

PROEDUCA

PROEDUCA ALTUS, S.A.

Call for an Extraordinary General Shareholders' Meeting

The Board of Directors of this company, at its meeting held on 23 April 2025, in accordance with the provisions of Article 12 of the By-laws, agreed to call an Extraordinary General Shareholders' Meeting, to be held at 21 García Martín Street, 28224 Pozuelo de Alarcón (Madrid), on 28 May 2025 at 11:00 hours on first call and, if applicable, on 29 May 2025, at 11:00 hours at the same location, on second call. The General Meeting is expected to take place on first call.

The Extraordinary General Shareholders' Meeting will take place in accordance with the following

Agenda

- 1º. Examination and approval, where appropriate, of the delisting of all the shares representing the share capital of Proeduca Altus, S.A. from the BME Growth trading segment of BME MTF Equity and of the launch of a public takeover bid for the shares of Proeduca Altus, S.A. by third parties.
- 2º. Delegation of powers.
- 3º. Requests and queries.
- 4º. Drafting, reading and approval, where appropriate, of the minutes of the Meeting.

Madrid, 25th April 2025

Mr. Ignacio Velilla Fernández
Secretary of the Board of Directors

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ATTENDANCE, DELEGATION AND REMOTE VOTING CARD

Attendance, Proxy and Remote Voting Card for the Extraordinary General Shareholders' Meeting of Proeduca Altus, S.A. (the “**Company**”) to be held at 21 García Martín, 28224 Pozuelo de Alarcón (Madrid), on 28th May 2025, at 11:00 hours, on first call, or on 29th May 2025, on second call, at the same place and time.

ATTENDANCE –Shareholders wishing to attend the Meeting must present this card or the attendance card provided by the depository institution, duly completed and signed, at the venue of the Meeting at the time of the Company's General Meeting.

Identification details

Name, surname(s) and National Identity Document / Company name and Tax ID of the shareholder:

.....

Number of shares and their numbering:

.....

Additionally, in the case of a legal entity shareholder:

- Name, surname(s) and National Identity Document of its representative:

.....

- Document evidencing the representation:

.....

Signature of the shareholder or, where applicable, representative (in the case of delegation, as indicated in the following section) in attendance

In....., on..... 2025

The holder of this card can delegate their representation or vote remotely by filling in their identification details and signing the corresponding section indicated below.

In case of both sections being signed, the remote vote will prevail and the delegation will be rendered invalid.

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DELEGATION - Shareholders wishing to delegate their voting rights

The aforementioned shareholder grants proxy for this Meeting to:

(Tick only one of the following boxes and, where appropriate, appoint the proxy. For this proxy to be valid, the delegating shareholder must sign in the space provided for that purpose)

1. ☐ Chairperson of the Board of Directors or, where appropriate, Chairperson of the General Meeting.
2. ☐ Mr./Ms.con with National Identity Document (D.N.I.)

Any delegation that does not contain the name of the representative to whom the delegation is granted shall be understood to be conferred on the Chairperson of the Board of Directors or, where appropriate, the Chairperson of the General Shareholders' Meeting. In the event of a conflict of interest of the representative in the voting on any of the items submitted to the General Shareholders' Meeting, the designated representative is authorised to appoint a third party to exercise the representation conferred. In any case, in addition to the provisions of the Law and the Company Bylaws, the rules included in the announcement of the meeting and transcribed below must be followed. The voting instructions for the proposals of the Board of Directors are as follows:

Agenda	1		2	3	4
	1A	1B			
For					
Against					
Withheld					

(Please tick the corresponding box. If no indication is given, it will be understood that you are voting in favour of the proposals of the Board of Directors)

Proposals on items not included on the Agenda of the notice

Unless otherwise indicated by checking the following NO box (in which case it will be understood that the shareholder instructs the representative to abstain), the delegation also extends to proposals on items not included in the Agenda, with the representative being authorised to vote on such proposals as he or she sees fit.

