



## GENERAL SHAREHOLDER'S MEETING 2021

In accordance with the legal and statutory regulations in force, the Board of Directors of TALGO, S.A. (the “**Company**”), in its meeting held on 7 April 2021, has resolved to convene a General Shareholders’ Meeting, to be held exclusively by telematic means (i.e., without the physical attendance of the shareholders and their representatives) and shall be considered to be held at the registered office at Paseo del Tren Talgo 2, 28290 Las Matas, Madrid, at 3:30pm on Thursday 13 May 2021, at the first call, and, if the necessary quorum is not reached, in the same place and at the same time on the following day 14 May 2021, at the second call.

Given the exceptional context resulting from the situation generated by the COVID-19 pandemic and as established in the eighth final provision of Royal Decree-Law 5/2021, of 12 March (Real Decreto-ley 5/2021, de 12 de marzo) on extraordinary measures to support business solvency in response to the COVID-19 pandemic, which amends Royal Decree-Law 34/2020, of 17 November (Real Decreto-ley 34/2020, de 17 de noviembre), on urgent measures to support business solvency and the energy sector, and on tax matters, the Board of Directors of the Company, in order to safeguard the general interests, health and safety of shareholders, employees and other persons involved in the preparation and holding of the Shareholders Meeting, has agreed that this Shareholders Meeting shall be attended exclusively through the use of telematic means allowing for real time connection with the premises where the Shareholders Meeting will be held (“**telematic attendance**”), ensuring at all times the exercise of the rights of all shareholders, as well as the identity and legitimacy of the shareholders and their representatives and that all attendees may effectively participate in the meeting by means of remote communication under the applicable regulations, and exercise their corresponding rights of intervention, information, proposal and vote.

The mechanisms for telematic attendance to the Meeting will be opened in the space dedicated to the 2021 Shareholders Meeting on the Company's corporate website ([www.talgo.com](http://www.talgo.com)) under the terms set out in the section “telematic attendance” of the present notice.

The telematic attendance to the Shareholders Meeting is provided as an extraordinary measure in addition to the different channels that are already made available to the Company's shareholders to participate in the Meeting. To this end, it should be noted, under the terms set forth in the notice convening the Meeting, shareholders (or, in such case, their proxies) may delegate representation or vote remotely prior to the holding of the Shareholders Meeting, either by physical delivery or by postal of the proxy card or remote voting, or electronic correspondence.

The Company will enable the necessary technical systems to facilitate attendance, in such case, by audio or video conference, of the Chairman and Secretary of the Meeting, the other members of the Board, and the Notary required to take the minutes of the Meeting.

Likewise, and in order to facilitate compliance with those measures, it should be noted that the Shareholders Meeting will be retransmitted through the corporate website ([www.talgo.com](http://www.talgo.com)).

It is worth noting that in all likelihood, the General Shareholders’ Meeting will be held at the first call, on the day and in the place indicated above.



## **Meeting Agenda**

1. Approval of the individual and consolidated annual accounts of the Company corresponding to the financial year 2020.
2. Approval of the individual management reports of the company and of the management reports of the company consolidated with its subsidiaries for financial year 2020.
3. Approval of the statement of non-financial information corresponding to financial year 2020.
4. Approval of the management and activities of the Board of Directors during financial year 2020.
5. Approval of the proposed application of results for financial year 2020.
6. Consultative vote regarding the annual directors' remuneration Report corresponding to financial year 2020.
7. Approval, if appropriate, the director's retribution for the members to the Board of Directors for the financial year 2021.
8. Ratification of the appointment of Mr. Gonzalo Urquijo Fernández de Aroz as director, with the status of executive director, by the co-optation system.
9. Ratification of the appointment of Mrs. Marisa Poncela García as director, with the status of external independent director, by co-optation system.
10. Re-election of Deloitte as Auditor of the company and its consolidated group for a term of one (1) year, this is, for the financial year 2021.
11. Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion into a public instrument, and for the interpretation, correction, supplementation, further development and registration.

## **Right to Attend**

According to the Corporate Bylaws and the Rules of the General Shareholders' Meeting, all holders of shares with the right to vote, who have registered their shares in the corresponding register of book entries by no later than 7 May 2021, depending on whether the General Shareholders' Meeting is held at the first or second call, respectively, may attend and participate in the General Shareholders' Meeting, with the right to voice and vote.

