 or 27 June 2025, depending on whether the Extraordinary General Meeting of Shareholders is held at the first or second call, respectively.

Shareholders are entitled to request in writing, up to and including 21 June 2025, such information or clarifications as they deem necessary or to submit in writing such questions as they deem appropriate regarding the matters included in the Meeting Agenda.

### **Available Documentation**

From the date of publication of this notice of call, the shareholders shall have uninterrupted access to the documentation and information detailed below, though the corporate website ([www.talgo.com](http://www.talgo.com)):

- (1) This notice of call.
- (2) The attendance, proxy voting and remote card voting card.
- (3) Reports and proposals from consultative committees that are legally required or have otherwise been deemed appropriate.
- (4) Information relating to the total number of shares and voting rights as at the date of publication of this notice of call.
- (5) The rules of access and operation of Shareholders' Electronic Forum.
- (6) The rules on remote voting and proxy voting.
- (7) The rules on requests for information.

In addition, shareholders are entitled to examine at the registered office and to request the delivery or dispatch free of charge of the mandatory reports of the consultative committees, as well as any other documentation that must necessarily be made available to them on the occasion of this Extraordinary General Meeting of Shareholders.

### **Right to Information**

The exercise of the rights to information, attendance, proxy and remote voting shall be carried out in accordance with the provisions of the Law and the Regulations of the Shareholders' Meeting available on the company's website ([www.talgo.com](http://www.talgo.com)).

### **The Shareholders' Electronic Forum**

From the date of publication of the meeting notice, the Shareholders' Electronic Forum shall be activated on the Company's website [www.talgo.com](http://www.talgo.com), with the aim of facilitating communication between the Company's shareholders prior to the celebration of the General Shareholders' Meeting. The rules of access and operation shall be published on the Company's website.



### **Public notary Involvement**

The directors who have resolved to convene an Extraordinary General Meeting of Shareholders have also resolved to require the presence of a notary to draw up the minutes of the General Meeting of Shareholders.

### **Data Protection**

To facilitate its monitoring and appropriate dissemination, the progress of all or part of the General Shareholders' Meeting may be subject to recording and audio-visual retransmissions and made available to the public through the Company's corporate website ([www.talgo.com](http://www.talgo.com)). By attending the venue at which the General Shareholders' Meeting will be held, the attendee consents to the capture and reproduction of images of his person and to the processing of his personal data through those means.

The personal data that shareholders provide to the Company (in order to exercise or delegate their rights to information, attendance representation and vote) or that is provided by both credit entities and investment service companies in which those shareholders have deposited or stored their shares for safekeeping, as well as by entities that, in accordance with the Law, have to keep the records of shares represented by register of book entries, shall be processed by the Company for the purpose of managing the shareholder relationship (including, but not limited to, convening and celebrating the Shareholders' Day and the General Shareholders' Meeting and their dissemination). For these purposes data shall be included in files for which the Company shall be responsible. This data shall be provided to the notary exclusively for the purposes of preparing the notarised minutes of the General Shareholders' Meeting.

The owner of the data shall have the right to access, rectify, oppose or cancel the data collected by the Company. These rights may be exercised under the provisions of the Law, by writing a communication to this effect to TALGO, S.A. (address: Paseo del Tren Talgo número, 2, 28290, Las Matas, Madrid.)

In the event that a shareholder includes personal data about other individuals on his attendance, proxy voting and remote voting card, then that shareholder must inform those individuals about the details set forth in the preceding paragraphs and must comply with any other requirements that may be applicable for the rightful provision of personal data to the Company, without the Company itself having to take any additional action.

Madrid, 26 May 2025.- The Secretary to the Board of Directors.