

## **ABERTIS INFRAESTRUCTURAS, S.A.**

### **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors, according to its resolutions dated 11 December 2023, has decided to convene the Extraordinary General Shareholders' Meeting on 30 January 2024 at 11:00 am, at Abertis Infraestructuras, S.A.'s registered office, Paseo de la Castellana 89, 9<sup>th</sup> floor, Madrid, on first and single call.

The Extraordinary General Shareholders' Meeting will be held under the following:

#### **AGENDA**

**First.**- Shareholders' contribution.

**Second.**- Amendment of the following articles of the Articles of Association:

- 2.1. To repeal all the articles that, up until this date, formed Title I, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.
- 2.2. To repeal all the articles that, up until this date, formed Title II, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.
- 2.3. To repeal all the articles that, up until this date, formed Title III, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.
- 2.4. To repeal all the articles that, up until this date, formed Title IV, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.
- 2.5. To repeal all the articles that, up until this date, formed Title V, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.
- 2.6. To repeal all the articles that, up until this date, formed Title VI, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.

2.7. To repeal all the articles that, up until this date, formed Title VII, so that they are hereby entirely replaced by the articles which are submitted to the shareholders under point Third of the agenda.

**Third.**- Renumbering and rewording in a single text the content of the Articles of Association, adding the amendments approved by the General Meeting.

**Fourth.**- Resignation of the members of the Board of Directors.

- 4.1 Resignation of Mr. Juan Santamaría Cases as Board member.
- 4.2 Resignation of Mr. Francisco José Aljaro Navarro as Board member.
- 4.3 Resignation of Mr. Claudio Boada Pallerés as Board member.
- 4.4 Resignation of Mr. José Luis del Valle Pérez as Board member.
- 4.5 Resignation of Mr. Ángel García Altozano as Board member.
- 4.6 Resignation of Mr. Jonathan Grant Kelly as Board member.
- 4.7 Resignation of Mr. Enrico Laghi as Board member.
- 4.8 Resignation of Mr. Pedro José López Jiménez as Board member.
- 4.9 Resignation of Mr. Giampiero Massolo as Board member.

**Fifth.**- Appointment of members of the Board of Directors of the Company:

- 5.1 Appointment of Mr. Juan Santamaría Cases as Board member.
- 5.2 Appointment of Mr. Francisco José Aljaro Navarro as Board member.
- 5.3 Appointment of Mr. Claudio Boada Pallerés as Board member.
- 5.4 Appointment of Mr. José Luis del Valle Pérez as Board member.
- 5.5 Appointment of Mr. Ángel García Altozano as Board member.
- 5.6 Appointment of Mrs. Nuria Haltiwanger as Board member.
- 5.7 Appointment of Mr. Jonathan Grant Kelly as Board member.
- 5.8 Appointment of Mr. Enrico Laghi as Board member.
- 5.9 Appointment of Mr. Pedro José López Jiménez as Board member.
- 5.10 Appointment of Mr. Andrea Mangoni as Board member.
- 5.11 Appointment of Mr. Giampiero Massolo as Board member.
- 5.12 Appointment of Mr. Miquel Roca Junyent as Board member.

**Sixth.**- Appointment of Mr. Tiziano Ceccarani as a member of the Board of Directors of the Company in the event of a quorum deadlock in a Board of Directors' meeting.

**Seventh.**- Appointment of Mr. Francisco José Aljaro Navarro as Chief Executive Officer.

**Eighth.**- Approval of the remuneration of the Chief Executive Officer and of the terms and conditions of his contract.

**Ninth.**- Delegation of powers to formalize all the resolutions adopted by the General Shareholders' Meeting.

## **SUPPLEMENT TO THE CALL**

In accordance with article 172 of the Law on Capital Companies, shareholders representing at least five percent of the share capital may request that a supplement to this call be published, including one or more items on the agenda. The exercise of this right must be made by means of reliable notification that must be received at the registered office, Corporate Governance department (Paseo de la Castellana, 89, 9<sup>th</sup> floor, Madrid), within five days following the publication of this call.

## **RIGHT TO INFORMATION**

In accordance with the provisions of Article 197 of the Law on Capital Companies and in the Company's Articles of Association, until the seventh day prior to the day on which it is planned to hold the Shareholders' General Meeting being convened, shareholders may, in writing or orally during the meeting, may pose questions and/or request any information or clarifications as they deem necessary from the Board of Directors regarding the items on the agenda.

Shareholders are informed that, for further information regarding the method of exercising their rights in relation to the Meeting, they can contact the Corporate Governance department of Abertis, by telephone on +34 93.230.50.00 or by email ([jge2024@abertis.com](mailto:jge2024@abertis.com)).

## **RIGHT OF ATTENDANCE, REPRESENTATION AND VOTE**

### **1.- Right of attendance.**

Shareholders may attend the Meeting, physically, if they hold, individually or collectively, 1,000 or more shares that, at least five days prior to the date of the Meeting, have been recorded in the registers of the Company "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (Iberclear) and entities affiliated thereto.

Shareholders who wish to attend the Meeting shall attend carrying the corresponding attendance card issued by the entities affiliated to Iberclear or by the Company with the National Identity Card or any other official document, in force, generally accepted for these purposes to prove their identity.

## 2.- Representation.

In accordance with article 184.2 of the Law on Capital Companies, each shareholder with voting rights in the General Meeting may be represented by any person, complying with the requirements and formalities required by the Articles of Association and by the Law on Capital Companies.

