

**METROVACESA, S.A.** ("**Metrovesesa**" or the "**Company**") in compliance with the provisions of article 227 of the Spanish Securities Markets and Investment Services Act, approved by Law 6/2023, of 17 March, and concordant provisions, carries out the following

## **COMMUNICATION OF OTHER RELEVANT INFORMATION**

The Board of Directors of Metrovesesa has resolved to call the Ordinary General Shareholders' Meeting to be held at calle Príncipe de Vergara, 187, Plaza de Rodrigo Uría, 28002 Madrid, on first call at 13:00 hours, on 30 April 2024 or, if the necessary quorum is not reached on such call, at 13:00 hours, on 1 May 2024, on second call.

It is hereby noted that, as from the date of publication of the announcement of the call, it will be available for consultation on Metrovesesa's corporate website (<https://metrovesesa.com/en>), among others, the proposed resolutions of the Board of Directors to be adopted, if applicable, by the above-mentioned General Shareholders' Meeting, the Annual Financial Report for the financial year ended 31 December 2023, the reports of the auditors for such financial year and the directors' statements of responsibility, as well as the documentation and information necessary for the shareholders to access the Electronic Shareholders' Forum and the Rules on the right to attend and on representation and voting by remote means of communication.

Attached to this communication is the full text of the notice of the Ordinary General Shareholders' Meeting and the proposed resolutions for the different items on the agenda, including the proposed resolution to distribute dividends against available reserves (share premium) in the amount of 0.36 euros per share, which implies an approximate amount of 54,6 million euros, the payment of which is expected to take place on or around 23 May 2024.

Madrid, 19 March 2024

Metrovesesa, S.A.

**NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF METROVACESA, S.A.  
TO BE HELD ON THE 30TH OF APRIL AND THE 1ST OF MAY 2024,  
AT FIRST AND SECOND CALL, RESPECTIVELY**

In accordance with the resolution adopted by the Board of Directors of Metrovacesa, S.A. (the “**Company**” or “**Metrovacesa**”), the Shareholders are hereby called to the Annual General Meeting of Shareholders to be held in calle Príncipe de Vergara, 187, Plaza de Rodrigo Uría, 28002 Madrid, at 13:00 hours on the 30th of April 2024 at first call or, if the necessary quorum is not reached in that meeting call, at 13:00 hours on the 1st of May 2024 at second call, to deliberate and decide on the business included in the following:

**AGENDA**

**I. ITEMS FOR APPROVAL**

- One.-** Review and approval, when relevant, of the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements corresponding to the FY closed on 31 December 2023, and the directors' reports of Metrovacesa, S.A. and its consolidated group corresponding to the same FY.
- Two.-** Review and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2023.
- Three.-** Review and approval, if applicable, of the proposal for the individual appropriation of earnings corresponding to the financial year ended on 31 December 2023.
- Four.-** Approval, if applicable, of distribution of dividends charged to freely available reserves.
- Five.-** Re-election of the Company's and its consolidated group's financial auditors.
- Six.-** Approval of a Long-Term Incentive Plan (LTIP) that includes the delivery of shares, aimed at executives, including the CEO and other members of the management team of Metrovacesa, S.A.
- Seven.-** Authorisation to shorten the period of the call of Extraordinary General Meetings.
- Eight.-** Delegation of powers for the formalisation, recording, development, interpretation, correction, and execution of the adopted resolutions.

**II. ITEMS FOR ADVISORY VOTE**

- Nine.-** Advisory vote on the annual report on the Directors' remuneration corresponding to the FY closed on 31 December 2023.

## **SUPPLEMENT TO THE MEETING NOTICE AND REASONED RESOLUTION PROPOSALS**

Shareholders who represent at least three percent of the share capital may request that a supplement to this meeting notice be published in order to include one or more items in the agenda, as long as the new items are accompanied by a justification or, if applicable, a reasoned resolution proposal. This right must be exercised through certified notification, which will have to be received at the registered offices of the Company (Metrovacesa, S.A., C/ Puerto de Somport, 23, Edificio A, Planta 1, 28050 Madrid) within five days following the publication of this meeting notice.

Likewise, shareholders who represent at least three percent of the share capital may, within the same period of five days following the publication of this meeting notice, present reasoned resolution proposals on matters that are already included or that should be included in the agenda in accordance with the provisions set forth in article 519.3 of the Corporate Enterprises Act.

The notification letter must record the name or corporate name of the requesting shareholder or shareholders, and the appropriate documentation will be attached – copy of the attendance, delegation, and distance voting card or certificate of registered shareholder – that proves their shareholder status, so that this information can be checked against the information 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 item(s) raised by the shareholder or the content of the proposal(s) made by the shareholder.

In the event that the shareholder raises a new item or items of the agenda, said shareholder may be required to accompany the proposal or proposals and the justifying report or reports of the proposals referenced in the items included in the supplement in the events in which it may be legally necessary

## **RIGHT TO INFORMATION AND CONSULTATION, DELIVERY OR TRANSMISSION OF DOCUMENTATION**

In accordance with the provisions outlined in Article 518 of the Corporate Enterprises Act, as from publication of the announcement of the General Meeting, the following documents and information (among others) will be available to the shareholders, without interruption, through the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)):

- The complete text of the Annual General Meeting of Shareholders notice.
- The total number of shares and voting rights on the date of the notice of the Annual General Meeting of Shareholders.
- The complete text of the proposals of resolutions to be adopted, if applicable, by the Annual General Meeting of Shareholders of the Company in relation to each one of the items included in the agenda, as well as justifications of the resolutions formulated by the Board of Directors.
- Annual Financial Report for the fiscal year ended December 31, 2023, which includes the individual and consolidated annual accounts, the management

reports, both individual and consolidated, the respective auditors' reports for said fiscal year, and the statements of responsibility from the directors.

