

## ANNUAL GENERAL MEETING

**9 MAY 2025 – 10:00 A.M. (Lisbon Time)**

### Notice to Convene

The Annual General Meeting of shareholders of Galp Energia, SGPS, S.A. (“Company”) is hereby convened, in accordance with the applicable law and By-laws, to meet on May 9, 2025 at 10:00 a.m. (Lisbon Time), by telematic means, with the following agenda:

1. Resolve on the ratification of the co-option of Nuno Holbech Bastos as a member of the Board of Directors of the Company to complete the current term of office (2023-2026).
2. Resolve on the integrated management report, the individual and consolidated accounts and the remaining reporting documents for the year 2024, including the corporate governance report and the consolidated non-financial information, together with the accounts legal certification documents and the opinion and activity report of the Audit Board.
3. Resolve on the proposal to allocate the 2024 results.
4. Perform a general appraisal of the Board of Directors, the Audit Board and the Statutory Auditor for the year 2024, in accordance with Article 455 of the Portuguese Companies Code.
5. Resolve on the granting of authorisation to the Board of Directors for the acquisition and disposal of own shares and bonds.
6. Resolve on the reduction of the Company’s share capital up to 9% of its current share capital by cancellation of own shares.
7. Resolve on the Remuneration policy for the members of the corporate bodies.

The information on the requirements and procedures to participate, be represented at and vote at the General Meeting, to add new items to the agenda and submit proposals are attached hereto and is an integral part of this Notice to Convene.

The preparatory information for the Annual General Meeting required under Article 289 of the Portuguese Companies Code and Article 21-J of the Portuguese Securities Code, including reporting documents, are available from the publication date of this Notice Convene on the Company’s website at [General Meeting | Galp](#), at the Company’s registered office, as well as on the website of the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*) at [www.cmvm.pt](http://www.cmvm.pt). Shareholders may also send an e-mail to [ag@galp.com](mailto:ag@galp.com) requesting this information in writing.

Lisbon, April 7, 2025

Chair of the Board of the General Meeting



Ana Perestrelo de Oliveira

## Information on participation in the Annual General Meeting

### 1. Key dates

Record Date: **May 2, 2025**

By May 1, 2025 11:59 p.m. (GMT)	By May 2, 2025 11:59 p.m. (GMT)	Since May 6, 2025 12:00 hours (GMT) until May 8, 2025 5:00 p.m. (GMT)
Reception of declarations issued by shareholders intending to participate in, or be represented at, the General Meeting, by the financial intermediaries	Reception by e-mail of declarations issued by financial intermediaries stating the number of shares registered in the name of each shareholder who has expressed intention to participate in the General Meeting	Voting on the electronic voting platform
Reception by e-mail of proxy letters	Reception by e-mail of declarations issued by shareholders who, on a professional basis, hold shares in their own name but on behalf of clients and intend to vote differently with their shares	Reception of votes by postal and electronic communications

### 2. Participation in the Annual General Meeting

Galp's shareholders have the right to participate, discuss and vote at the Annual General Meeting, provided that the following cumulative requirements are met:

- if at 00:00 hours (GMT) of May 2, 2025 (the "Record Date"), corresponding to the 5th trading day prior to the Annual General Meeting, they hold, at least, one share with voting rights;
- up to 11:59 p.m. (GMT) on May 1, 2025, they have declared by e-mail to the financial intermediary where the individual securities registration account is open, their intention to participate in the Annual General Meeting. For this purpose, they may use the forms available on Galp's website at [General Meeting | Galp](#);
- the respective financial intermediary, after being informed of its client's intention to participate in the Annual General Meeting, pursuant to sub-paragraph b) above, has sent to the Chair of the Board of the General Meeting, to [ag@galp.com](mailto:ag@galp.com), by 11:59 p.m. (GMT) on May 2, 2025, information on the number of shares registered in its client's name, as at 00:00 hours (GMT) of the Record Date.

The exercise of these rights is not adversely affected by the transfer of the shares after 00:00 hours (GMT) on the Record Date, nor does it depend on the shares being blocked between that date and the date of the Annual General Meeting.