☐ NO

Signature of the delegating shareholder

In....., on..... 2025

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DISTANCE VOTING - Shareholders wishing to vote remotely

If, prior to the Meeting, the aforementioned shareholder wishes to vote remotely in relation to the proposals on the Agenda of this Meeting, they must mark the corresponding box with a cross, depending on how they intend to vote or abstain. If, in relation to any of the items on the Agenda, they do not mark any of the boxes provided for this purpose, it will be understood that they vote in favour of the proposal of the Board of Directors. In any case, in addition to the provisions of the Law and the Company By-laws, the rules included in the announcement of the meeting and transcribed below must be followed.

Agenda	1		2	3	4
	1A	1B			
For					
Against					
Withheld					

(Mark the corresponding box with a cross. In the absence of an indication, it will be understood that you are voting in favour of the proposals of the Board of Directors)

Shareholders who cast their vote remotely will be considered present for the purposes of constituting the General Shareholders' Meeting.

Signature of the shareholder voting remotely

In....., on..... 2025

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PROTECTION OF PERSONAL DATA

The personal data included on this attendance, proxy and remote voting card and that provided at the General Meeting will be processed under the responsibility of Proeduca Altus, S.A. for: (i) the development, management and control of the exercise of the rights of the shareholder (in whose favour this card has been issued) at its General Meeting; (ii) the management and control of the holding and dissemination of the General Meeting; (iii) and the fulfilment of legal obligations. The data may be provided to third parties in the exercise of the right to information provided for by law or accessible to the public to the extent that they are stated at the General Meeting.

The owners of the personal data may exercise the rights recognised in Articles 15 to 22 of Regulation (EU) 2016/679, by writing to the registered office of Proeduca Altus, S.A. (Logroño, La Rioja, Avenida de la Paz 137), or to the e-mail address: pdd@grupoproeduca.com, where you can also request additional information about the processing of your data.

The shareholder undertakes to inform and obtain the consent of third parties whose personal data the Company may have access to, and in particular third parties whom the shareholder has authorised to represent them, for the processing of their data in accordance with this clause. In particular, it shall inform said third parties of the existence of the processing of their data, the purposes of the processing of their data, the communication of their data to Proeduca Altus, S.A. and of the possibility of exercising their rights or requesting additional information, in accordance with the terms indicated above.

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SUPPLEMENT TO THE CALL

Shareholders representing at least 5 per cent of the share capital may request that a supplement to this notice be published, including one or more items on the agenda (provided that the new items are accompanied by a justification or, where appropriate, a proposed resolution), as well as submit reasoned proposals for resolutions on items already included or to be included on the agenda. The exercise of these rights must be made by means of a certified notification, which must be received at the Company's registered office (Avenida de la Paz, nº 137 in Logroño – 26006 La Rioja) within five days following the publication of this notice, indicating the identity of the shareholders exercising the right and the number of shares they hold, as well as the items to be included on the agenda or the content of the proposed resolutions, accompanied, where appropriate, by any other relevant documentation.

The supplement to the call will be published at least fifteen days in advance of the date set for the meeting. The foregoing is without prejudice to the right of any shareholder during the General Meeting to make proposals on items that do not need to be included on the agenda in the terms provided in the Spanish Companies Act.

INFORMATION RIGHTS

In accordance with the provisions of Article 197 of the recast text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July, shareholders are informed that, as of the call to the General Meeting, they may examine at the registered office and obtain from the Company, immediately and free of charge, the documents to be submitted to the General Meeting for its approval.

From the publication of this notice, shareholders have the right to consult the Company's website (www.grupoproeduca.com) or request from the Company at the aforementioned postal address, that a copy of the following documents be sent to them immediately and free of charge:

1. This call notice.
2. The full text of the proposed resolutions to be submitted to the General Shareholders' Meeting.
3. The report of the Board of Directors in relation to the proposal to delist all the shares representing the share capital of Proeduca Altus, S.A. from trading on the BME Growth trading segment of BME MTF Equity and for third parties to make a public tender offer for the shares of Proeduca Altus, S.A.
4. The appraisal report on the shares of Proeduca Altus, S.A. in accordance with the valuation criteria set out in articles 9 and 10 of Royal Decree 1066/2007, of 27 July, issued by Ernst & Young Servicios Corporativos, S.L.

