

redeia

El valor de lo esencial



BOARD OF DIRECTORS

30 April 2024

**Procedure for remotely
appointing proxy, voting,
and requesting
information for the
General Meeting**

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1 Introduction

As in previous years, it is proposed that the Board of Directors of Redeia Corporación, S.A. (the "**Company**"), approve the following rules for remotely appointing proxy, voting, and exercising the right to information electronically before the General Meeting for the 2023 financial year, a procedure substantially similar to that in previous years.

2 Procedure for remotely appointing proxy and voting before the General Meeting

2.1 Remotely appointing proxy for the General Meeting

The remote means of communication valid for issuing proxies for the General Meeting are: (i) electronic means and (ii) hand delivery or post.

In the case of proxies received by the Company through the above remote means of communication before the General Meeting in the terms set out below that do not expressly name the proxy holder, the proxy will be considered to have been granted in favour of the Chair of the General Meeting for all Agenda items. Where the Chair of the General Meeting has been appointed proxy or proxy is understood to have been granted in favour of the Chair as stipulated above, the Chair has a conflict of interest in respect of any proposal, and no specific voting instructions have been issued, the shareholder will be understood to have appointed as proxy for those proposals first the Secretary of the General Meeting and secondarily the Deputy Secretary of the Board of Directors, jointly and severally, should either of them also have a conflict of interest.

This same rule will apply if any other Board member has been appointed as proxy where that Board member has a conflict of interest in respect of any proposal and no specific voting instructions have been issued.

The proxy granted may extend to other items of business which by law may be transacted despite not having been included on the agenda set out on the notice of meeting. The rules for conflicts of interest prescribed by law and in the Company's internal regulations will apply in these cases.

Where specific voting instructions have not been issued and the proxy holder is a Board member, the proxy will vote in favour of the agreements proposed by the Board or the proposals that have been accepted by the Board and as they see fit when voting on items of business not included on the Agenda or on proposals not explicitly endorsed by the Board, unless the shareholder has expressly instructed the proxy to abstain in those matters. This same voting rule will apply where the proxy is Secretary of the Board or Deputy Secretary of the Board and no specific voting instructions have been issued.

2.1.1 Electronic means

Shareholders that wish to issue proxies electronically must have a valid electronic certificate uploaded onto the Spanish national identification number card or a recognised electronic user certificate compliant with the currently applicable legislation issued by the Spanish National Mint (FNMT-CERES) as Certification Services Provider.

The user certificate is to be obtained by the shareholder at no charge to the Company and must be valid when the proxy is issued.

Shareholders that have the corresponding electronic certificate uploaded onto the Spanish national identification number card or a recognised electronic user certificate accrediting their identity may issue the proxy on the remote proxy appointment, voting, and information service available in the section available for that purpose on the Company's website (www.redeia.com) by filling out the "proxy appointment form" following the instructions listed on the form and any others that may be specified on each of the computer application's

screens. The form must be signed using the electronic signature on the electronic certificate uploaded onto the corresponding national identity document or FNMT-CERES recognised electronic user certificate.

To be valid and effective, the electronic proxy must be issued after **midnight (00:00 hours) on 19 May 2024** and must be received by the Company **before midnight (24:00 hours) on the day immediately before the date scheduled for holding the General Meeting at the first call to meeting**, i.e., before **midnight (24:00 hours) on 2 June 2024**. Proxy appointments received after the deadline will not be considered to have been issued.

The Company will implement a system of electronic date and time stamping for these purposes based on an objective time source through the services of a third party to serve as evidence of when the electronic proxy is received and, if applicable, when the proxy is accepted or rejected.

The purpose of establishing this period is to allow the Company to verify the shareholder status of the person granting the electronic proxy and to verify that the number of shares corresponding to the proxy granted is correct. The Company will therefore compare the information provided by each shareholder with the information provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) in its capacity as the entity responsible for the book entry of the Company's shares.

In addition, for the electronic proxies to be valid and effective, they must be accepted by each proxy holder and, therefore, they must be signed and sent to the Company's registered office (Paseo del Conde de los Gaitanes, 177, Alcobendas, Madrid) or emailed to juntaaccionistas@redeia.com or accionistas@redeia.com by the proxy holder appointed in each case **before midnight (24:00 hours) on the day immediately before the date scheduled for holding the General Meeting at the first call to meeting**, i.e., before **midnight (24:00 hours) on 2 June 2024**, except for those granted in favour of the Chair, Secretary, or Deputy Secretary of the General Meeting or any Board member, which will be understood to be accepted on receipt by the Company. When this period has expired, the only proxy appointments that will be accepted are signed hard copies submitted by the proxy holder appointed in each case to the Company's personnel in charge of registering shareholders at the meeting venue on the day of the General Meeting until the time the meeting is scheduled to start at the first or second call to meeting, as appropriate.

Electronic proxies will be considered valid only if they meet all the terms of this procedure in full and have been granted and received by the Company within the period established for that purpose, after the status of the shareholder granting the proxy has been verified.

