



**LÍNEA DIRECTA ASEGURADORA SOCIEDAD ANÓNIMA COMPAÑÍA DE SEGUROS Y REASEGUROS**

**RULES ON THE RIGHT TO ATTEND AND ON REPRESENTATION AND REMOTE VOTING**

**RIGHT TO ATTEND**

Holders of at least 1,000 shares may attend General Shareholders' Meetings, provided that they have them recorded in their name in the corresponding share ledger, five days prior to the day on which the meeting is to be held, and prove it by means of the appropriate attendance card or certificate issued in their name by any of the participants in the entity managing the shareholders register or directly by the Company itself or in any other way permitted by law. These cards or certificates may be used by shareholders as a document for the granting of representation for the General Shareholders' Meeting, and this circumstance must be proven at the entrance to the place where the General Meeting is held, from two hours before the scheduled time for the start of the meeting, by means of the corresponding attendance card on which the number of shares owned will be indicated, as well as the number of votes that may be cast.

Shareholders holding a smaller number of shares may delegate their proxy to a shareholder entitled to attend, or may join together with other shareholders in the same situation until they have the necessary number of shares, in which case the shareholders that have joined together must appoint one of them as proxy. The grouping shall be carried out specifically for each General Shareholders' Meeting and recorded in writing.

For the purposes of proving the identity of the shareholders, or of whoever validly represents them, attendees may be requested, together with the presentation of the attendance card, to prove their identity by presenting their national identity document or any other valid official document generally accepted for this purpose.

Once the process of registering attendance cards, representation and remote voting has been completed and the existence of a sufficient quorum is verified, the list of attendees will be drawn up.

**REMOTE DELEGATION OF REPRESENTATION AND REMOTE VOTING**

**A. Right of remote representation and delegation**

In accordance with the provisions of Article 16 of the Articles of Association and 13 of the Regulations on the Annual General Shareholders' Meeting, any shareholder who has the right to attend may be represented at the Annual General Meeting by another person, even if they are not a shareholder of the Company, meeting the requirements and



formalities set out in Law, the Articles of Association and the rest of the Company's internal regulations insofar as they are applicable.

The delegation of representation must be completed and signed by the shareholder, signing the corresponding attendance card issued by the Iberclear participant entity, or using the card model available on the Company website.

The person to whom the representation is delegated must exercise it by attending the Meeting in person and delivering the attendance card at the shareholders' entry registration desks, at the place and on the day indicated for the General Meeting, from two hours before the time scheduled for the start of the meeting.

A proxy is always revocable. The attendance of the representative at the Meeting, either in person or by casting their vote remotely, implies the revocation of any delegation, regardless of its date. If a shareholder delegates various representations or casts several votes, the last representation or the last vote cast received by the Company within the established period will prevail.

As a general rule, and provided that the date can be proved with certainty, the last action taken by the shareholder before the holding of the Annual General Meeting shall be considered valid. In the absence of certainty, the shareholder's vote shall prevail over the delegation.

Representation shall be delegated on a special basis for each General Meeting, in writing, and may be delegated remotely.

Where instructions have been issued by the represented shareholder, the representative shall cast the vote in accordance with these and shall be obliged to keep such instructions for one year from the date of the Meeting.

The representative may represent more than one shareholder, without limitation as to the number of shareholders represented. Where a representative represents several shareholders, they may cast each vote differently depending on the instructions given by each shareholder.

In any case, the number of shares represented will be computed for the valid constitution of the General Shareholders' Meeting.

The documents containing the representations for the Annual General Meeting must mention, at least, the following:

- i. Date of the Annual General Meeting and the agenda.
- ii. Identity of the represented party and of the representative.
- iii. Number of shares held by the shareholder delegating the representation.
- iv. Instructions on how the shareholder granting representation wishes to vote on each agenda item, where applicable.



The Chairman of the General Meeting or the people designated to mediate it shall be deemed empowered to determine the validity of the representations delegated and compliance with the requirements for attendance at the Annual General Meeting.

