

METROVACESA, S.A. ("**Metrovacesa**" or the "**Company**") in compliance with the provisions of article 227 of the Spanish Securities Markets and Investment Services Act, approved by Law 6/2023, of 17 March, and concordant provisions, carries out the following

COMMUNICATION OF OTHER RELEVANT INFORMATION

The Board of Directors of Metrovacesa has resolved to call the Ordinary General Shareholders' Meeting to be held at calle Príncipe de Vergara, 187, Plaza de Rodrigo Uría, 28002 Madrid, on first call at 13:00 hours, on April 28 2025 or, if the necessary quorum is not reached on such call, at 13:00 hours, on April 29 2025, on second call.

It is hereby noted that, as from the date of publication of the announcement of the call, it will be available for consultation on Metrovacesa's corporate website (<https://metrovesesa.com>), among others, the proposed resolutions of the Board of Directors to be adopted, if applicable, by the above-mentioned General Shareholders' Meeting, the Annual Financial Report for the financial year ended 31 December 2024, the reports of the auditors for such financial year and the directors' statements of responsibility, as well as the documentation and information necessary for the shareholders to access the Electronic Shareholders' Forum and the Rules on the right to attend and on representation and voting by remote means of communication.

Attached to this communication is the full text of the notice of the Ordinary General Shareholders' Meeting and the proposed resolutions for the different items on the agenda, including the proposed resolution to distribute dividends against available reserves (share premium) in the amount of 0.46 euros per share, which implies an approximate amount of 69,7 million euros, the payment of which is expected to take place on or around May 22nd 2024.

Madrid, 27th of March, 2025

Metrovacesa, S.A.

**NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF METROVACESA, S.A.
TO BE HELD ON THE 28 AND 29 APRIL 2025,
AT FIRST AND SECOND CALL, RESPECTIVELY**

In accordance with the resolution adopted by the Board of Directors of Metrovacesa, S.A. (the “**Company**” or “**Metrovacesa**”), the Shareholders are hereby called to the Annual General Meeting of Shareholders to be held in calle Príncipe de Vergara, 187, Plaza de Rodrigo Uría, 28002 Madrid, at 13:00 hours on 28 April 2025 at first call or, if the necessary quorum is not reached in that meeting call, at 13:00 hours on 29 April 2025 at second call, to deliberate and decide on the business included in the following:

AGENDA

I. ITEMS FOR APPROVAL

- One.-** Review and approval, when relevant, of the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements corresponding to the FY closed on 31 December 2024, and the directors' reports of Metrovacesa, S.A. and its consolidated group corresponding to the same FY.
- Two.-** Review and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2024.
- Three.-** Review and approval, if applicable, of the proposal for the individual appropriation of earnings corresponding to the financial year ended on 31 December 2024.
- Four.-** Approval, if applicable, of distribution of dividends charged to freely available reserves.
- Five.-** Re-election of the Company's and its consolidated group's financial auditors.
- Six.-** Appointment of the verifier for sustainability information for the 2025 financial year, subject to conditions.
- Seven.-** Re-election, ratification, and appointment of directors.
- 7.1 Re-election and appointment of Mr. Enrique Migoya Peláez
7.2 Re-election and appointment of Mr. Jaime Ybarra Loring
- Eight.-** Authorization for the Board of Directors to, within a maximum period of five years, proceed with the derivative acquisition of treasury shares, either directly or through controlled companies, up to a maximum of 10% of the share capital, and their subsequent disposal, nullifying the resolution adopted under item five of the agenda of the General Shareholders' Meeting held on May 25, 2020.
- Nine.-** Authorization to shorten the period of the call of Extraordinary General Meetings.
- Ten.-** Delegation of powers for the formalization, recording, development, interpretation, correction, and execution of the adopted resolutions.

II. ITEMS FOR ADVISORY VOTE

Eleven.- Advisory vote on the annual report on remuneration of the Directors corresponding to the FY closed on 31 December 2024.

SUPPLEMENT TO THE MEETING NOTICE AND REASONED RESOLUTION PROPOSALS

Shareholders who represent at least three percent of the share capital may request that a supplement to this meeting notice be published in order to include one or more items in the agenda, as long as the new items are accompanied by justification or, if applicable, a reasoned resolution proposal. This right must be exercised through certified notification, which will have to be received at the registered offices of the Company (Metrovacesa, S.A., C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid) within five days following the publication of this meeting notice.

Likewise, shareholders who represent at least three percent of the share capital may, within the same period of five days following the publication of this meeting notice, present reasoned resolution proposals on matters that are already included or that should be included in the agenda in accordance with the provisions set forth in article 519.3 of the Corporate Enterprises Act.

The notification letter must record the name or corporate name of the requesting shareholder or shareholders, and the appropriate documentation will be attached – copy of the attendance, delegation, and distance voting card or certificate of registered shareholder – that proves their shareholder status, so that this information can be checked against 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 item(s) raised by the shareholder or the content of the proposal(s) made by the shareholder.

In the event that the shareholder raises a new item or items of the agenda, said shareholder may be required to accompany the proposal or proposals and the justifying report or reports of the proposals referenced in the items included in the supplement, in the events in which it may be legally necessary.

