



*Call notice and agenda*



## ORDINARY GENERAL SHAREHOLDERS' MEETING OF CIRSA ENTERPRISES, S.A.

The Board of Directors of Cirsa Enterprises, S.A. (the “**Company**”), at its meeting held on 13 March 2026 and in accordance with the applicable legal and statutory provisions, has resolved to call the Ordinary General Shareholders’ Meeting, which will be held at the Centre Cultural de Terrassa “La Fact”, located at Rambla d’Egara 340, 08221 Terrassa (Barcelona), on 22 April 2026 at 11:30 a.m., on first call; or, should the legally required quorum for valid constitution not be met, **on second call at the same place and time, on 23 April 2026.**

It is hereby noted that the Meeting is expected to be held on second call, that is, on 23 April 2026 at 11:30 a.m., at the aforementioned venue.

Ordinary General Shareholders’ Meeting is convened for the purpose of deliberating and resolving on the matters included in the following

### AGENDA

1. Review and approval of the annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) and the individual management report of the Company, as well as the consolidated annual accounts and consolidated management report of the Company and its subsidiaries, all relating to the financial year ended 31 December 2025.
2. Review and approval of the non-financial information statement and sustainability report of the Company and its subsidiaries corresponding to the financial year ended 31 December 2025.
3. Review and approval of the management performed by the Board of Directors during the financial year ended 31 December 2025.
4. Review and approval of the proposed allocation of results corresponding to the financial year ended 31 December 2025.
5. Approval of the distribution of a dividend charged to the share premium reserve and delegation of powers for its implementation.
6. Authorization to the Board of Directors for the derivative acquisition of own shares, either directly or through group companies.
7. Authorization to the Board of Directors, with express powers of substitution, to resolve on the increase of the share capital pursuant to Article 297.1(b) of the Spanish Companies Law, with express authority to exclude pre-emptive subscription rights in accordance with the provisions of Article 506 of the Spanish Companies Law.
8. Authorization to call, if applicable, an Extraordinary General Shareholders’ Meeting of the Company with a minimum notice period of fifteen days, in accordance with the provisions of Article 515 of the Spanish Companies Law.

9. Delegation of powers to formalize and implement all resolutions adopted by the Ordinary General Shareholders' Meeting, as well as to elevate them to public form and to interpret, correct, supplement or develop them and register them, as appropriate.
10. Consultative vote on the annual report on directors' remuneration corresponding to the financial year ended 31 December 2025.

### **BOARD OF DIRECTORS' RECOMMENDATION**

The Board of Directors considers that the resolutions proposed to the Ordinary General Shareholders' Meeting under each of the items on the agenda are in the corporate interest and therefore recommends that shareholders vote in favour of all of them.

### **SUPPLEMENT TO THE MEETING NOTICE AND SUBMISSION OF RESOLUTIONS**

Shareholders representing at least three percent of the share capital may (a) request the publication of a supplement to this notice of meeting, including one or more additional items on the agenda, provided that such items are accompanied by a justification or, where appropriate, a reasoned proposed resolution; and (b) submit reasoned proposed resolutions on matters already included or that must be included on the agenda.

The exercise of this right must be carried out by means of duly evidenced notification (which shall include the corresponding documentation proving the status of shareholder) that must be received at the registered office (Ctra. de Castellar, number 298, 08226 Terrassa (Barcelona)), for the attention of the Corporate Governance Department, within the five days following the publication of this notice of meeting.

In accordance with the Regulations of the General Shareholders' Meeting, when any duly entitled shareholder has exercised, prior to the holding of the Ordinary General Shareholders' Meeting, the right to supplement the agenda or to submit new proposed resolutions, the Company shall publish such supplement or proposals at least fifteen days in advance of the date scheduled for the Meeting.

### **RIGHT TO INFORMATION**

From the date of publication of the notice of call and until the holding of the General Meeting, the Company shall keep continuously available on its corporate website ([www.cirsa.com](http://www.cirsa.com)) all documentation legally required in connection with the General Meeting, as well as any other documentation that the Board of Directors may deem appropriate to make available to shareholders, including, among others, the following information:

- (i) Announcement of the call to the Ordinary General Shareholders' Meeting.
- (ii) Total number of shares and voting rights existing on the date of the call.
- (iii) Full text of the proposed resolutions corresponding to each of the items on the agenda.
- (iv) Annual accounts and management report of the Company and its consolidated group corresponding to the financial year 2025, which include the non-financial information statement

and sustainability report within the consolidated management report, as well as the corresponding individual and consolidated audit reports and the independent verification report on the non-financial information statement and sustainability report.

