

## WALLBOX N.V.

### CONVOCATION NOTICE OF THE 2022 ANNUAL GENERAL MEETING

This is the convocation notice for the annual general meeting of shareholders of Wallbox N.V., a public limited liability company under Dutch law, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 83012559 (**Company**), to be held on Wednesday 22 June 2022 at 3:00 p.m. CET at the Hilton Amsterdam Airport Schiphol at Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands (**AGM**).

#### AGENDA

The agenda items of the AGM shall be as follows. Undefined terms in this agenda shall have the meaning as set out in the explanatory notes to the agenda.

- (1) Opening
- (2) Discussion of the annual report for the financial year 2021 (*discussion item*)
- (3) Adoption of the annual accounts for the financial year 2021 (*voting item*)
- (4) Explanation of policy on reserves and dividends (*discussion item*)
- (5) Discharge from liability of the directors for the performance of their duties during the financial year 2021 (*voting item*)
- (6) Reappointment and appointment of the following seven directors of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023 (*voting items*):
  - (a) Reappointment of Enric Asunción Escorsa as executive director
  - (b) Reappointment of Beatriz González Ordóñez as non-executive director
  - (c) Reappointment of Francisco J. Riberas Mera as non-executive director
  - (d) Reappointment of Diego Diaz Pilas as non-executive director
  - (e) Reappointment of Pol Soler Masferrer as non-executive director
  - (f) Reappointment of Carl A.W. Pettersson as non-executive director
  - (g) Appointment of Donna Kinzel as non-executive director
- (7) Approval of RSU Scheme for non-executive directors of the Company (*voting item*)
- (8) Authorization of the board to acquire shares in its own capital (*voting item*)
- (9) Reappointment of BDO Audit & Assurance B.V. as external auditor for the financial year 2022 (*voting item*)
- (10) Any other business
- (11) Closing

No business shall be voted on at the AGM, except such items as included as voting items in the abovementioned agenda.

### **Meeting materials**

Copies of the annual report for the financial year 2021, the annual accounts for the financial year 2021 and the explanatory notes to the agenda (as well as any other meeting materials) are available for inspection and can be obtained free of charge by shareholders and others through the Company's website (<https://investors.wallbox.com>) and at the offices of the Company at Carrer del Foc 68, 08038 Barcelona, Spain, until the close of the AGM.

### **Record Date and designated registers**

The record date for the AGM is Wednesday 25 May 2022 (**Record Date**). Those persons with meeting right and those persons with voting rights with respect to shares in the capital of the Company who are listed as such on the Record Date in the Company's shareholders' register or in the register maintained by the Company's U.S. transfer agent, Continental Stock Transfer & Trust Company, may attend and, if relevant, vote at the AGM (**Registered Holders**), regardless of who is entitled to the shares in the capital of the Company at the date of the AGM.

### **Attendance and voting**

Class A shares in the capital of the Company confer the right to cast one vote at the AGM. Class B shares in the capital of the Company confer the right to cast ten votes at the AGM.

#### ***Attendance and voting at the meeting in person***

Registered Holders and persons who beneficially own shares in the capital of the Company through a broker, bank, nominee or other financial intermediary on the Record Date (**Beneficial Owners**), who wish to attend and vote at the AGM, must notify the Company in writing of their intention to do so no later than 6:00 a.m. CET on Monday 20 June 2022.

Registered Holders must (i) include in their notification to the Company their name and the number of shares in the capital of the Company held by them on the Record Date, (ii) enclose with their notification proof of their ownership of the relevant shares and bring such proof to the AGM, and (iii) bring proof of identity to the AGM.

Beneficial Owners must have their broker, bank, nominee or other financial intermediary with whom the underlying shares in the capital of the Company are on deposit, issue a proxy to them which confirms they are authorized to take part in and vote at the AGM. These Beneficial Owners must (i) include in their notification to the Company their name and the number of shares beneficially owned by them on the Record Date, (ii) enclose with their notification proof of their beneficial ownership of the relevant shares, such as a recent account statement, as well as the aforementioned proxy issued to them, and bring such proof and proxy to the AGM, and (iii) bring proof of identity to the AGM.

