

VIRTUALWARE 2007, S.A.
(or the "Company")

NOTICE OF ANNUAL GENERAL MEETING OF APRIL 30, 2026

**PROPOSED RESOLUTIONS RELATING TO ITEMS ONE, TWO AND THREE ON THE
AGENDA**

ONE: Examination and approval, where applicable, of the individual annual financial statements (abridged) of the Company and its consolidated group of companies for the financial year 2025.

Approve the abridged annual accounts (abridged balance sheet, abridged income statement, abridged statement of changes in equity and notes to the accounts) of the Company for the financial year ended December 31, 2025.

Approve the annual financial statements of its Consolidated Group of companies for the financial year that closed on 31 December 2025.

TWO. Approval of the Board of Directors' management during the 2025 financial year.

Approve the management of the Company's Board of Directors during the year ended December 31, 2025.

THREE. Approval of the proposal for the appropriation of the profits (losses) corresponding to 2025.

3.1. Approve the proposed appropriation of the profits (losses) for the year ended December 31, 2025, as follows:

	Euros (€)
<i>To Voluntary Reserves</i>	<i>202.319,29</i>
TOTAL PROFIT (LOSS) COMPANY	202.319,29

NOTICE OF ANNUAL GENERAL MEETING OF APRIL 30, 2026

PROPOSED RESOLUTION RELATING TO ITEM FOUR ON THE AGENDA

- FOUR. To revoke any previous authorization granted for this purpose by the General Meeting insofar as it has not been executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations granted by previous General Meetings, all in accordance with Articles 146 and 509 of the Companies Act; reduction of capital to redeem treasury stock, delegating to the Board of Directors the necessary powers for its execution.**
1. Authorize the Board of Directors of the Company, with express power of sub-delegation to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction on behalf and in representation of the Company, so that, directly or through any of its subsidiaries, and for a maximum period of five (5) years from the date of this General Meeting, they may acquire, at any time and as many times as it deems appropriate, shares of the Company, by any of the means permitted by law, including against profits for the year or unrestricted reserves, all in accordance with Article 146 and related articles of the Companies Act.
 2. To revoke any previous authorization granted for this purpose by the General Meeting insofar as it has not been executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations granted by previous General Meetings, all in accordance with Article 146 and related provisions of the Companies Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury stock held by the Company at any given time, with the express power to subdelegate to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction on behalf and in representation of the Company.
 3. To approve the terms and conditions of these acquisitions, which will be as follows:
 - (a) The par value of the shares acquired directly or indirectly, added to those already held by the acquiring company and its subsidiaries and, where applicable, by the parent company and its subsidiaries, must not exceed the maximum amount permitted by law or by the limitations established for the acquisition of treasury stock by the regulatory authorities of the markets on which the Company's shares are admitted to trading.
 - (b) That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is



less than the capital stock plus the legal or statutory reserves that are not available.

- (c) Acquisitions are not made at a price higher or lower than the quoted price increased or decreased, as applicable, by 10% or any other stricter limit that is enforceable. Transactions for the acquisition of treasury stock must be carried out in accordance with the rules and customs of the securities markets.
 - (d) A restricted reserve equivalent to the amount of treasury stock computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.
4. To expressly authorize that the shares acquired, directly or through its subsidiaries, in exercise of this authorization, may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a consequence of the exercise of option rights held by those parties, for the purposes set forth in the last paragraph of article 146(1)(a) of the Companies Act, and made available to the liquidity provider in accordance with the rules established for the trading of the shares on *Euronext Growth* or *Euronext Access* or any other multilateral quotation system on which the Company's shares are listed.
 5. To reduce the share capital in order to redeem the treasury stock that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury stock existing at any given time, and always in the legally applicable limits.
 6. To delegate to the Board of Directors, with the express power to subdelegate to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction in the name and on behalf of the Company, the execution of the foregoing resolution to reduce capital, where they may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such enforcement, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 5 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors.

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REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIRTUALWARE 2007, S.A. FOR THE INTENTS AND PURPOSES OF ARTICLE 286 OF THE COMPANIES ACT IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FOUR ON THE AGENDA OF THE ANNUAL GENERAL MEETING.

1. PRELIMINARY

The Board of Directors of Virtualware 2007, S.A. (the "**Company**") has resolved to submit to the consideration of the General Meeting (the "**General Meeting**"), as item four on the agenda of its next annual meeting, the authorization to the Board of Directors to proceed with the derivative acquisition of treasury stock, directly or through group companies, in accordance with Articles 146 and 509 of the Consolidated Text of the Companies Act, as approved by Royal Legislative Decree 1/2010 of July 2 (the "**Companies Act**")—rendering null and void any prior authorization as to what has not been executed—, including the reduction of capital stock to redeem treasury stock, delegating to the Board the necessary powers for its execution.

