

CARD FOR ATTENDANCE, PROXY AND ABSENTEE VOTING

Card for attendance, proxy and voting for the Company's General Meeting of Shareholders, the first call of which will be held at the Auditorio Rafael del Pino, Calle de Rafael Calvo, 39-A, 28010, Madrid, on 30 March 2022, at 12:30 pm, or, if appropriate, the second call held the next day, 31 March 2022, at the same time and in the same place. **Unless otherwise published in the daily press, the second call of the meeting will be held on 31 March 2022 at 12:30 pm** at the location mentioned above.

This card is valid for:

- (i) attending the general meeting of shareholders in person (in the case of remote attendance, following the procedure indicated in the notice for the meeting);
- (ii) being represented at this event by another person, who may or not be a shareholder; or
- (iii) absentee voting, by sending the card filled in to Calle Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid.

If you cannot attend, we offer to represent you, in which case we suggest that you sign the proxy form below and send it to our office (Calle Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid).

ATTENDING IN PERSON

All shareholders of the Company whose shares are registered in their name in the corresponding accounting records five days before the date of the Meeting are entitled to attend.

Mr/Ms _____ has accredited their ownership _____ of shares, which are duly registered in their name in the corresponding accounting records, to attend the Company's Annual General Meeting.

Starting one hour before the Meeting begins in the location where it will be held, shareholders must sign their name in the space below to enter the place where the meeting is being held, where they will have to identify themselves with an identity document or passport to the person in charge of registering the attendance card for shareholders.

In the case of remote attendance, shareholders must sign in the space below and follow the remote attendance procedure indicated in the notice.

Signature of attending shareholder¹

Madrid, ____ March 2022

¹ If the shareholder is a legal entity, the representative who signs the card must have power of attorney and must show proof of such to the Company by remitting the relevant documentation (copy of the power of attorney statement, trustee appointment documentation, etc.).

PROXY

As owner of _____ shares of this Company, duly registered in the corresponding book entry records, and in exercising my rights granted under the Articles of Association, I hereby delegate and entrust my representation for the General Meeting of Shareholders, the first call of which is being held at the Auditorio Rafael del Pino, Calle de Rafael Calvo, 39-A, 28010, Madrid, on 30 March 2022 at 12:30 pm, or, if appropriate, the second call of which is being held the next day, 31 March 2022, at the same time, to Mr/Ms² _____ who shall vote in favour of the motions submitted by the Board in relation to the agenda listed on the sheet attached to this card, except if indicated otherwise in the instructions that I have expressly indicated on that sheet.

For the purposes of the provisions in Articles 523 and 526 of the Capital Companies Act, it is hereby stated that if the representative named above is a trustee of the Company, they could find themselves in a potential conflict of interest in relation to the fifth and eighth points of the agenda, as well as with respect to motions other than those submitted by the Board and about subjects that, despite not appearing on the agenda, may be subject to a vote by the Board, being so permitted by Law.

If the representative were to be subject to a conflict of interest in voting for any of the motions concerning points included or not included on the agenda, the representation will be understood to have been conferred to the Chair of the Annual General Meeting of Shareholders, and if the Chair, in turn, were to have a conflict of interest, it would be conferred to the Secretary of the Annual General Meeting of Shareholders, except when indicated otherwise by the represented shareholder by marking the box “NO” below:

NO

² Any proxy statement that does not expressly name the person being named as proxy, or that generically confers it to the Board of Directors, will be understood to have conferred it to the Chair of the General Meeting.

If subjects not included on the agenda are discussed in the meeting, my representative will vote in the manner deemed to be in my best interest.

I hereby accept and confirm what my representative does, says, or accepts on my behalf.

Sincerely,

Signature of the represented shareholder³

Signature of the representative

Madrid, ____ March 2022

³ If the shareholder is a legal entity, the representative who signs the card must have power of attorney and must show proof of such to the Company by remitting the relevant documentation (copy of the power of attorney statement, trustee appointment documentation, etc.).

