

Grupo Empresarial San José, S.A.

Auditor's report

Annual accounts as at 31 December 2025

Management report



This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

Independent auditor's report on the annual accounts

To the shareholders of Grupo Empresarial San José, S.A.

Report on the annual accounts

Opinion

We have audited the annual accounts of Grupo Empresarial San José, S.A. (the Company), which comprise the balance sheet as at 31 December 2025, and the income statement, statement of changes in equity, cash flow statement and related notes for the year then ended.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2025, as well as its financial performance and cash flows for the year then ended, in accordance with the applicable financial reporting framework (as identified in note 2 of the notes to the annual accounts), and in particular, with the accounting principles and criteria included therein.

Basis for opinion

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the annual accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters

How our audit addressed the key audit matters

Valuation of equity investments in associates

The Company has equity investments in associates recognized in the non-current assets of the balance sheet for a net amount of 102,808 thousand euros as of 31 December 2025, under the heading "Investments in associates and joint ventures". These instruments have an acquisition cost of 127,105 thousand euros and a cumulative impairment of 24,297 thousand euros, as detailed in note 7.2 of the annual accounts.

As indicated in note 4.d of the annual accounts, these financial assets are measured at cost, minus, where appropriate, by the accumulated amount of impairment allowances. These adjustments are calculated as the difference between its carrying amount and the recoverable amount, understood as the greater of its fair value less costs to sell and the present value of the future cash flows derived from the investment. Unless there is better evidence of the recoverable amount of investments in equity instruments, the equity of the investee entity is taken into account, corrected for the unrealized capital gains existing at the date of the valuation, net of the tax effect.

The relevance of the amounts involved and the degree of estimation and judgment in the calculation of the recoverable amount make this area a key audit matter.

Our audit procedures have included, but are not limited to, the following:

- We have carried out an understanding of the accounting policies in relation to the valuation of equity instruments in group companies and associates in order to assess their recoverability.
- We have compared the cost of the investment of each equity instrument with the equity of the investees (consolidated equity attributable to the Company in the case of sub-groups) and, if the latter is lower, we have analysed the calculation of the recoverable value carried out by the Company.
- We have evaluated the reasonableness of the existing unrealized capital gains, as well as the assumptions and estimates made by management for the calculation of the present value of the cash flows derived from certain investments that support the recoverability of such equity instruments.

In addition, we have assessed the adequacy and compliance with the regulatory framework of the information disclosed in the annual accounts with respect to equity instruments.

The result of the procedures carried out has made it possible to reasonably achieve the audit objectives for which they were designed.

Other information: Management report

Other information comprises only the management report for the 2025 financial year, the formulation of which is the responsibility of the Company's directors and does not form an integral part of the annual accounts.

Our audit opinion on the annual accounts does not cover the management report. Our responsibility regarding the management report, in accordance with legislation governing the audit practice, is to:

- a) Verify only that the statement of non-financial information, certain information included in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration, as referred to in the Auditing Act, have been provided in the manner required by applicable legislation and, if not, we are obliged to disclose that fact.
- b) Evaluate and report on the consistency between the rest of the information included in the management report and the annual accounts as a result of our knowledge of the Company obtained during the audit of the aforementioned financial statements, as well as to evaluate and

report on whether the content and presentation of this part of the management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described above, we have verified that the information mentioned in section a) above has been provided in the manner required by applicable legislation and that the rest of the information contained in the management report is consistent with that contained in the annual accounts for the 2025 financial year, and its content and presentation are in accordance with applicable regulations.

Responsibility of the directors and the audit committee for the annual accounts

The directors are responsible for the preparation of the accompanying annual accounts, such that they fairly present the equity, financial position and financial performance of the Company, in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as the aforementioned directors determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the process of preparation and presentation of the annual accounts.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with legislation governing the audit practice in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with legislation governing the audit practice in Spain, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going

concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the entity's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit committee with a statement that we have complied with ethical requirements relating to independence and we communicate with the aforementioned those matters that may reasonably be considered to threaten our independence and, where applicable, the safeguards adopted to eliminate or reduce such threat.

From the matters communicated with the entity's audit committee, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

European single electronic format

We have examined the digital file of the European single electronic format (ESEF) of Grupo Empresarial San José, S.A. for the 2025 financial year that comprises an XHTML file of the annual accounts for the financial year, which will form part of the annual financial report.

The directors of Grupo Empresarial San José, S.A. are responsible for presenting the annual financial report for the 2025 financial year in accordance with the formatting requirements established in the Delegated Regulation (EU) 2019/815 of 17 December 2018 of the European Commission (hereinafter the ESEF Regulation).

Our responsibility is to examine the digital file prepared by the Company's directors, in accordance with legislation governing the audit practice in Spain. This legislation requires that we plan and execute our audit procedures in order to verify whether the content of the annual accounts included in the aforementioned file completely agrees with that of the annual accounts that we have audited, and whether the format of these accounts has been effected, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital file examined completely agrees with the audited annual accounts, and these are presented, in all material respects, in accordance with the requirements established in the ESEF Regulation.

Report to the audit committee

The opinion expressed in this report is consistent with the content of our additional report to the audit committee of the Company dated 26 February 2026.

Appointment period

The General Ordinary Shareholders' Meeting held on 20 April 2023 appointed us as auditors for a period of 3 years, as from the year ended 31 December 2023.

Services provided

Services provided to the audited entity for services other than the audit of the accounts are disclosed in note 12.6 of the annual accounts.

In relation to the services provided to the subsidiary companies of the Company for services other than the audit of the accounts, refer to the audit report dated 26 February 2026 on the consolidated annual accounts of Grupo Empresarial San José, S.A. and its subsidiary companies, where these subsidiary companies have been consolidated.

PricewaterhouseCoopers Auditores, S.L. (S0242)

Original in Spanish signed by

Alfredo Arias Paradelo (23745)

26 February, 2026

Grupo Empresarial San José, S.A.

Financial Statements for the 2025 financial year and Management Report.

Translation into English of a document originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

GRUPO EMPRESARIAL SAN JOSÉ, S.A.
BALANCE SHEET AS DECEMBER 31ST 2025 AND DECEMBER 31ST 2024
(Thousand of Euros)

	Note	31/12/2025	31/12/2024		Note	31/12/2025	31/12/2024
NON-CURRENT ASSETS:				EQUITY:			
Intangible assets	5	555	992	Share capital		1,951	1,951
Property, plant and equipment	6	435	474	Reserves		31,254	34,890
Investments in associates and joint ventures	7	104,728	103,258	Legal and statutory		390	390
Equity Investments in associates		102,808	101,688	Other reserves		30,864	34,500
Loans to related companies	7 & 13.2	1,920	1,570	Profit for the year		4,924	8,069
Other non-current financial assets	7.1	10	10	TOTAL EQUITY	8	38,129	44,910
Deferred tax assets	11.3	7,658	9,013				
TOTAL NON-CURRENT ASSETS		113,386	113,747	NON-CURRENT LIABILITIES			
				Long-term provisions	9.1	346	1,299
				Non-current bank borrowings	10.1 & 13.2	66,672	66,672
				Deferred tax liabilities	11.3	2,229	2,394
				TOTAL NON-CURRENT LIABILITIES		69,247	70,365
CURRENT ASSETS:				CURRENT LIABILITIES:			
Trade and other receivables		8,808	6,382	Short-term provisions	9.2	430	430
Related companies receivables	7.1 & 13.2	4,651	1,621	Current bank borrowings	10.1 & 13.2	91	94
Other current assets	7.1	54	55	Payable to Group and associated companies	10.1 & 13.2	31,138	17,069
Public administrations	11.1	4,103	4,706	Trade and other payables		6,298	5,913
Investments in associates and joint ventures	7.1 & 13.2	23,109	18,615	Trade payables	10.1	206	487
Short-term financial investments	7.1	3	3	Suppliers Group and associated companies	10.1 & 13.2	797	245
Cash and cash equivalents	7.3	27	34	Staff, remuneration payable	10.1	2,644	2,556
TOTAL CURRENT ASSETS		31,947	25,034	Tax Payable	11.1	2,651	2,625
TOTAL ASSETS		145,333	138,781	TOTAL CURRENT LIABILITIES		37,957	23,506
				TOTAL EQUITY AND LIABILITIES		145,333	138,781

Notes 1 to 16 of the accompanying notes form an integral part of the Balance Sheet at 31 December 2025.

GRUPO EMPRESARIAL SAN JOSÉ, S.A.

INCOME STATEMENT FOR YEARS 2025 AND 2024

(Thousand of Euros)

	Note	Year 2025	Year 2024
Revenue	12.1	23,155	22,091
Staff costs		(10,085)	(9,124)
Wages and salaries		(8,537)	(7,767)
Social charges	12.2	(1,548)	(1,357)
Other operating expenses		(6,383)	(6,601)
Outside services	12.4	(6,141)	(6,483)
Tributes		(239)	(91)
Other operating expenses		(3)	(27)
Depreciation and amortisation charge	5 & 6	(746)	(678)
Impairment and gains or losses on disposal of financial instruments	7.2	1,073	(29)
PROFIT FROM OPERATIONS		7,014	5,659
Finance income		-	802
In third	12.5 & 13.1	-	802
Finance costs		(2,531)	(2,309)
On debts to Group companies and associates	13.1	(2,515)	(2,296)
On debts to third parties		(16)	(13)
FINANCIAL PROFIT		(2,531)	(1,507)
PROFIT (LOSS) BEFORE TAXES		4,483	4,152
Income Tax	11.2	441	3,917
RESULT OF THE FINANCIAL YEAR [Benefits]		4,924	8,069

Notes 1 to 16 of the accompanying notes form an integral part of the income statement for year 2025.

GRUPO EMPRESARIAL SAN JOSÉ, S.A.

STATEMENT OF CHANGES IN EQUITY FOR YEARS 2025 AND 2024

A) STATEMENT OF RECOGNISED INCOMES AND EXPENSES

(Thousand of Euros)

	Note	Year 2025	Year 2024
PROFITS/(LOSSES) OF THE YEAR		4,924	8,069
Income and expenses recognised directly in equity			
-For cash flow hedges		-	-
-Tax effect		-	-
Total Income and expenses recognized directly in equity		-	-
Transfer to income statement			
-For cash flow hedges		-	-
-Tax effect		-	-
Total Transfers to profits and losses account		-	-
TOTAL RECOGNISED INCOMES/(EXPENSES)		4,924	8,069

GRUPO EMPRESARIAL SAN JOSÉ, S.A.

STATEMENT OF CHANGES IN EQUITY FOR YEARS 2025 AND 2024

B) STATEMENT OF CHANGES IN EQUITY

(Thousand of Euros)

	Note	Share capital	Issurance premium	Voluntary reserves	Profit of the year	TOTAL
Balance at December 31, 2023		1,951	390	40,197	4,057	46,595
Distribution of profit for year 2023:						
-To reserves		-	-	4,057	(4,057)	-
Dividends distribution	3	-	-	(9,754)	-	(9,754)
Total recognized income/expenses year 2024		-	-	-	8,069	8,069
Balance at December 31, 2024		1,951	390	34,500	8,069	44,910
Distribution of profit for year 2024:						
-To reserves		-	-	8,069	(8,069)	-
Dividends distribution	3	-	-	(11,705)	-	(11,705)
Total recognized income/expenses year 2025		-	-	-	4,924	4,924
Balance at December 31, 2025		1,951	390	30,864	4,924	38,129

Notes 1 to 16 of the accompanying notes form an integral part of the statement of changes in equity for year 2025.

