



## GLOBAL DOMINION ACCESS, S.A.

### Announcement of the Annual General Meeting 2022

By agreement of the Board of Directors of Global Dominion Access, S.A. (the "**Company**"), an Annual General Meeting of the Company is hereby called to be held on **10th May 2022 at 12:30 p.m.** on first call and, if appropriate, on the following day at the same time on second call, at **Bizkaia Aretoa, Avenida Abandoibarra, 3, Bilbao**, in order to discuss and decide on the following agenda:

- 1.- *Analysis and approval, as appropriate, of the Annual Financial Statements of Global Dominion Access, S.A., and the Annual Financial Statements of its consolidated group of companies, for financial year 2021.*
- 2.- *Approval of the Board of Directors performance*
- 3.- *Approval of the proposal for the application of profit corresponding to the financial year of 2021.*
- 4.- *Analysis and approval of the consolidated non-financial information statement of Global Dominion Access, S.A. and its subsidiaries for the financial year.2021.*
- 5.- *Approval of the distribution of unrestricted reserves*
- 6.- *Render null and void the Authorisation granted by the General Shareholders Meeting of 13th April 2021 authorising the Board of Directors to proceed with the derivative acquisition of own shares, either directly or through the Group's companies, in compliance with articles 146 and 509 of the Corporate Enterprise Act; reduction in share capital in order to redeem own shares, by delegating the powers required to do so to the Board of Directors.*
- 7.- *Extension or appointment of the accounts auditors of the Company and its consolidated group.*
- 8.- *Setting of the maximum remuneration sum for directors in their capacity as such for the current financial year.*
- 9.- *Approval of the new directors' remuneration policy for financial years 2023, 2024 and 2025.*
- 10.- *Approval of a supplementary long-term incentive based on the increase in the value of the shares of Global Dominion Access, S.A. for the Chief Executive Officer and certain executives. Delegation of powers for its development and execution.*
- 11.- *Ratification and appointment of Ms Paula Zalduogui Egaña as member of the Board of Directors of the Company, as proprietary director.*

- 12.- *Authorisation for the Board of Directors, with express powers of substitution, to increase the share capital in accordance with the terms and limits of article 297.1.b) of the Corporate Enterprise Act, also granting it the power to exclude pre-emptive subscription rights up to a limit of 20% of the share capital on the date of the authorisation, in accordance with the terms of article 506 of the Corporate Enterprise Act.*
- 13.- *Authorisation to the Board of Directors, with express substitution powers, to issue debentures convertible into new shares of the Company, as well as warrants (options to subscribe new shares of the Company). Establishment of the criteria for determining the bases and methods of conversion and granting the Board of Directors the power to increase the share capital by the necessary amount, as well as to exclude pre-emptive subscription rights (as from the date of admission to trading of the Company's shares), although the latter power is limited to a maximum of 20% of the share capital on the date of authorisation.*
- 14.- *Global Dominion Access S.A. Annual Directors' Remuneration Report to be submitted to the General Shareholders' Meeting for consultation.*
- 15.- *Delegation of powers to implement the above agreements.*
- 16.- *Approval of minutes of the meeting.*

**Right to add items to the agenda.** Pursuant to article 519 of the Corporate Enterprise Act, shareholders who represent at least three (3%) per cent of the share capital may request that a supplement to the notice of the General Shareholders' Meeting be published, including one or more items on the agenda.

This right must be exercised by means of due notification - addressed for the attention of the Secretary of the Board of Directors - to be received at the registered office within five (5) days from the date of publication of the meeting call notice, which must expressly include: (a) request for the publication of a supplement to this notice of a meeting, including one or more items on the agenda, provided that the new items are accompanied with a substantiation or, if applicable, a supporting agreement proposal; and (b) submitting substantiated agreement proposals on items already included or to be included on the agenda.

The notification letter shall state the name or company name of the applicant shareholder or shareholders and shall be accompanied by the appropriate documentation - copy of the attendance card or certificate of entitlement - accrediting their status as shareholder(s), in order to compare this information with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear).

The supplement to the notice shall be published at least fifteen (15) days prior to the date set for the First Call of the Annual General Shareholders' Meeting.

**Right to attend.** Holders of shares registered in the corresponding share ledger at least five (5) days prior to the date on which the General Shareholders' Meeting is to be held shall be entitled

to attend the General Shareholders' Meeting. The above circumstance must be accredited by means of the appropriate attendance card or certificate of entitlement issued by the body or bodies in charge of keeping the journal entry register, or in any other form permitted by the prevailing legislation.

**Right to Information.** Shareholders are entitled to examine the documents mentioned below at the registered office, located at Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia), or through the Company's website (<http://www.dominion-global.com>), as well as to obtain delivery or submission of a copy of the same free of charge.

