

**ENCE ENERGÍA Y CELULOSA, S.A.**

**NOTICE FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of ENCE ENERGÍA Y CELULOSA, S.A. (the “**Company**”) hereby notifies all shareholders of the Annual General Meeting of Shareholders which will be held at the Auditorio de Uría Menéndez, Calle Príncipe de Vergara, 187 - Plaza Rodrigo Uría, 28002, Madrid, Spain. The first call to meeting will be held at 12:30 pm on 3 April 2024. Where necessary, a second call to meeting will be held on the following day, 4 April 2024, at the same time and place. The agenda for the meeting is as follows.

**AGENDA**

- First.** The review and approval 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 2023.
- Second.** Examination and approval of the consolidated non-financial information statement (2023 Sustainability Report) corresponding to the financial year ended 31 December 2023.
- Third.** Review and approval of the proposal for the application of the results of the financial year ended on 31 December 2023 of ENCE ENERGÍA Y CELULOSA, S.A.
- Fourth.** Review and approval of the management of the board of directors of ENCE ENERGÍA Y CELULOSA, S.A. during the financial year ended on 31 December 2023.
- Fifth.** Re-election of members to the Board of Directors:
- Fifth A:** Re-election of Mr José Ignacio Comenge Sánchez-Real as a proprietary director.
- Fifth B:** Re-election of Mr Gorka Arregui Abendivar as a proprietary director.
- Fifth C:** Re-election Mr Javier Arregui Abendivar as a proprietary director.
- Fifth D:** Re-election of Mr Oscar Arregui Abendivar as a proprietary director.
- Fifth E:** Re-election of Ms Rosa María García Piñeiro as an independent director.
- Fifth F:** Re-election of Ms. María de la Paz Robina Rosat as an independent director.
- Sixth.** Re-election of the auditors of the Company and its consolidated group
- Seventh.** Delegation of the powers to interpret, supplement, rectify, execute, and formalise the decisions adopted by the Annual General Meeting of Shareholders.
- Eighth.** Advisory vote on the annual report on remuneration for directors for 2023.

## **SUPPLEMENT TO THE NOTICE AND THE SUBMISSION OF MOTIONS**

Shareholders representing at least three percent of the total share capital may request the publication of a supplement to this notice including one or more items for the agenda (as long as any new items are justified or, where applicable, contain a justified motion). They may also submit reasonable motions for items already included or which should be included in the agenda of the Annual General Meeting Convened.

These rights must be exercised through a certified notification (which will include the corresponding documentation accrediting shareholder status) that must be received at the company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) within five days following the publication of this notice. The notification must include the identity of the shareholders exercising their rights and the number of shares that they hold, as well as the items to be included in the agenda or the content of the motions, supported by any relevant documentation where appropriate.

The foregoing is without prejudice to the right of any shareholder, during the Annual General Meeting of Shareholders, to make alternative proposals, where applicable, or on items that are not required to be included in the agenda pursuant to the Capital Companies Act.

The complement to the call and the proposals for agreement will be circulated in accordance with the requirements and in advance as set out in the Law.

## **RIGHT TO INFORMATION**

Once this notice is published, shareholders are entitled to examine and obtain the following documents from the Investor Relations Department at the Company's registered office at Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain. They may also consult such documents on the Company's website ([www.ence.es](http://www.ence.es)), or request them from the Company via post at the above-mentioned address or by emailing [ir@ence.es](mailto:ir@ence.es), which will immediately send the documents free of charge. The Documents are as follows:

1. This notice for the Annual General Meeting.
2. The full text of the proposed decisions to be submitted to the Annual General Meeting of Shareholders.
3. The full text of the financial statements and management report for the Company and its consolidated group for the financial year ended on 31 December 2023, along with the account auditor's reports.
4. The consolidated statement of non-financial information (2023 Sustainability Report)
5. With regard to the proposed re-election of Directors:
  - (i) a report by the Board of Directors on the Directors proposed for re-election, which includes their identity and curriculum vitae; and
  - (ii) a report by the Appointment and Remuneration Committee on the Directors who have been proposed for re-election.
6. The Annual Corporate Governance Report for 2023.
7. The Annual Report on the Remuneration of Directors for 2023.
8. The report by the Audit Committee on the independence of the auditor.

