



Extraordinary General Meeting of Shareholders

29 September 2020

Call to meeting



ERRONKA GARBIA
EVENTO AMBIENTALMENTE SOSTENIBLE

EUSKALTEL, S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Place, date and time of the meeting

The Board of Directors of Euskaltel, S.A. (“Euskaltel” or the “Company”) has resolved to call an **Extraordinary General Meeting of Shareholders** to be held at the registered office (located in Derio, Biscay, at Parque Tecnológico-Teknologi Elkartegia, Edificio 809), on **29 September 2020 at 11:00 on first call**, or if the required quorum is not met, then on second call, the next day, 30 September 2020, at the same place and the same time. Although two calls are provided for, it is expected that the required quorum will be met on first call, for which reason **the Extraordinary General Meeting of Shareholders will in all likelihood be held on 29 September 2020**, unless the shareholders are advised otherwise on the corporate website (www.euskaltel.com) and through the daily press.

Considering that, at the time of the call to the Extraordinary General Meeting of Shareholders, there is a continued health risk associated with the spread of the SARS-CoV-2 coronavirus, which transmits the disease known as “COVID-19”, the Company’s Board of Directors has resolved that the Extraordinary General Meeting of Shareholders will be held behind closed doors, exclusively on-line, i.e. without the physical attendance of shareholders or their proxy representatives or guests, in accordance with the channels of participation provided for in Section 41.1.(d) of “Royal Decree-law 8/2020 of 17 March on Extraordinary Urgent Measures to Address the Economic and Social Impact of COVID-19” (“**Royal Decree-law 8/2020**”), including on-line attendance, the granting of proxies by remote means of communication –including a proxy in favour of the Chair of the Meeting–, and early voting through remote means of communication. The foregoing is intended to avoid:

- (i) on the one hand, risks to the health of the Company’s shareholders and their proxy representatives, which continues to exist despite the implementation of the state of alarm declared by the government of Spain as a result of the health crisis deriving from COVID-19; and
- (ii) on the other, discriminatory situations that prevent effectively guaranteeing equal treatment between those shareholders who can freely move among Autonomous Communities on the date of the Extraordinary General Meeting of Shareholders and those shareholders who are affected by geographic or other lockdowns as a result of the restrictions recently imposed on mobility in certain regions (or those that hereafter apply) due to a resurgence of the COVID-19 contagion.

Without prejudice to the foregoing, in order to ensure the orderly conduct of the Extraordinary General Meeting of Shareholders, the Chair of the Board of Directors, who will also be the Chair of the General Meeting, the CEO and the Secretary of the Board of Directors, accompanied by the Notary who has been requested to prepare the minutes of the General Meeting and any necessary support staff may attend the place where the General Meeting will be held, observing the required safety and distancing measures.

The other members of the Company’s Board of Directors will attend the meeting, which will be considered to be held at the registered office regardless of the location of the Chair of

the Meeting, by audio-conference or video-conference, pursuant to the provisions of Section 41.1.(d) of Royal Decree-law 8/2020.

The ability of the shareholders to attend and vote at a General Meeting of Shareholders in real time through remote means of communication is expressly provided for in articles 28, 31 and 38 of the Bylaws and in the Additional Provision of the Regulations for the General Meeting of Shareholders.

Pursuant to the current Additional Provision of the Regulations for the General Meeting of Shareholders: *“Shareholders with the right to attend may attend the General Meeting of Shareholders using on-line means that allow their connection in real time with the venue or venues in which the General Meeting of Shareholders is held, provided that this is so approved by the Board of Directors as allowed by the state of art, pursuant to the provisions of article 31 of the Bylaws and without prejudice to the right of the shareholders to cast an absentee vote as provided in article 26 of these Regulations”.*

Furthermore, pursuant to the provisions of article 28 of the Bylaws, *“In cases of on-line attendance at the General Meeting [...] the call to meeting shall describe the deadlines, forms and manners of exercising the rights of shareholders provided for by the Board of Directors to allow for the orderly conduct of the General Meeting”.*

The means for exercising shareholders' rights are those provided for in this call to meeting, which, together with the instructions published on the Company's corporate website (www.euskaltel.com), will ensure the effective exercise of the shareholders' rights to information, attendance and voting and equal treatment among shareholders in the same position.

