

NOTICE OF MEETING OF THE HOLDERS OF THE NOTES**“GREENVOLT NOTES 2021/2028”****ISIN: PTGNVAOM0000****GREENVOLT – ENERGIAS RENOVÁVEIS, S.A.**

Share Capital: €367,094,274.62

Registered Office: Rua Manuel Pinto de Azevedo, no. 818, 4100-320 Porto

Registered with the Commercial Registry Office of Lisbon under

Corporate Taxpayer No. (NIPC): 506 042 715

NOTICE OF MEETING

Under the terms of Article 355, number 2, of the Portuguese Companies Code, holders of the notes (the “**Noteholders**”) issued by Greenvolt – Energias Renováveis, S.A. (the “**Issuer**”), with the ISIN code PTGNVAOM0000, representing the issue designated “Greenvolt Notes 2021/2028” (the “**Greenvolt Notes 2028**”), are hereby convened to attend the Noteholders’ meeting (the “**Meeting**”) to be held on 14 May 2024, at 12 p.m. (GMT), exclusively through telematic means, for the purposes of considering and, if deemed appropriate, passing the following resolution which will be proposed as an Extraordinary Resolution, in accordance with the provisions of the Conditions of the Greenvolt Notes 2028 (as defined below), thus composing the following agenda:

Sole Item: To resolve on the amendment (i) of section 4.3 (*Investor Put Option – Change of Control*) and consequent elimination of the definitions of “*Altri*” and “*Relevant Entities*” and (ii) of the definition of “*Interest Rate*” foreseen in condition 14 (*Definitions*), all set out in the terms and conditions of the Greenvolt Notes 2028 of Chapter 12 (*Terms and Conditions of the Notes*) of the prospectus for admission to trading of the Greenvolt Notes 2028, approved by CMVM on 25 November 2021 (respectively, the “**Conditions of the Greenvolt Notes 2028**” and the “**Prospectus**”), to read as follows:

“4.3 Investor Put Option – Change of Control

*If the aggregate of the shareholdings directly or indirectly held by one or more KKR Entities ceases to represent the majority of the Issuer’s share capital and/or voting rights (the “**Relevant Event – Change of Control**”), then the Issuer shall immediately notify the Noteholders and the common representative (if the same has been appointed) in accordance with Condition 9, with copy to the Paying Agent, without prejudice to the next paragraph. For the purposes of this Condition, “**KKR Entities**” shall mean any entities through which KKR & Co. Inc and/or Kohlberg Kravis Roberts & Co. L.P., directly or indirectly, controls the exercise of voting rights attached to shares representing the share capital of the Issuer, thereby determining the direction in which such voting rights are exercised.*

If the Relevant Event – Change of Control occurs, each Noteholder may, within 90 (ninety) days as from the date on which the Relevant Event – Change of Control has been notified by the Issuer to the Noteholders, request the Issuer to redeem all of the Notes then outstanding held by such Noteholder at 100 percent of their nominal amount together with any accrued interest to (but excluding) the relevant redemption date, on the 60th (sixtieth) day as from the date of delivery of the relevant request of the Noteholder. Noteholders that fail to notify the Issuer within the 90 (ninety) days’ period referred to above, are deemed to have waived their put option upon the occurrence of the Relevant Event - Change of Control.

*To exercise the right to require redemption of the Notes under this Condition 4.3, the relevant Noteholder must deliver, at the specified office of the Paying Agent at any time during normal business hours, a duly completed and signed notice of exercise in the form obtainable from any specified office of the Paying Agent and attached as a schedule to the Paying Agency Agreement (a “**Put Notice – Change of Control**”). The relevant Noteholder shall specify/complete/provide such information as required in the Put Notice – Change of Control as attached to the Paying Agency Agreement, including a certificate of ownership issued by the relevant Affiliate Member of Interbolsa through which the Notes are held. Any Put Notice – Change of Control given by a Noteholder pursuant to this Condition 4.3 shall be irrevocable and Noteholders that deliver a Put Notice – Change of Control hereunder are required to hold the relevant Notes until redemption by the Issuer.*

The right to require redemption of the Notes by the Issuer will be exercised directly against the Issuer as described in this Condition 4.3, and subject to the terms of the Paying Agency Agreement.”; and

““Interest Rate” means [to be inserted: fixed rate equal to the 4-year EUR mid-swap rate on the last Business Day prior to the Meeting + 102bps, with a minimum of 4.00 percent, rounded downwards to the nearest 1/8th of one percent., as calculated by the Paying Agent upon request of the Issuer and disclosed to the noteholders up to (and including) the Meeting] percent per annum;”.