9. Operation Report of the Audit Committee.
10. Operating report of the appointments and remuneration committee.
11. Operation Report of the Sustainability Committee
12. Examples of attendance, proxy, and voting cards.

From the date of this notice, the total number of shares and voting rights existing at the time of this notice will be continuously published on the Company's website ([www.ence.es](http://www.ence.es)). Where applicable, any motions received from shareholders in accordance with the law and set out in the Company's Articles of Association will also be published.

For the purposes of exercising the right to information prior to the Annual General Meeting under the terms of Articles 197 and 520 of the Capital Companies Act, and in accordance with Article 29 of the Articles of Association and Article 8 of the Annual General Meeting of Shareholders Regulation, shareholders may, until five days prior to the holding of the meeting (inclusive), exercise their right to information on the items contained in the agenda, request information and clarifications, or pose questions, in writing, in relation to any public information supplied by the Company to the National Securities Market Commission since the previous Annual General Meeting, as well as with regard to the auditor's report. The foregoing is without prejudice to the right of any shareholder during the course of the Meeting to request verbally, in the event of having attended the Meeting in person, or in writing, in the event of attendance by telematic means, such information or clarification as they may deem appropriate regarding the information referred to above.

Requests for information may be made by delivering the request to the registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) or by sending the request by post to the registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) or by sending an email to the address [ir@ence.es](mailto:ir@ence.es) or through the telematic assistance platform. The request must be accompanied by the shareholder's proof of identity and proof of their status as a shareholder. The shareholder must retain proof that the request was made in the proper form and within the deadline.

In order to ensure the immediacy of the Company in sending the documents, shareholders wishing to obtain copies of the above documents are advised to email their request to [ir@ence.es](mailto:ir@ence.es).

For any clarification on the delivery of documents and any other particulars relating to this notice, shareholders should contact the Investor Relations Department at the above-mentioned address or telephone the shareholder information line at 913 378 553 between 9 am and 1 pm, Monday to Friday.

## **RIGHT TO ATTEND**

In accordance with Article 26 of the Articles of Association and Article 11 of the Annual General Meeting of Shareholders Regulation, all company shareholders whose shares are registered under their name in the relevant accounting records five calendar days prior to the General

Meeting may attend the General Meeting. To exercise the right to attend, shareholders must obtain an attendance card, which is issued by the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (depository institutions). As an alternative, shareholders may attend using the ready-to-print attendance card found on the Company's website. For their part, the depository entities must send to the Legal Department of ENCE ENERGÍA Y CELULOSA, S.A. (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) before the date established for the meeting, the list of the cards that they have issued at the request of their respective clients.

Within the above-mentioned time frame, shareholders may also obtain the attendance card at the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain) by producing a certificate issued by a depository institution proving the registration of their shares in the corresponding book entry records. The attendance card provided by the Company includes the possibility of delegating the shareholder's rights as stated below.

The Board of Directors has approved the contents of the attendance card that is made available to shareholders with the notice of the meeting which includes the rules relating to personal attendance rights, proxy voting, and remote voting.

Registration of attendance cards and voting cards will start at the place where the meeting is planned to be held at 11:30 am and credentials will be accepted until 12:30 pm (the scheduled start of the meeting). To facilitate registration and organisation of the meeting, shareholders are requested to arrive as early as possible.

