



## OTHER RELEVANT INFORMATION

Llodio, 21st April, 2022.

Tubacex S.A. (hereinafter, the “**Company**”), in compliance with the provisions of article 228 of the Royal Legislative Decree 4/2015, of October 23, 2015, enacted the consolidated restated text of the Securities Market Law, hereby releases the following

### OTHER RELEVANT INFORMATION

The Company submits the Annual General Meeting call to be held both by presence-based and telematic modalities.

As a result of previous experience, it is expected that the Meeting will be held on second call.

Maidier Cuadra Etxebarrena  
Secretary of the Board of Directors

## **TUBACEX, S.A.**

### **STOCKHOLDERS' ANNUAL GENERAL MEETING**

In compliance with legal provisions and by-laws, the Board of Directors of "TUBACEX, S.A.", ( "**Tubacex**" or the "**Company**") has hereby resolved to call its Stockholders to the Annual General Meeting to be held , on 25th May 2022, **at 12.30 pm** on first call, and **on second call** at the same time on **26th May 2022 in Euskalduna Palace of Bilbao, placed in Abandoibarra avenue 4**; in order to deliberate and decide upon the matters included in the following:

#### **AGENDA**

One.-, Approval, if appropriated, the annual accounts, the non financial information statement, the proposal allocation of profit/losses and the social management of the Board of Directors:

- 1.1 Examination and, if appropriate, approval of the individual and consolidated annual accounts as well as their corresponding management reports for financial year ended on 31 December 2021.
- 1.2. Approval if appropriate, the non financial information statement for financial year ended on 31 December 2021.
- 1.3 Approval, if appropriate, of the proposal for the allocation of profits/losses for the fiscal year ended on 31 December 2021.
- 1.4 Approval, if appropriate, of the social management of the Board of Directors of Tubacex, S.A., for the fiscal year 2021.

Two.- Ratification and appointment of Mr. Jose Toribio Gonzalez as independent director for the statutory term of four years

Three.- Re-election of members of the Board of Directors

- 3.1. Renewal as independent director of Mr. Jorge Sendagorta Gomendio for the statutory term of four years
- 3.2. Renewal as proprietary director of Ms. Isabel Lopez Paños for the statutory term of four years.
- 3.3. Renewal as independent director of Mr. Ivan Marten Uliarte for the statutory term of four years.

Four.- Advisory vote regarding the annual remunerations report of Directors.

Five.- Report of the modifications of the Board of Directors Regulations.

Six.-. Grant power to formalize and notarize the aforementioned agreements and encourage their registration in the Corporate Register as well as the correction, interpretation and implementation of the Agreements adopted at the General Meeting.

Seven.- Approval of the minutes of the meeting.

The Board of Directors may exercise the right granted in article 203 of the Corporations Act, to get the minutes of the Meeting raised and accredited by the notary.

The depositary institutions may issue attendance cards in favor of the representatives entitled to attend this act; this right of attendance is granted to all stockholders who, in turn, may delegate in any other person, even if they are not a stockholder.

Immobilization of shares must be guaranteed from the request for the attendance card until after the General Meeting takes place. The proxy granted by the stockholder to any member of the Board of Directors must express instructions on the direction of the vote, whereby it shall be understood that if such instructions were missing, the representative shall vote in favor of the proposed resolutions of said Board of Directors. Without these specific indications, the proxy shall be considered as granted to the President of the Board of Directors.