- Annual Corporate Governance Report for the fiscal year ended December 31, 2023.
- Audit Committee Report on the independence of the external auditor.
- Audit Committee Report on related-party transactions.
- Audit Committee's 2023 activity report.
- Appointments, Remuneration, and Sustainability Committee's 2023 activity report.
- Annual sustainability report.
- Annual report on the remuneration of the directors of the Company for the fiscal year ended December 31, 2023, which will be submitted for an advisory vote as a separate item on the agenda.
- Form or model for attendance, delegation, and remote voting card.
- Operating rules of the Electronic Shareholders' Forum.
- Rules on the right of attendance and on representation and voting through remote communication means.
- If applicable, the valid requests for information, clarifications, or questions made by shareholders exercising their right to information and the answers provided by the directors, if any.
- The current texts of the Company's Bylaws, General Shareholders' Meeting Regulation, Board of Directors Regulation, and the remaining documents that comprise the Corporate Governance System.

Furthermore, in accordance with articles 272 and 287 of the Corporate Enterprises Act, any shareholder may examine at the corporate headquarters and request the free delivery or transfer (which may be done by email with acknowledgement of receipt if the shareholder accepts this means) of the documentation to be submitted for approval by the General Meeting in the cases legally provided for, and, in particular, the Annual Financial Report for the fiscal year ended December 31, 2023, the mandatory reports of the directors, as well as the rest of the documentation that must necessarily be made available on the occasion of this Ordinary General Meeting of shareholders.

In accordance with articles 197 and 520 of the Corporate Enterprises Act, from the day of the publication of the notice of the General Meeting until the fifth day prior to the date scheduled for the meeting, both inclusive, or verbally during its celebration, shareholders may request from the Board of Directors any information or clarifications they deem necessary regarding the matters included in the agenda, or formulate in writing the questions they find relevant.

Moreover, with the same advance notice and in writing, or verbally during the meeting, shareholders may request any clarifications they deem necessary regarding the information made public by the Company to the National Securities Market Commission since the last General Meeting and about the auditor's report.

Except in cases expressly provided for by law, the Board of Directors is obliged to provide the requested information in writing by the day of the General Meeting. In the case of verbal requests made during the meeting when it is not possible to satisfy the shareholder's right at that moment, the Board of Directors is obliged to provide that information in writing within seven days following the conclusion of the Meeting.

Information requests can be made by delivering the request at the corporate headquarters; by remote electronic communication through the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)) in the place and manner established for this purpose or by sending it to the Company as detailed below:

**METROVACESA, S.A. Shareholder Office**

C/ Puerto de Somport, 23, Building A, Floor 1, 28050 Madrid

Email: [investor.relations@metrovacesa.com](mailto:investor.relations@metrovacesa.com)

Phone: 913 183 700

In case the request is made by remote electronic communication, through email addressed to [investor.relations@metrovacesa.com](mailto:investor.relations@metrovacesa.com), it must include a Valid Electronic Signature to provide the system with adequate guarantees of authenticity and identification of the shareholder exercising their right to information.

Regardless of the means used, the shareholder's request must include their name and surname, along with the accreditation of the shares they hold, by copy of the attendance card issued by the entity participating in Iberclear or a certificate of legitimacy, so that this information can be compared with the list of shareholders and the number of shares in their name provided by Iberclear, for the General Meeting in question. The shareholder is responsible for proving the sending of the request to the Company in the proper manner and time.

The Company's website will detail the relevant explanations for exercising the shareholder's right to information in the terms provided in the applicable legislation.

Shareholder requests will be answered, if applicable, before the General Meeting of shareholders once the identity and status of the shareholder applicant are verified, through the same medium in which they were formulated, unless the shareholder indicates a different one considered suitable. In any case, the information in question can be dispatched through certified mail with acknowledgement of receipt or certified fax.

## **SPECIAL INFORMATION INSTRUMENTS**

In accordance with article 539.2 of the Corporate Enterprises Act and the terms referred to therein, to facilitate the communication of shareholders prior to the General Meeting, an Electronic Shareholders' Forum will be enabled on the Company's website. It may be accessed, with due guarantees, by both individual shareholders and voluntary associations of shareholders that, pursuant to said article, may be established.

The Forum may be used to publish proposals intended to be presented as supplements to the agenda announced in the call for the meeting, requests for adherence to such proposals, initiatives to reach the sufficient percentage to exercise a minority right provided for by the Act, as well as offers or requests for voluntary representation.

Access to the Forum and the terms and conditions for its use and operation will be governed by what is provided in this announcement and in the operating rules of the Electronic Shareholders' Forum, whose content can be consulted on the Company's website.

## **RIGHT TO ATTEND**

The Shareholders' rights of attendance, representation, and voting shall be regulated by the provisions set forth in the Act and the Corporate Bylaws. In accordance with article 12 of the Corporate Bylaws, General Meetings may be attended by holders of ten or more shares who, five days in advance of the day when the General Meeting is held, are recorded in the corresponding record of shareholders and have been provided with the corresponding attendance card, which will indicate the number of shares they hold and the number of votes they can cast. The attendance card issued by entities participating in Iberclear may be used by the holders of shares who provide evidence of having them registered at least five days in advance of the date when the General Meeting of Shareholders is due to be held.

## **REPRESENTATION**

According to Article 12 of the Corporate Bylaws and Article 15 of the Regulation of the General Meeting of Shareholders, any shareholder with the right to vote may be represented at the General Meeting by another person, even if this person is not a shareholder. Representation must be conferred expressly for each General Meeting. It must be conferred **in writing** or through postal correspondence, or by **electronic communication** through the application available on the corporate website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)).

The shareholder must complete and sign the delegation of representation and must also sign the respective attendance card.

The Company must receive the conferred representation before 23:59 hours of the day immediately preceding the scheduled date for the General Meeting of shareholders on first call. Otherwise, the representation will be considered not granted.

The documents used to record representations for the General Meeting must include at least the following:

- (i) The date of the General Meeting and the agenda.
- (ii) The identity of the represented and the representative.
- (iii) The number of shares owned by the shareholder granting representation.
- (iv) Instructions on the voting intention of the shareholder granting representation for each agenda item, if applicable.

