

Riba Mundo Tecnología S.A.

**PROCEDURE FOR OBTAINING THE PRIOR OPINION OF THE EG ADVISOR ON THE
PROPOSAL FOR APPOINTMENT OF (AN) INDEPENDENT DIRECTOR(S)**

Approved by the Board of Directors on 24 July 2023

1. Background

- 1.1. Article 6-bis, Part One, of the Euronext Growth Milan Issuers Regulation, approved by Borsa Italiana S.p.A. (“**Borsa Italiana**”), which came into force on 1 March 2012, as subsequently amended and supplemented (the “**EGM Issuers’ Regulation**”), states that: “*The Euronext Growth Milan issuer must appoint and retain at least one independent director, selected from candidates previously identified or approved by the Euronext Growth Advisor.*”
- 1.2. Article 24 of the Articles of Association of Riba Mundo Tecnología S.A. (the “**Issuer**”) identifies the criteria for independence that must be met by Independent Directors (the “**Criteria for Independence**”).
- 1.3. This procedure, adopted by the Issuer on a voluntary basis (the “**Procedure**”), is intended to illustrate the process by which the Requesting Shareholders (as defined below) intending to submit candidacies for the election of members to the Board of Directors may obtain the opinion of the Euronext Growth Advisor (as referred to in article 6-bis, Part One, of the EGM Issuers’ Regulation) on whether the candidate(s) meet(s) the Criteria for Independence required to be (an) Independent Director(s) (the “**Prior Opinion**”).

2. Definitions

- 2.1. In addition to the definitions contained in other sections, the following definitions shall apply for the purposes of this Procedure:
 - “**Board of Directors**”: the board of directors of the Issuer;
 - “**Articles of Association**”: the Issuer’s articles of association;
 - “**Euronext Growth Advisor**”: the company appointed as Euronext Growth Advisor for the Issuer in accordance with the EGM Issuers’ Regulation and the Regulations for Euronext Growth Advisors, as approved by Borsa Italiana, in force since 1 March 2012, as subsequently amended and added to;
 - “**Euronext Growth Milan**”: a multilateral trading facility organised and managed by Borsa Italiana;
 - “**General Shareholders’ Meeting**”: the general shareholders’ meeting of the Issuer;
 - “**Independent Directors**”: directors who meet the criteria for independence identified in article 24 of the Articles of Association;

3. Recipients

- 3.1. The recipients of the Procedure are the shareholders of the Issuer holding, individually or jointly, at least 10% of the Issuer’s share capital (the “**Requesting Shareholders**”).

4. Obtaining the Prior Opinion

- 4.1. During the period between the 40th and 30th day prior to the date on which the General Shareholders’ Meeting is summoned to meet in first convocation, with an agenda including (*inter alia*) the appointment of a new Board of Directors, every Requesting Shareholder may submit to the Euronext Growth Advisor up to a maximum of three names of candidate director(s) whom he/she considers to meet the Criteria for Independence.
- 4.2. The Requesting Shareholders who intend to obtain a Prior Opinion regarding one or more candidates for Independent Directors must send a notice (the “**Notice**”) to the Euronext Growth

Advisor, either in the form set out in Annex 1-A (*Single Requesting Shareholder's Notice*) ⁽¹⁾ or in Annex 1-B (*Joint Requesting Shareholders' Notice*) ⁽²⁾.

4.3. Requesting Shareholders must attach the following to the Notice:

- certification proving that, at the date of Notice, the Requesting Shareholder holds a shareholding equal to at least 10% of the Issuer's share capital; and
- the self-declaration of the candidate(s) for Independent Director(s) regarding fulfilment of the Criteria for Independence in the form set out in Annex 2 (*Self-declaration*), including the information sheet stating: (i) the companies and/or entities of which the candidate(s) is/are, or has/have been in the past three years, a partner, employee, collaborator or member of the administrative or supervisory bodies; (ii) academic qualifications; and (iii) employment/profession.