Agenda

Items relating to the composition of the Board of Directors

1. Appointment of Ms Beatriz Mato Otero, as independent director for the bylaw-mandated term of four (4) years.
2. Appointment of Ms Ana García Fau, as independent director for the bylaw-mandated term of four (4) years.
3. Setting of the number of members of Euskaltel's Board of Directors at ten (10) directors.

Item relating to the update of the corporate governance system

4. Information to the shareholders at the General Meeting regarding the amendments to the Regulations of the Board of Directors approved by the Board of Directors.

Item relating to general matters

5. Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Meeting, for conversion thereof into a public instrument,

and for the interpretation, correction and supplementation thereof, further elaboration thereon and registration thereof.

Presentation of proposed resolutions

Pursuant to the provisions of Section 519.3 of the consolidated text of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), approved by Royal Legislative Decree 1/2010 of 2 July (the “**Corporate Enterprises Act**”), shareholders representing at least three per cent of the share capital may submit well-founded proposed resolutions on matters already included or that must be included in the agenda for the Extraordinary General Meeting of Shareholders covered by this call to meeting.

Said right must be exercised by duly authenticated notice addressed to the Office of the General Secretary of the Company, which must be received at the registered office of Euskaltel (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay) within five days of the publication of this call to meeting.

Participation: Attendance, proxy representation and absentee voting

All holders of voting shares who have caused such shares to be registered in their name in the corresponding book-entry register at least five days in advance of the date on which the Extraordinary General Meeting of Shareholders is to be held may attend and participate in the Extraordinary General Meeting of Shareholders, with the rights to be heard and to vote.

All shareholders having the right to attend may be represented at the Extraordinary General Meeting of Shareholders by another person, even though not a shareholder, by complying with the requirements and formalities established by Law, the Bylaws and the other internal rules of the Company to the extent applicable.

Shareholders having the right to attend may grant a proxy or cast an absentee vote on the proposals relating to items included in the agenda of the call to meeting, which they may do in writing by delivering a duly completed attendance, proxy and absentee voting card at the registered office of the Company, by sending it to the Company by post (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay) or by electronic communication as provided on the corporate website (www.euskaltel.com). The use of this electronic communication service requires a digital user certificate issued in accordance with the provisions of “Law 59/2003 of 19 December on Electronic Signatures” and validated by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*) (CERES) within the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).

The Company will make available to shareholders on its corporate website (www.euskaltel.com) the forms or models that can be used to grant a proxy and to cast an absentee vote by post or electronic communication.

To be valid, proxies granted and votes cast by any means of remote communication (postal or electronic) must be received by the Company before 24:00 on the day immediately prior to the day set for the holding of the Extraordinary General Meeting of Shareholders upon first call.

On-line attendance shall take place in accordance with the following deadlines, forms and manners of exercising the rights of shareholders provided for by the Board of Directors:

- a. **Pre-registration:** Shareholders who wish to attend on-line must access the corporate website between 00:00 on 21 September and 23:59 on 28 September 2020 using the "Electronic Proxy and Voting and Registration for On-line Attendance" link located in the "General Meeting of Shareholders 29 September 2020" section and register in the manner indicated therein, identifying themselves with their national electronic identity document or by means of an electronic certificate issued by the Spanish Public Certification Authority (*Autoridad Pública de Certificación Española*) (CERES) within the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).

Proxies granted to a shareholder who attends on-line must be given prior to the registration thereof using any of the procedures established in this notice of call or must be verified by sending the proxy card in advance to the e-mail address accionista@euskaltel.com.

If the person appointed as proxy representative is not a shareholder, they must register in advance through the shareholders' office using the same e-mail address (accionista@euskaltel.com).

