

ERCROS, S.A.

Supplement to the call notice for the annual general meeting

In accordance with section 519 of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), and in response to the request of shareholders holding 3.25% of the share capital submitted to the Company on 10 May 2021, the board of directors of Ercros publishes the following supplement to the call notice for the annual general meeting, which will be held exclusively online at the registered office (located at Avda. Diagonal 593-595, Barcelona), on 10 June 2021 at 12:00 pm, on first call, and, if the quorum required is not reached, on 11 June 2021, at the same time and place, on second call.

By virtue of the foregoing, the call notice for the meeting published on 5 May 2021 in the newspaper “El Economista”, on the Company’s corporate website and on the website of the Spanish National Securities Market Commission, is hereby supplemented by adding five new items to the agenda, in addition to those appearing in the call notice for the general meeting, with the following wording, which is a literal transcription of the request for the supplement received at the registered office:

- “Approval of the distribution of the undistributed dividends, amounting to EUR 155,168.95, approved by the shareholders at the Annual General Meeting held on 15 June 2018, with a charge to profit for the year ended 31 December 2017.”
- “Approval of the distribution of the undistributed dividends, amounting to EUR 177,648.00, approved by the shareholders at the Annual General Meeting held on 14 June 2019, with a charge to profit for the year ended 31 December 2018.”
- “Approval of the distribution of the undistributed dividends, amounting to EUR 197,229.20, approved by the shareholders at the Annual General Meeting held on 05 June 2020, with a charge to profit for the year ended 31 December 2019.”
- “Setting the number of board members at seven.”
- “Appointment of Víctor Manuel Rodríguez Martín as proprietary director.”

As a result of the inclusion of these new items on the agenda of the aforementioned annual general meeting, the new agenda is as follows:

Agenda

Proposed resolutions submitted for approval at the meeting

- 1st Approval of the financial statements and directors’ report of the Company and its consolidated Group, which includes, as a separate document, the annual corporate governance report, the corporate management report, and the proposed distribution of profit of Ercros, S.A., all for the year ended 31 December 2020.
- 2nd Approval of the statement of non-financial information (annual corporate social responsibility report) of the Company and its consolidated Group for the year ended 31 December 2020.

3rd Amendments to the Articles of Association:

- 3.1. Inclusion in the Articles of Association of Article 15 bis ‘General meeting exclusively online’, to provide for the possibility of holding the general meeting exclusively online.
- 3.2. Amendments to Article 15 ‘Entitlement to attend the meeting’ and Article 21 ‘Deliberations. Passing of resolutions. Minutes’ of the Articles of Association, to include the possibility of attending general meetings online, guaranteeing and ensuring that shareholders and their proxies are able to exercise their rights.
- 3.3. Amendments to Article 26 ‘Appointment and removal of directors’, Article 28 bis ‘Remuneration of directors’, Article 33 ‘Executive committee. Managing directors. Delegation of powers’, Article 35 ‘Appointments and remuneration committee’ and Article 37 ‘The financial statements’ of the Articles of Associations, to bring their content into line with the amendments to Article 17 of the Board Regulations, approved by the board on 28 December 2020, and the new name of the appointments, remuneration, sustainability and corporate social responsibility committee and the communications to the Spanish National Securities Market Commission (“CNMV”).
- 3.4. Amendments to Article 27 ‘Requirements and term of office’ of the Articles of Association, to bring its content into line with the requirements of section 529 bis of the Corporate Enterprises Act.
- 3.5. Amendments to Article 29 ‘Call notice. Meetings’ of the Articles of Associations, to bring its content into line with the amendments to Article 19 of the Board Regulations, approved by the board on 28 December 2020.
- 3.6. Amendments to Article 32 ‘Organisation’ of the Articles of Association, to bring its content into line with the amendments to Article 10 of the Board Regulations, approved by the board on 28 December 2020, and to the new name of the communications to the CNMV.
- 3.7. Amendments to Article 34 ‘Audit committee’ of the Articles of Association, to bring its content into line with the amendments to Article 16 of the Board Regulations, approved by the board on 28 December 2020, and to the new name of the communications to the CNMV.

4th Amendments to the General Meeting Regulations:

- 4.1. Inclusion in the General Meeting Regulations of a new Article 11 bis ‘Attendance at the general meeting online’ and amendments to Article 5 ‘Call notice’, Article 9 ‘Proxies’, Article 11 ‘Right and duty to attend’, Article 14 ‘Requests to speak’, Article 15 ‘Taking the floor’, Article 18 ‘Voting by means of remote communication’ and Article 21 ‘Meeting minutes’ of the General Meeting Regulations, to enable shareholders and their proxies to attend general meetings online and to incorporate certain improvements related to online attendance.

- 4.2. Amendments to Article 6 ‘Information available from the date of the call notice’ of the General Meeting Regulations, to bring its content into line with requirements of section 529 bis of the Corporate Enterprises Act.
- 5th Ratification of the shareholder remuneration policy, approved by the board of directors on 30 April 2021.
- 6th Re-election of Ernst & Young, S.L. as the external auditor of the Company and its consolidated Group for 2021.
- 7th Re-election of Carme Moragues Josa as independent director.
- 8th Advisory vote on the annual directors remuneration report for 2020.
- 9th Delegation of powers to the board of directors and the secretary to the board to interpret, remedy, supplement, execute and develop the resolutions passed by the board, and delegation of powers to execute the resolutions in a public instrument and register them and, where appropriate, to remedy the resolutions.

Item for information of the board not put to a vote

- 10th Information on the amendments to the Board Regulations approved by the board on 28 December 2020, in accordance with that established in section 528 of the Corporate Enterprises Act.

**Supplement to the call notice requested on 10 May 2021 by
shareholders representing 3.25% of share capital**

- 11th Approval of the distribution of the undistributed dividends, amounting to EUR 155,168.95, approved by the shareholders at the annual general meeting held on 15 June 2018, with a charge to profit for the year ended 31 December 2017.
- 12th Approval of the distribution of the undistributed dividends, amounting to EUR 177,648.00, approved by the shareholders at the annual general meeting held on 14 June 2019, with a charge to profit for the year ended 31 December 2018.
- 13th Approval of the distribution of the undistributed dividends, amounting to EUR 197,229.20, approved by the shareholders at the annual general meeting held on 05 June 2020, with a charge to profit for the year ended 31 December 2019.
- 14th Setting the number of board members at seven.
- 15th Appointment of Víctor Manuel Rodríguez Martín as proprietary director.



The supporting reports submitted by this group of shareholders regarding the new items on the agenda proposed in this supplement to the call notice are available in the section corresponding to the shareholders meeting on the corporate website (www.ercros.es).

Daniel Ripley Soria
Secretary to the Ercros board of directors

Barcelona, 13 May 2021