The President of the General Meeting or persons designated by the mediation of the Chair shall be deemed authorised to determine the validity of the conferred representations and verify compliance with the requirements for attendance at the General Meeting.

The provisions outlined in the preceding paragraphs shall not apply when the representative is a spouse, ascendant, or descendant of the represented shareholder and so proves it; nor when they have a general power of attorney granted in a public deed, with powers to administer the entire estate held by the represented shareholder in the national territory and provides it.

Whenever representation may be conferred by **postal correspondence**, it will only be considered valid that addressed to the Company, to the attention of the Shareholder's Office, at the registered corporate headquarters located at C/ Puerto de Somport, 23, Building A, Floor 1, 28050 Madrid. It must be done by sending a letter to the Company stating the granted representation, accompanied by the attendance card issued by the entity participating in Iberclear, duly signed and with the corresponding section filled out by the shareholder.

If the attendance card issued by the entity participating in Iberclear does not incorporate the section related to delegation or it is incomplete, the shareholder may use the attendance card made available to shareholders by the Company on its website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)). Such attendance card, duly signed, must be sent to the Company by postal mail to the address indicated in the previous paragraph, along with the corresponding attendance card issued by the entity participating in Iberclear, equally duly signed.

Representation is always revocable. Personal (physical or electronic) attendance of the principal at the General Meeting of Shareholders will, in any case, have the value of revocation of the representation. Likewise, the vote of the shareholder will prevail over the delegation, and therefore, delegations issued previously will be considered revoked, and those issued subsequently will be considered to not have been made.

When conferred by **electronic communication** using the application available on the corporate website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), shareholders delegating their vote must access the electronic platform provided for that purpose on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), and must provide proof of their identity through one of the following means: (i) Electronic National Identity Document; (ii) recognised electronic certificate issued by the Spanish Royal Mint, or a similar certifying entity, of which there is no record of its revocation; (iii) the shareholder or representative's "user and password" credentials, received via email after their identity and status as a shareholder or

representative are verified through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to delegate their vote via electronic means no later than 13:00 hours on 29 April 2024.

## VOTING THROUGH REMOTE COMMUNICATION MEANS

Shareholders entitled to attend and vote may cast their vote on proposals related to the items included in the agenda prior to the General Meeting, through **postal correspondence** under the terms provided by Law and in article 28 of the Regulations of the General Meeting of Shareholders, or via **electronic communication** using the application available on the corporate website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)).

**Mail-in votes** will be cast by sending in a letter via postal correspondence addressed to the Company to the attention of the Shareholder Office, at the registered corporate headquarters, located at C/ Puerto de Somport, 23, Building A, Floor 1, 28050 Madrid, thereby recording the vote, accompanied by the attendance card issued by the entity or entities in charge of keeping the record of shareholders, duly signed and completed by the shareholder.

When voting by **electronic communication** using the application available on the corporate website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), shareholders voting remotely must access the electronic platform provided for that purpose on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)) and must provide proof of their identity through one of the following means: (i) Electronic National Identity Document; recognised electronic certificate issued by the Spanish Royal Mint, or a similar certifying entity, of which there is no record of its revocation; (iii) the shareholder or representative's "user and password" credentials, received via email after their identity and status as a shareholder or representative are verified through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to cast their vote electronically no later than 13:00 hours on 29 April 2024.

For its validity, the vote cast by mail or electronic means must be received by the Company before 23:59 hours of the day prior to the scheduled date for the General Meeting of Shareholders. Otherwise, the vote will be considered not cast.

Shareholders with a right to attend who cast their remote vote under the stated terms, pursuant to the provisions outlined in the Company's Bylaws, will be present for the purposes of establishing a quorum for the General Meeting of Shareholders in question.

Documents that record representations for the General Meeting of Shareholders will reflect the instructions on how to vote. If no express instructions are given, it will be understood that the representative will vote in favour of the proposals of resolutions formulated by the Board of Directors regarding the items included in the Agenda.

In the event that any other business not included in the Agenda may be submitted to a vote, wherefore it was unknown on the delegation date, the representative must cast the vote as they deem appropriate, therefore considering the interests of both the Company and their principal.



A remote vote will be void:

- 1) When subsequent and express revocation has been made by the same means used to issue it and within the deadline established for doing so.
- 2) By personal or remote attendance at the meeting by the shareholder who had cast the vote or attendance by their representative.
- 3) Due to the sale of the shares before holding the General Meeting of Shareholders, of which the Company has had knowledge.

For the purpose of the provisions set forth in articles 523 and 526 of the Corporate Enterprises Act, you are hereby informed that the Chair of the Meeting, as well as any other member of the Board of Directors, may find themselves to be in a conflict of interests regarding (i) points Two (examination and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2023); and (ii) the events included in sections a), b), c), and d) of article 526.1 of the Corporate Enterprises Act (appointment, re-election, or ratification of directors; dismissal, separation, or termination of directors; exercise of corporate social responsibility and approval or ratification of company operations with the director in question) which could be presented outside the agenda in accordance with the Law. Furthermore, the Chief Executive Officer may have a conflict of interest concerning item Six on the agenda (**Approval of a Long-Term Incentive Plan (LTIP) for the Company's executives, including the Chief Executive Officer**).

If the representative is involved in a situation of conflict of interest regarding any of the items included in the agenda or that could be presented outside the agenda in accordance with the Law, and the shareholder had not given precise voting instructions for each one of those items, then the representative must abstain. In this case, it will be understood that the principal has also designated, as joint and successive representatives, the Chair of the General Meeting of Shareholders; and if the Chair were in a conflict of interest, then the Secretary of the General Meeting of Shareholders, and if the Secretary were in a conflict of interest, then the non-member Vice-Secretary to the Board of Directors, if one had been appointed.

The Company reserves the right to amend, suspend, cancel, or restrict the distance voting and delegation mechanisms whenever it may be required due to technical or security reasons. Likewise, the Company reserves the right to request the additional means of identification of shareholders that it deems appropriate to guarantee the identity of the parties, to guarantee the authenticity of the vote or of the conferred representation, and in general to ensure the legal certainty of the act of the General Meeting of Shareholders.

