



**OBRASCON HUARTE LAIN, S.A.**  
*Announcement of the Extraordinary General Shareholders Meeting  
21 and 22 October 2024*

The Board of Directors of OBRASCON HUARTE LAIN, S.A., in its meeting held on 19 September 2024, agreed to call the Extraordinary General Shareholders Meeting to be held only telematically, this means without physical attendance of shareholders, representatives or guests next 21 October 2024 at 12:00 a.m., at first call and in the absence of the statutory quorum, next 22 October 2024 at 12:00 a.m. at the same place. Subject to legal provisions, the General Meeting will be considered as seated at the registered address located in Madrid, at Paseo de la Castellana, number 259-D. The agenda of the General Meeting will be as follows.

**AGENDA**

**First.-** The increase of the share capital for an effective amount (exclusively for nominal) of 70,000,000.00 euros by the issuance and circulation of 280,000,000 new ordinary shares for an effective amount 0.25 euros per share charged to monetary contributions excluding the right to pre-emptive subscription. Delegation on the Board of Directors of the faculties required to sign the agreement and define its conditions with respect to all issues discussed by the Extraordinary General Meeting under the light of the provisions of article 297.1.a) and 505 of the Law on Corporations as well as to redraft article 5 of the Articles of Association.

**Second.-** The increase of the share capital for an effective amount (exclusively for nominal) of [80.000.000,00] euros by the issuance and circulation of [320.000.000] new ordinary shares for an effective amount 0.25 euros per share charged to monetary contributions with recognition of the right to pre-emptive subscription. Delegation on the Board of Directors of the faculties required to sign the agreement and define its conditions with respect to all issues discussed by the Extraordinary General Meeting under the light of the provisions of article 297.1.a) and 505 of the Law on Corporations as well as to redraft article 5 of the Articles of Association

**Third.-** The increase of the number of members of the Board of Directors by 10 new members.

**Fourth.-** The appointment of Mr Tomás Ruiz González as director of the Company.

**Fifth.-** The delegation of faculties for the development, notarization and entry of the aforementioned resolutions in the Commercial Registry.

**RIGHT TO INFORMATION**

Shareholders are entitled to examine at the registered address located in Madrid, at Paseo de la Castellana, number 259-D, Torrespacio or through the website of the Company ([www.ohl.es](http://www.ohl.es)) as well as to be provided with and receive without charge, copies of the following documents:

- This announcement of the Extraordinary General Shareholders Meeting.
- The full text of the proposals for resolutions prepared by the Board of Directors with respect to the items of the agenda.
- Report issued by the Board of Directors of the Company with respect to the proposal for resolution on the first item of the agenda regarding the increase of the share capital excluding the right to pre-emptive subscription pursuant to articles 286 and 297.1 a) and 308 and 504 of the Law on Corporations.

- Report by an independent expert with respect to the proposal for resolution on the first item of the agenda regarding the increase of capital with exclusion of the right to pre-emptive subscription pursuant to the provisions of article 308 and 504 of the Law on Corporations.
- Report issued by the Board of Directors on the proposal for resolution on the second item of the agenda regarding the increase of capital with recognition of the right to pre-emptive subscription.
- Report of the Appointments and Remuneration Committee on the proposal for the resizing of the Board of Directors.
- Report of the Appointments and Remuneration Committee on the proposal for the appointment of Mr. Tomás Ruiz Gonzalez as member of the Board of Directors pursuant to sections 3.d) and 3.f) of article 529 quincecies and section 6 of article 529 decies of the Law on Corporations.
- The total number of shares and voting rights of Obrascón Huarte Laín, S.A. on the date of this announcement of the Extraordinary General Shareholders Meeting.

From this announcement and until the seating of the General Meeting, all documentation of the General Meeting will be available on the corporate Web Page of the Company ([www.ohl.es](http://www.ohl.es)). Shareholders are hereby informed that such information includes the template of the attendance card, delegation and distance vote (hereinafter, the “Proxy and distance voting card”) and Standards of Delegation, distance vote and telematics attendance.

Until the fifth day prior to the celebration of the General Meeting, shareholders may request to the Board of Directors the information and explanations considered due and appropriate or prepare the questions considered relevant about the issues of the agenda as well as the explanations about the information available for the public provided by the Company to the National Stock Market Commission from the seating of the last Shareholders Meeting (28 June 2024) and about the audit report. For these purposes, shareholders may refer to the Shareholders Relations Department at 91.348.41.57 or email: [relacion.accionistas@ohla-group.com](mailto:relacion.accionistas@ohla-group.com).