- (v) Annual corporate governance report corresponding to the financial year 2025.
- (vi) Annual report on directors' remuneration corresponding to the financial year 2025.
- (vii) Report issued by the Board of Directors in relation to the authorization granted to the Board of Directors, with express powers of substitution, to resolve on the increase of the share capital in accordance with Article 297.1(b) of the Spanish Companies Law, with express authority to exclude pre-emptive subscription rights pursuant to the provisions of Article 506 of the Spanish Companies Law.
- (viii) Attendance, proxy and remote voting card.
- (ix) Reports on the functions and activities of the Audit and Compliance Committee, the Appointments and Remuneration Committee, and the Sustainability, Technology and Innovation Committee corresponding to the financial year 2025.
- (x) Report on the independence of the statutory auditor corresponding to the financial year 2025.
- (xi) Report on the related-party transactions carried out by the Company during the financial year 2025.

Likewise, any other documentation or information that, in accordance with the applicable regulations or with the Regulations of the General Shareholders' Meeting, must be made available to shareholders on the occasion of the call to the General Meeting shall also be published.

In accordance with the applicable regulations and, in particular, with Article 272 and related provisions of the Spanish Companies Law, shareholders have the right to examine and obtain at the registered office (Ctra. de Castellar, number 298, 08226 Terrassa (Barcelona)), and on the corporate website ([www.cirsa.com](http://www.cirsa.com)), the documentation made available on the occasion of the notice of call, as well as to request the immediate and free delivery or dispatch of a copy of such documents.

In accordance with Articles 197 and 520 of the Spanish Companies Law, until the fifth day prior to the date scheduled for the holding of the General Meeting, or during the Meeting itself, shareholders may request any information or clarifications they deem necessary, or submit in writing any questions they consider pertinent, regarding the matters included on the agenda of the notice of call, as well as regarding the information accessible to the public that the Company may have provided to the Spanish Securities Market Commission since the holding of the last General Meeting, and regarding the auditor's report.

Requests for information or clarification and the submission of questions must be made in writing and sent by postal correspondence to the registered office (Ctra. de Castellar, number 298, 08226 Terrassa (Barcelona)), or by email to the address [jga2026@cirsa.com](mailto:jga2026@cirsa.com), indicating the identity of the shareholder submitting the request, as well as their national identity document or passport number, or shareholder number, and the address for sending the response, duly evidencing their status as shareholder.

The Board of Directors shall be obliged to provide the information requested in the manner and within the deadlines established by law and by the Articles of Association, except in cases where the information is unnecessary for the protection of the shareholder's rights, where there are objective reasons to consider that it could be used for purposes unrelated to the Company, or where its disclosure could be detrimental to the Company or to related companies. The requested information may not be refused when the request is supported by shareholders representing at least 25% of the share capital.

Valid requests for information, clarifications or questions submitted in writing and the responses provided in writing prior to the holding of the General Meeting may be published on the Company's corporate website ([www.cirsa.com](http://www.cirsa.com)) under the terms provided for in the applicable regulations.

Likewise, as from the publication of the notice of call, the Electronic Shareholders' Forum shall be enabled on the corporate website ([www.cirsa.com](http://www.cirsa.com)), which may be accessed by duly authenticated individual shareholders and voluntary shareholders' associations, under the terms provided for in the applicable regulations and in the operating rules published on the said website.

#### **RIGHT OF ATTENDANCE AND MEETING REQUIREMENTS**

Shareholders who hold at least five hundred shares shall be entitled to attend the Ordinary General Shareholders' Meeting.

For the exercise of the right of attendance, shareholders must have their shares registered in the corresponding book-entry ledger at least five days prior to the date on which the General Meeting is to be held, that is, no later than 17 April 2026, and must evidence such registration by means of the corresponding attendance, proxy and remote voting card, or a nominative certificate issued by any of the entities participating in the body responsible for managing the book-entry register, or in any other form admitted under applicable law.

