



línea directa

LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS

## NOTICE OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros ("Línea Directa Aseguradora" or the "Company") has decided to call an Ordinary General Shareholders' Meeting to be held in the **Theatre of the Adolfo Suárez Cultural Centre, located in Tres Cantos (Madrid), Plaza del Ayuntamiento, 2**, on **9 April 2026, at 12:30 p.m., on first call**, and if the necessary quorum is not reached, on 10 April 2026, at the same place and time, on second call. Shareholders will also be able to attend and participate in the General Meeting by electronic means, under the terms indicated in this notice.

**A valid quorum is expected to be present for the meeting to be held on first call**, i.e. on 9 April 2026, at 12:30 p.m. If this is not the case, it will be announced sufficiently in advance through the same means by which this notice has been published.

## AGENDA

**One.** - Examination and approval of the Individual Financial Statements and the Individual Management Report of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros, and of the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the financial year ended 31 December 2025.

**Two.** - Examination and approval of the Consolidated Non-Financial Information Statement and Sustainability Information corresponding to the financial year ended 31 December 2025, included in the consolidated Group Management Report.

**Three.** - Examination and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2025.

**Four.** - Examination and approval of the management of the Board of Directors during the financial year ended 31 December 2025.

**Five.** - Appointment of the Company's and the Consolidated Group's Auditors for the 2026, 2027 and 2028 Financial Years.

**Six.** - Re-election of Ms Patricia Ayuela de Rueda as Executive Director.

**Seven.** – Maintenance of the vacancy and the number of members of the Board of Directors.

**Eight.** - Approval of a Long-Term Incentive Plan 2026-2028.

**Nine.** - Authorization to the Board of Directors, with express power of substitution, for the derivative acquisition of treasury shares, directly or through Group companies.

**Ten.** - Authorization to the Board of Directors, with powers of substitution, for a maximum period of five years, to increase the share capital in accordance with Article 297.1(b) of the Spanish Companies Act (Ley de Sociedades de Capital), up to one half of the share capital as at the date of the authorization.

**Eleven.** - Authorization to the Board of Directors, with powers of substitution, for a maximum period of five years, to issue securities convertible into new shares of the Company, as well as warrants (options to subscribe for new shares of the Company). Establishment of the criteria for determining the bases and terms of the conversion and granting to the Board of Directors the power to increase the share capital by the amount necessary.

**Twelfth** - Delegation of powers to interpret, complement, correct, execute and formalise the resolutions adopted by the General Shareholders' Meeting.

Advisory point:

**Thirteenth** - Advisory vote on the 2025 Report on the Remuneration of the members of the Board of Directors.

Informative point:

**Fourteenth** - Sustainability Plan 2026-2028.

## **SUPPLEMENT TO THE NOTICE OF MEETING AND SUBMISSION OF PROPOSED RESOLUTIONS**

At Ordinary General Shareholders' Meetings, shareholders representing at least 3% of the share capital may request the publication of a supplement to the meeting notice, including one or more items on the agenda, provided that these new items are accompanied by a justification or, where appropriate, a justified proposed resolution. In addition, shareholders representing at least 3% of the share capital may submit substantiated proposals for resolutions regarding matters that have already been included or must be included in the agenda for the General Shareholders' Meeting called.

The exercise of these rights must be made by a reliable notification (that shall include the corresponding documentation proving valid shareholder status) to be received at the Company's registered office (Calle Isaac Newton, no. 7, 28760, Tres Cantos, Madrid) within five days following the publication of the meeting notice. The supplement to the notice and proposals for resolutions shall be circulated in accordance with the requirements and notice periods established by Law.

## **RIGHT OF INFORMATION**

From the date of publication of the notice and until the General Meeting is held, the Company shall make the following documentation constantly available on its corporate website (<https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>):

1. This notice convening the General Meeting.
2. The total number of shares and voting rights on the call date.
3. The full texts of the proposed resolutions relating to the items on the agenda of the General Meeting.
4. The individual Annual Accounts and the individual Management Report of Línea Directa Aseguradora, as well as the consolidated Annual Accounts and the consolidated Management Report of Línea Directa Aseguradora and its subsidiary companies, all of them corresponding to the financial year ended on 31 December 2025, together with their respective auditors' reports and the proposed allocation of results.
5. The Non-Financial Information Statement and Sustainability Information of the consolidated Management Report corresponding to the financial year ended on 31 December 2025, together with the independent verification report.
6. Reports of the Appointments, Remuneration and Corporate Governance Committee and of the Board of Directors in relation to item Six on the agenda regarding the re-election of Ms. Patricia Ayuela de Rueda as Executive Director, including the information required under articles 518(e) and 529 decies of the Spanish Companies Act.
7. Annual Report on the Remuneration of the members of the Board of Directors corresponding to financial year 2025.
8. Report on the 2026–2028 Sustainability Plan.
9. Annual Corporate Governance Report corresponding to financial year 2025.
10. Report on the functioning of the Nomination, Compensation and Corporate Governance Committee for the 2025 financial year.
11. Report on the functioning of the Audit and Compliance Committee for the 2025 financial year
12. Audit and Compliance Committee's report on the independence of the external auditor.
13. Audit and Compliance Committee's report on related-party transactions.
14. The attendance, proxy, and remote voting card template, as well as the procedure for the exercise of shareholders' rights to information, attendance, proxy, and remote voting at the General Meeting.
15. The current text of the Articles of Association.
16. The current text of the Regulations of the General Shareholders' Meeting
17. The current text of the Regulations of the Board of Directors.