- b. **Connection, attending the Meeting and voting:** The mechanisms for remote real-time attendance at the Meeting will be activated on Euskaltel's corporate website www.euskaltel.com at 10:15 (45 minutes before the meeting) on 29 September 2020 (on first call) or, if applicable, at 10:15 on 30 September 2020 (on second call).

A previously registered shareholder must connect to the Meeting between 10:15 and 10:45 on 29 September 2020. If the Meeting cannot be held on first call, said shareholder must connect the next day, during the same hours, to attend the Meeting on second call.

No connection will be allowed after this time. Shareholders who have registered in advance and who do not subsequently connect to the meeting will not be considered to be in attendance.

After making the connection, a shareholder may vote on the proposed resolutions until the end of each of the votes.

- c. **Presentations and requests for information:** Shareholders may request to make presentations at the Meeting, as well as ask questions and propose resolutions in writing when registering in advance and upon logging in to the General Meeting, until 10:45 on the day of the Meeting, in the form provided in the software application that will be available on Euskaltel's corporate website. The Secretary will read aloud the presentations of the shareholders during the period reserved for this purpose. The presentations will only appear in the minutes of the meeting if so expressly requested. If, for any reason, the right to information cannot be satisfied during the Meeting, the information requested shall be provided in writing to the interested shareholder within seven days of the end of the Meeting.

- d. **Broadcast of the General Meeting:** The Meeting will also be broadcast live on the corporate website, with simultaneous interpretation of the presentations in Spanish into Euskera (Basque) and into English.

Technical incidents

The Company reserves the right to modify, suspend, cancel, restrict or adopt measures that it deems most appropriate in relation to the mechanisms for on-line attendance, casting of votes in advance and remote proxy-granting by postal or electronic communication when so advised or required for technical or security reasons.

The Company shall not be liable for damages that may be occasioned to shareholders or other persons as a result of power surges, failures, fallen lines, connection failures, malfunctioning of the mail service or similar events beyond its control that prevent the use of mechanisms for on-line attendance, casting of votes in advance or remote proxy-granting.

All of the foregoing is without prejudice to the adoption of the most appropriate measures based on the particular circumstances of each situation, including any temporary suspension or extension of the Extraordinary General Meeting of Shareholders, if required to ensure the full exercise of rights by the shareholders or their proxy representatives.

Available information and documentation

Pursuant to the provisions of Sections 272, 287 and 518 of the Corporate Enterprises Act, as from the publication of this call to meeting until the holding of the Extraordinary General Meeting of Shareholders, any shareholder may immediately obtain the following documentation without charge, which documentation has been continuously made available to the shareholders at the registered office and through the website of the Company (www.euskaltel.com) and a portion of which has also been sent to the National Securities Market Commission:

- This announcement of call to meeting.
- The total number of shares and voting rights on the date of the call to meeting.
- The full text of the proposed resolutions that may be adopted by the shareholders at the Extraordinary General Meeting of Shareholders of the Company with respect to each of the items included in the agenda.
- The required explanatory report of the Company's Board of Directors regarding the competence, experience and merits of the candidates whose appointment as directors is proposed to the shareholders at an Extraordinary General Meeting of Shareholders under items one and two on the agenda thereof, which includes as annexes, among other things, the proposed appointments of candidates submitted by the Appointments Committee to the Company's Board of Directors, the identity, professional and biographical profile of the candidates and the category of director to which the candidates are proposed to be assigned.
- The report prepared by the Company's Board of Directors in accordance with the provisions of Section 528 of the Corporate Enterprises Act, as well as pursuant to the

provisions of article 3.3 of the Regulations of the Board of Directors of the Company, to report to the Company's shareholders on the amendments made to the Regulations of the Board of Directors since the previous General Meeting, within the context of item four on the agenda for the Extraordinary General Meeting of Shareholders.

