

TO THE SPANISH SECURITIES AND EXCHANGE COMMISSION
OTHER RELEVANT INFORMATION ANNOUNCEMENT

VIDRALA, S.A.

Notice of call of the Ordinary General Shareholders' Meeting 2025

Pursuant to the article 17 of Regulation (UE) no. 596/2014 on Market Abuse, article 227 of Law 6/2023, of 17 March, on the Securities Markets and Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) and other applicable regulations, VIDRALA, S.A. (the "**Company**") announces that the Board of Directors of the Company has resolved to call an Ordinary General Shareholders' Meeting to be held next **April 29, 2025**, 12:00 p.m., on first call and, if necessary, the following day, same place and time, on second call, at the Company's registered office, Barrio Munegazo, 22, Llodio (Álava).

Attached to this announcement is the notice of call of the Ordinary General Shareholders' Meeting – including the agenda –, proposed resolutions and reports of the Board of Directors.

Llodio, March 28, 2025

José Ramón Berecibar Mutiozábal
Secretary of the Board of Directors

VIDRALA, S.A.

Notice of Annual Meeting 2025

By resolution of the Board of Directors of Vidrala, S.A. (the “**Company**”), an Annual Meeting of the Company is called to be held at the registered office, located at Barrio Munegazo, 22, Llodio (Álava) at **12:00 p.m.** on **April 29, 2025** first call and, where appropriate, on the following day at the same time at second call, in accordance with the

1. *Examination and approval, where applicable, of the annual accounts of Vidrala, S.A., as well as the annual accounts of its consolidated group of companies for the year 2024.*
2. *Approval of the Board of Directors' management.*
3. *Approval of the proposal for the allocation of the profits (losses) for 2024.*
4. *Examination and approval of the consolidated non-financial information statement (Sustainability Report) of Vidrala, S.A. and its subsidiaries for 2024.*
5. *To revoke the authorization granted on April 30, 2024, authorizing the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or through group companies, in accordance with articles 146 and 509 of the Companies Act; reduction of share capital, where applicable, to redeem treasury shares, delegating to the Board of Directors the necessary powers for its execution.*
6. *Increase of the share capital by the amount determinable according to the terms of the agreement, through the issuance of new ordinary shares with a nominal value of one euro and two cents (€1.02) each, without issuance premium, of the same class and series as those currently in circulation, charged to freely disposable reserves, in order to allocate them free of charge to the shareholders of the Company, in the proportion of one (1) new share for every twenty (20) existing shares of the Company. Delegation of powers to the Board of Directors, with express substitution powers, for the purpose of executing the increase—in whole or in part, in the limits of this resolution—and the consequent amendment of Article 5 of the Bylaws, applying for the admission of the resulting shares in the Stock Interconnection System and in the Stock Exchanges of Bilbao and Madrid.*
7. *Re-election, for the statutory period, of Mr. Carlos Delclaux Zulueta as a member of the Company's Board of Directors as proprietary director.*
8. *Approval of the Annual Report on the Remuneration of the Company's directors on a consultative basis.*
9. *Delegation of powers for the execution of the foregoing resolutions.*
10. *Approval of the minutes of the meeting.*

Right to include items on the agenda. In accordance with Article 519 of the Companies Act, shareholders representing at least three percent (3%) of the capital may request publication of a supplement to the notice of the General Meeting, including one or more items on the agenda.

This right must be exercised by means of irrefutable notice—addressed to the Secretary of the Board of Directors—to be received at the registered office in five (5) days following publication of this notice of meeting, which must expressly (a) request the publication of a supplement to this notice of meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, where applicable, a justified proposal of resolution; and (b) present substantiated proposals of resolution on matters already included or to be included on the agenda.

The notice must state the name or corporate name of the requesting shareholder or shareholders and must be accompanied by the appropriate documentation proving their status as shareholders—a copy of the attendance, proxy and voting card, or certificate of legitimacy—to compare this information with that provided by “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.” (IBERCLEAR).

The call supplement must be published at least fifteen (15) days prior to the date set for the General Meeting at first call.

Right of attendance. Shareholders registered in the corresponding accounting register at least five (5) days before the date on which the General Meeting is to be held (i.e. April 24, 2025) will have the right to attend the General Meeting. This circumstance must be evidenced by means of the appropriate attendance, proxy and voting card, or certificate of legitimacy issued by the entity or entities responsible for the book-entry registry, or by any other means allowed by applicable laws.

Right to information. Shareholders have the right to examine the following documents at the Company's registered office at Barrio Munegazo, 22, Llodio (Álava) or on the Company's website (<http://www.vidrala.com>), as well as the right to obtain the delivery or sending of copies free of charge:

1. Full text of the proposed resolutions corresponding to the items on the agenda submitted by the Board of Directors for approval, together with the report of the directors and, where applicable, of the Appointments and Remuneration Committee, regarding agenda items 5 to 7, inclusive.
2. Full text of the annual accounts (balance sheet, profit and loss statement, notes to the annual accounts, statement of changes in equity and statement of cash flows) and directors' report of the Company and its consolidated group, corresponding to the year 2024, as well as the respective auditor's reports.
3. Consolidated statement of non-financial information (Sustainability Report) for the year 2024.

4. Annual Corporate Governance Report for 2024.
5. Annual Report on Remuneration of the Directors of Vidrala for the financial year 2024.
6. Regulations of the Electronic Shareholders Forum.
7. Attendance, proxy and voting card template.
8. Report on the independence of the auditors referred to in Article 529^{quaterdecies} of the Companies Act.
9. Annual activity reports of the Audit and Compliance Committee and the Appointments and Remuneration Committee.

In accordance with Article 13 of the Bylaws and Article 6 of the Regulations of the General Meeting, from the publication of this notice of call to the General Meeting and up to and including the fifth (5th) day before the date scheduled for the meeting at first call, shareholders may make written requests for the reports or clarifications they consider necessary, or submit the questions they consider pertinent in writing regarding the items on the agenda. In addition, with the same notice and in the same manner, shareholders may request reports or clarifications or ask questions in writing about the information accessible to the public that has been provided by the Company to the Spanish Securities and Exchange Commission since the last General Meeting, as well as about the auditors' reports.

