



## **VIDRALA, S.A.**

### **RULES ON THE RIGHT TO ATTEND AND ON PROXY AND REMOTE VOTING**

#### **RIGHT TO ATTEND AND ACCREDITATION OF OWNERSHIP**

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

For the purposes of proving the identity of the shareholders or of those who validly represent them, at the entrance of the venue where the General Meeting is to be held, attendees may be asked, along with the presentation of the attendance card, to prove their identity by presenting their National Identity Document or any other valid official document that is generally accepted for these purposes.

Once the process of recording attendance cards, proxies, and remote votes, and of assuring there is a quorum is complete, the attendance list will be drawn up.

#### **DELEGATION OF PROXY AND VOTING BY REMOTE COMMUNICATION**

##### **Right of proxy and remote delegation**

Any shareholder entitled to attend may be represented at the General Meeting by another person, whether or not a shareholder of the Company.

This representation will be revocable in all cases, and the attendance (by the means determined in the notice of the meeting) of the person being represented at the General Meeting will, in any case, imply revocation of the proxy. The shareholder's vote will prevail over the proxy and, therefore, any proxy awarded previously will be understood as revoked and those awarded subsequently will be considered as not carried out. Attendance at the Annual General Meeting by the shareholder renders any prior vote or proxy null and void.

The proxy must be completed and signed by the shareholder, signing the corresponding attendance, proxy, and distance voting card. The Chairman of the General Meeting or the persons designated by him will be understood to be authorized to determine the validity of the proxies awarded and the fulfillment of the attendance requirements for the General Meeting.

The representative in whose favor the proxy is granted must exercise it by attending the General Meeting in person, presenting the attendance, proxy and distance 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. The representatives must identify themselves with their national identity document or any other officially accepted document currently in effect for



these purposes, so that the Company can verify the proxy awarded. Cards and representation documents presented to the staff in charge of the shareholders' register after the established time for the start of the General Meeting will not be accepted.

The proxy may represent more than one shareholder, without limitation on the number of shareholders represented. When a proxy has representations from several shareholders, they may cast different votes based on the instructions given by each shareholder. In any case, the number of shares represented will be counted for the valid constitution of the General Meeting.

The documents that include the proxies for the General Meeting must include, at least, the following references:

- (i) The date of the General Meeting and the agenda.
- (ii) The identity of the person represented and the proxy.
- (iii) The number of shares held by the shareholder awarding the proxy.
- (iv) The voting instructions of the shareholder awarding proxy on each item on the agenda.

If instructions have been issued by the represented shareholder, the proxy will cast the vote accordingly. If the instruction for proxy is valid in accordance with the law and these Regulations but does not contain voting instructions or doubts arise on the proxy or the scope of representation, it will be understood that (i) the proxy is awarded in favor of the Chairman of the Board of Directors, (ii) it refers to all proposals on the agenda of the General Meeting, (iii) a vote in favor will be made and (iv) this also applies to the items which may arise off the agenda, with regard to which the proxy will vote as he considers most favorable to the interests of the represented person.

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.

Before their appointment, the proxy must provide the shareholder with detailed information on any conflict of interests. If the conflict arose after the appointment and the represented shareholder had not been made aware of its possible existence, he must be informed immediately. In both cases, if no new precise voting instructions have been received for each item on which the proxy is to vote on behalf of the shareholder, they must abstain from casting the vote and the extension of the proxy will apply, as provided above. For the purposes of Articles 523 and 526 of the Companies Act, it is stated that the Chairman of the Board of Directors or any other member of the Board of Directors may be in a conflict of interest: (i) (a), in general, in relation to the proposals for resolution on the items: 2. Approval of the Board of Directors' management; 8. Approval of the Annual Report on Remuneration of the Company's Directors on a consultative basis; and (b) only the director referred to in the proposed resolution, in relation to the proposed resolutions on items: 7. Re-election of Mr. Carlos Delclaux Zulueta for the statutory term as member of the Board of Directors of the Company in the category of proprietary director; and (ii) in the decisions given in paragraphs a) b) c) or d) of Article 526.1 of the Companies Act (dismissal, separation or removal of directors, exercise against him of the corporate action for liability and approval or ratification of transactions of the Company with



the director in question, companies controlled by him or which he represents or persons acting on his behalf) which may be proposed off the agenda in accordance with the Law.

