

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
DECEMBER 22, 2025**

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

FIRST. In accordance with Article 24 of the Bylaws, fixing the number of members of the Board of Directors at five (5) members.

In accordance with the limits established in Article 24 of the Bylaws, to set the number of members of the Company's Board of Directors at five (5).

SECOND. Appointment of Ms. Sara Antuñano Leicea as a member of the Board of Directors for the statutory term.

To appoint Ms. Sara Antuñano Leicea as a member of the Board of Directors of the Company, for the statutory period, within the category of independent director.

It is hereby stated that Ms. Sara Antuñano Leicea falls within the category of independent director.

THIRD. Appointment of Mr. Carlos Polo Gil as a member of the Board of Directors for the statutory term.

To appoint Mr. Carlos Polo Gil as a member of the Board of Directors of the Company, for the statutory period, within the category of independent director.

It is hereby stated that D. Carlos Polo Gil falls within the category of independent director.

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
DECEMBER 22, 2025**

PROPOSED RESOLUTIONS RELATING TO ITEM FOUR OF THE AGENDA

**FOURTH. Creation of a new 24 bis article in the Bylaws of the Company
 ("Regulations of the Board of Directors. Audit and Compliance
 Committee")**

It is approved to create a new article 24 bis of the Bylaws ("*Regulations of the Board of Directors. Audit and Compliance Committee*"), which will be worded as follows:

"Article 24 bis.- Regulations of the Board of Directors. Audit and Compliance Committee.

1. The Board of Directors shall be governed by the legal regulations applicable to it and by these Bylaws. The Board of Directors shall develop and supplement such provisions by means of the appropriate Regulations of the Board of Directors, the approval of which shall be reported to the General Shareholders' Meeting.
2. The Board of Directors shall constitute and maintain on a permanent basis an Audit and Compliance Committee, an internal body of an informative and consultative nature, without executive functions, with the powers provided for in article 529 quarter of the Capital Companies Act and those others determined by the regulations in force, the Bylaws, and those entrusted to it by the Board of Directors, in accordance with the Regulations of the Board of Directors.

The Audit and Compliance Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors, following a favourable report from the Appointments and Remuneration Committee, all of whom shall be non-executive directors, the majority of whom must be at least independent directors. As a whole, the members of the Audit and Compliance Committee shall have the relevant technical knowledge in relation to the sector of activity to which the Company belongs and one of them shall be appointed taking into account his or her knowledge and experience in accounting, auditing or both.

The Board of Directors shall appoint, from among the independent directors who are members of the Audit and Compliance Committee, a Chairman. The office of chairman shall be held for a maximum period of four years, at the end of which the director who has held the position may not be re-elected as chairman until one year has passed since his or her dismissal, without prejudice to his or her continuity or re-election as a member of the Audit and Compliance Committee.

The Board of Directors will also appoint the person to perform the functions of Secretary, who shall not need to be a director.

The Audit and Compliance Committee shall have the functions established in the Regulations of the Board of Directors and, where appropriate, in its own regulations and, in any case, those provided for in the applicable regulations."

REPORT PRESENTED BY THE BOARD OF DIRECTORS OF VIRTUALWARE 2007, S.A. FOR THE PURPOSES PROVIDED FOR IN ARTICLE 286 OF THE CAPITAL COMPANIES ACT IN RELATION TO THE RESOLUTION REFERRED TO IN ITEM FOUR OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. PRIOR

The Board of Directors of Virtualware 2007, S.A. (the "**Company**") has agreed to submit to the consideration of the General Meeting of the Company (the "**General Meeting**"), as the fourth item on the agenda of its next meeting, the creation of a new article 24 bis of the Bylaws.

2. PURPOSE OF THE REPORT

For the valid adoption of the resolution to amend the Bylaws, Article 286 of the Capital 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.

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

3. JUSTIFICATION OF THE PROPOSAL

The Extraordinary General Meeting of Shareholders wishes to submit for approval a new article of the Bylaws that regulates the creation of an Audit and Compliance Committee in accordance with the content and provisions established in the applicable legislation. Likewise, in the context of the professionalisation of the activity of the Board of Directors, and in the context of the listing of the Company's shares in Euronext Growth, it proposes its activities and functions to be regulated in a Regulations of the Board of Directors.

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

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

FOURTH. Creation of a new 24 bis article in the Bylaws of the Company ("Regulations of the Board of Directors. Audit and Compliance Committee")

It is approved to create a new article 24 bis of the Bylaws ("*Regulations of the Board of Directors. Audit and Compliance Committee*"), which will be worded as follows:

"Article 24 bis.- Regulations of the Board of Directors. Audit and Compliance Committee.

1. *The Board of Directors shall be governed by the legal regulations applicable to it and by these Bylaws. The Board of Directors shall develop and supplement such provisions by means of the appropriate Regulations of the Board of Directors, the approval of which shall be reported to the General Shareholders' Meeting.*
2. *The Board of Directors shall constitute and maintain on a permanent basis an Audit and Compliance Committee, an internal body of an informative and consultative nature, without executive functions, with the powers provided for in article 529 quarter of the Capital Companies Act and those others determined by the regulations in force, the*

Bylaws, and those entrusted to it by the Board of Directors, in accordance with the Regulations of the Board of Directors.

The Audit and Compliance Committee shall be composed of a minimum of three (3) and a maximum of five (5) directors appointed by the Board of Directors, following a favourable report from the Appointments and Remuneration Committee, all of whom shall be non-executive directors, the majority of whom must be at least independent directors. As a whole, the members of the Audit and Compliance Committee shall have the relevant technical knowledge in relation to the sector of activity to which the Company belongs and one of them shall be appointed taking into account his or her knowledge and experience in accounting, auditing or both.

The Board of Directors shall appoint, from among the independent directors who are members of the Audit and Compliance Committee, a Chairman. The office of chairman shall be held for a maximum period of four years, at the end of which the director who has held the position may not be re-elected as chairman until one year has passed since his or her dismissal, without prejudice to his or her continuity or re-election as a member of the Audit and Compliance Committee.

The Board of Directors will also appoint the person to perform the functions of Secretary, who shall not need to be a director.

The Audit and Compliance Committee shall have the functions established in the Regulations of the Board of Directors and, where appropriate, in its own regulations and, in any case, those provided for in the applicable regulations."

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PROPOSED RESOLUTIONS RELATING TO ITEM FIVE OF THE AGENDA

FIFTH. 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, complement, supplement or any other, as may be necessary or advisable in connection with the decisions adopted by the Extraordinary General Meeting, and may appear, as the case may be, before the corresponding Spanish Commercial 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 Extraordinary General Meeting; including supplementing or correcting them as necessary for their registration in the corresponding Spanish Commercial 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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