

## VIDRALA, S.A.

### Convening of the Ordinary Shareholders Meeting 2021

By resolution of the Board of Directors of Vidrala, S.A. (the "**Company**"), the Company's Ordinary General Shareholders Meeting is called to convene, at **12:00 p.m.** on **April 27, 2021** at first call and, if applicable, on the following day at the same time at second call, in Llodio (Álava), at the registered office, Barrio Munegazo, número 22, to deliberate and decide on the following agenda:

- 1º.- *Examination and approval, if applicable, of the financial statements of Vidrala, S.A. and the financial statements of its consolidated group of companies for 2020.*
- 2º.- *Approve the duties of the Board of Directors.*
- 3º.- *Approve the proposed application of the result for 2020.*
- 4º.- *Examination and approval of the consolidated statement of non-financial information of Vidrala S.A. and its subsidiaries for 2020.*
- 5º.- *Authorization for the Board of Directors to proceed with the derivative acquisition of treasury shares, either directly or through group companies, in accordance with sections 146 and 509 of the Corporations Act (Ley de Sociedades de Capital), rendering the authorization granted at the General Shareholders Meeting of July 2, 2020 null and void; reduction of share capital, if applicable, to repay treasury shares, delegating the necessary powers to the Board to enforce them.*
- 6º.- *Increase the share capital by the amount determined by the terms of the agreement, by issuing new ordinary shares of one euro and two cents (€1.02) par value each, without an issue premium, of the same class and series as those currently in circulation, charged to free disposal reserves, for the purpose of assigning them free of charge to the Company's shareholders, in the proportion of one (1) new share per twenty (20) existing shares of the Company. Delegation of authority to the Board of Directors, with express powers of substitution, for the purpose of enforcing the extension - in whole or in part, within the limits of this agreement - and subsequent amendment of article 5 of the Articles of Association, requesting the acceptance of the resulting shares in the Market Interconnection System and on the Bilbao and Madrid Stock Exchanges.*
- 7º.- *Review of directors:*
  - 7.1. *Reappointment, for the statutory period, of Mr Carlos Delclaux Zulueta as member of the Board of Directors in the category of proprietary director.*
- 8º.- *Approval of the remuneration policy for directors for 2021-2023.*
- 9º.- *Annual Remuneration Report for the Directors of Vidrala S.A. for submission to the General Shareholders Meeting in consultation.*

10º.- *Delegation of authority to execute the above agreements.*

11º.- *Approve the minutes of the meeting.*

**Right to include items on the Agenda.** In accordance with section 519 of the Corporations Act, shareholders representing at least three (3%) percent of the share capital may request that an addendum be published in the call of the General Shareholders Meeting including one or more items on the Agenda.

The exercise of this right must be made by formal notice - addressed to the Secretary of the Board of Directors - that must be received at the registered office within five (5) days of the publication of this call, where it must be expressly (a) requested that an addendum to this call be published including one or more items in the Agenda, provided that the new items are accompanied by a justification or, where applicable, a proposal for a justified agreement; and (b) to submit reasoned proposals on items already included or that must be included in the Agenda.

The notice must include the name or company name of the shareholder or shareholders requesting it, and must be accompanied by the appropriate documentation - a copy of the attendance card or certificate of standing - proving its status as shareholders, in order to cross-check this information with that provided by 'Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.' (IBERCLEAR).

The addendum to the call to meeting will be published at least fifteen (15) days before the date scheduled for the General Shareholders' Meeting.

**Right to appear.** The holders of shares registered in the corresponding accounting register at least five (5) days before the General Shareholders Meeting will be entitled to attend the General Shareholders Meeting. This circumstance must be proven by means of the appropriate attendance card or standing certificate issued by the entity or entities in charge of keeping the record of entries in question, or in any other way permitted by current law.