The effectiveness of the amendment of section 4.3 (*Investor Put Option – Change of Control*), under the terms set out above, and the elimination of the definitions of “*Altri*” and “*Relevant Entities*”, all set out in the Conditions of the Greenvolt Notes 2028, is subject to the holding, directly or indirectly, of a set of shareholdings representing the majority of the Issuer’s share capital and/or voting rights by one or more KKR Entities (as defined above), taking effect at the exact moment when the set of shareholdings representing the Issuer’s share capital and/or voting rights, directly or indirectly, held by one or more KKR Entities (as defined above) represents the majority of the Issuer’s share capital and/or voting rights, provided that such holding starts until the withdrawal, revocation or settlement (inclusive) of the public tender offer for the acquisition of all the shares corresponding to the share capital of Greenvolt referred to in the preliminary announcement published on 21 December 2023 (as amended on 6 March 2024), whichever occurs first.

The amendment to the definition of “*Interest Rate*” set out in condition 14 (*Definitions*) is subject to the approval of the amendment to section 4.3 (*Investor Put Option - Change of Control*) of the Conditions of the Greenvolt 2028 Notes and will only take effect on 10 November 2024, the next interest payment date.

INFORMATION TO NOTEHOLDERS

The Meeting is convened following a request submitted to that effect by the Issuer’s Board of Directors and will be chaired by the chairman of the General Meeting of shareholders of the Issuer¹ (the “**Chairman of the General Meeting of Shareholders**”) given that a common representative of the Noteholders was not elected.

¹ In this notice, references to the Chairman of the General Meeting shall be deemed to refer to whoever is acting as Chairman of the General Meeting on the relevant date.



If, on the scheduled date, the Meeting cannot be held due to lack of constitutive quorum (as per the *Applicable Quorums* section below), an adjourned meeting is hereby convened, to be held on 31 May 2024, at 12 p.m. (GMT), also exclusively through telematic means and with the same agenda.

Interpretation

Unless defined herein or the context requires otherwise, all capitalised terms contained in this notice will have the meaning assigned to them in condition 14 (*Definitions*) of the Conditions of the Greenvolt Notes 2028 contained in the Prospectus.

Available Documents

The proposal regarding the sole item of the agenda, as well as the legally required preparatory information and documents of the Meeting, will be available for consultation as from the date of release of this convening notice. Such information and documentation may be consulted at the Issuer's registered office, by requesting an appointment by email addressed to agobrigacionistas@greenvolt.com, during office hours, on any day of the week (except Saturdays, Sundays and public holidays) until and including the business day preceding the date of the Meeting and on the website of the Issuer (www.greenvolt.com). All documents are also available on the Information and Tabulation Agent's (as defined below) website dedicated to the Meeting (www.issuersolutions.com/meeting/greenvolt).

Inclusion of items in the agenda and proposals

The Noteholders that, individually or jointly with other Noteholders, hold Greenvolt Notes 2028 corresponding to, at least, 2% (two per cent) of the principal amount of the Greenvolt Notes 2028 then outstanding may require the addition of new items to the Meeting's agenda, as well as present new proposals of resolution in respect of the item already included in the agenda or the item(s) whose inclusion is requested.

The request for the inclusion of new items in the agenda and the presentation of proposals shall be addressed, in writing, to the Chairman of the General Meeting of Shareholders within 5 (five) days following the publication of this convening notice, to the email agobrigacionistas@greenvolt.com, together with a certificate of ownership of the Greenvolt Notes 2028 corresponding to, at least, 2% (two per cent) of the principal amount of the Greenvolt Notes 2028 then outstanding as referred to above, the certificate of ownership of the Greenvolt Notes 2028 in question being issued by the respective financial intermediary(ies) with which the respective individual securities account is held. In the event that any new item is requested to be included in the agenda, the request shall contain the relevant justification and be accompanied by the proposal pertaining thereto. The relevant Greenvolt

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Notes 2028 shall be blocked from the date of the request until the end of the Meeting, pursuant to Article 72 of the Portuguese Securities Code.

The Board of Directors of the Issuer may, within the deadline and in the terms referred to above (save if the Chairman of the General Meeting of Shareholders, justifiably, accepts a different procedure), present changes to the proposal in respect of the item already included in the agenda.

PARTICIPATION, EXERCISE OF VOTING RIGHTS AND QUORUM REQUIREMENTS

Noteholders should take into account the provisions of condition 10 (*Meeting of Noteholders and Modification*) of the Conditions of the Greenvolt Notes 2028, as well as in Article 355 of the Portuguese Companies Code, regarding the participation in the Meeting and the exercise of their voting rights.