4.4. The Euronext Growth Advisor assumes no responsibility for failure to issue the Prior Opinion in the event that the Notice is made after the deadline in Paragraph 4.1 and/or does not comply with the terms set out in Paragraph 4.3.

4.5. On the basis of the Notice and documents sent, the Euronext Growth Advisor will assess whether the candidate(s) for Independent Director(s) fulfil(s) the Criteria for Independence and, no later than 3 calendar days from the receipt of the Notice, will send the Requesting Shareholders its Prior Opinion (whether positive or negative). The Prior Opinion will be sent to the address stated in the Notice.

4.6. All correspondence with the Euronext Growth Advisor must be made by certified e-mail to the following address: bancaprofilo@legalmail.it. Alternatively, a registered letter can be sent to the following address: via Cerva 28, 20122 Milan (MI), Italy. Communications sent to the Euronext Growth Advisor shall be deemed to have been made: (i) at the time of sending, if sent by certified email (as confirmed by the relevant delivery message); it being understood that to be considered as having been sent on a certain date, communications must be sent by 17:00 CET on that day; (ii) when delivered to the Euronext Growth Advisor, if made by registered letter.

5. Publications and information

5.1. This Procedure is published on the Issuer's website (www.ribamundotecnologia.es), in the *Investor relations* section.

5.2. The deadline referred to in Paragraph 4.1 of the Procedure and the details for finding this Procedure on the Issuer's website will be stated in the notice convening the Shareholders' Meeting that includes in its agenda, inter alia, the appointment of the members of the Board of Directors.

6. Amendments to this Procedure

6.1. The chief executive officer of the Issuer, subject to the favourable opinion of the Euronext Growth Advisor, which may not be unreasonably withheld, shall propose to the Board of Directors that this Procedure is amended when rendered necessary by changes in the laws and regulations applicable to issuers with securities traded on Euronext Growth Milan and/or to changes in market practice and/or in the event of requests by the Euronext Growth Advisor and/or Borsa Italiana.

⁽¹⁾ Template to be used in the event of a Notice by a single Requesting Shareholder.

⁽²⁾ Template to be used in the event of a Notice by joint Requesting Shareholders.

7. Final provisions

- 7.1. For matters not expressly provided for in the Procedure, the legal and regulatory provisions applicable to the Issuer (as an issuer with securities listed on Euronext Growth Milan) shall apply.

8. Adoption and entry into force of the Procedure

- 8.1. This Procedure, which was approved by the Issuer's Board of Directors on 24 July 2023, came into force with effect from the date that the Issuer's ordinary shares were admitted to Euronext Growth Milan.

ANNEX 1-A

Single Requesting Shareholder's notice

To:

Banca Profilo S.p.A.

via Cerva 28

20122 Milan

via certified email (PEC: bancaprofilo@legalmail.it)

Subject: Request for assessment of candidate(s) meeting the criteria for independence for the position of director of Riba Mundo Tecnología S.A. (the "Issuer")

To whom it may concern,

Whereas

- A. With the notice published on _____, the Issuer's Shareholders' Meeting was convened for _____, to resolve upon, inter alia, the appointment of members of the Issuer's board of directors.
- B. Article 6-bis, Part One, of the EGM Issuers' Regulation states that: "*The Euronext Growth Milan issuer must appoint and retain at least one independent director, selected from candidates previously identified or approved by the Euronext Growth Advisor*".
- C. Article 24 of the Issuer's Articles of Association identifies the criteria for independence that must be met by independent directors (the "**Criteria for Independence**").
- D. The undersigned shareholder of the Issuer (the "**Shareholder**"),

- Name and surname / Company name:

- Date and place of birth (individuals):

- Residence / registered office:

- Tax identification number / VAT number and companies register:

_____, owner of a shareholding of _____% of the Issuer's share capital, intends to submit the following candidacy(ies) for the election of member(s) of the Issuer's board of directors:

[PAGE TO BE REPLICATED FOR EACH CANDIDATE]

- NAME AND SURNAME: _____
- DATE AND PLACE OF BIRTH: _____
- TAX IDENTIFICATION NUMBER: _____
- RESIDENCE: _____

- E. The Issuer has adopted on a voluntary basis a procedure (the “**Procedure**”) outlining the process by which the Requesting Shareholders of the Issuer may obtain the prior opinion of the Euronext Growth Advisor, as referred to in article 6-bis, Part One, of the EGM Issuers’ Regulation (the “**Prior Opinion**”).