GRUPO EMPRESARIAL SAN JOSÉ, S.A.

CASH FLOW STATEMENT FOR YEARS 2025 AND 2024

(Thousands of Euros)

	Note	Year 2025	Year 2024
Cash flows from operating activities:			
(+) Profit (Loss) before tax		4,483	4,152
(+) Depreciation and amortisation charge	5 & 6	746	678
(-) Financial income	12.5	(2,316)	(2,619)
(+) Financial costs		2,531	2,309
(+/-) Impairment and gains or losses on disposal of financial instruments	7.2	(1,073)	29
Total Cash Flows from operating activities		4,371	4,549
Variation in working capital:			
<u>Operating current assets</u>			
a) (Increase) / Decrease in inventories		-	-
b) (Increase) / Decrease in trade and other receivables		(1,506)	1,364
c) (Increase) / Decrease other non financial current assets		-	-
<u>Operating current liabilities</u>			
a) Increase / (Decrease) in trade and other payables		(505)	(1)
b) (Increase) / Decrease in other non financial liabilities		-	-
Other operating activities cash flows			
(-) Interest paid		(835)	(17)
(+) Interest received	12.5	1	802
(+) Dividends received	12.1	184	1,500
(-) Income tax paid in the year		(1,815)	8,574
1. TOTAL NET CASH FLOWS FROM OPERATING ACTIVITIES		(105)	16,771
Investments:			
(-) Intangible assets	5	(270)	(409)
(-) Property, plant and equipment and investment properties	6	-	-
(-) Shares and other financial assets	7	(1,000)	(1,000)
Total Investments		(1,270)	(1,409)
Total Disposals		-	-
Other collections / (payments) due to financing activities		(567)	1,218
2. TOTAL NET CASH FLOWS FROM FINANCING ACTIVITIES		(1,837)	(191)
Dividends paid	3	(11,705)	(9,754)
Increase / (decrease) in borrowings		13,640	(6,836)
Non-current		-	(1,651)
Current		13,640	(5,185)
Other collections / (payments) due to financial activities		-	-
3. TOTAL NET CASH FLOWS FROM FINANCIAL ACTIVITIES		1,935	(16,590)
4. EFFECT OF EXCHANGE RATE DIFFERENCES		-	-
TOTAL CASH FLOWS FOR THE YEAR		(7)	(10)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		34	44
Changes in the year		(7)	(10)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		27	34

Notes 1 to 16 of the accompanying notes form an integral part of the Cash Flow Statement for year 2025.

Grupo Empresarial San José, S.A.

Annual Report for the 2025 financial year

1. Constitution, legal regime and activities

a) Incorporation

Grupo Empresarial San José, S.A. (hereinafter, "the Company"), formerly known as Udra, S.A., of indefinite duration, was incorporated on 18 August 1987, by means of a deed executed in Pontevedra before the notary public of that city, Mr. Rafael Sanmartín Losada, under protocol number 1539.

At the Company's Ordinary and Extraordinary General Shareholders' Meeting held on 17 June 2008, it was agreed to change the company name to "Grupo Empresarial San José, S.A.", which was formalised by deed dated 17 July 2009.

It is registered in the Pontevedra Mercantile Registry on page 88 of Book 586 of Companies, 1st entry on page 8119. It has been assigned Tax Identification Number A-36.046.993.

Its registered office is located at Calle Rosalía de Castro, 44, Pontevedra.

On 20 July 2009, Grupo Empresarial San José, S.A. was listed on the stock exchange, with its shares traded on the Spanish Stock Exchange Interconnection System (Spanish Continuous Market).

b) Legal framework

The Company is governed by its Articles of Association, the Commercial Code, the Capital Companies Act and other legal provisions applicable to this type of company.

c) Activities

The Company, parent company of Grupo Empresarial San José, S.A. and its subsidiaries (Grupo SANJOSE), has as its main purpose the management and control of all business activities carried out by companies in which it has a significant and long-term stake.

The Company's purpose also includes the promotion of all types of real estate developments; construction in general, whether on its own behalf or on behalf of others, natural or legal persons, public or private, under an administration, contract or any other arrangement, of all types of buildings and the execution of any type of works.

Likewise, the Company may subscribe, purchase and, by any means, acquire shares and/or holdings in other public limited companies and/or limited companies, even when the corporate purpose of the latter does not coincide with that of Grupo Empresarial San José, S.A., and may also set up new public limited companies or limited companies with other individuals or legal entities, whatever the purpose or lawful commercial activity established for them.

The functional currency of the Company is the euro.

2. Basis for the presentation of the Financial Statements

a) Regulatory framework for financial reporting applicable to the Company

These annual accounts have been prepared by the Company's directors in accordance with the applicable financial reporting framework, which is established in:

- i) the Commercial Code and other commercial legislation.
- ii) The General Accounting Plan approved by Royal Decree 1514/2007, of 16 November, and its subsequent amendments and sectoral adaptations.

- iii) The mandatory rules approved by the Institute of Accounting and Auditing in implementation of the General Accounting Plan and its complementary rules.
- iv) All other applicable Spanish accounting regulations.

b) True and fair view

The annual accounts, prepared by the Company's directors, have been prepared on the basis of the Company's accounting records and are presented in accordance with the applicable financial reporting framework and, in particular, the accounting principles and criteria contained therein, so that they give a true and fair view of the Company's net worth, financial position, results, changes in net worth and cash flows for the corresponding financial year. Once these annual accounts have been drawn up by the Company's directors, they will be submitted for approval by the Company's Ordinary General Shareholders' Meeting, and it is expected that they will be approved without any modifications. The annual accounts for the 2024 financial year were approved by the Ordinary General Shareholders' Meeting held on 8 April 2025 and filed with the Pontevedra Commercial Registry.

c) Critical aspects of valuation and estimation of uncertainty

In preparing these annual accounts, estimates made by the Company's directors have been used to value some of the assets, liabilities, income, expenses and commitments recorded therein. These estimates basically refer to:

- The assessment of possible impairment losses on certain assets (Notes 4.c and 4.d).
- The amount of certain provisions (Notes 4.h and 4.i).
- The assessment of the recoverability of tax credits (Notes 4.f and 11).

These estimates have been made on the basis of the best information available at the end of the 2025 financial year. However, given the inherent uncertainty in such estimates, future events may arise that require them to be revised (upwards or downwards) in subsequent years, which would be done prospectively, if necessary.

d) Non-mandatory accounting principles applied

No non-mandatory accounting principles have been applied. In addition, the directors have prepared these annual accounts taking into account all the mandatory accounting principles and standards that have a significant effect on these annual accounts. There are no mandatory accounting principles that have not been applied.

e) Associated items

Certain items in the balance sheet, income statement, statement of changes in equity and cash flow statement are presented in aggregate form for ease of understanding, although, where significant, the disaggregated information has been included in the corresponding notes to the financial statements.

f) Comparative information

The information contained in these notes for the 2024 financial year is presented for comparative purposes with the information for the 2025 financial year.

g) Working capital and financial position

As can be seen from the accompanying balance sheet at 31 December 2025, at that date the Company had negative working capital of EUR 6,010 thousand (at 31 December 2024 it was positive, amounting to EUR 1,528 thousand).

The Company records in its current liabilities the amount of the debt with Group companies, arising from the existence of current account financing agreements with its subsidiaries, as well as from the fact that the Company is the parent company of a Tax Group, which at 31 December 2025 amounts to a total of EUR 31,138 thousand (EUR 17,069 thousand at 31 December 2024) (see Notes 4.f and 13.2). If necessary, and in order to resolve this situation, the Company could obtain additional funds from the subsidiaries it controls (see Appendix I), insofar as they have more than sufficient liquidity. The Company's directors do not foresee any difficulties in meeting the payment of debts on their due date. Therefore, the Company's directors have prepared these annual accounts in accordance with the going concern principle.

As at 31 December 2025 and 2024, the Company had positive net equity of EUR 38,129 thousand and EUR 44,910 thousand, respectively.

h) Consolidation

The Company is the parent company of a group of subsidiaries and associates (see Note 7.2), which prepare separate consolidated financial statements. The consolidated annual accounts for the 2025 financial year are prepared jointly with these accounts and have been prepared in accordance with the International Financial Reporting Standards adopted by the European Union, in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and of the Council (hereinafter "IFRS-EU"). The consolidated annual accounts for the 2024 financial year were approved by the Company's General Shareholders' Meeting held on 8 April 2025 and filed with the Pontevedra Commercial Registry.

These annual accounts do not reflect the changes in value that would result from consolidating the annual accounts of its investee companies.

The main figures from the Company's consolidated annual accounts for the 2025 financial year are as follows:

	Thousand of euros
Share capital and issuance rights	1,951
Reserves and equity attributed to the Parent	206,118
Net profit/(loss) for the year attributable to the Parent company	39,851
Total assets	1,432,286
Turnover	1,588,131

i) Changes in accounting criteria

During the 2025 financial year, there have been no other significant changes in accounting criteria with respect to those applied in the 2024 financial year.

j) Correction of errors

In preparing the accompanying annual accounts, no significant errors were detected that would have required the restatement of the amounts included in the annual accounts for the 2024 financial year.

k) Environmental assets

Assets of an environmental nature are considered to be those assets that are used on a long-term basis in the Company's activities, the main purpose of which is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution.

Grupo SANJOSE, of which the Company is the parent company, considers environmental preservation and sustainable development to be fundamental premises within its strategic business lines. Due to the type of activity carried out by the Company, and in general by the companies that make up its Group, as well as the concern and awareness measures carried out internally to minimise the possible environmental impact, the Company has no expenses, assets, provisions or contingencies of an environmental nature that could be significant in relation to its net equity, financial position and results (see Note 15).

3. Distribution of profits

The Company's directors will propose to the General Shareholders' Meeting the distribution of the profit for the 2025 financial year amounting to EUR 4,924 thousand, as detailed below:

	Thousand of euros
Distribution base:	
Current year profit	4,924
Distribution:	
To other reserves	4,924

There are no specific limitations on the distribution of dividends, other than those established in the Capital Companies Act and other regulations applicable to the Company.

The Company has distributed dividends in the last five years, with the total amount paid and the amount per share being as follows:

	Thousand of euros	Euros / Share
Distributed dividends in year 2025	11,705	0.18
Distributed dividends in year 2024	9,754	0.15
Distributed dividends in year 2023	6,503	0.10
Distributed dividends in year 2022	6,503	0.10
Distributed dividends in year 2021	6,503	0.10

4. Accounting principles and measurement basis

The main accounting and valuation standards used by the Company in preparing the annual accounts for the 2025 and 2024 financial years, in accordance with the provisions of the General Accounting Plan, are as follows:

a) Intangible fixed assets

As a general rule, intangible assets are initially valued at their acquisition price or production cost. They are subsequently valued at cost less accumulated amortisation and, where applicable, impairment losses in accordance with the criteria set out in Note 4.c. These assets are amortised over their useful lives. When the useful life of these assets cannot be reliably estimated, they are amortised over a period of 10 years.