According to the provisions of articles 272, 287, 517 and 518 of the Corporations Act, as of this call, any stockholder who accredits his condition as such, may examine in the corporate address or request a free complete copy of the (i) Annual Accounts and Management Report for the financial year 2021 for the Company and its consolidated group and the Auditor's Report (ii) the full text of the proposals for agreement with the Directors reports regarding matters that require them (iii) The modified Board of Directors Regulations, (iv) the Corporate Governance report and the annual remunerations report of Directors; (v) Regulations of Shareholders electronic forum, (vi) a proxy card and voting assistance model and (vii) the report of auditor's independency

Pursuant to the provisions in articles 172 and 519 of the Corporations Act, stockholders representing at least three per cent of the share capital, can request the publication of a supplement to the call to this Stockholders' General Meeting, including one or more matters on the Agenda. This right must be exercised by means of due notification which must be received at the Corporate Address in Tres Cruces 8 , 01400, Llodio, Alava (Spain) within the five days following the publication of the Call. In this case, the supplement to the Call shall be published at least fifteen days prior to the date set for the Meeting.

Pursuant to articles 197 and 520 of the Corporations Act, until the seventh day before the General Meeting is held, the stockholders may formulate questions, requests for information or clarifications regarding any publicly available information that the company has given the Spanish Securities Exchange Commission (CNMV) since 24 June 2021, date of the previous General Meeting. Furthermore, in compliance with article 539.2 of the Corporations Act, from the publication of this call until the Board Meeting is held, an Electronic Stockholders' Forum will be accessible on the company's website.

Similarly, in compliance with the provisions of article 539.2 of the Corporations Act, from the moment of the publication of this call until the Meeting is held, The stockholders Electronic Forum is available in Company's Website.

## **SANITARY MEASURES, LIMITATION OF CAPACITY AND RECOMMENDATION OF REMOTE PARTICIPATION IN THE GENERAL MEETING**

Due to the circumstances that occur at the time of this call, derived from the pandemic caused by COVID-19, and in order to protect the health and safety of the shareholders, employees and other people who participate in the Meeting General, the Company recommends that all shareholders use the remote voting and proxy means prior to the holding of the Meeting or attendance by telematic means established for this General Meeting, avoiding, as far as possible, the physical attendance at the location planned for holding the General Meeting. However, those shareholders or their representatives who, despite the above recommendation, wish to attend the General Meeting in person, must take into account that, in order to access the premises where it will be held, they must comply with the security protocol that has published on the Company's corporate website ([www.tubacex.com](http://www.tubacex.com)).

Aforesaid security protocol may be updated until the date of the General Meeting with any other measures or recommendations issued for this purpose by the competent authorities. The Company will inform the shareholders, also through the Company's corporate website ([www.tubacex.com](http://www.tubacex.com)), of the limitations or restrictions that may be imposed by the competent authorities on the capacity of the premises planned for holding the meeting. General Meeting or

of those others that for reasons of health security agreed by the Board of Directors of the Company. Once the maximum permitted capacity has been reached, considering the limitations or restrictions that may apply, it will not be possible to access the venue for the General Meeting. Shareholders or their representatives who wish to attend the General Meeting in person are requested to consult the information on capacity limitations or other circumstances that may be published by the Company on the corporate website ([www.tubacex.com](http://www.tubacex.com)) to avoid that in case of impossibility of access to the place where the General Meeting is held, it is not possible to attend through the telematic means provided for having elapsed the established deadlines and procedures and that are described later in this ad.

For these purposes, all shareholders and their representatives are reminded that they may also exercise their rights to attend the general meeting by means of distance voting or proxy voting, prior to the holding of the general meeting. The exercise of these rights is developed on the company's website in the information on the General Shareholders' Meeting in the section "Shareholders and Investors"

Other matters:

(i) All these measures are compatible with the observance of the corporate obligations that binds the company and they fully guarantee the exercise of the voting rights of shareholders.

(ii) It is the exclusive responsibility of any shareholder (or the relevant proxyholder), to safeguard the key or identifying code required to access and use the online attendance service. In cases of corporate bodies, they shall have to notify any modification or revocation of the powers held by its representative and, accordingly, the company rejects any responsibility until said notification is made.