RIGHT TO INFORMATION AND CONSULTATION, DELIVERY OR TRANSMISSION OF DOCUMENTATION

In accordance with the provisions set forth in Article 518 of the Corporate Enterprises Act, as from publication of the announcement of the General Meeting, the following documents and information (among others) will be available to the shareholders, without interruption, through the Company's website (www.metrovacesa.com/en):

- The complete text of the notice of the Annual General Meeting of Shareholders.
- The total number of shares and voting rights on the date of the notice of the Annual General Meeting of Shareholders.

- The complete text of the proposals of resolutions to be adopted, if applicable, by the Annual General Meeting of Shareholders of the Company in relation to each one of the items included in the agenda, as well as justifications of the resolutions formulated by the Board of Directors.
- Annual Financial Report corresponding to the financial year ended on 31 December 2024, which includes the individual and consolidated annual financial statements, the individual and consolidated directors' reports, the respective reports of the auditors of the annual financial statements corresponding to that year, and the responsibility statements of the company directors.
- Annual Corporate Governance Report corresponding to the FY closed on 31 December 2024.
- Audit Committee Report on the independence of the external auditor.
- Audit Committee Report on related-party transactions.
- Report on the Activities of the Audit Committee in 2024.
- Report on the Activities of the Appointments, Remuneration and Sustainability Committee in 2024.
- Annual sustainability report.
- Annual report on remuneration of the Company's directors corresponding to the FY closed on 31 December 2024, which is submitted for an advisory vote as a separate agenda item.
- Report of the Appointments, Remuneration and Sustainability Committee on the appointment as director of Mr. Enrique Mingoya Peláez.
- Report and Proposal by the Board of Directors on the appointment of Mr. Enrique Mingoya Peláez as director.
- Report of the Appointments, Remuneration and Sustainability Committee on the appointment as director of Mr. Jaime Ybarra Loring.
- Report and Proposal by the Board of Directors on the appointment of Mr. Jaime Ybarra Loring as director.
- The form or model of the attendance, delegation, and distancing voting card.
- Operating rules of the Shareholders' On-line Forum.
- Rules on the right to attend, on representation, and on voting by means through remote communication.
- Valid requests for information, clarifications, or questions made by the shareholders in the exercise of their right to information and the replies that, if applicable, are made by the directors.
- The current texts of the Articles of Association, of the Regulations of the General Meeting of Shareholders, of the Regulations of the Board of Directors, and of all other documents that may form a part of the System of Corporate Governance.

Likewise, in accordance with articles 272 and 287 of the Corporate Enterprises Act, any shareholder may not only examine (at the registered offices) but also request the free delivery or transfer (which may be done via e-mail with acknowledgement of receipt if the shareholder accepts this means) of the documentation that has been submitted to the approval of the General Meeting of Shareholders in the cases in which it is legally applicable, particularly including the Annual Financial Report corresponding to the financial year ended on 31 December 2024, the mandatory reports of the directors, and all other documentation that, on the occasion of holding this Annual General Meeting of Shareholders, must necessarily be made available.

In accordance with articles 197 and 520 of the Corporate Enterprises Act, as from the same publication day of the notice of the General Meeting and up to the fifth day prior to the day planned for holding the Meeting, inclusive, or verbally while the Meeting is being held, shareholders may request from the Board of Directors (regarding the business included in the agenda) all the information or clarifications that they deem necessary or formulate in writing the questions that they deem pertinent.

Moreover, with the same advance notice and in writing, or verbally while the Meeting is being held, shareholders may request all the clarifications that they deem necessary regarding information available to the public, which the Company had provided to the National Securities Market Commission as from the last General Meeting, and regarding the auditor's report.

Barring the cases expressly provided for by law, the Board of Directors will be bound to provide the requested information, in writing, up to the day when the General Meeting is held. Regarding verbal requests that are made while the General Meeting is being held, if it is not possible to satisfy the shareholder's right at that time, the Board of Directors will be bound to provide the information in writing within seven days following the end of the Meeting.

Requests for information may be made by delivering a request at the registered offices; by means of on-line communication through the Company's website (www.metrovacesa.com/en), in the established place and manner; or by sending it to the Company as detailed below:

METROVACESA, S.A. Shareholders' Office

C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid

E-mail: investor.relations@metrovacesa.com

Telephone: +34 913 183 700

In the event that the request is made through electronic communication via e-mail sent to the address investor.relations@metrovacesa.com, it must incorporate a Valid Electronic Signature for the purpose of providing the system with adequate guarantees of authenticity and identification of the shareholder who is exercising their information right.

Regardless of the media that may be used, a shareholder's request must include their name and surnames, together with the accreditation of the shares that they hold, by means of a copy of the attendance card issued by the entity participating in Iberclear or a certificate of registered shareholder, for the purpose of checking this information against the list of shareholders and the number of shares in their name provided by Iberclear for the General Meeting in question. The shareholder shall be responsible for proving that a request has been sent to the Company in the proper time and manner.

The website of the Company will detail the pertinent explanations for exercising the shareholder's right to information under the terms provided for in applicable legislation.

Requests from shareholders will be answered, if applicable, after having verified the requesting person's identity and status as a shareholder, before the General Meeting of Shareholders and using the same means used to formulate the requests, unless the shareholder indicates that a different one is deemed suitable for this purpose. In any event, the information in question may be dispatched through certified mail with acknowledgement of receipt or through certified fax.

SPECIAL INFORMATION INSTRUMENTS

In accordance with article 539.2 of the Corporate Enterprises Act and under the terms referenced in the same, in order to facilitate shareholder communications prior to holding the General Meeting, a Shareholders' On-line Forum will be enabled on the Company's website. It may be accessed, with due guarantees, by both individual shareholders and voluntary associations of shareholders that, pursuant to said article, may be established.