The written requests for information must indicate the name and surname of the requesting shareholder, accrediting the shares they hold, and the appropriate document that demonstrates their status as shareholder (copy of the attendance, proxy and voting card, or certificate of legitimacy) must be attached in order to compare this information with that provided by IBERCLEAR. These requests for information—addressed to the Investor Relations Department (Financial Department)—may be made by delivering the request to the Company's registered office or by sending it to the Company by mail addressed to Barrio Munegazo, 22, Llodio (Álava), stating the number of shares held, the securities account where they are deposited and other circumstances specified on the Company's website, in order to compare this information with that provided by IBERCLEAR. The Company's website contains the relevant instructions for shareholders to exercise their right to information.

Special information instruments. In accordance with Article 539.2 of the Companies Act, the Company has a website (<http://www.vidrala.com>) where shareholders can exercise their right to information and to disseminate the relevant information required by legislation on the securities market.

Electronic Shareholders Forum. An Electronic Shareholders Forum will be set up on the Company's website, to which both individual shareholders and voluntary associations that may be formed in accordance with Article 539.2 of the Companies Act may have access with due guarantees, in order to facilitate their communication before the General Meeting, all in accordance with Article 539 of the Companies Act.

Right of proxy. In accordance with Article 17 of the Company's Bylaws and Article 9 of the Regulations of the General Meeting, any shareholder entitled to attend may be represented at the General Meeting by another person, even if they are not a shareholder, granting the proxy in writing and specifically for the General Meeting. The Company's website will include, from the call for the General Meeting, a template card for attendance, proxy and voting through which proxy can be granted. The proxy must be completed and signed by the shareholder, signing the corresponding attendance, proxy, and voting card. The proxy must be accepted by the representative, without whose acceptance it may not be exercised. For this purpose, the representative must also sign the attendance, proxy and voting card. The representative in whose favor the proxy is granted must exercise it by attending the General Meeting in person, presenting the attendance, proxy, and voting card at the shareholder registration desks at the place and on the date set for the General Meeting and from one hour before the time scheduled for the start of the meeting. Likewise, attendance, proxy, and voting cards may be presented during the days prior to the General Meeting at the registered office located at Barrio Munegazo, 22, Llodio (Álava) or by email to investors@vidrala.com.

In the event of a conflict of interest of the representative to whom the shareholder grants representation, the proxy will be understood to extend to the Chairman, and in the event of a conflict of interest of the Chairman, to the Secretary of the Board of Directors, subject to any express and specific instructions to the contrary from the shareholder on the attendance, proxy, and voting card.

Under the terms laid down in the Company Bylaws and in the Regulations of the General Meeting, the Chairman and the Secretary of the General Meeting will have the broadest powers, as far as legally possible, to accept the validity of the document certifying the proxy.

Representation by correspondence. In accordance with Article 15 of the Regulations of the General Meeting, shareholders may grant their proxy by ordinary mail or electronic mail. The attendance, proxy, and voting cards, duly completed and signed, may be sent by mail addressed to the Company at Barrio Munegazo, 22, Llodio (Álava) or by email to investors@vidrala.com. The shareholder who grants their proxy by mail must indicate their name and surname(s) and accredit the shares they own so that the information can be compared with that provided by IBERCLEAR. The proxy document must be signed by the shareholder and the signature must be notarized. In cases of legal representation, the powers of the proxy signing in the name and on behalf of the shareholder must be evidenced by a non-certified copy of the aforementioned proxy.

The shareholder who grants representation by correspondence must inform the designated proxy of the representation granted in their favor. Representation granted by correspondence must be accepted by the proxy. Accordingly, the representative must sign the attendance, proxy, and voting card, reserving a copy of the card to present it

and hand it over at the shareholder registration desks at the place and on the date set for the General Meeting. Therefore, the representative in whose favor the proxy is granted by mail must exercise it by attending the General Meeting in person.

The proxy granted by mail may be revoked expressly by the shareholder by the same means used to grant the proxy in the term established for its granting, or by personal attendance of the shareholder at the General Meeting. A shareholder who grants proxy by mail and does not check any of the voting instruction boxes for the items on the agenda will be deemed to wish to vote in favor of the respective proposals made by the Board of Directors.

In the event of a conflict of interest of the representative to whom the shareholder grants representation, the proxy will be understood to extend to the Chairman, and in the event of a conflict of interest of the Chairman, to the Secretary of the Board of Directors, subject to any express and specific instructions to the contrary from the shareholder on the attendance, proxy, and voting card.

Distance voting by mail. In accordance with Article 15 of the Regulations of the General Meeting, shareholders may exercise their voting rights by mail. To cast a distance vote by mail, the shareholder must complete and sign the attendance, proxy and voting card issued by the entity or entities in charge of the book-entry registry, in which they must state their vote (for or against), abstention or blank vote, checking the corresponding box with a cross. The attendance, proxy, and voting cards, duly completed and signed, may be sent by mail to the Company at Barrio Munegazo, 22, Llodio (Álava) or by email to investors@vidrala.com. Shareholders who cast their vote by mail and do not check any of the voting instruction boxes for the items on the agenda will be deemed to vote in favor of the respective proposals made by the Board of Directors. The vote cast by mail will be rendered null and void by subsequent and express revocation by the shareholder, carried out by the same means used for casting the vote and in the term established for this purpose, or by personal attendance at the General Meeting by the shareholder who cast the distance vote by mail or by the attendance of their proxy.

Votes cast by mail must be received by the Company before 24:00 on the day prior to the day scheduled for the General Meeting at first call, i.e., before 24:00 on April 28, 2025. Otherwise, the vote will be deemed not to have been cast. After the aforementioned period, only votes cast in person at the General Meeting by the shareholder or by their proxy will be admissible. A shareholder who casts their vote distance voting by mail will be considered present for the purposes of the constitution of the General Meeting.

Representation and voting using electronic means. Shareholders may grant their representation or vote through the electronic means available on the Company's website, accessing the designated space for this purpose before 24:00 on the day prior to the day scheduled for the General Meeting at first call, i.e., before 24:00 on April 28, 2025. To do this, it will be necessary to have a recognized, valid, and current electronic signature, in accordance with applicable regulations, which must (a) be an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the National Mint and Stamp Factory or (b) be incorporated in the Electronic National Identity Document. On the date and at the place of the meeting, the designated

representatives must identify themselves with their National Identity Document so that the Company can validate the proxy granted.