Metrovacesa, S.A. may not be held liable for the damages that could be caused to a shareholder as a result of breakdowns, overloads, line ruptures, connection failures, poor operation of the mail service, or any other eventuality of the same or similar nature, all beyond the Company's control, which prevent using the distance voting and delegation mechanisms.

## REMOTE ATTENDANCE AND VOTING

In accordance with the provisions of Article 12 of the Company's Bylaws, the Board of Directors of the Company has decided to enable the option of attending the General Meeting of Shareholders and voting by electronic means. This will allow shareholders and proxy holders to connect in real time, participate and vote remotely on the day of the General Meeting.

Directors may attend the meeting by audio or video conference.

### 1. Remote Attendance

The method of attending the General Meeting of Shareholders remotely will be made available to the shareholders on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), accessing the area concerning the Annual General Meeting of Shareholders, remote attendance section, between 09:00 hours and 12:45 hours on the day of the meeting (i.e., on 30 April 2024 at first call and, if applicable, on 01 May 2024 at second call).

For this purpose, shareholders wishing to attend the Meeting electronically must register in the online platform set up for this purpose on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), providing proof of their identity through one of the following means: (i) Electronic National Identity Document; recognised electronic certificate issued by the Spanish Royal Mint, or a similar certifying entity, of which there is no record of its revocation; (iii) the shareholder or representative's "user and password" credentials, received via email after their identity and status as a shareholder or representative are verified through a special registration form available in the General Shareholders' Meeting section of the corporate website.

Shareholders may request their user credentials/password to be able to attend the Meeting electronically no later than 13:00 hours on 29 April 2024.

Those attending electronically who have been granted proxies must notify the Company in advance by sending an e-mail to the following address [investor.relations@metrovacesa.com](mailto:investor.relations@metrovacesa.com), before 13:00 hours on 29 April 2024, attaching a copy of the proxy granted or the powers of attorney in the case of a legal person, as well as a copy of the national ID document or passport of the representative. If they choose to access through a username/password, they must make the relevant request for credentials indicated in the previous paragraph.

During the Meeting and until the Chair of the Meeting opens the floor for discussion, shareholders or their representatives, by means of the system set up for remote attendance on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), accessing the area concerning the Annual General Meeting, remote attendance section, may intervene or request such information or clarification as they deem appropriate regarding the matters on the Agenda.

Moreover, during the Meeting and until immediately before voting on the proposals begins, shareholders or their representatives, by means of the system set up for remote attendance, may propose the adoption of agreements on matters not included in the Meeting's Agenda, in such cases where the Law so allows.

Any of the shareholders or representatives attending remotely who wish to inform the Notary that they are leaving the Meeting must do so by sending an electronic communication using the system set up for remote attendance on the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), accessing the area concerning the Annual General Meeting, remote attendance section. Once the Notary has been apprised of the shareholder's or representative's express wish to leave the Meeting, any subsequent action performed remotely shall be considered void.

Personal or remote attendance at the Meeting by a shareholder who had delegated or previously voted by distance, regardless of the means used to cast a vote, will invalidate said delegation or vote. Moreover, note that, in the event, personal attendance shall override remote attendance, voiding the latter.

## **2. Remote voting**

Shareholders or their representatives taking part in the Meeting of Shareholders remotely may vote using the method set up for remote attendance in the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)), accessing the area concerning the Annual General Meeting of Shareholders, remote attendance section, at any time from their registration until voting begins.

The remote voting mechanism incorporates the proper guarantees of authentication and identification of the shareholder exercising the voting rights and the security of electronic communications.

Shareholders wishing to vote remotely must indicate how they wish to vote on each matter (items) on the Agenda. If, in relation to any of the items on the Agenda, the shareholder does not indicate how they wish to vote, that shareholder will be understood to be voting in favour of the Board of Directors' proposals concerning the matters included in the Agenda which the Board of Directors has compiled.

In all matters not expressly regulated by this announcement, the same regulations provided in the Regulations of the General Meeting of Shareholders in connection with voting and adopting resolutions shall apply to shareholders attending the Meeting remotely as apply to shareholders attending the meeting in person.

## **NOTARY INTERVENTION**

In application of article 203 of the Corporate Enterprises Act, the Board of Directors has resolved to require the presence of a Notary for drafting the minutes of the meeting.

## **PERSONAL DATA**

The personal data that shareholders send to Metrovacesa for the exercise of their rights of attendance, delegation, and voting at the General Meeting or that are provided by banking institutions and securities firms and agencies where such shareholders have their shares deposited through the entity responsible for maintaining the book-entry registry, will be processed to manage the development, fulfilment, and control of the existing

shareholder relationship concerning the call and holding of the General Meeting. These data will be incorporated into a file for which Metrovacesa is responsible. In case the attendance or delegation card includes personal data relating to individuals other than the holder, the shareholder must have the owners' consent to transfer personal data to Metrovacesa and inform them of the points indicated in this call regarding the processing of personal data.

Data subjects have the right to exercise their rights of access, rectification, cancellation, and opposition, in accordance with the provisions set forth in the legislation in force and under the terms and complying with the requirements outlined in the same by sending a written request identified with the reference "Data Protection" specifying their request to the following address: C/ Puerto de Somport, 23, Building A, Floor 1, 28050 Madrid.

### **ADDITIONAL INFORMATION**

Metrovacesa expects that **in all probability the Meeting will be held at first call on 30 April 2024**, and it provides information via its website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)) in regards to the potential changes or measures to adopt in connection with the General Meeting of Shareholders. In any case, shareholders are asked that in the days prior to the Meeting they consult the Company's website ([www.metrovacesa.com/en](http://www.metrovacesa.com/en)) or contact the Company by phone on (+34) 913 183 700, for the latest available information, with the aim of ensuring that shareholders so wishing can fully exercise their rights without attending the meeting in person.

In any event, Metrovacesa shall adopt such measures as it deems appropriate or necessary to protect the health of its directors, suppliers, shareholders and employees.

