

# **ATALAYA MINING COPPER, S.A.**

## **Shareholders' General Meeting**

Pursuant to a resolution by the Board of Directors, the **Shareholders' Meeting of Atalaya Mining Copper, S.A.** (the "**Company**") is called to be held at **Hamilton House, 1 Temple Avenue, London EC4Y 0HA, United Kingdom, on 25 June 2026, at 12 noon (CEST, 11 UK time)**, on second call. In accordance with Spanish law, the Shareholders' General Meeting is also convened on 24 June 2026 on first call in the same place and at the same time, although shareholders are informed that, in accordance with the Spanish practice, it is expected that the Shareholders' Meeting will be held on Thursday 25 June on the second call.

The Shareholders' General Meeting is called in accordance with the following

### **AGENDA**

- 1. Approval of the audited Annual Accounts and Management Reports of the Company and its consolidated group (including UK market version) for the 2025 financial year.**
- 2. Approval of the Sustainability Report for the financial year 2025.**
- 3. Approval of the Board of Directors' management during the financial year 2025.**
- 4. Approval of the proposal for the allocation of the results corresponding to the financial year 2025.**
- 5. Approval of the final dividend in respect of the financial year 2025.**
- 6. Re-election and appointment of directors for a period of one year:**
  - 6.1 re-election of Mr. Jesús Fernández López as a director;
  - 6.2 re-election of Mr. Neil Dean Gregson as a director;
  - 6.3 re-election of Mr. Alberto Arsenio Lavandeira Adán as a director;
  - 6.4 re-election of Ms. Kate Jane Richards (Harcourt) as a director;
  - 6.5 re-election of Ms. Carole Helene Whittall as a director;
  - 6.6 re-election of Ms. María del Coriseo González-Izquierdo Revilla as a director;
  - 6.7 appointment of Dr. Michael Graham Armitage as a director; and
  - 6.8 appointment of Mr. Hendrik Johannes Faul as a director.
- 7. Consultative vote on the annual report on directors' remuneration for the financial year 2025.**
- 8. Approval of a maximum aggregate amount for the directors' remuneration.**
- 9. Amendment of the long-term incentive plan.**
- 10. Approval of the maximum number of shares that may be allotted to satisfy share awards under share incentive plans during the 2026 financial year.**
- 11. Authorisation for the acquisition of the Company's own shares, directly and/or through its subsidiaries.**

12. **Authorisation to the Board of Directors, with express power of sub-delegation, to resolve to increase the share capital in accordance with article 297.1.b) of the Spanish Companies Act.**
13. **Authorisation to the Board of Directors, with express power of sub-delegation, to issue securities (including warrants) convertible and/or exchangeable for shares in the Company. Establishment of the criteria for the determination of the base and the terms and conditions applicable to conversion or exchange.**
14. **Authorisation to the Board of Directors, with express power of sub-delegation, to exclude pre-emptive subscription rights in relation to capital increases and issues of convertible or exchangeable securities approved by the Board of Directors under authorisations granted in resolutions 12 and 13.**
  - 14.1 up to a maximum amount of 10% of the share capital, without restriction.
  - 14.2 up to a maximum of an additional 10% of the share capital, to be used for a specific acquisition or capital investment.
15. **Amendment of Article 23.6 of the Articles of Association on executive directors' remuneration.**
16. **Delegation of powers to formalise and execute all resolutions adopted by the Shareholders' General Meeting.**
17. **Approval of the minutes of the meeting.**

#### **BOARD RECOMMENDATION**

The Board of Directors considers that the resolutions that are proposed to the Shareholders' General Meeting for approval under each of the items on the agenda are in keeping with the corporate interest and recommends that shareholders vote in favour of all resolutions.