The proxy holder may only exercise the proxy by attending the General Meeting personally using the mechanisms for remote attendance by proxy holders in the terms of the "Remotely Attending the General Meeting" section of the notice of meeting and also posted by the Company on its website (www.redeia.com) or by physically attending the meeting at the meeting venue.

2.1.2 Hand delivery or post

Shareholders that wish to use this form of proxy must fill out and sign the "proxy" section of the attendance, proxy, and voting card issued by the Company specially for this Meeting available for this purpose on its website (www.redeia.com) or the attendance card issued by the depositories of their shares.

In addition, for proxies to be valid and effective, they must be accepted by each proxy holder and the corresponding card, duly filled out and signed, must be sent by post to the Company's registered office (Paseo del Conde de los Gaitanes, 177, Alcobendas, Madrid), **before midnight (24:00 hours) on the day immediately before the date scheduled for holding the General Meeting at the first call to meeting**, i.e., before **midnight (24:00 hours) on 2 June 2024**, except for those granted in favour of the Chair, Secretary, or Deputy Secretary of the General Meeting or any director, which will be understood to be accepted on receipt by the Company. When this period has expired, the only proxy appointments that will be accepted are signed hard copies submitted by the proxy holder appointed in each case to the Company's personnel in charge of

registering shareholders at the meeting venue on the day of the General Meeting until the time the meeting is scheduled to start at the first or second call to meeting, as appropriate.

The proxy holder may only exercise the proxy by attending the General Meeting personally using the mechanisms for remote attendance by proxy holders in the terms of the "Remotely Attending the General Meeting" section of the notice of meeting and also posted by the Company on its website (www.redeia.com) or by physically attending the meeting at the meeting venue.

2.1.3 Revocation

Proxy holder appointments and notices of proxy sent to the Company may be revoked using the same means used to grant the proxy specified above.

2.2 Voting remotely before the meeting

Shareholders may use the following means of remote voting before the General Meeting: (i) electronic means and (ii) hand delivery or post.

Shareholders that cast their votes by these means will be considered to be present for purposes of quorum of the General Meeting.

2.2.1 Electronic means

Shareholders that wish to cast their ballots electronically must have a valid electronic certificate uploaded onto the Spanish national identification number card or a recognised electronic user certificate compliant with the currently applicable legislation issued by the Spanish National Mint (FNMT-CERES) as Certification Services Provider.

The user certificate will be obtained by the shareholder, at no charge to the Company, and must be current when the vote is cast.

Shareholders that have the corresponding electronic certificate uploaded onto the Spanish national identification number card or a recognised electronic user certificate accrediting their identity may cast their ballot on the remote voting service available in the section enabled for that purpose on the Company's website (www.redeia.com) by filling out the "ballot form" following the instructions listed on the form and any others that may be specified on each of the corresponding computer application's screens. The form must be signed using the electronic certificate uploaded onto the corresponding national identity document or FNMT-CERES recognised electronic user certificate.

To be valid and effective, votes cast electronically must be cast after **midnight (00:00 hours) on 19 May 2024** and must be received by the Company **before midnight (24:00 hours) on the day immediately before the date scheduled for holding the General Meeting at the first call to meeting**, i.e., before **midnight (24:00 hours) on 2 June 2024**. Ballots received after the deadline will not be considered to have been cast.

As in the case of electronic proxies, and for the same purpose, a system of electronic time stamping will be implemented to evidence when the electronic vote is received and, if applicable, when the vote is accepted or rejected.

Votes cast electronically will only be considered to be valid if they meet the conditions established in this procedure and are received by the Company within the period established for that purpose, once the status of the shareholder casting the vote is verified.

2.2.2 Hand delivery or post

To cast a vote remotely by hand delivery or post, shareholders must fill out and sign the "remote voting" section of the attendance, proxy, and voting card issued by the Company specially for this Meeting available for this purpose on its website (www.redeia.com) or the attendance card issued by the depositories of their shares.

The duly completed and signed card must be hand delivered or sent to the Company at its registered office (Paseo del Conde de los Gaitanes, 177, 28109 Alcobendas, Madrid).

To be valid and effective, votes cast by postal correspondence must be received by the Company **by the time the meeting is scheduled to commence, on first or second call, where applicable**. Votes received past the deadline will not be considered to have been cast.

2.2.3 Revocation

Ballots cast remotely by electronic means or by hand delivery or post may be revoked using the same means.

2.3 Remote attendance, proxy, and voting card

Shareholders that wish to attend the General Meeting in person, appoint proxy, or vote by hand delivery or by post may download the remote attendance, proxy, and voting card available on the Company's website (www.redeia.com).

3 Electronic requests for information

Without prejudice to the usual channels of communication and information that the Company makes available to its shareholders through ordinary email and the shareholder information services, shareholders may exercise their right to information electronically using the mechanism special enabled by the Company on its website (www.redeia.com) in the corresponding section for remotely appointing proxy, voting and requesting information related to the General Meeting.