### **PROPOSALS FOR RESOLUTIONS**

Shareholders representing at least three percent (3%) of the capital stock may submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the General Meeting, by means of a certified notice to be received at the registered office within five (5) days following the publication of the announcement of the meeting.

The notice shall state the name or company name of the requesting shareholder or shareholders, and shall be accompanied by the appropriate documentation -copy of the attendance, proxy and remote voting card or certificate of legitimacy- proving their status as shareholder, in order to check this information against that provided by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear)*, as well as the content of the proposal or proposals made by the shareholder.

### **ELECTRONIC SHAREHOLDER FORUM**

Pursuant to the provisions of Article 539.2 of the Law on Corporations, on the occasion of the announcement of the General Shareholders' Meeting, the Company has set up an Electronic



Shareholders' Forum on its corporate website ([www.ohl.es](http://www.ohl.es)). Both individual shareholders and any voluntary associations that may be formed in accordance with the regulations in force may access this forum, with the due guarantees, in order to facilitate their communication prior to the General Shareholders' Meeting.

The forum may be used to publish reasoned proposals for resolutions on matters already included or to be included on the agenda, requests for adherence to such proposals, initiatives to reach a sufficient percentage to exercise a minority right provided for by law, as well as offers or requests for voluntary representation.

The forum does not constitute a channel of communication between the Company and its shareholders and is provided solely for the purpose of facilitating communication between the Company's shareholders on the occasion of the General Meeting.

In order to access the forum, shareholders shall obtain through the website ([www.ohl.es](http://www.ohl.es)) an access code following the instructions and conditions of use approved by the Board of Directors.

### **ATTENDANCE AND VOTE FOR ELECTRONIC MEANS**

Pursuant to the provisions of Article 13 of the Articles of Association, the General Meeting will be held only telematically, this means, without physical attendance of shareholders, representatives or guests. The Company will provide the necessary technical means for shareholders and its representatives to connect in real time and to participate remotely the same day of the General Meeting.

Shareholders may exercise their right to attend the General Meeting by electronic means following the instructions below and the Rules for the delegation of online vote and electronic attendance:

**Connection, registry and attending the General Meeting.** The shareholder (or if applicable, representative) willing to attend the General Meeting telematically shall register using the means provided for such purpose between 10:00 and 11:45 on the day scheduled for the Meeting. Therefore the shareholder shall access the section on the General Meeting on the corporate Web Page of the Company ([www.ohl.es](http://www.ohl.es)) section "Asistencia Telemática" (Telematic Attendance), follow the instructions and complete the necessary information. Should the General Meeting fail to be seated on first call, shareholders (or their representatives) shall register the next day at the same time for the second call. Outside the time established no registry will be admitted for the exercise of the online attendance right. In order to guarantee the identity, shareholders and representatives willing to attend telematically to the General Meeting shall evidence their identity by electronic identity document or electronic signature based on a e-certificate in force and valid, issued by the Public Entity of Certifications (CERES for its Spanish initials) belonging to the National Mint. The Company may provide additional identification means dully guaranteeing the identity of the shareholder.

As for the case of representatives they shall certify their representation at least twenty-four (24) hours before the time expected for the beginning of the seating of the General Meeting on first call, should delegation fail to be sent to the Company by e-notification, sending a scanned copy of the national identity document, foreign identification number or passport and the Proxy and distance voting card signed by the represented shareholder and by the representative of the management to the email [relacion.accionistas@ohla-group.com](mailto:relacion.accionistas@ohla-group.com). In the case of representatives of entities, they shall send to the address mentioned above a scanned copy of powers or the certificate in virtue of which they are empowered to represent the legal entity.



Once the shareholder or if applicable, its representative has registered using the options mentioned and in the term foreseen, it may attend, appear and vote in the General Meeting using online means with the relevant connection, the day foreseen for the seating of the meeting according to the provisions of the next section.

The Company reserves the right to ask shareholders or their proxies for further proof of identity as it considers necessary to confirm their status as a shareholder or proxy and to ensure the authenticity of votes cast.