Shareholders are entitled to inspect at the registered office (Calle Isaac Newton, no. 7, 28760, Tres Cantos, Madrid) and to request the immediate delivery or dispatch, free of charge, of the aforementioned documentation (that may be sent by email with acknowledgement of receipt if the shareholder so agrees to this). Requests for this documentation may be made either by post addressed to the Shareholders' Office, C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid, by telephone at 91 807 48 88, or by email to [accionistas@lineadirecta.es](mailto:accionistas@lineadirecta.es), together with a copy of the attendance card and specifying the postal or email address for the sending of said documentation, or alternatively through the corresponding functionality available on the corporate website.

Likewise, until five days prior to the date scheduled for the holding of the General Meeting (i.e. 4 April 2026 at 12:30 p.m.), any shareholder may request in writing, by the same means indicated in the preceding paragraph, the information or clarifications deemed necessary. He or she may also ask in writing the questions deemed appropriate, regarding the matters included in the agenda of the meeting notice, or regarding the information accessible to the public that the Company has provided to the National Securities Market Commission, and regarding the auditor's report.

This is not withstanding the right of any shareholder during the Ordinary General Shareholders' Meeting to request verbally or remotely, in accordance with the established procedure, the information or clarifications deemed appropriate regarding the items on the agenda or the information accessible to the public that the Company has provided to the National Securities Market Commission, or regarding the auditor's report.

### **ELECTRONIC SHAREHOLDERS' FORUM**

In accordance with the provisions of article 539.2 of the Spanish Corporate Enterprises Law, the Company has set up an Electronic Shareholders' Forum on its corporate website, which can be accessed, with the necessary guarantees, by both individual shareholders and any voluntary associations they may legally set up, in order to facilitate their communication prior to the General Shareholders' Meetings being held.

The following may be published in the Electronic Shareholders' Forum: proposals intended for inclusion as a supplement to the agenda announced in the call to meeting; requests for adherence to such proposals; initiatives aimed at reaching the percentage sufficient to exercise a minority right provided for by law and offers of or requests for voluntary proxies.

Access to the Forum, as well as its Rules of Operation, is available on the corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting/electronic-shareholders-forum>.

### **RIGHT TO ATTEND**

Holders of at least 1,000 shares may attend General Meetings, provided that they have them recorded in their name in the corresponding shareholders register five days prior to the day on which the meeting is to be held (i.e. no later than 2 April 2026) can prove this with a correct attendance card or certificate issued in their name by one of the participants of the body managing this register or directly by the Company itself. Holders of fewer shares than this amount may group together their shares until at least that number is reached, and the grouped shareholders must appoint one of the group as their proxy.

For the purposes of verifying the identity of the shareholders, or of whoever validly represents them, at the entrance to the premises where the General Meeting is held attendees may be requested to prove their identity by presenting their national identity document or any other valid official document generally accepted for this purpose.

Registration of attendance cards at the General Meeting venue will begin on 9 April 2026 at 10:30 and attendees have until 12:30 to prove their identity, which is the stated start time for the General Meeting. In accordance with the provisions of the General Meeting

Regulations, the attendance cards of those who report to the staff of the shareholders' registry after the time set for the start of the General Meeting will not be accepted.

### **Possibility of remote virtual attendance at the General Meeting**

Línea Directa Aseguradora has provided the appropriate technical means for shareholders entitled to attend the General Meeting remotely, should they not attend in person, in accordance with the provisions of the Law, the Articles of Association, and the General Meeting Regulations.