Goodwill:

Goodwill is recognised as an asset when its value is evident as a result of a purchase, in the context of a business combination. Goodwill is allocated to each of the cash-generating units to which the benefits of the business combination are expected to accrue. After initial recognition, goodwill is measured at its acquisition cost less accumulated amortisation and, where applicable, the accumulated amount of any impairment losses recognised.

Goodwill is amortised over its useful life, separately for each cash-generating unit to which it is allocated. The Company amortises goodwill over a period of 10 years.

In addition, these cash-generating units are tested for impairment at least annually in accordance with the methodology described below, and the corresponding valuation adjustment is recorded, if applicable.

Impairment adjustments recognised in goodwill are not reversed in subsequent years.

Computer software:

The Company records in this account the costs incurred in the acquisition and development of computer programmes, including the costs of developing websites. The maintenance costs of computer applications are recorded in the profit and loss account for the year in which they are incurred. Computer applications are amortised using the straight-line method over a period of 3 years.

b) Tangible fixed assets

Tangible fixed assets are initially valued at their acquisition price or production cost. The cost of tangible fixed assets acquired through business combinations is their fair value at the date of acquisition. P Subsequently, they are reduced by the corresponding accumulated depreciation and impairment adjustments, if any, in accordance with the criteria mentioned in Note 4.c.

The costs of upkeep and maintenance of the various items comprising property, plant and equipment are charged to the income statement for the year in which they are incurred. Conversely, amounts invested in improvements that contribute to increasing the capacity or efficiency or extending the useful life of such assets are recorded as an increase in their cost, with the carrying amount of the replaced items being derecognised, where applicable.

Depreciation of tangible fixed assets is calculated using the straight-line method, starting from the date the assets are put into service or acquired, based on the estimated useful life of each item or group of items, as detailed below:

Description	Years
Other fixed assets	3 – 8

c) Impairment of intangible and tangible assets

At the end of each financial year, and whenever there are indications of impairment, the Company uses an impairment test to assess whether there may be any impairment losses that would reduce the recoverable amount of these assets to less than their carrying amount.

The recoverable amount is determined as the higher of fair value less costs to sell and value in use.

Recoverable values are calculated for each cash-generating unit, although in the case of tangible fixed assets, whenever possible, impairment calculations are made on an item-by-item basis.

The projections are prepared by the Company's management based on past experience and the best available estimates, which are consistent with information from external sources.

In the event that an impairment loss must be recognised for a cash-generating unit to which all or part of goodwill has been allocated, the carrying amount of the goodwill corresponding to that unit is reduced first. If the impairment exceeds the amount of the goodwill, the carrying amount of the other assets of the cash-generating unit is reduced in proportion to their carrying amounts, up to the higher of their fair value less costs to sell, their value in use and zero.

When an impairment loss is subsequently reversed (which is not permitted in the specific case of goodwill), the carrying amount of the asset or cash-generating unit is increased by the revised estimate of its recoverable amount, but in such a way that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior periods. Such a reversal of an impairment loss is recognised as income.

d) Financial assets

Classification

The financial assets held by the Company are classified into the following categories:

- a. Financial assets at amortised cost: includes those financial assets for which the Company maintains the investment with the objective of receiving the cash flows derived from the execution of the contract, and the contractual conditions of the asset give rise, on specified dates, to cash flows that are solely payments of principal and interest on the outstanding principal amount.

In general, the following are included in this category:

- i) Trade receivables: arising from the sale of goods or the provision of services on a deferred payment basis, and

- ii) Receivables from non-trade transactions: arising from loan or credit transactions granted by the Company whose payments are of a fixed or determinable amount.
- b. Financial assets at cost: this category basically includes the following investments: a) equity instruments of Group companies, joint ventures and associates, and b) participating loans with contingent interest.

Group companies are those linked to the Company by a control relationship, and associates are those over which the Company exercises significant influence. In addition, the category of joint ventures includes those companies over which, by virtue of an agreement, joint control is exercised with one or more partners.

Initial measurement

Financial assets are generally recognised initially at the fair value of the consideration given plus any directly attributable transaction costs. However, transaction costs directly attributable to assets recognised at fair value through profit or loss are recognised in the income statement for the period.

Likewise, in the case of investments in the equity of Group companies that grant control over the subsidiary, fees paid to legal advisers or other professionals in connection with the acquisition of the investment are charged directly to the profit and loss account.

Subsequent measurement

Financial assets at amortised cost shall be recognised using this measurement criterion, with the interest accrued being recognised in the income statement using the effective interest rate method.

Financial assets at cost are measured at cost, less, where applicable, the cumulative amount of impairment losses. These losses are calculated as the difference between their carrying amount and the recoverable amount, understood as the higher of their fair value less costs to sell and the present value of future cash flows derived from the investment. Unless there is better evidence of the recoverable amount of investments in equity instruments, the net equity of the investee is taken into consideration, adjusted for unrealised gains existing at the valuation date, net of the tax effect.

Impairment

At least at the end of the financial year, the Company performs an impairment test on financial assets carried at cost or amortised cost. Objective evidence of impairment is considered to exist if the recoverable amount of the financial asset is less than its carrying amount. Impairment is recognised in the income statement.

In particular, with regard to valuation adjustments relating to trade receivables and other accounts receivable, the criterion used by the Company to calculate the corresponding valuation adjustments, if any, consists of assessing the recoverable amounts based on the debtor's solvency and the age of the debt.

The Company derecognises financial assets when the rights to the cash flows from the corresponding financial asset expire or are transferred and the risks and rewards incidental to ownership have been substantially transferred, such as in outright sales of assets, assignments of trade receivables in factoring transactions in which the company does not retain any credit or interest risk, or securitisations of financial assets in which the assigning company does not retain any subordinated financing, grant any type of guarantee or assume any other type of risk.

Conversely, the Company does not derecognise financial assets and recognises a financial liability for an amount equal to the consideration received in transfers of financial assets in which the risks and rewards incidental to ownership are substantially retained, such as the discounting of bills, factoring with recourse, sales of financial assets with repurchase agreements at a fixed price or at the sale price plus interest, and securitisations of financial assets in which the transferor retains subordinated financing or other types of guarantees that substantially absorb all expected losses.

Interest and dividends received from financial assets:

Interest and dividends on financial assets accrued after the date of acquisition shall be recognised as income in the profit and loss account. Interest on financial assets measured at amortised cost shall be recognised using the effective interest method and dividends when the shareholder's right to receive them is declared.

For these purposes, in the initial measurement of financial assets, the amount of explicit interest accrued and not yet due at that time, as well as the amount of dividends agreed by the competent body at the time of acquisition, shall be recorded separately, according to their maturity. Explicit interest shall be understood to be that obtained by applying the contractual interest rate of the financial instrument.

Likewise, if the dividends distributed unequivocally come from results generated prior to the acquisition date because amounts greater than the profits generated by the investee since the acquisition have been distributed, they shall not be recognised as income and shall reduce the carrying amount of the investment.

The judgement as to whether profits have been generated by the investee shall be made exclusively on the basis of the profits recorded in the individual profit and loss account since the date of acquisition, unless it is clear that the distribution charged to those profits should be classified as a recovery of the investment from the perspective of the entity receiving the dividend.

Interest and dividends derived from the holding of financial instruments in subsidiaries are recorded under the heading "Net Turnover" in the profit and loss account, given the consideration of a holding company, in accordance with the criteria of the Institute of Accounting and Auditing set out in consultation 2 of BOICAC No. 79 "Determination of the net turnover of a holding company".

e) Financial liabilities

The financial liabilities assumed or incurred by the Company basically correspond to financial liabilities at amortised cost, i.e. debts and payables that the Company has and that have arisen from the purchase of goods and services for the Company's trading operations, or those that, without having a commercial origin and not being derivative instruments, arise from loan or credit operations received by the Company.

These liabilities are initially measured at the fair value of the consideration received, adjusted for directly attributable transaction costs. Subsequently, these liabilities are measured at amortised cost.

Assets and liabilities are presented separately in the balance sheet and are only presented at their net amount when the company has an enforceable right to offset the recognised amounts and, in addition, intends to settle the amounts on a net basis or to realise the asset and settle the liability simultaneously.

The Company derecognises financial liabilities when the obligations that gave rise to them are extinguished.

f) Income tax

Grupo Empresarial San José S.A. and virtually all of its Spanish subsidiaries in which it holds a stake of 75% or more have been subject to corporate income tax under the consolidated tax return regime since 2006.

Income tax expense is calculated on the basis of the economic result, adjusted, where applicable, for permanent differences arising in relation to the tax result that do not reverse in subsequent periods.

Credits for deductions and allowances generated are deducted from the tax accrued individually, provided that they are applied by the tax consolidation group during the financial year.

Credits for deductions and allowances and credits for individual tax losses prior to the company joining the tax consolidation group are recognised provided that their future realisation is reasonably assured.

Differences between the individual tax base and the accounting profit before tax for the year, arising from the different timing criteria used to determine both amounts and likely to reverse in subsequent periods, are recognised as prepaid income tax or deferred income tax, as appropriate.

Differences arising from the application of the Consolidated Tax Return Regime, to the extent that they are likely to reverse in the event of a change in the application of that regime, are recorded as deferred tax assets or deferred tax liabilities for consolidation purposes.

As at 31 December 2025, the following companies of Grupo SANJOSE are taxed under the Tax Consolidation Regime, with the parent company of the group being "Grupo Empresarial San José, S.A.":

- Constructora San José, S.A.
- Cartuja Inmobiliaria, S.A.U.
- Desarrollos Urbanísticos Udra, S.A.U.
- American Real Estate Urban Developments, S.A.U.
- Tecnocontrol Services, S.A.U.

- Basket King, Ltd.
- Arserex, Ltd.
- Commercial Udra, S.A.U.
- Udramedios, S.A.U.
- Buildsupport Solutions, S.A.U. (formerly known as Cadena de Tiendas, S.A.U.)
- Trendy King, S.A.U.
- Outdoor King, Limited Company
- Athletic King, Limited Company
- Vision King, S.A.U.
- Running King, S.A.U.
- Renewable Energies of Galicia, S.A.
- Xornal de Galicia, S.A.U.
- San José Concessions and Services, S.A.U.
- San José Energy and Environment, S.A.U.
- Poligeneració Parc de L'Alba ST-4, S.A.
- GSJ Solutions, Limited Liability Company
- Fotovoltaica El Gallo 10, Limited Company

g) Revenue and expenses

Income and expenses are recorded when the actual flow of goods or services they represent occurs, regardless of when the monetary or financial flow derived from them occurs.

Ordinary income from the sale of goods and the provision of services is measured at the monetary amount received or, where applicable, at the fair value of the consideration received or expected to be received, which, unless there is evidence to the contrary, will be the agreed price less any discounts, taxes and interest incorporated in the nominal value of the credits. The best estimate of variable consideration shall be included in the measurement of revenue when its reversal is not considered highly probable.

Revenue is recognised when (or as) control over the goods or services committed is transferred to the customer.