Each shareholder entitled to attend the General Shareholders' Meeting shall be proved with a personal attendance, proxy voting and remote voting card, which will specify the number of the shares that he holds, as well as the corresponding votes.

## **Telematic Attendance**

### **(i) Identification and pre-registration:**

In order to guarantee the identity of the attendees, the correct exercise of their rights, interactivity and the adequate development of the meeting, shareholders who wish to use the telematic attendance mechanisms must register previously through the website of the Company ([www.talgo.com](http://www.talgo.com)) in the space dedicated to the Shareholders and Investors/ Corporate Governance/ General Shareholders' Meeting 2021, Delegation and Electronic Voting and Telematic Attendance Registry section, from 11:00 am on 12 April 2021 until 24 hours prior to the date previous to the date set for the General Shareholder's Meeting in first or second call, as the case may be. After that time, no pre-registration will be permitted to exercise the right of telematic attendance.



The afore mentioned pre-registration shall be effected by one of the following means; (i) electronic ID card or (ii) advanced or recognized electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), under the Fábrica Nacional de Moneda y Timbre (the Spanish National Mint) or (iii) “username and password” credentials that the shareholder will request through the platform and that will be sent to the e-mail address indicated in the password request form. The Company may enable additional means of identification that duly guarantee the identity of the shareholder.

Once the shareholder has pre-registered in accordance with the aforementioned means and at the established period, they may attend and vote at the Shareholders Meeting through telematic means by making the corresponding connection on the day of the meeting.

The shareholder’s proxies who wish to attend the General Shareholder’s Meeting telematically must send the information justifying the representation to the e-mail address [investors@talgo.com](mailto:investors@talgo.com) before midnight on 11 May 2021. In particular, together with a copy of the duly completed proxy card, a copy of their national identity card or passport must also be sent. In the case, the shareholder is a legal entity, a copy of (i) the national identity card or passport of the signatory of the proxy card; and (ii) the sufficient power of attorney to sign on behalf of the legal entity. In both cases, a copy of the representative’s national identity card or passport must be sent to that e-mail address. In the event that the representative wishes to identify himself/herself on the online assistance platform by means of the “username and password” credentials, he/she must indicate this to the Company at the time of registration so that he/she can be provided with this means of access.

(ii) Connection and attendance:

In order to allow the adequate management of the telematic attendance systems, shareholders (or their representatives) who has previously registered to attend the General Meeting telematically in accordance with section (i) above, shall connect to the corporate website ([www. talgo.com](http://www.talgo.com)) between 2:00 pm and 3:15pm on 13 May 2021 (if the Meeting is held at first call) or on 14 May 2021 (if the Meeting is held at second call), and to identify himself as indicated in the corresponding instructions.

Where applicable, on 13 May 2021, once it has been established that there is not a sufficient quorum to hold the meeting, the Company will announce this circumstance through the site dedicated to the General Shareholders' Meeting 2021 at the corporate web, confirming that the Meeting will finally be held on second call.

(iii) Intervention:

In accordance with the provisions of the Capital Companies Act, interventions and proposed resolutions or requests for information or clarifications, which in accordance with the aforementioned act, are intended to be made by those who are going to attend by telematic means, must be sent to the Company, in writing and in any case, in compliance with the methods and terms and conditions established in the online assistance platform located on the company website, between 2:00 pm and 3:15pm on 13 May 2021 or, in such case, on 14 May 2021, respectively, depending on whether the Shareholders Meeting is held on first or second call and also during the pre-registration carried out according to the section (i) above . Telematic attendees who want their interventions to be recorded in the minutes of the Meeting must expressly indicate this in the text of the intervention. Requests for information or clarification made by the telematic assistants will be answered in writing during the seven days following the Meeting, in accordance with the provisions of the Capital Companies Act.



In the event that the General Meeting is held on second call (as expected), the telematic attendees who would have connected in the first call must be reconnected to attend the General Meeting by telematic means on second call. Likewise, the telematic assistants who having connected to the meeting at first call would have sent interventions and proposals for agreements or requests for information or clarifications will have to be sent again, as indicated, on the day of that the meeting be held; otherwise they shall be deemed not to have been formulated.

