



**CALL OF THE GENERAL ORDINARY SHAREHOLDERS' MEETING OF HOLALUZ-
CLIDOM, S.A.**

By resolution of the Board of Directors of HOLALUZ-CLIDOM, S.A. (hereinafter, the "Company") dated January 20th, 2021, the Ordinary General Shareholders' Meeting of the Company is called and, according with article 19 of the Company Bylaws and, taking into account the extraordinary measures to deal with COVID-19, it will be exclusively held by telematic attendance from shareholders and shareholders' representatives, the coming day March 10, 2021, at 10:30 a.m., on first call, and at the same time the following day, given the case, on second call.

AGENDA

FIRST.- Annual accounts and corporate governance:

- 1.1. Examination and approval, given the case, of the Individual Annual Accounts of the Company regarding financial year closed as of September 30th, 2020, duly revised by the auditors of the Company.
- 1.2. Examination and approval, given the case, of the Individual Management Report regarding financial year closed as of September 30th, 2020, duly revised by the auditors of the Company.
- 1.3. Examination and approval, given the case, of the Consolidated Annual Accounts of the Company regarding financial year closed as of September 30th, 2020, duly revised by the auditors of the Company.
- 1.4. Examination and approval, given the case, of the Consolidated Management Report regarding financial year closed as of September 30th, 2020, duly revised by the auditors of the Company.
- 1.5. Approval, given the case, of the proposal for the distribution of earnings regarding financial year closed as of September 30th, 2020.
- 1.6. Approval, given the case, of the Company's corporate governance regarding financial year closed as of September 30th, 2020.

SECOND.- Delegation of faculties to the Board of Directors, with the express faculty of substitution, for the formalization, interpretation, correction, and / or execution of the resolutions adopted by the General Shareholders' Meeting.

THIRD.- Other matters. Motions and queries.

Holding of the General Shareholders' Meeting on first call

The General Shareholders' Meeting is expected to take place, unless otherwise announced, on first call, that is, on March 10, 2021.

Due to the serious health crisis caused by COVID-19 and the possibility that, on the date scheduled for the holding of the Shareholders' Meeting, some type of limitation may persist that affects the mobility of people or their ability to meet, the Board of Directors, in order to safeguard the general interests and health of the people involved in the organization, has decided that the



General Shareholders Meeting will be held exclusively with telematic attendance, that is, without physical attendance of shareholders and representatives.

In this sense, shareholders are informed that they may exercise their rights of attendance, representation, information and voting at the General Meeting through the various means of communication described in this call.

As it is foreseeable that the General Shareholders Meeting will be held on first call, it is stated that:

- a) Shareholders must have the shares registered in their name no later than March 5, 2021, and this for the purposes of the provisions of article 517 of the Corporate Enterprises Act
- b) Shareholders must obtain their attendance cards no later than March 5, 2021.
- c) Votes and proxies must be received by the Company no later than midnight on March 5, 2021.

Right to request the publication of a supplement to the call and to present well-founded agreement proposals

In accordance with article 519 of the Corporate Enterprises Act, Shareholders representing at least three percent of the share capital may request that a supplement to this call notice for the General Shareholders' Meeting be published, including one or more points in the Agenda, provided that the new items are duly justified or, where appropriate, a justified resolution proposal. The exercise of this right must be carried out by means of reliable notification, which must be received at the registered office within five days of the publication of this call. In turn, the Shareholders representing at least three percent of the share capital may, in the same period and manner indicated above, may present well-founded proposals for resolution on matters already included or that should be included on the Agenda of the General Shareholders Meeting duly called. The Company will ensure the dissemination of these proposed resolutions and the documentation that may be attached to the rest of the shareholders, through its website.

Documentation available to Shareholders and right to information.

