

## TUBOS REUNIDOS, S.A.

### Call for the Ordinary General Shareholder's Meeting 2022

Pursuant to the resolution adopted by the Board of Directors of Tubos Reunidos, S.A. (the “**Company**”), the Ordinary General Shareholder’s Meeting is called for 29 June 2022, to be held in Bilbao, at the Palacio Euskalduna (Abandoibarra Etorbidea 4) **room OD**, at 12:00 pm at first call, and, if the required quorum is not met, on the next day, 30 June 2022, at the same time and in the same place, at second call. **The Meeting is expected to be held at second call, on 30 June at 12:00 pm** in order to deliberate on and decide upon the matters included in the following

### AGENDA

#### Matters for approval

**1º.-** Review and approval, where appropriate, of the individual Annual Accounts and Management Report of Tubos Reunidos S.A., as well as the consolidated Annual Accounts and Management Report pertaining to the financial period ended on 31 December 2021.

**2º.-** Review and approval, where appropriate, of the Report on non-financial information of the Company and its consolidated Group pertaining to the financial period ended on 31 December 2021.

**3º.-** Review and approval, where appropriate, of the corporate management and activities carried out by the Board of Directors during financial year 2021.

**4º.-** Review and approval, where appropriate, of the proposal for allocation of profits/losses for financial year 2021.

**5º.-** Appointment and re-election of Directors. Following the report by the Appointments and Remuneration Committee, reelection of Mr. Cristóbal Valdés Guinea (Domanial Director) as member of the Board.

**6º.-** Re-election for two years of the external auditors of the Company and its consolidated Group, for the 2022 and 2023 financial years.

**7º.-** Granting of authorisation to the Board of Directors for the acquisition of treasury stock by the Company itself and by its subsidiaries, leaving the previous authorisation granted null and void.

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**8º.-** Modification of the Company's *By-Laws*.

**8.1º.-** Modification of articles 1º,2º,3º,6º,7º,8º,9º,10º,11º,14º,15º,20º,23º,27º and 29º, and the heading of Title III, in connection with making technical clarifications and improving their wording.

**8.2º.-** Modification of article 5º (broadening of the Company's Corporate purpose).

**8.3º.-** Modification of several articles of Chapter I.- General Shareholders Meetings: Article 12º (Change of website and obligation to establish the specific way of holding the General Meeting), Article 16º (Regulation of remote and telematic voting), Article 17º (Attendance by telematic means of those board members who are not part of the Presiding Committee); and addition of a new Article 14.bis (General Meeting held exclusively by telematic means).

**8.4º.-** Modification of several articles of Chapter II.- Administration of the Company: Article 19º (Specifications of the powers of the Board of Directors), Article 21º (inclusion of the position of Lead Independent Director), Article 22º (A minimum of 8 Board of Directors meetings each year, the powers of the Lead Independent Director, possibility of holding the Board meeting by telematic means), Article 24º (Regulation of the Executive Committee), Article 25º (Possibility of creating new commissions and work groups), Article 26º (Elimination of the variable remuneration of the directors in their capacity as such, duty of the Board of Directors to approve the contracts for hiring the executive directors, clarification of the compatible perceptions of the executive directors) and addition of a new Article 19º Bis (Duties of the Board of Directors in terms of Sustainability and Compliance) and new Article 24º Bis (Leading Independent Director).

**8.5º.-** Modification of article 28º (Obligation to hire an external auditor for the Company Accounts).

**8.6º.-** Modification of article 30º (Clarification of the courts competent to resolve).

**8.7º.-** Consolidation of the Company's *By-Laws* in a single text to include the modifications introduced by approval of the previous points 8.1º to 8.6º.

**9º.-** Modification of the Regulations of the Company's General Shareholders Meeting.

**9.1º.-** Modification of the heading of the Regulations and the headings of its chapters II and VI, as well as modification of articles 1, 2, 3, 4, 5, 7,9, 10, 11,13, 14, 15, 18 and 19, in connection with making technical clarifications and corrections, and improving their wording.