Revenue recognised over time, as it corresponds to goods or services whose control is not transferred at a point in time, is measured by considering the degree of completion of the service at the balance sheet date, provided that reliable information is available to measure the degree of completion. Otherwise, revenue will only be recognised in an amount equivalent to the costs incurred that are expected to be reasonably recovered in the future.

Revenue derived from commitments that are executed at a specific point in time is recorded on that date, with the costs incurred up to that point in the production of the goods or services being recorded as inventory.

h) Provisions and contingencies

In preparing the annual accounts, the Company's directors differentiate between:

- a) Provisions: credit balances covering current obligations arising from past events, the settlement of which is likely to result in an outflow of resources, but which are uncertain in terms of their amount and/or timing.
- b) Contingent liabilities: possible obligations arising as a result of past events, the future materialisation of which is conditional on the occurrence or non-occurrence of one or more future events beyond the Company's control.

The annual accounts include all provisions for which it is estimated that the probability of having to meet the obligation is greater than otherwise. Contingent liabilities are not recognised in the annual accounts, but are reported in the notes to the accounts, to the extent that they are not considered remote.

Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences, and recording any adjustments arising from the revaluation of these provisions as a financial expense as they accrue.

At 31 December 2025, the Company has recognised provisions for risks and expenses, the purpose of which is to cover possible contingencies arising from the holding of financial investments (see Note 9.1).

i) Severance payments

In accordance with current legislation, the Company is obliged to pay compensation to those employees with whom, under certain conditions, it terminates its employment relationship. Therefore, severance payments that can be reasonably quantified are recorded as an expense in the year in which the decision to dismiss is made. As at 31 December 2025, the Company has not recorded any provision for this item.

j) Related party transactions

The Company carries out all its transactions with related parties at market values. In addition, transfer prices are adequately supported, and the Company's directors therefore consider that there are no significant risks in this regard that could give rise to significant liabilities in the future.

k) Own shares

Equity instruments issued by the Company are recorded in equity at the amount received, net of issue costs.

Treasury shares acquired by the Company during the financial year are recorded directly as a reduction in net equity at the value of the consideration paid in exchange. The results derived from the purchase, sale, issue or amortisation of treasury equity instruments are recognised directly in net equity, without any result being recorded in the profit and loss account.

As at 31 December 2025 and 2024, the Company did not hold any treasury shares. Furthermore, the Company did not carry out any transactions involving treasury shares during the 2025 and 2024 financial years (see Note 8.5).

l) Classification of current and non-current assets and liabilities

Current assets are those related to the normal operating cycle, which is generally considered to be one year, as well as other assets whose maturity, disposal or realisation is expected to occur in the short term from the end of the financial year, financial assets held for trading, with the exception of financial derivatives with a settlement period of more than one year, and cash and other cash equivalents. Assets that do not meet these requirements are classified as non-current.

Similarly, current liabilities are those related to the normal operating cycle, financial liabilities held for trading, with the exception of financial derivatives with a settlement period of more than one year, and in general all obligations whose maturity or extinction will occur in the short term. Otherwise, they are classified as non-current.

m) Cash flow statement

The following expressions are used in the cash flow statement:

- Cash flows: inflows and outflows of cash and cash equivalents, understood as short-term investments with high liquidity and low risk of changes in value.
- Operating activities: the Company's typical activities, as well as other activities that cannot be classified as investing or financing activities.
- Investing activities: the acquisition, disposal or other means of disposing of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities: activities that result in changes in the size and composition of net assets and financial liabilities.

5. Intangible fixed assets

The movement in this section of the balance sheet in the 2025 and 2024 financial years was as follows:

Year 2025:

	Thousand of euros		
	Balance 31/12/2024	Additions / (Provisions)	Balance 31/12/2025
Cost:			
Goodwill	6,095	-	6,095
Computer software	559	270	829
Total Cost	6,654	270	6,924
Accumulated amortisation:			
Goodwill	(5,486)	(609)	(6,095)
Computer software	(176)	(98)	(274)
Total Accumulated amortisation	(5,662)	(707)	(6,369)
Net cost	992	(437)	555

Year 2024:

	Thousand of euros		
	Balance 31/12/2023	Additions / (Provisions)	Balance 31/12/2024
Cost:			
Goodwill	6,095	-	6,095
Computer software	150	409	559
Total Cost	6,245	409	6,654
Accumulated amortisation:			
Goodwill	(4,876)	(610)	(5,486)
Computer software	(149)	(27)	(176)
Total Accumulated Amortisation	(5,025)	(637)	(5,662)
Net cost	1,220	(228)	992

The Company has recorded goodwill of EUR 6,095 thousand on its balance sheet, associated with its stake in the company "Constructora San José, S.A.", which is the main cash-generating unit (CGU) of Grupo SANJOSE, of which the Company is the parent company.

For the purpose of amortisation, the Company assumes a useful life of 10 years and that its recovery is linear according to a prospective approach, starting on 1 January 2016. In addition, the Company's management periodically assesses the recoverability of this asset on the basis of the cash flows forecast in the Group's business plan. At 31 December 2025, there is no need to recognise any impairment related to this item.

The cost of intangible assets in use fully amortised as at 31 December 2025 and 2024 amounts to EUR 6.264 thousand and EUR 149 thousand, respectively.

6. Tangible fixed assets

The movement in this section of the balance sheet in the 2025 and 2024 financial years was as follows:

Year 2025:

	Thousand of euros			
	Balance 31-12-2024	Additions / (Provisions)	Disposals	Balance 31-12-2025
Cost:				
Other items of property, plant and equipment	1,375	-	(1)	1,374
Total Cost	1,375	-	(1)	1,374
Accumulated amortisation:				
Other items of property, plant and equipment	(901)	(39)	1	(939)
Total Accumulated amortisation	(901)	(39)	1	(939)
Net property, plant and equipment	474	(39)	-	435

Year 2024:

	Thousand of euros			
	Balance 31-12-2023	Additions / (Provisions)	Disposals	Balance 31-12-2024
Cost:				
Other items of property, plant and equipment	1,376	-	(1)	1,375
Total Cost	1,376	-	(1)	1,375
Accumulated amortisation:				
Other items of property, plant and equipment	(863)	(39)	1	(901)
Total Accumulated Amortisation	(863)	(39)	1	(901)
Net property, plant and equipment	513	(39)	-	474

This heading mainly includes information processing equipment.

The cost of fully depreciated assets in use at 31 December 2025 and 2024 amounted to EUR 818 thousand and EUR 810 thousand, respectively.

It is the Company's policy to take out insurance policies that provide adequate coverage for tangible fixed assets. The Company's directors consider that the coverage currently in place is sufficient.

7. Financial assets

The breakdown of the Company's financial assets as at 31 December 2025 and 2024 is as follows:

Year 2025:

	Thousand of euros						
	Non-Current			Current			TOTAL
	Heritage Instruments	Debt securities	Derivatives and Other	Heritage Instruments	Debt securities	Derivatives and Other	
Financial assets at amortized cost (Note 7.1)	-	-	10	-	-	27,817	27,827
Financial assets at cost (Note 7.2)	102,808	-	1,920	-	-	-	104,728
TOTAL	102,808	-	1,930	-	-	27,817	132,555

Year 2024:

	Thousand of euros						
	Non-Current			Current			TOTAL
	Heritage Instruments	Debt securities	Derivatives and Other	Heritage Instruments	Debt securities	Derivatives and Other	
Financial assets at amortized cost (Note 7.1)	-	-	10	-	-	20,294	20,304
Financial assets at cost (Note 7.2)	101,688	-	1,570	-	-	-	103,258
TOTAL	101.688	-	1.580	-	-	20.294	123.562

7.1. Financial assets at amortised cost:

The breakdown of financial assets at amortised cost as at 31 December 2025 and 2024 is as follows:

	Thousand of euros	
	31/12/2025	31/12/2024
Non-Current:		
-Other non-current financial assets	10	10
Current:		
-Related companies receivables (Note 13.2)	4,651	1,621
-Other debtors	54	55
-Investments in related and associates companies (Note 13.2)	23,109	18,615
-Other short-term financial assets	3	3
Total	27,827	20,304

The balance under the heading "Short-term investments in Group companies and associates" mainly corresponds to the financial current account agreements that the Company has with Group companies, totalling EUR 7,805 thousand and EUR 8,138 thousand at 31 December 2025 and 2024, respectively, which accrue interest at market rates (3.79%, remaining stable in 2025 compared to 2024). Details by investee company at the end of 2025 and 2024 are provided in Note 13.2. This heading also includes the dividend received from the investee company "Comercial Udra, S.A.U.", which as at 31 December 2025 is pending collection, amounting to EUR 1,850 thousand (see Note 13.1).

In addition, as the Company is the head of the consolidated tax group, this balance sheet heading includes the debt owed to the various companies that make up the tax group, totalling EUR 13,454 thousand and EUR 10,477 thousand as at 31 December 2025 and 2024, respectively, corresponding to the amount payable in respect of corporation tax and VAT on behalf of the Group companies included in the tax perimeter (see Note 13.2).

7.2. Financial assets measured at cost:

The breakdown of financial assets measured at cost at 31 December 2025 and 2024 is as follows:

	Thousand of euros	
	31/12/2025	31/12/2024
Non-Current:		
Equity Investments in associates	102,808	101,688
Loans to related companies (Note 13.2)	1,920	1,570
Total	104,728	103,258

The movement in the headings "Equity instruments of Group companies and associates" and "Loans to Group companies and associates" during the 2025 and 2024 financial years is as follows:

Year 2025:

	Thousand of euros				
	Balance at 31/12/2024	Additions	Reversals	Transfers (Note 9.1)	Balance at 31/12/2025
Equity instruments					
Cost	126,105	1,000	-	-	127,105
Impairment	(24,417)	-	1,120	(1,000)	(24,297)
	101,688	1,000	1,120	(1,000)	102,808
Granted loans and credits	1,570	-	-	350	1,920
Total	103,258	1,000	1,120	(650)	104,728

Year 2024:

	Thousand of euros				
	Balance at 31/12/2023	Additions	Reversals	Transfers (Note 9.1)	Balance at 31/12/2024
Equity instruments					
Cost	125,105	1,000	-	-	126,105
Impairment	(23,479)	(343)	405	(1,000)	(24,417)
	101,626	657	405	(1,000)	101,688
Granted loans and credits	1,325	-	-	245	1,570
Total	102,951	657	405	(755)	103,258

During the 2025 and 2024 financial years, the Company increased the capital of its subsidiary "SJB Müllroser Baugesellschaft GmbH" by EUR 1,000 thousand in each financial year, a company in which it holds 100% of the share capital. It also increased the impairment associated with this investment by the same amount, by reclassifying the provision for possible liabilities associated with this investee that was recorded at 31 December 2025 and 2024, respectively (see Note 9.1).