1. Full text of the proposed agreements corresponding to the items on the agenda submitted by the Board of Directors, together with the following reports:
  - (a) Report of the Board of Directors in relation to item 6 on the agenda.
  - (b) Report of the Board of Directors and the Nominations and Remuneration Committee in relation to item 9 on the agenda.
  - (c) Report of the Board of Directors and the Nominations and Remuneration Committee in relation to item 11 on the agenda.
  - (d) Report of the Board of Directors in relation to item 12 on the agenda.
  - (e) Report of the Board of Directors in relation to item 13 on the agenda.
2. Full text of the Annual Financial Statements (balance sheet, profit and loss account, notes to the financial statements, statement of changes in equity and cash flow statement) and management report of the Company and its consolidated group for the financial year 2021, as well as the corresponding account auditor's reports.
3. The Annual Corporate Governance Report for financial year 2021.
4. Annual Report on Directors' Remuneration for the financial year 2021.
5. Statement of non-financial information of Global Dominion Access S.A. and its subsidiaries for the financial year 2021.
6. Annual activity report of the Audit and Compliance Committee.
7. Annual report of the Audit and Compliance Committee on the independence of the auditor, as referred to in article 529 quaterdecies of the Corporate Enterprises Act.
8. Annual report on the activities of the Nominations and Remuneration Committee.
9. Rules of the Electronic Shareholders' Forum
10. Attendance, proxy and voting cards.



Pursuant to the provisions of article 28 of the Articles of Association and article 9 of the General Meeting Regulations, from the day of publication of this notice calling the General Shareholders' Meeting up to and including the fifth (5th) day prior to the date scheduled for the meeting on first call, the shareholders may request in writing any reports or clarifications they deem necessary or ask any questions in writing as they deem appropriate regarding the items on the agenda. Furthermore, with the same notice and in the same manner, shareholders may request reports or clarifications or ask questions in writing regarding the information accessible to the public that the Company has provided to the Spanish National Securities Market Commission since the last General Shareholders' Meeting was held, as well as regarding the accounts auditor's reports.

In the letters requesting information, the name and surname of the shareholder requesting information shall be stated, accrediting the shares held and accompanied by the appropriate document - copy of the attendance card or certificate of entitlement - accrediting their status as shareholders in order to compare this information with that provided by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). Such requests for information - addressed for the attention of the Secretary of the Board of Directors (Re. General Shareholders Meeting 2022) - may be made by delivering the request to the registered office or sending it to the Company by post addressed to Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia), stating the number of shares held, the securities account where they are deposited and any other circumstances specified on the Company's website, so that this information can be compared with that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The Company's website includes details of the relevant explanations to exercise the shareholders' right to information.

**Special information instruments.** Pursuant to article 539.2 of the Spanish Corporate Enterprises Act, the Company has a website (<http://www.dominion-global.com>) to enable shareholders to exercise their right to information and to disseminate the relevant information required by stock market regulations.

An Electronic Shareholders' Forum will be provided on the Company's website facilitating duly guaranteed access to both individual shareholders and any voluntary associations that may be formed pursuant to the provisions of article 539.2 of the Corporate Enterprises Act, in order to facilitate their communication prior to holding of the General Shareholders' Meeting, all in accordance with the terms set forth in article 539 of the Corporate Enterprises Act.

**Right of representation.** Pursuant to the provisions of article 28 of the Articles of Association and article 11 of the General Meeting Regulations, any shareholder entitled to attend may be represented at the General Meeting of Shareholders by another person, who may not be a shareholder, granting the proxy in writing and specifically for the meeting. Any shareholder may exercise the right of representation by means of: (a) a card prepared in each case by the entity or entities in charge of keeping the book-entry register; or (b) the proxy card, a model of which will be included on the Company's website from the date of the General Shareholders' Meeting call notice. The proxy representation must be completed and signed by the shareholder, subscribing the corresponding card. The delegation may not take place unless it is accepted by the proxy. To this end, the proxy must also sign the corresponding card. The proxy in whose favour the power of representation is granted must exercise it by attending the General Shareholders'



Meeting in person, delivering the card at the shareholders' registration entry desks, at the place and on the day set forth for the General Shareholders' Meeting, and one hour prior to the time set for the start of the meeting. Likewise, cards may be delivered days prior to the General Shareholders' Meeting at the Company's registered office, Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia).

In the event of a conflict of interest of the proxy in whose favour the representation is granted by the shareholder, the proxy shall be deemed to be extended to the Chairman and, in the event of a conflict of interest of the latter, to the Secretary of the Board of Directors, unless otherwise expressly and specifically instructed by the shareholder on the attendance, proxy and voting card.

Under the terms provided in the Articles of Association and the Regulations of the General Shareholders' Meeting, the Chairman and the Secretary of the General Shareholders' Meeting shall have the broadest powers in law to accept the validity of the document accrediting the proxy.

**Voting by post.** In accordance with the provisions of article 14 of the Regulations of the General Shareholders' Meeting, shareholders may grant proxies by post, having to accredit their status as shareholders according to the terms of article 10 and related articles of the General Meeting Regulations. Attendance and proxy cards, duly completed and signed, may be sent to the Company by post addressed to the Company at: Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia) or by e-mail to [ir@dominion-global.com](mailto:ir@dominion-global.com). Any shareholder who grants proxy by post must state his/her name and surname and accredit the shares he/she holds so that this information can be checked against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). The proxy document must be signed by the proxy and its signature must be duly notarised. In cases of voluntary proxy, the powers of the signing proxy acting in the name and on behalf of the shareholder must be accredited by submitting a simple copy of the aforementioned power of attorney.