However, shareholders that have already declared their intention to participate in the Annual General Meeting pursuant to sub-paragraph b) above but transfer ownership of the shares between 00:00 hours (GMT) of the Record Date and the end of the Annual General Meeting shall immediately inform the Chair of the Board of the General Meeting, to the e-mail address [ag@galp.com](mailto:ag@galp.com), and the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*, CMVM).

Shareholders who, on a professional basis, hold shares in their own name but on behalf of clients may vote in different ways with their shares, provided that, in addition to the documents referred to in sub-paragraphs b) and c) above, they submit to the Chair of the General Meeting, to the e-mail address [ag@galp.com](mailto:ag@galp.com), by 11:59 p.m. (GMT) on May 2, 2025, using sufficient and proportionate evidence, (i) the identification of each client and the number of shares and corresponding votes to be cast on their behalf, and (ii) the specific voting instructions for each agenda item provided by each client.

### 3. Participation in the Annual General Meeting by telematic means

The Annual General Meeting will be held exclusively by telematic means.

When sending a notice of intention to attend the Annual General Meeting to the financial Intermediary, shareholders must include their e-mail address for receiving communications regarding the General Meeting, namely the General Meeting's access codes.

Following this communication and once Galp has received the declarations of ownership of the shares issued by the financial intermediary, the shareholder or his/her representative will receive, by e-mail, the information necessary for its participation in the meeting of the Annual General Meeting by electronic means.

Under the applicable law, the Company will ensure the authenticity of the declarations and the security of the communications and register their content and the respective intervening parties in the meeting of the General Meeting.

The participation of the shareholder or shareholder's representative in the Annual General Meeting by telematic means is allowed even if he/she has not exercised his/her vote, being considered as an abstention if he/she also does not exercise his right to vote during the General Meeting.

### 4. Representation at the Annual General Meeting

Shareholders, whether legal or natural persons, who wish to be represented at the meeting shall send the relevant proxy letters addressed to the Chair of the Board of the General Meeting, by e-mail to the e-mail address [ag@galp.com](mailto:ag@galp.com), by 11:59 p.m. (GMT) of May 1, 2025, together with a copy of the representative's national or foreign identification document.

For this purpose, shareholders can obtain the sample proxy letter on Galp's website at [General Meeting | Galp](#) or by means of a request sent to the e-mail address [ag@galp.com](mailto:ag@galp.com).

Any shareholder may appoint different representatives in relation to shares held in different securities accounts, without prejudice to the principle of uniform vote, under the terms of Article 385 of the Portuguese Companies Code.

The request for representation of more than 5 shareholders shall include the following elements:

- a) specification of the Meeting, indicating date, time and agenda;

- b) information on document consultation by shareholders;
- c) precise details on the person or persons appointed as representatives;
- d) the manner in which the representative will exercise the vote if no instructions are given by the represented shareholder;
- e) statement according to which, in case of unforeseen circumstances, the representative shall vote in the manner it deems to best satisfy the represented shareholder's interests;
- f) the voting rights that are attributed to the requesting shareholder pursuant to paragraph 1 of Article 20 of the Portuguese Securities Code; and
- g) the grounds for the manner in which the votes are to be exercised by the requesting shareholder.

## 5. Voting by postal or electronic correspondence

Under Article 384 (8) and (9) of the Portuguese Companies Code, Article 22 of the Portuguese Securities Code and Article 10 of Galp's By-laws, shareholders that may attend the Annual General Meeting may exercise their right to vote by postal or electronic correspondence in relation to each of the agenda items:

- a) by letter addressed to the Chair of the Board of the General Meeting and sent by registered mail with acknowledgement of receipt, or by e-mail to [ag@galp.com](mailto:ag@galp.com), provided that this letter or e-mail is received at the registered office of the Company or in the mentioned e-mail address until 5 p.m. (GMT) of May 8, 2025;
- b) with the voting statement signed by the shareholder or the shareholder's legal representative. In the case of a natural person, the voting statement must be accompanied by a legible copy of the national or foreign identification document of the shareholder.