To this end, the Company has provided a link on its corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>, in the section corresponding to the General Meeting, to "Remote Attendance", as well as the **Rules and Conditions for the use** of said platform. Remote attendance will be available in accordance with the following rules:

#### **I. Pre-registration of:**

- A. Shareholders:** Shareholders who wish to use the remote attendance mechanisms must register in advance via the "Remote Attendance" link provided on the corporate website from the day the General Shareholders' Meeting is called (23 February 2026) up until twenty-four (24) hours immediately prior to the time scheduled for holding the General Shareholders' Meeting on first call, i.e. before 12:30 p.m. on 8 April 2026. After that time, no pre-registration shall be accepted for the exercise of the right to attend the General Shareholders' Meeting by electronic means.

The aforementioned prior registration shall be carried out in accordance with that indicated in the Rules and Terms of Use of the remote attendance platform, by means of (i) an electronic ID (DNle) or (ii) a recognised or advanced electronic signature, based on a recognised and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), and that has not been revoked.

The Company reserves the right to request from shareholders (or their proxies) the additional means of identification as deemed necessary to verify their status as shareholders or proxies and to guarantee the authenticity of the vote or proxy. In any event, attendance by remote means shall be subject to verification that the registered shareholder has registered the shares in the corresponding accounting register at least five (5) days prior to the date set for the holding of the General Meeting.

- B. Representatives:** Shareholder proxies who wish to attend the General Meeting remotely must **register in advance** through the email address of the Shareholders' Office [accionistas@lineadirecta.es](mailto:accionistas@lineadirecta.es). To do so, the shareholder or his or her representative must send an email to the aforementioned address, attaching the proxy card in which the shareholder grants his or her proxy, duly signed by the shareholder represented and by the representative, and a scanned copy of his or her national identity card, foreigner's identification number or passport.

For representatives of shareholders who are legal persons, they must also send to the aforementioned email address a scanned copy of the document granting the powers of organic or voluntary representation of the legal person shareholder.

Said documentation must be sent before twenty-four (24) hours immediately prior to the time scheduled for the holding of the General Shareholders' Meeting on first call, i.e. before 12:30 p.m. on 8 April 2026.

In order to access the online attendance platform, the proxy must have (i) a recognised electronic certificate that has not been revoked, in accordance with the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic ID (DNIe).

- II. **Connection for remote attendance:** Shareholders (or their proxy representatives) who have previously registered to attend the General Meeting remotely, **must log on** via the indicated link on the corporate website between 9:15 and 12:15 (CET) on 9 April 2026, if the meeting, as expected, celebrates on first call and identify themselves as indicated in the corresponding instructions, i.e. with their (i) recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES) which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) their electronic ID card (DNIe).

Shareholders who log in after the time established as a deadline for such purpose will not be admitted. 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.

Shareholder attendance by remote means shall be equivalent to attendance in person at the General Meeting. Those attending remotely (after registration and connection as stated) may speak and vote at the General Meeting by remote means in accordance with the provisions of the following sections. You may also watch the entire General Meeting, which will be broadcast in real time on the Company's website, <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>, and it will also be recorded and publicly available on said page.

- III. **Participation by remote means during the General Meeting:** Shareholders (or their representatives) who attend remotely and wish to speak, making requests for information, proposals or clarifications in accordance with the Law, must send the Company the written text of their contribution prior to the holding of the General Meeting. This shall be done in manner and under the terms established for this purpose in the link "Remote Attendance" provided on the corporate website, after connecting on the day the General Meeting is held between 9:15 and 12:15 (CET) on 9 April 2026, provided that they have previously registered in accordance with the procedure in place for this purpose.

The Chairman shall announce the shareholders' contributions at the time reserved for them. Any remote attendee who wants their statement to be recorded in the General Meeting minutes must explicitly say so in their text. Any remote attendee who wishes his or her contribution to be recorded in the minutes of the General Meeting must specify this in the text of the contribution.

**IV. Voting by electronic means during the General Meeting:** Shareholders (or their proxies) attending the General Meeting remotely, once connected, may vote on the proposed resolutions relating to the items on the agenda through the voting form enabled for this purpose via the "Remote Attendance" link provided on the corporate website, from when they connect to the platform and until the Chairman or, if applicable, the Secretary, announces the conclusion of the voting period for the proposed resolutions. Proposals on matters not included on the agenda shall be voted on during the time interval indicated by the Chairman, or the Secretary if the case made be, once the proposal has been formulated and it is decided that it must be put to a vote and it be enabled on the remote attendance platform.

For matters not expressly regulated in this notice, shareholders attending the General Meeting remotely shall be subject to the same rules on voting and the adoption of resolutions provided for in the General Meeting Regulations for attendance in person at the General Meeting.

