

FAQs

Annual General Meeting

March | 2023

This document contains summary answers, in order to provide shareholders with information to answer the most frequently asked questions about calling and holding the General Meeting, as well as about how the General Meeting will function. In any case, the current applicable regulations (the Spanish Corporate Enterprises Act, the Articles of Association and the Annual General Meeting Regulations) contain all of the necessary information and will prevail should there be a contradiction.



1. Who calls the Ordinary General Meeting and how do they call it?

The company's Board of Directors calls the Ordinary General Meeting, through a call notice, at least one month before it is held.

The call notice is published on the following media platforms:

1. The Official Gazette of the Mercantile Registry (BORME) or one of the newspapers with highest circulation numbers in Spain.
2. The website of the National Securities Market Commission (Comisión Nacional del Mercado de Valores).
3. The Company's corporate website.

2. What key information does the call notice contain?

As well as other potential pieces of information, the call notice will contain:

1. The date, place and time of the meeting on first call and second call
2. Agenda items
3. Pre-meeting information provided to shareholders, as well as resources to enable them to participate in the meeting

3. When and where will the next General Meeting be held?

The next General Meeting will be held on **30 March 2023**, in the **Auditorium of the Adolfo Suárez Cultural Centre, located in Tres Cantos (Madrid), Plaza del Ayuntamiento 2**, at **12.30**.

Shareholders will also be able **to attend and participate** in the Meeting virtually, as per the rules set out in the call notice.

The General Meeting is likely to be held on first call. Should the required quorum not be reached, it will be held the next day, 31 March, on second call, at the same time and the same place.

Registration of attendance cards at the Meeting venue will begin at 10.30 and attendees have until 12.30 to prove their identity, which is the stated start time for the Meeting.

- Please note that attendance cards presented to the staff responsible for the registering shareholders after the stated start time set for the General Meeting will not be accepted. Shareholders or their proxies who arrive late at the General Meeting venue, after the registration of



attendance cards and proxies has ended, can still attend the meeting, but will not be included on the attendance list.

4. Which documents do shareholders need to bring with them in order to prove their identity if they attend the Meeting in person?

Shareholders attending the Meeting in person must prove their identity at the venue's entrance with their ID card, foreigner identification number or passport and with their duly filled-out attendance card.

5. Who can attend the Meeting?

Holders of at least 1,000 shares* are entitled to attend General Meetings, provided that they have them registered in their name in the corresponding book-entry register five days before the General Meeting is held and can prove this with a correct attendance card.

*Shareholders with fewer shares may grant a proxy to a shareholder with the right to attend, or group their shares together with shares of other shareholders in the same situation until the required number is reached and then grant their proxy to a member of their grouping. These shareholders will group together specifically for each Meeting and this will be recorded in writing.

6. Which company information is provided to shareholders?

From the date that this call notice is published up to the date that the Meeting is held, the Company will ensure that at least the following information is constantly available on its corporate website:

1. The call notice and the full texts of the proposed resolutions.
2. The total number of shares and voting rights on the call date.
3. Applicable documents and reports for the agenda items.
4. Resources for granting proxy at the Meeting and for remote voting, including the procedure for obtaining attendance cards.
5. The communication channels between the Company and its shareholders.



7. How can shareholders request the Annual Accounts for the year or other documents relating to Meeting agenda items?

All of the details will be available free of charge, for you to read and download, in the Annual General Meeting section on the **corporate website** (www.lineadirectaaseguradora.com).

If you would like paper copies of the documents, they will also be sent to you free of charge. Requests for these documents can be made either by **post** to the Shareholder's Office, C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid, or by **telephone** on 91 807 48 88, or by **email** at accionistas@lineadirecta.es, along with a copy of the attendance card and a postal or email address used for sending these documents.

