



### GENERAL SHAREHOLDER'S MEETING 2023

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 24 May 2023, has resolved to convene the Ordinary General Shareholders’ Meeting at Paseo del Tren Talgo 2, 28290 Las Matas, Madrid, at 3:30 p.m. on Thursday 29 June 2023, 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 30 June 2023, at the second call.

In order to facilitate the participation of shareholders and to facilitate the management of the event, it has been agreed that attendance at this General Meeting may also be made through the use of telematic means allowing real-time connection to the premises where the General Meeting is held (“**telematic attendance**”).

The mechanisms for telematic attendance to the Meeting will be opened in the space dedicated to the 2023 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 announcement.

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.

In order to facilitate the management of the event, it is recommended that shareholders or their proxies participate remotely in the General Meeting by granting their proxy or casting their vote prior to the meeting or by attending the meeting telematically.

Likewise, and in order to facilitate its follow up, 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 Ordinary General Shareholders’ Meeting will be held at the first call, on the day and in the place indicated above. In case the physical attendance to the General Shareholder’s Meeting, the shareholder registration desks will be open two hours before the start of the meeting.

#### Meeting Agenda

- 1. Approval of the individual and consolidated annual accounts of the Company corresponding to the financial year 2022.**
- 2. Approval of the individual management reports of the company and of the management reports of the company consolidated with its subsidiaries for the 2022 financial year.**
- 3. Approval of the statement of non-financial information corresponding for the 2022 financial year contained in the 2022 Corporate Sustainability Report.**



4. Approval of the management and activities of the Board of Directors during the 2022 financial year.
5. Approval of the proposed application of results for the 2022 financial year.
6. Consultative vote regarding the annual directors' remuneration Report corresponding for the financial year 2022.
7. Approval, if appropriate, of the remuneration of the members of the Board of Directors for the financial year 2023.
8. Approval of the directors' remuneration policy in accordance with the provisions of article 529 novodecies of the Capital Companies Act.
9. Authorisation of the Board of Directors to acquire treasury shares.
10. Share capital increase with charge to reserves for a determinable amount, through the issuance of new ordinary shares of 0.301 nominal value each of them, without share premium, of the same class and series as those currently outstanding, offering to the shareholders the possibility of selling the free allocation rights to the Company (at a fix price) or on the market. Delegation of powers.
11. Share capital reduction for a maximum nominal amount of 1,128,750.00 euros through the redemption of a maximum of 3,750,000 own shares, each of them with a nominal value of 0.301 euros, representing a maximum of 3.04% of the Company's current share capital. Delegation of powers.
12. Re-election of Mr Carlos María de Palacio y Oriol as director, with the status of executive director.
13. Re-election of Mr José María Oriol Fabra as director, with the classification of other external director.
14. Re-election of Mr Francisco Javier Bañón Treviño as director, with the status of external proprietary director.
15. Re-election of Mr Emilio Novela Berlín as director, with the qualification of external independent director.
16. Re-election of Mr John Charles Pope as director, with the qualification of external independent director.
17. Re-election of Mr. Antonio Oporto del Olmo as director, with the qualification of external independent director.
18. Appointment of Mr Pedro Pablo Manuel del Corro García-Lomas as director, with the classification of external proprietary director.
19. Appointment of Mr Javier Olascoaga Palacio as director, with the qualification of external proprietary director.
20. Re-election of DELOITTE as statutory Auditor of the Company and its consolidated group for a term of one (1) year, i.e. for the financial year 2023.
21. 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 23 June 2023, may attend and participate in the General Shareholders' Meeting, with the right to speak and vote.

Each shareholder who may attend the General Meeting must provide the corresponding personal attendance card or proxy card - as well as the powers of attorney in the case of a legal entity -, 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 proper conduct of the meeting, shareholders wishing to use the mechanisms for telematic attendance must first register through the Company's website ([www.talgo.com](http://www.talgo.com)) by accessing the space dedicated to Shareholders and Investors/Corporate Governance /General Shareholders' Meeting 2023, section Electronic and Voting Proxy and Registration for Telematic Attendance, from the day the call notice of the General Shareholders' Meeting is published, and until midnight of the day immediately prior to the day scheduled for the General Shareholders' Meeting on first or second call, as the case may be. After that time, no prior registration shall be accepted for the exercise of the right to attend the General Meeting by electronic means.