**Accreditation of status of shareholder of registered individuals:** For the purposes of the list of attendants to the General Meeting, the Company will verify the status of shareholders and representatives of registered individuals. Online attendance will be subject to the verification that the shareholder registered has registered the shares in the relevant accounting registry with at least five (5) days prior notice before the date of celebration of the General Meeting (that is, 17 October 2024).

**Interventions and queries:** Any intervention, request of information, clarification and proposal which pursuant to the Law may be proposed during the General Shareholders Meeting by the attendants shall be drafted or sent to the company in the terms and conditions provided for on the corporate website and on the Standards for the delegation, distance votes and online attendance from registration and until the end of the time saved for interventions, and this will be duly mentioned during the Meeting. Interventions will only be recorded in the minute of the meeting when expressly requested. Answers to shareholders who exercise their right to information during the Meeting, when applicable, will be made verbally during the meeting or in writing in a period of seven days following the end of such meeting.

In the event the General Meeting is ultimately held on the second scheduled date, those attending remotely which, having connected to the meeting on the first scheduled date, sent comments and resolution proposals or requests for information and clarification, will have to send these again, in the terms stated, on the day on which the meeting is held; otherwise these will be considered not to have been made.

**Voting:** Votes may be cast on proposals relating to agenda items by following the instructions on the Company's website from when shareholders or their proxies connect to the General Meeting and until the Chairman or, as applicable, the Secretary, announces that voting on proposed resolutions has ended. With regard to proposed resolutions on matters that do not have to be included in the agenda, those attending by remote means may cast their votes from the time those proposals are read out for a vote to be taken.

In all aspects not specifically set out in this notice, the same rules on voting and adopting resolutions contained in the General Meeting Regulations for shareholders attending meetings in person will apply to those attending remotely.

**Other aspects:** Remote attendance by shareholders will be considered the same as attending the General Meeting in person. Shareholders' remote attendance will prevail over votes cast early by distance means and powers of representation granted before the General Meeting.

The Company reserves the right to adopt the relevant measures with regard to means of remote attendance at the General Meeting where required for security or technical reasons. The Company does not accept responsibility for any outages, overloading, dropouts of lines, connection failures or any other eventuality of the same or similar nature, outside the Company's control, that prevents the means of remote attendance at the General Meeting from being used. This is notwithstanding that measures are adopted as required in each situation, among others,



temporary adjournment or extension of the General Meeting if necessary to ensure that shareholders or their proxies are fully able to exercise their rights.

### **RIGHT TO ATTEND, TO REPRESENTATION AND TO VOTE**

Pursuant to the provisions of Article 13 of the Articles of Association all shareholders of the Company may attend the General Meeting. It shall be an indispensable prerequisite for any shareholder to have a right to speak and vote in the Meeting, the registry of its shares in the relevant accounting record at least five (5) days before the date of the General Meeting (that is, 17 October 2024) and the provision of the relevant certificate of entitlement or any other evidence of the ownership of shares issued for these purposes by the relevant custodian.

Any shareholder with a right to attend may be represented in the General Meeting by a third party even if it is not a shareholder. Representation may be granted in writing. The shareholder intending to grant such representation shall sign and complete the Proxy and distance voting card including the identification of the person representing the shareholder and, in the event of specific instructions, indications on the sense of the vote. The representative appointed shall attend with such attendance card and the national identity document or passport (and power of attorney deed in the event of representing an entity) at the place of celebration of the Meeting within the two (2) hours before the time expected for the beginning of the Meeting. Alternatively, he may send it before the General Meeting at least least twenty-four (24) hours before the first scheduled time to start the Meeting by postal mail to OBRASCÓN HUARTE LAÍN, S.A., (to the Investors Relations Department, Paseo de la Castellana, número 259-D, Madrid). Shareholders may use for these purposes, the original Proxy and distance voting card sent to them on the occasion of the announcement of the General Meeting by their custodian.

Moreover, shareholders may grant their representation before the General Meeting at least least twenty-four (24) hours before the first scheduled time to start the Meeting by electronic means duly guaranteeing the representation and the identity of the represented party. The appointment of the representative by electronic means and its notification to the Company shall be made through the website of the Company ([www.ohl.es](http://www.ohl.es)) in the section created specifically for this purpose. In order to guarantee the identity, shareholders intending to grant their representation electronically shall accredit their identity by their electronic identity document or recognised or advanced electronic signature based on a recognised electronic certificate in force issued by the Spanish Public Authority of Certification (CERES) reporting to the Royal Mint.