The Forum can be used to publish proposals that shareholders would like to submit as supplements to the agenda announced in the meeting notice, in addition to requests for adhesion to such proposals, initiatives for reaching the sufficient percentage for exercising a minority right provided for by law, and offers or requests for voluntary representation.

Access to the Forum and the terms and conditions of the use and operation thereof will be governed by the provisions set forth in this notice and in the operating rules of the Shareholders' On-line Forum, whose content can be consulted on the Company's website

RIGHT TO ATTEND

The rights of attendance, representation, and voting of the Shareholders will be governed by the provisions set forth in the Law and in the Articles of Association. In accordance with article 12 of the Articles of Association, General Meetings may be attended by holders of ten or more shares who, five days in advance of the day when the General Meeting is held, are recorded in the corresponding record of shareholders and have been provided with the corresponding attendance card, which will indicate the number of shares they hold and the number of votes they can cast. The attendance card issued by entities participating in Iberclear may be used by the holders of shares who provide evidence of having them registered at least five days in advance of the date when the General Meeting of Shareholders is due to be held

REPRESENTATION

In accordance with article 12 of the Articles of Association and article 15 of the Regulations of the General Meeting of Shareholders, all shareholders with a right to vote may be represented at the General Meeting of Shareholders by another person, even though they may not be a shareholder. Representation must be conferred especially for each General Meeting of Shareholders. Representation must be conferred **in writing** or means of **postal correspondence**, or by **electronic communication** through the application available on the corporate website (www.metrovacesa.com/en).

The delegation of representation must be completed and signed by the shareholder, who must sign the corresponding attendance card.

The conferred representation will have to be received by the Company before 23:59 hours on the day immediately prior to the day planned for holding the General Meeting of Shareholders at the first meeting call. Otherwise, it will be understood that representation has not been given.

The documents used to record representations for the General Meeting must at least include the following mentions:

- (i) The date when the General Meeting is going to be held and the agenda.
- (ii) The identity of the represented person and of the representative.
- (iii) The number of shares of which the shareholder granting representation is the holder.
- (iv) Instructions from the shareholder granting the representation about how to vote for each one of the items of the agenda, if applicable.

The Chair of the General Meeting of Shareholders or the persons designated by mediation of the Chair shall be deemed empowered to determine the validity of the proxies granted and verify compliance with the requirements for attendance of the General Meeting of Shareholders.

The provisions set forth in the preceding paragraphs will not be applicable whenever the representative is a spouse, ascendant relative, or descendant relative of the represented shareholder and thus proves it, or when the former has a general power of attorney granted in a public deed, with powers to administer the entire estate held by the represented shareholder in the national territory, and therefore submits it.

Whenever representation may be conferred by **postal mail**, only that which is addressed to the Company to the attention of the Shareholder Office, at the registered corporate headquarters located at C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid, will be considered valid. It must be done by sending a letter to the Company, which thereby records the conferred representation, accompanied by the attendance card issued by the participating entity in Iberclear, duly signed and with the corresponding section filled out by the shareholder.

In the event that the attendance card issued by the participating entity in Iberclear does not include the section pertaining to delegation or it were incomplete, the shareholder may use the attendance card made available to shareholders by the Company on its website (www.metrovacesa.com/en). Said attendance card, duly signed, must be sent to the Company by means of postal mail at the address indicated in the preceding paragraph, together with the corresponding attendance card issued by the participating entity in Iberclear, duly signed.

Representation may always be revoked. Personal attendance (in person or remotely) by the principal at the General Meeting of Shareholders will, in any event, constitute revocation of representation. Likewise, the shareholder's vote will prevail over delegation, and therefore, delegations previously issued will be understood to be revoked and those conferred subsequently will be considered to not have been made.

When conferred by **electronic communication** using the application available on the corporate website (www.metrovacesa.com/en), shareholders delegating their vote must access the electronic platform provided for that purpose on the Company's website (www.metrovacesa.com/en), and must provide proof of their identity through one of the following means: (i) Electronic National Identity Document; (ii) recognised electronic certificate, of which there is no record of its revocation, issued by the Spanish Mint's Public Certification Authority (CERES); or (iii) the "username and password" credentials that the shareholder or their representative will receive at their email address, following the verification of their identity and status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to delegate their vote via electronic means no later than 13:00 hours on 27 April 2025.

REMOTE VOTING METHODS

Shareholders entitled to attend and vote may cast their vote on proposals pertaining to the items included in the agenda prior to the Meeting, by means of **postal correspondence** under the terms provided by Law and in article 28 of the Regulations of the General Meeting of Shareholders, or via **electronic communication** using the application available on the corporate website (www.metrovacesa.com/en).

Mail-in votes will be cast by sending in a letter via postal correspondence addressed to the Company to the attention of the Shareholder Office, at the registered corporate headquarters, located at Parque Empresarial Vía Norte, C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid, thereby recording the vote, accompanied by the attendance card issued by the entity or entities in charge of keeping the record of shareholders, duly signed and completed by the shareholder.