Proxy and voting in the event of a supplement to the call. If a supplement to this call is published as a result of the exercise of the right to include new items on the agenda corresponding to shareholders representing at least three (3%) percent of the share capital, the shareholders who have granted proxy or who have cast their vote prior to the publication of said supplement may:

- (a) grant a new proxy with the corresponding voting instructions or cast a new vote on all the items on the agenda (including both the initial items and the new items incorporated by means of the supplement), in which case the proxy granted or the vote cast previously will be considered revoked and be rendered null and void; or
- (b) complete the corresponding voting instructions for the initially appointed proxy (who must be the same, where no other proxy may be appointed) only with regard to the new items on the agenda incorporated by means of the supplement, all in accordance with the procedures and methods set forth in the preceding sections, and by the same means used in the proxy granted or the vote originally cast.

If the shareholder had cast a distance vote prior to the publication of the supplement and did not carry out any of the actions indicated under (a) and (b) above, it will be understood that they abstain with regard to such new items.

Personal data protection. The personal data that shareholders send to the Company to exercise their rights to attend, delegate and vote at the General Meeting or that are provided by the credit institutions and securities companies and agencies in which such shareholders have deposited their shares, through the entity legally authorized to keep the book-entry registry (IBERCLEAR), will be processed for the development, compliance and control of the existing shareholder relationship.

Shareholders are also informed that the regulations regarding the processing of personal data are available at <https://www.vidrala.com/en/privacy-policy.html>. This data will be incorporated into a computer file owned by the Company and shareholders will be able to exercise their right to access, rectification, objection, erasure, limitation on data processing, and data portability in accordance with applicable legislation on personal data protection by written notice addressed to Vidrala, Sociedad Anónima, Barrio Munegazo, 22, Llodio (Álava).

Attendance premium. For the present actions and those represented—by any of the distance attendance options—an attendance premium of five cents (€0.05) gross per share will be paid.

Forecast for the General Meeting. Based on previous years' experience, it is likely that the General Meeting will be held at first call, i.e., on April 29, 2025, at the place and time previously indicated.

Llodio, March 28, 2025. For the Board of Directors, the Secretary. Mr. José Ramón Berecíbar Mutiozábal.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTIONS RELATING TO ITEMS ONE AND
TWO ON THE AGENDA**

ONE. Examination and approval, where applicable, of the annual accounts of Vidrala, S.A., as well as the annual accounts of its consolidated group of companies for the year 2024.

- 1.1. Approve the annual accounts (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and notes to the annual accounts) for the year ended December 31, 2024, as well as the corresponding directors' report.
- 1.2. Approve the annual accounts of the consolidated group for the financial year closed on 31 December 2024 of the company, as well as the corresponding management report.

TWO. Approval of the Board of Directors' management.

- 2.1. Approve the management of the Company's Board of Directors for the financial year ending December 31, 2024.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM THREE ON
THE AGENDA**

THREE. Approval of the proposal for the allocation of the profits (losses) for 2024.

Approve the proposed allocation of the company's profits (losses) for the year ended December 31, 2024, as follows:

	Euros (€)
- To Interim Dividend	37,546,636.45
- To Supplementary Dividend	14,287,035.00
Total Dividends	51,833,671.45
- To other reserves	94,872,782.74
- To legal reserve	258,397.60
TOTAL PROFIT (LOSS) COMPANY	146,964,851.79
CONSOLIDATED GROUP PROFIT (Thousands of €)	298,315

Consequently, in relation to the proposed distribution of dividends, having paid on February 14, 2025 an interim dividend of €1.1198 gross per share, to approve, as a supplementary dividend, the payment to each of the Company's outstanding ordinary shares of an amount of €0.4261 gross per share, to be paid on July 15, 2025.



VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM FOUR ON
THE AGENDA**

FOUR. **Examination and approval of the consolidated non-financial information statement (Sustainability Report) of Vidrala, S.A. and its subsidiaries for 2024.**

Approve the consolidated statement of non-financial information (*Sustainability Report*) for the year ended December 31, 2024, which is an integral part of the consolidated directors' report for the aforementioned year.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM FIVE ON
THE AGENDA**

- FIVE.** **To revoke the authorization granted on April 30, 2024, authorizing the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or through group companies, in accordance with articles 146 and 509 of the Companies Act; reduction of share capital, where applicable, to redeem treasury shares, delegating to the Board of Directors the necessary powers for its execution.**
1. To revoke the resolution adopted by the General Meeting on April 30, 2024 to authorize the Company, directly or through any of its subsidiaries, for a maximum of five (5) years from the date of this General Meeting, to acquire, at any time and as many times as it deems appropriate, shares of Vidrala, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, together with their subsequent transfer or amortization, all in accordance with Article 146 and related provisions of the Companies Act.
 2. To approve the terms and conditions of these acquisitions, which will be as follows:
 - (a) The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, where applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of Vidrala, S.A., in compliance in all cases with the limitations established for the acquisition of treasury shares by the regulatory authorities of the markets where the shares of Vidrala, S.A. are admitted to trading.
 - (b) The acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in portfolio, does not have the effect that the equity is less than the share capital plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed share capital, as well as the amount of the par value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.

- (c) The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract giving rise to the acquisition. Transactions for the acquisition of treasury shares must be carried out in accordance with the rules and customs of the securities markets.
 - (d) A restricted reserve equivalent to the amount of treasury shares computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.
- 3. To expressly authorize Vidrala, S.A. or its subsidiaries so that the shares acquired under this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.
- 4. To reduce the share capital in order to redeem the treasury shares of Vidrala, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury shares existing at any given time.
- 5. To delegate to the Board of Directors the execution of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is authorized so that, in the term and limits established for such execution, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

PROPOSED RESOLUTION RELATING TO ITEM SIX OF THE
AGENDA

SIX.

Increase of the share capital by the amount determinable according to the terms of the agreement, through the issuance of new ordinary shares with a nominal value of one euro and two cents (€1.02) each, without issuance premium, of the same class and series as those currently in circulation, charged to freely disposable reserves, in order to allocate them free of charge to the shareholders of the Company, in the proportion of one (1) new share for every twenty (20) existing shares of the Company. Delegation of powers to the Board of Directors, with express substitution powers, for the purpose of executing the increase—in whole or in part, in the limits of this resolution—and the consequent amendment of Article 5 of the Bylaws, applying for the admission of the resulting shares in the Stock Interconnection System and in the Stock Exchanges of Bilbao and Madrid.