#### ***Attendance and voting through proxy***

In order to be represented and have votes cast at the AGM, Registered Holders may also have themselves represented at the AGM by an electronically recorded or written proxy. A proxy form can be downloaded from the Company's website (<https://investors.wallbox.com>). Proxies must be submitted to the Company, such that they are received no later than on Tuesday 21 June 2022 (Eastern Time).

Beneficial Owners should contact and provide voting instructions to their broker, bank, nominee or other financial intermediary to ensure that an electronically recorded or written proxy is granted and submitted to the Company, such that the proxy is received no later than on Tuesday 21 June 2022 (Eastern Time).

### ***Notifications and submission of documents to the Company***

Any notification, proxy and any other document to be submitted to the Company in accordance with the procedures described above must be provided via regular mail or e-mail to Continental Stock Transfer & Trust Company, with a copy to the Company (or as otherwise instructed). The address details of Continental Stock Transfer & Trust Company and the Company for this purpose are as set out below:

#### **Continental Stock Transfer & Trust Company**

1 State Street – Floor 30  
New York, NY 10004-1561  
United States of America  
Email: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)

#### **Wallbox N.V.**

c/o General Counsel  
Carrer del Foc 68  
08038 Barcelona  
Spain  
Email: [agm@wallbox.com](mailto:agm@wallbox.com)

### **Registration and admission**

Registration will take place at the registration desk at the venue between 2:00 p.m. CET and the commencement of the AGM at 3:00 p.m. CET. It is not possible to register after this time. The chairperson of the AGM decides on all matters relating to admission to the AGM. Any notification, proxy and any other document to be submitted to the Company in accordance with the procedures described above received after the dates and/or times described above, may be ignored. Registered Holders, Beneficial Owners, proxyholders and other attendees who have not complied with or do not comply with the procedures described above may be refused entry to the AGM.

### **Video webcast**

The AGM can be followed remotely by way of a live video webcast. The link for the video webcast shall be made available at our website (<https://investors.wallbox.com>). No votes can be cast through this medium.

### **Other matters**

In case you have any queries with respect to the AGM, please contact [agm@wallbox.com](mailto:agm@wallbox.com). You are advised to check our website (<https://investors.wallbox.com>) on a regular basis for updates on the AGM. The official language of the AGM shall be the English language.

The Board,

13 May 2022

## **WALLBOX N.V.**

### **EXPLANATORY NOTES TO THE AGENDA OF THE 2022 ANNUAL GENERAL MEETING**

These are the explanatory notes to the agenda for the annual general meeting of shareholders of Wallbox N.V., a public limited liability company under Dutch law, having its official seat in Amsterdam, the Netherlands, registered with the Dutch trade register under number 83012559 (**Company**), to be held on Wednesday 22 June 2022 at 3:00 p.m. CET at the Hilton Amsterdam Airport Schiphol at Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands (**AGM**).

(2) **Discussion of the annual report for the financial year 2021 (*discussion item*)**

This agenda item comprises a discussion of the Company's annual report over the financial year 2021. The Company's annual report over the financial year 2021 has been made available on the website of the Company (<http://www.investors.wallbox.com>) and the Company's office address.

(3) **Adoption of the annual accounts for the financial year 2021 (*voting item*)**

The Company's annual accounts over the financial year 2021 have been drawn up and signed by all directors of the Company. The Company's annual accounts over the financial year 2021 have been made available on the website of the Company (<http://www.investors.wallbox.com>) and the Company's office address.

It is proposed to adopt these annual accounts.

(4) **Explanation of policy on reserves and dividends (*discussion item*)**

This agenda item comprises an explanation of the Company's policy on reserves and dividends, which is as follows. For the foreseeable future, the Company intends to retain all available funds and any future earnings to fund the development and expansion of the business. The payment of cash dividends in the future will be dependent upon the Company's revenues and earnings, if any, capital requirements and general financial condition.

Under Dutch law, the Company may only pay dividends to the extent the Company's equity (*eigen vermogen*) exceeds the sum of its paid up and called up part of its issued capital and the reserves which must be maintained pursuant to the law and (if it concerns a distribution of profits) after adoption by the general meeting of the Company of the annual accounts from which it appears that such distribution is permitted.

