



**REN - REDES ENERGÉTICAS NACIONAIS, S.G.P.S., S.A.**

**Issuer with Shares Admitted to Trading on a Regulated Market**

**Registered Office: Avenida dos Estados Unidos da América, no. 55, Lisbon**

**Share capital: 667,191,262 Euros**

**Company and registration number with the Lisbon Commercial Registry Office: 503 264 032**

*Non-binding translation*

*For information purposes only*

## **NOTICE TO CONVENE**

### **General Shareholders Meeting**

I hereby convene all the shareholders of this Company to meet at the General Shareholders Meeting, on May 9<sup>th</sup>, 2024, at 10:30 am (Lisbon time), to be carried out at Rua Cidade de Goa, n° 4, 2685-038 Sacavém (by virtue of the fact that the registered offices does not have satisfactory conditions for this purposes), **in person or by telematic means** with the following

#### **AGENDA**

1. Resolve on the approval of the consolidated and individual accounts' reporting documents referring to the financial year ended on December 31st, 2023, accompanied, notably, by the legal certification of the accounts, the opinion of the supervisory body, the report of the Audit Committee, the corporate governance report (which includes the annual report on the remuneration of the corporate bodies) and the non-financial consolidated statement.
2. Resolve on the proposal for the allocation of profits to the financial year ended on December 31st, 2023.
3. Perform the general appraisal of the management and supervision of the Company, in accordance with Article 455 of the Portuguese Companies Code.
4. Resolve on the granting of authorization to the Board of Directors for the acquisition and transfer of own shares by REN and subsidiaries of REN.
5. Resolve on the granting of authorization for the acquisition and transfer of own bonds or other own debt securities by REN and subsidiaries of REN.

6. Resolve on the remuneration policy of the members of the management and supervisory bodies and of the General Shareholder Meeting Board.
7. Resolve on the distribution of free reserves to shareholders.
8. Resolve on the election of the members of the governing bodies for the new term of office 2024-2026.
9. Resolve on the remuneration of the members of the Remuneration Committee.

### **INFORMATION TO THE SHAREHOLDERS AND QUORUM**

If, on the date set for the meeting, the General Shareholders Meeting may not be held, by absence of quorum, a second meeting is hereby convened, to be held on May 24<sup>th</sup>, 2024, through the same means, at the same location, at the same time and with the same agenda.

In accordance with the provisions of number 1 of Article 11 of the Articles of Association, in order for the General Shareholders Meeting to be held and adopt resolutions on the first meeting, shareholders representing at least 51% of the share capital must be present or represented.

The proposals to be submitted to the General Meeting, the reports that must legally accompany them and the accounting documents, as well as the other information and preparatory documents regarding the Agenda (including those required by numbers 1 and 2 of Article 289 of the Portuguese Companies Code and by number 1 of Article 21-J of the Portuguese Securities Code) will be made available to shareholders for consultation purposes at REN's registered office during office hours and website [www.ren.pt](http://www.ren.pt) from the date of the publication of the present Notice to Convene.

The accounts' reporting documents of the Company regarding the last financial year may equally be consulted as from the same date at the Portuguese Securities Market Commissions' website [www.cmvm](http://www.cmvm).

### **REQUIREMENTS FOR THE PARTICIPATION AND EXERCISE OF THE VOTING RIGHT**

Without prejudice to the applicable mandatory legal provisions, we stress the following:

- a) Only the shareholders that are holders of voting shares may attend the General Shareholders Meeting;
- b) Each share corresponds to one vote;