#### **SUPPLEMENT TO THE CALL NOTICE AND SUBMISSION OF ADDITIONAL RESOLUTION PROPOSALS**

- (A) **Shareholders with shares recorded in the book-entries register of Iberclear or any of its participating entities**

Shareholders representing at least three per cent of the share capital may (a) request the publication of a supplement to this call notice, including one or more items on the agenda, provided they are accompanied by the corresponding rationale or, if appropriate, by a well-founded proposed resolution; and (b) submit reasoned proposals for resolutions on items already included or to be included on the agenda. This right must be exercised by serving duly verifiable notice (including the relevant documentation evidencing shareholder status) which must be received at the registered office (Paseo de las Delicias, 1, 3, 41001, Sevilla, Spain), marked for the attention of the Investors Office (Atalaya) within five days after the publication of this call notice. Notwithstanding this, Shareholders exercising any of these rights are encouraged to send a copy of the relevant notice to the Company by e-mail (to the e-mail address: [agm@atalayamining.com](mailto:agm@atalayamining.com)).

- (B) **CDI Holders**

To request the inclusion of items on the agenda or draft resolutions, any CREST Depository Interest (“**CDI**”) holder (“**CDI Holder**”) should contact their broker or nominee account holder in CREST (“**CREST Account Holder**”) to check the requirements, process, and deadlines for sending such a request.

### **RIGHT TO INFORMATION**

Under the applicable legislation and, in particular, Article 272 and related provisions of the Spanish Companies Act, shareholders have the right to examine and obtain at the registered office (Paseo de las Delicias, 1, 3, 41001, Sevilla, Spain), Monday to Friday, from 09:00 to 16:00 (CEST), or to make a request to the Company that a copy of the following documents be sent to them, immediately and free of charge:

- (a) the financial statements, the annual report and management reports of the Company and of its consolidated group as well as the sustainability report, together with the related auditors’ reports, and the proposed allocation of results, all in relation to the financial year 2025; and
- (b) the complete wording of the proposed resolutions prepared by the Board of Directors in relation to the items on the agenda and the reports issued by the Board in connection thereto.

All the documents mentioned above are also available on the Company’s website (<https://atalayamining.com>).

**(A) Shareholders with shares recorded in the book-entries register of Iberclear or any of its participating entities**

Until the fifth day before the scheduled date for holding the Shareholders’ General Meeting, that is, until 19 June 2026, considering that the Shareholders’ General Meeting it is expected to be held on second call (25 June), Shareholders may request any information or clarification they consider necessary, or submit in writing any questions they consider should be asked, concerning the items on the agenda.

Any requests for information or clarification and the submission of questions must be sent in writing by post to the registered office (Paseo de las Delicias, 1, 3, 41001, Sevilla, Spain) or by e-mail (to the e-mail address: [agm@atalayamining.com](mailto:agm@atalayamining.com)), mentioning the name of the Shareholder making the request, together with their DNI or passport number or shareholder reference number, and the address for the purpose of replying if it is to be sent by post.

**(B) CDI Holders**

If a CDI Holder wishes to submit written questions to the Chair of the Board in relation to matters on the agenda for the meeting, then the CDI Holder should contact their CREST Account Holder to check the requirements, process, and deadlines for making such submissions as a CDI Holder.

### **RIGHT TO ATTEND THE MEETING AND VOTE AND PROXIES**

**(A) Shareholders with shares recorded in the book-entries register of Iberclear or any of its participating entities**

Shareholders who have shares recorded in their name on the relevant book-entries register of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) or any of its participating entities and evidence this with the

appropriate attendance and proxy card or certificate issued by any of such entities or in any other manner permitted by legislation in force, will be entitled to attend the Shareholders' Meeting in a speaking and voting capacity.

Shareholders mentioned in the preceding paragraph may appoint another person to represent them by fulfilling the requirements and formalities required to this end. In the Company's website such shareholders may find the relevant proxy forms.

Such shareholders may appoint proxies prior to the Shareholders' General Meeting by postal or electronic correspondence by sending their original attendance and proxy card, with the relevant section duly completed and signed, to the registered office (Paseo de las Delicias, 1, 3, 41001, Sevilla, Spain). The attendance and proxy card may also be sent to the Company by email to: [agm@atalayamining.com](mailto:agm@atalayamining.com).

Proxies appointed must be received by the Company not later than midnight on the day immediately preceding the date scheduled for the Shareholders' Meeting that is, not later than midnight 24 June 2026, considering that the Shareholders' Meeting will be held on second call (25 June) (the "**Proxies Deadline**"). Otherwise, proxies will be considered not to have been appointed for the meeting.

