General Shareholders' Meeting 2021

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Rules on granting proxy and voting using means of distance communication and forms to use to vote by proxy or from a distance by e-mail



The Board of Directors of Zardoya Otis, S.A. (the "Company") has decided to apply the following rules on distance voting and proxy-granting as of publication of notice of the forthcoming Ordinary General Shareholders' Meeting, which is scheduled to be held, on the first call, May 18, 2021 at 12:00 noon CEST, or, on the second call, on May 19, 2021, at the same time, until said meeting (expected to be held on the second call) is held:

1. Right to grant proxy and proxy-granting from a distance

Any shareholder entitled to attend may be represented at the General Shareholders' Meeting by another person, who need not be a shareholder. Proxy shall be conferred in writing specifically for the General Meeting pursuant to article 15 of the Bylaws, article 6 of the Regulations of the General Shareholders' Meeting and articles 184 and 522 et seq. of the Capital Companies Law.

In particular, proxy may be granted from a distance, although only proxies conferred as follows shall be valid:

- (A) By written postal correspondence, sending to the Company (Zardoya Otis, S.A., -SHAREHOLDERS-, Calle Golfo de Salónica, 73, 28033 Madrid) the certificate of entitlement or equivalent document issued by Iberclear (or the participating entity thus authorized), together with the pertinent proxy and voting card, which may be downloaded from the Company's website (http://www.otis.com/es/es/accionistas-inversores/), duly signed and completed by the shareholder. Unless the representation is granted to members of the board of directors or the Secretary, the shareholder must include the following information on the proxy-holder in the communication: name and surnames, number of national identity card or equivalent, and e-mail address. These data will be necessary to register him or her on the on-line attendance platform for the Ordinary General Meeting.
- (B) Using means of electronic distance communication (e-mail) that duly guarantee the proxy attributed and the identity of the principal.

Proxy granted by these means shall be admitted when the pertinent proxy and voting card whereby it is conferred includes the qualified or advanced electronic signature of the shareholder, in the terms provided in Regulation (EU) No. 910/2014 of the European Parliament and of the Council of July 23, 2014 regarding electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93 / EC (the "Regulation 910/2014"). Likewise, shareholders must send in the same email the certificate of entitlement or equivalent document issued by Iberclear (or the participating entity thus authorized).

The proxy and voting card can be downloaded from the Company's website and must be duly completed and signed by the shareholder by means of an electronic DNI or a recognized electronic certificate with respect to which its revocation does not appear and which has been issued by an electronic service provider that appears on the trusted list published by the Ministry of Economic Affairs and Digital Transformation, in accordance with Law 6/2020, of November 11, regulating certain aspects of electronic trust services

(a "Recognized Electronic Certificate"). The Recognized Electronic Certificate must be obtained by the shareholder, at no cost to the Company, and must be in force when proxy is granted. Likewise, unless the representation is granted to members of the board of directors or the Secretary, the shareholder must include the following information on the proxy-holder in the communication: name and surnames, number of national identity card or equivalent, and e-mail address. These data will be necessary to register him or her on the on-line attendance platform for the Ordinary General Meeting.

Any shareholder who has an electronic signature and meets the above requirements and identifies him/herself with said electronic signature may grant proxy by means of an electronic communication in accordance with the instructions and procedures that are specified on the Company's website (http://www.otis.com/es/es/accionistas-inversores/).

(C) Through the electronic platform enabled by the Company on its corporate website (http://www.otis.com/es/es/accionistas-inversores/). Shareholder may use of this possibility from 12:00 hours (CEST) on April 20, 2021 until 24:00 hours (CEST) on May 17, 2021, identifying him/herself through any of the following means: (i) electronic DNI; (ii) qualified or advanced electronic signature based on a recognized and current electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Currency and Stamp Factory ("CERES Recognized Electronic Certificate"); or (iii) completing the accreditation form available on the electronic platform enabled the corporate website on (http://www.otis.com/es/es/accionistas-inversores/), in which they must identify themselves with their National Document Identity card, Foreigner Identity Card or passport, email address and the number of shares owned by the shareholder. The Company reserves the right to request the shareholders additional means of identification that it deems necessary to verify their status as shareholders and guarantee the authenticity of the representation.