(iii) TUBACEX S.A. reserves the right to modify, discontinue, cancel or restrict the ways to attend the meeting online whenever it is required or compelled to do so by technical or safety reasons, and it shall not be held accountable for any damages that may be suffered by any shareholder arising from any breakdowns, blackouts, failures in the connection or any other similar contingencies beyond the control of the Company, that would hinder or prevent the use of the services to attend the General Meeting online.

(iv) **In the light of previous events, the General Meeting is expected to be held at the second call.**

RIGHT TO ATTEND, GIVE PROXIES AND VOTE REMOTELY

### **Right to attend**

In accordance with the provisions of the Articles of Association and of the Regulation of the Shareholders' General Meeting, the General Meeting may be attended by shareholders who had their shares registered in the relevant Registry at least five days before the date on which such Meeting is held.

#### *Prior registration*

Any shareholder who wishes to attend the General Meeting online may register to do so from 12:30 CET on 17 May 2022 to 12:30 CET on 24 May 2022, by clicking the link 2022 Annual Shareholders' Meeting available in the web page of the Company ([www.tubacex.com](http://www.tubacex.com)), in the subsection Annual Shareholders' Meeting of the section Investors & Shareholders. After said time, no prior registration for exercising the right to attend the meeting online shall be accepted.

Said prior registration shall be made through any of the following means: (i) Electronic National Identity Card or (ii) recognized or advanced electronic signature, based on an electronic certificate recognized and in force, issued by the Spanish Public Entity for Certifications (CERES), an entity controlled by Fábrica Nacional de Moneda y Timbre (the Spanish official mint) or equivalent. The Company may set up additional means of identification to establish the identity of the shareholder in a proper way.

Once a shareholder has been pre-registered in accordance with the abovementioned methods and within the set time limits, said shareholder shall be entitled to attend and cast a vote at the Shareholders' Annual General Meeting, through the electronic online means, by establishing the relevant connection on the date on which the Meeting is held.

From the closing time for registration for the Meeting to the time on which the connection to attend the General Meeting online is enabled, the Company shall verify the status as shareholders of those registered to attend the Meeting. Online attendance shall be subject to a satisfactory verification that any attendee had the shares registered in the relevant securities registry at least five days before the date on which the Shareholders Annual General Meeting is to be held.

Once a shareholder has been registered in accordance with the abovementioned methods and within the set time limits, and once the status as shareholder is verified, said shareholder shall be entitled to attend, speak and cast a vote at the Shareholders' Annual General Meeting, through the electronic online means, by establishing the relevant connection on the date on which the Meeting is held, in accordance with the provisions of the following section.

Online remote attendance by a Shareholder shall be tantamount to attendance in person to the General Meeting.

In the event that the person who was going to attend telematically, had delegations conferred in their favor, they must make their prior registration by sending, before June 24, 2022 at 12:30 CET, the document through which the representation, as well as the rest of the supporting documentation to the email of the Company ([juntageneral@tubacex.com](mailto:juntageneral@tubacex.com)) or by postal correspondence addressed to the Company - for the attention of the Secretary of the Board of Directors (ref. Ordinary General Meeting 2022) - to its offices in Derio (Bizkaia) in the Bizkaia Science and Technology Park, Ibaizabal bidea building 702- 1st floor, ZIP: 48160. The representative will be validly registered and may connect to the Ordinary General Meeting, as indicated in the following section, when the Company confirms the validity of the corresponding representation.

#### *Connection and casting of votes*

A shareholder who has been pre-registered and a proxyholder whose proxy had been given by the shareholder in accordance with the established method, shall be able to connect to the Shareholders' Annual General Meeting through the web page of the Company ([www.tubacex.com](http://www.tubacex.com)) from 11:00 CET and 12:00 CET on 25 May 2022. If, as expected, the General Meeting is not quorate on first call, they may connect the next day, on 26 May 2022, in the same way and during the same time span. After the time limit established, no further connections shall be allowed. Shareholders who, having pre-registered to attend the meeting, do not later connect to the meeting shall not be deemed to have attended the meeting. Once connected, shareholders may cast a vote on the proposals until the voting is finished. Online attendance by a shareholder or a proxyholder shall be tantamount to attendance in person, and it shall render null and void any previous vote or proxy cast or given by any other means.