(iv) Voting:

Voting on the proposals relating to items on the agenda may take place from the time the shareholder (or, in such case, the proxy) connection as attendant and until the Chairman or, in such case, the Secretary of the General Shareholders' Meeting announces the conclusion of the voting period for the proposed resolutions relating to items on the agenda. In regard to the proposed resolutions on those matters which, by legal mandate, do not need to be included on the agenda, those attending by telematic means may cast their votes from the moment the proposals in question are read and it is indicated that voting can be conducted through the telematic assistance platform. The procedure provided for in the Bylaws and the Regulations of the Shareholders Meeting will be applied to the voting on the proposed resolutions.

(v) Other matters:

The Company may adapt, with the necessary guarantees, the means to allow telematic attendance to the General Shareholders' Meeting in the case of shareholders who are not residents of Spain, qualified investors and other similar cases.

Telematic attendance by shareholders to the Meeting (provided it is constituted) voids the delegation or voting by means of remote means of communication prior to the General Shareholders' Meeting.

The safekeeping of the passwords or means of identification necessary to access and use the telematic attendance service is the sole responsibility of the shareholder (or their proxy). In the case of legal entities, they must communicate any modification or revocation of the powers held by their proxies, and the Company therefore declines any responsibility until such notification is made.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for telematic attendance to the Meeting when required or imposed due to technical or security reasons. The Company will not be liable for any damages that may be caused to shareholders because of malfunctions, overloads, line failures, connection failures or any other similar event beyond the Company's control that prevents the use of telematic mechanisms for attendance to the Meeting.

### **Right to Proxy Vote and Remote Vote**

Each shareholder entitled to attend the General Shareholders' Meeting may be represented by another person, even if that person is not himself a shareholder.

Any shareholder entitled to attend may grant a proxy vote or cast his vote remotely in writing, regarding the proposals made in relation to the items on the Meeting Agenda, by delivering his duly completed attendance, proxy voting and remote voting card to the Company's office (provided that the health emergency situation allows it), by sending it to the Company by ordinary post to the address: Paseo del Tren Talgo 2, 28290 Las Matas, Madrid or by electronic means made available through the software applicable on the corporate website ([www.talgo.com](http://www.talgo.com)), identifying themselves by any of the



following means: (i) electronic ID, (ii) recognized or advanced electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES) under the Fábrica Nacional de Moneda y Timbre (the Spanish National Mint) or (iii) “username and password” credentials that the shareholder will request through the platform and that will be sent to the e-mail address indicated in the password request form.

Proxies and votes cast remotely by ordinary post or by electronic means must be received by the Company, as general rule, before 24:00 hours on 12 or 13 May 2021, depending on whether the General Shareholders’ Meeting is held at the first or second call, respectively.

Shareholders have until 8 May 2021, inclusive, to request in writing the information or clarification that they deem necessary, and to ask the questions on writing that they deem relevant regarding items on the Meeting Agenda or regarding the auditor’s reports about the financial statements and management reports of the individual Company or its Group and subsidiary companies -including the non-financial information statement for 2020- relating to the financial year ending 31 December 2020.

#### **Available Documentation**

From the date of publication of this meeting notice, the shareholders shall have uninterrupted access to the documentation and information detailed below, through the corporate website ([www.talgo.com](http://www.talgo.com)):

- (1) This meeting notice.
- (2) The attendance, proxy voting and remote card voting card.
- (3) The full text of the proposed resolutions corresponding to the items on the Meeting Agenda, together with the respective reports and proposals legally required from the Board of Directors and/or the Appointments and Remunerations Committee and all other documentation legally required or that, otherwise, considered appropriate, including the documentation relating to the proposal for ratification of the appointment of directors to be submitted to the General Shareholders’ Meeting, which shall include the professional and biographical profile of the candidates.
- (4) The individual Annual Accounts and the Annual Accounts consolidated with its subsidiaries for the financial year 2020, together with their respective audit reports.
- (5) The individual management report of the Company and the management report consolidated with its subsidiary companies for the financial year 2020, including the statement of non-financial information for the financial year 2020.
- (6) Information on the identity, curriculum and category of the directors whose ratification, re-election or appointment is submitted to the General Shareholders’ Meeting.
- (7) A statement of responsibility from the Directors, as provided for in Article 124 of the Securities Market Law, which, together with documents indicated in the previous points (4) and (5), constitutes the annual financial report for the year 2020.
- (8) The Annual Corporate Governance Report for the year 2020.
- (9) The Annual Report on the Directors’ remuneration for the year 2020.
- (10) The Annual Report about the activities performed by the consultative committees of the Board of Directors during the year 2020.
- (11) The annual report 2020 of the Audit Committee of the Board of Directors of Talgo, S.A. regarding the independence of the account’s auditors.



