

NETEXKNOWLEDGEFACTORY,S.A.**Call for the Ordinary and Extraordinary General Shareholders' Meeting**

By resolution of the Board of Directors of Netex Knowledge Factory, S.A., held on December 28th, 2020, shareholders are called to the Ordinary and Extraordinary General Shareholders' Meeting, which will be held on March 2nd, 2021 at 18:00 at its registered office, C/ Icaro 44, Oleiros, A Coruña, with the following

Agenda

First.- Assessment and, where appropriate, approval of the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity for the year, cash flow statement and notes to the annual accounts), as well as the management report.

Second.- Assessment and, where appropriate, approval of the consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity for the year, cash flow statement and notes to the annual accounts), as well as the management report.

Third.-Examination and, where appropriate, approval of the individual Annual Accounts' proposed results allocation.

Fourth.-Examination and, where appropriate, approval of the consolidated Annual Accounts' proposed results allocation.

Fifth.-Approval, if appropriate, of the management of the Board of Directors during the Financial Year ended 30th September 2020.

Six.- Approval of the Issuance of Obligations and delegation of Powers.

Seventh.- Increase in Capital Stock with delegation to the Board of Directors under the provisions of article 297 of the Capital Companies Law.

Eighth.- Remuneration of the Members of the Administrative Body for Fiscal Year 2021..

Ninth.Delegation of powers.

Tenth.-. Suggestions and Questions

Eleventh.-. Reading and Approval, where appropriate, of the General Shareholders Meeting minute.

General recommendation

Given the current situation derived from the health crisis caused by Covid-19 and the possibility that, on the date scheduled for the holding of the Shareholders' Meeting, some type of limitation or recommendation from the public authorities that affects the mobility of people or their ability to meet and that compromises or may compromise the equal treatment of shareholders, the Board of Directors has decided:

- Discourage physical attendance at the Shareholders' Meeting. It is noted that physical assistance may be limited by health requirements that may affect access or location in the room provided for the meeting.
- Recommend to our shareholders that they delegate their vote with instructions or vote remotely and follow the Meeting by audiovisual means through the link that will be provided to shareholders, in accordance with the regime established in Royal Decree-Law 34/2020, of November 17, of urgent measures to support business solvency and the energy sector, and in tax matters, which provides for joint-stock companies to extend for the year 2021 the possibility of holding Telematic Annual Meetings despite not being foreseen in the Bylaws. In order to access the Meeting by telematic audiovisual means, shareholders must first contact the company at the email address of the board's secretariat (rruiztorre@ontier.net) at least 48 hours prior to the date of holding of the General Meeting and complete the procedures to attend remotely through the appropriate prior registration and verification of identity and condition of shareholders.
- Also enable telematic attendance at the Shareholders' Meeting, allowing those shareholders and their representatives who so wish to attend and participate in the Shareholders' Meeting by remote connection and in real time.

If, on the dates set for the holding of this General Meeting, any restriction measure or recommendation by public authorities that restricts or prevents the holding of the Meeting with the physical presence of all or some of the shareholders and their representatives is in force, the Company may determine that the General Meeting is held only through telematic assistance. In this case, shareholders will be informed by publishing a supplementary announcement to this call, with a minimum notice of five calendar days from the date of the same.

In any case, the Company will promptly report any other measures that are necessary based on the resolutions or recommendations that may be issued by the competent authorities, through its website or by the means that are necessary depending on the scope of the measures.

Information right

In accordance with the provisions of the applicable regulations, as from the date of publication of the notice of call, shareholders may examine and obtain at the registered office or request immediate delivery or remittance, free of charge the documents submitted for approval, as well as the Management Report, the Auditors' Report and the Report of the Board regarding the issue of convertible bonds and consequent bylaw amendment to address the

TRANSLATION FROM THE SPANISH ORIGINAL FOR INFORMATIVE PURPOSES

conversion as well as the special report of the independent expert appointed by the Mercantile Registry of La Coruña on the issue of bonds convertible into shares in the event of articles 414 and 417 of the Capital Companies Law.

All the above documents are available to shareholders on the Company's website (www.netexlearning.com).

In addition, from the publication of this notice up to the seventh calendar day prior to the date of the General Meeting, shareholders may request the Directors in writing further information or clarifications or submit such written questions as they may deem fit in respect of the points on the agenda. The directors shall provide the information in writing until the day of the meeting.

Right of attendance and representation

Shareholders whose shares have been registered in the appropriate stock ledger five (5) days prior to the date set for the Shareholders' Meeting and who have the corresponding attendance. For this purpose, accreditation will be required by means of the appropriate attendance card, a certificate issued by the depository institution adhered to Iberclear or by any other legally accepted means. The registration of attendance shall commence one (1) hour before the scheduled time of the General Shareholders' Meeting.

Any shareholder entitled to attend may be represented by a proxy, who need not be a shareholder. The proxy must be granted in writing by sending the attendance card or certificate or other accepted form and duly completed and signed by the shareholder granting the proxy on a special basis for each meeting.

Rights to supplement the agenda

As from the date of publication of the notice of call, shareholders representing at least the 5% of the share capital may request the publication of a supplemental notice of call, including other points on the agenda. This request shall be sent through any certifying means, to be received at the registered office within five days after publication of this notice of call. The addendum shall be published at least fifteen (15) days prior to the date of the shareholder's meeting.

The President of the Board of Directors, Mr. José Carlos López Ezquerro, in. Oleiros, on 29th of January 2021.