### **Remote attendance at the Meeting**

In this regard, under the terms set forth in Article 32 of the Articles of Association and in Article 31 of the Company's Annual General Meeting of Shareholders Regulations, the means established by the Company's Board of Directors to implement remote attendance and remote electronic voting during the Meeting are as follows:

1. Prior accreditation: shareholders wishing to attend the Meeting remotely must first register by accessing the corporate website ([www.ence.es](http://www.ence.es)) and proving their identity on the computer platform provided for this purpose in the manner indicated in the "COMMON RULES" section of this notice. To this end, shareholders must prove their identity on the computer platform by midnight of the day prior to the day the Meeting is scheduled to be held. A shareholder who is accredited after the established time limit shall be deemed to be absent.
2. Live broadcast: The live broadcast of the meeting will start at 12:30 p.m. on 03 April 2024 on first call or at the same time on 04 April 2024 on second call. The link to follow the real-time webcast of the Meeting will be available on the Company's website ([www.ence.es](http://www.ence.es)).
3. Participation during the meeting: Shareholders (or their proxies) who, in exercising their rights, wish to speak at the meeting and, if applicable, request information or clarifications regarding the items on the agenda or request clarifications regarding information accessible to the public that the Company has provided to the National Securities Market Commission since the last general meeting was held or regarding the auditor's report, may submit their requests in writing when registering or subsequently while the meeting is being held and up to the start of voting on the proposed motions, provided that their identification as a

shareholder has been validated, through the space provided for this purpose on the computer platform. Shareholders who intend to make motions in the cases established by law must submit them in writing at the time of their registration on the computer platform or while the meeting is being held, up to the time when voting on the proposed motions begins. Requests for information or clarification made by remote attendees in the manner indicated in the previous paragraph shall be answered in writing within seven days, without prejudice to the possibility of making requests during the course of the meeting. A remote attendee who wishes to have their participation recorded in the minutes of the meeting must expressly indicate this in the text of the minutes.

**4. Voting during the Meeting:** Voting on motions relating to items on the agenda during the Meeting of Shareholders may take place as soon as the chair declares the meeting to be validly convened, provided that the identification of the attendee has been validated after registration on the computer platform in accordance with the established procedure. In any event, the remote voting process with respect to all motions submitted to the meeting shall end at the time immediately prior to the announcement of the agreements at the Meeting of Shareholders. Shareholders who send their vote remotely under the terms established in this section will be deemed to have been present for the purposes of establishing the quorum for the meeting. Consequently, delegations previously made by them shall be deemed to have been revoked.

#### **RIGHT TO A PROXY**

Under Article 27 of the Articles of Association and Article 10 of the Annual General Meeting of Shareholders Regulation of the Company, any shareholder unable to attend the meeting may be represented by any other person, even if the latter is not a shareholder.

Without prejudice to legal provisions relating to representation by a family member, and the granting of general power of attorney, such a proxy must be nominated in writing and specifically for this meeting. The attendance and proxy card provided by the depositary institution or the Company, which can be found on the Company's website in a ready-to-print form, must be duly completed and signed by the shareholder.

The proxy granted or notified by this means must be received by the Company at its registered office (Madrid, Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040) no later than midnight on the third business day following the day on which the Meeting is scheduled to be held on first call, with business days being understood to be Monday to Friday that are not public holidays in the municipality of the registered office. Otherwise, the proxy will be deemed invalid and without effect. Any person with delegated voting rights may only exercise them if they physically attend the General Meeting. If the proxy has not been given voting instructions in relation to items not included on the agenda, the proxy may vote in whatever way he/she deems aligned with the interests of the represented party. A proxy can be revoked at any time. The attendance of the represented party will be considered a revocation of any delegated powers, regardless of when they were granted.

Shareholders wishing to grant a proxy by electronic means prior to the Meeting of Shareholders being held must access the corporate website ([www.ence.es](http://www.ence.es)) and prove their identity on the computer platform provided for this purpose, in the manner indicated in the "COMMON RULES" section of this notice.

Duly accredited shareholders must follow the steps specified in the computer platform to grant proxies.

Electronic proxies may only be granted to the chair or secretary of the meeting or to another person who is a director or shareholder of the Company and who attends the meeting remotely. In the latter case, they must be accepted by the representative, failing which they may not be used. For these purposes, the representative shall be deemed to accept the proxy if, on the computer platform provided by the Company on the website, the proxy holder's national identity card or passport or, if applicable, tax identification number, as well as the attendance and proxy card, duly completed by the shareholder, or the power of attorney in the event that general powers of attorney have been granted, are accredited and attached with a scan.