The Noteholders may participate in the Meeting personally (through telematic means) or may appoint a representative for such purpose, as described below. Issuer Solutions, S.L. has been appointed as Information and Tabulation Agent (the “**Information and Tabulation Agent**”) to provide information and assist with participation in the Meeting, at no cost to the Noteholders. The Information and Tabulation Agent’s electronic infrastructure complies with European data protection legislation and is ISO certified on information security management systems.

Investors are advised to seek information from their financial intermediaries, credit institutions, brokers, custodians or other entities (including, where applicable, international central securities depositories, such as Euroclear Bank, S.A./N.V. and Clearstream Banking, Société Anonyme) through which they hold the Greenvolt Notes 2028 regarding any questions, requirements, instructions or deadlines that these entities require for the purposes of the effective exercise of their rights.

Requirements for Participation in the Meeting

Noteholders are advised that:

- (a)** In addition to the Issuer and its advisers, as well as any person that the Chairman of the General Meeting of Shareholders authorises to attend the Meeting, only Noteholders or their representatives may attend the Meeting through telematic means;
- (b)** Only those Noteholders registered as holders of Greenvolt Notes 2028 at 0 hours (GMT) of the 5th (fifth) trading day prior to the date scheduled for the holding of the Meeting, i.e. at 0 hours (GMT) of 7 May 2024, on first call, or at 0 hours (GMT) of 24 May 2024, on second call (“**Blocking Date**”), as applicable, may attend the Meeting and exercise their voting rights;

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- (c) The exercise of the above mentioned rights shall be subject to the delivery of (i) a certificate of ownership applicable (“**Certificate of Ownership**”) that confirms the Greenvolt Notes 2028 blocking as from the Blocking Date until the conclusion of the Meeting and (ii) the Card (as defined below) available at www.issuersolutions.com/meeting/greenvolt. The Certificate of Ownership shall be issued by the relevant affiliate member of Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A., in accordance with Article 78 of the Portuguese Securities Code and shall be delivered to the Information and Tabulation Agent at least two hours prior to the commencement of the Meeting, whether in the first meeting or the second meeting, as applicable;
- (d) Noteholders who do not hold their Greenvolt Notes 2028 directly through a financial intermediary participant in the Portuguese central security depository, i.e., the *Central de Valores Mobiliários*, operated by Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. and who intend to attend/be represented at the Meeting, should consult with their custodians in advance, in order to ensure that they comply, in a timely manner, with any procedures (required by such custodians or other financial intermediaries, such as Euroclear Bank S.A./N.V. or Clearstream Banking, Société Anonyme) necessary for their participation/representation in the Meeting, including the issue of a Certificate of Ownership (as defined above) in the terms described below;
- (e) In cases where the Greenvolt Notes 2028 are held in co-ownership, only the common representative, or its representative, may attend the Meeting.

Procedures for Participation in the Meeting (Attendance and Proxy Vote Card)

The Noteholders who wish to participate in the Meeting may choose one of the following options, alternatively:

- To attend the Meeting through telematic means; or
- To vote by correspondence by postal mail to the Issuer’s registered office; or
- To appoint Issuer Solutions, S.L. as its representative to vote for, against or abstain from voting on the proposal, in accordance with the instructions provided by the represented Noteholder and, in case any extraordinary circumstances occur, to vote in such a way as to satisfy the best interests of the represented Noteholder; or
- To appoint another person as representative, but in no circumstances may they be represented by the Issuer’s directors.



Please follow the steps below for all the options above:

1. Complete the attendance and proxy vote card (the “**Card**”) available at www.issuersolutions.com/meeting/greenvolt, in accordance with the participation option selected.
2. Print and sign the Card. It must be signed by the person/legal entity who is the legal owner of the Greenvolt Notes 2028 (when the legal owner is a legal entity, the Card must be signed by its legal representative(s)) or by the legal owner of the Greenvolt Notes 2028 and its representative if the right to participate and vote is delegated to a representative other than Issuer Solutions, S.L.
3. Scan the duly executed and signed Card and send it to agobrigacionistas@greenvolt.com (to the attention of the Chairman of the General Meeting of Shareholders) and to projects@issuersolutions.com up to 2 (two) hours before the beginning of the Meeting, so that the validity of such document can be confirmed before the Meeting starts, attaching:
 - Copy of the identification document of the Noteholder and of any representative, in what concerns individuals, or copy of the Commercial Registry Certificate (or similar constitutional document or access code thereto) of the legal entity and copy of the identification document of the legal representative(s) thereof, in what concerns legal entities;
 - Copy of the Certificate of Ownership issued by the financial intermediary with which the Greenvolt Notes 2028 in question are registered, which should include: (i) the full name of the noteholder; (ii) the number of Greenvolt Notes 2028 held in the account in question as of the Blocking Date; and (iii) confirmation that the Greenvolt Notes 2028 in question are registered and will remain registered in a blocked account until the end of the Meeting, held on first or second call, as applicable, in accordance with Article 72 of the Portuguese Securities Code; and
 - Copy of the power of attorney or any other document confirming the powers of the signatories of the Card, if applicable.
4. When sending the documentation listed in the previous point, the Noteholder shall indicate an email address to which the link to participate in the Meeting shall be sent under the terms described in the paragraph “*Technical requirements for participation in the Meeting by telematic means*”.