The CERES Recognized Electronic Certificate must be obtained by the shareholder, free of charge for the Company and must be current at the time the vote is cast. Any individual shareholder who has an electronic signature that meets the requirements indicated above and is identified by means of it, may confer their representation in accordance with the relevant instructions and procedures that are specified in the electronic platform enabled on the Company's website (http://www.otis.com/es/es/accionistas-inversores/).

In the event that the shareholder is a legal person and wishes to confer its delegation by this means, the natural person who acts as its attorney-in-fact must access the platform with an electronic certificate of a recognized representative regarding which its revocation does not appear and that has been issued by the Fábrica Nacional de Moneda y Timbre (National Mint and Stamp Factory) or any agency dependent on it.

Unless the representation is granted to members of the board of directors or the Secretary, the shareholder must provide, through the Electronic platform enabled by the Company on its corporate website (http://www.otis.com/es/es/accionistas-inversores/) the following information of the proxy-holder: name and surnames, number of national identity card or equivalent, and e-mail address. These data will be necessary for his or

her prior authorization and registration on the on-line attendance platform for the Ordinary General Meeting.

Exhibit A attached hereto contains some clarifications regarding identification of the shareholder and the form that shareholders should use to grant proxy from email.

To be valid, proxy granted by either of the means of distance communication mentioned above must be received by the Company before midnight on the day preceding the date on which the Ordinary General Shareholders' Meeting is scheduled to be held on the first call, this is until 24:00 hours (CEST) on May 17, 2021. Otherwise, the proxy shall be deemed not to have been granted.

In the event that the shareholder is a legal person, it must (i) simultaneously provide a notary's certificate or equivalent document stating that the powers of attorney that support the authorization of the person to whom proxy has been granted by postal correspondence or electronic distance communication are sufficient; and (ii) notify the Company of any change or revocation of the powers held by its representative, the Company thus declining any liability until such notification has been made.

Once the Company has verified compliance with the aforementioned requirements, the representatives designated by the shareholders will be given access to the telematic attendance platform for the Ordinary General Meeting by prior registration. So that the representative (other than any of the members of the Board of Directors or the Secretary) can identify him/herself the on-line attendance platform on the day of the Ordinary General Meeting by means of "username and password" credentials, the shareholder or the representative himself will have to request it from the Company by email to the address info.accionista@otis.com until 24:00 (CEST) on May 17, 2021, indicating the email address of the representative. The representative will receive the credentials at the email address provided once the identity and status of shareholder of the represented party is verified. If the "username and password" credentials are not requested, on the day of the Ordinary General Meeting the representative can only identify himself on the telematic assistance platform by means of an electronic DNI or qualified or advanced electronic signature based on a CERES Recognized Electronic Certificate.

The shareholder granting proxy to a person other than one of the members of the Board of Directors or the Secretary of the Board must notify the proxy-holder appointed of the proxy granted in his or her favour and send him or her a copy of the card or, if the proxy is granted through the electronic platform enable by the Company, the voting instructions, if any, provided.

In the event that a shareholder grants proxy to the Company, the directors or the Secretary of the Board by postal correspondence or electronic means of distance communication (e-mail or electronic platform), but does not include therein instructions for casting the vote or there are doubts as to the recipient or scope of the proxy, it shall be considered that the proxy: (i) is granted in favour of the Chairman of the Board of Directors or, if applicable, the person who substitutes him in the chair of the General Shareholders' Meeting, or, in the event that the

Chairman or his substitute has a conflict of interest, in favour of the Secretary of the Board of Directors, unless otherwise stated by the shareholder; (ii) refers to all the motions on the Agenda of the General Meeting; (iii) casts a vote is in favour of said motions; and (iv) likewise includes any points that may be raised off the Agenda, in respect of which the proxy-holder will vote in the manner he/she considers most favourable to the principal's interests.

In the event that the proxy-holder has, from a legal standpoint, a conflict of interest when voting on any of the proposals that are submitted to the General Meeting on or off the Agenda and the shareholder has not given precise instructions on the direction of his or her vote, the proxy will be deemed to have been granted to the Chairman of the Meeting or, in the event that the Chairman is likewise affected by the conflict of interest, to the Secretary of the Board of Directors, unless the shareholder granting the proxy states otherwise (in which case the shareholder will be deemed not to have authorized the substitution).