1. Capital increase.

Increase the share capital by the determinable amount resulting from multiplying (a) the nominal value of each share of Vidrala, S.A. of ONE EURO AND TWO CENTS (€1.02), nominal value of each, by (b) the determinable number of new shares (the “**New Shares**”) of the Company in the proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase execution.

For clarification and illustrative purposes, with the share capital figure existing on the date of this resolution, the share capital would be increased by the amount of ONE MILLION SEVEN HUNDRED TEN THOUSAND SEVENTEEN EUROS AND SEVENTY-SIX CENTS (€1,710,017.76), by issuing and putting into circulation ONE MILLION SIX HUNDRED SEVENTY SIX THOUSAND SEVENTY-SIX THOUSAND FOUR HUNDRED EIGHTY-EIGHT (1,676,488) new ordinary shares of ONE EURO AND TWO CENTS (€1.02) nominal value each, belonging to the only class and series of shares of the company, represented by book entries.

In any case, the New Shares are issued at par, that is, at their nominal value of ONE EURO AND TWO CENTS (€1.02), with no issuance premium, and will be allocated free of charge to the company's shareholders.

The New Shares will be disbursed from available reserves and will be allocated free of charge to the company's shareholders at a ratio of ONE (1) New Share for every TWENTY (20) shares they hold in the company.

In accordance with Article 311 of the Companies Act (the Consolidated Text of which was approved by Royal Legislative Decree 1/2010 of July 2, 2010 (the "**Companies Act**")), the possibility of incomplete allocation of the capital increase is provided for in the event that a beneficiary of the free-of-charge allocation rights waives all or part of such rights, whereby, in the event of such waiver, the capital will be increased by the corresponding amount.

2. Recipients.

All the New Shares issued under this resolution will be allocated free of charge to the company's shareholders in a proportion of ONE (1) New Share for every TWENTY (20) shares they hold in the company.

The rights to free allocation will be transferable under the same conditions as the shares they derive from.

For these purposes, all individuals or legal entities which, at the end of the day immediately prior to the start date of the free allocation period referred to in the following paragraph, appear as holders of shares in the company in the accounting records of the entities affiliated with Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) will be considered shareholders of the company.

3. Procedure for exercising the right to free allocation of shares.

In accordance with article 306.2 of the Companies Act, the rights to free allocation may be exercised for a period of fourteen (14) calendar days starting from the day following the publication of the capital increase announcement in the Official Gazette of the Companies Registry and on the company's website (www.vidrala.com).

The allocation of the shares subject to the capital increase may be processed through any of the entities affiliated with Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

Once the negotiation period for the free allocation rights has ended, the New Shares that could not be allocated for reasons not attributable to the company will be held in deposit for those who can demonstrate legitimate ownership of the corresponding free allocation rights. Three (3) years after the end date of the negotiation period for the free allocation rights, any New Shares that remain unallocated may be sold in accordance with Article 117 of the Companies Act, on the account and at the risk of the interested parties. The net amount from the aforementioned sale will be deposited with the Bank of Spain or Caja General de Depósitos (General Public Depository) at the disposal of the interested parties.

4. Available reserves and reference balance sheet.

The capital increase will be made using the “Voluntary reserves” account—which can be freely accessed—the total amount of which as of December 31, 2024, was €100,788 thousand.

The balance that will serve as the basis for the operation will be that corresponding to December 31, 2024, duly audited and approved by this General Meeting.

5. Rights of the new shares.

The New Shares will grant their holders, from the date of registration in the accounting entries of IBERCLEAR, the same political and economic rights as the other shares of the company. As a result, they will have the right to receive the dividends that are agreed to be distributed after the date of registration of the allocation of the shares in the account annotation register.

6. Application for admission to trading.

Application will be made for admission of the New Shares to be issued by virtue of this resolution to increase share capital to official listing through the Stock Exchange Interconnection System on the Bilbao and Madrid Stock Exchanges, subject to compliance with applicable regulations, authorizing the Board of Directors, with express powers of substitution in one or several members of the Board of Directors, to execute such documents and perform such acts as may be necessary for such purpose, with full powers and with no restriction whatsoever.

7. Amendment of the bylaws.

Article 5 of the bylaws will be amended as a result of this resolution to increase the share capital in order to reflect the amount resulting from the increase, expressly authorizing the Board of Directors to reword it regarding the share capital once the increase has been agreed upon and executed.

8. Execution of the capital increase.

In one (1) year from the date of this resolution, the Board of Directors may agree to carry out the capital increase and set the conditions for it in all matters not provided for in this resolution. However, if the Board of Directors does not consider it appropriate to carry out the capital increase in the indicated timeframe, it may submit to the General Meeting the possibility of revoking it.

Once the negotiation period for the free allocation rights has ended:

- (a) The New Shares will be allocated to those who, according to the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) and its participating entities, were holders of free allocation rights in the

proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase execution.

- (b) The Board of Directors will declare the trading period for the free allocation rights closed and will proceed to formally account for the application of the "Voluntary Reserves" in the amount of the capital increase, which will be paid up with this application.

Similarly, once the negotiation period for the free allocation rights has ended, the Board of Directors will adopt the corresponding agreements to amend the bylaws to reflect the new amount of share capital and apply for the admission of the New Shares for listing.

9. Delegation of the Board of Directors.

In accordance with Article 297.1 a) of the current Companies Act, the Board of Directors is authorized, with express powers of substitution, to set the exact amount of the capital increase and the exact number of New Shares to be issued, to set the date on which the capital increase resolution must be carried out, in whole or in part, in a period not exceeding one year, as well as to determine all the conditions of the capital increase not agreed by the General Meeting.

The Board of Directors is also delegated, and without the following list being exhaustive or implying any limitation or restriction on the powers that are as broad as possible in law, the broadest powers to:

- (a) Indicate the date on which the capital increase resolution must come into effect, in any case in a deadline of one (1) year from its approval.
- (b) Set the exact amount of the capital increase and the exact number of New Shares to be issued; declare the capital increase closed and executed.
- (c) Take actions and make statements to the Spanish Securities and Exchange Commission, stock exchange governing entities, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), and any other organization or entity or public or private register to obtain any authorizations, verifications or procedures necessary for the full execution of the above resolutions.
- (d) Draft, subscribe, and grant any public and private documents that are necessary or convenient, in order for the new shares issued to be admitted for listing on the Stock Exchanges of Bilbao and Madrid.
- (e) Draft and publish all and any announcements as may be necessary. Carry out as many actions as necessary or appropriate to execute and formalize the capital increase before any public or private entities and organizations, including those for declaration, complement, or correction of defects or omissions that could prevent or hinder the full

effectiveness of the above resolutions.