**Right to information.** Shareholders have the right to examine at the registered office, located at Barrio Munegazo número 22, Llodio (Álava) or via the Company's website (<http://www.vidrala.com>), the documents mentioned below, as well as the right to obtain delivery or free delivery of a copy of them:

- 1.- Full text of the proposed resolutions corresponding to the items on the Agenda, submitted by the Board of Directors together with the directors' report in relation to items five, six and seven of the Agenda.
- 2.- Full text of the Financial Statements (Balance Sheet, Income Statement, Annual Report, Statement of Changes in Equity and Cash Flow Status) and Management Report of the Company and its Consolidated Group, for 2020, as well as the respective Auditor's Reports.
- 3.- Consolidated non-financial statement for 2020.
- 4.- Annual Corporate Governance Report for 2020, approved by the Board of Directors at its meeting of February 25, 2021.

- 5.- Annual Remuneration Report for the Vidrala Board of Directors for 2020, approved by the Board of Directors at its meeting of February 25, 2021.
- 6.- Rules of the Electronic Shareholders Forum.
- 7.- Attendance, delegation and vote card.
- 8.- Report on the independence of the auditors referred to in section 529m of the Corporations Act.
- 9.- Annual activity report of the Audit and Compliance Committee and the Appointment and Remuneration Committee.

The aforementioned documents, as well as the proposals of the resolutions submitted to the Meeting, are also available to shareholders on the Company's website. ([www.vidrala.com](http://www.vidrala.com)).

In accordance with article 13 of the Articles of Association and section 6 of the General Shareholder Meeting Regulations, from the publication of this announcement of the call of the General Shareholders Meeting and until the fifth day before, inclusive, the date set for its holding at first call, shareholders may request in writing the reports or clarifications they consider necessary, or submit in writing the questions they consider appropriate, regarding the items included in the Agenda. Furthermore, at the same time and in the same manner, shareholders may request reports or clarifications or submit written questions regarding the information accessible to the public that has been provided by the Company to the Spanish National Securities Market Commission since the last General Shareholders Meeting, as well as the auditor's report.

The information application documents will include the name and surnames of the requesting shareholder proving the shares it owns, and the appropriate document - a copy of the attendance card or certificate of standing - that confirms its status as shareholder, and will be attached to cross-check this information with that provided by 'Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.' (IBERCLEAR). These requests for information - addressed to the attention of the Investor Relations Department (Finance Department) - may be made by postal delivery to the registered office of the Company at Barrio Munegazo número 22, Llodio (Álava), indicating the number of shares it holds, the securities account where they are deposited and other circumstances specified on the Company's website, to cross-check this information with that provided by IBERCLEAR.

The Company's website details the relevant explanations for the shareholder's right to information.

**Special information instruments.** In accordance with section 539.2 of the Corporations Act, the Company has a website (<http://www.vidrala.com>) to comply with shareholders' right to information and to disseminate the relevant information required by the law regarding the securities market.

An Electronic Shareholders Forum will be established on the Company's website, which under section 539.2 of the Corporations Act, both individual shareholders and voluntary associations are able to give prior notice to the General Shareholders Meeting, of everything provided in section 539 of the Corporations Act.

**Right to representation.** In accordance with article 17 of the Articles of Association and article 9 of the General Shareholder Meeting Regulations, any shareholder entitled to attend may be represented at the General Shareholders Meeting by another person, even if it is not a shareholder, with representation authorized in writing specifically for the Meeting. The Company's website will include, from the call of the General Shareholders Meeting, a model representation delegation card. The proxy delegation and the corresponding attendance and delegation card must be completed and signed by the shareholder. The delegation must be accepted by the representative shareholder, without which it cannot be exercised. To this end, the representative must also sign the attendance card. The shareholder in whose favor the representation is entrusted must exercise the representation by attending the meeting personally, delivering the attendance and delegation card at the shareholders registration desks, in the place and on the day indicated for the General Shareholders Meeting and at least one hour before the time scheduled for the start of the meeting.

Likewise, attendance and delegation cards may be delivered during the days before the General Shareholders Meeting at the registered office, Barrio Munegazo número 22, Llodio (Álava) or by email addressed to [investors@vidrala.com](mailto:investors@vidrala.com).