The delegation granted as indicated in the previous paragraphs may be revoked in which case it shall be express and through the same means used to grant such representation. Such revocation shall be effective before the Company insofar as it is received by the Company at least twenty-four (24) hours before the first scheduled time of the General Meeting. Moreover, the representation shall be understood as revoked by the attendance in person or remotely at the Meeting of the shareholder granting such representation or by the sale of the shares granting the condition of shareholder at least five (5) days before the date expected for the seating of the Meeting.

Shareholders entitled to attend may cast their vote by remote communication systems with respect to the proposals referring to the items of the agenda by postal mail. In order to cast a vote by correspondence, the shareholder shall send the Proxy and distance voting card duly signed and fulfilled to OBRASCÓN HUARTE LAÍN, S.A. (Investors Relations Department, Paseo de la Castellana, número 259-D, Madrid). Votes cast by postal correspondence must be received at least twenty-four (24) hours before the first scheduled time of the General Meeting. Shareholders casting their vote by postal correspondence in the terms provided for above shall be considered as present for the purposes of the quorum of the Meeting. Votes cast in accordance to the



provisions above may left without effect in the terms set out in article 13 of the Articles of Association.

Moreover, shareholders entitled to attend may also exercise their voting rights through electronic means. To this effect, the shareholder shall access the section specially created to such end on the website of the Company ([www.ohl.es](http://www.ohl.es)). The electronic vote may be cast from the same day of the publication of the announcement and until twenty-four (24) hours before the first scheduled time for the seating of the General Meeting. The remote vote may be revoked by the same means used for its casting, expressly and within the period established therefor, as well as by attendance in person or remotely at the meeting of the shareholder casting it or by the sale of shares granting the condition of shareholder at least five (5) days before the date expected for the seating of the Meeting.

### **DATA PROTECTION**

Personal data (including if applicable, picture and voice) provided either by shareholders or if applicable by their representatives to the Company in the exercise of their rights to attend, delegate and vote on the occasion of the General Meeting or which may be provided by the bank entities and companies and securities agencies holding the shares of such shareholders through the entity legally entitled to keep record of entries on account, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), shall be treated by the Company as responsible of the treatment for the management of the development and control of the shareholding relationship of the Company in fulfilment of its legal obligations (including the provision of any information requested by shareholders on the occasion of the announcement and the participation and exercise of their rights in the forum) as well as the celebration, recording and dissemination of the General Meeting. The attendance to the General Shareholder' Meeting involves the consent to the recording and dissemination of the image of the attendants. The legitimation of the treatment of data is based on the management of the shareholding relationship, the fulfilment of the legal obligations and, in what respects to the collection and dissemination of images and sounds, the legitimate interest of the Company in the recording and dissemination of the General Meeting.

Data shall be made available to the Notary attending the General Shareholders' Meeting and may be provided to third parties in the exercise of the right to information envisaged in the law or accessible to the public in the extent in which it may appear in the documentation available on the website of the Company ([www.ohl.es](http://www.ohl.es)) or expressed in the General Meeting.

In general, personal data will be stored during the shareholding relationship and once it is finished during the period of limitation of any legal or contractual liability which may arise from such relationship.

Holders of the personal data may send their access, rectification, opposition, elimination, portability and limitation of treatment applications pursuant to the provisions of the applicable legislation by written communication addressed to the corporate address of the Company, OBRASCÓN HUARTE LAÍN, S.A., (to the Investors Relations Department), Paseo de la Castellana, número 259-D, Madrid. Moreover, holders of the personal data may file claims before the Data Protection Officer of the Company ([dpd@ohla-group.com](mailto:dpd@ohla-group.com)) and/or before the Spanish Agency on Data Protection ([www.aepd.es](http://www.aepd.es)).

Should the Proxy and distance voting card of the shareholder include personal data referring to other individuals, the shareholder shall be responsible of informing such individuals on the wording of the previous paragraphs and fulfil any other requirement which may apply for the



correct assignment of such personal data to the Company, the latter not being obliged to perform any other action towards the interested parties.

#### **PRESENCE OF NOTARY**

The Board of Directors has agreed to request the attendance of a Notary to record in public deed the Extraordinary General Shareholders' Meeting.

The Meeting is expected to be seated at second call.

In Madrid, 19 September 2024.

The Secretary of the Board of Directors.

Jose Maria del Cuvillo Pemán