In accordance with the provisions of the Corporate Enterprises Act, with the Company Bylaws and with General Shareholders Meeting Regulations, from the date of publication of this call, the Shareholders have the right to examine at the registered office, to check on the Company's website (<https://www.holaluz.com/inversores/>) and to request free delivery or shipping (which may be made by email with acknowledgment of receipt if the Shareholder admits this means) the following documentation:

1. The announcement of the call.
2. The attendance, proxy, and remote voting card form.
3. The total number of shares and voting rights on the date of publication of the call notice.
4. The full text of the proposed resolutions corresponding to all the items included in the Agenda.
5. The Individual Annual Accounts of the Company and those Consolidated with its subsidiaries corresponding to the year ended September 30, 2020, the Individual Management Report of the Company and the Consolidated Management Report with its subsidiaries corresponding to the year ended September 30, 2020. September 30, 2020, as well as the respective Audit Reports.



6. The Statement of Responsibility of the Directors regarding the content of the Annual Accounts, as provided in article 35 of the Spanish Securities Market Act.

In accordance with the provisions of articles 197 and 520 of the Corporate Enterprises Act, from the date of publication of this call and up to the fifth day prior to the one scheduled for the celebration of the General Shareholders' Meeting, the Shareholders may request, in writing, to the Board of Directors, the information or clarifications they deem appropriate, or request in writing the questions they consider pertinent about (i) the matters included in the Agenda, (ii) the information available to the public that has been provided by the Company to the National Securities Market Commission since the last General Shareholders Meeting, and (iii) the reports of the auditors on the Annual Accounts and Individual Management Reports of the Company and Consolidated with its dependent companies corresponding to the year ended September 30, 2020. For these purposes, information requests may be made by Shareholders through the delivery of the request or sending by correspondence to the registered office to the attention of the Investor Relations Department, as well as by sending an email to the following electronic email address: investors@holaluz.com. Shareholders may also request information or clarification on the above matters, orally, during the General Shareholders' Meeting.

Valid information requests, clarifications or questions made in writing by the Shareholders, as well as the answers provided by the Board of Directors will be included on the Company's website.

Likewise, it is reported that, in accordance with the provisions of article 539.2 of the Corporate Enterprises Act, an Electronic Shareholders Forum has been enabled on the corporate website (<https://www.holaluz.com/inversores/>), the use of which will be in accordance with its legal purpose and with the guarantees and operating rules established by the Company. Shareholders and Shareholders' Groups, who are duly legitimized, will be able to access to the aforementioned Electronic Shareholders Forum.

Right of attendance

The shareholders of any number of shares registered in their name in the book entries record of any of the entities participating in the "Sociedad de Gestión de los Sistemas de Registro, Compensamiento y Liquidación de Valores, SAU" (Iberclear) will have the right to attend the General Shareholders' Meeting. at least five days before the General Shareholders' Meeting is to be held - depending on whether the General Meeting is held on first or second call - and that, in addition, they maintain ownership of the same until the celebration of the General Meeting.

To exercise their right of attendance, the Shareholder must be previously legitimized by means of the corresponding registered attendance card, which will indicate the number of shares they own, as well as the number of votes that they can cast. The card will be issued, at the request of the Shareholder, either directly by the Company through the Secretary with prior accreditation of the condition of the Shareholder, or through the entities attached to Iberclear in charge of the accounting record. The Shareholder must provide the corresponding attendance card up to five days before the date of the General Shareholders Meeting (whether the General Shareholders Meeting is celebrated on first or second call). Applications for attendance card may be sent to the attention of the Investor Relations Department at the following email address: investors@holaluz.com.

On the day and place provided for the holding of the General Shareholders Meeting and from one hour before the one announced for the start of the meeting, Shareholders may present their



attendance or proxy cards to the staff in charge of registering shareholders. Shareholders' attendance or representation cards that are presented to the staff in charge of the shareholders' registry after the time established for the start of the General Shareholders' Meeting will not be accepted.

Representation

Any shareholder with the right to attend may be represented at the General Shareholders' Meeting by another person, even if he or she is not a shareholder, in accordance with the requirements of the Law, with the Company Bylaws (article 23) and with the Regulations of the Meeting. General Shareholders' Meeting (article 12) through the proxy form that is printed on the attendance card.

Shareholders, who wish to delegate their vote through the "Proxy and voting card" model that the Company makes available to them, must download the following from the corporate website (<https://www.holaluz.com/inversores/>) "Proxy and remote voting card", print it, fill it in and sign it in the section corresponding to "Proxy" and it must be accompanied in any case by the attendance card issued by the Company or, where appropriate, by the entity in which have their shares deposited, duly signed.

