



Annual General Meeting

COX ABG GROUP, S.A.

The Board of Cox ABG Group, S.A. ("**COX**" or the "**Company**") resolved at its meeting held on 29 April 2025 to call an Annual General Shareholders' Meeting to be held at the registered office, Calle Energía Solar nº 1, Campus Palmas Altas, Seville, on 30 May 2025, at 11:00 a.m., on first call, which is the date on which it is expected to be held, and if the necessary quorum is not reached, on second call, on the following day, 31 May 2025, at the same time and place mentioned above, to address the following

Agenda

1. Annual financial statements and corporate governance.
 - 1.1. Approval of the 2024 Annual Financial Statements and Directors' Report for Cox ABG Group, S.A., and its Consolidated Group of Companies.
 - 1.2. Approval of the 2024 Statement of Non-Financial Information and Sustainability Information of the Consolidated Group of Companies headed by Cox ABG Group, S.A., included in the Consolidated Directors' Report of Cox ABG Group, S.A., and its Group of Companies for that year.
 - 1.3. Approval of the management of Cox ABG Group, S.A.'s Board in 2024.
2. Approval of the Proposed Allocation of Profits of Cox ABG Group, S.A. for 2024.
3. Setting of the number of Board members. Re-election and appointment of Board members.
 - 3.1. Setting of the number of Board members.
 - 3.2. Re-election and appointment of Dámaso Quintana Pradera to the Board as a shareholder-nominated director.
 - 3.3. Election of Larry Coben to the Board as an independent director.
4. Remuneration:
 - 4.1. Approval of the Director Remuneration Policy for 2025 to 2027.
 - 4.2. Approval of the 2025 fixed remuneration for directors in the form of shares.



5. Capital increase through non-monetary contributions consisting of shares of Cox Energy, S.A.B. de C.V., for a maximum effective amount of EUR 923,316 through the issue and circulation of a maximum of 9,233,160 ordinary shares of the Company, of the same class and series as those currently in circulation, with provision for incomplete subscription. Granting of powers to the Board.
6. Consultative vote on 2024 Annual Report on Director Remuneration.
7. Delegation of powers to interpret, rectify, perform, execute and register the passed resolutions.

Additional Information to the Meeting Notice

I. Shareholder Rights

The right to request supplements to meeting calls and submit reasoned proposals for resolutions

Pursuant to section 519 of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*] and Articles 13 of the Articles of Association, shareholders representing at least three per cent of the share capital may request the publication of a complement to the call to the Annual General Meeting, including one or more points in the agenda, provided that the new points are justified or include a justified proposed resolution.

This right must be exercised through formal notice, which must be received at the registered office within five (5) calendar days from the publication of the meeting notice. The addendum to the meeting call must be published at least fifteen (15) days in advance of the date scheduled for the General Meeting.

Shareholders that represent at least three per cent (3%) of the share capital may, within the period indicated in the paragraph above, submit supported proposals for resolutions on matters already included on, or that must be included on, the agenda of the meeting called. The above reasoned proposals for resolutions must be published on the Company's corporate website, in accordance with the applicable legislation.



Right to information

From the date of publication of this notice of the General Shareholders' Meeting, the Company will publish the following documents continuously on its corporate website (www.grupocox.com), which may also be examined at the registered office and may be sent free of charge, and that may be sent out by email if the shareholder so accepts:

1. The full text of this notice calling the Annual General Meeting.
2. The forms for remote attendance, proxies, and voting cards.
3. The full texts of the proposed resolutions.
4. The Annual Financial Statements and Directors' Reports of the Company and its Consolidated Group that will be submitted for approval at this General Meeting, including the Auditor's Report.
5. The 2024 Annual Corporate Governance Report.
6. The 2024 Annual Director Remuneration Report.
7. The 2024 Report of the Audit Committee on the independence of the auditors.
8. The Annual Activity Report of the Audit Committee.
9. The Annual Activity Report of the Appointments and Remuneration Committee.
10. The Annual Activity Report of the Sustainability and Compliance Committee.
11. The Audit Committee's report on related party transactions in 2024.
12. Reports by the Appointments and Remuneration Committee and directors on item three of the agenda.
13. Reports by the Appointments and Remuneration Committee and directors on item four of the agenda.
14. Directors' report on item five of the agenda.
15. Information concerning the total number of shares and voting rights on the date of publication of this meeting notice.
16. Full text of the Rules of Procedure of the General Meeting.
17. The full text of the Articles of Association.
18. Any documentation required by or relating to the General Meeting.

Pursuant to article 12 of the General Meeting Rules, from the date of publication of this notice until the fifth calendar day before the date scheduled for the General Meeting, shareholders may ask the Board to provide any information or clarifications they consider necessary, or submit the questions they consider appropriate in writing, regarding the items on the agenda, the information available to the public that has been provided by the Company to the National Securities Market Commission and, if applicable, the auditor's report. These requests for information may be made by delivering the request to the registered office, by sending it to the Company by post, by using the contact mailbox at juntageneral@grupocox.com or by making the request through the section provided on the corporate website within the Shareholders' Forum.

Shareholders' requests must include their first and last name, accrediting the shares they hold, so that this information may be compared with the register of members and the number of shares in their name provided by the entity in charge of keeping the accounting records of the Company's



shares or the corresponding entity, for the General Meeting in question. Shareholders must provide the Company proof that they sent the request in due time and form.

Once the identity and shareholder status of the applicant has been verified, requests for information will be answered before the General Meeting in writing, with the following exceptions: (i) if the information is unnecessary for the protection of the shareholder's rights, or there are objective reasons to consider that it could be used for purposes unrelated to the Company or its publication might prejudice the Company or its related companies; (ii) if the request for information or clarification does not refer to matters included in the agenda or to information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting; or (iii) if required by law, regulation or court decision.

Right to attend meetings

Pursuant to article 16 of the Articles of Association and section 14 of the General Meeting Rules, shareholders may attend the General Meeting if, regardless of the number of shares they hold, they have their shares registered in their name in the corresponding book-entry register at least five (5) calendar days before the scheduled date for the General Meeting and have the corresponding attendance card issued by the entities adhered to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S. A. (IBERCLEAR) or by the Company itself, or have a document that, in accordance with law, accredits them as a shareholder. Shareholders that are legal entities must also provide sufficient power of attorney evidencing the powers of the natural person through whom it will be asserting its right to attend.

As the General Meeting is expected to be held on first call, it is noted that **shareholders must have their shares registered in their name no later than 23 May 2025.**

To attend the General Meeting, shareholders are required to procure the corresponding attendance card, the relevant certificate issued by the entity in charge of the book-entry accounting record, or the document certifying their status as shareholders as required by law.

Proxy rights

Any shareholder entitled to attend the General Meeting may be represented at the General Meeting by any proxy, who need not be a shareholder of the Company, complying with the requirements and formalities under Article 16 of the Articles of Association and section 18 of the General Meeting Rules, and in accordance with the Corporate Enterprises Act and the notice calling the General Meeting.



Proxies may be revoked in all cases. The personal attendance, either physically or remotely, of the represented shareholder at the General Meeting will, in any case, have the value of revocation of the proxy. The shareholder's vote will also prevail over the proxy and, therefore, proxies granted previously will be considered revoked and those granted subsequently will be considered not to have been granted.