The details of the Group's holdings in Group companies and associates, as well as loans and advances granted as at 31 December 2025 and 2024, are as follows:

Year 2025:

	Ownership %		Thousand of euros				
			Net carrying amount of the stake				Long-term loans (Note 13.2)
	Direct	Indirect	Cost	Impairment of the year	Accumulated impairment	Net cost	
Group companies:							
Constructora San José, S.A. (b)	99.79%	-	92,510	-	-	92,510	-
San José Concesiones y Servicios, S.A.U. (c)	100.00%	-	2,446	-	-	2,446	-
San José Energía y Medio Ambiente, S.A.U. (c)	100.00%	-	7,964	379	(5,048)	2,916	1,920
Energías Renovables de Galicia, S.A (c)	25.00%	75.00%	662	27	(404)	258	-
(antes Cadena de Tiendas, S.A.U.) (c)	100.00%	-	60	-	-	60	-
Comercial Udra, S.A.U. (c)	100.00%	-	1,748	-	-	1,748	-
Constructora Udra Limitada (a)	7.00%	69.85%	25	-	-	25	-
SJB Müllroser Baugesellschaft GmbH (c)	100.00%	-	5,730	-	(5,730)	-	-
Udra Medios, S.A.U. (c)	100.00%	-	15,600	711	(13,097)	2,503	-
Udra México, S.A. de C.V. (d)	0.17%	99.83%	23	3	(18)	5	-
GSJ Solutions, S.L.U.(b)	100%	-	337	-	-	337	-
TOTAL			127,105	1,120	(24,297)	102,808	1,920

(a) Companies audited by Deloitte

(b) Companies audited by PWC

(c) Unaudited companies.

(d) Companies audited by other auditors.

Year 2024:

	Ownership %		Thousand of euros				
			Net carrying amount of the stake				Long-term loans (Note 13.2)
	Direct	Indirect	Cost	Impairment of the year	Accumulated impairment	Net cost	
Group companies:							
Constructora San José, S.A. (b)	99.79%	-	92,510	-	-	92,510	-
San José Concesiones y Servicios, S.A.U. (c)	100.00%	-	2,446	-	-	2,446	-
San José Energía y Medio Ambiente, S.A.U. (c)	100.00%	-	7,964	(343)	(5,427)	2,537	1,570
Energías Renovables de Galicia, S.A (c)	25.00%	75.00%	662	-	(431)	231	-
Cadena de Tiendas, S.A.U. (c)	100.00%	-	60	-	-	60	-
Comercial Udra, S.A.U. (c)	100.00%	-	1,748	-	-	1,748	-
Constructora Udra Limitada (a)	7.00%	69.85%	25	-	-	25	-
SJB Müllroser Baugesellschaft GmbH (c)	100.00%	-	4,730	(92)	(4,730)	-	-
Udra Medios, S.A.U. (c)	100.00%	-	15,600	406	(13,808)	1,792	-
Udra México, S.A. de C.V. (d)	0.17%	99.83%	23	-	(21)	2	-
GSJ Solutions, S.L.U.(b)	100%	-	337	-	-	337	-
TOTAL			126,105	(29)	(24,417)	101,688	1,570

(a) Companies audited by Deloitte

(b) Companies audited by PWC

(c) Unaudited companies.

(d) Companies audited by other auditors.

During the 2025 financial year, the Company reversed a net impairment of its financial investments amounting to EUR 1,120 thousand (EUR 29 thousand provision in the 2024 financial year), recorded under the heading "Impairment and result from disposal of financial instruments" in the attached 2025 income statement.

In addition, at 31 December 2025 and 2024, the Company maintains a provision totalling EUR 346 thousand and EUR 1,299 thousand, respectively, which is recorded under "Provision for risks and expenses" in non-current liabilities in the accompanying balance sheet, the purpose of which is to cover possible contingencies arising from the holding of these financial investments (see Note 9.1). During 2025, the Company recorded a higher provision amounting to EUR 47 thousand, recorded under "Impairment and result on disposal of financial instruments" in the accompanying income statement for 2025.

The most significant information relating to the companies in which the Company has holdings at the end of 2025 and 2024 is as follows:

Year 2025:

			Thousand of euros (*)				
			Capital and issuance fee	Profit/(Loss) for the year		Remaining net equity	Total net equity
				From operations	For the Year		
Group companies:							
Constructora San José, S.A.	Construction, purchase and sale of land	Rosalía de Castro, 44 (Pontevedra)	8,076	53,379	32,962	221,860	262,898
GSJ Solutions, S.L.U.	Engineering services	Ronda de Poniente, 11 – Tres Cantos (Madrid)	300	300	251	960	1,511
San José Concesiones y Servicios, S.A.U.	Provision of healthcare and social services	Rosalía de Castro, 44 (Pontevedra)	2,446	(2)	22	207	2,675
San José Energía y Medio Ambiente, S.A.U.	Contruction, provisions of services and management of energy contracts	Ronda de Poniente, 11 – Tres Cantos (Madrid)	4,039	(190)	(49)	(2,855)	1,135
Buildsupport Solutions, S.A.U. (antes, Cadena de Tiendas, S.A.U.)	Storage, destruction and sale of goods	Rosalía de Castro, 44 (Pontevedra)	60	(8)	47	12	119
Comercial Udra, S.A.U.	Storage, distribution and sale of manufactured products	Rosalía de Castro, 44 (Pontevedra)	4,181	3,143	3,069	914	8,164
Constructora Udra Limitada	Construction, maintenance and repair	C/ 1º de Dezembro, 12-14 - Monção (Portugal)	350	3,066	2,712	13,459	16,521
SJB Müllroser Baugesellschaft GmbH	Construction	Gewerparkrinh, 1315299 Mullroser. Alemania	4,625	(11)	(47)	(4,924)	(346)
Energías Renovables de Galicia, S.A.	Production and trade of electric energy by renewable energy resources	Rosalía de Castro, 44 (Pontevedra)	2,649	17	78	(2,070)	657
Udra Medios, S.A.U.	Edition, production, reproduction and release of books, newspapers, magazines and video	Rosalía de Castro, 44 (Pontevedra)	1,500	(6)	707	450	2,657
Udra México, S.A. de C.V.	Holding company	Miravalle, México	5,321	467	(399)	(2,157)	2,765

(*) Data corresponding to the individual financial statements of each of the investee companies.

Year 2024:

			Thousand of euros (*)				
			Capital and issuance fee	Profit/(Loss) for the year		Remaining net equity	Total net equity
				From operations	For the Year		
<u>Group companies:</u>							
Constructora San José, S.A.	Construction, purchase and sale of land	Rosalía de Castro, 44 (Pontevedra)	8,076	42,120	21,946	199,898	229,920
GSJ Solutions, S.L.U.	Engineering services	Ronda de Poniente, 11 – Tres Cantos (Madrid)	300	207	184	777	1,261
San José Concesiones y Servicios, S.A.U.	Provision of healthcare and social services	Rosalía de Castro, 44 (Pontevedra)	2,446	(2)	21	186	2,653
San José Energía y Medio Ambiente, S.A.U.	Contruction, provisions of services and management of energy contracts	Rosalía de Castro, 44 (Pontevedra)	4,039	(187)	(201)	(2,654)	1,184
Cadena de Tiendas, S.A.U.	Storage, destruction and sale of goods	Ronda de Poniente, 11 – Tres Cantos (Madrid)	60	(1)	104	92	256
Comercial Udra, S.A.U.	Storage, distribution and sale of manufactured products	Rosalía de Castro, 44 (Pontevedra)	4,181	2,143	1,791	973	6,945
Constructora Udra Limitada	Construction, maintenance and repair	C/ 1º de Dezembro, 12-14 - Monção (Portugal)	350	2,576	2,381	11,058	13,789
SJB Müllroser Baugesellschaft GmbH	Construction	Gewerparkrinh, 1315299 Mullroser. Alemania	3,625	(9)	(92)	(4,833)	(1,300)
Enerxias Renovables de Galicia, S.A.	Production and trade of electric energy by renewable energy resources	Rosalía de Castro, 44 (Pontevedra)	2,649	15	5	(2,076)	578
Udra Medios, S.A.U.	Edition, production, reproduction and release of books, newspapers, magazines and video	Rosalía de Castro, 44 (Pontevedra)	1,500	(3)	688	(238)	1,950
Udra México, S.A. de C.V.	Holding company	Miravalle, México	3,427	171	(1,686)	(361)	1,380

(*) Data corresponding to the individual financial statements of each of the investee companies.

None of the investee companies were listed on the stock exchange as at 31 December 2025 and 2024.

7.3. Cash and cash equivalents

The heading "Cash and cash equivalents" includes the Company's cash and short-term bank deposits with an initial maturity of no more than three months. The carrying amount of these assets approximates their fair value, with no restrictions on their availability.

7.4. Financial risk management

The Company's financial risk management is centralised in the Group's Finance Department, which has established the necessary mechanisms to control exposure to changes in interest rates and exchange rates, as well as credit and liquidity risks. The main financial risks that may have a potential impact on the Company are indicated below:

a) Credit risk:

The Company does not have significant credit risk as its customers and institutions in which cash placements or derivative contracts are made are highly solvent entities, in which counterparty risk is not significant.

The Company's main financial assets are cash and cash equivalents, trade receivables and other accounts receivable, and investments, which represent the Group's maximum exposure to credit risk in relation to financial assets.

The Company's credit risk is mainly attributable to its trade payables to Group companies. The amounts are reflected in the balance sheet net of provisions for insolvencies, estimated by the Company's management based on previous years' experience and its assessment of the current economic environment. The amount of financial assets recognised in the accompanying financial statements, net of any impairment losses, represents the Company's maximum exposure to credit risk, without taking into account any collateral or other credit enhancements.

The Company does not have a significant concentration of credit risk, with exposure concentrated in Group companies and related parties, and the credit risk therefore associated with the activity of these companies.

The Company monitors and has specific credit management procedures in place, establishing conditions for the acceptance of orders and monitoring them periodically.

b) Liquidity risk:

The Company is part of the centralised treasury system of Grupo SANJOSE, of which it is the Parent Company, with access to the Group's short-term discount lines and the ability to obtain liquidity from the Group if circumstances so require. The Group maintains a liquidity policy consisting of committed credit facilities and temporary financial investments in an amount sufficient to meet anticipated needs for a period that depends on the situation and expectations of the debt and capital markets.

c) Market risk:

- Interest rate risk: both the Company's cash and financial debt are exposed to interest rate risk, which could have an adverse effect on financial results and cash flows. In order to minimise this effect, it is the Company's policy to contract interest rate hedging derivatives. As at 31 December 2025 and 2024, because a large part of the Company's financing is at a fixed interest rate, it does not hold any derivative financial instruments.

- Exchange rate risk: as at 31 December 2025 and 2024, the Company has no foreign currency positions. Likewise, it does not have any exchange rate hedging contracts. Its currency exposure mainly corresponds to its holdings in Group companies that may operate in an environment where the currency is other than the euro (see Note 7.2). It is the Group's policy that the financing of these units, if necessary, is contracted in local currency.

8. Net Assets

8.1 Registered capital

As at 31 December 2025 and 2024, the Company's share capital consisted of 65,026,083 shares with a par value of EUR 0.03 each.

On 20 July 2009, the Company's shares were admitted to trading on the Continuous Market. The closing and average share price for the last quarter of the financial year was EUR 7.52 and EUR 7.27 in 2025, and EUR 5.2 and EUR 4.70 in 2024, respectively.

As at 31 December 2025, the Company's main shareholder was Mr Jacinto Rey González, with a direct and total effective stake of 24.952% and 48.292%, respectively. In addition, other shareholders with a significant stake as at 31 December 2024 included: Ms Julia Sánchez Ávalos, Ms María Virtudes Sánchez Ávalos and Mr Juan Villalonga Navarro, with total effective holdings of 7.4%, 4.7% and 2.1%, respectively.