The exercise of voting by postal or electronic correspondence does not exempt the financial intermediary from sending, until 11:59 p.m. (GMT) of May 2, 2025, information on the number of shares registered in the name of its client, with reference to 00:00 (GMT) of the Record Date.

The Chair of the Board of the General Meeting is responsible for verifying the authenticity and regularity of the votes issued by correspondence, as well as ensure their confidentiality up to the moment of the casting of votes.

Votes cast by correspondence shall be considered as negative votes in relation to resolutions proposals that are presented or amended after the date on which those votes have been issued, except in the case of elective resolutions, where such votes are considered as not cast.

After the exercise of the right to vote by electronic correspondence by the shareholder, the Company will confirm the respective reception to the e-mail address indicated by the shareholder, under the terms of Article 22-A of the Portuguese Securities Code.

The valid votes cast by correspondence will be considered for verifying the quorum of the General Meeting and the result of the votes cast by correspondence on each agenda item will be announced at the General Meeting upon discussion of that agenda item.

During the Annual General Meeting, shareholders who have exercised their voting rights by correspondence will be allowed to change their vote before the announcement of the result of the votes cast on each agenda item, provided that they register their vote on the electronic platform for this purpose, through the respective access credentials received by email.

## 6. Voting by electronic means

Shareholders that may attend the Annual General Meeting may exercise their right to vote through the electronic voting platform, under the terms and conditions described therein. For that, shareholders must indicate in the notice of intention to participate in the Annual General Meeting to be sent to the financial intermediary the e-mail address to which the information necessary to exercise the right to vote on the electronic voting platform should be sent. Subsequent to this communication and after verification of the legal requirements to participate and exercise voting rights at the Annual General Meeting, shareholders will receive at the indicated e-mail address the access codes to the electronic voting platform, and may exercise their voting rights on said platform until 5:00 p.m. (GMT) of May 8, 2025.

Voting by electronic means does not exempt the financial intermediary from sending until 11:59 p.m. (GMT) of May 2, 2025, the information on the number of shares registered in the name of its client, as at 00:00 hours (GMT) of the Record Date.

The only votes that will be considered a favourable or unfavourable vote are those cast on the above-mentioned electronic voting platform and which contain, expressly and unequivocally, using the fields available for the purpose, the precise and unconditional direction of the vote for all the proposals for each of the items on the agenda.

If the shareholder or his/her representative fails to express the direction of the vote for any of the items on the agenda, the vote in question will be considered an abstention.

Votes exercised through the electronic voting platform are deemed negative votes in relation to resolution proposals presented or amended after the date on which those votes have been issued, except in the case of elective resolutions, where such votes are considered as not cast.

The valid votes cast through the electronic voting platform will be considered for verifying the quorum of the Annual General Meeting and the result of the votes cast on each agenda item will be announced at the Annual General Meeting upon discussion of that agenda item.

After exercising the right to vote through the electronic voting platform, and under the terms of Article 22-A of the Portuguese Securities Code, electronic confirmation of reception of the votes shall be sent to those who exercised such right to the e-mail address indicated by the shareholder.

During the Annual General Meeting, shareholders who have exercised their voting rights through the electronic voting platform will also be allowed to change their vote before the announcement of the result of the votes cast on each agenda item, by means of a new exercise of the voting right through the electronic platform whose address will be sent to the email provided by the shareholder, with the same access codes received for voting by electronic means. The platform will be available during the voting of each agenda item.

Shareholders who have not exercised their vote by correspondence or through the electronic voting platform will be allowed to participate in the Annual General Meeting by telematic means (viewing the works and intervening in the works) and to exercise their voting right during the discussion of each agenda item, provided that they register their vote on the electronic telematic assistance platform indicated for this purpose, through the respective access credentials received by email.

## 7. Shares and voting rights

On the date of the announcement of this Notice to Convene the Annual General Meeting, the shares representing the share capital correspond to a total of 753.495.159, of which 58,079,514 (corresponding to around 8% of the share capital) are special category shares subject to privatisation process.