- (f) Resolve on the cases for the revocation of the capital increase in accordance with the usual practice in this type of operation and refrain from the capital increase in cases where it is legally possible and convenient for the Company.
- (g) Amend Article 5 of the bylaws, adapting it to the new capital amount resulting from the determination of the capital increase amount and the number of shares that were ultimately subscribed and paid up.
- (h) Replace all or some of the powers granted under this agreement in favor of one or more members of the Company's Board of Directors.

It is noted for the record that a report justifying the proposal presented in this document has been prepared by the directors.



VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM SEVEN ON THE
AGENDA**

**SEVEN. Re-election, for the statutory period, of Mr. Carlos Delclaux Zulueta as
a member of the Company's Board of Directors as proprietary director.**

At the proposal of the Board of Directors, with the favorable report of the Appointments and Remuneration Committee, in accordance with Article 26 of the Bylaws, to re-elect as a member of the Board of Directors, for a period of four years, Mr. Carlos Delclaux Zulueta, as a proprietary director.

It is hereby noted that the corresponding reports on this proposal have been drawn up by the Appointments and Remuneration Committee and the Board of Directors.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM EIGHT OF
THE AGENDA**

**EIGHT. Approval of the Annual Report on the Remuneration of the Company's
directors on a consultative basis.**

The Board of Directors of Vidrala, S.A., at its meeting held on February 27, 2025, following a report from the Appointments and Remuneration Committee, has prepared the Annual Report on Directors' Remuneration for the purposes laid down in Article 541 of the Companies Act.

In accordance with the aforementioned precept, this Annual Report on Directors' Remuneration, which is made available to shareholders, is submitted to a vote, on a consultative basis and as a separate item on the agenda.

VIDRALA, S.A.

NOTICE OF ANNUAL MEETING

APRIL 29, 2025

**PROPOSED RESOLUTION RELATING TO ITEM NINE OF
THE AGENDA**

**NINE. Delegation of powers for the execution of the foregoing
resolutions.**

To expressly authorize the Board of Directors of the Company, with express powers of substitution, to the fullest extent required by law for the fullest execution of the resolutions adopted at this General Meeting, and to correct, clarify, specify or complete said resolutions in accordance with the verbal or written qualification of the Commercial Registry and, in particular, jointly or severally, Mr. Carlos Delclaux Zulueta, and Mr. José Ramón Berecíbar Mutiozábal, Chairman of the Board of Directors, and Secretary of the Board of Directors, respectively, to appear before a Notary Public to execute the corresponding public deed, performing such acts as may be necessary to register the resolutions adopted by this General Meeting that are eligible for registration in the Commercial Registry.

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. FOR THE PURPOSES SET FORTH IN ARTICLE 286 OF THE COMPANIES ACT IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FIVE OF THE AGENDA OF THE ANNUAL GENERAL MEETING.

1. SUBJECT OF THIS REPORT.

Article 286 of Royal Legislative Decree 1/2010 of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**"), requires, among other elements, that the Board of Directors prepare a written report justifying the valid adoption of the resolution to amend the bylaws. This report from the Board of Directors, along with the full text of the proposed amendment, must be made available to the shareholders in the time and in the manner referred to in said article.

Article 318 of the Companies Act establishes that the reduction of share capital must be agreed by the General Meeting in accordance with the requirements of the amendment of the bylaws.

The purpose of this report is to comply with the provisions of the aforementioned regulations and, in this regard, it is prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the proposal submitted for approval at the General Meeting convened for April 29, 2025, at 12:00 p.m. at first call, and the following day at the same time, at second call, under item five of the agenda.

2. JUSTIFICATION OF THE PROPOSAL.

Articles 144 and following of the Companies Act, which regulate the regime of business on treasury shares, do indeed allow for the acquisition of the shares by complying, among others, with the requirements resulting from Article 146 of the Companies Act.

To this effect, the proposal is put to the General Meeting to adopt a resolution which (cancelling the unexecuted part of the resolution adopted by the Annual General Meeting of last year) authorizes the Company, either directly or through companies of its group, to acquire its own shares or, in the second case, shares issued by the parent company, with the requirements and limits established in applicable legislation.

However, once the derivative acquisition of treasury shares has occurred, there are several mechanisms in place in applicable legislation to reduce or eliminate the Company's treasury shares that have been acquired. So, it could be decided to redeem these shares or to sell them on the market. In the case of a company with securities admitted to trading on a secondary market, it is impossible to determine a priori the suitability of the procedure that, in the Company's interest, it is advisable to use for the aforementioned purpose of reducing or eliminating the treasury shares acquired. It is not possible to foresee market conditions at any given time, which could be favorable or unfavorable with regard to a single previously established procedure.

For this reason, it is considered appropriate for the assessment of the circumstances at any given time to be made by the Board of Directors, which will then decide on the most suitable system

If it is decided to redeem the treasury shares acquired, this results in the need to adopt a resolution to reduce the share capital. However, as the assessment of the convenience and opportunity of a financial operation of these characteristics must be adopted based on market circumstances at any given time, this requires—in the opinion of this Board of Directors—proposing to the General Meeting the adoption of a capital reduction resolution delegating the Board with the necessary powers for its execution. Such proposal includes the determination of the amount of the capital reduction and whether such amount is to be appropriated either to a restricted reserve or to a freely distributable reserve, in which case the requirements established by applicable legislation must naturally be complied with in order to guarantee creditors.

In short, the purpose of this resolution to reduce share capital is to provide the Company with a suitable instrument in the interest of the Company and its shareholders.