5. Noteholders must ensure that they have the technical and operational resources described below in “*Technical requirements for participation in the Meeting by telematic means*”.
6. Noteholders who attend the Meeting personally (through telematic means) will need to provide a valid identification document, the Card and the Certificate of Ownership, which may be verified before the beginning of the Meeting by the Chairman of the General Meeting of Shareholders.

Those who attend the Meeting on behalf of a legal entity will need to present the valid power of attorney or any other document confirming the powers of the signatories of the Card. As referred in number 3 above, a copy of all such documents shall be sent to agobrigacionistas@greenvolt.com (to the attention of the Chairman of the General Meeting of Shareholders) and to projects@issuersolutions.com up to 2 (two) hours before the beginning of the Meeting, so that the validity of such document can be confirmed before the Meeting starts.
7. Whenever Issuer Solutions, S.L. is appointed by a Noteholder as its representative, the Noteholder shall send the Card and the Certificate of Ownership by email, as requested in number 3 above.
8. Whenever attendance and vote are delegated to another person, the relevant representative must present at the commencement of the Meeting, the Card, the Certificate of Ownership of the Noteholder, and its own valid identification document. If such representative attends the Meeting on behalf of a legal person, they must also present a valid power of attorney or any other document demonstrating the powers of the signatories of the Card. The granting of a proxy may be revoked, such revocation taking place if the Noteholder that has granted the power of attorney attends the Meeting personally (through telematic means).
9. The procedures carried out and the votes cast refer to the Meeting, regardless of whether it is held on a first call or on a second call, so unless otherwise indicated, the procedures carried out and the votes cast remain effective if the Meeting is held on second call.
10. Noteholders wishing to attend the meeting personally (through telematic means) or via a representative, other than Issuer Solutions, S.L. (through telematic means), are requested to confirm such attendance option, by completing the Card available at www.issuersolutions.com/meeting/greenvolt, by no later than 8 May 2024, at 5 p.m. (GMT).

For further information or any clarifications in connection with the participation in the Meeting, please contact Issuer Solutions, S.L., as Information and Tabulation Agent appointed by the Issuer, using the following contact details:

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Website: www.issuersolutions.com/meeting/greenvolt

Telephone: +34 963 222 555

Email: projects@issuersolutions.com

A/C: Marina Pettis

The Noteholders willing to exercise their voting rights shall follow the above procedures, namely contact the Information and Tabulation Agent and the custodian entities where they have registered their Greenvolt Notes 2028 in order to be able to do so at the Meeting.

Noteholders that experience any technical, operational or other problem that may hinder compliance with the procedures described above should immediately contact the Information and Tabulation Agent to get support/access to other ways to participate in the Meeting.

Technical requirements for participation in the Meeting by telematic means

Each Noteholder that participates in the Meeting shall ensure that it has the following minimum technical and operational resources to access the Zoom software:

- A computer with Windows or Mac software installed and with internet access;
- Windows 7/10/8.1 operating system or MAC OS X 10.11 El Capitan (or higher) operating system;
- Camera, speakers and microphone (internal or external computer devices may be used); and
- Browser installed on the computer for internet access: Google Chrome, Microsoft Edge, Internet Explorer or Safari.

For any doubt or clarification on the technical requirements for participation in the Meeting to be held by telematic means, the Noteholders may contact agobrigacionistas@greenvolt.com.

The Issuer will also provide technical means of support to the system for participation in the Meeting, and any request for support should be shared with the email address agobrigacionistas@greenvolt.com, including the name and contact number.

Noteholders are advised to test in advance the system for participation in the Meeting by telematic means in order to be able to participate and exercise their voting rights.

In case the Noteholders eventually find that they do not have the technical and operational resources to access the above-mentioned communication platform, they are requested to contact the telephone number/email address indicated above.