- c) In accordance with the provisions of number 3 of Article 12 of the Articles of Association and of paragraph i) of number 2 of Article 226 of the Decree-law no. 15/2022, of January 14th, of paragraph b) of number 3 of Article 122 and of paragraph h) of number 3 and paragraph a) of number 4 of Article 125, both of Decree-law no. 62/2020, of August 28th, all as amended, the votes inherent to shares exceeding 25% of the total number of votes corresponding to the share capital will not be counted if issued by any shareholder, on its own behalf or as representative of another;
- d) Voting rights shall be deemed cast by the same shareholder whenever they are attributed to the latter under number 1 of Article 20 of the Portuguese Securities Code;
- e) For the purposes of numbers 3 and 4 of Article 12 of the Articles of Association, and in accordance with Article 13, shareholders have the duty to provide to the Board of Directors, in a complete, objective and true manner, all the information requested that relates to the calculation of the votes to which they are entitled to, under penalty of prevention of the exercise of voting rights with any shares that exceed the limit applicable under the terms of number 3 of Article 12 of the Articles of Association;
- f) In accordance with provisions set forth in number 1 of Article 23-C of the Portuguese Securities Code, shareholders that at **00:00 hours (GMT) of May 2<sup>nd</sup>, 2024** (“Record Date”) are owners of shares which grant the right to, at least, one vote are entitled to participate and vote at the General Shareholders Meeting (without prejudice of other legal and statutory requirements demanded, namely the ones referred in the paragraphs g), h), k) and l));
- g) As requested by the Energy Services Regulatory Authority (“ERSE”), shareholders intending to participate, personally or through representative, in the General Shareholders Meeting on May 9<sup>th</sup>, 2024, shall state, in a written document delivered to the Chairman of the General Shareholder Meeting Board until the day before the Record Date, i.e. up to 11:59 pm (GMT) of May 1<sup>st</sup>, 2024, that the shareholder does not exercise, directly or indirectly, control over an undertaking that performs one of the activities from among the generation and supply of electricity or natural gas.  
This document shall only be exempted in case ERSE has acknowledged the non-existence of a risk of conflict of interests in relation to such shareholder, and no changes have been verified regarding the grounds or objective circumstances in which said acknowledgement was based, when said changes determine the inhibition of the respective political shareholders’ rights and /or the re-examination of the certification conditions by said entity.

- h) In accordance with number 3 of Article 23-C of the Portuguese Securities Code, and Article 12(9) of the Articles of Association, shareholders that wish to participate in the General Shareholders Meeting must state such intention in written form to the financial intermediary with which they have opened the relevant individual securities account, at the latest **until 11:59 pm (GMT) of May 1<sup>st</sup>, 2024** and may, for such purpose, use the forms available on REN's website at [www.ren.pt](http://www.ren.pt) or the e-mail address *AG2024@ren.pt*;
- i) The financial intermediary that, under the terms of the last paragraph, has been informed of the shareholder's intention to participate in the General Shareholders Meeting must send to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup>, at least **until 11:59 pm (GMT) of May 2<sup>nd</sup>, 2024**, information regarding the number of shares registered in the shareholder's name, with reference to the Record Date, and may send such information to the e-mail address *AG2024@ren.pt*;
- j) The exercise of the rights to participate and to vote at the General Shareholders Meeting will not be affected by the transfer of shares at any time after the Record Date and does not depend upon their blocking between the Record Date and the date of the General Shareholders Meeting, but the shareholders who have declared their intention to participate in the General Shareholders Meeting, according to paragraph h) above, shall immediately report such transfer to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup> and to the Portuguese Securities Market Commission;
- k) Shareholders that, on a professional basis, hold shares in their own name but on behalf of their clients, may vote differently with their shares, provided that, besides the statement of participation and the information to be provided by the respective financial intermediary with regards to the number of shares registered in the shareholder's name, pursuant to paragraphs g), h) and i) above, such shareholders submit to the Chairman of the General Shareholder Meeting Board<sup>(\*)</sup>, **until 11:59 pm (GMT) of May 2<sup>nd</sup>, 2024**, by using an electronic messaging system made available by the Company and with sufficient and proportionate means of proof: (i) the identification of each client and the number of shares to vote on such client's behalf; and (ii) the voting instructions given by each client specifically regarding each item of the Agenda;
- l) Shareholders will only be admitted to participate and vote at the General Shareholders Meeting if the information provided by the financial intermediary, with whom they have opened the relevant individual securities registry account, regarding the number

of shares registered in its client's name on the Record Date, has been received **until 11:59 pm (GMT) of May 2<sup>nd</sup>, 2024;**

## **SHAREHOLDERS RIGHTS**

### **1. Information right**

In the course of the General Shareholders Meeting, any shareholder may request truthful, complete and elucidating information which enables him/her/them to form a grounded opinion on the items included in the Agenda.