8.2 Share premium

The Capital Companies Act expressly allows the use of the balance of the share premium to increase the share capital of the entities in which it is registered and does not establish any specific restrictions on the availability of this balance.

8.3 Legal reserve

In accordance with the Capital Companies Act, a public limited company must allocate an amount equal to 10% of the profit for the financial year to the legal reserve until it reaches at least 20% of the share capital. The legal reserve may be used to increase capital in the part of its balance that exceeds 10% of the capital already increased. Except for the aforementioned purpose, and as long as it does not exceed 20% of the share capital, this reserve may only be

used to offset losses and provided that there are no other reserves available for this purpose. At the end of the 2025 financial year, the legal reserve is fully constituted.

8.4 Distribution of dividends

As at 31 December 2025 and 2024, there are no restrictions on the distribution of dividends. The Company has distributed dividends in the last five financial years (see Note 3).

8.5 Treasury shares

As at 31 December 2025 and 2024, the Company has no treasury stock and has not carried out any transactions with its own shares during the 2025 and 2024 financial years.

8.6 Financial position

The Company is in a strong financial position. As at 31 December 2025 and 2024, the Company's net equity was positive, amounting to EUR 38,129 thousand and EUR 44,910 thousand, representing 26.2% and 32.4% of total assets.

9. Provisions and contingencies

9.1 Long-term provisions

The breakdown of long-term provisions recorded in the balance sheet at the end of 2025 and 2024, as well as the main movements recorded during 2025 and 2024, is as follows:

Year 2025:

	Thousand of euros			
	Balance at 31-12-2024	Additions	Tranfers (Note 7.2)	Balance at 31-12-2025
Provision for risks and expenses	1,299	47	(1,000)	346
Total	1,299	47	(1,000)	346

Year 2024:

	Thousand of euros			
	Balance at 31-12-2023	Additions	Tranfers (Note 7.2)	Balance at 31-12-2024
Provision for risks and expenses	2,207	92	(1,000)	1,299
Total	2,207	92	(1,000)	1,299

This heading includes the provisions made by the Company to cover possible contingencies arising from the holding of financial investments with negative equity, in addition to any impairment of the investments themselves that may have been recorded to date. As at 31 December 2025 and 2024, the amount of the provision refers to the Company's investment in the Group company "SJB Müllroser Baugesellschaft GmbH" (see Note 7.2).

9.2 Short-term provisions

As at 31 December 2025 and 2024, the Company has recorded a short-term provision amounting to EUR 430 thousand, the purpose of which is to cover possible contingencies arising from its normal business activities.

9.3 Contingency

The amount of guarantees granted to third parties by the Company is very insignificant. In any case, the Company's directors do not expect any liabilities to arise in relation to the guarantees committed, other than those recorded in these financial statements at 31 December 2025.

10. Financial liabilities

The breakdown of the Company's financial liabilities as at 31 December 2025 and 2024 is as follows:

Year 2025:

	Thousand of euros						
	Non-Current			Current			TOTAL
	Bank borrowings	Bonds and other securities	Credits, Derivatives and Other	Bank borrowings	Bonds and other securities	Credits, Derivatives and Other	
Financial liabilities at amortized cost or cost	-	-	66,672	-	-	34,876	101,548
Liabilities at fair value with changes in P&G							
Trading book	-	-	-	-	-	-	-
Designated	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Derivative Financial Instruments	-	-	-	-	-	-	-
TOTAL	-	-	66,672	-	-	34,876	101,548

Year 2024:

	Thousand of euros						
	Non-Current			Current			TOTAL
	Bank borrowings	Bonds and other securities	Credits, Derivatives and Other	Bank borrowings	Bonds and other securities	Credits, Derivatives and Other	
Financial liabilities at amortized cost or cost	-	-	66,672	-	-	20,451	87,123
Liabilities at fair value with changes in P&G							
Trading book	-	-	-	-	-	-	-
Designated	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
Derivative Financial Instruments	-	-	-	-	-	-	-
TOTAL	-	-	66,672	-	-	20,451	87,123

10.1. Financial liabilities at amortised cost or cost:

Financial liabilities at amortised cost - Long term:

The Company records under this heading the amount of long-term debt with Group companies, which as at 31 December 2025 and 2024 amounted to EUR 66,672 thousand in both years (see Note 13.2).

Financial liabilities at amortised cost - Short term:

The breakdown of the financial liabilities included under this heading at 31 December 2025 and 2024 is as follows:

	Thousand of euros	
	31/12/2025	31/12/2024
Current bank borrowings	91	94
Payable to Group and associated companies (Note 13.2)	31,138	17,069
Trade payables	206	487
Suppliers Group and associated companies (Note 13.2)	797	245
Staff, remuneration payable	2,644	2,556
Total	34,876	20,451

11. Public administrations and tax situation

The Company is subject to the Tax Consolidation Regime, with Group number 002/06, being the Parent Company of the tax group.

11.1. Current balances with public administrations

The breakdown of current debit balances with public administrations at 31 December 2025 and 2024 is as follows:

	Thousand of euros	
	31/12/2025	31/12/2024
Current assets:		
VAT receivables	4,103	4,706
Income tax receivables and other	-	-
Total	4,103	4,706

The breakdown of current credit balances with the Public Administrations as at 31 December 2025 and 2024 is as follows:

	Thousand of euros	
	31/12/2025	31/12/2024
Current liabilities:		
Income tax payable (Note 11.2)	1,903	1,937
Personal income payable and other	598	560
Social Security payables	150	128
Total	2,651	2,625

On 1 January 2012, the Company, together with most of its subsidiaries in which it holds a stake of more than 50% and several joint ventures, opted to file VAT returns as a group under the general regime, obtaining number 111/12.

11.2. Reconciliation of accounting profit and taxable income

The reconciliation of the accounting result and the estimated corporate income tax base for the 2025 and 2024 financial years is as follows:

	Thousand of euros	
	2025	2024
Profit/(Loss) before tax	4,483	4,152
Permanent differences		
Increase	1,000	975
Decrease	(3,054)	(1,487)
Offset of prior years' tax losses	(4,520)	(1,841)
Prior taxable profit	(2,091)	1,799
Prior setting 25%	(523)	450
Deductions	(1)	(1)
Regularisation and other	83	(4,366)
Income tax expense	(441)	(3,917)
Temporary differences		
Decrease prepaid tax	-	-
Increase prepaid tax (Note 11.3)	-	1
To offset tax credit (Note 11.3)	(1,130)	(460)
Deductions		
Current year deduction increases	-	-
To offset outstanding deductions	-	(1)
Adjustments and other	(83)	4,366
Principal transactions	(8,465)	(7,010)
Amount (payable) / receivable	(10,119)	(7,021)
-Offset against tax group (Note 13.2)	12,022	8,958
-Tax debit / (credit)	(1,903)	(1,937)

The permanent adjustments to the tax base are mainly due to the adjustment of dividend income received by the Company in the 2025 and 2024 financial years, amounting to EUR 2,034 thousand and EUR 1,500 thousand, respectively (see Note 12.1), as well as the adjustment of goodwill amortisation and other non-deductible provisions and/or reversals of provisions.

Pillar 2 Directive

Within the framework of the European Union, following the OECD model rules and adapting them to primary Union law, Council Directive (EU) 2022/2523 of 15 December 2022 was approved. This Directive applies to multinational or domestic groups of companies with annual revenues equal to or greater than EUR 750 million in the consolidated financial statements of their ultimate parent company in at least two of the four fiscal years immediately preceding the fiscal year under review.

Spain has transposed the Directive and established a complementary tax to ensure a minimum overall level of taxation for multinational groups and large domestic groups (Law 7/2024 of 20 December). The Company, as the parent company of a commercial group, is an entity resident in Spain and complies with the activity requirements established by the regulation, which applies to Grupo SANJOSE.

Although there has been an increase in formal compliance costs, Grupo SANJOSE has not recorded any expenses in the 2025 and 2024 financial years as a result of the application of this new regulation, as it is already subject to effective tax rates higher than the minimum taxation established under Pillar 2 regulations in the main territories in which it operates.

For the appropriate purposes, the Group applies the exception to recognise and disclose information on deferred tax assets and liabilities related to Pillar 2 income tax.

11.3. Deferred tax assets and liabilities

The breakdown of deferred tax assets recorded in the balance sheet as at 31 December 2025 and 2024, as well as the movements in those years, is as follows:

Year 2025:

	Thousand of euros			
	31.12.2024	Tax for the year (Note 11.2)	Regularisat. and other	31.12.2025
Deductions and bonuses pending to be taken	3	-	2	5
Offset of tax loss carry forwards (Note 13.2)	9,010	(1,248)	(109)	7,653
Total	9,013	(1,248)	(107)	7,658

Year 2024:

	Thousand of euros			
	31.12.2023	Tax for the year (Note 11.2)	Regularisat. and other	31.12.2024
Temporary differences on other items	1	1	(2)	-
Deductions and bonuses pending to be taken	-	-	3	3
Offset of tax loss carry forwards (Note 13.2)	9,570	(560)	-	9,010
Total	9,571	(559)	1	9,013

The breakdown of deferred tax liabilities recorded in the balance sheet as at 31 December 2025 and 2024, as well as the movements during those financial years, is as follows:

Year 2025:

	Thousand of Euros			
	31.12.2024	Tax for the year (Note 11.2)	Regularisat. and other	31.12.2025
Temporary differences in margins for group transactions	2,264	-	(47)	2,217
Payable to group companies for income tax (Note 13.2)	130	(118)	-	12
Total	2,394	(118)	(47)	2,229

Year 2024:

	Thousand of Euros			
	31.12.2023	Tax for the year (Note 11.2)	Regularisat. and other	31.12.2024
Temporary differences in margins for group transactions	2,089	-	175	2,264
Payable to group companies for income tax (Note 13.2)	230	(100)	-	130
Total	2,319	(100)	175	2,394

Tax loss carryforwards

At 31 December 2025, the Company had tax loss carryforwards, all of which were generated within the tax consolidation group to which it belongs, amounting to EUR 242,606 thousand (EUR 251,514 thousand at 31 December 2024). This amount is after deducting the tax loss carryforwards offset in 2025, based on the Company's forecast of corporate income tax expense.

The Company has partially capitalised the tax loss carryforwards, generating a tax credit. At 31 December 2025 and 2024, the amount of the tax credit recorded by the Company amounted to EUR 7,653 thousand and EUR 9,010 thousand, respectively.

The Company's management has assessed the recoverability of the deferred tax asset based on projections for the Group's various activities for the period 2026-2035, including the main variables derived from current tax legislation (*Tax Plan*).

The projections used are based on Grupo SANJOSE's Strategic Plan and have been duly reviewed and updated by the Group's management in accordance with the most recent commercial projections, which take into account the historical evolution of recent years and, in particular, the financial stability of recent financial years. In addition, external sources from internationally renowned organisations, such as the International Monetary Fund, and information on public infrastructure investment plans for the coming years in the main countries where the Group operates have been used in the preparation of revenue and margin projections.