(B) **CDI Holders**

(a) EUI and CREST International service for proxy voting

- I. A CDI Holder cannot give voting instructions directly to the Company. A CDI Holder must instead give their voting instructions directly to their CREST Account Holder. Their CREST Account Holder will in turn cast their votes via the Euroclear & International Limited ("**EUI**") and CREST International service for proxy voting (which is provided by Broadridge Financial Solutions Limited ("**Broadridge**").
- II. Further details in relation to the Broadridge voting service can accessed on the EUI "My Euroclear" website (<https://my.euroclear.com>) and further details on instructions for voting can be found under "All you need to know about SRD II in Euroclear UK & International – Euroclear".
- III. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the UK Uncertificated Securities Regulations 2001.
- IV. Sending voting instructions to your CREST Account Holder
  - (a) A CDI Holder should consult with their CREST Account Holder at the earliest opportunity for further information on the processes and timelines for submitting their votes for the Shareholders' General Meeting. In particular, the CDI Holder will need to contact their CREST Account Holder for details of:
    - (i) The means of communication which can be used to send their voting instructions to them; and
    - (ii) The latest deadline (date and time) to lodge their voting instructions with them
  - (b) It is also important to note that the voting deadline of the CREST International service for proxy voting provided by Broadridge is

expected to be at least two business days prior to the Company's proxy appointment deadline. However, the CDI Holder should confirm the precise Broadridge voting deadline with its CREST Account Holder (in addition to checking what its CREST Account Holder's own deadline is for receiving voting instructions). Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

- V. Broadridge Global Voting service for CREST Account Holders and brokers holding CDI interests for clients in CREST
- (a) EUI, the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via Broadridge, a third-party service provider. Your CREST Account Holders and brokers holding CDI interests for clients in CREST will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service, in order to receive meeting announcements and send back voting instructions.
  - (b) For client set-up, they will need to complete the Meetings and Voting Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied for verification purposes using the following email address: [UK-membership@euroclear.com](mailto:UK-membership@euroclear.com).
  - (c) Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact the applicant and share further detailed information on the service offering and initiate the process for granting the applicant access to the Broadridge platform.
  - (d) The above process is to be completed only for the set-up. Once a CREST Account Holder has access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received by the Broadridge voting deadline date. Alternatively, Broadridge may provide a facility for CREST Account Holders to send a third-party proxy voting instructions through the Broadridge platform to appoint a third party (who may be a corporate representative of the CDI holder themselves) to attend and vote at the Shareholders' General Meeting for the number of ordinary shares specified in the proxy instruction (subject to the Broadridge voting deadline).
  - (e) CREST Account Holders or brokers holding CDI interest for clients in CREST are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail themselves of this voting service.

- (b) Attending the Shareholders' General Meeting in person
  - I. A CDI Holder cannot give voting instructions directly to the Company and must give their voting instructions directly to their CREST Account Holder only. If, however, the CDI Holder wishes to attend the Shareholders' General Meeting and cast their votes in person, then the CDI Holder needs to liaise with its banker or broker ahead of the Shareholders' General Meeting to request that an admission card be issued to the CDI Holder.
  - II. If the CDI Holder has not received an admission card before the Shareholders' General Meeting, the CDI Holder will need to present at the Shareholders' General Meeting:
    - (a) a certificate of participation issued by the banker or broker who holds the CREST Account in which the CDIs are registered; and
    - (b) a valid identification document.
- (c) Transfer by CDI Holders of their CDIs prior to the Shareholders' General Meeting

Limitations on the exercise of voting or attendance rights may apply in respect of CDI trades which are expected to settle after the Broadridge voting deadline but before the Company's record date. The CDI Holder should therefore consult with their CREST Account Holder at the earliest opportunity for further information on the requirements, processes, and timelines for submitting their votes (and on their eligibility to submit such votes) for the Shareholders' General Meeting.

### **DATA PROTECTION**

The Company will process the personal data that shareholders send to the Company or that are provided thereto by the institutions with which their shares are deposited in order to manage the call to and holding of the Shareholders' General Meeting, based on compliance with a legal obligation. The data thereof will also be processed in order to manage the development of, compliance with and supervision of the shareholding relationship, based on performance of the underlying contractual relationship.

Seville, 21 May 2026. The Secretary of the Board of Directors, Mrs. Frances Robinson.