Subject to such restrictions, any future determination to pay dividends will be at the discretion of the board of directors of the Company (**Board**). The Board may decide that all or part of the remaining profits shall be added to the reserves. After such reservation, any remaining profit will be at the disposal of the general meeting of the Company. The Board may resolve to make interim distributions on the Company shares, subject to certain requirements, and with observance of (other) applicable statutory provisions, without the approval of the general meeting of the Company. However, the Company does not anticipate paying any dividends on the Company shares for the foreseeable future.

(5) **Discharge from liability of the directors for the performance of their duties during the financial year 2021 (*voting item*)**

It is proposed that the directors of the Company be discharged from liability for the performance of their duties during the financial year 2021, insofar as the performance of such duties is disclosed in the Company's annual report or annual accounts over the financial year 2021 or has otherwise been publicly disclosed prior to the adoption of the Company's annual accounts over the financial year 2021.

**(6) Reappointment and appointment of the following seven directors of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023 (voting items)**

Pursuant to the Company's articles of association, directors of the Company are appointed by the general meeting of the Company at the nomination of the Board. A director of the Company shall be appointed for a term of approximately one year, which term of office shall lapse immediately after the close of the annual general meeting held in the year after his appointment. A director of the Company may be reappointed with due observance of the preceding sentence.

**(a) Reappointment of Enric Asunción Escorsa as executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Enric Asunción Escorsa as executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Enric Asunción Escorsa has performed his tasks satisfactorily and based upon this performance of tasks since his prior appointment, the Board believes that Enric Asunción Escorsa is the appropriate candidate for this position.

Mr. Asunción, 37 years old, is the Chief Executive Officer and executive director of the Board. Mr. Asunción is a Wallbox co-founder and has served as Wallbox's Chief Executive Officer and as a member of the Wallbox board since 2015. Previously, Mr. Asunción served as Program Manager of Charging Installations at Telsa, Inc., an American electric vehicle and clean energy company, from June 2014 to June 2015. Prior to Telsa, Inc., Mr. Asunción worked as an engineer at Applus+ IDIADA, an engineering company providing design, testing, engineering and homologation services to the automotive industry, from July 2011 to June 2014. Mr. Asunción holds an Engineering degree from Universitat Politècnica de Catalunya (DNF). The Board believes that Mr. Asunción is well qualified to serve on the Board due to the perspective and experience he brings as Wallbox's Chief Executive Officer and co-founder and his extensive experience in the automotive industry.

**(b) Reappointment of Beatriz González Ordóñez as non-executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Beatriz González Ordóñez as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Beatriz González Ordóñez has performed her tasks satisfactorily and based upon this performance of tasks since her prior appointment, the Board believes that Beatriz González Ordóñez is the appropriate candidate for this position.

Ms. González, 46 years old, serves as a member of the Board. Ms. González is the Founder and Managing Partner of Seaya Ventures, a Spanish venture capital firm, specializing in technology companies. She has served as a Board Member of Cabify, Glovo, Wallbox,

Spotahome, Filmin, Bewe and Revelock. Ms. González has shared voting power and shared dispositive power over 11,505,865 class A shares in the capital of the Company through Seaya Ventures II, Fondo De Capital Riesgo.

**(c) Reappointment of Francisco J. Riberas Mera as non-executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Francisco J. Riberas Mera as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Francisco J. Riberas Mera has performed his tasks satisfactorily and based upon this performance of tasks since his prior appointment, the Board believes that Francisco J. Riberas Mera is the appropriate candidate for this position.