Madrid, 19 March 2024

Non-member Secretary to the Board of Directors

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Mr. Lucas Osorio Iturmendi

**PROPOSALS FOR RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF METROVACESA, S.A.  
CONVENED FOR THE 29 APRIL 2024 AND 01 MAY 2024  
AT FIRST AND SECOND CALL, RESPECTIVELY**

**I. ITEMS FOR APPROVAL**

**FIRST ITEM ON THE AGENDA:**

**Review and approval, when relevant, of the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements corresponding to the FY closed on 31 December 2023, and the directors' reports of Metrovacesa, S.A. and its consolidated group corresponding to the same FY.**

**JUSTIFICATION OF THE RESOLUTION**

In accordance with Article 164 of the Recast Text of the Corporate Enterprises Act, approved by Legislative Royal Decree 1/2010 of 2 July (the “**Corporate Enterprises Act**”), the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the accounts of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

***Approve the individual annual financial statements of Metrovacesa, S.A. (balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and report) and the consolidated annual financial statements including the subsidiaries (balance sheet, income statement, statement of changes in equity, cash flow statement and report) corresponding to the financial year ended on 31 December 2023, as well as the individual and consolidated directors' report corresponding to the same FY, all of which were prepared by the Board of Directors in its meeting on 27 February 2024.***

**SECOND ITEM ON THE AGENDA:**

**Review and approval, if applicable, of the management and actions of the Board of Directors during the financial year ended on 31 December 2023.**

**JUSTIFICATION OF THE RESOLUTION**

In accordance with Article 164 of the Corporate Enterprises Act, the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the financial statements of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

***Approve the corporate management and actions of the Board of Directors of Metrovacesa S.A. during the financial year ended on 31 December 2023.***

**THIRD ITEM ON THE AGENDA:**

**Review and approval, if applicable, of the proposal for the individual appropriation of earnings corresponding to the financial year ended on 31 December 2023.**

**JUSTIFICATION OF THE RESOLUTION**

In accordance with Article 164 of the Corporate Enterprises Act, the Annual General Meeting will necessarily meet within the first six months of each year to, if applicable, approve the corporate management, approve the financial statements of the preceding financial year, and decide on the appropriation of earnings.

It is hereby recorded for the purpose of the provisions set forth in Article 272 of the Corporate Enterprises Act that all documentation has been made available to the shareholders, immediately and free of charge, as of the publication date of the meeting announcements of this General Meeting.

The following is proposed:

***Approve the following proposal for the appropriation of earnings:***

***PROPOSAL FOR THE APPROPRIATION OF EARNINGS OF METROVACESA, S.A. (INDIVIDUAL) (in thousands of euros):***

- ***Losses during the financial year: 30,365***
- ***Appropriation:***
  - o ***Prior years' losses: 30,365***

#### **FOURTH ITEM ON THE AGENDA:**

**Approval, if applicable, of distribution of dividends charged to freely available reserves.**

#### **JUSTIFICATION OF THE RESOLUTION**

Pursuant to Art. 273.2 of the Corporate Enterprises Act, once the reserves stipulated by the Law or the Articles of Association have been covered, the companies may distribute dividends charged to revenues or to freely available reserves, if the value of equity is not less than the share capital and this situation does not arise as a result of the distribution.

Although the third item on the agenda is the proposed appropriation of 2023 results, consisting of distribution to the Legal Reserve and Prior Years' Losses, it is considered appropriate to propose to the General Meeting the distribution among the shareholders of freely available reserves (issue premium), in the amount of 0.36 euros per share.

This distribution is justified by the adequate structure of the Company's balance sheet as of 31 December 2023.

For all pertinent purposes, we state for the record that (i) there is sufficient liquidity for this distribution, taking into account the operating cash generated by the Company during the FY from its activities of promotion and sale of land; (ii) after this distribution, the value of equity will continue to be greater than the share capital; and (iii) the remaining requirements set forth in Art. 273 of the Corporate Enterprises Act for carrying out this distribution have been complied with.

***The following is proposed:***

***To approve the distribution of dividends amounting to 0.36 euros/share charged to freely available reserves (issue premium), giving an approximate total of 54.6 million euros.***

***Dividends will be payable on or around 23 May 2024.***

***It is hereby stated that, following the approved dividend distribution, the Company equity shall continue to be higher than its share capital.***



## **FIFTH ITEM ON THE AGENDA:**

**Re-election of the Company's and its consolidated group's financial auditors.**

### **JUSTIFICATION OF THE RESOLUTION**

PriceWaterhouseCoopers Auditores, S.L., the current audit firm of the Company and its group, was appointed in the Annual General Meeting of Shareholders in 2016 for an initial period of three years. This period ended with the close of the 2018 financial year (on 31 December 2018).

Furthermore, PriceWaterhouseCoopers Auditores, S.L. was re-elected as the auditor of the accounts of the Company and its consolidated group for one-year periods for the fiscal years 2019, 2020, 2021, 2022, and 2023, respectively.

Under Article 264 of the Corporate Enterprises Act, the appointment of auditors is the responsibility of the General Meeting and must be made before the end of the fiscal year under review.

Pursuant to Arts. 529 quaterdecies.4 d) of the Corporate Enterprises Act and 51.3 d) of the Corporate Bylaws, it is the responsibility of the Audit Committee to propose to the Board of Directors, for submission by it to the General Shareholders' Meeting, the appointment of the financial auditors, a proposal that was made in its session on March 18, 2024.

Applying these precepts, and following a proposal from the Company's Audit Committee, the renewal of the current auditing firm for the fiscal year 2024 is submitted to the Meeting.