A proxy-holder may only vote on behalf of his/her principal by attending the General Meeting. For this purpose, the Company will enable his or her access to the on-line attendance platform of the Ordinary General Meeting with the prior registration and, to access it, he or she must identify him/herself through (i) electronic DNI; (ii) qualified or advanced electronic signature based on a recognized and current electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Currency and Stamp Factory ("CERES Recognized Electronic Certificate"); or (iii) with the "usename and password" credetian only if requested and provided, as previously stated.

Proxy granted by postal correspondence or using means of electronic distance communication (e-mail or electronic platform) may be declared null: (i) if it is expressly revoked by the shareholder, using the same means as employed to grant the proxy, within the term fixed for granting it; (ii) by the shareholder attending the General Meeting on-line; (iii) by the voting by the shareholder according to the process set out in point 2 of this rules or (iv) due to transfer of the shares ownership of which conferred the right to grant the proxy and the right to vote, when the Company is aware of said transfer at least five days before the General Meeting is held. At any event, proxies granted after a distance vote has been cast shall be deemed not to have been granted.

When a proxy-holder holds proxies from several shareholders, he/she may cast different votes in accordance with the instructions received from each one of the shareholders.

Likewise, entities that hold shareholder status according to the accounting register of shares but which act on behalf of different persons may divide their vote and cast it differently in accordance with the different voting instructions they have received, if applicable. These intermediary entities may grant proxy to each one of the indirect shareholders or to third parties designated by the latter and there is no limit on the number of proxies they may grant. To do this, they must, within the seven days preceding the date on which the General Meeting is scheduled to be held, provide the Company with a list stating the identity of each client, the number of shares in respect of which they are exercising voting rights on behalf of each client and the voting instructions received, if applicable, in order to determine how their vote will be cast.

2. Distance voting

Shareholders entitled to attend and vote may cast their vote on the motions on items included on the Agenda using the following means of distance communication:

- (A) By written postal correspondence, sending to the Company (Zardoya Otis, S.A., -SHAREHOLDERS-, Calle Golfo de Salónica, 73, 28033 Madrid) the certificate of entitlement or equivalent document issued by Iberclear (or the participating entity thus authorized), together with the pertinent attendance, proxy and voting card, which may be downloaded from the Company's website, duly signed and completed by the shareholder.
- (B) By electronic means of distance communication (e-mail), provided it includes the corresponding proxy and remote voting card, which can be downloaded from the Company's website. The card must be duly completed and include the shareholder's qualified or advanced electronic signature, in the terms provided in Regulation 910/2014. The shareholder's signature must be made by virtue of an electronic DNI or a Recognized Electronic Certificate. The Recognized Electronic Certificate must be obtained by the shareholder, at no cost to the Company, and must be in force when the vote is cast. "). Likewise, shareholders must send in the same email the certificate of entitlement or equivalent document issued by Iberclear (or the participating entity thus authorized).

Any shareholder who has an electronic signature that meets the above requirements and identifies him/herself with said electronic signature may send the Company an e-mail to cast his or her vote from a distance in accordance with the relevant instructions and procedures that are specified on the Company's website (http://www.otis.com/es/es/accionistas-inversores/).

(D) Through the distance voting platform that the Company has enabled on its corporate website (http://www.otis.com/es/es/accionistas-inversores/), identifying him/herself through any of the following means: (i) electronic DNI; (ii) qualified or advanced electronic signature based on a recognized and current electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the National Currency and Stamp Factory ("CERES Recognized Electronic Certificate"); or (iii) completing the accreditation form available on the electronic platform enabled on the corporate website (http://www.otis.com/es/es/accionistas-inversores/), in which they must identify themselves with their National Document Identity card, Foreigner Identity Card or passport, email address and the number of shares owned by the shareholder. The Company reserves the right to request the shareholders additional means of identification that it deems necessary to verify their status as shareholders and guarantee the authenticity of the representation.