Mr. Riberas, 57 years old, serves as a member of the Board. Mr. Riberas has been on the Board of Directors of Gestamp, a Spanish multinational automotive engineering company, since the company's inception, and was appointed the Executive Chairman on March 23, 2017. Mr. Riberas holds a Law degree and Economics and Business Administration degree from Comillas Pontifical University. Mr. Riberas began his professional career in the Gonvarri Group as director of Corporate Development and later as Managing Director. In 1977, Mr. Riberas formed Gestamp. Mr. Riberas sits on the management bodies of other Gestamp affiliates and of companies in Acek Group, including in the Gonvarri Group, Acek Energias Renovables and Inmobiliaria Acek. He is also a member of other Boards of Directors, including Telefonica and CIE Automotive. In addition he is chairman of the Endeavor Foundation, chairman of the Spanish Association of Automotive Suppliers (Sernauto) and chairman of the Fundación Consejo España China. The Board believes that Mr. Riberas is qualified to serve on the Board because of his extensive experience in the automobile industry. Mr. Riberas is the sole administrator of Orilla Asset Management, S.L., which holds 4,278,142 class A shares in the capital of the Company.

**(d) Reappointment of Diego Diaz Pilas as non-executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Diego Diaz Pilas as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Diego Diaz Pilas has performed his tasks satisfactorily and based upon this performance of tasks since his prior appointment, the Board believes that Diego Diaz Pilas is the appropriate candidate for this position.

Mr. Díaz, 41 years old, serves as a member of the Board. Mr. Díaz has served as an observer on Wallbox's board since 2019. Mr. Díaz is the Global Head of Ventures & Technology at Iberdrola, Spanish multinational electric utility company, where he leads its venture capital program, Iberdrola Ventures—PERSEO, that invests in smart energy start-ups worldwide, and he also leads the Technology Prospective Analysis unit in charge of assessing the potential of key technologies for the future of the energy sector. Prior to joining Iberdrola in 2008, he worked at Telefonica, a Spanish multinational telecommunications company, from August 2007 to August 2008, Eir, a mobile and broadband telecommunications company, from August 2005 to August 2007 and Iberdrola Engineering from March 2004 to August 2005. He holds a Master of Science in Engineering from the Universidad Politécnica de Madrid and an executive in Venture Capital from the Walter A. Haas School of Business in the University of California at Berkeley. The Board believes that Mr. Díaz is qualified to serve on the Board

because of his extensive experience in the electric utility industry. Mr. Díaz holds no shares in the capital of the Company.

**(e) Reappointment of Pol Soler Masferrer as non-executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Pol Soler Masferrer as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Pol Soler Masferrer has performed his tasks satisfactorily and based upon this performance of tasks since his prior appointment, the Board believes that Pol Soler Masferrer is the appropriate candidate for this position.

Mr. Soler, 41 years old, serves as a member of the Board. Mr. Soler is the Chief Executive Officer and one of the owners of Quadis, a leading Spanish car dealership group. He is a board member of Escapa, a leading Spanish bicycle distributor and he is also intensifying his activity as investor and as member of the Board of several start-up projects. Mr. Soler holds a Bachelor's degree in Business Administration and MBA from Esade Business School. The Board believes that Mr. Soler is qualified to serve on the Board because of his extensive experience in the automobile industry. Mr. Soler has shared voting power and shared dispositive power over 13,240,274 class A shares in the capital of the Company via Infisol 3000, S.L.

**(f) Reappointment of Carl A.W. Pettersson as non-executive director**

In accordance with the nomination made by the Board, it is proposed to reappoint Carl A.W. Pettersson as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Carl A.W. Pettersson has performed his tasks satisfactorily and based upon this performance of tasks since his prior appointment, the Board believes that Carl A.W. Pettersson is the appropriate candidate for this position.

Mr. Pettersson, 63 years old, is the former Chief Executive Officer of Thule, a leading automotive aftermarket company. Under Mr. Pettersson's leadership, he transformed Thule from an automotive aftermarket accessories business into a lifestyle consumer brand company. Mr. Pettersson brings over 30 years of experience in sourcing, evaluating and acquiring automotive businesses around the world. Mr. Pettersson has served as Chairman of Brink Group B.V., a leading towing hitch business in Europe, since 2014, and has served as a director at ZetaDisplay AB since 2014, at KlaraBo Sverige AB since 2014, at Skabholmen Invest AB since 2009 and at PS Enterprise AB since 2005. Mr. Pettersson holds no shares in the capital of the Company.

**(g) Appointment of Donna Kinzel as non-executive director**

In accordance with the nomination made by the Board, it is proposed to appoint Ms. Donna Kinzel as non-executive director of the Company for a term expiring at the end of the Company's annual general meeting to be held in the year 2023.