Shareholders that wish to use this procedure must have a valid electronic certificate uploaded onto the Spanish national identification number card or a recognised electronic user certificate issued by the Spanish National Mint (FNMT-CERES) as Certification Services Provider referred to in previous sections for the same purpose of ensuring authenticity and identifying each shareholder.

The Company may fulfil the request for information by replying to the email address indicated by the requesting shareholder or by hand delivery or post to the address indicated by the shareholder.

4 Rules for priority

The basic rules of priority for remote appointment of proxy, voting, and attendance by the shareholder or the proxy at the General Meeting, either in person or remotely, are:

1. Attendance by the shareholder at the General Meeting in person, whether physically or remotely, will have the effect of revoking any proxy appointment made and any ballots cast remotely in any form.
2. Personal attendance, whether physical or electronic, by the shareholder's proxy appointed either in the form of a hard copy or electronically will revoke all ballots cast by any remote procedure unless according to the Company's records the proxy was issued prior to the date on which the ballot was cast, in which case the proxy will be void and will be understood to have been revoked in favour of the validly cast remote ballot.
3. Should a shareholder validly appoint proxies remotely both in the form of a hard copy and electronically, the proxy issued as a hard copy will prevail, unless the dates on which the proxies were issued are on record with the Company, in which case the proxy issued last will prevail.
4. Similarly, should a shareholder cast their ballot electronically and concomitantly in the form of a hard copy, the ballot cast as a hard copy will prevail, unless the dates on which the ballots were cast are on record with the Company, in which case the ballot cast last will prevail.

5. Remote appointment of proxy and voting will be rendered void if the Company learns that the corresponding shares have been sold more than five days before the scheduled date on which the General Meeting is to be held.

5 Other issues:

5.1 Legal entities

Shareholders that are legal entities should check on how to use the procedure for appointing proxy, voting, and requesting information remotely and its particular characteristics, with proper safeguards (verification and recognition of powers of attorney) with the Company's Shareholder Relations Office (located at the Company's registered office at Paseo Conde de los Gaitanes no. 177, La Moraleja, 28109, Alcobendas with office hours from 10:00 AM to 2:00 PM Monday to Friday) by calling the Shareholder Relations Office telephone number at 900 100 182, or any other telephone numbers the Company may provide for that purpose and post on its website www.redeia.com from 8:00 AM to 6:00 PM Monday to Friday or by email at juntaaccionistas@redeia.com or accionistas@redeia.com.

5.2 Responsibility for custody of user certificates and signature creation devices

The shareholder alone will be responsible for custody of user certificates, signature creation data, and signature creation devices. The Company will not be liable for improper use, custody, or storage of the items listed in the preceding paragraph.

5.3 Availability of service

The Company reserves the right to modify, suspend, cancel, or restrict the procedure for remotely appointing proxy, voting, and requesting information when it is unable to ensure the stated safeguards for technical or security reasons or when this circumstance has been appropriately disclosed sufficiently in advance by any means considered suitable by the Company.

The Company will not be liable for any loss to shareholders that may be caused by malfunctions, overloads, power failures, connection failures, or any other circumstances of an equivalent or similar nature that are beyond the Company's control and prevent use of the procedure for remote appointment of proxy, voting, and requesting information.

5.4 Data protection

The personal data provided will be processed by the Company, tax identification number: A-78003662, with its registered office at Paseo Conde de los Gaitanes, no. 177, La Moraleja, 28109, Alcobendas (Madrid), as data controller for the following purposes:

- To allow the procedure for remotely appointing proxy, voting, and requesting information to be carried out properly, including, but not limited to, monitoring, verifying, and validating the proxies appointed and votes cast remotely, issuing duplicate cards, and handling requests for information submitted electronically by shareholders at the General Meeting, all in accordance with the request and subject to the remote proxy and voting obligations set out in the Revised Text of the Corporate Enterprises Act [*Real Decreto Legislativo 1/2010, de 2 de julio, por el que se aprueba el Texto Refundido de la Ley de Sociedades de Capital*]. The legal basis for this processing is the above-mentioned legal obligation.
- To perform statistical analysis of the composition of the Company's shareholder base in accordance with the legitimate interests of the Company.

The data will be processed for the time strictly required properly to perform the purposes set out above based on the consent given by filling out the registration form for access to the remote proxy appointment, voting and information request platform.

The personal data will be transferred to the Notary's Office to draw up the minutes of the General Meeting and will be processed by the technology or systems service providers and the entities hired to manage and conduct the General Meeting.

Shareholders may exercise their rights of access, rectification, erasure, and portability of their data, restriction of processing, objection to processing, and not to be subject to automated decision-making based solely on their data, as appropriate, in accordance with the laws in force, by sending their request by email to digame@redeia.com under the subject line "Data protection". They may also lodge a complaint with the supervisory authority (in Spain, the AEPD). Shareholders may also file complaints with the Company's Data Protection Officer (dpd@redeia.com).

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