Each shareholder entitled to vote at the General Meeting may be represented by any person and the proxy may be evidenced:

(ii) In writing:

To authorise their representation in writing, shareholders shall send to the Corporate Governance department (Paseo de la Castellana, 89, 9<sup>th</sup> floor, Madrid) the document by which they authorise their representation by proxy or the attendance card for the Meeting issued by the depositary entities, duly signed, and with the section containing the authorisation for conferring representation filled in, and which includes the request for instructions for the exercise of the right to vote and states the direction of the vote to be taken by the proxy for each of the items on the agenda.

ii) By electronic means:

Shareholders who are entitled to attend may delegate their representation to a shareholder or to any natural or legal person by means of electronic communication prior to the Meeting. To make use of this faculty, the delegating shareholder must have an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Shareholders with the right of attendance who wish to delegate their representation must do so through the Company's website ([www.abertis.com](http://www.abertis.com)). They shall prove their identity by means of an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Extraordinary General Meeting 2024 / Electronic Delegation" of the aforesaid website.

The delegation in writing and the electronic delegations must be made at least one day before the date stated for the Meeting, therefore, before 11:00 a.m. on 29 January 2024.

In the event that no precise instructions are given, it shall be assumed that the proxy representative will vote in favour of the proposals on the agenda. The proxy may represent more than one shareholder without limitation as to the number of shareholders represented and may cast different votes in accordance with the instructions given by each shareholder.

In the event that no instructions are given due to matters not included on the agenda or no voting instructions have been given regarding proposals not formulated by the Board of Directors, the proxy representative shall vote in the manner he/she deems most convenient for the interests of the Company and of the shareholder he/she represents.

Any proxy which does not state the representative to whom it is granted, shall be deemed to be granted to the Chairman of the Board of Directors.

The physical attendance of a shareholder to the Meeting shall revoke any delegation that he/she may have made previously, as well as the disposal of his/her shares of which the Company was aware at least five days prior to the date of the Meeting. Likewise, the delegation shall always be revocable by the same means by which it was made.

### **3.- Vote.**

Shareholders with the right of attendance may cast their vote in person by attending the General Meeting or may cast a remote vote by the following means:

- (i) By post:

In order to exercise the right to vote remotely by this means, the shareholder shall send the attendance card duly filled in and signed in the space reserved for voting, to the registered office, Corporate Governance Department, Abertis Infraestructuras, S.A., Paseo de la Castellana, 89, 9<sup>th</sup> floor, Madrid.

- (ii) By electronic means:

Shareholders with the right of attendance may also exercise their right to vote electronically. To do so, shareholders must have an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Electronic votes must be cast through the company's website ([www.abertis.com](http://www.abertis.com)), and by following the instructions for this purpose that are specified in each of the screens of the program drawn up for the exercise thereof.

Shareholders wishing to vote by electronic means must prove their identity through an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Extraordinary General Meeting 2024 / Electronic Vote" of the aforesaid website.

Remote voting must be received by the Company at least one day prior to the date scheduled for the Meeting, therefore, before 11:00 a.m. on 29 January 2024.

Shareholders who cast their vote in the aforementioned terms shall be deemed to be present for the purposes of constituting the meeting. Consequently, proxies issued previously shall be deemed revoked and those granted subsequently shall be deemed not to have been granted.

Any shareholder who casts his/her vote by post or by electronic means without making a mark in any or none of the checkboxes intended to indicate his/her vote in respect of the items on the agenda, shall be deemed to vote in favour of the respective proposals. Unless otherwise specified, the Chairman of the Board of Directors shall be deemed to be the proxy representative, in relation to the proposed resolutions not drawn up by the Board of Directors or on the items not included on the agenda. The rules regarding shareholders' representation shall also apply to the vote.

Any remote votes cast shall be annulled by the attendance at the Meeting of the shareholder that has issued said votes, or by the disposal of their shares of which the Company has knowledge at least five days before the date set for the Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and/or delegation mechanisms when required or imposed due to technical reasons or security concerns.

The Company shall not be liable for any damages that may be caused by overload, breakdowns, damage to lines, connection faults or similar occurrences beyond its control which temporarily prevent the use of the electronic delegation systems and/or voting by electronic means.

## **PERSONAL DATA PROTECTION**

In accordance with the provisions of the National and European Regulations in force on the Protection of Personal Data, data of a personal nature on the shareholders and, where applicable, on their representatives, provided to the Company by said shareholders, their representatives or by the banks, companies and stockbrokers in which said shareholders have deposited their shares, via the entity legally authorized to draw up the accounts entries (Iberclear), shall be saved in a file under the responsibility of Abertis Infraestructuras, S.A., for the purpose of managing the development, fulfilment and monitoring of the relationship with its shareholders. The aforementioned data will be communicated to the Notary in relation to the drawing up of the notarial deed of the General Shareholders' Meeting and can be passed on to third parties supporting the right to information laid down by Law, or be accessible to the general public, to the extent that they are

reflected in the documentation available on the website [www.abertis.com](http://www.abertis.com) or arised at the General Shareholders' Meeting.

The shareholders are also hereby informed of the possibility of exercising their right of access, rectification, cancellation, opposition, limitation of processing, portability and any other rights recognized in the national and European Regulations on Data Protection in force by writing to Abertis Infraestructuras, S.A., Paseo de la Castellana, 89, 9<sup>th</sup> floor, 28046 Madrid (Ref. Personal data), indicating the right which they are exercising by attaching a copy of their ID or substitute identification document.

### **NOTARY INTERVENTION**

The Board of Directors has agreed to require the presence of a Notary to attend the Shareholders' General Meeting and to draft the minutes of the meeting in accordance with the provisions of article 203 of the Law on Capital Companies.

In Madrid, on 11 December 2023.

The Secretary of the Board of Directors  
Mr. Miquel Roca i Junyent