The proxies granted must be sent by the Shareholder, in advance, by postal correspondence or courier to the registered office of the Company (Barcelona (08039) Paseo Juan de Borbón 99-101, 4th Floor), addressed to the Investor Relations Department, to the attention of the Chairman of the Board of Directors or to the following email address: investors@holaluz.com.

Alternatively, the Shareholder may confer representation through remote electronic or telematic means of communication that duly guarantee its representation and the identity of the represented party. The representation conferred by these means must be made through the Electronic Shareholders' Forum enabled on the corporate website (<https://www.holaluz.com/inversores/>).

The Shareholder who confers his representation remotely undertakes to notify the designated representative of the representation conferred. When the representation is granted to a Director of the Company, this communication will be understood to have been made with the receipt by the Company of said communication of representation, being the representative exempted, in this case, from the obligation of identification in the terms provided in the next paragraph.

For the purposes of proving the identity of the Shareholders, or of whoever validly represents them, at the entrance of the place where the General Meeting is held, the attendees may be asked for the attendance card, for the documents that prove the condition of the representative, and the presentation of the Identity Card or any other official document generally accepted for these purposes.

Likewise, the representative may only exercise the voting right of the represented shareholder by attending personally to the General Shareholders' Meeting.

Remote voting

Shareholders may vote in relation to the items on the Agenda of the General Shareholders' Meeting, prior to its holding, through remote means of communication, in accordance with the provisions of the Corporate Enterprises Act, with the Company Bylaws (article 24), and with the



General Shareholders' Meeting Regulations (article 16). The valid communication means for distance voting are:

a) Electronic means

Voting by electronic correspondence must be done through the enabled Electronic Shareholders Forum on the corporate website (<https://www.holaluz.com/inversores/>).

b) Postal mail

To vote by postal mail, Shareholders must download from the corporate website (<https://www.holaluz.com/inversores/>), the "Proxy and voting card" that the Company makes available, print it, fill it in and sign it in the section corresponding to "Remote voting", and must be accompanied with the attendance card issued by the Company or, where appropriate, by the entity in which the held shares are deposited, duly signed by autograph signature.

Once completed and signed with an autograph signature, the Shareholder may send it by post or courier to the registered office of the Company (Barcelona (08039) Paseo Juan de Borbón 99-101, 4th Floor), addressed to the Investor Relations Department, at the attention of the Chairman of the Board of Directors.

Rules on remote voting and representation

In accordance with the provisions of the Corporate Enterprises Act, with the Company Bylaws (article 24) and with the Regulations for the General Shareholders' Meeting (article 24), the basic rules that regulate voting and remote representation are the following:

- Votes and remote representations (whether electronic or by post) must be received by the Company at least five (5) days in advance of the scheduled date for the celebration of the General Shareholders' Meeting, provided that the General Shareholders' Meeting is celebrated on first or second call, respectively.
- Voting and proxy services by telematic means will be available to Shareholders from the date of publication of the announcement of the call.
- Voting from a distance will have the power of revocation of the representation from a distance regardless of their respective dates.
- Personal attendance at the General Shareholders' Meeting by the Shareholder who had previously conferred representation or voted remotely, will render such representation or vote with no effect.
- The vote made by postal or electronic correspondence will be understood as revoked by the subsequent submission of a vote in a different direction.
- The validity of the proxy conferred and the vote cast by remote means of communication will be subject to verification of the condition of shareholder by means of the attendance card or by presenting the certificate issued by the entity in charge of the accounting record of the Company's shares, stating the registration in the name of the Shareholder of shares of the Company.

For the purposes of exercising voting and proxy rights by telematic means, the Company will provide the voting instructions details in the Electronic Shareholders' Forum, linked to the Company's website (<https://www.holaluz.com/inversores/>) which will allow to verify the identity of the Shareholder through the corresponding means (i.e. electronic signature certificate, NIF or others).



Any user who requests to exercise their voting and proxy rights by telematic means must complete the "Registration Form", together with the required supporting documentation (NIF, bank documentation and, where appropriate, any other documentation determined by the Company).