When voting by **electronic communication** using the application available on the corporate website (www.metrovacesa.com/en), shareholders voting remotely must access the electronic platform provided for that purpose on the Company's website (www.metrovacesa.com/en) and must provide proof of their identity through one of the following means: (i) Electronic National Identity Document; (ii) recognised electronic certificate, of which there is no record of its revocation, issued by the Spanish Mint's Public Certification Authority (CERES); or (iii) the "username and password" credentials that the shareholder or their representative will receive at their email address, following the verification of their identity and status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to delegate their vote via electronic means no later than 13:00 hours on 27 April 2025.

In order for a mail-in or electronic vote to be valid, it must be received by the Company before 23:59 hours on the day before the General Meeting of Shareholders is scheduled to be held. Otherwise, it will be understood that the vote has not been cast.

Shareholders with a right to attend who cast their remote vote under the stated terms, pursuant to the provisions set forth in the Articles of Association, will be considered to be

present for the purposes of establishing a quorum for the General Meeting of Shareholders in question.

Documents that record representations for the General Meeting of Shareholders will reflect the instructions on how to vote. If no express instructions are given, it will be understood that the representative will vote in favour of the proposals of resolutions formulated by the Board of Directors regarding the items included in the Agenda.

In the event that any other business not included in the Agenda may be submitted to a vote, wherefore it was unknown on the delegation date, the representative must cast the vote as they deem appropriate, therefore considering the interests of both the Company and their principal.

A remote vote will be void:

- 1) By subsequent and express revocation made by the same means used to issue it and within the deadline established for doing so.
- 2) By personal or remote attendance at the meeting by the shareholder who had cast the vote or attendance by their representative.
- 3) Due to disposal of the shares prior to holding the General Meeting of Shareholders, of which the Company had knowledge.

For the purpose of the provisions set forth in articles 523 and 526 of the Corporate Enterprises Act, you are hereby informed that the Chair of the Meeting, as well as any other member of the Board of Directors, may find themselves to be in a conflict of interests regarding (i) points Two (examination and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2024); and (ii) the events included in sections a), b), c), and d) of article 526.1 Corporate Enterprises Act (appointment, re-election, or ratification of directors; dismissal, separation, or termination of directors; exercise of corporate social responsibility and approval or ratification of company operations with the director in question) which could be presented outside the agenda in accordance with the Law. Additionally, directors Mr. Enrique Migoya Peláez and Mr. Jaime Ybarra Loring may have a conflict of interest regarding item Seven of the agenda (Re-election, ratification, and appointment of directors).

In the event that the representative is involved in a situation of conflict of interest regarding any of the items included in the agenda or that could be presented outside the agenda in accordance with the Law, and the shareholder had not given precise voting instructions for each one of those items, then the representative must abstain. In this case, it will be understood that the principal has also designated, as joint and successive representatives, the Chair of the General Meeting of Shareholders; and if the Chair were in a conflict of interest, then the Secretary of the General Meeting of Shareholders, and if the Secretary were in a conflict of interest, then the non-member Vice-Secretary to the Board of Directors, if one had been appointed.

The Company reserves the right to amend, suspend, cancel, or restrict the distance voting and delegation mechanisms whenever it may be required due to technical or security reasons. Likewise, the Company reserves the right to request the additional means of identification of shareholders that it deems appropriate to guarantee the identity of the parties, to guarantee the authenticity of the vote or of the conferred representation, and in general to guarantee the legal certainty of the act of the General Meeting of Shareholders.

Metrovacesa, S.A. may not be held liable for the damages that could be caused to a shareholder as a result of breakdowns, overloads, line ruptures, connection failures, poor operation of the mail service, or any other eventuality of the same or similar nature, all beyond the Company's control, which prevent using the distance voting and delegation mechanisms.

REMOTE ATTENDANCE AND VOTING

In accordance with the provisions of Article 12 of the Company's Articles of Association, the Board of Directors of the Company has decided to enable the option of attending the General Meeting of Shareholders and voting by electronic means. This will allow shareholders and proxy holders to connect in real time, participate and vote remotely on the day of the General Meeting.

Directors may attend the meeting by audio or video conference.

1. Remote attendance

The method of attending the Meeting remotely will be made available to the shareholders on the Company's website (www.metrovacesa.com/en), accessing the area concerning the Annual General Meeting of Shareholders, remote attendance section, between 9:00 hours and 12:45 hours on the day of the meeting (i.e., on 28 April 2025 at first call and, if applicable, on 29 April 2025 at second call).

For this purpose, shareholders wishing to attend the Meeting electronically must register in the online platform set up for this purpose on the Company's website (www.metrovacesa.com/en), providing proof of their identity through one of the following means: (i) Electronic National Identity Document; (ii) recognised electronic certificate, of which there is no record of its revocation, issued by the Spanish Mint's Public Certification Authority (CERES); or (iii) the "username and password" credentials that the shareholder or their representative will receive at their email address, following the verification of their identity and status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to delegate their vote via electronic means no later than 13:00 hours on 27 April 2025.

Those attending electronically who have been granted proxies must notify the Company in advance by sending an e-mail to the following address investor.relations@metrovacesa.com, before 13:00 hours on 27 April 2025, attaching a copy of the proxy granted, or the powers of attorney in the case of a legal person, as well as a copy of the national ID document or passport of the representative. If they choose to access by means of a username/password, they must make the relevant request for credentials indicated in the previous paragraph.

From the moment shareholders or their representatives access the section dedicated to the Ordinary General Shareholders' Meeting under the Remote Attendance section on the Company's website (www.metrovacesa.com) through the enabled telematic means, and until the Chairman of the Meeting begins the intervention round, they may participate or request any information or clarifications they deem necessary regarding the matters included in the Agenda.