8. How can I obtain the shareholder attendance, voting and proxy card?

From the call date, the attendance, voting and proxy card template approved by the company is available in the Annual General Meeting section on the **corporate website** and can be downloaded if you would like an electronic copy. You can also request for it to be posted to your home free of charge. Requests for these documents can be made either by post to the Shareholder's Office, C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid, or by telephone on 91 807 48 88 or by email to accionistas@lineadirecta.es, along with a copy of the attendance card and a postal or email address used for sending these documents.

In addition, attendance cards provided by banks which are custodians of the corresponding shares will be valid.

9. Will shareholders be given any gifts? Is there going to be a cocktail event?

We will not be distributing gifts or holding aperitif or cocktail events.

10. Can shareholders bring a family member or a non-shareholder third party with them to the Meeting?

As per the regulations, only Línea Directa shareholders can attend the Meeting.

11. If a number of shareholders appear on the attendance, proxy and voting card, how many of them can attend the Meeting?



Only one of them will be entitled to attend and they will represent the other co-shareholders at the Meeting. In accordance with article 126 of the Spanish Corporate Enterprises Law, the co-shareholder attending the Meeting will be deemed as a proxy for the others in exercising the shareholder rights.

12. How can shareholders take part in the Meeting?

Shareholders may attend and **exercise their rights at the Meeting, both in person and remotely, and virtually**, following the organisation and functioning rules published in the call and in the Annual General Meeting section on the **corporate website** www.lineadirectaaseguradora.com.

13. If shareholders are unable to attend, how can they take part in the Meeting?

Should shareholders be unable attend, they can cast their vote on proposals on agenda items **before** the Meeting is held:

- By sending their remote voting card by post to the Shareholder's Office, at C/ Torres Quevedo 1, 28760.
- Or by voting electronically, as per the procedure published in the Annual General Meeting section on the corporate website.

In both cases, the Company must receive any votes cast remotely **24 hours before the scheduled start time for the General Meeting on first call** (i.e., before 12.30 CET on 29 March 2023).

Shareholders can also take part through **a proxy** at the Meeting. A proxy must be granted specifically for each Meeting, either through the proxy form printed on the attendance card, or by electronic proxy, as per the procedure published in the Annual General Meeting section on the corporate website. The Company must always receive any proxies granted remotely 24 hours before the scheduled start time for the General Meeting on first call (i.e., before 12.30 CET on 29 March 2023).

Shareholders may grant their proxy to the Chairman of the board of directors or any other individual.

Furthermore, if a shareholder cannot attend in person, they can attend **virtually**, as per the procedure set out in the call.



14. What happens if the shareholder does not indicate which way they are voting on one or all of the agenda items?

If a shareholder casting their vote remotely does not tick any of the voting boxes for Meeting agenda items, they will be deemed to be voting in favour of the corresponding proposed resolution formulated by the board of directors.

15. What happens if the proxy's name does not appear on the proxy card?

Should the company receive the card with the proxy's name left blank, the proxy will be deemed to have been granted to the chairman of the board of directors. If the chairman is not in attendance or should be a dispute, this proxy will be deemed to have been granted to the secretary of the board.

16. What happens if no voting instructions appear on the proxy card?

Unless the shareholder granting proxy expressly states otherwise, when there are no voting instructions on the card, it will be presumed that their specific instructions are to vote in favour of the proposed resolutions put forward by the board of directors.

17. What is the deadline for sending proxies granted remotely to the company?

The Company must receive any proxies granted remotely **24 hours before the scheduled start time for the General Meeting on first call** (i.e., before 12.30 CET on 29 March 2023). This is the same deadline as the deadline for receiving remote votes.

18. How can shareholders attend the Meeting virtually?

Both the text of the Annual General Meeting Call and the Virtual Attendance Procedure published in the Annual General Meeting section on the corporate website set out the terms and conditions for using the Annual General Meeting virtual-attendance platform ("Virtual Attendance") in detail.