**9.2º.-** Modification of several articles for their adaptation to the latest legislative changes and to the modification of the *By-Laws* agreed under point 8º above: Article 3.- Powers of the General Shareholders Meeting (new powers consisting on approval of the Report on non-financial information of the Company and its consolidated Group and approval of the

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related-party transactions), article 5.- General Shareholders Meeting Calling (change of website, new obligation to establish the specific way of holding the General Meeting, new possibility to attend by telematic means), article 6.- Shareholders information rights (requests in writing, specific regulation of information rights of the attendants by telematic means) article 8.-Right of attendance and right of proxy appointment (duty of the directors to attend, right of the shareholders to attend by telematic means, right of the directors to determine that the participation and proposals of the attendants by telematic means should be received in advance), article 10.- Presiding Committee (Attendance by telematic means of those board members who are not part of the Presiding Committee); article 12.- Shareholders participation (in the absence of the Chairman of the Audit Committee any of its members shall inform the General Shareholders Meeting), article 14.-Remote vote (change of website, regulation of the voting by telematic means system), article 16.-Minutes of the General Shareholders Meeting (requirement of notarial minutes for the case of a Meeting held exclusively by telematic means); and addition of article 5.7. (General Meeting held exclusively by telematic means).

**9.3º.-** Consolidation of the Regulations of the Company's General Shareholders Meeting in a single text to include the modifications introduced by approval of the previous points 9.1º to 9.2º.

**10º.-** Approval, where appropriate, of the modification of points 1, 2, and 4.1. of the Directors Remuneration Policy for years 2022,2023 and 2024 currently in force, as per article 529 novodecies of the Spanish Corporations Act, for the purpose of their adaptation to the remuneration system provided forth in the new By-Laws approved under point 8º above.

**11º.-** Delegation of powers, where appropriate, for the execution, formalisation and registration of the resolutions adopted, as well as the delegation of powers to the Board of Directors, for the correction, interpretation and execution of the resolutions adopted by the General Meeting, with express rights to delegate the said authority in turn.

## **Matters for consultative vote**

**12º.-** Consultative vote on the Annual Report regarding the Director's Remunerations pertaining to the financial period ended on 31 December 2021.

## **Matters for informative purposes**

**13º.** Information to the General Shareholders Meeting on the modifications introduced in certain articles of the Regulations of the Board of Directors, approved on 30 January 2022.



## SUPPLEMENT TO THE CALL TO MEETING NOTICE AND SUBMISSION OF PROPOSALS FOR RESOLUTIONS.

In accordance with the provisions of the article 519 of the Spanish Capital Companies Act and article 5.5 of the Regulations of the General Shareholder's Meeting, shareholders representing at least three per cent (3%) of the share capital, may request the publication of a supplement to the call for the Meeting, including one or more items in the agenda, provided that the new items are accompanied by justification or, where appropriate, by a well-founded resolution proposal. Such rights must be exercised by means of certified notice to the Secretary to the Board of Directors, which must be received at its registered office (Barrio Sagarribai, s/n, 01470 Amurrio (Álava), within five (5) days following the publication of this call notice. The addition to the notice of call shall be published at least fifteen days prior to the date established for the General Shareholders' Meeting.

Likewise, in the same period aforementioned, shareholders representing at least three per cent (3%) of the share capital may submit supported proposals in accordance with the matters already included or which must be included in the agenda. Such proposals, along with enclosed documentation if applicable, shall be made available to all the Shareholder's through their uninterrupted publication on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)) from the moment it is received until the moment the General Shareholder's Meeting is held.

## RIGHT OF ATTENDANCE.

Shareholders holding shares registered in the corresponding accounting register with five (5) trading days prior to the date established for holding it on first call shall have the right to attend the General Meeting. Such circumstance shall be accredited by the Shareholders who wish to attend by means of the appropriate registered attendance card provided by the corresponding entity attached to the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear). For the purposes of proving the identity of the Shareholders, or whoever validly represents them, in the case of a legal person Shareholder, whoever attends shall also provide a power of attorney with sufficient faculties to exercise the right of attendance.

The Board of Directors offers the possibility to participate in the Meeting by each and every one of these channels: (i) physical attendance; (ii) proxy granted to the Chairman or other person prior to the General Meeting through remote means of communication (postal, electronic mail or telematic means) and (iii) early vote through remote means of communication (postal, electronic mail or telematic means).