Moreover, during the course of the Meeting and until immediately before voting on the proposals begins, shareholders or their representatives, by means of the system set up for remote attendance, may propose the adoption of agreements on matters not included in the Meeting's Agenda, in such cases where the Law so allows.

Any of the shareholders or representatives attending remotely who wish to inform the Notary that they are leaving the Meeting must do so by sending an electronic communication by means of the system set up for remote attendance on the Company's website (www.metrovacesa.com/en), accessing the area concerning the Annual General Meeting, remote attendance section. Once the Notary has been apprised of the shareholder's or representative's express wish to leave the Meeting any subsequent action performed remotely shall be understood to be void.

Personal or remote attendance at the Meeting by a shareholder who had delegated or previously voted remotely, regardless of the means used to cast the vote, will invalidate said delegation or vote. Moreover, note that, in the event, personal attendance shall override remote attendance, voiding the latter.

2. Remote voting

Shareholders or their representatives taking part in the Meeting remotely may vote using the method set up for remote attendance in the Company's website (www.metrovacesa.com/en), accessing the area concerning the Annual General Meeting of Shareholders, remote attendance section, at any time from their registration until such time as voting begins.

The remote voting mechanism incorporates the proper guarantees of authentication and identification of the shareholder exercising the voting rights and the security of electronic communications.

Shareholders wishing to vote remotely must indicate how they wish to vote on each of the matters (items) on the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate how they wish to vote, that shareholder will be understood to be voting in favour of the Board of Directors' proposals concerning the matters included in the Agenda which the Board of Directors has compiled.

In all matters not expressly regulated by this announcement, the same regulations provided in the Regulations of the General Meeting of Shareholders in connection with voting and adopting resolutions shall apply to shareholders attending the Meeting remotely as apply to shareholders attending the meeting in person.

NOTARY INTERVENTION

In application of article 203 of the Corporate Enterprises Act, the Board of Directors has resolved to require the presence of a Notary for drafting the minutes of the meeting.

PERSONAL DATA

The personal data that shareholders send to Metrovacesa for exercising their rights of attendance, delegation, and voting at the General Meeting or that may be provided by banking entities and securities companies and agencies where shareholders may have

deposited their shares, through the entity that is responsible for keeping the record of shareholders, will be processed for the purpose of managing the development of, compliance with, and control of the existing shareholder relationship regarding the meeting notice and holding the General Meeting of Shareholders. These data will be incorporated in a file whose controller is Metrovacesa. In the event that the attendance or delegation card includes personal data referring to natural persons other than the holder, the shareholder must have the consent of the holders for the transfer of personal data to Metrovacesa and must inform them of the items included in this meeting notice regarding personal data processing.

Data subjects will be able to exercise their rights of access, rectification, cancellation, and objection, in accordance with the provisions set forth in legislation in force and under the terms and complying with the requirements set forth in the same, by addressing a letter identified by the reference "Data Protection", and thereby specifying their request, sent to the following address: Parque Empresarial Vía Norte, C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid.

ADDITIONAL INFORMATION

Metrovacesa expects that **in all probability the Meeting will be held at first call on 28 April 2025**, and it provides information via its website (www.metrovacesa.com/en) in regard to the potential changes or measures to adopt in connection with the General Meeting of Shareholders. In any case, shareholders are asked that in the days prior to the Meeting they consult the Company's website (www.metrovacesa.com/en) or contact the Company by phone on (+34) 913 183 700, for the latest available information, with the aim of ensuring that shareholders so wishing can fully exercise their rights without attending the meeting in person.

In any event, Metrovacesa shall adopt such measures as it deems appropriate or necessary to protect the health of its directors, suppliers, shareholders and employees.

Madrid, 26 March 2025

Non-member Secretary to the Board of Directors

Mr. Lucas Osorio Iturmendi

**PROPOSALS FOR RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF METROVACESA, S.A.
CONVENED FOR THE 28 and 29 APRIL 2025
AT FIRST AND SECOND CALL, RESPECTIVELY**

I. ITEMS FOR APPROVAL

FIRST ITEM ON THE AGENDA:

Review and approval, when relevant, of the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements corresponding to the FY closed on 31 December 2024, and the directors' reports of Metrovacesa, S.A. and its consolidated group corresponding to the same FY.

JUSTIFICATION OF THE RESOLUTION

In accordance with Article 164 of the Recast Text of the Corporate Enterprises Act, approved by Legislative Royal Decree 1/2010 of 2 July (the “**Corporate Enterprises Act**”), the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the accounts of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

Approve the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements including the subsidiaries (balance sheet, income statement, statement of changes in equity, cash flow statement and report) corresponding to the financial year ended on 31 December 2024, as well as the individual and consolidated directors' report corresponding to the same FY, all of which were prepared by the Board of Directors in its meeting on 18 February 2025.

SECOND ITEM ON THE AGENDA:

Review and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2024.

JUSTIFICATION OF THE RESOLUTION

In accordance with Article 164 of the Corporate Enterprises Act, the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the financial statements of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

Approve the corporate management and actions of the Board of Directors of Metrovacesa S.A. during the financial year ended on 31 December 2024.

THIRD ITEM ON THE AGENDA:

Review and approval, if applicable, of the proposal for the individual appropriation of earnings corresponding to the financial year ended on 31 December 2024.

