

**Atalaya Mining Copper, S.A.**  
**GENERAL MEETING REGULATIONS**

**PART I**

**GENERAL PROVISIONS**

**1     Purpose**

These Regulations set out the principles for the organisation and proceedings of general meetings of shareholders of Atalaya Mining Copper, S.A. (the “**Company**”). They contain, among others, rules concerning notices, preparation, information, attendance and procedure for general meetings. These Regulations also set out how shareholders can exercise their voting rights when meetings are called and held, in accordance with the articles of association and applicable legislation.

**2     Scope and interpretation**

These Regulations:

- 2.1**   apply to all general meetings of the Company’s shareholders, annual and extraordinary, and develop and supplement applicable law and the Company’s articles of association, which must prevail in the event of any conflict with these Regulations.
- 2.2**   shall be interpreted in accordance with applicable law and the Company’s articles of association. Any issues that arise regarding the application and interpretation of these Regulations shall be resolved by the board of directors or, if they arise in the course of a general meeting of shareholders, by the chair of the meeting.

**PART II**

**CONCEPT, TYPES AND COMPETENCES OF GENERAL MEETINGS**

**3     Types of meetings**

- 3.1**   General meetings are annual or extraordinary.
- 3.2**   Annual general meetings must be called to be held within the first six months of each year for shareholders to approve the way in which the Company has been managed and the accounts for the previous year and to pass a resolution regarding allocation of the result, notwithstanding shareholders’ authority to discuss and pass resolutions on any other matter included in the agenda or legally permitted. Annual general meetings will be valid even if called or held outside the above time limit.
- 3.3**   All general meetings that are not that described in 3.2 are extraordinary general meetings.

## **PART III**

### **NOTICE AND PREPARATION OF MEETINGS**

#### **Section I**

#### **Convening general meetings**

##### **4 Convening meetings and notice of meetings**

**4.1** General meetings must be convened by the board at least one month in advance, except where the law requires a longer notice period. However, when the latest annual meeting has so decided, extraordinary general meetings may be called only 15 days in advance provided that the Company offers all shareholders the possibility of voting by electronic means available to all shareholders.

**4.2** General meetings will be convened in accordance with applicable regulations and, in any case, by public notice (i) on the Company's website; and (ii) in the official gazette of the Spanish companies registry (*Registro Mercantil*)

In the event that the Company lists on the Main Market of the London Stock Exchange (and for so long as it remains listed thereon), general meetings will also be convened by issuing a circular containing the information prescribed by the applicable listing rules and in accordance with market practice.

**4.3** The meeting notice, as well as any other legally required information under applicable regulations, must state: (i) whether the meeting is the annual general meeting or an extraordinary meeting and whether it will be held only online; (ii) the Company's name and the date, time and place of the meeting; (iii) the agenda stating the businesses to discuss; (iv) the office of the person(s) convening the meeting; (v) the date on which shareholders must have their shares registered in their name to be able to participate and vote at the general meeting; (vi) the place and manner in which full copies of the documents and proposed resolutions can be obtained; and (vii) the address of the Company's website on which the information will be available.

**4.4** An adjourned meeting date may be stated in case it is not possible to hold the meeting on the scheduled date. The adjourned meeting must be at least 24 hours later.

**4.5** If general meetings, duly convened, are not held at the originally scheduled date and no adjourned meeting date was provided in the notice, the adjourned meeting must be announced, with the same agenda and publicised as required for the original meeting, within 15 days after the general meeting is not held and at least 10 days before the alternative meeting date.

##### **5 Rights of shareholders with regard to convening meetings**

**5.1** Once the annual general meeting has been convened, shareholders representing at least 3% of the share capital may request that items are added to the agenda. Such requests must be received by reliable means at the Company's registered offices within five days after the meeting notice is published. One or more agenda items may be added, provided that requests contain reasons for these or, where applicable, reasoned proposals for resolutions. Amended meeting notices must be published at least 15 days before the originally scheduled

general meeting date. This right cannot be exercised in relation with extraordinary general meetings.