The proxy must be granted on a special basis for each General Meeting, and must be in writing as provided by the Board and indicated below, and must be received by the Company before 11:59 p.m. on the day immediately prior to the day when the General Meeting is scheduled to be held on first call:

- By post: To grant a proxy by post, shareholders must complete and sign (i) the attendance and proxy card issued on paper by the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), as appropriate; or (ii) the form provided by the Company, through the mechanism established for this purpose on its website (www.grupocox.com) in the "General Meeting" section, and in both cases signing in the section provided for the signature of the proxy; in the second case (submission of the form provided by the Company), a certificate accrediting ownership of the shares must also be attached. The duly completed and signed card with a handwritten signature (and, where applicable, the certificate of ownership) must be sent to the Company by post or equivalent courier service to the registered office of the Company (Calle Energía Solar nº 1, Campus Palmas Altas, 41014 Sevilla, Spain), addressed to the General Secretary's Office. Submitting the proxy in person at the registered office of the Company (Calle Energía Solar nº 1, Campus Palmas Altas, 41014 Sevilla, Spain) will have the same value as sending it in by post.

The documents granting proxies for General Meetings must at least mention: (i) the date of the General Meeting and the agenda; (ii) the identity of the principal and the proxy; (iii) the number of shares held by the shareholder granting the proxy; and (iv) instructions on how the proxy must vote on each item on the agenda.

Both the deadline granting a proxy by post, and the minimum information mentioned in the previous paragraph that must be included in the documents through which the shareholder grants the proxy, will not be applicable if the proxy is the spouse, ascendant or descendant of the shareholder, or when the proxy holds a general power of attorney granted in a public deed with powers to administer all the assets that the shareholder holds in Spain.

If the proxy has been validly granted in accordance with current legislation and the General Meeting Rules, but does not include instructions on how to vote or raises doubts as to the recipient or scope of the proxy, it will be understood that it: (i) the proxy has been granted to the Chair of the Board; (ii) it refers to all the items on the agenda of the General Meeting; (iii) it is to vote in favour of all the proposals made by the Board; and (iv) it also extends to any items not included on the agenda, on



which the proxy will abstain, unless the proxy has sufficient grounds to consider it more favourable to the interests of the shareholder to vote for or against those proposals.

Nevertheless, unless expressly indicated and with precise instructions from the principal to the contrary, if the proxy-holder is in a situation of conflict of interest, in the absence of express instructions from the principal, the principal will be considered to have appointed, in addition, as proxies, jointly and successively, the Chair of the General Meeting and, if the Chair is also in a situation of conflict of interest, the secretary of the General Meeting and, if the secretary is in turn in a situation of conflict of interest, the assistant secretary of the Board, if one was appointed.

In the event of a public solicitation for proxies, section 19 of General Meeting Rules and sections 186, 187 and 526 Corporate Enterprises Act will apply.

Communication of delegation to proxies:

- A shareholder that issues a proxy remotely must notify the proxy holder of the appointment by post.
- The proxy may only exercise the proxy by attending the General Meeting in person, and not by post.
- When the proxy is granted to the Company, a Director and/or the Secretary of the Board, this communication will be held to have been made and accepted upon receipt by the Company of the duly completed and signed physical card.



Voting rights

Under Article 17 of the Articles of Association, each voting share present or duly represented at the General Meeting will entitle the holder to one vote, except in the case of non-voting shares as provided for by law.

Shareholders may assert their voting rights by (i) attending the General Meeting in person; (ii) through a proxy who must attend the General Meeting; or (iii) by post as indicated below:

- By post: To vote remotely by post, shareholders must complete and sign the "Remote Voting" section of (i) the proxy and voting attendance card issued on paper by the corresponding IBERCLEAR participating entity or (ii) the postal voting card that can be downloaded from the Company's website (www.grupocox.com) and printed out on paper, completing and signing it together with the share ownership certificate. Once the card has been completed and signed by hand, the shareholder must send it to the registered office of the Company (Calle Energía Solar nº 1, Campus Palmas Altas, 41014 Sevilla, Spain), addressed to the General Secretary's Office by post or equivalent courier service. If the document submitted is the form provided by the Company, the certificate of ownership of the shares must also be submitted. For shareholders that are legal entities, a copy of the document proving the signatory's sufficient powers of representation must be attached. Votes cast in person at the registered office of the Company (Calle Energía Solar nº 1, Campus Palmas Altas, 41014 Sevilla, Spain) will have the same value as votes sent in by post.