### *Speeches, proposals and requests for information*

Shareholders or proxyholders may request the floor at the Shareholders Annual General Meeting, and they may also ask questions and make proposals in accordance with the provisions of the Regulation of the Shareholders' General Meeting. To that end, their requests, proposals and questions shall have to be submitted to the Company, in writing and in the terms established at the web site, from 11:00 CET and 12:00 CET on 25 May 2022 and, where applicable, on 26 May 2022. The Secretary shall read the speeches and requests submitted by the Shareholders in the speaking time allowed thereto, and they shall be included in the Minutes of Meeting only where it is expressly requested. Requests for information or explanations made while the meeting is held shall be responded in writing within a seven-day term, although nothing prevents that they may be responded during the meeting, where possible.

### **Proxies**

In accordance with the provisions of the Law, with the Articles of Association and with the Regulation of the General Meeting, any shareholder entitled to attend the Meeting may be represented thereat by another shareholder, provided the requirements and formal requisites established in the law are met, including the provisions set forth in the web page of the company [www.tubacex.com](http://www.tubacex.com) for proxyholders attending online.

The proxy, and the remaining supporting documents, shall have to be submitted to the email address of the Company ([juntageneral@tubacex.com](mailto:juntageneral@tubacex.com)), or to the address of the Company, through postal service, by means of a letter sent for the attention of the Secretary of the Board of Directors (ref. Junta General Ordinaria 2022)- to the Company offices in Derio (Biscay), at the Bizkaia Science and Technology Park, Ibaizabal bidea edificio 702- 1st floor, Postal code: 48160.

### **Right to vote remotely**

In accordance with the provisions of the Law, with the Articles of Association and with the Regulation of the General Meeting, any shareholder may cast a vote remotely through the means provided in the regulations to such end, by sending to the Company, in compliance with the requirements and through the means set forth in the web page of the Company [www.tubacex.com](http://www.tubacex.com), the remote vote card available for shareholders at said web page. Remote votes shall have to have been notified to the Company at least 24 hours before the time set forth holding the meeting.

The document through which the right to vote remotely is exercised, and the remaining supporting documents, shall have to be submitted to the email address of the Company ([juntageneral@tubacex.com](mailto:juntageneral@tubacex.com)), or to the address of the Company, through postal service, by means of a letter sent for the attention of the Secretary of the Board of Directors (ref. Junta General Ordinaria 2022)- to the Company offices in Derio (Biscay), at the Bizkaia Science and Technology Park, Ibaizabal bidea edificio 702- 1st floor, Postal code: 48160.

### **Further information**

Shareholders who need further information on giving proxies, casting a vote remotely and attending on line the General Meeting may access [juntageneral@tubacex.com](mailto:juntageneral@tubacex.com) or call the phone number +34 94 6719300.

## PERSONAL DATA PROTECTION

Any personal data provided by shareholders to TUBACEX S.A. in order to exercise their rights to attend, give proxies and cast votes at the Shareholders' General Meeting, or that is provided to those ends by the entities in which said shareholders have their shares deposited, shall be treated in accordance with the legal provisions on data protection currently in force, for the purpose of enabling the establishment, evolution, fulfillment and monitoring of the shareholding relationship and the compliance with any relevant legal obligations, as well as for managing the calling and holding of the Shareholders' General Meeting.

Likewise, shareholders are kindly reminded that they may exercise any of the rights afforded to them by the data protection legislation by addressing the relevant request to the e-mail address [gdpr@tubacex.com](mailto:gdpr@tubacex.com) and attaching thereto a copy of their official identity card.

In Llodio (Alava), on 30th March 2022.  
THE SECRETARY OF THE BOARD OF DIRECTORS  
Maider Cuadra Etxebarrena