The provisions set out in the above paragraphs shall not apply when the representative is the spouse, ascendant or descendant of the represented party and provides proof of this; or when they have a general power of attorney conferred by public deed with powers to administer all the assets belonging to the represented party in national territory and provides proof of this.

When delegated remotely, the representation shall only be considered valid in the following circumstances:

### **1. Delivery by hand or by post**

The attendance card issued by the Iberclear participant entity or made available to shareholders by the Company via its website ([www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas](http://www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas)), with the corresponding section completed and duly signed by the shareholder, will be delivered or sent to the Company address (LÍNEA DIRECTA ASEGURADORA, Calle de Isaac Newton 7, 28760 Tres Cantos, Madrid). The attributed representation and the identity of the represented party must be guaranteed.

### **2. Delivery via digital channels**

Representation delegated via digital channels will be admitted as of 21 February 2022 through the Company website ([www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas](http://www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas)) by accessing the space enabled for this purpose and following the procedure established there.

To use this method, you will need to have a recognised digital signature, under the terms set out in Law 59/2003, of 19 December, on electronic signatures, provided that it is based on a recognised digital certificate that has not been recorded as revoked and that (i) it is a Digital User Certificate issued by the Spanish Public Certification Authority (CERES), which is a subsidiary of the Fábrica Nacional de Moneda y Timbre, or (ii) it forms a part of the Spanish Digital National Identity Document issued in accordance with Spanish Royal Decree 1553/2005, of 23 December, which regulates the issuance of Spanish national identity documents and their digital signature certificates.

### **B. Right to vote and exercising the right to vote remotely**

Shareholders with the right to attend and vote may cast their vote on proposals relating to items included on the agenda prior to the Meeting, by post or via digital channels, under



the terms set out in the Law, in Articles 21 of the Articles of Association and Article 25 of the Regulations on the Annual General Meeting.

### **1. Voting by delivery by hand or by post**

To cast a vote by post, the shareholder must complete and sign the attendance card issued to them, on which they will record their vote – for, against, abstain or blank – putting a cross in the corresponding box on the table on the attendance card.

Once the corresponding section has been completed and the attendance card signed, the shareholder must deliver it by hand or post it to the Company's Shareholders' Office (LÍNEA DIRECTA ASEGURADORA, Calle de Torres Quevedo 1, 28760 Tres Cantos, Madrid).

### **2. Voting via digital channels**

As of 21 February 2022, the shareholder may also cast their vote via authorised digital channels, using their legally recognised digital signature under the same terms set out in Paragraph 2 of Section A above to delegate their representation and in the following section C. The vote will be cast via the Company website ([www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas](http://www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas)) by accessing the space enabled for this purpose and following the procedure established there.

### **C. Provisions common to both remote delegation and voting**

In order to be valid, representation delegated and votes cast via remote channels (postal or digital) must be received by the Company before 23:59 on the day immediately prior to the one when the Annual General Meeting is scheduled to take place. Otherwise, the representation will be considered not delegated and the vote not cast. After that deadline, only votes cast in person at the Annual General Meeting by the shareholder or by somebody who validly represents them will be admitted.

Representatives may only cast votes for the party they represent by attending the Meeting in person. On the day and at the place the Meeting takes place, representatives delegated either by post or via a digital channel must identify themselves, which they can do from two hours before the scheduled start of the Meeting by showing their Spanish National Identity Document or any other valid official document generally accepted for this purpose, so that the Company can verify the delegated representation, and also a copy of the attendance card issued by the Iberclear participant entity sent to the Company (by post) or the digital document that the shareholder has completed on the Company website in order to delegate the representation.

When the shareholder exercises their right to vote or delegates their representation remotely, their shares must be registered in their name in the corresponding register of book entries at least five days before the day the Annual General Meeting is to take place.



Likewise, representation delegated and votes cast remotely will only be valid after the shareholder's status is checked. If there is any disagreement between the number of equities reported by the shareholder delegating their representation or casting their vote remotely and that recorded in the registries of book entries, the number of equities provided by the latter shall be considered valid, for quorum and voting purposes, unless proven otherwise.