Votes cast by post will only be valid when received by the Company before 11:59 p.m. on the day immediately before the day scheduled for the General Meeting on first call. After the above deadline, only paper ballots submitted to the staff in charge of the register of members on the day and at the place where the General Meeting is to be held and from one hour before the time announced for the start of the meeting will be admitted.

Rules of priority between remote and in-person voting at the General Meeting:

- Personal attendance at the General Meeting by shareholders or their proxies will have the effect of revoking any of their votes cast by post.
- Votes cast by post may be cancelled by subsequent express revocation by the same means used for casting the vote within the time limit established for this purpose.
- If a shareholder has validly cast several votes by means of a paper voting card, the last vote received by the Company within the established time limit will prevail.



- Voting by post will render ineffective any previous written proxy, which will be held to have been revoked, or any subsequent written proxy, which will be deemed not to have been granted.

II. Register of Members

From one hour before the time announced for the start of the General Meeting, shareholders or those validly representing them who are attending in person, may present their respective attendance cards and, if applicable, the documents accrediting the proxy they have been granted, to the staff in charge of the register of members.

In the case of a proxy granted by a shareholder that is a legal entity, a copy of the document accrediting the sufficient representative powers of the signatory of the proxy may be requested. If a legal entity represents one or more shareholders, a document accrediting the sufficient representative powers of the natural person appearing may be requested.

No attendance cards or proxy documents presented to the staff in charge of the register of members will be admitted after the time set for the start of the General Meeting.

Shareholders who cast their vote by post in accordance with the procedures set out in this notice will be considered present when calculating the quorum needed to convene the General Meeting.

III. Shareholders' Forum

The Company has set up an Electronic Shareholders' Forum on its website (www.grupocox.com), for the legally established purpose of facilitating communication among its shareholders on the occasion of the General Meeting, which may be accessed by both individual shareholders and duly authorised associations of shareholders, following the instructions published by the Company on its website on the occasion of the call to the meeting.

To access and use the Forum, shareholders must have an access code which they can obtain from the website (www.grupocox.com), following the instructions provided for this purpose in the "General Meetings and Electronic Shareholders' Forum" section.

IV. General information

Shareholders may refer to the General Meeting Rules available on the Company's website (www.grupocox.com) for any matters relating to the General Meeting that are not covered in this notice of meeting.



Shareholders may also contact the Company for additional information using the form available on the website (www.grupocox.com) in the Shareholder Services section.

V. Notarial Attestation

The Board has agreed to instruct a notary to attend and draw up the minutes of the General Meeting.



VI. Personal Data Processing

The personal data that shareholders send to the Company or that are provided by the banking institutions and securities companies and agencies where the shareholders have their shares deposited, through the entity legally authorised to keep the book-entry register, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) within the framework of the General Meeting, including the data necessary to assert or delegate their rights of attendance, information, and participation in the Electronic Shareholders' Forum, will be processed in accordance with the following:

- Data Controller: Cox ABG Group, S.A., with registered office at Calle Energía Solar nº 1, 41014 Sevilla.
- Purpose: To manage the development, fulfilment and control of the existing shareholder relationship with regard to the convening and holding of the General Meeting.
- Legal basis: The data will be processed to comply with the legal obligations attributed to the Company.
- Recipients: i) The entity legally authorised to keep the book-entry register, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR); ii) Public Administrations, in the cases provided for by Law; and iii) Public Registries and Notaries, in the cases provided for by Law.
- Data subjects may assert their rights of access, rectification, erasure, opposition, restriction of processing and data portability, under the terms established for this purpose in the legislation in force, by sending an email to lopd@grupocox.com.

The Annual General Meeting will most likely be held on first call on 30 May 2025 at 11:00 a.m.

In Madrid, on 29 April 2025

Antonio Medina Cuadros

Secretary to the Board