In order to grant a proxy for the chair, directors, or the secretary of the General Meeting, the shareholder must be accredited on the computer platform provided by the Company on the website and attach a scanned copy of their national identity card or passport or, if applicable, TIN number, as well as the attendance and proxy card, duly completed and signed by the shareholder.

To be valid, the proxy granted or notified by this means must be received by the Company no later than midnight on the third business day following the day on which the Meeting is scheduled to be held on first call, with business days being understood to be Monday to Friday that are not public holidays in the municipality of the registered office.

#### **ABSENTEE BALLOT PRIOR TO THE GENERAL MEETING**

Under Article 31 of the Articles of Association and Article 25 of the Annual General Meeting of Shareholders Regulation, shareholders who are entitled to attend the General Meeting may issue an absentee vote on the motions related with the items on the agenda by sending a duly completed and signed attendance and voting card which has been provided by the depositary institution to the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain).

If the cards issued by the depositary institutions do not include the possibility of issuing an absentee vote, shareholders with a right to attend the meeting and wishing to issue such a vote by post can obtain the relevant card from the Company's registered office (Calle de Beatriz de Bobadilla no. 14, Planta 4ª, 28040 Madrid, Spain), or find a ready-to-print card on the Company's website. Such a card must be duly completed and signed and sent to the Company at its registered office, along with the attendance card provided by the depositary institution or Company under the terms stated above.

Votes cast by postal correspondence must be received by the Company no later than midnight on the third business day following the day on which the Meeting is scheduled to be held on first call, with business days being understood to be Monday to Friday that are not public holidays in the municipality of the registered office. Otherwise the vote will not be valid and will be deemed as not having been cast.

Shareholders with a right to attend who issue a vote under the terms stated above will be deemed present for the purposes of quorum and, as a result, any delegated powers granted beforehand will be deemed revoked and any granted afterwards will be invalid. A postal vote may be cancelled by: (i) its subsequent express revocation using the same method and abiding by the same deadline for the original vote, (ii) by the physical attendance at the meeting of the shareholder who issued it, or (iii) by the conveyance of the shares through which the shareholder held the right to vote, as long as the Company has been informed of this beforehand.

Shareholders wishing to cast their vote by electronic means prior to the Meeting must access the corporate website ([www.ence.es](http://www.ence.es)) and prove their identity on the computer platform provided for this purpose in the manner indicated in the "COMMON RULES" section of this notice.

In accordance with the established deadline and procedure, duly accredited shareholders must follow the steps specified on the computer platform for casting an electronic vote.

In order to be valid, votes cast by this means must be received by the Company no later than midnight on the third business day following the day on which the Meeting is scheduled to be held on first call, with business days being understood to be Monday to Friday that are not public holidays in the municipality of the registered office.

#### **COMMON RULES FOR SHAREHOLDER OR PROXY ACCREDITATION BY REMOTE MEANS**

Shareholders wishing to attend by electronic means must prove their identity on the computer platform no later than midnight before the day on which the meeting is scheduled to be held, while shareholders wishing to appoint proxies or vote prior to the meeting must prove their identity on the computer platform no later than midnight on the third business day prior to the day on which the meeting is scheduled to be held on first call, with business days being understood to be Monday to Friday, excluding public holidays, in the municipality of the registered office. These procedures shall be carried out by any of the following means: (i) the Electronic National Identity Document or (ii) a recognised, valid, and current electronic user certificate in accordance with the provisions in Law 6/2020, of November 11, regulating certain aspects of electronic trust services, and issued by the Spanish Public Certification Authority (CERES), or (iii) by attaching to the electronic platform, in the manner indicated therein, a scanned copy of the national ID document or passport or TIN (in the case of legal entities), as well as the scanned attendance and proxy card, duly completed and signed by the shareholder. In the latter case, once the accreditation has been validated by the Company, the duly accredited shareholder will receive a user number and password to access the computer platform.