In accordance with the Articles of Association and the General Shareholder Meeting Regulations, the Chairman and the Secretary of the General Shareholders Meeting will have the broadest powers to the fullest extent of the law to admit the validity of the document proving the representation.

**Representation by postal correspondence.** In accordance with section 15 of the General Shareholder Meeting Regulations, shareholders may grant their representation by postal correspondence. The attendance and delegation cards, duly completed and signed, may be sent to 'Vidrala, Sociedad Anónima' by postal correspondence addressed to the Company at Barrio Munegazo número 22 Llodio (Álava). Shareholders that confer their representation by postal correspondence must state their name and surnames, proving the shares they hold, in order to cross-check this information with that provided by 'Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.' (IBERCLEAR). The delegation document must be signed by the shareholder and the signature must be notarized. In cases of legal representation, the representative signing on behalf of the shareholder must be proven by delivering a simple copy of the power of attorney.

Shareholders giving their representation by postal correspondence must notify the shareholder appointed as representative of the representation granted in their favor. The representation granted by postal correspondence must be accepted by the representative. To this end, the representative must sign the attendance and delegation card, reserving a copy of it for presentation and delivery at the shareholders registration desks, at the place and on the date indicated for the General Shareholders Meeting.

Therefore, the shareholder in whose favor the representation is entrusted by postal correspondence must exercise it by attending the Meeting personally.

The representation granted by postal correspondence may be rendered null and void by an express revocation by the shareholder made by the same means used to grant the representation, within the period established to grant it, or by personal attendance from the shareholder to the General Shareholders Meeting. Shareholders who confer their representation by postal correspondence and do not record a mark in any of the boxes intended to give voting instructions with regard to the items on the Agenda will be understood as wishing to vote in favor of the respective proposals made by the Board of Directors.

**Voting by mail.** In accordance with section 15 of the General Shareholder Meeting Regulations, shareholders may grant their representation by postal correspondence. To cast the vote by post, the shareholder must complete and sign the attendance, delegation and vote card issued by the entity or entities in charge of keeping the record of entries in the account, which will indicate their voting decision - in favor or against, abstention or blank vote, by marking the corresponding box. The completed and signed card may be sent to 'Vidrala, Sociedad Anónima' by postal correspondence addressed to Barrio Munegazo número 22, Llodio (Álava) or by email to [investors@vidrala.com](mailto:investors@vidrala.com). Shareholders who confer their representation by postal correspondence and do not record a mark in any of the boxes intended to give voting instructions with regard to the items on the Agenda will be understood as wishing to vote in favor of the respective proposals made by the Board of Directors. The vote cast by postal correspondence will be rendered null and void by a subsequent and express revocation of the shareholder made by the same means used for the issue and within the period established for it, or by the personal attendance at the General Shareholders Meeting by the shareholder who cast the vote by postal correspondence or by the attendance of its representative.

The vote cast by mail must be received by the Company before 12 midnight the day before that scheduled for the holding of the General Shareholders Meeting at first call, i.e., before 12 midnight on April 26, 2021. Otherwise, the vote will be understood as not cast. After the aforementioned period, only the votes cast in the General Shareholders Meeting by the owner or by the valid shareholder will be accepted. Shareholders casting their votes remotely by postal correspondence will be considered present for the purposes of the constitution of the General Shareholders Meeting.

**Delegation and vote in the event of an extra call.** If, as a result of exercising the right to include new items on the Agenda that correspond to shareholders representing at least three (3%) percent of the share capital, an addendum to this call is published, shareholders who have delegated their representation or who have cast their vote before the publication of that addendum may:

- (a) Confer the representation again with the corresponding voting instructions, or cast the vote again, with regard to all items of the Agenda (including both the initial items and the new items included through the addendum), in which case the representation granted or the vote cast before will be considered revoked and will be rendered null and void; or
- (b) Complete the corresponding voting instructions to the initially appointed representative (who must be the same, being unable to designate another) only with regard to the new items of the Agenda included through the addendum, all in accordance with the procedures and methods mentioned in the preceding sections, and by the same means used in the delegation granted or the vote originally cast.