A shareholder who grants his/her proxy by post must inform the third party appointed as proxy of the proxy conferred in his/her favour. The proxy granted by post must be accepted by the proxy holder. To this end, the proxy must sign the attendance and proxy card, keeping a copy thereof for presentation and delivery at the shareholders' registration desks at the place and on the date set for the General Shareholders' Meeting. Therefore, the third party in whose favour the proxy is granted by post must exercise it by attending the General Shareholders' Meeting in person.

Proxies granted by post may be rendered null and void by express revocation by the shareholder by the same means used to grant the proxy, within the period established for granting the proxy, or by the shareholder's attending the General Shareholders' Meeting in person. Any shareholder who casts his/her vote by post and does not enter any mark in any of the boxes intended to indicate his/her voting instructions in respect of the items of the agenda, shall be deemed to wish to vote in favour of the respective proposals made by the Board of Directors.

In the event of a conflict of interest of the proxy in whose favour the representation is granted by the shareholder, the proxy shall be deemed to be extended to the Chairman and, in the event of a conflict of interest of the latter, to the Secretary of the Board of Directors, unless otherwise expressly and specifically instructed by the shareholder on the attendance, proxy and voting card.

**Voting by post.** Pursuant to article 14 of the General Meeting Regulations, shareholders may exercise their voting rights by postal vote. In order to vote by post, shareholders must complete and sign the attendance and proxy card issued by the body or bodies in charge of keeping the journal entry register, on which they must indicate their vote - for or against - abstention or blank vote, marking a cross in the corresponding box. The completed and signed card may be sent to the Company by post to Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia) or by e-mail to [ir@dominion-global.com](mailto:ir@dominion-global.com). Any shareholder who casts his/her vote by post and does not enter any mark in any or none of the boxes intended to indicate his/her vote in respect of the items of the agenda, shall be deemed to wish to vote in favour of the respective proposals made by the Board of Directors. Votes cast by post shall be rendered ineffective by the shareholder's subsequent express revocation, effected by the same means used for casting the vote and within the period established for this purpose; or by the shareholder who has cast his/her vote by post attending in person at the General Shareholders Meeting; or by the attendance of his/her representative.

Votes cast by post must be received by the Company by 23:59 p.m on 9th May 2022. Otherwise, vote shall be deemed as not cast. After the aforementioned deadline, only votes cast in person at the General Shareholders' Meeting by the shareholder or by a shareholder validly representing him/her shall be admissible. Shareholders who cast their votes by post shall be considered as attending for the purpose of constituting the General Shareholders' Meeting.

**Proxy and vote in the event of a supplement to the call to meeting.** In the event of the publication of a call supplement of this call as a result of the exercise of the right to include new items on the agenda by shareholders representing at least three (3%) per cent of the share capital, shareholders who have delegated their proxy or who have cast their vote prior to the publication of such supplement may:

- (a) reconfirm the proxy with voting instructions, or cast their vote again, in respect of all items on the agenda (including both the initial items and the new items added by the supplement), in which case any previously granted proxy or previously cast vote shall deemed to be revoked and rendered null and void; or
- (b) complete the corresponding voting instructions to the initially appointed proxy (who must be the same, and no other proxy may be appointed) only in respect of the new items on the agenda included in the supplement, all in accordance with the procedures and methods mentioned in the foregoing paragraphs, and by the same means used in the proxy granted or the vote originally cast.

In the event that the shareholder exercises his/her right to remote voting prior to the publication of the supplement and does not carry out any of the actions indicated in the sections (a) and (b) above, it shall be understood that he/she abstains in relation to such new items.

**Personal Data Protection.** Personal data sent by the shareholders to the Company to exercise their rights to attend, delegate and vote at the General Shareholders' Meeting or provided by credit institutions and securities companies and agencies in which such shareholders have their shares deposited, through the entity legally authorised to keep the book-entry register (Iberclear), shall



be processed for the purpose of managing the development, fulfilment and control of the existing shareholder relationship.

Shareholders are also informed that regulations relating to the processing of personal data are available at <http://www.dominion-global.com/es/politica-de-privacidad>. Such data shall be included in a computer file owned by the Company and shareholders shall be able to exercise their right to access, rectification, opposition, deletion, limitation and portability, in accordance with the provisions of the applicable legislation on personal data protection, by means of a written communication addressed to the Company at Calle Ibáñez de Bilbao, 28, 8º piso, 48009 Bilbao (Bizkaia).

**Holding the General Meeting.** The General Meeting is expected to be held on first call, i.e. on 10th May 2022, at the place and time indicated above.

Bilbao, 6th April 2022 For the Board of Directors, the Secretary, Mr José Ramón Berecíbar Mutiozábal.