The Group's forecasts envisage positive results, which have in fact been evident in recent financial years. The Group uses conservative assumptions in preparing the aforementioned *Tax Plan*. As at 31 December 2025, the main assumptions used are as follows:

- Regarding construction activity:
 - Sales: total revenue from the construction business is estimated based on current activity and the contracted portfolio (short and medium term).
 - Relatively stable EBITDA margin, at levels of [4.5–6.0] %.
 - Possible capital gains from the sale of real estate assets, as well as income and profits from urban development activities, are not taken into account.
- Regarding other activities: energy, services and maintenance, commercial and media. These are of secondary importance compared to the construction business.
 - Sales: generally, average annual growth of around [1.5-4] %.
 - EBITDA margin: maintenance of the average margins obtained in recent years.

Based on the *Tax Plan* and the most likely scenario, it is concluded that the Group generates sufficient positive tax bases to offset the amount of deferred tax assets recorded at 31 December 2025, over a period of approximately [3-4] years, which is considered reasonable by the Group's management, taking into account the type of portfolio held.

Deductions

Current corporate income tax legislation establishes various tax incentives. Deductions generated in a financial year in excess of the applicable legal limits may be applied to reduce corporate income tax liabilities in subsequent financial years, within the limits and time frames established by the relevant tax regulations.

As at 31 December 2025, the Company has deductions pending application amounting to EUR 15 thousand, which are fully capitalised under the heading "Deferred tax assets" in the accompanying balance sheet, amounting to EUR 5 thousand.

11.4. Taxes open to tax inspection

The Company has taxes for the last four financial years open for inspection and, since 2021, for corporation tax.

During the first half of the 2024 financial year, the tax inspection procedures relating to corporation tax, value added tax and withholdings and payments on account of income from employment, professional services and movable capital of the Spanish tax group were completed, corresponding to the financial years between 2017 and 2020. The Tax Agency estimated the application of a higher amount of tax losses in that period, totalling EUR 17.7 million, with a net income tax income of EUR 5.2 million recorded at the consolidated level in 2024.

With regard to the 2016, 2021 and 2022 financial years, which were not within the scope of the inspection, the Group estimates that the amount of additional tax losses that could have been offset by the Spanish companies comprising it would be around EUR 40 million, with an effect on tax liability of approximately EUR 10 million. As the Group is uncertain as to when and how this will be recognised by the Tax Agency, as at 31 December 2024 and 2025, it has not been considered virtually certain that it will be obtained, and this asset has been classified as contingent.

At present, the Company, as well as its investee companies belonging to the Tax Consolidation Group, have no taxes open for inspection.

With regard to corporation tax, the Administration's right to initiate the procedure for verifying the bases or amounts offset or pending offset or deductions applied or pending application shall expire ten years from the day following the end of the statutory period established for filing the return or self-assessment corresponding to the financial year or tax period in which the right to offset such bases or amounts or to apply such deductions arose.

The aforementioned returns, as well as those corresponding to the rest of the taxes to which the Company is subject, cannot be considered final until the limitation period has elapsed or until they have been inspected and accepted by the tax authorities.

The Company's directors believe that no significant liabilities additional to those already recorded will arise as a result of any possible checks that may be carried out on the financial years open for inspection.

11.5. Transactions subject to the special tax neutrality regime

On 1 July 1994, Grupo Empresarial San José, S.A. increased its share capital through the non-monetary contribution of shares in the company Constructora San Jose S.A., a transaction carried out in accordance with the special tax neutrality regime regulated by Law 29/1991. This transaction is detailed in the notes to the financial statements for that financial year.

On 22 October 1999, the Company subscribed shares in Inmobiliaria Udra, S.A. through the non-monetary contribution of shares in Pontegran S.L., an operation carried out in accordance with the special tax neutrality regime regulated by Law 43/1995. This operation is detailed in the notes to the financial statements for that financial year.

On 27 June 2005, the Company subscribed shares in Constructora San José S.A. through the non-monetary contribution of shares in Inmobiliaria Udra S.A. This transaction was subject to the tax neutrality regime contained in Chapter VIII, Title VIII of Royal Decree-Law 4/2004 of 5 March on Corporation Tax. This transaction is detailed in the notes to the financial statements for that financial year.

On 2 June 2006, the Company subscribed shares in "Comercial Udra, S.A.U." through the non-monetary contribution of shares in the companies "Arserex S.A.U." and "Basket King S.A.". This transaction was subject to the tax neutrality regime contained in Chapter VIII, Title VIII of Royal Decree-Law 4/2004 of 5 March on Corporation Tax. This transaction is detailed in the notes to the financial statements for that year.

On 19 June 2006, the Company subscribed shares in Grupo Empresarial San José, S.A. (a company with which it merged in 2008 – see Note 1 – adopting its company name) through the non-monetary contribution of shares in Constructora San José, S.A. This transaction was subject to the tax neutrality regime contained in Chapter VIII, Title VIII of Royal Decree-Law 4/2004 of 5 March on Corporation Tax. This transaction was detailed in the notes to the financial statements for that year.

11.6 Subrogation of the Company in the tax obligations of the absorbed companies

Merger by absorption of Parquesol Inmobiliaria y Proyectos, S.A. with Miralepa Cartera, S.L. and Parquesol Inmobiliaria y Proyectos, S.L.

In 2006, the company "Parquesol Inmobiliaria y Proyectos S.A." absorbed "Miralepa Cartera, S.L." and "Parquesol Inmobiliaria y Proyectos, S.L.", the latter of which had in turn absorbed certain companies in 2000. Article 90 of the Consolidated Text of the Corporate Income Tax Law (*Royal Legislative Decree 4/2004, of 5 March*) establishes that when a restructuring operation is carried out that determines a universal succession, as in the case of the aforementioned takeovers, the tax rights and obligations of the acquired entities are transferred to the acquiring entity. For this reason, the Company acquired, among other things, the tax obligations incurred by the absorbed companies. However, the Company's directors do not anticipate that any significant liabilities will arise for the Company as a result of the aforementioned transaction.

Likewise, the project and the merger agreements between the Company and Parquesol Inmobiliaria y Proyectos, S.L. and Miralepa Cartera, S.L. specified that the transaction would be subject to the special tax regime provided for in Chapter VIII, Title VII of Royal Legislative Decree 4/2004, of 5 March, approving the Consolidated Text of the Corporate Income Tax Law, which was formally communicated to the Tax Authorities.

Spin-off of a branch of activity from the company Grupo Empresarial San José, S.A. and consequent capital increase of the beneficiary company San José Desarrollos Inmobiliarios, S.A.

On 30 June 2010, the agreement was made public whereby Grupo Empresarial San José, S.A. spun off its real estate business from its assets and transferred it en bloc by universal succession to its then investee company San José Desarrollos Inmobiliarios, S.A., which increased its capital by the necessary amount. Following this transaction, the Company continues to have the material and human resources to carry out activities related to its other lines of business.

The contribution of the branch was made with retroactive accounting effect from 1 January 2010. This spin-off operation was carried out in accordance with the provisions of Law 3/2009 on Structural Modifications of Capital Companies and Chapter VIII of Title VII of the Special Regime for Mergers, Spin-offs, Contributions of Assets and Exchange of Securities, established by RDL 4/2004 of 5 March, approving the Consolidated Text of the Corporate Income Tax Law, having been communicated to the Central Delegation for Large Taxpayers of the Tax Agency on 2 November 2010.

12. Income and expenses

12.1 Net revenue

The breakdown of net turnover for the 2025 and 2024 financial years is as follows:

	Thousand of euros	
	2025	2024
Dividends received	2,034	1,500
Financial incomes from Group companies	281	317
Other incomes	20,840	20,274
Total	23,155	22,091

This heading includes the income obtained by the Company from its *holding* activities: it mainly includes financial income from financing granted to investee companies, as well as dividends received from them (see Note 13.1).

The heading "Other income" includes amounts of EUR 20,840 thousand and EUR 20,274 thousand, respectively, which mainly correspond to income from the provision of administration and management services that the Company provides to its investee companies (see Note 13.1).

12.2 Social security contributions

The breakdown of this item in 2025 and 2024 is as follows:

	Thousand of euros	
	2025	2024
Social security	1,242	1042
Other social costs	306	315
Total	1,548	1,357

12.3 Personnel

The average number of persons employed during the financial years 2025 and 2024 is as follows:

Category	2025		2024	
	Men	Female	Men	Female
University graduates	22	13	24	12
Medium term grades	14	13	12	10
Clerical staff	12	17	10	17
Technicians	2	-	2	-
Total	50	43	48	39

As of 31 December 2025 and 2024, the workforce consisted of 94 and 89 employees, respectively (51 men and 43 women as of 31 December 2025 and 49 men and 40 women as of 31 December 2024), with the distribution by category similar to the average for the financial year.

The average number of people employed during the 2025 and 2024 financial years with a disability greater than or equal to 33% is one employee, who holds a higher education degree. The Group, in view of the specific risk involved in its activity, has recognised the exceptional nature of hiring disabled workers, complying with this by contracting services with different special employment centres. These contracts are annual, incurring an annual expense above the legally established minimum.

12.4 External services

The breakdown of this item in the 2025 and 2024 financial years is as follows:

	Thousand of euros	
	2025	2024
Rents and royalties	543	483
Independent professional services	729	1004
Insurance premiums	633	587
Banking services and similar	1	2
Advertising, publicity and public relations	22	73
Utilities	11	3
Other services	4,202	4,331
Total	6,141	6,483

This heading mainly includes, under "Other services", the amount of services provided by Group companies and related parties, amounting to 2,879 and 3,089 thousand euros in 2025 and 2024, respectively (see Note 13.1).

12.5 Financial income

During the 2025 and 2024 financial years, the Company had financial income derived from its *holding company* activities: income from financing granted to investee companies, as well as dividends received from them. This financial income is recorded as an increase in the Company's turnover (see Note 12.1).

In addition, during the 2024 financial year, the Company obtained financial income amounting to EUR 802 thousand, derived from the conclusion of tax inspection activities (see Note 11.4).

12.6 Audit fees

During the 2023 financial year, and in relation to the 2023 to 2025 financial years, inclusive, the Company's General Meeting appointed "PricewaterhouseCoopers Auditores, S.L." as auditor of its individual and consolidated annual accounts and management report.