Based upon her career and experience, the Board believes that Ms. Donna Kinzel is the appropriate candidate for this position.

Ms. Kinzel, 55 years old, currently leads all aspects of Ursuline Academy's financial and operating functions to ensure support to the school's mission, core values and strategic plan. She joined Ursuline Academy from the United Way of Delaware where she served as Executive Vice President, of Financial and Operations. Prior to that, Ms. Kinzel served as a Senior Vice President, Chief Financial Officer and Treasurer of Pepco Holdings. The Board believes that Ms. Kinzel is qualified to serve on the Board because of her 30 years of progressive experience in public company investor relations, bank relations, regulatory relations, capital markets, cash management, SOX compliance and accounting and risk managements, among others. Ms. Kinzel holds no shares in the capital of the Company.

(7) **Approval of RSU Scheme for non-executive directors (voting item)**

In connection with the grant of restricted share units to non-executive directors of the Company in accordance with the Company's incentive plan and the Company's remuneration policy (**RSU Scheme**), the general meeting of the Company has previously approved an initial maximum number of class A shares in the capital of the Company or rights to subscribe for class A shares in the capital of the Company that may be granted to non-executive directors of the Company under the RSU Scheme. Reference is also made to the "Restricted stock and RSUs" Section of the Company's annual report for the financial year 2021 for a description of restricted share units awards.

In order to facilitate that each existing and future individual non-executive director of the Company may be granted a one-time grant under the RSU Scheme, it is proposed by the Board to the general meeting of the Company to approve that:

- (i) the aggregate maximum number of class A shares in the capital of the Company or rights to subscribe for class A shares in the capital of the Company that may be granted to non-executive directors of the Company under the RSU Scheme is increased from 30,000 class A shares to 36,000 class A shares in the capital of the Company as a result of increasing the number of Board members;
- (ii) each existing and future individual non-executive director of the Company may one-time be granted with a maximum of 6,000 class A shares in the capital of the Company or rights to subscribe for class A shares in the capital of the Company under the RSU Scheme;
- (iii) in determining a grant and the actual number of class A shares in the capital of the Company or rights to subscribe for class A shares in the capital of the Company under the RSU Scheme to be granted to a non-executive director of the Company, the Board, in conjunction with the compensation committee of the Board, shall consider certain factors as it determines relevant, which may include the Company's performance and relative shareholder return, the value of similar awards granted to directors of comparable companies and the awards granted to such director in previous years, such in accordance with the Company's remuneration policy; and
- (iv) amendments to grants under the RSU Scheme may only be made in accordance with the Company's incentive plan, which incentive plan has been previously approved by the general meeting of the Company.

(8) **Authorization of the board to acquire shares in its own capital (voting item)**

On 1 October 2021, the general meeting of the Company resolved to authorize the Board, for a period ending 18 months following 1 October 2021, to acquire fully paid-up shares in the capital of the Company by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than



nil and does not exceed 110% of the average market price of the shares on the New York Stock Exchange (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued capital (determined as at close of business on the day of the listing of the Company at the New York Stock Exchange).

It is now proposed to renew the authorization, and hence to authorize the Board, for a period ending 18 months following the date of the AGM, to acquire fully paid-up shares in the capital of the Company by any means, including through derivative products, purchases on a stock exchange, private purchases, block trades, or otherwise, for a price which is higher than nil and does not exceed 110% of the average market price of the shares on the New York Stock Exchange (such average market price being the average of the closing prices on each of the five consecutive trading days preceding the date the acquisition is agreed upon by the Company), up to 10% of the Company's issued capital (determined as at the date of the AGM).

In case the AGM does not approve the proposed renewed authorization, the authorization granted by the general meeting of the Company on 1 October 2021 will remain in force.

(9) **Reappointment of BDO Audit & Assurance B.V. as external auditor for the financial year 2022 (voting item)**

It is proposed to reappoint and instruct BDO Audit & Assurance B.V. as external auditor for the audit of the annual accounts of the Company for the financial year 2022. This proposal is based on the positive outcome of an evaluation and selection procedure performed by the Company.