3. FULL TEXT OF THE PROPOSED RESOLUTION SUBMITTED TO THE GENERAL MEETING

The full text of the proposed resolution submitted for approval by the General Meeting is as follows:

"FIVE. ***To revoke the authorization granted on April 30, 2024, authorizing the Board of Directors to proceed with the derivative acquisition of treasury shares, directly or through group companies, in accordance with articles 146 and 509 of the Companies Act; reduction of share capital, where applicable, to redeem treasury shares, delegating to the Board of Directors the necessary powers for its execution.***

1. To revoke the resolution adopted by the General Meeting on April 30, 2024 to authorize the Company, directly or through any of its subsidiaries, for a maximum of five (5) years from the date of this General Meeting, to acquire, at any time and as many times as it deems appropriate, shares of Vidrala, S.A., by any means permitted by law, including against profits for the year and unrestricted reserves, together with their subsequent transfer or amortization, all in accordance with Article 146 and related provisions of the Companies Act.
2. To approve the terms and conditions of these acquisitions, which will be as follows:
 - (a) The par value of the shares acquired directly or indirectly, added to the par value of the shares already held by the acquiring company and its subsidiaries and, where applicable, by the parent company and its subsidiaries, must not exceed ten percent (10%) of the share capital of Vidrala, S.A., in compliance in all cases with the limitations established for the acquisition of treasury shares by the regulatory authorities of the markets where the shares of Vidrala, S.A. are admitted to trading.

- (b) The acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the share capital plus the legal or statutory reserves that are not available. For these purposes, equity will be deemed to be the amount classified as such in accordance with the criteria for the preparation of the annual accounts, less the amount of the profits directly allocated thereto, and increased by the amount of the uncalled subscribed share capital, as well as the amount of the par value and the share premiums of the subscribed capital recorded for accounting purposes as liabilities.
 - (c) The acquisition price must not be less than the nominal price or ten percent (10%) higher than the listed price of the shares on the date of acquisition or, in the case of derivatives, on the date of the contract giving rise to the acquisition. Transactions for the acquisition of treasury shares must be carried out in accordance with the rules and customs of the securities markets.
 - (d) A restricted reserve equivalent to the amount of treasury shares computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.
- 3. To expressly authorize Vidrala, S.A. or its subsidiaries so that the shares acquired under this authorization may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a result of the exercise of option rights held by them, for the purposes laid down in the last paragraph of Article 146.1(a) of the Companies Act.
- 4. To reduce the share capital in order to redeem the treasury shares of Vidrala, S.A. that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury shares existing at any given time.
- 5. To delegate to the Board of Directors the execution of the foregoing resolution to reduce capital, who may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is authorized so that, in the term and limits established for such execution, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general,

to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors."

4. PUBLICITY OF THIS REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 28, 2025. It will be made available to the public (and, in particular, to the Company's shareholders at the next General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Llodio, March 28, 2025

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. FOR THE PURPOSES SET FORTH IN ARTICLE 286 OF THE COMPANIES ACT IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM SIX OF THE AGENDA OF THE ANNUAL GENERAL MEETING.

1. SUBJECT OF THIS REPORT.

Article 286 of Royal Legislative Decree 1/2010 of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**"), requires, among other elements, that the Board of Directors prepare a written report justifying the valid adoption of the resolution to amend the bylaws. This report from the Board of Directors, along with the full text of the proposed amendment, must be made available to the shareholders in the time and in the manner referred to in said article.

Article 296 of the Companies Act establishes that the increase of share capital must be agreed by the General Meeting in accordance with the requirements established for the amendment of the bylaws.

The purpose of this report is to comply with the provisions of the aforementioned regulations and, in this regard, it is prepared by the Board of Directors of Vidrala, S.A. ("**Vidrala**" or the "**Company**") to justify the proposal submitted for approval at the General Meeting convened for April 29, 2025, at 12:00 p.m. at first call, and the following day at the same time, at second call, under item six of the agenda.

2. JUSTIFICATION OF THE PROPOSAL.

The capital increase referred to in this report consists of a determinable amount resulting from multiplying (a) the nominal value of each Vidrala share of ONE EURO AND TWO CENTS (€1.02), each with a nominal value, by (b) the determinable number of new shares (the "**New Shares**") of the Company in the proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase.

It is therefore a matter of offering the shareholders of the Company a number of New Shares, free of charge, in the proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase.

The capital increase will be made using the "Voluntary Reserves" account—which can be freely accessed—the total amount of which as of December 31, 2024, was €100,788 thousand.

The Board of Directors believes that the capital increase proposed to the General Meeting is a highly beneficial operation for the Company, justified by three basic reasons:

1. The Company can thus reward the shareholder and, at the same time, maintain the necessary resources to face new projects that generate value for the shareholder. With this, the Company remains true to its goal of creating value for the shareholder.

2. This promotes greater liquidity of Vidrala's stock in the market, due to the increase in the company's shares in circulation.
3. The equity structure is reinforced, derived from the capitalization of reserves.

Based on the above, the Board of Directors submits to the General Meeting the approval of the capital increase operation described, recognizing the right to free proportional allocation in favor of the shareholders, set at ONE (1) New Share for every TWENTY (20) existing shares at the time of execution of the capital increase.

The balance sheet of the Company closed on December 31, 2024, which will have been previously submitted for approval by the General Meeting, will be used as a reference.

In light of the above considerations, the Board of Directors deems it necessary for the General Meeting, when adopting the resolution to increase the share capital, to delegate to the Board of Directors the broad powers mentioned, with express authorization for any member of the Board of Directors to substitute these powers, in order to operate in an even more flexible way.

3. FULL TEXT OF THE PROPOSED RESOLUTION FOR AMENDMENT OF THE BYLAWS SUBMITTED FOR THE DELIBERATION AND DECISION OF THE ORDINARY GENERAL MEETING.

The full text of the proposed resolution submitted for approval by the General Meeting is as follows:

- "SIX.** *Increase of the share capital by the amount determinable according to the terms of the agreement, through the issuance of new ordinary shares with a nominal value of one euro and two cents (€1.02) each, without issuance premium, of the same class and series as those currently in circulation, charged to freely disposable reserves, in order to allocate them free of charge to the shareholders of the Company, in the proportion of one (1) new share for every twenty (20) existing shares of the Company. Delegation of powers to the Board of Directors, with express substitution powers, for the purpose of executing the increase—in whole or in part, in the limits of this resolution—and the consequent amendment of Article 5 of the Bylaws, applying for the admission of the resulting shares in the Stock Interconnection System and in the Stock Exchanges of Bilbao and Madrid.*

1. Capital increase.

*Increase the share capital by the determinable amount resulting from multiplying (a) the nominal value of each share of Vidrala, S.A. of ONE EURO AND TWO CENTS (€1.02), nominal value of each, by (b) the determinable number of new shares (the "**New Shares**") of the Company in the proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase execution.*

For clarification and illustrative purposes, with the share capital figure existing on the date of this resolution, the share capital would be increased by the amount of ONE MILLION SEVEN HUNDRED TEN THOUSAND SEVENTEEN EUROS AND SEVENTY-SIX CENTS (€1,710,017.76), by issuing and putting into circulation ONE MILLION SIX HUNDRED SEVENTY SIX THOUSAND SEVENTY-SIX THOUSAND FOUR HUNDRED EIGHTY-EIGHT (1,676,488) new ordinary shares of ONE EURO AND TWO CENTS (€1.02) nominal value each, belonging to the only class and series of shares of the company, represented by book entries.