The model of the attendance, proxy and remote voting card shall also be available on the Company's website ([www.cirsa.com](http://www.cirsa.com)).

Shareholders holding a smaller number of shares may delegate their representation to a shareholder entitled to attend, as well as group together with other shareholders in the same situation in order to reach the required number of shares. Grouped shareholders must grant their representation to one of them. Such grouping must be carried out specifically for each General Meeting and must be documented in writing.

For identification purposes, shareholders or their representatives attending the General Shareholders' Meeting may be required to prove their identity by presenting their national identity document, passport or any other officially accepted identification document for such purposes, in addition to the corresponding attendance card, at the entrance to the venue where the Meeting is held.

In accordance with the provisions of Article 18 of the Regulations of the General Shareholders' Meeting and Article 18 of the Articles of Association, the Board of Directors has resolved that this General Shareholders' Meeting shall be held exclusively in person, without the possibility of remote attendance; therefore, shareholders or their representatives must attend physically at the place indicated in this notice in order to exercise their rights of attendance and vote.

In order to ensure the proper exercise of the right of attendance, as well as to guarantee the safety of attendees and the orderly conduct of the Meeting, the access control systems and the surveillance and protection measures that the Board of Directors deems appropriate shall be implemented.

The directors of the Company must attend the General Shareholders' Meetings, unless there is duly justified cause preventing them from doing so. The absence of any of them shall not affect the valid constitution of the General Meeting.

### REPRESENTATION AND REMOTE VOTING

In accordance with the resolution of the Board of Directors, shareholders entitled to attend may delegate their representation or cast their vote on the proposals relating to items included on the agenda prior to the holding of the Meeting, by means of remote communication, provided that the identity of the person exercising their rights of delegation or voting, as well as the security of the corresponding electronic communications, is duly ensured.

The shareholder who wishes to delegate their representation or vote remotely must indicate the direction of their vote for each of the items included on the agenda. If, in relation to any of the items on the agenda, the shareholder does not indicate the direction of their vote, it shall be understood that they vote in favour of the proposals of the Board of Directors on the matters included in the agenda drawn up by the latter.

In cases where the scope of the representation extends to items not included on the agenda of the call, unless the shareholder indicates otherwise, it shall be understood that the shareholder has given precise instructions to the representative to vote against such items not included on the agenda.

In order to facilitate remote participation for those shareholders who so wish, and in accordance with the provisions of Article 17 of the Articles of Association and Article 13 of the Regulations of the General Shareholders' Meeting, delegations or votes cast by means of remote communication shall be deemed valid until 24:00 hours (midnight) of the day immediately prior to the date scheduled for the holding of the Meeting on first call, that is, until 24:00 hours on 21 April 2026, without prejudice to the fact that, should the Meeting not be held on first call, such delegations or votes shall remain valid for the second call under the terms provided for in the applicable regulations. The purpose of this deadline is to allow the Company to verify the shareholder status of the person delegating or voting by remote means and the number of shares held by them, for which purpose the Company shall compare the information provided by each shareholder with the information supplied by the entity responsible for the book-entry registration of their shares.

With regard to delegations and votes cast by electronic means, the Company shall implement an electronic timestamping system operated by a third party and based on an objective time-certification source (time stamping) in order to certify the moment at which the electronic delegation or vote is received.

The valid means of communication for granting representation or casting a remote vote are the following:

(a) By post

To delegate representation or cast a vote by postal correspondence, shareholders must complete and sign the Attendance, Proxy and Remote Voting Card, as applicable, which the Company makes available on its website ([www.cirsa.com](http://www.cirsa.com)) for this purpose.

Once the card has been duly completed and signed —with a handwritten signature— in the corresponding section, the shareholder must send it to the Company, at its registered office and for the attention of the Corporate Governance Department (Ctra. de Castellar, number 298, 08226 Terrassa (Barcelona)), together with a copy of the shareholder’s identity document, the certificate of share ownership, and, where applicable, the relevant power of attorney or representation documentation.