- The document containing the current Regulations of the Board of Directors.
- The rules of operation of the Electronic Shareholders' Forum.
- The form or model of attendance, proxy and absentee voting card.
- Any valid requests for information, clarifications or questions made by the shareholders in the exercise of their right to obtain information, and any answers provided by the directors.

The following have also been made available to the shareholders on the Company's website: (i) instructions regarding the manner in which shareholders can exercise their right to obtain information; (ii) instructions for remote attendance; (iii) information regarding the procedures or systems for viewing the General Meeting of Shareholders; and (iv) instructions for casting or delegating absentee votes through the means provided.

Pursuant to the provisions of Sections 197 and 520 of the Corporate Enterprises Act, from the date of publication of the call to the General Meeting until the fifth day prior to the day on which the Extraordinary General Meeting of Shareholders is held, inclusive, shareholders may ask the Board of Directors for information or clarifications or ask questions in writing that they deem pertinent regarding the items included in the agenda and for the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting. These rights to information will be exercised in accordance with the specific provisions established in the section on presentations provided for on-line attendance at the Meeting.

Except in those cases expressly provided by law, the Board of Directors shall be required to provide in writing the information requested through the date of holding of the General Meeting, and in the case of requests made in the manner set forth in the section on presentations provided for on-line attendance, if the right to information cannot be satisfied during the General Meeting, the information requested shall be provided to the interested shareholder within seven days of the end of the General Meeting.

Requests for information may be made by delivery of the request at the registered office; by sending such requests by post to the Company (Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio, Biscay), or by remote electronic communication through the website of Euskaltel (www.euskaltel.com) in the place and form provided for such purpose, and using the means provided for presentations and requests for information in the section on on-line attendance.

Electronic Shareholders' Forum

Finally, it is reported that, pursuant to the provisions of Section 539.2 of the Corporate Enterprises Act, there has been enabled on the corporate website (www.euskaltel.com) an electronic shareholders' forum, the use of which shall conform to the legal purpose thereof

and to assurances and rules of operation established by the Company, and which may be accessed by duly qualified shareholders and shareholder groups.

Common provisions applicable to the rights of the shareholders

The rights to receive information, to attend, to proxy representation, to absentee voting and to submit well-founded proposed resolutions shall be exercised as provided by law, the Bylaws and the Regulations for the General Meeting of Shareholders, available on the corporate website (www.euskaltel.com).

Participation of a Notary at the General Meeting

Pursuant to the provisions of Sections 203 of the Corporate Enterprises Act and 101 of the Regulations of the Commercial Registry, the Board of Directors has resolved to request the presence of a Notary to draw up the minutes of the General Meeting.

Other information of interest for shareholders

To facilitate the viewing and appropriate dissemination thereof, all or part of the proceedings of the Extraordinary General Meeting of Shareholders may be subject to audiovisual recording and broadcast and made available to the public through the Company's corporate website (www.euskaltel.com). By entering the premises where the Extraordinary General Meeting of Shareholders is to be held, attendees consent to the capture and reproduction of images of their person and to the processing of their personal data through such media.

Additional information

For information regarding the Extraordinary General Meeting of Shareholders not contained in this announcement, shareholders may consult the Regulations for the General Meeting of Shareholders by accessing the Investors section of the corporate website (www.euskaltel.com).

To obtain additional information, shareholders may also contact the Shareholder Services Office (Oficina de Atención al Accionista) at Parque Tecnológico-Teknologi Elkartegia, Edificio 809, C.P. 48160, Derio (Biscay) from 9:00 to 14:00, Monday to Friday; by sending an email to accionista@euskaltel.com; or by accessing the Investors section which is permanently available on the corporate website (www.euskaltel.com).

In Derio (Biscay), on 24 august 2020.

Non-Director Secretary of the Board of Directors

José Ortiz Martínez.

