

**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:

	<b>Euros (€)</b>
- 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
<b>TOTAL PROFIT (LOSS) COMPANY</b>	<b>146,964,851.79</b>
<b>CONSOLIDATED GROUP PROFIT (Thousands of €)</b>	<b>298,315</b>

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](http://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.