- 5.2** The board must call an extraordinary general meeting when requested by shareholders representing at least 3% of the share capital, stating in that request the business to discuss.

In this case, the general meeting must be convened to be held within two months after the date on which the board has been requested via a notary public to call the meeting, the agenda necessarily including the items of business requested.

- 5.3** With regard to any general meeting, whether the annual general meeting or an extraordinary general meeting, shareholders representing at least 3% of the share capital may, within the same time stated in 5.1, propose reasoned resolutions on matters already included or that should be included in the convened meeting agenda.

- 5.4** When a shareholder has exercised the right to add items to the agenda or propose new resolutions, the Company shall immediately and in any case within the legally stipulated times announce the additional business and new proposed resolutions and distribute enclosed documents where applicable.

## **Section II**

### **Preparation of general meetings**

#### **6 Information available from the notice date**

The Company will publish on its website the information required in accordance with applicable law or the Company's articles of association, continuously from the date the meeting is announced until it is held.

#### **7 Information rights**

- 7.1** From the same day on which the general meeting notice is published to the fifth day before the meeting inclusive, shareholders may request in writing the information or clarifications they consider necessary regarding the items on the agenda or ask in writing the questions they consider pertinent.

Shareholders may also request, in writing and within the same period, the clarifications they consider necessary regarding the report from the Company's statutory auditor or any financial or non-financial information the Company has made public since the last general meeting. The board will be required to provide this information in writing up to the day the general meeting is held

- 7.2** Information requests may be delivered at the Company's registered offices or sent to the Company by post or electronic or remote means addressed to the management and subject to the requirements specified in the relevant meeting notice. The Company's website will contain the relevant detailed explanations of how shareholders can exercise their rights to information, according to applicable law.

The board may authorise any of its members, its secretary or one or more officers to respond to shareholders' information requests for and on behalf of the board.

- 7.3** In addition to written information requests, shareholders may verbally request the information or clarifications they consider convenient regarding agenda items or any

information made public by the Company since the last general meeting or the report from the Company's statutory auditor. If not possible to fulfil the shareholder's right at that time, the board will be required to provide the information in writing within seven days after the meeting has ended.

- 7.4** Valid written questions or requests for information and clarification and board written responses will be posted on the Company's website.
- 7.5** When, before a specific question is asked, the requested information is clearly, specifically and directly available in a Q&A format for all shareholders on the Company's website, the board may limit its response to sending the information in that format.
- 7.6** The board will be required to provide the information requested under 7.1 and 7.3, except in cases where the requested information is not necessary to protect the rights of the member, or there are objective reasons to consider that it could be used for purposes outside the Company or its publicity could be harmful to the Company or to related companies. Requested information cannot be withheld when the request is supported by shareholders representing at least 25% of the share capital.

## **8 Proxies**

- 8.1** All shareholders entitled to attend general meetings may appoint a proxy, even if the proxy is a non-shareholder.
- 8.2** Proxies must be given in writing, including by electronic means.
- 8.3** Proxies must be granted specifically for each general meeting, except proxies to family members or resulting from a general power of attorney.
- 8.4** Where proxies are appointed by post or electronic or any other means of distance communication, in the meeting notice the board will establish the procedure to follow, which will include measures to duly protect the identity of the shareholder and their proxy and, where applicable, the security of electronic communications.

Proxy notices issued by any means of electronic or distance communication must be received by the Company before midnight the day before the scheduled meeting date. In its resolution to call the relevant general meeting, the board may shorten this required notice period, giving that decision the same publicity as the meeting notice.