ABSENTEE BALLOT

Shareholders with the right to attend the Annual General Meeting may vote via absentee ballot by sending this card, duly completed and signed, by post to the Company’s registered address (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040, Madrid). It must be received by the Company by midnight of the day before the day scheduled as the first call of the meeting. Otherwise the vote will not be valid and will be deemed as not having been cast. Shareholders who send their vote under these conditions will be considered to have been present for establishing the quorum of the meeting.

As the owner of _____ shares of this Company, duly registered in the corresponding book entry records, and in executing the right granted to me under the Articles of Association, I hereby vote for the motions related to the points on the agenda listed in the annex to this card, as indicated in the table below⁴.

Points on the Agenda	1	2	3	4	5a	5b	5c	5d	5e	5f	6a	6b	6c	6d	6e	6f	7a	7b	8	9	10	11	12	
In favour																								
Against																								
Abstain																								
Blank																								

⁴ If a vote is not indicated for any point on the agenda, it will be understood that the shareholder votes in favour of the motion of the Board of Directors for each point on the agenda.

If topics not included on the agenda are discussed in the meeting, I confer my representation to Mr/Ms _____, who shall vote in the manner deemed to be in my best interest.

If the representative were to be subject to a conflict of interest in voting for any of the motions concerning points not included on the agenda, the representation will be understood to have been conferred to the Chair of the Annual General Meeting of Shareholders, and if the Chair, in turn, were to have a conflict of interest, it would be conferred to the Secretary of the Annual General Meeting of Shareholders, except when indicated otherwise by the shareholder by marking the box "NO" below:

NO

Signature of the shareholder absentee voting⁵

Madrid, ____ March 2022

⁵ If the shareholder is a legal entity, the representative who signs the card must have power of attorney and must show proof of such to the Company by remitting the relevant documentation (copy of the power of attorney statement, trustee appointment documentation, etc.).

ANNEX

AGENDA

- First.** The review and approval, if appropriate, of the financial statements and management report for ENCE ENERGÍA Y CELULOSA, S.A. and its consolidated group for the financial year ended on 31 December 2021.
- Second.** Examination and approval, where appropriate, of the consolidated non-financial information statement (2021 Sustainability Report) corresponding to the financial year ended 31 December 2021.
- Third.** Review and approval, if applicable, of the proposal for the application of the results of the fiscal year ended on 31 December 2021 of ENCE ENERGÍA Y CELULOSA, S.A.
- Fourth.** Review and approval, where appropriate, of the management of the board of directors of ENCE ENERGÍA Y CELULOSA, S.A. during the fiscal year ended on 31 December 2021.
- Fifth.** The re-election and nomination of members to the Board of Directors:
- Fifth A:** Re-election of Ms Irene Hernández Álvarez as an Independent Director.
 - Fifth B:** Re-election of Mr Fernando Abril-Martorell as another External Director.
 - Fifth C:** Re-election of Mr José Guillermo Zubía as another external director.
 - Fifth D:** Appointment of Mr Ángel Agudo Valenciano as proprietary director.
 - Fifth E:** Appointment of Ms Carmen Aquerreta Ferraz as independent director.
 - Fifth F:** Appointment of Ms Rosalía Gil-Albarellos Marcos as independent director.
- Sixth.** Examination and approval, if appropriate, of amendments to the Articles of Association.