In relation to all of them, if the person awarding proxy had not given precise voting instructions, the proxy in conflict (if any) must abstain and the extension of the proxy will apply, as provided above. The provisions in the previous paragraphs will not apply when the proxy is the spouse, elder family member, or descendant of the represented party and can provide proof of such a relationship; nor when that person has a general power of attorney granted in a notarized public document with powers to manage all the assets that the represented party might have in national territory and can provide this documentation.

Proxy may be submitted by mail, sending the attendance, proxy, and remote voting card by ordinary mail to the registered office at Barrio Munegazo, 22, Llodio (Álava), or by email to [investors@vidrala.com](mailto:investors@vidrala.com). Proxies granted electronically will be admissible when they incorporate the legally recognized electronic signature of the shareholder, as set forth in Law 59/2003 of December 19 on Electronic Signatures, provided that it is based on a recognized electronic certificate for which there is no record of its revocation and that (a) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or (b) it is incorporated in the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005 of December 23, which regulates the issuance of the National Identity Document and its electronic signature certificates.

#### **Voting rights and the remote exercise of voting rights**

Shareholders with the right to attend may cast their vote on the proposals related to items on the agenda of the General Meeting by mail, sending the attendance, proxy, and remote voting card by ordinary mail to the registered office at Barrio Munegazo, 22, Llodio (Álava) or by email to [investors@vidrala.com](mailto:investors@vidrala.com).

Votes cast electronically will be admissible when they incorporate the legally recognized electronic signature of the shareholder, as set forth in Law 59/2003 of December 19 on Electronic Signatures, provided that they are based on a recognized electronic certificate for which there is no record of its revocation and that (i) it is an Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint or (ii) it is incorporated in the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005 of December 23, which regulates the issuance of the National Identity Document and its electronic signature certificates.

To cast a vote by mail, the shareholder must complete and sign the attendance, proxy and remote voting card, in which they must state their vote (for, against, abstention or blank), checking the corresponding box with a cross in the section on the attendance, proxy and remote voting card. If a shareholder casts their vote by mail and does not check any of the voting instruction boxes for the items on the agenda, it will be understood that they wish to vote in favor of the respective proposals made by the Board of Directors.

#### **COMMON PROVISIONS FOR PROXY AND REMOTE VOTING**

For it to be valid, the proxy awarded and the vote cast by any means of remote communication (postal or electronic) 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. After the aforementioned period, only votes cast in person at the General Meeting by the shareholder will be admissible.

When the shareholder exercises their voting right or awards proxy by remote communication, their shares must be registered in their name in the corresponding company books at least five (5) days before the date on which the General Meeting is to be held.

The validity of the proxy granted and the vote cast remotely is subject to verification—with the file provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)—of the condition of shareholder. In the event of a discrepancy between the number of shares communicated by the shareholder awarding the proxy or casting his vote remotely and the number registered in the book-entry records communicated by Iberclear, the number of shares provided by Iberclear will be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

The proxy awarded and the vote cast by ordinary or electronic mail may be revoked expressly by the shareholder by the same means used to award the proxy or cast the vote, respectively, in the established term.

The following priority is established between proxy, remote voting and attendance at the General Meeting:

- (i) Personal attendance at the General Meeting by a shareholder who has previously delegated his proxy or voted remotely, regardless of the means used to award the proxy or cast the vote, will render the proxy or vote null and void.
- (ii) The vote cast remotely will render null and void any award of proxy by electronic means or by means of a printed paper proxy card, albeit previously, in which case it will be deemed revoked, or subsequently, in which case it will be deemed not to have taken place.
- (iii) The vote cast remotely may also be rendered ineffective by subsequent and express revocation made by the same remote means used for casting the vote and in the established term.
- (iv) If a shareholder awards several proxies, the last proxy received by the Company in the established term will prevail.
- (v) Both the proxy and the vote cast remotely will be rendered null and void by the disposal of the shares granting the right of attendance of which the Company is aware at least five days prior to the date set for the General Meeting.

The shareholder is exclusively responsible for safeguarding his electronic signature.

The Company reserves the right to modify, suspend, cancel or restrict the remote voting and proxy procedures when technical or security reasons so require. The Company will not be liable for any damages caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the mail service or any other eventuality of the same or similar nature beyond the Company's control and that prevent remote voting and proxy.



When legal entity shareholders award proxy to a third party or vote remotely by mail, it will be necessary to send the Company, together with the other documentation required under these rules, a copy of the powers of attorney of the natural person who, in the name and on behalf of the legal entity shareholder, awards proxy to a third party or votes remotely.

### **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 remote options for attending the General Meeting—an attendance premium of five cents (€0.05) gross per share will be paid.***