Once the Shareholder has completed the "Registration Form" and has attached all the requested documentation, the members of the Board of Directors appointed by the Company will proceed to validate the user.

This right may be exercised from the date of publication of the announcement of the call, until midnight on the day prior to the celebration of the General Shareholders Meeting, as determined by the Company.

Rules for attendance by telematic means

Notwithstanding the fact that shareholders may be represented at the General Shareholders' Meeting by another person who exercises their vote regarding the matters included in the Agenda, prior to the celebration, either by post or by electronic means, according to the provisions of the Corporate Enterprises Act, of the Bylaws and of the Regulations of the General Shareholders' Meeting, the Board of Directors has agreed that attendance at the General Shareholders Meeting is carried out exclusively by electronic or telematic means of communication remotely that allow real-time connection with the place indicated for the holding of the General Shareholders' Meeting in this call.

Shareholders who wish to attend electronically or telematically the General Shareholders' Meeting, or their representatives, must notify the Company in the Electronic Shareholders' Forum, through the Company's corporate website (<https://www.holaluz.com/inversores/>), with a deadline on midnight of the previous day (March 9, 2021). After that time, no registration will be accepted for the exercise of the right of attendance, representation and vote.

In order to prove their identity, shareholders or representatives must identify themselves through one of the following mechanisms:

Validation of the identity of the shareholders:

Shareholders must identify themselves by means of the national electronic identity document (DNIe), by means of a recognized and valid electronic signature certificate in force, in accordance with the provisions of Law 59/2003, of December 19, of Electronic Signature, and issued by the Spanish Public Certification Authority (CERES) which depends on the " Spanish National Mint and Stamp Factory (*Fábrica Nacional de Moneda y Timbre*) or, by sending to the Company (investors@holaluz.com) the registered attendance card (which shows the number of shares held and the number of votes that correspond to them) together with a copy of the National Identity Document of the shareholder.

In the event that the shareholder is a legal entity, the legal representative who is going to complete the registration process on behalf of the aforementioned legal entity must prove the power that allows him to act on behalf of the legal person and his identity, by sending to the Company (investors@holaluz.com) the following documentation: i) registered attendance card (stating the number of shares it owns and the number of votes corresponding to them) issued in the name of the legal person shareholder, ii) a copy of the National Identity Document (or NIE) of the

attorney-in-fact and, iii) a copy of the document that proves the power or position that allows him to act on behalf of the legal person shareholder.

Validation of the identity of the representatives

The representatives must identify themselves by means of the national electronic identity document (DNIe), by means of a recognized and valid electronic signature certificate in force, in accordance with the provisions of Law 59/2003, of December 19, of Electronic Signature, and issued by the Spanish Public Certification Authority (CERES) which depends on the Spanish National Mint and Stamp Factory (*Fábrica Nacional de Moneda y Timbre* or, by sending the Company (investors@holaluz.com) the following documentation: i) representation card, ii) copy of the registered shareholder attendance card, iii) a copy of the shareholder's National Identity Document and, iv) a copy of the representative's National Identity Document.

In the event that the shareholder's representative is a legal entity, the attorney-in-fact of the abovementioned legal entity who is going to complete the registration process must send the Company (investors@holaluz.com), in addition to the aforementioned documentation, a copy of the National Identity Document (or NIE) of the attorney-in-fact and the document that proves the power of attorney.

In order for the representative to be able to register and attend the General Meeting electronically with shares not held by him, however, it will be an essential requirement that the represented shareholder has notified the Company of the representation in the manner, form and term provided in this call. Otherwise, the representative will not be able to attend the General Shareholders' Meeting electronically on behalf of the shareholder who has delegated his representation.

Notwithstanding the foregoing, the Company will have the right to request from Shareholders (and / or representatives) the additional means of identification that it deems necessary to verify their status as Shareholders (and / or representatives) and, thus, the telematic attendance.

That being said, telematic attendance to the General Shareholders' Meeting will be subject to the following basic rules:

- **Connection and attendance:** According to the Regulations of the General Shareholders' meeting and in order to allow correct management of the telematic attendance systems, the shareholder and / or registered representative must connect following the instructions of the Electronic Shareholders' Forum on the Company's website between 9:00 and 10:30 on the day of the General Shareholders' Meeting and identify itself as indicated in the corresponding instructions. After said time slot, no connection will be allowed to exercise the right of attendance. Then, shareholders and / or representatives will be able to follow the broadcast of the General Shareholders' Meeting in real time.