The requested information will be provided by the competent corporate body and may only be refused in case the disclosure may cause serious damage to the Company or to other company related thereto, or breach of a secrecy duty imposed by law.

### **2. Right to request the inclusion of items in the Agenda**

Shareholder(s) holding shares corresponding to at least 2% (two percent) of the Company's share capital has (have) the right to request the inclusion of items in the Agenda, by way of a written request addressed to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup>, within 5 days following the publication of the present Notice to Convene.

The abovementioned written request shall be accompanied by a document proving ownership of said percentage of the share capital, a proposal of resolution on each item which inclusion is requested and, furthermore, the statement mentioned in paragraph l) concerning the abovementioned requirements for participation and exercise of voting rights in the General Shareholder Meeting.

### **3. Right to present resolution proposals**

Through a written request addressed to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup>, presented within 5 days following the publication of the present Notice to Convene, shareholder(s) holding shares corresponding to at least 2% (two percent) of the Company's share capital has (have) the right to present resolution proposals on the items on the Agenda, which will be made public prior to the General Shareholders Meeting.

The request must be accompanied by a document proving ownership of said percentage of the share capital, include the information which must be enclosed with the resolution proposal and, furthermore, be accompanied by the statement mentioned in paragraph l) concerning the abovementioned requirements for participation and exercise of voting rights in the General Shareholder Meeting.

#### **4. Participation in the General Shareholders Meeting**

The General Shareholder Meeting is held in person at Rua Cidade de Goa, no 4, 2685-038 Sacavém by telematic means, available on REN's website at [www.ren.pt](http://www.ren.pt).

##### a) In person participation

Those who intend to participate in person (personally or through representative) in the General Shareholder Meeting, **must exercise their voting right in person** at the General Meeting.

In order to participate in the General Shareholders Meeting, the shareholders must send to the Chairman of the Board of the General Shareholders Meeting the aforementioned declaration confirming the inexistence of conflict of interest, by 11:59 pm (GMT) of May 1<sup>st</sup>, 2024.

During the meeting, shareholders who participate in person in the General Shareholders Meeting and have exercised their anticipated vote by electronic means or by postal or electronic correspondence shall renew their vote, and any previous votes shall be considered as revoked.

##### b) Participation by telematic means

Those who wish to participate by telematic means in the General Shareholders' Meeting **must exercise their voting right during the General Shareholders' Meeting**, in the terms indicated below.

In order to participate in the General Shareholders Meeting by telematic means, shareholders must send the statement confirming the inexistence of conflicts of interests referred to above to the Chairman of the General Shareholders Meeting<sup>(\*)</sup> by 11:59 pm (GMT) of May 1<sup>st</sup>, 2024, indicating the e-mail address where the information necessary to participate in the General Shareholders Meeting by telematic means should be received, as

well as comply with the procedures foreseen for the exercise of voting rights (see points below).

Further to this communication, each shareholder will receive, **at the e-mail address indicated by him/her/them**, the necessary information for the participation and exercise of voting rights in the General Shareholders Meeting by telematic means. The link to participate in the General Meeting will be published on the website [www.ren.pt](http://www.ren.pt) and REN will provide support for the shareholders to access the telematic means in which the General Shareholders Meeting will be held.

Shareholders who **have exercised their vote in advance by electronic means or by postal or electronic correspondence** and wish to participate in the General Meeting and/or change their vote, shall do so in person, and the provisions of section a) above shall apply. In exceptional circumstances, such shareholders may be allowed to participate by electronic means, upon written request addressed to the Chairman of the Board of the General Meeting, and under the conditions stipulated by the latter.