The CERES Recognized Electronic Certificate must be obtained by the shareholder, free of charge for the Company and must be current at the time the vote is cast. Any

shareholder who has an electronic signature that meets the above requirements and identifies him/herself with said electronic signature may cast his or her vote on the items on the Agenda of the Ordinary General Shareholders' Meeting in accordance with the relevant instructions and procedures specified on the distance voting platform enabled on the Company's website (http://www.otis.com/es/es/accionistas-inversores/).

In the event that the shareholder is a legal person and wishes to distance vote by this means through distance voting platform enabled on the Company's website (http://www.otis.com/es/es/accionistas-inversores/), the natural person who acts as its attorney-in-fact must access the platform with an electronic certificate of a recognized representative regarding which its revocation does not appear and that has been issued by the Fábrica Nacional de Moneda y Timbre (National Mint and Stamp Factory) or any agency dependent on it.

Exhibit B attached hereto contains some clarifications regarding identification of the shareholder and the form that shareholders should use to cast their vote from a distance.

Votes cast by using the means mentioned previously in points (A) and (B) will not be valid if they are not received by the Company at least twenty-four hours before the date on which the Ordinary General Shareholders' Meeting is scheduled to be held on the first call, this is until 24:00 hours (CEST) on May 17, 2021. Votes received after said deadline will be deemed not to have been cast.

Votes cast using the means mentioned in point (C) must be cast by the shareholder through the electronic platform enabled by the Company on its corporate website (http://www.otis.com/es/es/accionistas-inversores/) from 12:00 noon (CEST) on April 20,2021 to 24:00 a.m. (CEST) on May 17, 2021. Otherwise, the vote will be deemed not to have been cast.

In the event that the shareholder is a legal person, it must (i) simultaneously provide a notary's certificate or equivalent document stating that the powers of attorney that support the authorization of the person to whom proxy has been granted by postal correspondence or electronic distance communication are sufficient; and (ii) notify the Company of any change or revocation of the powers held by its representative, the Company thus declining any liability until such notification has been made.

A shareholder who casts his/her vote by postal correspondence or electronic means of distance communication and does not mark any of the boxes provided for indicating his/her vote on the items on the Agenda will be deemed to wish to vote in favour of the respective motions put forward by the Board of Directors.

Shareholders who cast a distance vote in the terms stated in the Bylaws and the Regulations of the General Meeting shall be deemed to be present at the General Meeting for quorum purposes. In consequence, proxies granted previously shall be deemed to have been revoked and those granted subsequently will be deemed not to have been granted.

A distance vote can only be declared null (i) if it is subsequently expressly revoked by the same means as was employed to cast it within the term fixed for distance voting, (ii) by the

attendance of either the shareholder who cast the distance vote or a proxy-holder of said shareholder at the meeting; or (iii) due to transfer of the shares ownership of which conferred the right to vote, when the Company is aware of said transfer at least five days before the date on which it is planned to hold the General Meeting.

3. Rules common to granting proxy and voting by means of distance communication

- (A) The validity of the proxy granted and the vote cast by distance communication is subject to verification of the shareholder's status as such with the file provided by Iberclear, the entity responsible for the accounting register of the Company's shares. In the event of any discrepancy between the number of shares stated by the shareholder granting proxy or casting his/her vote by distance communication and the number stated in the account entry registers notified by Iberclear, the number of shares stated by the latter shall be considered valid for quorum and voting purposes unless there is evidence to the contrary.
- (B) The following rules on the order of priority of proxy voting, distance voting and at the General Meeting are established: (i) the attendance at the General Meeting on-line by a shareholder who has previously granted proxy or cast a distance vote, irrespective of the manner in which the vote was cast, shall cause said proxy or vote to be null; (ii) when the shareholder validly grants proxy or casts a vote through an electronic communication and, furthermore, performs the same action through a printed attendance card issued by Iberclear (or the participating entity thus authorized), the last proxy granted or vote cast received by the Company within the term allowed will prevail (irrespective of the means used to grant or cast it); and (iii) casting a vote using any means of distance communication will cause any proxies granted by the shareholder to be null, irrespective of whether they were granted before the vote was cast, in which case they will be deemed to have been revoked, or after, in which case they will be deemed not to have been granted. Likewise, both proxies and votes cast previously from a distance will be null in the event of disposal of the shares that confer the right to attend and vote and the Company is aware of this at least five days before the scheduled date of the Ordinary General Meeting.
- (C) Custody of his/her electronic signature is solely the shareholder's responsibility, and if applicable, the custody of the personal credentials provided to use the electronic platform to grant proxy, distance voting or telematic assistance.
- (D) The Company reserves the right to change, suspend, cancel or restrict the mechanisms for electronic voting and granting proxy from a distance when technical or security reasons make it advisable or obligatory. If any event of this nature were to occur, it would be announced on the Company's corporate website. The foregoing is without prejudice to the validity of proxies already granted, votes already cast and the shareholders' right to attend and grant proxy.