2. PURPOSE OF THE REPORT

For the valid adoption of the resolution to amend the bylaws, Article 286 of the Companies Act requires, among other requirements, that the directors prepare a written report with the justification, which, together with the full text of the proposed amendment, must be made available to the shareholders in the time and in the manner mentioned in said article. Article 318 of the Companies Act establishes that the reduction of capital stock must be agreed by the General Meeting in accordance with the requirements of the amendment of the bylaws.

The purpose of this report is to comply with the aforementioned regulations in relation to item four on the agenda submitted for approval by the General Meeting.

3. JUSTIFICATION OF THE PROPOSAL

Articles 144 and following of the Companies Act, which regulate the regime of the business on treasury stocks, allow the derivative acquisition of the shares by complying, among others, with the requirements resulting from Article 146 of the Companies Act. To this effect, the proposal is put to the General Meeting to adopt a resolution which, cancelling the prior authorizations that may not exist for that purpose, grants the authorization with the requirements and limits set forth in the Companies Act so that the Company (either directly or through companies of its group) may acquire its own shares or, in the second case, shares issued by the parent company, particularly to comply with any liquidity provision requirements that may be applicable.

However, once the derivative acquisition of treasury shares has occurred, there are several mechanisms established in the Companies Act to reduce or eliminate the Company's treasury shares that have been acquired. Thus, it could be decided to redeem these shares or to sell them on the market. In the case of a company with shares admitted to trading on a multilateral trading system, it is impossible to determine *a priori* the suitability of the procedure which, in the Company's interest and when the time comes, it is advisable to use for the aforementioned purpose of reducing or eliminating the treasury stock acquired. For this reason, it is considered appropriate for the assessment of the circumstances at any given time to be made by the Company's Board of Directors, which will then decide on the most suitable system.

If it is decided to redeem the treasury shares acquired, this results in the need to adopt a resolution to reduce the capital stock. However, as the assessment of the convenience and opportunity of a financial operation of these characteristics must be adopted based on market circumstances at any given time, this requires—in the opinion of this Board of Directors—proposing to the General Meeting the adoption of a capital reduction resolution delegating the Board with the necessary powers for its execution. Such proposal includes the determination of the amount of the capital reduction and whether such amount is to be appropriated either to a restricted reserve or to a freely distributable reserve, in which case the requirements established by the Companies Act must naturally be complied with in order to guarantee creditors.

4. FULL TEXT OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL MEETING

The full text of the proposed resolution submitted for approval by the General Meeting is as follows:

"FOUR. *To rescind any previous authorization granted for this purpose by the General Meeting insofar as it has not been executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations granted by previous General Meetings, all in accordance with Articles 146 and 509 of the Companies Act; reduction of capital to redeem treasury stock, delegating to the Board of Directors the necessary powers for its execution.*

1. *To authorize the Board of Directors of the Company, with express power of sub-delegation to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction on behalf and in representation of the Company, so that, directly or through any of its subsidiaries, and for a maximum period of five (5) years from the date of this General Meeting, they may acquire, at any time and as many times as it deems appropriate, shares of the Company, by any of the means permitted by law, including against profits for the year or unrestricted reserves, all in accordance with Article 146 and related articles of the Companies Act.*
2. *To rescind any previous authorization granted for this purpose by the General Meeting insofar as it has not been executed, to authorize the Company to proceed to dispose to any third parties or to subsequently redeem any treasury stock acquired by virtue of this authorization or the authorizations granted by previous General Meetings, all in accordance with Article 146 and related provisions of the Companies Act, as well as to delegate to the Board of Directors the approval and terms of the execution of the resolutions to dispose of the treasury stock held by the Company at any given time, with the express power to subdelegate to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction on behalf and in representation of the Company.*
3. *To approve the terms and conditions of these acquisitions, which will be as follows:*