#### **REPRESENTATION IN THE GENERAL SHAREHOLDERS MEETING**

Any shareholder may be represented in the General Shareholders Meeting by any person with full legal capacity, provided that he/she/them notifies the appointment of the representative to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup>, through a written document to be received at the Company's head office **until 5:00 pm** of the second to last working day prior to the date of the General Shareholders Meeting, i.e. **May 7th, 2024**, and said notification may be sent by e-mail to the address [AG2024@ren.pt](mailto:AG2024@ren.pt).

From the date of publication of the present Notice to Convene, the Company provides to the shareholders a representation letter form which may be obtained directly in the respective website at [www.ren.pt](http://www.ren.pt), or through a request addressed to [AG2024@ren.pt](mailto:AG2024@ren.pt).

Any shareholder may appoint different representatives in relation to shares held in different securities accounts, without prejudice to the principle of uniform vote, under the terms of Article 385 of the Portuguese Companies Code.

The request for a representation document submitted to more than 5 shareholders shall include the following elements:

1. Specification of the General Shareholders Meeting, indicating date, time and Agenda;

2. Information on document consultation by shareholders;
3. Precise details on the person or persons appointed as representatives;
4. The manner in which the representative will exercise the vote if no instructions are given by the represented shareholder;
5. Statement according to which, in case of unforeseen circumstances, the representative shall vote in the manner it deems to best satisfy the represented shareholder's interests;
6. The voting rights that are attributed to the requesting shareholder pursuant to number 1 of Article 20 of the Portuguese Securities Code; and
7. The grounds for the manner in which the votes are to be exercised by the requesting person/entity.

#### **EXERCISE OF THE VOTING RIGHT BY POSTAL OR ELECTRONICAL CORRESPONDENCE**

Under Article 22 of the Portuguese Securities Code and number 5 and 6 of Article 12 of the Articles of Association, shareholders that may attend the General Shareholders Meeting may exercise their voting right by postal or electronic correspondence in relation to each of the items in the Agenda:

- a) by letter sent to the Company's registered office or by e-mail to *AG2024@ren.pt*;
- b) bearing a signature identical to the one on the citizen card or equivalent identification document, which must be accompanied by a legible copy of the identification document and, in the case of a legal person, the signature of the representative must be recognized;
- c) addressed to the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup> and sent by registered mail with acknowledgement of receipt, or by e-mail to *AG2024@ren.pt*, provided that this letter or e-mail is received at the registered office of the Company or mentioned e-mail address until the second business day prior to the date of the General Shareholders Meeting, that is, **by 11:59 pm (GMT) of May 7<sup>th</sup>, 2024**;
- d) without prejudice to the required previous statement on the intention to participate and the information from the respective financial intermediary referred to in paragraphs g) and h) of Section "REQUIREMENTS FOR THE PARTICIPATION AND EXERCISE OF THE VOTING RIGHT" above and the previous statement mentioned in paragraph l) of said Section.



In accordance with the provisions of number 7 of Article 12 of the Articles of Association, the Chairman of the General Shareholders Meeting Board<sup>(\*)</sup> shall verify the authenticity and regularity of the votes issued by correspondence, as well as ensure their confidentiality up to the moment of the casting of votes. Votes exercised by correspondence are deemed negative votes in relation to proposals of resolution proposals presented after the date on which those votes have been issued.

In order to allow postal voting to be carried out in accordance with the applicable legal and statutory provisions, shareholders who wish to use this form of voting are recommended to request it from the Company, by means of a letter addressed to the Chairman of the Board of the General Shareholders Meeting<sup>(\*)</sup> or through the form available on the website at <https://www.ren.pt/en-gb/investors>, with the necessary advance notice, in order to allow for the delivery of the available documentation, without payment of postage, as well as the timely delivery to the Company of the documentation sent by post.

Once the shareholder has submitted his/her/their vote by electronic mail, the Company will confirm that the vote has been successfully received to the email indicated by the shareholder.