JUSTIFICATION OF THE RESOLUTION

In accordance with Article 164 of the Corporate Enterprises Act, the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the financial statements of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

Approve the following proposal for the appropriation of earnings:

PROPOSAL FOR THE APPROPRIATION OF EARNINGS OF METROVACESA, S.A. (INDIVIDUAL) (in thousands of euros):

- ***Profit during the financial year: 7,147***
- ***Appropriation:***
 - ***Legal reserve: 715***
 - ***Prior years' losses: 6,432***

FOURTH ITEM ON THE AGENDA:

Approval, if applicable, of distribution of dividends charged to freely available reserves.

JUSTIFICATION OF THE RESOLUTION

Pursuant to Art. 273.2 of the Corporate Enterprises Act, once the reserves stipulated by the Law or the Articles of Association have been covered, the companies may distribute dividends charged to revenues or to freely available reserves, if the value of equity is not less than the share capital and this situation does not arise as a result of the distribution.

Although the third item on the agenda is the proposed appropriation of 2024 results, consisting of distribution to the Legal Reserve and Prior Years' Losses, it is considered appropriate to propose to the General Meeting the distribution among the shareholders of freely available reserves (issue premium), in the amount of 0.46 euros per share.

This distribution is justified by the adequate structure of the Company's balance sheet as of 31 December 2024.

For all pertinent purposes, we state for the record that (i) there is sufficient liquidity for this distribution, taking into account the operating cash generated by the Company during the FY from its activities of promotion and sale of land; (ii) after this distribution, the value of equity will continue to be greater than the share capital; and (iii) the remaining requirements set forth in Art. 273 of the Corporate Enterprises Act for carrying out this distribution have been complied with.

The following is proposed:

To approve the distribution of dividends amounting to 0.46 euros/share charged to freely available reserves (issue premium), giving an approximate total of 69.7 million euros.

Dividends will be payable on or around May 22nd 2025.

It is hereby stated that, following the approved dividend distribution, the Company equity shall continue to be higher than its share capital.

FIFTH ITEM ON THE AGENDA:

Re-election of the Company's and its consolidated group's financial auditors.

JUSTIFICATION OF THE RESOLUTION

PriceWaterhouseCoopers Auditores, S.L., the current audit firm of the Company and its group, was appointed in the Annual General Meeting of Shareholders in 2016 for an initial period of three years. This period ended with the close of the 2018 financial year (on 31 December 2018).

Furthermore, PriceWaterhouseCoopers Auditores, S.L. was re-elected as the auditor of the accounts of the Company and its consolidated group for one-year periods for the fiscal years 2019, 2020, 2021, 2022, 2023 and 2024, respectively.

Under Article 264 of the Corporate Enterprises Act, the appointment of auditors is the responsibility of the General Meeting and must be made before the end of the fiscal year under review.

Pursuant to Arts. 529 quaterdecies.4 d) of the Corporate Enterprises Act and 51.3 d) of the Corporate Bylaws, it is the responsibility of the Audit Committee to propose to the Board of Directors, for submission by it to the General Shareholders' Meeting, the appointment of the financial auditors, a proposal that was made in its session on March 26th, 2025.

Applying these precepts, and following a proposal from the Company's Audit Committee, the renewal of the current auditing firm for the fiscal year 2025 is submitted to the Meeting.

The following is proposed:

To re-appoint as the financial auditor of the accounts of Metrovacesa, S.A. and its consolidated group of companies for a one-year period (FY 2025) the firm PriceWaterhouseCoopers Auditores, S.L., located at Paseo de la Castellana 259, 28046 Madrid, registered in the Madrid Commercial Registry, volume 3,805, folio 223, sheet M-63988, registered in the ROAC with the number S0242, and with VAT number B-79031290.

SIXTH ITEM ON THE AGENDA

Appointment of the verifier for sustainability information for the 2025 financial year, subject to conditions.

JUSTIFICATION OF THE RESOLUTION

Directive (EU) 2022/2464 of the European Parliament and of the Council, dated December 14, 2022, amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU regarding corporate sustainability reporting (the "**Directive**"), establishes the obligation for Member States to ensure that corporate sustainability information is verified by an independent accredited third party. This third party must operate under requirements equivalent to those applicable to statutory audits (for example, in terms of appointment and dismissal, professional ethics, independence, objectivity, confidentiality, and professional secrecy).

Currently, a bill is being processed in the Spanish Parliament to transpose the aforementioned Directive, which had a transposition deadline of July 6, 2024. This bill assigns the appointment of the third party responsible for verifying sustainability information to the General Shareholders' Meeting, subject to certain exceptions.

On the other hand, on February 26, 2025, the European Commission adopted an Omnibus package aimed at simplifying European sustainability regulations. This package includes two proposed directives which, if approved, would lead to a postponement of the obligations established in the Directive, a reduction in their scope, and even the exclusion of a large number of companies from its application (potentially including the Company). All of this would significantly impact the aforementioned transposition bill.

The legal amendments mentioned in the previous paragraphs, which may even be contradictory, are still in progress at the time of convening this General Shareholders' Meeting. This situation creates some confusion and uncertainty regarding the final regulatory framework. For this reason, it is considered prudent to submit the appointment of the verifier for sustainability information for the 2025 financial year to the General Shareholders' Meeting, albeit subject to the suspensive condition that a regulation requiring such appointment enters into force.