## RIGHT OF PROXY APPOINTMENT

In accordance with the provisions set forth in Article 522 of the Spanish Capital Companies Act and in Article 8 of the Regulations of the General Shareholder's Meeting, any shareholder entitled to attend may be represented at the General Meeting by another person, even if the

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latter is not a shareholder, conferring said representation in writing and notifying the Company of the appointment of a representative, as well as, where appropriate, its revocation, using any of the formulas indicated below:

**Proxy delegation through remote communication means (postal or electronic mail correspondence).** This proxy formula, which includes the public request for representation made by the Board in accordance with the provisions of Article 186 of the Spanish Capital Companies Act, is printed on the attendance card. The form to be completed is available on the Company's website (group [www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)), and can also be requested from the Secretary to the Board of Directors. The form must be signed by the Shareholder and sent to the Company by post or electronic correspondence, so as to guarantee the identification of the Shareholder and their representative.

The proxy delegation and notification of proxy appointment via **postal correspondence** will be addressed to the Secretary of the Board of Directors of the Company by registered mail with acknowledgement of receipt, including the following documents:

- The proxy form completed and duly signed, which must state the direction of the vote. The shareholder's signature, which must be authenticated by a Notary, and
- The attendance card.

The proxy delegation and notification of proxy appointment via **electronic mail** means shall be made following the procedure established on the Company's website [www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com), in section "Investors & Shareholder's", guaranteeing the identification of the Shareholder and the representative. The aforementioned documentation (proxy form completed and signed with direction of the vote and authenticated signature, along with the completed attendance card) must be sent by email to [secretariadelconsejo@tubosreunidosgroup.com](mailto:secretariadelconsejo@tubosreunidosgroup.com). The Company shall not be liable for any damages that could be caused due to overloading, breakdown, line failures, connection failures or similar events beyond its control which temporarily prevent the use of the systems for proxy delegation via electronic means.

**Proxy appointment by telematic means.** The Board of Directors has approved the following procedure for telematic proxy appointment, to facilitate communication, active participation and exercise of the shareholders' political rights: The Shareholders who wish to appoint their proxy electronically prior to the holding of the General Meeting, shall follow the accreditation process, in the manner provided as follows: **Prior Registration:** The Shareholders must register in advance by entering the corporate website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)), Ordinary General Shareholder's Meeting sub-section of the section "Investors & Shareholder's", **starting from 12:00 pm on 9 June 2022**, and authenticate its identity by registering on the computer platform provided for this purpose, attaching for this purpose a scanned copy of its national identity card or passport, or its NIF in the case of legal entities, (together with the power of attorney of the natural person that is attending for the legal entity), as well as the scanned attendance and delegation card, duly completed and signed by the Shareholder. Tubos Reunidos S.A. may set up additional ways of accreditation in the platform, such as the Electronic DNI or Electronic Signature, based on a recognized and current certificate issued by CERES or other equivalent

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means to determine the identity of the shareholder in a proper way. The steps for the accreditation are set forth in the document "Procedure for Representation and Voting by telematic means" available on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)) at section "Investors & Shareholder's". Once the accreditation of the condition of Shareholder has been verified by the Company (after verification of the ownership and number of shares with the data provided by Iberclear), the duly accredited Shareholder will receive confirmation of its correct accreditation, and later on the access codes assigned in order to be able to operate on the platform.

The Company reserves the right to request from the Shareholders the additional means of identification that it deems necessary to verify their condition and guarantee the authenticity of the telematic attendance, proxy delegation or vote. The custody of the access codes to enter and use the service enabled through the computer platform is the sole responsibility of the Shareholder.

Once duly registered, the Shareholders shall follow the steps that are specified on the electronic platform to make the proxy appointment. **Please remember the possibility to appoint the Chairman of the General Meeting as proxy.**

The personal attendance to the General Meeting of any shareholder who had previously delegated his representation via any remote communication media will revoke the remote proxy delegations which had been previously made.

The Proxy conferred by remote communication means (postal, electronic mail or by telematics means) must be received by the Secretary of the Board at least forty-eight (48) hours before the time scheduled for the holding of the General Meeting on second call, that is, **before 12:00 pm on the 28 June 2022.**

The Shareholders who confer their representation by postal or electronic correspondence and do not include a mark in any or any of the boxes intended to give voting instructions regarding the items on the Agenda, it will be understood that they wish to vote in favor of the respective proposals made by the Board of Directors.

The delegation by any means must be special for each General Meeting, without prejudice to the provisions of the Law for cases of family representation and the granting of general powers, and the Shareholder who confers the representation must indicate its name and surname, and the share that it owns. Any proxy delegation will always be revocable by the same means by which it has been granted.