The afore mentioned pre-registration shall be carried out by one of the following means; (i) electronic ID card, (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 La Moneda y Timbre (the Spanish National Mint) or (iii) "username and password" credentials that the shareholder will request through the platform and will be sent to the email address provided in the key 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, he or she 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 by telematic means must send the information justifying the representation to the e-mail address [investors@talgo.com](mailto:investors@talgo.com) before midnight on 27 June 2023. 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.



(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 by telematic means in accordance with section (i) above, shall connect to the corporate website ([www.talgo.com](http://www.talgo.com)) between 2:15 pm and 3:15 pm on 29 June 2023 (if the Meeting is held at first call) or on 30 June 2023 (if the Meeting is held at second call), and to identify himself or herself as indicated in the corresponding instructions.

Where applicable, if on 29 June 2023 there is insufficient quorum to hold the meeting, the Company shall publish this circumstance on the area dedicated to the 2023 General Shareholders' Meeting on the corporate website, 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 on the aforementioned company website, between 2:15 pm and 3:15 pm on 29 June 2023 or, in such case, on 30 June 2023, 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, telematic attendees who have connected on first call must connect again to attend the General Meeting by telematic means on second call. Likewise, telematic attendees who, having connected to the meeting on first call, have sent interventions and proposed resolutions or requests for information or clarifications, must send them again, in the terms indicated, on the day on which the meeting is held; otherwise they shall be deemed not to have been made.

(iv) Voting:

Voting on proposals relating to items on the agenda may take place from the time the shareholder (or, if applicable, the proxy holder) logs on as an attendee until the Chairman or, if applicable, the Secretary of the Shareholders' General Meeting announces the end of the voting period for proposed resolutions relating to items on the agenda. With regard to proposed resolutions on those matters which, by legal mandate, need not appear on the agenda, the telematic attendees may cast their votes from the time such proposals are read out for voting, once they have been registered on the Telematic Attendance platform. For voting on proposed resolutions, the procedure provided for in the Bylaws and the Regulations of the General Meeting shall apply.



(v) Other matters:

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

By attending the General Meeting in person (provided that the General Meeting is held), the shareholder's attendance by telematic means will render ineffective and the shareholder's attendance by telematic means to the General Meeting will render ineffective the proxy or vote by remote means of communication prior to the General 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 as a result 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 a shareholder.

Shareholders entitled to attend may grant their proxy vote or cast their vote remotely in writing, regarding the proposals made in relation to the items on the Meeting Agenda, by delivering their duly completed attendance, proxy voting and remote voting card to the Company's office, 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 application on the corporate website ([www.talgo.com](http://www.talgo.com)) identifying themselves by any of the following means: (i) electronic ID card, (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 La Moneda y Timbre (the Spanish National Mint) or (iii) "username and password" credentials that the shareholder will request through the platform and will be sent to the email address provided in the key 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 28 or 29 June 2023, depending on whether the General Shareholders' Meeting is held at the first or second call, respectively.

Shareholders are entitled to request in writing, up to and including 24 June 2023, such information or clarifications as they deem necessary or to submit in writing such questions as they deem appropriate regarding the matters included in the Meeting Agenda and the auditor's



reports on the Annual Accounts and individual management reports of the Company and those consolidated with its subsidiaries for the financial year ended 31 December 2022, including the report on the statement of non-financial information for the financial year ended 31 December 2022.

### **Available Documentation**

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

- (1) This notice of call.
- (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 consultative committees or that, otherwise, are considered appropriate.
- (4) The individual Annual Accounts of the Company and the Annual Accounts consolidated with its subsidiaries for the financial year 2022, 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 2022, including the statement of non-financial information for the financial year 2022.
- (6) 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 2022.
- (7) The Annual Corporate Governance Report for the year 2022.
- (8) The Annual Report on the Directors' remuneration for the year 2022.
- (9) The Annual Report about the activities performed by the consultative committees of the Board of Directors during the year 2022.
- (10) The Annual Report 2022 of the Audit Committee of the Board of Directors of Talgo, S.A. regarding the independence of the account's auditors.
- (11) Information relating to the total number of shares and voting rights as at the date of publication of this notice of call.
- (12) The total number of shares and voting rights as at the date of the call.
- (13) 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 2022, 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 notice of call, 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 consents 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 communication to this 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, 23<sup>rd</sup> May 2023.- The Secretary to the Board of Directors.