Remote proxy, vote, or attendance shall only be deemed valid if shareholder status is confirmed, proving that the ownership and number of shares held by each party attending remotely or issuing their proxy or vote by remote communication coincide with the data provided by Iberclear. Shareholders bear sole responsibility for storing access passwords and using the electronic proxy and voting service. The Company reserves the right to request from shareholders such additional means of identification as it deems necessary to verify their status as shareholders and to guarantee the authenticity of the remote vote, proxy, or attendance.

The Company reserves the right to check the information provided by each shareholder against the information provided by Iberclear, the entity responsible for the accounting registration of the Company's shares. In the event of a discrepancy between the number of shares communicated by a shareholder who issues their proxy or vote by electronic communication or through the cards made available to them on the corporate website ([www.ence.es](http://www.ence.es)) and what is recorded in the book entry registers communicated by Iberclear, only the number of shares recorded in the Iberclear Register shall be deemed valid for quorum and voting purposes.



### ONLINE FORUM FOR SHAREHOLDERS

In accordance with Article 539.2 of the Capital Companies Act, the Company will provide an online forum on its website from the date this notice is published. Shareholders and duly formed voluntary associations registered in the specific registry of the National Securities Market Commission may access this forum with the appropriate guarantees.

The forum will allow the publication of possible motions to be added to the announced agenda, petitions in support of such motions, initiatives to gain the shareholding percentage required to exercise minority rights as established by law, and offers or requests to act as a voluntary proxy.

The forum in no way constitutes a means of communication between the Company and its shareholders. It is only for the purpose of facilitating communication between the shareholders of ENCE ENERGÍA Y CELULOSA, S.A. during the time leading up to the General Meeting.

Access to the forum and the terms and conditions of its use and operation are governed by this notice and the forum's rules of operation, which can be consulted on the website ([www.ence.es](http://www.ence.es)).

### ATTENDANCE OF A NOTARY PUBLIC

The Board of Directors has agreed to the attendance of a notary for the purposes of executing a public document with the minutes of the meeting, in accordance with Article 203 of the Capital Companies Act.

### PROCESSING OF PERSONAL DATA

Any personal data provided by the shareholder to the Company in the exercise or delegation of his/her rights of access to the online forum, attendance, and vote at the General Meeting, or provided for these purposes by banks, companies, and security brokers acting as depositaries or custodians of shares, will be processed by **ENCE ENERGÍA Y CELULOSA S.A., as the controller**, in order to manage the development, compliance, and supervision of the shareholding relationship in relation to the notice and holding of the General Meeting.

In order to comply with the applicable regulations in this area, the following data is reflected:

- 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](mailto: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 legitimate interest of the shareholders.

The personal data obtained will be stored for a period of 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.

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 in the form contained in the aforementioned document and sending it by email to the address [lop@ence.es](mailto:lop@ence.es) or by post to the company's fiscal address (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.

**ADDITIONAL INFORMATION**  
**SECOND CALL TO THE MEETING**

Shareholders' attention is drawn to the fact that, in the absence of an express announcement to the contrary in the daily press, **the meeting is scheduled to be held on second call on 4 April 2024, at 12:30 pm** in the Auditorio de Uría Menéndez, Calle Príncipe de Vergara, 187 - Plaza Rodrigo Uría, 28002, Madrid.

**PHYSICAL ASSISTANCE:** During the hour preceding the start of the meeting at the mentioned place, shareholders or their valid representatives can show their attendance and proxy cards to staff in charge of registration, along with their proof of identity (DNI or passport), and where appropriate, proof of delegated powers.

**ELECTRONIC ATTENDANCE:** Shareholders (or their proxies) wishing to attend the General Shareholders' Meeting electronically may register on the computer platform made available to them up to 24 hours before the start of the meeting, i.e. up to 12.30 pm on 2 April 2024 in the case of it being held on first call, and if applicable, on the following day, 3 April 2024, in the case of it being held on second call.

For any clarification on the matters referred to in this notice, shareholders may contact the Investor Relations Department by email at [ir@ence.es](mailto:ir@ence.es) or by calling the shareholder information line at 91.337.85.53 from 9:00 a.m. to 1:00 p.m., Monday to Friday.

Madrid, 29 February 2024  
The Secretary of the Board of Directors  
José Antonio Escalona de Molina