**V. Other issues:**

- A) Attendance in person by shareholders shall prevail over remote attendance.
- B) Attendance (in person or by remote means) by shareholders shall prevail over votes cast in advance by remote means and proxies granted prior to the holding of the General Meeting.
- C) It is the sole responsibility of the shareholder (or his or her proxy) to safeguard and use his or her electronic signature.
- D) The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line drops, connection failures or any other event of the same or a similar nature, beyond the Company's control, that prevent the use of the mechanisms for remote attendance at the General Meeting. The foregoing is notwithstanding the adoption of the measures that each situation may require, including the possible temporary suspension or extension of the General Meeting if necessary to ensure the full exercise of rights by shareholders or their proxies.

**RIGHT OF PROXY**

Any shareholder who has the right to attend the General Shareholders' Meeting may be represented by another person, whether they are a shareholder or not, in accordance with the conditions established by law. Proxies must be granted specifically for each General Meeting by the means permitted by law, including the proxy form printed on the attendance, proxy, and voting card issued by the entity responsible for keeping the shareholders register.

Representation that is granted by means of remote communication shall only be considered valid if it is carried out through:

- postal delivery or correspondence: by sending or delivering to the Company's address (Shareholders' Office – C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid) the attendance, proxy, and voting card duly completed and signed, or
- electronic communication: following the detailed procedure for this purpose, which is published on the corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>. In particular, representation through electronic communication with the Company shall be conferred through the electronic platform available on the corporate website and identification shall be required using a (i) recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic DNI (DNle).

In both cases, the Company must receive the representations or proxies issued remotely **24 hours before the scheduled start time for the General Meeting on first call** (i.e., before 12:30 CET on 8 April 2026).

If the proxy has been legally granted, but doubts arise as to the identity of the representative or the specific person is not indicated, it shall be understood, unless expressly indicated to the contrary by the shareholder they are representing, that the proxy is granted in favor of the Chairman of the Board of Directors, and in the absence of the Chairman or in the event of a conflict, to the Secretary of the General Meeting.

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, with respect to points 6<sup>th</sup>, 8<sup>th</sup> (only in the specific case of the director proposed to be re-elected), and 13<sup>th</sup> of the Agenda, and 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.

The documents containing proxies for the General Shareholders' Meeting shall include instructions on which way to vote. Unless the shareholder granting the proxy expressly states otherwise, it shall be presumed that his or her instructions are to vote in favor of the resolutions proposed by the Board of Directors on the items included in the agenda accompanying the meeting notice and his or her specific voting instructions are to vote against the proposals made outside the agenda, if any.

The attendance of the shareholder at the General Shareholders' Meeting, either in person or remotely by casting their vote remotely prior to the General Meeting, implies the revocation of any proxy, regardless of the date of delegation. A proxy shall also be rendered null and void by any transfer of shares of which the Company becomes aware.

## REMOTE VOTING PRIOR TO THE GENERAL MEETING

Before the General Meeting is held, shareholders with a right to attend may cast their vote on the proposals relating to the items included in the agenda of the notice of any General Meeting by postal delivery or correspondence, or by electronic communication:

- postal delivery or correspondence: by sending or delivering to the Company's address (Shareholders' Office – C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid) the attendance, proxy, and voting card duly completed and signed, or
- electronic communication: following the detailed procedure for this purpose, which is published on the corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>. In particular, voting through electronic communication with the Company shall be conferred through the electronic platform available on the corporate website and identification shall be required using (i) a recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Authority (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic National ID Card (DNIe).

In both cases, the Company must receive any votes cast remotely **24 hours before the scheduled time for holding the General Meeting on first call** (i.e., before 12:30 CET on 8 April 2026).

If a shareholder casting a proxy vote does not tick any of the boxes provided for this purpose in relation to the items on the agenda of the General Meeting, he or she shall be understood to have voted in favor of the corresponding proposed resolution made by the Board of Directors and against the proposals made outside the agenda, if any.

Proxies granted prior to the casting of a remote vote shall be deemed to have been revoked, and those granted thereafter shall be deemed not to have been given.

Votes made by means of remote communication shall be rendered null and void by the physical or remote attendance at the meeting of the shareholder who cast it or as the result of any transfer of shares which the Company is aware of at the time of the General Shareholders' Meeting.

## PRESENCE OF A NOTARY

The Board of Directors has agreed to require the presence of a notary to draw up the minutes of the General Meeting in accordance with the provisions of the Spanish Corporate Enterprises Law.

Madrid, 23 de febrero de 2026

*Mr. Pablo González-Schwitters Grimaldo*

*Secretary (non-director) to the Board of Directors*

## **PROCESSING OF PERSONAL DATA**

Línea Directa Aseguradora S.A., Compañía de Seguros y Reaseguros, will process the personal data sent by the shareholders or provided by the depository entities for the purpose of managing the convening and holding of the General Shareholders' Meeting.

You can exercise your 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>