If the shareholder has cast the vote remotely before the addendum is published and does not perform any of the actions indicated in paragraphs (a) and (b) above, it will be understood that it abstains from these new items.

**Personal data protection.** The personal data that the shareholders send to the Company to exercise their rights of attendance, delegation and vote at the General Shareholders Meeting or that are provided by the credit institutions and companies and securities agencies in which these shareholders have deposited their shares, through the entity legally authorized to keep the book entry register (Iberclear), will be processed for the purpose of managing the development, compliance and control of the existing shareholder relationship.

Shareholders are also informed that personal data processing regulations are available at <http://www.vidrala.com/es/politica-privacidad.html>. This data will be included in a computer file owned by the Company and the shareholders will have the possibility of exercising their right of access, rectification, erasure and objection, in accordance with the applicable personal data protection law through written communication addressed to the Company located at Barrio Munegazo número 22, Llodio (Álava).

**Attendance premium:** The shares present and those represented - by any of the methods of attending the Meeting remotely- will be paid an attendance premium of 4 cents (€0.04) gross per share.

**Provision for holding the Ordinary General Shareholders Meeting:** From the experience of previous years, it is foreseeable that the General Shareholders Meeting will be held at first call, i.e., April 27, 2021, at the place and time indicated above.

**Additional information arising from the public health risk situation.** Notwithstanding this announcement and, in view of the fact that on April 27, 2021, measures adopted by the competent health or regulatory authority were still in force, either (i) preventing the physical presence of shareholders and shareholders' representatives in the Meeting or (ii) limiting the meetings of more than a certain number of people; so that shareholders or shareholders' representatives could not physically attend the meeting of the Company's Ordinary General Shareholders Meeting, shareholders are informed that:

- a) It is recommended that shareholders use the various channels available to them to grant their representation and vote remotely at the Meeting, as envisaged in this announcement.
- b) Board members must physically attend the General Shareholders Meeting in accordance with section 180 of the Corporations Act. If, as a result of the measures adopted to avoid health risks, any or all of the directors could not - or were not recommended - physically move to the place where the General Shareholders Meeting is held, the Board of Directors will set up the technical resources necessary so that they can be connected electronically in real time and participate in the meeting by means of remote communication.
- c) The Chairman will only invite or authorize attendance at the General Shareholders Meeting of the internal and external collaborating staff strictly necessary to enable the General Shareholders Meeting to be held, and will ensure compliance with the current legal provisions relating to the limitation of interpersonal capacity and distance. If access to the Meeting is not possible due to having already reached the right to hold the meeting, the shareholders or their representatives are advised that, at that time, it may already be unfeasible to participate through the alternative channels if they have already been closed for registration in accordance with the deadlines and procedures described in this

announcement. For this reason, it is particularly advisable to take part in any of the alternative forms to attendance under the terms envisaged in this announcement.

- (d) If the measures imposed by the public authorities prevent the General Shareholders Meeting from being held in the place and at the headquarters established in the call, or if there are restrictions that do not effectively guarantee the exercise of the information, attendance and voting rights of the shareholders and equal treatment between the shareholders, the measures envisaged in Royal Decree Law 34/2020 of November 17 on urgent measures to support business solvency and the energy sector, and on tax matters (as amended by Final Provision Eight of Royal Decree Law 5/2021 of March 12 on extraordinary measures to support business solvency in response to the COVID-19 pandemic) may be adopted, including enabling attendance at the General Shareholders Meeting by electronic means (a circumstance that, if enabled, will be subject to prior information in order for shareholders to know the means of access in due time).

The Board of Directors will duly inform shareholders and markets in general of any measures that may be necessary based on the decisions or recommendations that the competent authorities may issue via its website ([www.vidrala.com](http://www.vidrala.com)) or by the means necessary based on the scope of the measures.

Llodio, March 23, 2021 Secretary of the Board of Directors Mr José Ramón Berecibar Mutiozábal.