Any representation delegated or vote cast by post or via digital channels may be annulled by the shareholder expressly revoking it by the same means used to delegate or cast it, within the established deadlines.

Any shareholder who delegates their representation via digital channels undertakes to inform the designated representative of the delegated representation. When the representation is delegated to the Chairman of the Board of Directors or of the Meeting, to any Board member or to the Secretary of the Company's Board of Directors, this shall be understood to have been communicated when the Company receives the digital delegation. The representation must be accepted by the representative, without which it will not be considered valid.

Before being appointed, the representative must inform the shareholder in detail of any situation of conflict of interest that may exist. If the conflict arises subsequent to the appointment and the represented shareholder has not been warned that this was a possibility, they must be informed immediately. In either case, if the representative has not received fresh and precise voting instructions for each item that they have to vote on, on behalf of the shareholder, they must abstain from casting their vote.

For the purposes of the provisions of Articles 523 and 526 of the Spanish Companies Act, the Chairman of the Board, or any other Board member, may come into a conflict of interest (i) with respect to point 6 (Ratification of the appointment by co-option and re-election of Patricia Ayuela de Rueda as the Company's executive director), point 7 (Approval of the Director Remuneration Policy for Línea Directa Aseguradora, S.A.) and point 10 (Consultative vote on the Annual Report on Remuneration for Board Members 2021) on the agenda and (ii) in the scenarios included in paragraphs a), b), c) and d) of Article 526.1 of the Spanish Companies Act (appointment, re-election or ratification of directors, removal, separation or dismissal of directors, exercising of corporate social responsibility and approval or ratification of Company transactions with the administrator in question) that may be submitted off the agenda under the Law.

If the representation has been validly delegated in accordance with prevailing legislation and the Company's internal regulations but instructions for casting the vote have not been included or doubts are raised about the recipient or the scope of the representation, the delegation will be understood (i) to be made in favour of the Chairman of the Board of Directors, without prejudice to what is stated below regarding conflict of interest, (ii) to refer to all the items on the agenda for the Annual General Meeting, (iii) to vote in favour of all the proposals made by the Board of Directors and (iv) to also extend to items that may arise



off the agenda, in which regard the representative shall abstain from voting, unless they have reason to consider it more in the interest of the represented party to vote for or against these proposals.

Without prejudice to the provisions of the above paragraph, if the representative enters into a situation of conflict of interest in relation to any of the agenda items or items that may arise off the agenda under Law, and the shareholder has not given precise voting instructions for each of these items, the representative shall abstain. In this case, it will be understood that the represented party has also appointed, as joint and several representatives, the Chairman of the Annual General Meeting and, if they enter into a situation of conflict of interest, the Secretary of the Annual General Meeting.

In the same way, a shareholder who casts their vote by post or via digital channels and does not mark any or all boxes to indicate which way to vote on the agenda items will be understood to wish to vote for the respective proposals made by the Board of Directors. The shareholder, unless expressly indicated otherwise, extends the power of the representation for voting on items that may arise off the agenda, in which respect, the provisions set out in the section on delegation will apply.

The following rules of priority are established for delegation, remote voting and presence at the Meeting:

- (i) In-person attendance at the Meeting by the shareholder who had previously delegated or voted remotely, whatever the means used for the same, will nullify this delegation or vote.
- (ii) If a shareholder delegates various representations or casts several votes, the last representation or the last vote cast received by the Company within the established period will prevail.
- (iii) In particular, any vote cast remotely will render ineffective any delegation of representation via digital channels or on a hard-copy card, whether this is delegated earlier, in which case it will be considered revoked, or later, in which case it will not be considered delegated.
- (iv) Both the representation and any vote cast remotely will be null and void if it comes to the Company's knowledge that the shares that confer the right of assistance have been disposed of.

The Company will make the forms that can be used for delegation and voting by post or remotely via digital channels, under the terms set out in this document, available to shareholders on its website (<https://www.lineadirectaaseguradora.com/gobierno-corporativo/junta-general-accionistas>).