Consequently, it is proposed to appoint PricewaterhouseCoopers Auditores, S.L., the current statutory auditor of the Company and its consolidated group, as the verifier of the Company's sustainability information for the 2025 financial year (i.e., for the same one-year term for which it has been re-elected as the statutory auditor of the Company and its consolidated group). This appointment is subject to the condition that such designation by the General Shareholders' Meeting is legally required for the Company in 2025.

This proposal was formulated by the Audit Committee, with the Board of Directors subsequently agreeing to submit it for approval by the General Shareholders' Meeting.

The following is proposed:

To appoint as the verifier of the Metrovacesa's sustainability information for a one-year period (FY 2025) the firm PriceWaterhouseCoopers Auditores, S.L., located at Paseo de la Castellana 259, 28046 Madrid, registered in the Madrid Commercial Registry, volume 3,805, folio 223, sheet M-63988, registered in the ROAC with the number S0242, and with VAT number B-79031290.

This appointment is conditioned on it being required under the Spanish regulation transposing Directive (EU) 2022/2464 of December 14, 2022, into Spanish law, or any other regulation to the same effect.

Furthermore, the Board of Directors is expressly authorized to implement, correct, interpret, develop, complement, and adapt this resolution to any requirements that may be legally necessary for its effectiveness, including those arising from future regulatory changes.

SEVENTH ITEM ON THE AGENDA

Re-election, ratification, and appointment of directors.

JUSTIFICATION OF THE RESOLUTION

The General Shareholders' Meeting of the Company, held on 5 May 2021, appointed Mr. Enrique Migoya Peláez as a proprietary director of the Board of Directors for the statutory term of four years.

In view of the imminent expiration of this appointment, it is proposed to the General Shareholders' Meeting to re-elect Mr. Enrique Migoya Peláez as a proprietary director for a new full statutory term of four years.

On the other hand, the Company's Board of Directors, at its meeting held on March 26, 2025, resolved to appoint Mr. Jaime Ybarra Loring as a member of the Board of Directors by co-optation, replacing Mr. Mariano Olmeda Sarrión.

It is now appropriate, therefore, at the first General Shareholders' Meeting following his appointment, to ratify the appointment of Mr. Jaime Ybarra Loring made by the Board at that time, as a proprietary director, for a full statutory term of four years.

In accordance with Article 529 decies.6 of the Spanish Capital Companies Act and Article 18.1 of the Board of Directors' Regulations, this resolution is preceded by the respective reports from the Appointments, Remuneration, and Sustainability Committee and, in accordance with Article 529 decies.5 of the Spanish Capital Companies Act, the Board of Directors has issued the required explanatory reports.

In compliance with Article 518 e) of the Spanish Capital Companies Act, the following documents will be made available to shareholders through publication on the Company's website from the date of the General Meeting's call: (i) the reports of the Appointments, Remuneration, and Sustainability Committee; and (ii) the explanatory reports of the Board of Directors, in both cases, referring to the identity, category, and a brief curriculum vitae of each director, providing information on their profiles and qualifications.

The following is proposed:

7.1.- RE-ELECTION OF MR. ENRIQUE MIGOYA PELÁEZ

Re-elect Mr. Enrique Migoya Peláez as a member of the Board of Directors, with the category of Proprietary Director, an adult, [], of Spanish nationality, holding a valid D.N.I. [***], and with an address for these purposes at [***], for the statutory term of four years from the date of this resolution.***

7.2.- RATIFICATION AND APPOINTMENT OF MR. JAIME YBARRA LORING

Approve the ratification of the appointment of Mr. Jaime Ybarra Loring as a member of the Board of Directors, an adult, ..., of Spanish nationality, holding valid D.N.I. number ..., and with an address for these purposes at ..., as resolved by co-optation by the Board of Directors at its meeting held on March 26, 2025, appointing him as director for the four-year term established in the Company's Bylaws, starting from the date of this General Shareholders' Meeting, and with the status of proprietary director.

EIGHTH ITEM ON THE AGENDA:

Authorization for the Board of Directors to, within a maximum period of five years, proceed with the derivative acquisition of treasury shares, either directly or through controlled companies, up to a maximum of 10% of the share capital, and their subsequent disposal, nullifying the resolution adopted under item five of the agenda of the General Shareholders' Meeting held on May 25, 2020.

JUSTIFICATION OF THE RESOLUTION

Article 146 of the Spanish Capital Companies Act requires that any potential derivative acquisition of treasury shares, as well as the terms and conditions under which it is to be carried out, must first be authorized by the General Shareholders' Meeting.

In order to comply with Article 146 of the Spanish Capital Companies Act and considering it appropriate to renew the authorization regime for the derivative acquisition of shares, it is proposed to nullify the authorization agreement for the derivative acquisition of shares adopted in May 2020, which is nearing its expiration, and to approve a new authorization.

The following is proposed:

1.- Revoke and render ineffective the resolution adopted under item five of the agenda of the General Shareholders' Meeting held on May 25, 2020 ("Authorization for the Board of Directors to, within a maximum period of five years, proceed with the derivative acquisition of treasury shares, either directly or through controlled companies, up to a maximum of 10% of the share capital, and their subsequent disposal, nullifying the resolution adopted under item eleven of the agenda of the General Shareholders' Meeting held on December 19, 2017"), to the extent that it has not been utilized.