The Company shall not be liable for any damages that could be caused due to overloading, breakdown, line failures, connection failures or similar events beyond its control which temporarily prevent the use of the systems for proxy delegation via electronic or telematic means.

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## RIGHT TO VOTE

In accordance with the provisions set forth in Article 13 of the Regulations of the General Shareholder's Meeting, each share present or duly represented will give the right to one vote

The right to vote may only be exercised by the Shareholder:

- 1) Personally by attending the General Meeting,
- 2) By formally delegating a proxy representative to attend telematically on your behalf, or
- 3) Remotely, by postal or electronic correspondence, or any other means that duly guarantees the identification of the Shareholder exercising their right to vote.

## VOTE THROUGH REMOTE COMMUNICATION MEANS

In accordance with the provisions set forth in Article 14 of the Regulations of the General Shareholder's Meeting, Shareholders may cast their vote remotely by postal or electronic correspondence, and, in addition the Board of Directors has approved the procedure for telematic voting prior to the General Meeting in order to facilitate communication, active participation and exercise of the shareholders' political rights.

The vote via **postal correspondence** will be addressed to the Secretary of the Board of Directors of the Company by registered mail with acknowledgement of receipt, including the following documents:

- The remote voting form completed and duly signed, which must state the direction of the vote. The shareholder's signature. The form to be completed is available on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)) in section "Investors & Shareholder's", and can also be requested from the Secretary of the Board at the address [secretariadelconsejo@tubosreunidosgroup.com](mailto:secretariadelconsejo@tubosreunidosgroup.com), and
- The attendance card.

The vote via **electronic correspondence** shall be made following the procedure established on the Company's website [www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com), in section "Investors & Shareholder's", guaranteeing the identification of the Shareholder. The following documentation must be sent by email to [secretariadelconsejo@tubosreunidosgroup.com](mailto:secretariadelconsejo@tubosreunidosgroup.com) addressed to the Secretary of the Board:

- The remote voting form completed and duly signed, which must state the direction of the vote. The form to be completed is available on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)) in section "Investors & Shareholder's", and can also be requested from the Secretary of the Board at the address [secretariadelconsejo@tubosreunidosgroup.com](mailto:secretariadelconsejo@tubosreunidosgroup.com), and
- The attendance card.

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The vote through **telematic means prior to the General Meeting** shall be exercised following the procedure for telematic vote approved by the Board of Directors to facilitate communication, active participation and exercise of the shareholders' political rights: The Shareholders who wish to cast their vote by telematic means prior to the holding of the General Meeting must access the corporate website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)), follow the accreditation process on the computer platform provided for this purpose (following the aforementioned procedure), and follow the steps specified for the emission of the electronic vote.

The vote conferred through remote communication means (postal, electronic mail or by telematics means) must be received by the Secretary of the Board at least forty-eight (48) hours before the time scheduled for the holding of the General Meeting on second call, that is, **before 12:00 pm on the 28 June 2022**.

Shareholder who casts his vote remotely will be considered present for the purposes of the constitution of the General Meeting.

The Company shall not be liable for any damages that could be caused due to overloading, breakdown, line failures, connection failures or similar events beyond its control which temporarily prevent the use of the systems for voting via electronic or telematic means.

The personal attendance by telematic means to the Board Meeting of any shareholder who had previously voted via any remote communication media will revoke the vote which had been previously made. In the event that both remote voting and proxy delegation are exercised, the first shall prevail.

## **RIGHT TO OBTAIN INFORMATION**

In accordance with the applicable legislation, it is noted that as of the publication of the present call notice, all shareholders are entitled to review and obtain at the Company registered office, as well as to being sent, immediately and free of charge, the following documents:

- The call notice of the Board Meeting.
- The full text of all Resolution Proposals that are submitted for approval at the General Shareholder's Meeting.
- The Annual Accounts, Management Report and Proposal for Allocation of Profits/Losses pertaining to the 2021 financial period, for both the Company and its consolidated Group, as well as the Audit Reports issued by E&Y.
- The Report regarding non-financial information relating to the 2021 financial period, as well as the independent verification report issued by E&Y
- The Annual Corporate Governance Report for 2021.