In any case, the New Shares are issued at par, that is, at their nominal value of ONE EURO AND TWO CENTS (€1.02), with no issuance premium, and will be allocated free of charge to the company's shareholders.

The New Shares will be disbursed from available reserves and will be allocated free of charge to the company's shareholders at a ratio of ONE (1) New Share for every TWENTY (20) shares they hold in the company.

In accordance with Article 311 of the Companies Act (the Consolidated Text of which was approved by Royal Legislative Decree 1/2010 of July 2, 2010 (the "**Companies Act**")), the possibility of incomplete allocation of the capital increase is provided for in the event that a beneficiary of the free-of-charge allocation rights waives all or part of such rights, whereby, in the event of such waiver, the capital will be increased by the corresponding amount.

2. Recipients.

All the New Shares issued under this resolution will be allocated free of charge to the company's shareholders in a proportion of ONE (1) New Share for every TWENTY (20) shares they hold in the company.

The rights to free allocation will be transferable under the same conditions as the shares they derive from.

For these purposes, all individuals or legal entities which, at the end of the day immediately prior to the start date of the free allocation period referred to in the following paragraph, appear as holders of shares in the company in the accounting records of the entities affiliated with Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) will be considered shareholders of the company.

3. Procedure for exercising the right to free allocation of shares.

In accordance with article 306.2 of the Companies Act, the rights to free allocation may be exercised for a period of fourteen (14) calendar days starting from the day following the publication of the capital increase announcement in the Official Gazette of the Commercial Registry and on the company's website (www.vidrala.com).

The allocation of the shares subject to the capital increase may be processed through any of the entities affiliated with Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).

Once the negotiation period for the free allocation rights has ended, the New Shares that could not be allocated for reasons not attributable to the company will be held in deposit for those who can demonstrate legitimate ownership of the corresponding free allocation rights. Three (3) years after the end date of the negotiation period for the free allocation rights, any New Shares that remain unallocated may be sold in accordance with Article 117 of the Companies Act, on the account and at the risk of the interested parties. The net amount from the aforementioned sale will be deposited with the Bank of Spain or Caja General de Depósitos (General Public Depository) at the disposal of the interested parties.

4. Available reserves and reference balance sheet.

The capital increase will be made using the “Voluntary reserves” account—which can be freely accessed—the total amount of which as of December 31, 2024, was €100,788 thousand.

The balance that will serve as the basis for the operation will be that corresponding to December 31, 2024, duly audited and approved by this General Meeting.

5. Rights of the new shares

The New Shares will grant their holders, from the date of registration in the accounting entries of IBERCLEAR, the same political and economic rights as the other shares of the company. As a result, they will have the right to receive the dividends that are agreed to be distributed after the date of registration of the allocation of the shares in the account annotation register.

6. Application for admission to trading.

Application will be made for admission of the New Shares to be issued by virtue of this resolution to increase share capital to official listing through the Stock Exchange Interconnection System on the Bilbao and Madrid Stock Exchanges, subject to compliance with applicable regulations, authorizing the Board of Directors, with express powers of substitution in one or several members of the Board of Directors, to execute such documents and perform such acts as may be necessary for such purpose, with full powers and with no restriction whatsoever.

7. Amendment of the bylaws.

Article 5 of the bylaws will be amended as a result of this resolution to increase the share capital in order to reflect the amount resulting from the increase, expressly authorizing the Board of Directors to reword it regarding the share capital once the increase has been agreed upon and executed.

8. Execution of the capital increase.

In one (1) year from the date of this resolution, the Board of Directors may agree to carry out the capital increase and set the conditions for it in all matters not provided for in this resolution. However, if the Board of Directors does not

consider it allocate to carry out the capital increase in the indicated timeframe, it may submit to the General Meeting the possibility of revoking it.

Once the negotiation period for the free allocation rights has ended:

- (a) The New Shares will be allocated to those who, according to the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) and its participating entities, were holders of free allocation rights in the proportion of ONE (1) New Share for every TWENTY (20) existing shares at the time of the capital increase execution.
- (b) The Board of Directors will declare the trading period for the free allocation rights closed and will proceed to formally account for the application of the "Voluntary Reserves" in the amount of the capital increase, which will be paid up with this application.

Similarly, once the negotiation period for the free allocation rights has ended, the Board of Directors will adopt the corresponding agreements to amend the bylaws to reflect the new amount of share capital and apply for the admission of the New Shares for listing.

9. Delegation of the Board of Directors

In accordance with Article 297.1 a) of the current Companies Act, the Board of Directors is authorized, with express powers of substitution, to set the exact amount of the capital increase and the exact number of New Shares to be issued, to set the date on which the capital increase resolution must be carried out, in whole or in part, in a period not exceeding one year, as well as to determine all the conditions of the capital increase not agreed by the General Meeting.

The Board of Directors is also delegated, and without the following list being exhaustive or implying any limitation or restriction on the powers that are as broad as possible in law, the broadest powers to:

- (a) Indicate the date on which the capital increase resolution must come into effect, in any case in a deadline of one (1) year from its approval.
- (b) Set the exact amount of the capital increase and the exact number of New Shares to be issued; declare the capital increase closed and executed.
- (c) Take actions and make statements to the Spanish Securities and Exchange Commission, stock exchange governing entities, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), and any other organization or entity or public or private register to obtain any authorizations, verifications or procedures necessary for the full execution of the above resolutions.
- (d) Draft, subscribe, and grant any public and private documents that are necessary or convenient, in order for the new shares issued to be

admitted for listing on the Stock Exchanges of Bilbao and Madrid.

