



## **Ferreycorp S.A.A.**

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### **Description of the General Shareholders' Meeting Agenda**

#### **Background information:**

The Shareholders' Meeting held on March 24, 1998, agreed the company's shares repurchase without the need to amortize them for a period not exceeding two years, when this was convenient for the company, up to an amount not greater than ten percent (10%) of the outstanding shares subscribed and listed on the Lima Stock Exchange. The aforementioned Shareholders' meeting delegated the Board of Directors to purchase and manage the shares.

In use of the powers delegated by the Shareholders Meeting, the Board in the meeting held in October 30, 2019, approved the acquisition of up to 50'000,000 shares to be held in treasury, basing this decision on stock market circumstances and the safeguard the company's interests.

As a result of the aforementioned corporate agreements, between November 2019 and August 2021, Ferreycorp purchased through the stock market 29'539,734 shares of own issuance, currently held as treasury shares, and equivalent to approximately three percent (3.03%) of the company's capital.

Considering the share repurchases dates and based on the maximum term of two years established by the Shareholders' Meeting and Board resolutions, the Company must decide on the sale or amortization of its treasury shares. In case that the decision is in favor of the amortization, an approval of the Shareholders' Meeting is required since the 1998 Shareholders meeting resolution does not contemplate the possibility of an amortization approved by the Board.

In this occasion, the Board proposal to the Shareholders Meeting is the amortization of the shares given the solid financial position of the company and the fact that the business plans at this time do not need additional cash requirements.

#### **Proposals. -**

##### **1. Amortization of 16,788,791 treasury shares and the consequent reduction of the Company's capital.**

In recent months, the Board has carefully analyzed the company's financial situation, its business results and future projections, as well as the stock market circumstances, and on its September meeting agreed to submit for consideration of the Shareholders' Meeting the amortization of 16,788,791 shares held in treasury and the consequent capital reduction, without implying the return of capital contributions or debt exemptions to shareholders.

This figure is related to the shares that were acquired between November 2019 and March 2020 and that expire before the next shareholders meeting to be held in March 2022.

**2. Amendment of article Five of the Bylaws to reflect the new capital.**

Upon approval of the previous item, a reduction of the company's capital would take effect, and therefore, the amendment of article Five of the company's Bylaws to reflect the new number of outstanding shares and the new amount of the company's capital as a result of the amortization, which should state as following:

"ARTICLE FIVE: The capital of the Company is S/. 958'894,238 divided into 958'894,238 shares with a nominal value of S/ 1.00 each, fully subscribed and paid, all enjoying the same rights and prerogatives".

**3. Appointment of a special representative to sign the minutes and public deeds in order to formalize the agreements.**

In addition, the Board shall submit for consideration of the Shareholders' meeting, the appointment of a special representative or representatives, so that any of the appointed acting individually, sign the minutes and public deed in order to formalize the aforementioned agreements.