- (a) *The par value of the shares acquired directly or indirectly, added to those already held by the acquiring company and its subsidiaries and, where applicable, by the parent company and its subsidiaries, must not exceed the maximum amount permitted by law or by the limitations established for the acquisition of treasury stock by the regulatory authorities of the markets on which the Company's shares are admitted to trading.*
 - (b) *That the acquisition, including the shares that the company, or a person acting in their own name but on behalf of the company, had previously acquired and held in a portfolio, does not have the effect that the equity is less than the capital stock plus the legal or statutory reserves that are not available.*
 - (c) *Acquisitions are not made at a price higher or lower than the quoted price increased or decreased, as applicable, by 10% or any other stricter limit that is enforceable. Transactions for the acquisition of treasury stock must be carried out in accordance with the rules and customs of the securities markets.*
 - (d) *A restricted reserve equivalent to the amount of treasury stock computed in assets should be established in equity. This reserve must be maintained until the shares are disposed of.*
4. *To expressly authorize that the shares acquired, directly or through its subsidiaries, in exercise of this authorization, may be used in whole or in part for delivery to the workers, employees or directors of the Company, when there is a recognized right, either directly or as a consequence of the exercise of option rights held by those parties, for the purposes set forth in the last paragraph of article 146(1)(a) of the Companies Act, and made available to the liquidity provider in accordance with the rules established for the trading of the shares on Euronext Growth or Euronext Access or any other multilateral quotation system on which the Company's shares are listed.*
5. *To reduce the share capital in order to redeem the treasury stock that it may hold on its balance sheet, with a charge to profits or free reserves and for the amount that may be appropriate or necessary at any given time, up to the maximum treasury stock existing at any given time, and always in the legally applicable limits.*
6. *To delegate to the Board of Directors, with the express power to subdelegate to each and every director (in office at any given time), in the broadest terms and jointly and severally, i.e., any of them acting without distinction in the name and on behalf of the Company, the execution of the foregoing resolution to reduce capital, where they may carry it out one or more times and in a deadline of five (5) years from the date of this General Meeting, carrying out such formalities, procedures and authorizations as may be necessary or required by the Companies Act and other applicable provisions and, in particular, it is delegated so that, in the term and limits established for such enforcement, it may set the date(s) of the specific capital reduction(s) its opportunity and convenience, taking into account the market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and outlook of the Company and any other aspect that may influence such decision; to specify the amount of the capital reduction; to determine the destination of the amount of the reduction, either to a restricted reserve or to freely distributable reserves, providing, where applicable, the guarantees and complying with the legal requirements; to adapt Article 4 of the Company Bylaws to the new figure of the share capital; to request the delisting of the redeemed*



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securities and, in general, to adopt such resolutions as may be necessary for the purposes of such redemption and subsequent capital reduction, designating the persons who may intervene in its formalization.

It is noted for the record that a report justifying the proposal presented here has been prepared by the directors.

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5. FORMULATION AND PUBLICITY OF THE REPORT

This report has been formulated and unanimously approved by the Board of Directors at its meeting held on March 20, 2025. It will be made available to the public (and, in particular, to the Company's shareholders on the occasion of the next ordinary meeting of the General Meeting) through its publication on the Company's website, in accordance with the applicable legal, statutory and regulatory terms.

Basauri, March 26, 2026.

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VIRTUALWARE 2007, S.A.
(or the "Company")

NOTICE OF ANNUAL GENERAL MEETING OF APRIL 30, 2026

PROPOSAL OF AGREEMENT IN RELATION TO ITEM FIVE OF THE AGENDA

FIVE. Delegation of powers.

Without prejudice to and in addition to the delegations contained in each of the resolutions adopted, it is agreed to authorize all members of the Board of Directors and, in particular, the Chairman and the Secretary of the Board of Directors, with express power of sub-delegation, so that any of them, jointly and severally, may carry out as many acts as may be necessary or appropriate for the enforcement, implementation, effectiveness and successful completion of the resolutions adopted and, in particular, for the following acts, without limitation:

- a) to appear before a notary public and execute on behalf of the Company any public deeds. including those of rectification, supplementation, complement, supplement or any other, as may be necessary or advisable in connection with the decisions adopted by the Annual General Meeting, and may appear, as the case may be, before the corresponding Spanish Mercantile Registry or before any other registries and carry out the acts and sign the documents that may be necessary or advisable for the effective registration of the decisions adopted by the General Meeting; including supplementing or correcting them as necessary for their registration in the corresponding Spanish Companies Registry or any other registry;
- b) to clarify, specify, correct and complete the decisions adopted and resolve any doubts or aspects that may arise, correcting and completing any defects or omissions that may prevent or hinder the effectiveness or registration of the corresponding decisions;
- c) to take such resolutions as may be necessary or required for the enforcement and implementation of the decisions adopted, and to execute any public and private documents and carry out any acts, legal transactions, contracts, declarations and operations as may be appropriate for the same purpose; and
- d) to grant any other public or private documents that may be necessary or appropriate for the enforcement, implementation, effectiveness and successful completion of all resolutions adopted by the General Meeting, with no limitation whatsoever.

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