- (e) Draft and publish all and any announcements as may be necessary. Carry out as many actions as necessary or allocate to execute and formalize the capital increase before any public or private entities and organizations, including those for declaration, complement, or correction of defects or omissions that could prevent or hinder the full effectiveness of the above resolutions.*
- (f) Resolve on the cases for the revocation of the capital increase in accordance with the usual practice in this type of operation and refrain from the capital increase in cases where it is legally possible and convenient for the Company.*
- (g) Amend Article 5 of the bylaws, adapting it to the new capital amount resulting from the determination of the capital increase amount and the number of shares that were ultimately subscribed and paid up.*
- (h) Replace all or some of the powers granted under this agreement in favor of one or more members of the Company's Board of Directors.*

It is noted for the record that a report justifying the proposal presented in this document has been prepared by the directors."

4. PUBLICITY OF THIS REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 28, 2025. It will be made available to the public (and, in particular, to the Company's shareholders at the next General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Llodio, March 28, 2025

REPORT ISSUED BY THE BOARD OF DIRECTORS OF VIDRALA, S.A. (the "Company") CONCERNING THE PROPOSAL FOR THE RE-ELECTION OF MR. CARLOS DELCLAUX ZULUETA AS A PROPRIETARY DIRECTOR, TO BE MADE BY THE BOARD OF DIRECTORS IN CONNECTION WITH HIS (WHERE APPLICABLE) RE-ELECTION BY THE NEXT GENERAL MEETING.

1. SUBJECT OF THIS REPORT.

This report (the "**Report**") is issued in accordance with and for the purpose of Article 529 decies of Royal Legislative Decree 1/2010, of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**") and Articles 22 and 23 of the Board Regulations, which establish that the Board of Directors is responsible for making proposals for the appointment of directors (other than independent directors) to be submitted for approval by the General Meeting (the "**General Meeting**").

In this regard, the Report is issued for the purpose of proposing to the next Annual General Meeting, the re-election of Carlos Delclaux Zulueta (the "**Director**") as a proprietary director for the statutory term.

2. PROPOSAL AND JUSTIFICATION OF THE PROPOSAL.

At its meeting held today, the Board of Directors has adopted the resolution to propose the appointment of the Director as proprietary director for the statutory term, to be submitted to the decision of the next Annual General Meeting.

The above resolution was adopted in the context of the expiry of the term for which the Director was last appointed by the General Meeting on April 27, 2021, at which he was re-elected for the statutory term of four (4) years.

In this regard, the Board of Directors has been able to verify that the Director meets the circumstances of honorability, suitability, solvency, competence, experience, qualification, training, availability, and commitment required for the position of director of the Company, as well as that the circumstances of his qualification as a proprietary director remain current.

Professional profile of the Director

The professional profile of the Director is available to the public on the Company's website at

<https://www.vidrala.com/en/investors/governance/board-of-directors/>

3. FULL TEXT OF THE PROPOSED RESOLUTION TO BE SUBMITTED FOR DELIBERATION AND DECISION OF THE GENERAL MEETING.

For the purposes of the proposed appointment made, the following proposal of resolution will be submitted to the General Meeting:

"SEVEN. *Re-election, for the statutory period, of Mr. Carlos Delclaux as a member of the Company's Board of Directors as proprietary director.*

At the proposal of the Board of Directors, with the favorable report of the Appointments and Remuneration Committee, in accordance with Article 26 of the Bylaws, to re-elect as a member of the Board of Directors, for a period of four (4) years, Mr. Carlos Delclaux Zulueta, as a proprietary director.

It is hereby noted that the corresponding reports on this proposal have been drawn up by the Appointments and Remuneration Committee and the Board of Directors."

4. FORMULATION AND PUBLICITY OF THE REPORT.

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 28, 2025. It will be made available to the public (and, in particular, to the Company's shareholders at the next General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Llodio, March 28, 2025.

REPORT ISSUED BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF VIDRALA, S.A. (the "Company") CONCERNING THE PROPOSAL FOR THE RE-ELECTION OF MR. CARLOS DELCLAUX ZULUETA AS A PROPRIETARY DIRECTOR, TO BE MADE BY THE BOARD OF DIRECTORS IN CONNECTION WITH HIS (WHERE APPLICABLE) RE-ELECTION BY THE NEXT GENERAL MEETING.

1. SUBJECT OF THIS REPORT.

This report (the "**Report**") is issued pursuant to and for the purpose of the provisions of Articles 529 *decies* and 529 *quindecies* d) of Royal Legislative Decree 1/2010, of July 2, which approves the consolidated text of the Companies Act (the "**Companies Act**"), Articles 22 and 23 of the Board Regulations and Article 3.(f) of the Regulations of the Appointments and Remuneration Committee, which establishes that the Appointments and Remuneration Committee (the "**Committee**") is responsible for informing the Board of Directors regarding proposals for the appointment of directors (other than independent directors) to be submitted for approval by the general meeting of shareholders of the Company (the "**General Meeting**").

In this regard, the Report is issued in relation to the proposal made by the Company's Board of Directors to submit to vote at the next General Meeting the re-election of Mr. Carlos Delclaux Zulueta (the "**Director**") as a proprietary director for the statutory term.

2. REPORT ON THE PROPOSAL.

At its meeting held today, the Board of Directors has adopted the resolution to propose the re-election of Mr. Carlos Delclaux Zulueta for the statutory term, to be submitted to the decision of the next Annual General Meeting.

The above resolution was adopted in the context of the expiry of the term for which the Director was last appointed by the General Meeting on April 27, 2021, at which he was re-elected for the statutory term of four (4) years.

Accordingly, the Appointments and Remuneration Committee has resolved to report favorably on the proposal for the re-election of the Director as a proprietary director. Both the Committee and the Board of Directors have verified that the Director continues to meet the circumstances of honorability, suitability, solvency, competence, experience, qualification, training, availability and commitment required for the position of director of the Company. The circumstances for his qualification as a proprietary director also continue to apply.

Professional profile of the Director

The professional profile of the Director is available to the public on the Company's website at

<https://www.vidrala.com/en/investors/governance/board-of-directors/>

3. FORMULATION AND PUBLICITY OF THE REPORT.

This report has been formulated and unanimously approved by the Appointments and Remuneration Committee at its meeting held on March 28, 2025. It will be made available to the public (and, in particular, to the Company's shareholders on the occasion of the next ordinary meeting of the General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Llodio, March 28, 2025.