2.- Authorize the Board of Directors of the Company to proceed with the derivative acquisition of treasury shares, either directly by the Company itself or indirectly through its controlled subsidiaries, under the following terms:

- (a) Forms and maximum number of shares that may be acquired: The acquisition may be carried out through purchase, exchange, donation, allocation, payment in kind, or, in general, any other form of acquisition for consideration of outstanding and fully paid shares permitted by law, in one or multiple transactions, provided that the acquired shares, together with those already held by the Company, do not exceed 10% of the share capital.***
- (b) Maximum and minimum prices: The price or consideration shall be the trading price of the Company's shares on the Continuous Market at the time of acquisition or the closing price of the last trading session prior to the acquisition if carried out outside Continuous Market hours, with a maximum variation of ten percent upwards or thirty percent downwards.***
- (c) Duration of the authorization: The authorization will be valid for a period of five years from the day following the date of this resolution.***

The shares acquired in this manner will not carry any political rights, including voting rights, and the economic rights corresponding to them will be proportionally attributed to the remaining shares, in accordance with the provisions of Article 148 of the Spanish Capital Companies Act.

Furthermore, for the purposes set forth in the second paragraph of section 1.a) of Article 146 of the Spanish Capital Companies Act, express authorization is granted for the acquisition of the Company's shares by any of its controlled subsidiaries under the same terms as established in this resolution. It is expressly stated that the shares acquired under this authorization may be used for their subsequent disposal or redemption, as well as for direct delivery to employees or directors of the Company, or as a result of the exercise of option rights held by them, in accordance with the third paragraph of section 1.a) of Article 146 of the Spanish Capital Companies Act.

NINETH ITEM ON THE AGENDA

Authorization to shorten the period of the call of Extraordinary General Meetings.

JUSTIFICATION OF THE RESOLUTION

The Spanish Corporate Enterprises Act, in its Art. 515, allows a reduction of the notification period for the call for the Extraordinary General Meetings to at least fifteen days in advance, as long as the Company allows all its shareholders to vote electronically. The agreement to reduce the notice period will only be in effect until the next Ordinary General Meeting, and it is expressly stated that, in accordance with the aforementioned Article 515, the agreement must be adopted with the favourable vote of shareholders representing at least two-thirds of the subscribed share capital with voting rights.

The proposed agreement presented to the General Shareholders' Meeting is justified by the convenience of having a mechanism that enables convening General Meetings of an extraordinary nature in a more flexible and agile manner.

The following is proposed:

In accordance with the provisions of Spain's Corporate Enterprises Act, it is agreed to authorize and approve the convening of extraordinary general meetings of the Company with prior notice of at least fifteen (15) days, provided that the Company offers shareholders the actual possibility of voting by electronic means accessible to all of them.

The present authorization is granted until the date of the next ordinary general meeting of the Company.

TENTH ITEM ON THE AGENDA:

Delegation of powers for the formalization, recording, development, interpretation, correction, and execution of the adopted resolutions.

JUSTIFICATION OF THE RESOLUTION

The resolution proposal submitted to the General Meeting of Shareholders is justified by the fact that the Board should have a mechanism which allows it to conduct any necessary procedures to comply with the Company's corporate obligations

The following is proposed:

Regarding the preceding resolutions adopted by the General Meeting of Shareholders, it resolves to authorize each one of the members of the Company's Board of Directors and the Non-member Secretary to the Board of Directors, Mr Lucas Osorio Iturmendi, and the non-Director Vice-secretary to the Board of Directors, Ms Pilar Martín Bolea, as broadly as may be legally necessary for any of them, indistinctly and individually, including the express power to remedy, so that they may carry out the following actions:

- 1. Present and deposit the annual financial statements of the Company and of its consolidated group at the Companies Register of the Company's registered offices, as well as proceed to formalise and publicly record, on behalf of the Company, all public or private documents that may be necessary or appropriate, without limitation, even for corrections, until the recording of the aforementioned resolutions in the corresponding registries is obtained.***
- 2. Interpret, clarify, supplement, develop and execute the resolutions adopted by this General Meeting of Shareholders and, in particular, correct all substantive or formal defects, omissions, or errors that could prevent access of said resolutions and the consequences thereof to the Companies Register, the official registries of the National Securities Market Commission, the Property Registry and any other registry, including the adaptation of such resolutions according to the verbal or written qualifications of the Companies Register or any other authorities, civil servants, or competent institutions, and to comply with all the criteria that could be legally required for the efficacy thereof.***
- 3. Publish, in the manner set forth by the Corporate Enterprises Act and all other applicable legislation, the announcements pertaining to the resolutions adopted by this General Meeting of Shareholders.***
- 4. In general, conduct all legal acts or business and execute all public or private documents that may be necessary or appropriate for the full performance and efficacy of the resolutions adopted by this General Meeting of Shareholders, which includes performing all actions that may be required before any public or private entities.***

II. ITEMS FOR ADVISORY VOTE

ELEVENTH ITEM ON THE AGENDA

Advisory vote on the annual report on remuneration of the Directors corresponding to the FY closed on 31 December 2024.

JUSTIFICATION OF THE RESOLUTION

Pursuant to Article 541.4 of the Corporate Enterprises Act, it is necessary to submit to the General Meeting of Shareholders for advice the Annual Report on Remuneration of Directors, in this case corresponding to FY 2024.

The following is proposed:

To approve, on an advisory capacity, the Annual Report on Directors' Remuneration for the fiscal year ended December 31, 2024, the full text of which was made available to shareholders together with the rest of the documentation related to the General Shareholders' Meeting from the date of publication of the notice of meeting.