- Sixth A:** Amendment of article 4 to adapt it to the provisions of section 285.2 of the Capital Companies Act.
 - Sixth B:** Amendment of articles 14, 15, 16 and 19 regarding preemptive subscription rights, to adapt them to the provisions of sections 503, 504, 505 and 506 of the Capital Companies Act.
 - Sixth C:** Amendment of articles 21 to 38 concerning the Annual General Meeting of Shareholders.
 - Sixth D:** Amendment of articles 39 to 48 concerning the Board of Directors.
 - Sixth E:** Amendment of Articles 49, 50, 51 and 51 bis and addition of a new Article 49 to the Articles of Association.
 - Sixth F:** Revision of the Articles of Association.
- Seventh.** Examination and approval, if appropriate, of amendments to the Regulations of the Annual General Meeting of Shareholders.
- Seventh A:** Amendment of Articles 4, 5, 6, 7, 9, 10, 11, 12, 17, 18, 19, 22, 24, 25, 29 and Additional Provision.
 - Seventh B:** Revision of the Rules of Procedure of the Annual General Meeting of Shareholders
- Eighth.** Revision and approval, if applicable, of the remuneration policy for Board Members for the years 2022, 2023 and 2024.
- Ninth.** Authorisation to the board of directors for the acquisition of treasury shares directly or through Group companies, thereby rendering ineffective, in the unused part, the authorisation agreed by the Annual General Meeting of Shareholders held on 30 March 2017 under its Seventh resolution of the agenda.
- Tenth.** Authorisation to the board of directors, with express power of substitution, for a period of five years, to issue negotiable simple fixed-income securities or debt instruments of a similar nature, including preference shares, as well as fixed-income securities exchangeable for or convertible into shares, with the power in the latter case to exclude preemptive subscription rights up to the limit provided for by law. Authorisation for the Company to guarantee new issues of securities by its subsidiaries. Revocation, in the unused amount, of the authorisation granted for this purpose by the Annual General Meeting of Shareholders of 30 March 2017 under its Eighth resolution on the agenda.
- Eleventh.** Delegation of the powers to interpret, supplement, rectify, execute and formalise the decision adopted by the Annual General Meeting of Shareholders.
- Twelfth.** Advisory vote on the annual report on remuneration for directors for 2021.
- Thirteenth.** Report on the amendments made to the Company's Board of Directors Regulations since the last Annual General Meeting of Shareholders.

Points on the Agenda	1	2	3	4	5a	5b	5c	5d	5e	5f	6a	6b	6c	6d	6e	6f	7a	7b	8	9	10	11	12
In favour																							
Against																							
Abstain																							
Blank																							

EXPRESS AUTHORISATION

I hereby expressly authorise that the personal data provided to **ENCE ENERGÍA Y CELULOSA, S.A.**, as the controller, will be processed by the Company in order to handle the development, fulfilment, and control of shareholder relationship as related to the calling and holding of the Annual General Meeting.

YES **NO**

In order to comply with Regulation (EU) 2016/679 of the European Parliament and Board of Directors regulations, the following data are recorded:

- Company: Ence Energía y Celulosa, S.A. (hereinafter referred to as the "Controller")
- Address: C/ Beatriz de Bobadilla 14, 4ª Planta, 28040, Madrid, Spain.
- Contact Information: info@ence.es or +34 91 337 85 00 TIN: A-28212264
- Register Data: Madrid Trade Register, Page no. M-31131, Folio 157, Volume 27285

The legitimate grounds of the processing for all the above purposes is the express consent of the representative.

The personal data obtained will be stored for 7 years.

You are hereby informed that your data may be given or transferred to other group companies or third parties that provide services related to the processing purposes for which the data were collected, subject to your consent.

In addition, your data will not be transferred to countries outside the European Union, except for reasons of providing technical services, such as the system providers' servers or technological resources being hosted outside the European Union.

However, Ence may transfer your data to third parties if such a transfer is required by law, by a regulatory provision, or by a court ruling, or if such disclosure is necessary to ensure the protection and defence of your rights.

Only the information necessary for the sole purpose of the notarial document for the General Shareholders' Meeting will be shared with the notary.

In accordance with Spanish and European laws and regulations relating to data protection, you may exercise your rights of Access, Rectification, Erasure or Forgetting, Opposition, Automated Opposition, Portability, and Limitation of Processing at any time.

The exercise of these rights may be carried out following the procedure established in the document "Instructions for the Exercise of Data Subject Rights" available on Ence's website. This procedure consists of filling out the form contained in the aforementioned document and sending it by e-mail to the address lopd@ence.es or by postal mail to the company's registered office (C/ Beatriz de Bobadilla 14, 4ª Planta, 28040, Madrid, Spain).

If the data subject exercises their rights, Ence shall reply to the data subject's requests without undue delay and at the latest within one month, and Ence shall explain its reasons if it does not address them.

This period may be extended for another two months if necessary, taking into account the complexity and number of requests. The controller shall inform the data subject of any such extension within one month of receipt of the request, stating the reasons for the delay.

In addition, you may contact the Spanish Data Protection Agency, at Calle Jorge Juan, 6, 28001 Madrid, regarding any issue related to the processing of your data by Ence.