- 8.5** The chair of the general meeting, or the persons designated by the chair, shall resolve any queries that arise and will determine the validity of proxies appointed and that meeting attendance requirements are met.
- 8.6** Proxy appointments are always revocable. Attendance at the meeting by the shareholder, whether in person or by voting remotely, revokes any proxy appointment, irrespective of its date. Proxy appointments will also be invalidated if the Company becomes aware that the shares represented have been sold.
- 8.7** In cases where the Company's directors or custodian institutions request or any other person or entity publicly request to be represented at a meeting in their own or another party's name, the document substantiating the proxy must have attached or contain the agenda, the request for instructions for the exercise of voting rights, and information on how the proxy will vote in the absence of precise instructions. A public request shall be regarded to exist when the same entity or person represents more than three shareholders.

- 8.8** By way of exception, the proxy may vote different to the instructions in circumstances that were unknown when their instructions as to how to vote were sent and the shareholder's interests are at risk. In cases where proxies vote differently to the instruction received, the proxy must inform the shareholder immediately in writing giving reasons for how they voted.
- 8.9** Before they are appointed, proxies must report in detail to the shareholder any conflict of interest in accordance with applicable law. If the conflict arises after their appointment and the shareholder was not advised of its possibility, the proxy must inform the shareholder immediately. In both cases, unless the proxy has received new and specific instructions as to how to vote on each of the matters on which the proxy has to vote on the shareholders' behalf, they should abstain from casting a vote.
- 8.10** The board is authorised to implement the appropriate rules, means and procedures for proxies. Board rules adopted pursuant to these provisions will be published on the Company's website.

## **PART IV**

### **PROCEEDINGS AT GENERAL MEETINGS**

#### **Section I**

#### **Constitution of meetings**

##### **9 Attendance at general meetings**

- 9.1** All shareholders are entitled to attend general meetings, provided that their ownership is recorded in the relevant registration system five days before the meeting.
- 9.2** For each general meeting the board will consider the possibility of organising participation by electronic means. The board may also call general meetings to be held entirely online i.e. without shareholders or their proxies physically attending.
- 9.3** To attend general meetings and for exercising their rights, shareholders must fulfil the set procedures in the manner and time determined by the board in the notice.
- 9.4** Rules of procedure adopted pursuant to this section will be published on the Company's website.

##### **10 Presiding officers at general meetings**

- 10.1** The presiding officers at general meetings will be the chair and the secretary of the general meeting.
- 10.2** The chair will be responsible for:
- (a) Opening the session;
  - (b) Confirming and therefore declaring that the general meeting is validly constituted;
  - (c) Announcing, where applicable, the board's request for a notary public to take minutes of the meeting;
  - (d) Resolving queries, requests for clarification or complaints made in connection with the attendance list, the identity and legitimacy of shareholders and shareholder

proxies, the authenticity and completeness of admission cards – or relevant proof – and forms of proxy notice and remote voting, as well as all matters relating to the possible disapplication, suspension or restriction of voting rights and in particular the right to vote attached to shares in accordance with the law;

- (e) If considered convenient, addressing the general meeting to report on the Company's progress and to present Company results, targets and projects;
- (f) Giving the floor to the directors or senior officers considered appropriate to address the general meeting of shareholders, including to respond to shareholders' information requests in the meeting;
- (g) Organising and directing speakers so that deliberations follow the agenda;
- (h) Organising and leading deliberations, giving the floor to shareholders to speak as requested, stopping them or not allowing them to speak when considering that a matter has been debated sufficiently, is not on the agenda or impedes proceedings;
- (i) Rejecting proposals made by shareholders when inappropriate or late;
- (j) Announcing when a poll is to be taken;
- (k) Establishing the systems and procedures for polling, organizing polls and determining the system for screening and counting votes;
- (l) Announcing poll results;
- (m) Where advisable in exceptional circumstances, temporarily suspending the general meeting for the time considered appropriate and proposing its postponement;
- (n) Bringing meetings to a close; and
- (o) In general, performing all other duties, including those of order and discipline, as are necessary for meetings to proceed properly.