- (E) The Company shall in no case be liable for any damages that may be caused to the shareholder by breakdowns, overloads, lines down, connection failures, malfunctions of the postal service or any other contingencies of the same or a similar nature, beyond the Company's control, that hinder or prevent the use of the mechanisms for voting and granting proxy from a distance. Therefore, such circumstances will not constitute an unlawful deprivation of shareholder rights.
- (F) Any of the co-owners of a share deposit may vote, grant proxy or attend and the rules on priority established above shall be applicable among them. For the purposes of article 126 of the Capital Companies Law, it is assumed that the co-owner who carries out an action (granting of proxy, voting or attendance) at any given moment has been designated by the rest of the co-owners to exercise the rights that correspond to him/her as a shareholder.

Exhibit A

To guarantee the security of your proxy, you must have electronic DNI or a Recognized Electronic Certificate. The Recognized Electronic Certificate must be obtained by the shareholder, at no cost to the Company, and must be in force when the proxy is granted. Links to the electronic certificate providers who issue valid Certificates to grant proxy for this Meeting appear below. In these links, you will find information on how to obtain the certificate.

https://sedeaplicaciones.minetur.gob.es/Prestadores/

If you have obtained electronic DNI or the Electronic User Certificate, you should send an email to *info.accionista@otis.com*, stating if you wish to grant proxy, in accordance with the following instructions:

Content of the e-mail to grant proxy:

The e-mail you send to the Company to grant proxy by means of distance communication must include:

- (a) The following **particulars** in your capacity as the shareholder granting proxy:
 - Name, surnames and national identity card (D.N.I.) / tax identification number (N.I.F.).
 - Name and code of the Depositary Entity with which you have deposited the Company shares.
 - Securities account number: Code (Branch + control digit + acc. No.)
 - Number of shares you own.
- **(b)** The person to whom proxy is granted for the General Meeting, specifying whether it is:
 - (i) The Chairman of the Board of Directors or whoever, where appropriate, will substitute for him in the Presidency of the General Shareholders' Meeting
 - (ii) Any other person, stating in that case [Mr//Ms] [insert name and surnames] and his/her [D.N.I. / N.I.F] and [e-mail address].
- (c) The **Proxy and distance voting card** (available for download at the Companies website), duly signed by shareholder with the electronic DNI or the Recognized Electronic Certificate.
 - In the event of a contradiction between the content of the proxy and remote voting card and the email in which it is attached, the content of the proxy and remote voting card duly completed and signed will prevail;
- (d) The **certificate of legitimation** or equivalent document issued by Iberclear (or the participating entity authorized to do so).
- (e) If the shareholder is a legal person, a **notary's certificate** or similar document stating that the powers of attorney of the person granting proxy are sufficient;

- (f) The person granting proxy must state that he/she undertakes to inform the designated proxy-holder of the proxy (in the case of a third party other than any of the members or the Secretary of the Board of Directors) and to send him/her a copy of the proxy and vote card to distance.
- (g) Finally, if you want your representative to be able to identify himself on the telematic assistance platform on the day of the General Meeting by means of "username and password" credentials, you must also indicate it, so that they can be provided to him/her. Alternatively, the representative may request such credentials from the Company until 24:00 (CEST) on May 17, 2021. It is noted that if you do not record this request when conferring the proxy, and your representative does not request them from the Company within the indicated period, it can only be identified in the aforementioned platform by means of an electronic DNI or qualified or advanced electronic signature based on a CERES Recognized Electronic Certificate;

An example of an e-mail granting proxy by means of distance communication is shown below:

"To: info.accionista@otis.com

Re: Granting proxy for General Ordinary Shareholders Meeting 2021

I, [Mr / Ms.] [insert name], with [D.N.I. / N.I.F.] No. [insert number], currently in force, as the holder of [insert number] shares in Zardoya Otis, S.A., which are deposited with the entity [insert name of entity +entity code], in securities account No. [insert number (office + DC + account number)], grant proxy, as stated in the Proxy and distance voting card attached and duly signed, for the 2021 Ordinary General Shareholders' Meeting of the Company to be held on May 18, 2021, on the first call, and May 19, 2021, on the second call, to:

[Option 1] [The Chairman of the Board of Directors or the person acting as such] [Option 2] [[Mr / Ms.] [insert name and surnames], with [D.N.I. / N.I.F.] No. [insert number], currently in force] and [e-mail address], in order for them to represent me and vote on the following items on the Agenda of the General Meeting [alternative 1: in accordance with the instructions included in the Proxy and distance voting card attached.

[Only applicable in the case of delegation to a third party other than the members or the Secretary of the Board of Directors: I undertake to inform my proxy-holder of the proxy conferred upon him/her and to send him/her a copy of the proxy and remote voting card.

[Optional] [I also request that my representative be provided with "username and password" credentials to connect to the telematic assistance platform on the day the Meeting is held, which will be enabled on the Company's corporate website.]

[Attach proxy and remote voting card duly completed and signed by electronic DNI or Recognized Electronic Certificate]

[Attach certificate of legitimation or equivalent document issued by Iberclear (or the participating entity authorized to do so)]

[If a legal person, attach a notary's certificate of the power of attorney.]"

Exhibit B

To guarantee the security of your distance vote, you must have electronic DNI or a Recognized Electronic Certificate. The Recognized Electronic Certificate must be obtained by the shareholder, at no cost to the Company, and must be in force when the proxy is granted. Links to the electronic certificate providers who issue valid Certificates for voting prior to this Meeting appear below. In these links, you will find information on how to obtain the certificate.

https://sedeaplicaciones.minetur.gob.es/Prestadores/

If you have obtained electronic DNI or the Electronic User Certificate, you should send an e-mail to *info.accionista* @otis.com, stating if you wish to cast a distance vote prior to the Meeting, in accordance with the following instructions:

Content of the e-mail for distance voting:

- (a) The following particulars in your capacity as the shareholder casting the vote:
 - Name, surnames and D.N.I. / N.I.F.
 - Name and code of the Depositary Entity with which you have deposited the Company shares..
 - Securities account number: Code (Branch + control digit + acc. No.).
 - Number of shares you own.
- (b) The Proxy and distance voting card (available for download at the Companies website), duly signed by shareholder with the electronic DNI or the Recognized Electronic Certificate.
 - In the event of a contradiction between the content of the proxy and remote voting card and the email in which it is attached, the content of the proxy and remote voting card duly completed and signed will prevail;
- (c) The **certificate of legitimation** or equivalent document issued by Iberclear (or the participating entity authorized to do so).
- (d) If the shareholder is a legal person, a **notary's certificate or similar document** stating that the powers of attorney of the person granting proxy are sufficient;

Se adjunta a continuación, un ejemplo de correo electrónico para emitir el voto a distancia:

An example of an e-mail casting a distance vote is shown below:

"To: info.accionista@otis.com Re: Voting from a distance

I, [Mr / Ms.] [insert name], with [D.N.I. / N.I.F.] No. [insert number], currently in force, as the holder of [insert number] shares in Zardoya Otis, S.A., ., which are deposited with the entity [insert name of entity +entity code], in securities account No. [insert number (office + DC + account number)], in relation to the 2021 Ordinary General Shareholders'

Meeting of the Company to be held on May 18, 2021, on the first call, and May 19, 2021, on the second call, cast my vote prior to the Meeting on the different items on the Agenda as stated in the Proxy and distance voting card that is attached and duly fulfilled and signed.

[Attach proxy and remote voting card duly completed and signed by electronic DNI or Recognized Electronic Certificate]

[Attach certificate of legitimation or equivalent document issued by Iberclear (or the participating entity authorized to do so)]

[If a legal person, attach a notary's certificate of the power of attorney.]"