The following is proposed:

***To re-appoint as the financial auditor of the accounts of Metrovacesa, S.A. and its consolidated group of companies for a one-year period (FY 2024) the firm PriceWaterhouseCoopers Auditores, S.L., located at Paseo de la Castellana 259, 28046 Madrid, registered in the Madrid Commercial Registry, volume 3,805, folio 223, sheet M-63988, registered in the ROAC with the number S0242, and with VAT number B-79031290.***

## SIXTH ITEM ON THE AGENDA:

**Approval of a Long-Term Incentive Plan (LTIP) for the Company's executives, including the Chief Executive Officer.**

### JUSTIFICATION OF THE RESOLUTION

The Board of Directors considers it a priority to align the interests of the CEO and senior executives with those of the company and its shareholders. To this end, it is deemed appropriate and necessary to maintain an attractive and competitive long-term incentive regime, once the previous one approved by the General Meeting for 2021 to 2023 has been consumed.

The incentive plan submitted to the General Meeting is consistent with previously approved incentive plans, which have effectively served as a tool for motivation and retention of the management team, including the CEO, and for achieving the strategic objectives of the Company and its shareholders, allowing for an alignment of interests between both parties.

As one of the beneficiaries is the CEO, approval from the General Meeting is required in accordance with Article 219 of the Corporate Enterprises Act.

On the other hand, the incentive plan submitted for approval by the General Meeting is aligned with the remuneration policy for directors approved by the General Shareholders' Meeting of Metrovacesa held on April 25<sup>th</sup>, 2023, and which is expected to be in force for the fiscal years 2024 to 2026 (the "Remuneration Policy 2024-2026"), whose section 5.3.2 ("New LTIP") regulates the inclusion in the remuneration structure of the CEO of a new long-term incentive plan, thus foreseeing the eventual approval of a new program of this nature by the General Meeting that would maintain the purposes of the incentive plans that were previously approved in the General Meeting.

The incentive plan proposed by the Board of Directors has been favourably reported by the Appointments, Remuneration, and Sustainability Committee, which has not only worked on its preparation but has also relied on external advisors to ensure that the highest standards of good practices and competitiveness are met.

The following is proposed:

Approve, in accordance with the provisions of Article 219 of the Corporate Enterprise Act and Article 17 of the Corporate Bylaws, a long-term incentive plan for the period 2024 to 2026 (the "**LTIP 24-26**", the "**LTIP**", or the "**Plan**"), aimed at certain members of the management team of Metrovacesa, S.A. ("**Metrovacesa**" or the "**Company**"), including the CEO.

The Plan, linked to specific strategic objectives of Metrovacesa, is approved in accordance with the following essential characteristics, which will be subject to development in the Plan's regulations (the "**Regulations**"):

## 1. Description and purpose of the Plan

After a certain period, the Plan will allow beneficiaries to receive an incentive payable in Metrovacesa shares and cash provided that the requirements to which its perception is linked are met.

The purpose of the Plan is: (i) to be aligned with the long-term interests of the Company's shareholders; (ii) to serve as a tool for motivation and retention of the management team; (iii) to help create a competitive remuneration system; (iv) to be challenging for the beneficiaries and at the same time realistic according to the market situation and the Company; and (v) to be aligned with market practices in terms of remuneration.

The Plan will be implemented through the granting to beneficiaries, free of charge, in the years 2024, 2025, and 2026, of a specific initial target incentive ("Target Incentive"), which, after a specified period, conditioned on the beneficiaries' tenure in the Company and based on the degree of achievement of the objectives linked to the Plan, would entitle them to receive a cash amount and a number of Metrovacesa shares (the "Incentive").

Until the Metrovacesa shares are delivered, the Plan does not confer shareholder status on the beneficiaries.

## 2. Plan Beneficiaries

The beneficiaries of the Plan will be those members of the Company's management team, including the CEO (the "Beneficiaries"), who are expressly invited to participate through an invitation letter (the "Invitation Letter"), and who expressly accept to participate in it.

Initially, the Plan is aimed at (i) the CEO, (ii) the members of Metrovacesa's executive committee, and (iii) the rest of the Company's executives, so that the estimated number of Plan Beneficiaries amounts to 19 people.

The Company's Board of Directors may agree to the inclusion of new Beneficiaries in the Plan.

## 3. Duration, objective measurement periods, and Plan settlement dates

The Plan will formally start on the date of approval by the Ordinary General Shareholders' Meeting of 2024, to which this agreement is submitted for approval.

The Plan will consist of three independent cycles (the "Cycles") and will have three Target Incentive grant dates (the "Grant Dates"), each of which will take place in the years 2024, 2025, and 2026, respectively.

Each of the Cycles will include an objective measurement period of three (3) years each (the "Measurement Period"), starting on January 1<sup>st</sup> of the year in which each Cycle begins, that is, 2024, 2025, and 2026 (the "**Measurement Period Start Date**")

and ending after a period of three (3) years from the Measurement Period Start Date, that is, on December 31<sup>st</sup> of the year of completion of each Cycle (the "**Measurement Period End Date**").

After the end of the Measurement Period, the Incentive to be received by each Beneficiary will be determined based on the degree of achievement of the objectives.

The settlement corresponding to each of the Plan's Cycles will occur after the formulation of the annual accounts corresponding to the year of completion of the Measurement Period of each Cycle (the "**Settlement Date**"). The settlement of each of the Cycles will be subject, in any case, to the fulfilment of all conditions and requirements regulated in the Plan.

Therefore, the Plan will extend from January 1<sup>st</sup>, 2024, with effects from the date of approval of the Plan by the General Meeting (the "**Start Date**"), until the settlement of the last Cycle of the Plan (the "**End Date**").

#### 4. Allocation of the Target Incentive and Determination of the Incentive

The Company will establish the Target Incentive granted to each Beneficiary in the Invitation Letter.

The Target Incentive for the CEO for each Cycle of the Plan is set at 750,000 euros.

The amount of the Incentive that each Beneficiary may receive, where applicable, will be determined in accordance with the following formula on each Settlement Date of the Plan:

$$I = \text{Target Incentive} \times \text{DAI}$$

Where:

I = Incentive to be settled to each Beneficiary based on the Degree of Achievement of the Incentive.

Target Incentive = Initial target incentive communicated to the Beneficiary in the Invitation Letter.