The Company currently owns 7.040.352 own shares, whose voting rights are considered suspended.

Each share carries one vote, and on this date, there are 746.454.807 shares that grant voting rights to the respective holder.

## 8. Submission of resolution proposals

Shareholders holding at least two percent (2%) of the Company's share capital may request the inclusion of resolution proposals relating to the matters included in the agenda of the Notice to Convene the Annual General Meeting or the matters added to the Notice of Convene to the Chair of the Board of the General Meeting by e-mail to [ag@galp.com](mailto:ag@galp.com), within five (5) days from the publication of this Notice to Convene or any addition thereto (respectively).

The aforementioned request must be accompanied by a document proving ownership of said percentage of the share capital and include the information which must be enclosed with the resolution proposal. Resolution proposals and information will be disclosed to the shareholders as soon as possible, in the same manner used to disclose this Notice to Convene.

If the aforementioned request is not followed, the interested parties may take legal action for a new Annual General Meeting to be convened to resolve on such proposals and the provisions of Article 375(6) and (7) of the Portuguese Companies Code will apply.

## 9. Including items in the agenda

Shareholders holding at least two percent (2%) of the Company's share capital may request the inclusion of new matters in the agenda of the Annual General Meeting by means of a request addressed to the Chair of the General Meeting to the e-mail address [ag@galp.com](mailto:ag@galp.com) within five (5) days from the publication of this Notice to Convene.

The aforementioned request must be accompanied by a document proving ownership of said percentage of the share capital and include the resolution proposal for each matter the shareholder wishes to be included. The matters and resolution proposals included in the agenda will be disclosed to the shareholders as soon as possible, in the same manner used to disclose this Notice of Convene.

If the aforementioned request is not followed, the interested parties may take legal action for a new Annual General Meeting to be convened to resolve on such matters and the provisions of Article 375(6) and (7) of the Portuguese Companies Code will apply.

## 10. Information at the Annual General Meeting

As from the date of publication of the Notice to Convene, any shareholder may request the provision of true, complete and instructive information on the matters contained in the agenda by sending an e-mail to [ag@galp.com](mailto:ag@galp.com).

The requested information will be provided by electronic correspondence by the competent corporate body and may only be refused in case the disclosure may cause serious damage to the Company or to other company related thereto, or breach of a secrecy duty imposed by law.

Shareholders are encouraged to request information well in advance of the date of the Annual General Meeting so that clarification can be provided prior to the mentioned date.

The information requested by shareholders, as well as the clarifications that have been provided by the Company, under the terms referred to above, are made available to all shareholders who have qualified and are entitled to participate in the Annual General Meeting, by e-mail to the address indicated by the shareholders or their representatives.

During the Annual General Meeting by telematic means, any shareholder who meets the necessary requirements for his/her participation may request information. The information requested may only be refused in case the disclosure may cause serious damage to the Company or to other company related thereto, or breach of secrecy duty imposed by law.

## **11. Annual General Meeting participation forms**

The following participation forms for Galp's Annual General Meeting are available on its website at [General Meeting | Galp](#):

1. declaration of intention to participate in the General Meeting addressed to the financial intermediary;
2. proxy letter;
3. voting ballot.

Shareholders may also request, through the e-mail [ag@galp.com](mailto:ag@galp.com), that the forms be sent.

## **12. Documents and resolution proposals**

The full text of the documents and resolution proposals to be presented to the General Meeting may be consulted at Galp's website at [General Meeting | Galp](#), on the website of *Comissão do Mercado de Valores Mobiliários* at [www.cmvm.pt](http://www.cmvm.pt), requested by e-mail to [ag@galp.com](mailto:ag@galp.com) or consulted at the Company's registered office.

## **13. Contact details**

All communications to be submitted to the Chair of the Board of the General Meeting or to the Company must be sent to Avenida da Índia, 8, 1349-065 Lisboa or to the e-mail address [ag@galp.com](mailto:ag@galp.com). Should you need any additional information or clarification, please contact us at +351 966506873.