## **11 Constitution of general meetings**

- 11.1** General meetings shall be validly constituted with the quorum required by applicable law or the articles of association, having regard to the matters on the agenda in the meeting notice and whether it is held on the scheduled or adjourned meeting date.
- 11.2** If, in accordance with the applicable law or the articles of association, a particular quorum is required for a resolution to be validly adopted on one or more agenda items at the general meeting and that quorum is not achieved, the agenda will be reduced to the rest of the items that do not require that quorum for resolutions to be validly adopted.

## **12 Attendance list**

Before beginning on the agenda in the notice, the attendance list will be drawn up specifically stating which shareholders are present in person and which by proxy and the number of own or others' shares represented. At the end of the list it will be stated how many shareholders are present in person and how many by proxy, as well as the shares held, specifying which shareholders have voting rights.

### **13 Place of general meetings**

General meetings will be held in the place stated in the notice, which shall be located in Spain, or in the United Kingdom in the event that the Company lists on the Main Market of the London Stock Exchange (and for so long as it remains listed thereon). General meetings held entirely online will be deemed held at the registered office regardless of where the chairman of the meeting is located.

## **Section II**

### **Conduct of general meetings**

### **14 Commencement of meeting**

After confirming the necessary quorum is present, the chair will declare the meeting duly constituted, at the scheduled or adjourned time, as applicable. The chair will announce the final figures before a poll is taken.

## **Section III**

### **Polls and documentation of resolutions**

### **15 Polling by means of distance communication before general meetings**

- 15.1** Shareholders may cast their vote on the proposals in the agenda (including the case of General meetings held entirely online) by post, electronically or by any other means of distance communication, provided the identity of the party exercising their right to vote and, where applicable, the security of electronic communications are duly guaranteed.
- 15.2** The board is authorised to implement the appropriate rules, means and procedures to arrange remote voting by means of distance communication, including electronic means. The rules adopted by the board pursuant to this provision will be published on the Company's website.

### **16 Voting on proposed resolutions**

- 16.1** A poll will be taken on the proposed resolutions on agenda items and, where applicable, those others on which a poll may be taken in accordance with applicable law, even where not included in the agenda.
- 16.2** The voting process will follow the set agenda. A poll will first be taken on the resolutions proposed by the board and then, if applicable, on those proposed by other parties and those relating to matters on which the shareholders may adopt resolutions without being included in the agenda, the chair deciding the order in which these are put to a vote.

Unless the chair of the general meeting decides to proceed otherwise, once a proposed resolution is passed, all other incompatible proposals relating to the same matter shall lapse, with no poll taken on these accordingly.

- 16.3** The chair will be responsible for deciding the system of voting and for directing the relevant process, in which the chair may be assisted by the returning officers they are free to appoint.

## **17     Adoption of resolutions and announcement of results**

- 17.1** Each voting share of a shareholder present in person or by proxy at a general meeting confers the right to cast one vote.
- 17.2** Except where other majorities are established by applicable law or in the articles of association, resolutions will be adopted by a simple majority of votes cast by shareholders present in person or by proxy at a general meeting, a resolution being carried when it receives more votes in favour than against.
- 17.3** To determine the number of votes that count towards the necessary majority to pass different resolutions, shares will be deducted in respect of which by applicable law and under the articles of association (and based on the proposed resolution put to a vote), the right to vote cannot be exercised.

## **18     Minutes of meetings**

- 18.1** Resolutions at general meetings, with a summary of business discussed and statements requested to be recorded, will be set out in minutes included in the minute book. Minutes of meetings must be approved by shareholders themselves at the end of the meeting or otherwise within 15 days by the chair and two shareholders acting as controllers, one representing the majority and the other the minority.
- 18.2** Corporate resolutions may be implemented from the date the minutes are approved in which they are contained.
- 18.3** The board may request the presence of a notary (which will be mandatory in cases of general meetings held entirely online) to take minutes of the meeting in accordance with applicable law.

## **19     Disclosure of resolutions**

Resolutions passed and the results of polls will be published in accordance with applicable regulations and, in any case, in full on the Company's website within five days after the end of the general meeting.