In view of the above, the Shareholder,

1. having taken into account the Criteria for Independence in article 24 of the Articles of Association for Independent Directors;
2. having examined the self-declaration of the candidate(s);
3. having carried out all necessary and appropriate checks and investigations on the candidate(s);

DECLARES

that the candidate(s) for the office of director meet(s), in their own judgement, the Criteria for Independence and

REQUESTS

pursuant to section 4 of the Procedure and for the purposes of article 6-bis of the EGM Issuers’ Regulation, your Prior Opinion, as the Euronext Growth Advisor of the Issuer, on whether the above-mentioned candidate(s) for the office of Independent Director of the Issuer fulfil(s) the criteria for independence.

In accordance with paragraph 4.5 of the Procedure, the address to which the Shareholder wishes to receive communications from the Euronext Growth Advisor is:

Certified email (PEC): _____; or

Registered letter _____.

The undersigned Shareholder authorises the processing of his/her personal data collected pursuant to Regulation (EU) 2016/679 (GDPR) for the purposes related to this notice.

Unless otherwise defined, capitalised terms used in this notice shall have the meaning ascribed to them in the Procedure.

Please find attached:

- certification proving that the Shareholder holds a shareholding equal to at least 10% of the Issuer’s share capital; and
- self-declaration by the candidate(s) on meeting the Criteria for Independence, including the information sheet stating: (i) the companies and/or entities of which the candidate(s) is/are, or has/have been in the past three years, a partner, employee, collaborator or member of the administrative or supervisory bodies; (ii) academic qualifications; and (iii) employment/profession.

Yours sincerely,

Attachments as listed above.

ANNEX 1-B

Joint Requesting Shareholders' Notice

To:

Banca Profilo S.p.A.
via Cerva 28
20122 Milan

via certified email (PEC: bancaprofilo@legalmail.it)

Subject: Request for assessment of candidate(s) meeting the criteria for independence for the position of director of Riba Mundo Tecnología S.A. (the "Issuer")

To whom it may concern,

Whereas

- A. With the notice published on _____, the Issuer's Shareholders' Meeting was convened for _____, to resolve upon, inter alia, the appointment of members of the Issuer's board of directors.
- B. Article 6-bis, Part One, of the EGM Issuers' Regulation states that: "*The Euronext Growth Milan issuer must appoint and retain at least one independent director, selected from candidates previously identified or approved by the Euronext Growth Advisor*".
- C. Article 24 of the Issuer's Articles of Association identifies the criteria for independence that must be met by independent directors (the "**Criteria for Independence**").
- D. The undersigned shareholders of the Issuer (the "**Shareholders**"),

[PAGE TO BE REPLICATED BY EACH SHAREHOLDER]

- NAME AND SURNAME / COMPANY NAME:

- DATE AND PLACE OF BIRTH (INDIVIDUALS):

_____ -

- RESIDENCE / REGISTERED OFFICE:

- TAX IDENTIFICATION NUMBER / VAT NUMBER AND COMPANIES' REGISTER:

- HOLDER OF A SHAREHOLDING OF _____% OF THE SUBSCRIBED SHARE
CAPITAL OF THE ISSUER AS OF TODAY'S DATE,

holders, jointly, of _____% of the Issuer's subscribed share capital as of today's date, intend to submit the following candidacy(ies) for the election of member(s) of the Issuer's board of directors:

[PAGE TO BE REPLICATED FOR EACH CANDIDATE]

- NAME AND SURNAME: _____
- DATE AND PLACE OF BIRTH: _____
- TAX IDENTIFICATION NUMBER: _____
- RESIDENCE: _____

- E. The Issuer has adopted on a voluntary basis a procedure (the “**Procedure**”) outlining the process by which the Requesting Shareholders of the Issuer may obtain the prior opinion of the Euronext Growth Advisor, as referred to in Article 6-bis, Part One, of the EGM Issuers’ Regulation (the “**Prior Opinion**”).