*(b) By electronic means*

The delegation of representation or, as the case may be, the casting of a vote by electronic communication may be carried out through any of the following channels:

- (i) By downloading from the Company’s website, in the “General Meeting 2026” section, the Attendance, Proxy and Remote Voting Card, as applicable, and sending it duly completed and signed —with a handwritten signature— together with a copy of the shareholder’s identity document and the certificate of share ownership, as well as, where applicable, the relevant power of attorney or representation documentation, by email to [jga2026@cirsa.com](mailto:jga2026@cirsa.com).
- (ii) Through the remote delegation and voting service available in the section specifically enabled for this purpose on the Company’s website, by completing the Delegation Form or the Voting Form, as applicable, in accordance with the instructions indicated therein, as well as any others that may appear on each of the corresponding screens of the electronic application. To send the remote delegation or vote through this channel, shareholders must identify themselves by means of one of the following methods:
  - Electronic National Identity Document (DNIe).
  - Recognized, valid and current electronic user certificate, provided that its revocation has not been recorded, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of trust services.
  - “User name and password” credentials that the shareholder will receive at their email address, once their identity and status as shareholder have been verified, upon requesting such credentials through the section enabled for this purpose on the Company’s website.

Likewise, attorneys-in-fact or representatives who wish to request the credentials on behalf of a legal-entity shareholder must first provide evidence of the power authorizing them to act on behalf of such legal-entity shareholder and their own identity, by sending the Attendance, Proxy and Remote Voting Card issued in the name of the legal-entity shareholder by the Company or by the entity in which the legal-entity shareholder has its shares deposited, duly completed and signed, together with a copy of the representative’s National Identity Document, Foreign Identification Number or passport, and a copy of the document evidencing the power or position authorizing them to act on behalf of the legal-entity shareholder, to the email address [jga2026@cirsa.com](mailto:jga2026@cirsa.com), in

order to be able to cast their vote or delegation before 24:00 hours on 21 April 2026. Once the documentation has been received and verified by the Company, a confirmation and the requested credentials will be sent to them.

Such representation shall be presumed not to have been revoked unless the Company is duly notified to the contrary.

Attendance by the shareholder or their representative in person shall render null and void any vote or delegation previously made by any of the other procedures established by the Company.

In the event that a shareholder has validly exercised both remote voting and delegation, the vote shall prevail over the delegation.

Likewise, voting and delegation by electronic means shall prevail over those made by postal correspondence.

The Company reserves the right to modify, restrict, suspend or cancel the mechanisms for remote delegation or voting when technical or security reasons so advise or require, and shall not be liable to third parties for any such decisions, which are beyond its control, when they may prevent remote delegation or voting as provided.

The Company shall likewise not be liable for any damages that may be caused by overloads, failures, line drops, connection errors or similar events, also beyond its control, that may temporarily prevent the use of the aforementioned electronic delegation or voting systems.

#### **NOTARIAL MINUTES**

The Board of Directors may require the presence of a notary to attend the General Meeting and draw up the minutes of the meeting. In any event, the Board of Directors must require the presence of a notary in the cases provided for by law, including when requested by shareholders representing at least one percent of the share capital with a minimum notice of five days prior to the date scheduled for the holding of the General Meeting. Notarial fees shall be borne by the Company. The notarial minutes shall be deemed to constitute the minutes of the General Meeting.

#### **PERSONAL DATA PROTECTION**

The personal data provided to the Company by shareholders or by the entities in which such shareholders have their shares deposited or held in custody shall be processed by the Company for the purpose of managing the calling and holding of the General Shareholders' Meeting, on the basis of compliance with a legal obligation.

Such data shall also be processed for the purpose of managing the development, fulfilment and supervision of the shareholding relationship, on the basis of compliance with the underlying contractual relationship.

The rights of access, rectification, objection, erasure, portability and restriction of processing may be exercised in accordance with said policy. For more information on the processing of personal data by





the Company, please consult the Personal Data Protection Policy available on the corporate website ([www.cirsa.com](http://www.cirsa.com)).

#### ADDITIONAL INFORMATION

For further information regarding the General Shareholders' Meeting and the exercise of the rights available to shareholders, shareholders may contact the Company by email at [jga2026@cirsa.com](mailto:jga2026@cirsa.com), without prejudice to the information available on the corporate website ([www.cirsa.com](http://www.cirsa.com)).

In Terrassa (Barcelona), on 13 March 2026.

**Mr. Miguel Vizcaíno Prat**

Secretary of the Board of Directors