#### **EXERCISE OF VOTING RIGHTS IN ADVANCE BY ELECTRONIC MEANS**

Shareholders may also exercise their electronic voting right through a platform available on the website <https://www.ren.pt/>, under the terms and conditions described therein. For such purposes, shareholders must indicate in their communication to participate in the General Shareholders Meeting the e-mail address to where the information necessary to exercise their vote in the electronic platform should be sent to. Further to such communication, shareholders will receive in the e-mail address they indicated the necessary information, as well as the respective access codes.

In order to vote in the electronic platform, shareholders must, **by 5 pm (GMT) of May 8<sup>th</sup>, 2024**, access said website, insert the access codes they will receive in the e-mail indicated by them in the communication to participate in the General Shareholders Meeting and exercise their voting rights, following the instructions described therein. The platform will be available for shareholders to exercise their voting rights since 00:00h of the Record Date. With reference to the items on the Agenda where the shareholder does not declare a vote to be "for" or "against", such will be considered as abstentions.

If the shareholder chooses to exercise his vote in advance and wishes to participate in the General Meeting he/she/they must do so in person (see section 4 above "Participation in the General Shareholders Meeting").

Once the shareholder has submitted his/her/their vote by electronic means, the electronic voting platform will issue the confirmation that the vote has been successfully received.

Votes of clients of professional shareholders which hold shares on their own name on behalf of clients will be considered by REN in accordance with the instructions sent by the professional shareholders. For this purpose, it will not be necessary for the professional shareholders to insert the votes in the electronic platform, as the respective voting direction will be filed at the Company's head office.

Votes cast by electronic means shall be considered as negative votes in relation to resolutions proposals that are presented after the respective issuance.

#### **PROCESSING OF PERSONAL DATA - REN GENERAL MEETING**

The personal data of Shareholders or their representatives communicated to REN and collected within the framework of the General Shareholders Meeting will be processed exclusively for the holding and management of the General Shareholders Meeting to be held on May 9<sup>th</sup>, 2024 and will be processed in accordance with the Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27<sup>th</sup>, 2016 ("General Data Protection Regulation" or "GDPR") and REN will act as controller of these personal data.

The personal data will be collected and processed on grounds of fulfilment of legal obligations and legitimate interest under paragraphs c) and f) of Article 6 of the General Data Protection Regulation, respectively, with a view to the management of the General Shareholders Meeting. The personal data will be processed and collected regarding, inter alia, the interventions, voting declarations of shareholders and their representatives, exercise of the voting right and the preparation of attendance lists. Holders of personal data shall provide such data; this is a legal obligation without which the holding of the General Shareholders Meeting will be compromised.

During the General Shareholders Meeting, sound and image of interventions of the shareholders attending the meeting may be collected for subsequent register of the content of the same. Participants of the General Shareholders Meeting not intending such recording shall participate by telematic means and participate through the inclusion of their questions

in the chat room or inform the secretary of the General Meeting that they oppose such collection.

Data subjects shall be granted, at any time and provided that the legal requirements are met, the rights of access, rectification, erasure, restriction and objection to the processing, for which purpose the request shall be addressed to REN's Data Protection Officer, through the e-mail address [protecaodados@ren.pt](mailto:protecaodados@ren.pt), without prejudice to the right to present, at any time, complaints regarding the processing of personal data to the National Data Protection Commission at any time. For further information regarding the processing of personal data by REN, holders of personal data shall consult the respective Privacy Policy available on <https://www.ren.pt/en-gb/terms-and-conditions>.

(\*) Contacts of the Chairman of the General Shareholders Meeting Board:

Address: Avenida dos Estados Unidos da América, n.º 55, 1749-061 Lisboa

E-mail: [AG2024@ren.pt](mailto:AG2024@ren.pt)

Lisbon, March 25<sup>th</sup> , 2024

The Chairman of the General Shareholders Meeting Board

(Pedro Rebelo de Sousa)