In view of the above, the Shareholders,

1. having taken into account the Criteria for Independence in article 24 of the Articles of Association for Independent Directors;
2. having examined the self-declaration of the candidate(s);
3. having carried out all necessary and appropriate checks and investigations on the candidate(s);

DECLARE

that the candidate(s) for the office of director meet(s), in their own judgement, the Criteria for Independence

and

REQUEST

pursuant to section 4 of the Procedure and for the purposes of article 6-bis of the EGM Issuers’ Regulation, your Prior Opinion, as the Euronext Growth Advisor of the Issuer, on whether the above-mentioned candidate(s) for the office of Independent Director of the Issuer fulfil(s) the criteria for independence.

In accordance with paragraph 4.4 of the Procedure, the address to which the Shareholders wish to receive communications from the Euronext Growth Advisor is:

Certified email (PEC): _____; or

Registered letter _____.

it being understood that notices made to that address shall be deemed to have been made to all Shareholders.

The undersigned Shareholders authorise the processing of their personal data collected pursuant to Regulation (EU) 2016/679 (GDPR) for the purposes related to this notice.

Unless otherwise defined, capitalised terms used in this notice shall have the meaning ascribed to them in the Procedure.

Please find attached:

- certification proving the shareholding of each Shareholder which, added together, amounts to a shareholding equal to at least 10% of the Issuer’s share capital; and
- self-declaration by the candidate(s) on meeting the Criteria for Independence, including the information sheet stating: (i) the companies and/or entities of which the candidate(s) is/are, or has/have been in the past three years, a partner, employee, collaborator or member of the administrative or supervisory bodies; (ii) academic qualifications; and (iii) employment/profession.

Yours sincerely,

[PAGE TO BE SIGNED BY EACH SHAREHOLDER]

Attachments as listed above.

ANNEX 2

Self-declaration

Subject: Self-declaration to certify the fulfilment of the criteria for independence required by the articles of association of Riba Mundo Tecnología S.A. (the “Issuer”)

The undersigned _____, born in _____ on _____, resident in _____, tax identification number _____, with reference to the proposal for appointment as independent director at the Issuer’s Shareholders’ Meeting to be held at _____, _____ n. _____, on _____, to determine, inter alia, the appointment of members to the Issuer’s Board of Directors

CONFIRMS

that he/she meets the criteria for independence set out in article 24 of the Issuer’s Articles of Association to qualify as an independent director.

The undersigned authorises the processing of his/her personal data collected pursuant to Regulation (EU) 2016/679 (GDPR) for the purposes related to this declaration.

Please find enclosed an information sheet stating: (i) the companies and/or entities of which the undersigned is, or has been in the past three years, a partner, employee, collaborator or member of the administrative or supervisory bodies; (ii) academic qualifications; and (iii) his/her occupation/profession, at the date of this declaration.

Signature

Name:

Place:

Date:

Attachments as listed above.

Attached to the Self-declaration

Information sheet

- A LIST OF THE COMPANIES AND/OR ENTITIES OF WHICH THE UNDERSIGNED IS OR HAS BEEN, IN THE PAST THREE YEARS, A PARTNER, EMPLOYEE, COLLABORATOR OR MEMBER OF THE ADMINISTRATIVE OR SUPERVISORY BODIES:

COMPANY PARTNER/ROLE/POSITION

- ACADEMIC QUALIFICATIONS:

- EMPLOYMENT/PROFESSION