The shareholder or representative who wishes to express his express exit of the meeting, must inform it. Once he or she has communicated the willingness of leaving the meeting, all the actions carried out subsequently will not be taken into account.

- **Interventions and questions:** Shareholders and / or representatives who, in exercise of their rights, intend to intervene at the General Shareholders' Meeting and, where appropriate, request information or clarification in relation to the items on the Agenda, will express their intention to do so in the moment in which the shareholder and / or



representative accesses to the enabled telematic attendance platform on the day the General Shareholders' Meeting is held.

Interventions, requests for information and, given the case, appropriate proposals must be sent in writing through the enabled telematic attendance platform for this purpose and until the turn of interventions closes. In the event that the shareholders and representatives want their intervention to be recorded in the Minutes of the General Shareholders' Meeting, they must expressly indicate it in the heading of their writing. Requests for information or clarifications from shareholders and representatives who attend telematically will be answered orally during the General Shareholders' Meeting or, in writing, within seven (7) days after its celebration.

- **Voting:** The shareholders and representatives who attend the General Shareholders' Meeting electronically will be able to vote on the proposed resolutions corresponding to the items on the agenda, from the moment of their connection as an assistant until the moment that the voting ends, which will be duly indicated during the course of the Meeting.

In the event that new resolution proposals, not included on the agenda, are raised during the General Shareholders' Meeting, the voting related to these new resolution proposals will be cast electronically through the enabled telematic attendance platform, from the moment it is read in order to vote until the moment the voting is finished, which will be duly indicated during the course of the General Shareholders' Meeting.

Shareholders who attend the General Shareholders' Meeting electronically and have previously cast their vote remotely in the terms indicated in this call, will be considered present for the purposes of the constitution of the General Shareholders' Meeting and, consequently, the proxy or the remote vote made previously will be understood to be revoked. Therefore, the telematic attendance of the shareholders will prevail over the votes cast remotely and the powers of representation granted prior to the celebration of the General Shareholders' Meeting.

- **Other matters:** The Company is not responsible for any damages that may be caused to the shareholder and / or to its representative due to breakdowns, overloads, line drops, connection failures or any other eventuality of the same or similar nature, beyond the control of the Company, that prevent from the use of telematic attendance mechanisms for the General Shareholders' Meeting. Therefore, such circumstances will not constitute an illegitimate deprivation of the Shareholders rights.
- **Electronic Shareholders' Forum**

The Company has set up an Electronic Shareholders Forum on its website (<https://www.holaluz.com/inversores/>), with the legally established purpose of facilitate communication among its Shareholders on the General Shareholder's Meeting. The abovementioned Forum can be accessed by both individual shareholders and duly legitimized shareholder associations, following the instructions published by the Company on its website (<https://www.holaluz.com/inversores/>) at the same time as the call publication.



- **Personal data treatment**

In accordance with the provisions set forth in the current regulations regarding the processing of personal data, the personal data of the Shareholders and, where appropriate, of their representatives, provided to the Company for the exercise or proxy of their attendance rights; information; participation in the Electronic Forum of Shareholders; as well as for the fulfillment of all other legal obligations derived from the call and holding of the General Shareholders' Meeting, will be incorporated into the Company Shareholders file. The Company will be in charge of this file, Shareholders personal data will be treated by the Company in order to manage the development, fulfillment and control of the shareholder relationship in relation to the calling and holding of the General Shareholders Meeting. These data will be provided to the Notary exclusively in relation to the preparation of the notarial act of the General Shareholders' Meeting.

Shareholders are informed of the possibility of exercising their right of access, rectification, cancellation or opposition, under the terms established for this purpose in the current legislation, by sending an email to the Contact Mailbox of the corporate website ([investors @ helloluz.com](mailto:investors@helloluz.com)).

Barcelona, [redacted] February 2021.

Oscar Alegre Ribalta
Secretary non-member of the Board of Directors