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Likewise, from the date of the call, the proposed resolutions submitted by the shareholders in accordance with the law and the Articles of Association will be published continuously on the Company's website (www.grupoproeduca.com). For the purposes of exercising the right to information prior to the General Meeting in the terms provided in Article 197 of the Capital Companies Act, up to the seventh day prior to the scheduled date of the Meeting, shareholders may request information or clarifications in writing, in addition to exercising the right to information on the items included on the agenda. Requests for information may be made by delivering the request to the registered office (Avenida de la Paz, nº 137 en Logroño, 26006 – La Rioja) or by sending it to the Company by post to that address. The applicant must prove his or her identity and status as a shareholder.

The burden of proof that the request was sent in due time and form shall be borne by the shareholder. The Company's website contains the relevant explanations for the exercise of the shareholders' right to information, under the terms provided by law. For any clarification regarding the delivery of documentation and other matters relating to this call, shareholders may contact the shareholders' email address provided on the website: www.grupoproeduca.com.

ATTENDANCE AND REPRESENTATION RIGHTS

Under the terms of current legislation, all Company shareholders whose shares are registered in their name in the book-entry register five days prior to the date on which the Meeting is to be held may attend the General Meeting. This circumstance must be accredited by means of this attendance, proxy and remote voting card issued by the Company, duly completed in the 'Identification data' section, or by means of the corresponding card or certificate of legitimacy issued by the depository entity or entities or those in charge of keeping the book entry register.

For the purposes of proving the identity of shareholders, at the entrance to the place where the General Meeting is held, upon presentation of any of the aforementioned documents, attendees will be asked to prove their identity by presenting their National Identity Document (D.N.I.) or Foreigner Identity Card (T.I.E.) or passport, in the case of foreign citizens, and, in addition, a power of attorney in the case of a legal person.

Any shareholder entitled to attend may be represented at the General Meeting by another person, even if that person is not a shareholder. Proxy representation must be conferred in writing and specifically for this Meeting, under the terms and to the extent established in the Spanish Companies Act.

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When representation is conferred by remote means of communication, only that which is carried out by postal correspondence, sent to the registered office, or sent by email to the address accionistas@grupoproeduca.com, shall be deemed valid:

- (i) the attendance card issued by the depository entity, duly signed and completed by the shareholder; or
- (ii) the attendance, proxy and remote voting card prepared by the Company, also completed by the shareholder and accompanied by the certification of the depository entity.

Shareholders that are legal entities must also provide sufficient proof of the powers of the person who has conferred the remote delegation.

The representation conferred or notified by this means must be received by the Company before midnight on the day immediately prior to the day scheduled for the General Meeting to be held on first call. Otherwise, the representation shall not be valid and shall be deemed not to have been granted. The person to whom the vote is delegated may only exercise it by attending the General Meeting.

Shareholders with the right to attend and vote may cast their vote on the proposals relating to the items on the agenda by means of the following means of distance communication:

- a) By post or by email to accionistas@grupoproeduca.com, sending the Company the attendance card and remote voting form issued by the entity or entities in charge of keeping the book-entry register or by the depository entities, duly signed and completed, with a cross in the corresponding box; or
- b) In the event that the cards issued by the aforementioned entities do not provide for the possibility of remote voting, by means of the attendance, proxy and remote voting card prepared by the Company sent by postal correspondence or by email to accionistas@grupoproeduca.com.

Votes cast using the aforementioned systems will only be valid if they are received by the Company before midnight on the day immediately prior to the day scheduled for the General Meeting to be held on first call. The Board of Directors may set a shorter period for the receipt of remote votes. Proxy authorisations issued by a shareholder prior to casting an absentee vote shall be deemed revoked and those conferred subsequently shall be deemed not to have been made. Personal attendance at the Meeting by a shareholder who has previously delegated shall render said delegation ineffective.

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A remote vote shall be rendered null and void by subsequent and express revocation, within the period established for casting votes, and carried out by the same means used for the vote or by the attendance at the Meeting of the shareholder who cast the vote.

Finally, it is hereby stated that the Extraordinary General Shareholders' Meeting will be broadcast via streaming, allowing shareholders who so wish to ask questions via chat. However, these shareholders will not be considered to be attending the meeting in person for quorum purposes.