Any co-holder of a share deposit may vote, delegate or attend in person and the priority rules set out above shall apply. For the purposes of Article 126 of the Spanish Companies Act, it is presumed that any co-holder who, at any time, takes action (attends, delegates



or votes) has been appointed by the other co-holders to exercise their corresponding rights as a shareholder.

If the shareholder is a legal entity, it must notify the Company of any amendment or revocation in the powers granted to its representative and the Company therefore declines any responsibility until such notification has taken place.

It is the sole responsibility of the shareholder to keep their digital signature safe.

The digital document completed by the shareholder – via the Company website – authorised by their recognised digital signature, will be considered, for the purposes of compliance with the provisions of the Regulations on the General Meeting and the Articles of Association on the delegation of representation and voting via digital channels, an unalterable digital copy of the attendance and delegation card.

The Company reserves the right to amend, suspend, cancel or restrict remote voting and delegation mechanisms when so required by technical or security issues. The Company also reserves the right to ask shareholders for additional proof of identification as it sees fit in order to guarantee the identity of the participants, the authenticity of the vote or the representation delegated and, in general, the legal certainty of the Annual General Meeting.

LÍNEA DIRECTA ASEGURADORA shall not be responsible for any damages that may be caused to the shareholder derived from breakdowns, overloads, line drops, connection failures, malfunction of the postal service or any other eventuality of the same or a similar nature, out of the Company's power, that prevents the use of the remote voting and delegation mechanisms.

With respect to legal entity shareholders, when the postal service is the remote means used to delegate representation to a third party or to vote, at the request of the Company, a copy of the powers of the natural person delegating the representation to a third party or remote voting, on behalf of the legal entity shareholder, must be provided along with the other documentation required in accordance with these rules.

If the shareholder is a legal entity, it must notify the Company of any amendment or revocation in the powers granted to its representative and the Company therefore declines any responsibility until such notification has taken place.

The computer applications for casting votes and delegating via digital channels will be operational from 21 February 2022 and will close at 12:30 pm on 23 March 2022. For these purposes, the Company will implement an electronic time-stamping system, through a third party and based on an objective time source, as proof of the time the vote and/or digital representation was received, as well as the acceptance or rejection of the same, where applicable.



## **PROTECTION OF PERSONAL DATA**

The personal data that the shareholders provide to the Company in order to exercise or delegate their rights of attendance and voting at the Annual General Meeting or that are provided for this purpose by the banking entities and companies and securities agencies where these shareholders have deposited or stored their shares or by the entity legally authorised to keep the register of book entries, Iberclear, will be processed by the Company for the purpose of managing the development, compliance and control of the existing shareholder relationship (in particular, but not limited to, regarding organising, calling and holding the Annual General Meeting). For these purposes, the data will be added to files whose data controller is LÍNEA DIRECTA ASEGURADORA. The data may be communicated to the notary who will attend the Annual General Meeting, as well as to any third parties who are entitled to access the information as recognised by Law, or available to the public to the extent that they appear in the documentation available on the Company website or are mentioned at the Annual General Meeting, which may be recorded and made public on that website. By attending the Annual General Meeting, the attendee consents to this recording and dissemination.

The data subject can exercise their rights of access, rectification, cancellation, opposition, restriction of processing and portability of the data in the cases and within the scope established by applicable regulations at any time. To exercise your rights, you can contact us via email: [privacidad@lineadirectaaseguradora.es](mailto:privacidad@lineadirectaaseguradora.es), attaching a copy of your Spanish National Identity Document or equivalent to your application.

You can see further information on the processing of your data carried out by Línea Directa Aseguradora S.A., Compañía de Seguros y Reaseguros, at <https://www.lineadirectaaseguradora.com/politica-de-privacidad>

If the attendance card includes personal data referring to natural persons other than the holder, the shareholder must inform them of the points contained in the above paragraphs and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company, without the Company having to take any further action.