Shareholders wishing to use the virtual-attendance systems must **register in advance** at the "Virtual Attendance" link provided on the corporate website from 12.30 (CET) on the day that the meeting is called (i.e. on 27 February 2023) until twenty-four (24) hours immediately prior to the scheduled start time for the Annual General Meeting on first call, i.e., before 12.30 on 29 March 2023. After that time, no prior registration exercising the right to attend virtually will be accepted. Shareholders can register beforehand using (i) their electronic ID card or (ii) and recognised or advanced electronic signature, based on a recognised and valid electronic certificate, issued by the Spanish Public Certification Entity (CERES). The cancellation of this electronic certificate is not recorded.

Proxies of shareholders wishing to attend the Meeting virtually must look to register beforehand by sending an email to the Shareholder's Office address accionistas@lineadirecta.es as per the call notice and the virtual attendance procedure on the corporate website.

Shareholders (or their proxies) who have registered beforehand to attend the General Meeting virtually, must **log on** on the indicated link on the corporate website between 9.15 hours and 12.15 (CET) on 29 March 2023 and identify themselves as indicated in the corresponding instructions. Shareholders who log in after this time will not be admitted to the Meeting. Should the General Meeting be held on second call, the same times will apply on the following day, and the remote attendees who had logged in on first call must log in again in order to attend the General Meeting virtually on second call and repeat the same processes.

If a shareholder attends the Meeting virtually, any vote cast or proxy granted through any other process established by the company will be voided.

19. How can shareholders make a statement while the Meeting is being held?

For shareholders attending in person:

Shareholders wishing to make a statement at the Annual General Meeting must request to do so before the meeting starts, to the Shareholder's Office/Notary Office set up at the venue where it is being held, stating their full name and, where appropriate, the company name of the corporate shareholder that they represent, as well as the number of shares they hold and/or represent.



In order for their statement at the General Meeting to be reflected literally in the minutes of the meeting, they must provide it at that time to the notary in such a way that it can be included in the minutes, after checking that it coincides with the shareholder's actual presentation.

Once the Presiding Committee of the General Shareholders' Meeting has the list of shareholders wishing to make a statement, and after the presentation, if appropriate, of the relevant reports by the Chairman or by individuals that they may appoint for this purpose and, in any event, before voting takes place, the Chairman of the General Shareholders' Meeting will open the floor to shareholders. Shareholders will make statements in the order in which they are called by the Presiding Committee. Shareholders will have a maximum of five minutes available to make their statement.

For shareholders attending remotely:

Shareholders attending remotely who wish to make a statement or put forward a proposal, in accordance with the Law, must send the company the written text of their statement, in the form and along the lines established for doing so in the "Remote Attendance" link on the corporate website, **when they log in** on the date that the meeting is held between 9.15 and 12.15 (CET) on 29 March 2023, provided that they had registered beforehand in accordance with the procedure established for doing so.

Should the General Meeting be held on second call, the same times will apply on the following day, and the remote attendees who had logged in on first call must log in again in order to attend the General Meeting remotely on second call and repeat the processes which they had already completed.

Any remote attendee who wants their statement to be recorded in the Meeting minutes must explicitly say so in their text.

Responses to shareholders attending the Annual General Meeting virtually and who exercise their right to receive information will be provided in writing in the seven days following the Annual General Meeting.

20. How are agreements reached?

In accordance with the Law, resolutions will be adopted by a **simple majority**, i.e. proposed resolutions will be approved where the number of votes in favour is greater than the number of votes against (whatever the number of blank votes and abstentions), without prejudice to the qualified majorities set out in the law and in the articles of association.

For votes on proposed resolutions on agenda items, the following **vote-counting system will be followed**:

Votes in favour of the proposal submitted to a vote will be deemed to be votes corresponding to all shares, present or represented, at the meeting, according to the attendance list, less:

- a) the votes corresponding to shares whose holders or proxies inform the notary (or the individual assisting the notary at the meeting) by written communication or personal statement, that they vote against, in blank or abstain.
 - b) The votes corresponding to shares whose holders have voted against or have explicitly abstained through the remote and electronic communication channels stipulated by the company
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