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## **VISCOFAN, SOCIEDAD ANONIMA**

VISCOFAN, SOCIEDAD ANONIMA. hereby informs the Spanish National Securities Market Commission of the following

### **OTHER RELEVANT INFORMATION**

The announcement for the Ordinary General Shareholders' Meeting of VISCOFAN, SOCIEDAD ANONIMA is made public.

The rest of documentation related to the call is available to shareholders and investors on the website [www.viscofan.com](http://www.viscofan.com)

Tajonar, 15 March 2023.

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## **ORDINARY GENERAL SHAREHOLDERS' MEETING OF VISCOFAN, SOCIEDAD ANÓNIMA.**

By resolution of the Board of Directors of Viscofan Sociedad Anónima (hereinafter, also referred to as “**Viscofan S.A.**”, “**Viscofan**” or the “**Company**”), the Ordinary General Shareholders' Meeting will be held at the **Hotel Tres Reyes in Pamplona, Calle Taconera 1**, on Wednesday **26 April 2023** (CEST) at 12:00 p.m., on first call and, at the same place and time, on Thursday **27 April 2023**, on second call.

The General Meeting is expected to be held on **second call**, that is, on **27 April 2023** at the place and time indicated above. Otherwise, it would be announced on the Company's website ([www.viscofan.com](http://www.viscofan.com)) sufficiently in advance.

Likewise, the direct monitoring of the General Shareholders' Meeting shall be made possible, in the terms indicated in this announcement.

The Ordinary General Shareholders' Meeting shall have the following objective:

### **AGENDA**

#### **ITEMS RELATING TO THE FINANCIAL STATEMENTS, THE STATEMENT OF NON-FINANCIAL INFORMATION AND COMPANY MANAGEMENT:**

**One.** - Examination and approval, where appropriate, of the individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and management report of Viscofan S.A. for the year ended 31 December 2022.

**Two.** - Examination and approval, where appropriate, of the financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements) and management report of the consolidated group (Viscofan Group) for the year ended 31 December 2022.

**Three.** - Examination and approval, if applicable, of the statement of non-financial information, for the year ended 31 December 2022.

**Four.** - Examination and approval, where appropriate, of the corporate management and performance of the Board of Directors for the year ended 31 December 2022.

#### **ITEM RELATING TO THE ALLOCATION OF RESULTS AND SHAREHOLDER REMUNERATION:**

**Five.** - Approve the proposed distribution of profit for the year ended 31 December 2022 and the distribution of dividends.

#### **ITEM RELATING TO THE RE-ELECTION OF THE COMPANY'S STATUTORY AUDITOR:**

**Six.** - Re-election of PricewaterhouseCoopers Auditores, S.L. as auditor of the accounts of Viscofan and its consolidated Group (Viscofan Group) for 2023.

#### **ITEMS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS:**

**Seven.** - Re-election as a director of Mr José Domingo de Ampuero y Osma, with the category of executive director, for the statutory period of four years.

**Eight.** - Ratification of the appointment by co-option and re-election as director of Mr Javier Fernández Alonso with the category of external proprietary director, for the statutory term of four years.

#### **ITEMS REGARDING REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS:**

**Nine.** - Approval of the Remuneration Policy of the Directors for the years 2024, 2025 and 2026.

**Ten.** - Advisory vote on the Annual Report on Directors' Remuneration corresponding to 2022.

#### **ITEMS RELATING TO AUTHORISATIONS AND EXPRESS DELEGATIONS REQUESTED FOR THE BOARD OF DIRECTORS:**

**Eleven.** - Authorisation in favour of the Board of Directors for a derivative acquisition of Company shares, either directly or through Companies of the Viscofan Group, in accordance with articles 146, 509 and related provisions of the Corporate Enterprises Act and, where appropriate, reduce the share capital to redeem own shares and consequent modification of article 5 of the Articles of Association. Delegation of necessary powers to the Board of Directors so it can implement resolutions.

**Twelve.** - Delegation of powers to formalise and execute all the resolutions carried by the General Shareholders' Meeting so that they may be recorded in public instruments, including powers to interpret, correct, apply, complement or enact through to their filing in the pertinent registries.

#### **INFORMATION TO THE GENERAL SHAREHOLDERS' MEETING:**

A) Right to supplement the agenda and to submit new well-founded proposals.

In accordance with the provisions of Article 519 of the Corporate Enterprises Act (Ley de Sociedades de Capital), shareholders representing at least three percent of the share capital may request the publication of a supplement to the notice of the Ordinary General Shareholders' Meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, where appropriate, a well-founded resolution. In no case may that right be exercised with regard to calling Extraordinary General Meetings.