Personal Data Protection

1. Controller

Euskaltel, S.A., a company with a registered office at Parque Tecnológico - Teknologi Ekartegia Edificio 809 Derio (Biscay), with Tax ID number (NIF) A- 48766695, and telephone 944011556 (hereinafter, “Euskaltel” or the “Company”), is the controller of the personal data that shareholders provide to the Company (upon the exercise or delegation of their rights to receive information, to attend, to proxy representation and to vote) or that are provided by both the financial institutions and by the investment services companies that are depositaries or custodians of the shares held by such shareholders and the entities in charge of the book-entry registers pursuant to law, as well as the personal data that may be generated within the framework of the shareholders’ attendance at the General Meeting.

For any question regarding the processing of their personal data, the shareholders may contact the Company at the following email address: accionista@euskaltel.com.

The Company also has a Data Protection Officer, who is the person in charge of protecting the fundamental right to the protection of data and is responsible for compliance with data protection regulations at Euskaltel, and whose email address is dpd@euskaltel.com.

2. Purpose of processing, legal grounds and communication of data

The following table shows the purposes for processing the personal data, the legal foundations allowing the processing of data by Euskaltel for each of said purposes, the recipients of the personal data (with no transfer of the personal data of the shareholders to third parties unless there is a legal obligation (e.g. tax authorities, courts and tribunals, National Securities Market Commission, etc.)) or as expressly indicated in the table below.

The table also shows those data processors of Euskaltel who need to access such personal data in order to perform their duties, the existence of any international transfers of data, and the data storage time limit. Said data will remain blocked during the limitation periods applicable to obligations as required by law.

The shareholders may ask for a list of the recipients of their data by sending an email to accionista@euskaltel.com with an indication of the specific processing for which they want the recipient information.

| <i>Purpose of the processing</i> | <i>Legal grounds</i> | <i>Recipients</i> | <i>International transfers</i> | <i>Storage time limit</i> |
|--|--|---|--|--|
| Management of the personal data of the shareholder to attend the General Meeting and accommodate the rights of | Legal obligation: Section 192 of the Corporate Enterprises Act requires the preparation of the list of attendees (in their capacity as shareholder representatives) in order to validly hold the General Meeting. This | The personal data will be transferred to: <ul style="list-style-type: none"> • Notaries: to prepare the Minutes of the General Meeting. • Service providers that might access the data are technology or systems service providers and entities | There will be no international transfers of personal data. | Six years from the close of the financial year during which the General Meeting is held. |

| <i>Purpose of the processing</i> | <i>Legal grounds</i> | <i>Recipients</i> | <i>International transfers</i> | <i>Storage time limit</i> |
|--|--|---|--|---|
| the shareholder | legal provision also requires the management and accommodation of different rights relating to the status of shareholder. | hired to manage and help carry out the General Meeting. | | |
| Dissemination and recording of General Meeting | Legitimate interest: the General Meeting will be broadcast and recorded in order to comply with the Good Governance Code of Listed Companies of the National Securities Market Commission. | The categories of service providers that might access the data are technology or systems service providers and the entities hired to manage and help carry out the General Meeting. | There will be no international transfers of personal data. | The data will be stored for 2 years to comply with dissemination obligations. |

Necessary and updated information

In order for the information provided to the Company to always be current and not contain errors, shareholders must use the following email address to notify Euskaltel as soon as possible of any changes to or corrections of their personal data: accionista@euskaltel.com.

Shareholders may also update their personal data through such account (accionista@euskaltel.com).

3. Rights of data subjects

Shareholders may exercise the rights to access their personal data, to correction, to deletion, to limitation of processing of their personal data and the right to object to the processing of their personal data. Furthermore, if applicable and in accordance with applicable legal provisions, the right to data portability.

Shareholders may exercise their rights by attaching proof of their identity (DNI or equivalent document) at any time and without charge by sending an email to accionista@euskaltel.com, stating the right they wish to exercise and their identifying information.

If shareholders believe that Euskaltel has not properly processed their personal data, they may contact the Data Protection Officer at the email address dpd@euskaltel.com. However, the shareholders have the right to submit a claim to the Spanish Data Protection Agency if they think that there has been a violation of data protection laws with respect to the processing of their personal data.