- (12) Information relating to the total number of shares and voting rights as at the date of publication of this meeting notice.
- (13) The total number of shares and voting rights as at the date of the call.
- (14) The rules of access and operation of Shareholders' Electronic Forum.

In addition, the shareholders are entitled to examine at the registered office (provided that the health emergency situation allows it), and request the delivery or free copy of the individual Annual Accounts and management reports of the Company and consolidated with its subsidiary companies, together with their respective audit reports, for the year 2020, as well as the proposed resolutions and mandatory Directors' report, and/or the consultative committees and any other documents that must be necessary be made available to them on the occasion of the celebration of this General Shareholders' Meeting.

### **Addendum to the Meeting Notice and Right to Information**

During the next five days after the date of publication of this meeting notice, inclusive, any shareholders who represent, at least, 3% of the share capital may: (i) request that an addendum to be published to the meeting notice for the General Shareholders' Meeting, including one or more additional items on the Agenda, provided that those new items are accompanied by a justification or, where applicable, a justified proposed resolution, as well as; (ii) submit well-founded proposals for the resolutions about matters already included or that should be included on the Meeting Agenda. The exercise of these rights must be instrumented by duly authenticated notice, which must be received at the Company's registered office.

The exercise of rights to information, attendance proxies, remote voting, requests to the publish an addendum to the meeting notice, as well as to present well-founded proposals for resolutions, shall be made in accordance with the provisions of the Law and Rules of the General Shareholders' Meeting, which are available on the Company's website ([www.talgo.com](http://www.talgo.com)).

### **The Shareholders' Electronic Forum**

From the date of publication of the meeting notice, the Shareholders' Electronic Forum shall be activated on the Company's website [www.talgo.com](http://www.talgo.com), with the aim of facilitating communication between the Company's shareholders prior to the celebration of the General Shareholders' Meeting. The rules of access and operation shall be published on the Company's website.

### **Public notary Involvement**

The Board of Directors has agreed to request the presence of a notary to take the minutes of the General Shareholders' Meeting.

### **Data Protection**

To facilitate its monitoring and appropriate dissemination, the progress of all or part of the General Shareholders' Meeting may be subject to recording and audio-visual retransmissions and made available to the public through the Company's corporate website ([www.talgo.com](http://www.talgo.com)). By attending the





venue at which the General Shareholders' Meeting will be held, the attendee contents to the capture and reproduction of images of his person and to the processing of his personal data through those means.

The personal data that shareholders provide to the Company (in order to exercise or delegate their rights to information, attendance representation and vote) or that is provided by both credit entities and investment service companies in which those shareholders have deposited or stored their shares for safekeeping, as well as by entities that, in accordance with the Law, have to keep the records of shares represented by register of book entries, shall be processed by the Company for the purpose of managing the shareholder relationship (including, but not limited to, convening and celebrating the Shareholders' Day and the General Shareholders' Meeting and their dissemination). For these purposes, data shall be included in files for which the Company shall be responsible. This data shall be provided to the notary exclusively for the purposes of preparing the notarised minutes of the General Shareholders' Meeting.

The owner of the data shall have the right to access, rectify, oppose, or cancel the data collected by the Company. These rights may be exercised under the provisions of the Law, by writing a letter to his effect to TALGO, S.A. (address: Paseo del Tren Talgo número, 2, 28290, Las Matas, Madrid.)

In the event that a shareholder includes personal data about other individuals on his attendance, proxy voting and remote voting card, then that shareholder must inform those individuals about the details set forth in the preceding paragraphs and must comply with any other requirements that may be applicable for the rightful provision of personal data to the Company, without the Company itself having to take any additional action.

Madrid, 8 April 2021. - The Secretary to the Board of Directors.