The exercise of this right shall be carried out by verifiable notification to be received at the Company's registered address within five days following the publication of this notice of meeting.

Shareholders that represent at least three percent of the share capital may, in the same period indicated in the above section, submit well-founded proposals on matters already included or which must be included in the agenda of the Ordinary General Shareholders' Meeting convened. The Company shall ensure the dissemination of these proposed resolutions and any documentation attached among the rest of the shareholders, in accordance with the provisions in point d) of Article 518 of the Corporate Enterprises Act.

**B) Documentation at the disposal of shareholders and right to information.**

In accordance with that envisaged in the Corporate Enterprises Act, the Company Bylaws and the Regulations of the General Shareholders' Meeting, since the publication of the call to the General Shareholders' Meeting up to the date on which it is held and on an uninterrupted basis on the website, the following documentation is published:

- Notice of the General Shareholders' Meeting.
- The entire wording of the proposed resolutions that will be submitted to the General Shareholders' Meeting.
- The financial statements and individual management reports of Viscofan S.A. and its consolidated group (Viscofan Group), including the declarations of accountability of the directors on its content, and the independent auditors' report, all relating to the year ended 31 December 2022.
- The non-financial statement, including the independent assurance report relating to the year ended 31 December 2022.
- The Corporate Governance Report for the year ended 31 December 2022.
- In relation to the re-election of directors, the following explanatory reports: a) framework report from the Appointments, Remuneration and Sustainability Committee (the "ARSC") with respect to the analysis prior to the selection of directors, endorsed by the Board of Directors; b) reports from the ARSC and the Board of Directors on the Board's individuals proposals for the re-election of directors.
- Proposal of Remuneration Policy of Directors for the years 2024, 2025 and 2026.
- The ARSC Report relating to the proposal of the Remuneration Policy of Directors for the years 2024, 2025 and 2026.
- The Report on Directors' Remuneration for the year ended 31 December 2022.
- The Report prepared by the Board of Directors regarding the authorisation to the Board of Directors for the acquisition of treasury shares and, where appropriate, to reduce the share capital for the redemption of such shares.
- The report on the activity of the Audit Committee, auditor independence and on related transactions in 2022.
- The Report on the activity of the ARSC in 2022.
- Implementing rules for the exercise of proxy and remote voting rights.
- The forms that must be used for proxy and remote voting rights.
- The total number of shares and voting rights at the announcement date.

Likewise, as they are received, where appropriate, the proposed resolutions submitted by the shareholders will be submitted to them.

This information shall be provided to the shareholders for consultation and obtainment free of charge, both in paper form at the registered office (C/ Berroa, 15 - 4º, 31192 Tajonar, Navarra), and in electronic format on the Company's website, [www.viscofan.com](http://www.viscofan.com) and it shall be delivered or sent free of charge to the shareholders that request it and may be sent by e-mail with an acknowledgement of receipt if agreed by the shareholder.

Shareholders may, in writing up to five days before the date set for the General Shareholders' Meeting or verbally during it, request clarifications from the directors of information accessible to the public provided to the Spanish National Securities Market Commission by the Company since the last General Shareholders' Meeting and regarding the auditors' report on the Company's individual financial statements and management report and those consolidated with its subsidiaries as at 2022.

The Directors will be obliged to provide the information in writing up until the day the General Shareholders' Meeting is held. If the clarification is requested while the General Shareholders' Meeting is being held, and it is not possible to satisfy the shareholder's right there and then, the Directors will be obliged to provide that information in writing within seven days of the termination of the meeting.

The Directors will be obliged to provide the information requested, except in cases in which, in the Chairman's opinion, the disclosure of the information requested would be detrimental to the Company's interests. Providing the information cannot be refused if the request is supported by shareholders that make up at least twenty-five per cent of the share capital. When, prior to the lodging of a specific question, the information requested by a shareholder is available clearly, expressly and directly on the corporate website, ([www.viscofan.com](http://www.viscofan.com)), the Board of Directors may limit its response to the sending of such information.

Likewise, it is notified that, under article 539.2 of the Corporate Enterprises Act, an Electronic Shareholders' Forum has been set up on the Company's website ([www.viscofan.com](http://www.viscofan.com)), whose use will comply with its legal purpose and with the guarantees and rules of use established by the Company, which can be accessed by the shareholders and associations of shareholders that are duly authorised.

C) Right of attendance, representation by proxy and distance voting

Shareholders who hold at least 100 shares five days before to the expected date of the Shareholders' Meeting, on first or second call, as appropriate, and have them registered in the pertinent stock ledger, shall have the right to attend (pursuant to Article 21 of the Bylaws and Article 14 of the Regulations of the General Shareholders' Meeting). Shareholders who do not hold the number of shares required to attend may form groups for this purpose.