DAI = Degree of Achievement of the Incentive, in percentage terms, based on the fulfilment, during the Measurement Period, of the objectives linked to the Plan.

50 per cent of the Incentive will be settled by cash, and the remaining 50 per cent will be settled through the delivery of Metrovacesa shares ("**Share Incentive**").

In the settlement of the Share Incentive, Beneficiaries will be given the number of shares resulting from deducting those shares necessary to make the corresponding advance payment of the Personal Income Tax ("**IRPF**") and, where applicable, to satisfy any other tax that may be applicable (the "**Net Shares**").

## 5. Requirements for the Receipt of the Incentive

The requirements that must be cumulatively fulfilled for each of the Beneficiaries to consolidate the right to receive the Incentive under each Cycle of the Plan are as follows:

- (i) Achieve the objectives linked to each Cycle of the Plan, in the terms and conditions described herein and to be further developed in the Plan Regulations, and
- (ii) Remain continuously providing services to the Company until the End Date of the Measurement Period of the respective Cycle, notwithstanding the provisions for special cases of disassociation established in the Regulations.

## 6. Plan Objectives

The Degree of Achievement of the Incentive will depend on the level of achievement of each of the objectives set for each of the Cycles of the Plan.

For each of the objectives of each Cycle of the LTIP 24-26, a minimum threshold of objective achievement is established below which no Incentive corresponding to that objective would be accrued, and a maximum level of objective achievement.

For the first Cycle of the Plan, the Incentive will be linked to the achievement of the Company's strategic objectives approved by the Board and included in the Annual Report on Directors' Remuneration of 2023, which is submitted for consultative voting to the General Meeting at which this agreement is presented.

For the second and third Cycles of the Plan, the Board of Directors of Metrovacesa, at the proposal of the Appointments, Remuneration, and Sustainability Committee, may decide to maintain or modify the objectives and the weighting established for the first Cycle of the Plan, the achievement scales for each objective, and the companies that, where appropriate, will be part of the comparison group. In case the Board of Directors makes any modifications in this respect, complete information will be provided in the corresponding Annual Report on Directors' Remuneration.

## 7. Reference Value of the Share

The reference value of the Metrovacesa share for determining the number of shares to be delivered to each of the Beneficiaries will correspond to the volume-weighted average trading price of the closing quotation for the fifteen (15) trading sessions prior to the End Date of the Measurement Period of each Cycle and for the fifteen (15) trading sessions following such date ("**Share Reference Value**").

**8. Maximum Number of Shares to Be Delivered**

The number of Metrovacesa shares resulting from the settlement of each Cycle of the Plan will be determined as the quotient of the Share Incentive corresponding to each Cycle by the Share Reference Value of each Cycle.

The maximum number of Metrovacesa shares that Beneficiaries may receive under the Plan shall not exceed 640,833 shares, representing approximately 0.42 per cent of Metrovacesa share capital.

Of the shares allocated to the Plan, up to a maximum of 204,105 shares may be delivered to the CEO, who may receive a maximum of 65,729 shares of Metrovacesa in the settlement corresponding to the first Cycle of the Plan and a maximum of 69,188 shares for each of the remaining two Cycles.

In any case, the number of shares to be delivered will depend on the degree of achievement of the Plan's objectives and the Share Reference Value corresponding to each Cycle.

Should the maximum number of Metrovacesa shares allocated to the Plan authorised by the General Shareholders' Meeting be insufficient to settle the Share Incentive corresponding to the Beneficiaries under each Cycle of the Plan, the Company will pay in cash the amount of the Incentive corresponding to such shares.

The Company may use the shares that make up or will make up its treasury stock or resort to the financial instrument most advisable in each case to cover the Plan.

**9. Delivery of Shares and Availability Regime**

The Company may require that, once each Cycle of the Plan is settled, the Beneficiaries may not transfer the ownership of all or part of the received shares (Net Shares) until a specific time has elapsed since the Settlement Date. Once this period has elapsed, the shares will be freely available.

Specifically, the CEO must retain ownership of all the shares received (Net Shares) under the Plan for two (2) years from their receipt.

Without prejudice to the foregoing, in accordance with his contract, the CEO has a permanent shareholding commitment whereby he must maintain ownership of a number of Metrovacesa shares whose value is equivalent to twice his annual fixed remuneration.

**10. Early Settlement or Modification of the Plan**

The Plan may provide for cases of early settlement or modification in the event of acquisition or change of control in the Company or in cases that significantly affect the Plan.

## **11. Reduction and Recovery Clauses**

The Plan will include the corresponding reduction (malus clause) and recovery (clawback clause) clauses in the Plan Regulations. The Board of Directors will determine, where applicable, if the circumstances that should trigger the application of these clauses have occurred and the part of the Incentive that, if any, should be reduced or recovered.

## **12. Administration of the Plan**

It is agreed to empower the Board of Directors as broadly as necessary in law, with express powers of delegation or empowerment to any of its members or to the Appointments, Remuneration and Sustainability Committee or to any other person whom the Board of Directors expressly empowers for such purpose, for the execution of this agreement and the implementation, development, formalisation, execution, and settlement of the Plan, when and as it deems appropriate, including the delivery of shares to the Beneficiaries of the LTIP, adopting as many agreements and signing as many documents, public or private, as necessary or convenient for its full effects, even with the power to correct, rectify, modify, or supplement this agreement and, in general, to adopt as many agreements and carry out as many actions as are necessary or merely convenient for the successful conclusion of this agreement, including, by way of illustration only, the following powers:

- (a) Implement and execute the LTIP when deemed convenient and in the specific manner considered appropriate.
- (b) Develop and set the specific conditions of the LTIP, including, in particular and without limitation, establishing the consequences of a change of control as well as regulating the cases of early settlement and declaring the fulfilment of the conditions to which such early settlement is linked, if any.
- (c) Interpret, correct, clarify, and complete the LTIP in everything not provided for in this agreement.
- (d) Draft, sign, and submit any communications and complementary documentation necessary or convenient with any public or private body for the implementation and execution of the LTIP, for the delivery of Company shares and the payment of the Incentive in cash, including, if necessary, the corresponding prior communications and informative brochures.
- (e) Perform any action, statement, or management before any body or entity or public or private registry, to obtain any authorisation or verification necessary for the implementation and execution of the LTIP.
- (f) Negotiate, agree, and sign counterpart and liquidity contracts with the financial institutions freely designated under appropriate terms and conditions.