The Issuer further informs on the following conditions of participation in the Meeting to be complied with by the Noteholders in order to ensure the normal and proper conduct of the proceedings:

- Noteholders shall, before the beginning of the Meeting, at 11:45 a.m. (GMT), access the link that will be sent to the email address set out in the communication of their intention to participate in the Meeting, in order to attend the Meeting via Zoom where all the prior formalities for verification of identity will be complied with, and must bring the documents listed above;
- Access to the Meeting should be via Zoom;
- For the exercise of the voting rights, at the end of the presentation of the resolution proposal by the Issuer, the Noteholders shall indicate their vote;
- The Issuer shall provide, on the date of the Meeting, telephone contacts for simultaneous technical support of the Noteholders that participate in the Meeting; and
- Noteholders shall, throughout the entire Meeting, observe the technical or operational indications conveyed to them in order to ensure the normal and proper management of the agenda of the Meeting.

Applicable Quorums

The Meeting may convene on 14 May 2024, at 12 p.m. (GMT), on first call, provided that the holders of the Greenvolt Notes 2028 the principal amount of which corresponds to at least 50% (fifty per cent) of the principal amount of the Greenvolt Notes 2028 then outstanding are present or duly represented.

In the event that this quorum is not achieved on first call, the Meeting is hereby considered convened, as indicated above, to meet on second call, on 31 May 2024, at 12 p.m. (GMT), also through telematic means and with the same agenda, provided that any holder of the Greenvolt Notes 2028 then outstanding is present or duly represented, irrespectively of the principal amount thereof.

Each Greenvolt Note 2028 corresponds to 1 (one) vote.

So that the Meeting approves, on 14 May 2024, on first call, the resolution which constitutes the sole item of the agenda, the favourable vote of the holders of Greenvolt Notes 2028 the principal amount of which corresponds to at least 50% (fifty per cent) of the principal amount of the Greenvolt Notes 2028 then outstanding is required.

In the event that a constitutive quorum is not achieved on first call, so that the Meeting approves, on 31 May 2024, on second call, the resolution which constitutes the sole item of the agenda, the



favourable vote of the holders of Greenvolt Notes 2028 with a principal amount outstanding corresponding to, at least, 2/3 (two thirds) of the votes cast will be required.

Voting will be carried out in the manner indicated by the Chairman of the General Meeting of Shareholders.

The resolution passed at the Meeting will be binding on all Noteholders, whether or not they attended the Meeting or voted against the approved resolution.

Right to Information

During the Meeting, any Noteholder may request to be provided with truthful, complete and clarifying information, which allows the Noteholder to formulate an informed opinion on the matters on the agenda. Any requested information can only be denied when its disclosure may cause serious damage to the Issuer or breach of a duty of confidentiality imposed by law.

Data Protection

The Issuer is the controller regarding the processing of personal data in the context of the Meeting, under the General Data Protection Regulation.

The Information and Tabulation Agent will process any personal data made available to it by Noteholders, as subcontractors, in the name and on behalf of the Issuer, in accordance with appropriate technical and logistical security measures and for the purpose of pursuing its lawful interests as the entity responsible for organising the Meeting. Any personal data processed is kept only for the period of time necessary for the holding of the Meeting, the fulfilment of any legal obligation and/or in the context of any potential judicial or administrative proceedings, being deleted after this period.

For the purposes of Issuer Solutions, S.L.'s provision of assistance to the Meeting, as agreed with the Issuer, Issuer Solutions, S.L. will determine the appropriate way(s) and format(s) to facilitate the participation of Noteholders (and/or appropriate representatives) in the Meeting as described above.

In view of the above, if you wish to obtain any information regarding this document, the procedures adopted, the terms of process of your data (and/or should you wish to exercise your rights of access, clarification, opposition, rectification or elimination of your personal data) by Issuer Solutions, S.L., please use the following contact details: dpo@issuersolutions.com.

Chairman of the Statutory Audit Board²

Pedro João de Matos Silva

² In the performance of the duties of Chairman of the General Meeting of in view of the resignations submitted on 14 March 2024 by the elected Chairman and Secretary of the Board of the General Meeting, disclosed at <https://www.cvm.pt/PIInstitucional/PdfVierInfPriv?Input=228FF10F26CC52698480F0C0CFFD5344E0AD6E1A9EA370B8815A1EB02BA25345>. All references in this notice to the Chairman of the General Meeting refer to the Chairman in office, pursuant to Article 374(3) of the Portuguese Companies Code, in view of the resignations submitted.