All shareholders entitled to attend may be represented at the General Shareholders' Meeting by another individual, whether the individual is a shareholder or not.

Shareholders entitled to attend may also cast their vote remotely on proposals relating to items included on the agenda by means of remote communication media that properly guarantee their identity.

Both the granting of proxy and the exercise of distance voting shall be effected pursuant to the provisions of the Corporate Enterprises Act, the Company's Bylaws, the Regulations of the General Shareholders' Meeting in the manner and according to the methods specified in the "*Rules on the exercise of the right of distance and proxy voting*" approved by the Company's Board of Directors and available on the Company's website ([www.viscofan.com](http://www.viscofan.com)), together with the attendance, granting of proxy or distance voting card model within the section "Investor Relations, General Shareholders' Meeting", and also at the Company's registered address: C/ Berroa, 15 - 4º, 31192 Tajonar, Navarra.

D) Rebroadcasting of the General Shareholders' Meeting

The General Shareholders' Meeting shall be rebroadcast live by internet and may be accessed through the Company's website: [www.viscofan.com](http://www.viscofan.com). Connecting to this rebroadcasting shall not constitute telematic attendance of the General Shareholders' Meeting.

E) Intervention of a Notary at the General Shareholders' Meeting

The Board of Directors has agreed to request the presence of a Notary Public to prepare an affidavit of the General Shareholders' Meeting.

F) Attendance fee

The Company shall pay an attendance fee of €0.01 per share to the shares present or represented at the General Shareholders' Meeting that have duly evidenced their attendance or representation thereat.

G) Protection of personal data

The personal data that shareholders submit to Viscofan, S.A. to exercise their rights of attendance, representation, information and voting at the General Shareholders' Meeting, or that are provided for these purposes by the entities with which such shareholders have deposited their shares, will be processed by Viscofan, S.A., with registered office at Polígono Industrial Berroa, C/ Berroa 15-4ª planta 31192 Tajonar (Navarra), in accordance with the regulations on personal data protection, to manage the implementation, compliance and control of the shareholder relationship and the fulfilment of its legal obligations (including the implementation, management and control of the exercise of rights and of the forum, and the sending of information related to the status of shareholder), and to manage the convening and holding of the General Shareholders' Meeting, whose implementation may be subject to audiovisual recording and public broadcasting on the Viscofan website, [www.viscofan.com](http://www.viscofan.com) as well as on social media and other internet platforms. By attending the General Shareholders' Meeting, the attendees give their consent to the taking of still images, image or voice recording, as well as their reproduction and/or publication and dissemination in the terms indicated,

and transfer to Viscofan without geographical or time limitations, the economic rights of image that may correspond to them in this respect, and waive the right to receive remuneration, without prejudice to the possibility of revocation of consent at any time. The personal data will be provided to the Notary exclusively in connection with the drawing up of the notarial minutes of the General Meeting of Shareholders and may be provided to third parties in the exercise of the right to information provided for by law or accessible to the public insofar as they are expressed in the course of the General Meeting, which may be the subject (in whole or in part) of audiovisual recording and public broadcasting. The processing of personal data is necessary for the above purposes and is based on your relationship as a shareholder and the fulfilment of legal obligations. The data will be kept during the course of this relationship and, after that, for the period of time-limitation of any legal or contractual actions that may be applicable. The rights of access, rectification, objection, erasure, portability, restriction on processing, not to be subject to decisions based solely on the automated processing of data, where applicable, and any other rights that may be applicable in accordance with the regulations relating to the protection of personal data, may be exercised by the data subject or by their legal representative or volunteer, as the case may be, with respect to Viscofan, by writing to Viscofan at its registered office at Polígono Industrial Berroa, C/ Berroa 15-4<sup>a</sup> planta 31192 Tajonar (Navarra), indicating in both cases the reference "Protección de datos-Junta General 2023" and enclosing a copy of their National ID card, foreign resident document, passport or equivalent document. Likewise, such rights may also be exercised facing the Spanish Data Protection Agency. The shareholder shall be solely liable for completion of the forms using false, inaccurate, incomplete or outdated data. If the shareholder's proxy card or any other card used at the General Shareholders' Meeting includes personal data relating to other individuals, the shareholder must inform them of the points contained in the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of the data to Viscofan, without the latter having to take any additional action in terms of information or legitimate use.

Done in Tajonar (Navarra), on 28 February 2023.

Secretary to the Board