



HBX Group International Plc

Requirements and procedures to accredit share ownership, attendance rights and the exercise or delegation of voting rights at annual general meetings (AGMs)

The provisions described here apply to every AGM of HBX Group International Plc ('the Company'). They describe or complement, rather than replace, the statutory rights under the UK Companies Act 2006 and the Company's Articles of Association (the 'Articles'). The Company is incorporated in England and Wales, but its shares are admitted to trading on the Spanish Stock Exchanges through Iberclear. The Company voluntarily adopts the Spanish Good Governance Code recommendations relating to shareholder information and participation. In case of any inconsistency, the Articles and applicable law shall prevail.

References to 'shareholders' in this document are references to the persons holding equity interests in the Company's ordinary shares, as recorded in the register of such persons maintained by Iberclear (the 'Share Register').

Access to information and documents

From the date the Notice of AGM is published, shareholders will have uninterrupted access to key information on the Company's website. This includes: the relevant notice of meeting, the total number of shares and voting rights, the latest annual report and accounts, and the full text of proposed resolutions. Reports from directors, auditors and any independent experts (if any) will also be available, together with biographical details of directors proposed for appointment or re-election. Proxy forms and instructions will be provided, and where electronic forms cannot be published for technical reasons, guidance on obtaining paper copies will be given.

In addition to online publication, certain documents may be available for physical inspection. Any documents available for physical inspection prior to an AGM will be made available at the Company's registered office, during normal business hours. The period during which such documents will be available for physical inspection will be set out in the relevant Notice of AGM. At the AGM venue, copies of the Articles, the latest annual report and accounts and other documents available for inspection (as set out in the relevant Notice of AGM) will be available from 15 minutes prior to the meeting until its conclusion.

Notices of AGM and other documentation made available by the Company in connection with AGMs will be made available in English.



Entitlement to attend and vote at AGMs

Entitlement to attend and vote at an AGM is determined by reference to the Share Register on the record date specified in the Notice of AGM (which, in accordance with the Articles, shall not be more than 48 hours before the time fixed for the meeting). Only those shareholders recorded in the Share Register at this time may attend and vote, either in person or by proxy.

There is no minimum shareholding required to attend and vote at the AGM. All votes at AGMs will be taken by poll.

For jointly held shares, the joint holders must designate a single person to exercise all shareholder rights, including voting. Unless such designation is made, the person whose name appears first in the Share Register will be deemed entitled to vote.

Shareholders who are subject to a specific Canadian legal regime, such as the Canada Pension Plan Investment Board Regulations (SOR/99-190) or the Pension Benefits Standards Regulations (Canada), will have their voting rights limited to a maximum of 30% of the votes entitled to be cast in connection with the appointment or removal of directors, in accordance with the Articles. Voting rights in excess of this 30% threshold (including voting rights held under any other title, including, where applicable, as a result of contractual voting syndication agreements, by proxy or by voting delegations by other shareholders) will be suspended on such votes.

Participation in AGMs

AGMs will be conducted in English.

The Company offers two modes of participation in AGMs. Shareholders may attend in person, where they can speak and vote. Alternatively, they may join a live broadcast via the AGM portal on the Company's website to view and hear proceedings and submit questions.

Joining the broadcast does not constitute formal attendance for voting purposes, so **shareholders wishing to vote but not intending to attend an AGM in person must do so by appointing a proxy who will attend the meeting in person.** Pre-registration for the broadcast is required (which will be available from the date of the relevant Notice of AGM until two (2) hours before the commencement of the AGM), and access details will be provided in advance. Pre-registration will require (i) a copy of the attendance card sent by the Company alongside the relevant Notice of AGM, and (ii) a copy of the shareholder's passport or other form of identification.

Broadcasts will be accessible using most common internet browsers, such as Chrome, Edge, Firefox and Safari, on a PC, laptop or other internet-enabled device such as a tablet or smartphone. Shareholders should note that an active internet connection will be required at all times to join broadcasts. It is the

responsibility of shareholders to ensure they remain connected to the broadcast for the duration of the meeting.

To attend an AGM in person, shareholders (or their proxies) must present the attendance card sent by the Company alongside the relevant Notice of AGM. Shareholders not presenting their attendance card will have their right to vote verified by the Company or its agent(s). For corporate shareholders, the individual representative may also be requested to provide certified evidence of their authority to act on behalf of the entity.

Shareholders have the right to ask questions about the business of the meeting. Questions may be submitted in writing before an AGM, from the date of the relevant notice until five (5) days prior to the meeting, or asked orally during the AGM. Those joining the broadcast may submit questions through the portal. The Board will endeavour to answer all relevant questions unless doing so would interfere with the meeting's preparation, involve confidential information, or the answer is already published on the Company's website. Written questions and responses will be published online, and any unanswered questions will receive a written reply within seven (7) days following the meeting.

The Company is committed to ensuring equal treatment of all shareholders regarding information, participation and voting rights. After each AGM, voting results will be announced promptly on the CNMV's website and on the Company's website.

Voting at AGMs

Shareholders attending an AGM in person may vote at the meeting using the poll card provided, or may, in advance of the meeting, appoint a proxy also attending in person to vote on their behalf.

As noted above, Shareholders joining the live broadcast of a meeting cannot vote remotely. **Shareholders wishing to vote but not intending to attend an AGM in person must do so by appointing a proxy who will attend the meeting in person.**

Appointment of proxies

Shareholders unable to attend an AGM in person may appoint a proxy to act on their behalf. A proxy need not be a shareholder, and multiple proxies may be appointed for different shares held by the same shareholder. Proxy forms may specify that, by default, shareholders will appoint the Chair of the relevant meeting as their proxy. Proxy forms will allow shareholders to provide specific voting instructions for each proposed resolution on the agenda. If no specific instructions are provided for agenda items set out in the relevant Notice of AGM, the proxy will exercise their discretion as to whether, and if so how, they vote.



A proxy appointment is revocable. For revocation to take effect, notice of revocation must be delivered to the Company before the start of the relevant meeting through the method outlined in the Notice of the AGM or proxy form.

Shareholders should use the proxy form sent by the Company alongside the relevant Notice of AGM to appoint a proxy. Proxy forms must be returned to the Company or its agent(s) by email or post by the deadline stated in the notice. **All proxy appointments, whether by post or electronic means, must be received by the Company no later than 48 hours before the time appointed for the AGM.**