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- Report and profile of the Director whose re-election is proposed, Mr. Cristóbal Valdés, in accordance with the provisions set forth in Article 529 of the Spanish Capital Companies Act.
- Board of Directors Report regarding the proposal of amendment of the Bylaws and, new consolidated text of the Bylaws in accordance with the provisions set forth in Article 286 of the Spanish Capital Companies Act.
- Board of Directors Report regarding the proposal of amendment of the General Shareholder's Meeting Regulations and new consolidated text of the General Shareholder's Meeting Regulations.
- Proposal of modification of points 1, 2, and 4.1. of the Directors Remuneration Policy for years 2022, 2023 and 2024.
- Board of Directors Report regarding the amendments of the Board of Directors Regulations.
- The Director's Annual Remuneration Report for 2021.
- The operating rules of the Electronic Shareholders Forum.
- Proxy appointment through postal correspondence and electronic means forms.
- Vote through postal correspondence and electronic means forms.
- Procedure for Representation and Voting by telematic means.
- Report on the independence of the external auditor.
- The Audit Committee Report.
- Shares and voting rights

All the documents listed above are available to the Shareholders at the Company's website [www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com), under the section "Investors & Shareholder's".

In accordance with the provisions of Articles 197 and 520 of the Spanish Capital Companies Act, as of the first day of publication of the call and until the fifth day prior to the date scheduled for holding the Meeting at first call, the shareholders may request any information or clarification they deem necessary, or may pose the pertinent questions regarding the matters included in the Agenda or regarding the publicly available information that has been provided by the Company to the Spanish Securities Market Commission since the date of the latest General Meeting, and in relation to the auditor's report.

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## ELECTRONIC SHAREHOLDERS FORUM

Pursuant to the provisions of Article 539.2 of the Spanish Capital Companies Act, the Company has enabled an Electronic Shareholders Forum on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)), on the occasion of calling the General Meeting, said Forum may be accessed with the pertinent guarantees by all individual shareholders and voluntary associations that may be constituted in accordance with the current legislation, with a view to facilitating communications prior to the date scheduled for holding the General Meeting.

This Forum may be used for publishing proposals that are aimed for submission as supplements to the Agenda announced in the call, requests for adherence to such proposals, initiatives for obtaining sufficient percentage for exercising a minority right provided for by law, as well as offers or requests for voluntary representation, for which the concerned parties must follow the instructions that the Company will publish on the corporate website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)) on the occasion of the call.

The Forum does not constitute a communication channel between the Company and its shareholders and is enabled for the sole purpose of facilitating communications between the shareholders of Tubos Reunidos, S.A. on the occasion of the General Meeting.

## PERSONAL DATA PROTECTION

The personal data that the Shareholders send to the Company for the exercise of their rights of attendance, proxy delegation and vote at the General Shareholders' Meeting, or those provided by credit institutions and companies and securities agencies in which said Shareholders have deposited their shares, as well as the personal data generated in the framework of the attendance to the Shareholders of the General Meeting, will be treated in accordance with current regulations on data protection, in order to manage the development, compliance and control of the existing shareholder relationship with regards to the calling and holding of the Meeting, as well as to record and broadcast the General Meeting, and comply with legal obligations. Likewise, the Shareholders are hereby informed that Tubos Reunidos, S.A. is responsible for the processing of said data, and that their data will be transferred to the Notary Public to draw up the minutes of the General Meeting and will be processed by the technology or systems service providers and by the entities hired for the management and development of the General Meeting, exclusively for the purpose of the holding of the Meeting.

## LIVE BROADCAST

The live broadcast of the General Meeting shall commence at **12:00 pm on 30 June 2022**. The link to follow the live broadcast shall be available on the Company's website ([www.tubosreunidosgroup.com](http://www.tubosreunidosgroup.com)). We hereby inform the Shareholders and proxies that the image and voice shall be recorded, streamed and published on the aforementioned website.

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## NOTARIAL INTERVENTION AT THE GENERAL MEETING

The Board of Directors has resolved to request the presence of a Notary to draw up the meetings of the Shareholder's General Meeting, in accordance with the provisions set forth in Article 203 of the Spanish Capital Companies Act. The Notary Public may attend telematically using remote communication means in real time that adequately guarantee the fulfillment of the notarial function.

**In Amurrio, 26 May 2021**

La Secretaria del Consejo de Administración  
Dña. Inés Nuñez de la Parte

*This English translation is exclusively for information purposes and is based on the original, official document in the Spanish language, available in the Spanish version on the company's website*

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