- (g) Determine the mechanism for the Company to acquire or issue the shares to be delivered to the Beneficiaries of the LTIP, the way to finance such acquisition or issue of shares, and in general carry out any actions necessary or convenient for the execution of such acquisition or issuance of shares and of the LTIP.
- (h) Draft and publish any announcements deemed necessary or convenient.
- (i) Draft, sign, grant, and, where applicable, certify any document related to the LTIP.
- (j) Adapt the content of the LTIP to the circumstances or corporate operations that may occur throughout its duration, in the terms considered convenient, as well as, to the extent that the applicable legal regime to some Beneficiaries requires or advises it or is necessary for legal, regulatory, operational reasons, and others of a similar nature, adapt the conditions established in general.
- (k) Adapt the content of the LTIP by modifying the objectives, their weighting, the achievement scales, the group of comparable companies, and, ultimately, any action that in its case is considered necessary for the correct adaptation of the Plan and, in particular, in case of significant internal or external changes.
- (l) Decide not to execute or to leave the LTIP or any of its Cycles wholly or partly without effect, as well as to exclude particular Beneficiaries when circumstances advise it or invite new beneficiaries.
- (m) And, in general, to carry out as many actions, make as many decisions, and sign as many documents as necessary or merely convenient for the validity, effectiveness, implementation, development, execution, settlement, and successful conclusion of the LTIP and of the previously adopted agreements.

For clarification purposes, it is stated that the powers to approve, modify, and implement the LTIP as it affects the Beneficiaries who are not directors of the Company correspond, without limitation, to the Board of Directors.



## **SEVENTH ITEM ON THE AGENDA:**

### **Authorisation to shorten the period of the call of Extraordinary General Meetings.**

#### **JUSTIFICATION OF THE RESOLUTION**

The Spanish Corporate Enterprises Act, in its Art. 515, allows a reduction of the notification period for the call for the Extraordinary General Meetings to at least fifteen days in advance, as long as the Company allows all its shareholders to vote electronically.

The agreement to reduce the notice period will only be in effect until the next Ordinary General Meeting, and it is expressly stated that, in accordance with the aforementioned Article 515, the agreement must be adopted with the favourable vote of shareholders representing at least two-thirds of the subscribed share capital with voting rights.

The proposed agreement presented to the General Shareholders' Meeting is justified by the convenience of having a mechanism that enables convening General Meetings of an extraordinary nature in a more flexible and agile manner.

The following is proposed:

***In accordance with the provisions of Spain's Corporate Enterprises Act, it is agreed to authorise and approve the convening of extraordinary general meetings of the Company with prior notice of at least fifteen (15) days, provided that the Company offers shareholders the actual possibility of voting by electronic means accessible to all of them.***

***The present authorisation is granted until the date of the next ordinary general meeting of the Company.***

## **EIGHTH ITEM ON THE AGENDA:**

**Delegation of powers for the formalisation, recording, development, interpretation, correction, and execution of the adopted resolutions.**

### **JUSTIFICATION OF THE RESOLUTION**

The resolution proposal submitted to the General Meeting of Shareholders is justified by the fact that the Board should have a mechanism, provided for by corporate legislation in force, which allows it to conduct all the necessary procedures to comply with the Company's corporate obligations.

The following is proposed:

***Regarding the preceding resolutions adopted by the General Meeting of Shareholders, it resolves to authorise each one of the members of the Company's Board of Directors and the Non-member Secretary to the Board of Directors, Mr Lucas Osorio Iturmendi, and the non-Director Vice-secretary to the Board of Directors, Ms Pilar Martín Bolea, as broadly as may be legally necessary for any of them, indistinctly and individually, including the express power to remedy, so that they may carry out the following actions:***

- 1. Present and deposit the annual financial statements of the Company and of its consolidated group at the Companies Register of the Company's registered offices, as well as proceed to formalise and publicly record, on behalf of the Company, all public or private documents that may be necessary or appropriate, without limitation, even for corrections, until the recording of the aforementioned resolutions in the corresponding registries is obtained.***
- 2. Interpret, clarify, supplement, develop and execute the resolutions adopted by this General Meeting of Shareholders and, in particular, correct all substantive or formal defects, omissions, or errors that could prevent access of said resolutions and the consequences thereof to the Companies Register, the official registries of the National Securities Market Commission, the Property Registry and any other registry, including the adaptation of such resolutions according to the verbal or written qualifications of the Companies Register or any other authorities, civil servants, or competent institutions, and to comply with all the criteria that could be legally required for the efficacy thereof.***
- 3. Publish, in the manner set forth by the Corporate Enterprises Act and all other applicable legislation, the announcements pertaining to the resolutions adopted by this General Meeting of Shareholders.***
- 4. In general, conduct all legal acts or business and execute all public or private documents that may be necessary or appropriate for the full performance and efficacy of the resolutions adopted by this General Meeting of Shareholders, which includes performing all actions that may be required before any public or private entities.***

## II. ITEMS FOR ADVISORY VOTE

### NINTH ITEM ON THE AGENDA:

**Advisory vote on the annual report on the Directors' remuneration corresponding to the FY closed on 31 December 2023.**

### JUSTIFICATION OF THE RESOLUTION

Pursuant to Article 541.4 of the Corporate Enterprises Act, it is necessary to submit to the General Meeting of Shareholders for advice the Annual Report on Remuneration of Directors, in this case corresponding to FY 2023.

The following is proposed:

***To approve, on an advisory capacity, the Annual Report on Directors' Remuneration for the fiscal year ended December 31, 2023, the full text of which was made available to shareholders together with the rest of the documentation related to the General Shareholders' Meeting from the date of publication of the notice of meeting.***