The breakdown of fees for the 2025 and 2024 financial years is as follows:

Year 2025:

Description	Thousand of euros
Audit fees	59
Other verification services	34
Total audit services and related services	93
Tax advisory services	-
Other Services	-
Total	93

Year 2024:

Description	Thousand of euros
Audit fees	57
Other verification services	34
Total audit services and related services	91
Tax advisory services	-
Other Services	-
Total	91

13. Related entities

13.1. Transactions with related parties

The details of transactions with related parties during financial years 2025 and 2024 are as follows:

Year 2025:

	Thousand of euros				
	Provision from services (Note 12.1)	Reception of services (Note 12.4)	Financial expenses	Financial incomes	Holding activ. incomes (Note 12.1)
Comercial Udra, S.A.U.	540	-	1	-	1,873
Pinos Altos X.R., S.L.	-	121	-	-	-
Eraikuntza Birgaikuntza Artapena, S.L.U.	1,404	-	-	-	-
Cartuja Inmobiliaria, S.A.U.	1,350	-	-	-	-
Constructora San José, S.A.	14,618	2,715	401	-	-
San Jose Concesiones y Servicios, S.A.U.	209	-	265	-	-
San Jose Energía y Medio Ambiente, S.A.U.	128	-	-	-	223
Udramedios, S.A.U.	-	-	152	-	-
Constructora Udra Limitada	990	-	-	-	-
Buildsupport Solutions, S.A.U.	-	-	7	-	184
San José Inmobiliaria Perú S.A.C.	69	-	-	-	-
Rexa Constructora S.A.C.	25	-	-	-	-
Sociedad Conc. San José Tecnocontrol S.A.	760	-	-	-	-
Constructora Sanjose Chile Ltda.	216	-	-	-	-
SJB Mullroser Baugeschellsaft	-	-	-	-	35
Fotovoltaica El Gallo, S.A.	133	-	-	-	-
Constructora San José Argentina, S.A.	1	-	-	-	-
Udra México S.A. de C.V.	51	-	-	-	-
GSJ Solutions, S.L.	-	43	39	-	-
Desarrollos Urbanísticos Udra, S.A.U.	-	-	1,647	-	-
Facopremo, S.A.	253	-	-	-	-
Other companies of the Group	65	-	3	-	-
Total	20,812	2,879	2,515	-	2,315

Year 2024:

	Thousand of euros				
	Provision from services (Note 12.1)	Reception of services (Note 12.4)	Financial expenses	Financial incomes	Holding activ. incomes (Note 12.1)
Comercial Udra, S.A.U.	459	-	13	-	1,500
Pinos Altos X.R., S.L.	-	121	-	-	-
Eraikuntza Birgaikuntza Artapena, S.L.U.	1,170	-	-	-	-
Cartuja Inmobiliaria, S.A.U.	1,350	-	-	-	-
Constructora San José, S.A.	14,525	2,927	219	-	-
San Jose Concesiones y Servicios, S.A.U.	243	-	254	-	-
San Jose Energía y Medio Ambiente, S.A.U.	128	-	-	-	225
Udramedios, S.A.U.	-	-	121	-	-
Constructora Udra Limitada	990	-	-	-	-
Cadena de Tiendas, S.A.	-	-	6	-	-
San José Inmobiliaria Perú S.A.C.	78	-	-	-	-
Rexa Constructora S.A.C.	96	-	-	-	-
Concesionaria San Jose Tecnocontrol, S.A.	557	-	-	-	-
Constructora Sanjose Chile Ltda.	282	-	-	-	-
Rexa Constructora S.A.C.	-	-	-	-	91
Fotovoltaica El Gallo, S.A.	130	-	-	-	-
Constructora San José Argentina, S.A.	1	-	-	-	-
Udra México S.A. de C.V.	140	-	-	-	-
GSJ Solutions, S.L.	-	41	28	-	-
Desarrollos Urbanísticos Udra, S.A.U.	-	-	1,651	-	-
Facopremo, S.A.	55	-	-	-	-
Desarrollos Urbanísticos Udra, S.A.U.	70	-	4	-	1
Total	20,274	3,089	2,296	-	1,817

The amount of services provided by the investee company "Constructora San José, S.A." in the 2025 and 2024 financial years is mainly due to administration and management services provided by this investee, which, in turn, the Company partially re-invoices to the other companies in the Group in which it has an interest.

Commercial transactions are carried out in accordance with the terms and conditions established by the parties, under normal market conditions.

Interest, both paid and received, is calculated by applying the Euribor plus a market spread to the credit and debit balances in current accounts with Group companies.

13.2. Balances with related parties

The amount of the balances on the balance sheet with related parties is as follows:

Year 2025:

	Thousand of euros					
	Long-term loans (Note 7.1)	Trade receivables	Short-term Credits	Long-term debt	Short-term Debts	Trade payables
Comercial Udra, S.A.U.	-	54	2,510	-	-	-
San José Energía y Medio Ambiente, S.A.U.	1,920	52	5,689	-	-	-
San José Concesiones y Servicios, S.A.	-	65	-	-	6,986	-
Constructora Udra Limitada	-	165	-	-	-	-
Xornal de Galicia, S.A.	-	25	-	-	-	-
Buildsupport Solutions, S.A.U.	-	-	-	-	61	-
Constructora San José, S.A.	-	3,509	-	-	17,226	735
SJB Mullroser Baugeschellsaft	-	-	1,434	-	-	-
Udra Medios, S.A.U.	-	-	-	-	4,451	-
Eraikuntza Birgaikuntza Artapena, S.L.U.	-	284	-	-	-	-
Pinos Altos XR, S.L.	-	-	-	-	-	10
Cartuja Inmobiliaria, S.A.U.	-	272	-	-	-	-
Udra México, S.A. de CV	-	8	-	-	-	-
GSJ Solutions, S.L.	-	-	-	-	1,150	52
Desarrollos Urbanísticos Udra, S.A.U.	-	-	-	66,672	-	-
Sociedad Conces. San José Tecnocontrol S.A.	-	127	-	-	-	-
San Jose Constructora Chile S.A.	-	36	-	-	-	-
Constructora San José Argentina, S.A.	-	2	-	-	-	-
Other companies of the Group	-	52	22	-	1	-
Balances with companies of the group by tax consolidation	-	-	13,454	-	1,263	-
Total	1,920	4,651	23,109	66,672	31,138	797

Year 2024:

	Thousand of Euros					
	Long-term loans (Note 7.1)	Trade receivables	Short-term Credits	Long-term debt	Short-term Debts	Trade payables
Comercial Udra, S.A.U.	-	46	-	-	65	-
San José Energía y Medio Ambiente, S.A.U.	1,570	39	5,750	-	-	-
San José Concesiones y Servicios, S.A.	-	74	-	-	5,618	-
Constructora Udra Limitada	-	165	-	-	-	-
Xornal de Galicia, S.A.	-	66	-	-	-	-
Buildsupport Solutions, S.A.U.	-	-	-	-	167	-
Constructora San José, S.A.	-	34	-	-	4,840	208
SJB Mullroser Baugeschellsaft	-	-	2,382	-	-	-
Udra Medios, S.A.U.	-	-	-	-	3,711	-
San José Inmobiliaria Perú, S.A.C.	-	7	-	-	-	-
Constructora San José Colombia, S.A.S.	-	0	-	-	-	-
Eraikuntza Birgaikuntza Artapena, S.L.U.	-	119	-	-	-	-
Pinos Altos XR, S.L.	-	-	-	-	-	10
Cartuja Inmobiliaria, S.A.U.	-	141	-	-	-	-
Udra México, S.A. de CV	-	140	-	-	-	-
GSJ Solutions, S.L.	-	-	-	-	966	27
Desarrollos Urbanísticos Udra, S.A.U.	-	-	-	66,672	-	-
Sociedad Conces. San José Tecnocontrol S.A.	-	186	-	-	-	-
San Jose Constructora Chile S.A.	-	165	-	-	-	-
Constructora San José Argentina, S.A.	-	1	-	-	-	-
Other companies of the Group	-	438	6	-	-	-
Balances with companies of the group by tax consolidation	-	-	10,477	-	1,702	-
Total	1,570	1,621	18,615	66,672	17,069	245

The balance under the heading "Long-term payables to Group companies" at 31 December 2025 and 2024, amounting to EUR 66,672 thousand in both years, corresponds entirely to the loan formalised between the Company and the Group company "Desarrollos Urbanísticos Udra, S.A.U." dated 31 October 2019, amounting to EUR 86,397 thousand, with a single repayment at maturity after 20 years, at a fixed interest rate of 2.48% per annum, payable in full at maturity.

As at 31 December 2025 and 2024, the amount recorded under "Long-term loans to Group companies", amounting to EUR 1,920 thousand and EUR 1,570 thousand, respectively, refers to the participatory loan granted to its investee "San José Energía y Medio Ambiente, S.A.U.", where the accrual of financial expenses is contingent upon the borrowing company obtaining positive results, and whose purpose is to strengthen its financial position.

The headings "Short-term loans to companies" and "Short-term payables" at 31 December 2025 and 2024 include the balances drawn down under financial current account agreements signed with Group companies, which accrue interest at market rates (in 2025 and 2024, this remained at 3.79%).

Additionally, because the Company is the head of the consolidated tax group for corporation tax and VAT, the Company records a long-term credit position with the Group under "Deferred tax liabilities" for a total amount of EUR 12 thousand and EUR 130 thousand at 31 December 2025 and 2024, respectively, corresponding to the Company's account payable to companies in the tax group for the tax credit recorded by the Company under "Deferred tax assets", corresponding to tax losses contributed to the tax perimeter by these companies (see Note 11.3). Likewise, and as a result of the corporate income tax forecast at year-end, the headings "Short-term investments in Group companies" and "Short-term payables to Group companies and associates" in the accompanying balance sheet include amounts of EUR 13,454 thousand and EUR 1,263 thousand, respectively, at 31 December 2025 (EUR 10,477 thousand and EUR 1,702 thousand, respectively, at 31 December 2024). With regard to VAT settlements, the Company has an account payable to its investee companies for a net amount of EUR 1,634 thousand as at 31 December 2025, which is included under the heading "Government agencies owing money" in the accompanying balance sheet.

Likewise, as at 31 December 2025 and 2024, the Company has a balance payable to partners, directors and executives amounting to EUR 91 thousand and EUR 94 thousand, respectively, which is recorded under "Short-term debts" in current liabilities in the accompanying balance sheet (see Note 10.1).

14. Other Information

14.1. Information on payment deferrals made to suppliers. Third additional provision. "Duty to inform" of Law 15/2010, of 5 July.

In relation to the information required by the third additional provision of Law 15/2010, of 5 July, amended by, and Article 9-2 of Law 18/2022, of 28 September, on the creation and growth of companies, the weighted average payment period to the Company's suppliers during the 2025 and 2024 financial years is detailed below, as well as the balance of payments made and pending as at 31 December 2025 and 2024:

	Year 2025	Year 2024
Average payment term to suppliers (days)	26	28
Ratio of paid transactions (days)	26	28
Ratio of transactions pending payment (days)	27	26
Total payments made (thousands of Euros)	4,848	4,353
Total pending payments (thousand of Euros)	170	459

The maximum legal payment period applicable to Spanish Group companies, according to Law 15/2010, of 5 July, amending Law 3/2004, of 29 December, amended by Law 11/2013, of 26 July, which establishes measures to combat late payment in commercial transactions, is 30 days, extended to 60 days in cases where this has been contractually agreed between the parties.

During the 2025 and 2024 financial years, the total number and amount of invoices paid to suppliers by the Company, detailing those that have been paid in a period shorter than the maximum established in the legislation in force, is as follows:

	Year 2025	Year 2024
nº of invoices paid in a period < 60 days	807	741
% over the total nº of paid invoices for the Company	95.6%	94.3%
Amount of paid invoices in a period < 60 days (thousand of euros)	4,586	4,165
% over the total nº of paid invoices for the Company	94.6%	95.7%

In accordance with the ICAC Resolution of 29 January 2016 on the information to be included in the notes to the annual accounts in relation to the average payment period to suppliers in commercial transactions, the commercial transactions corresponding to the delivery of goods or provision of services accrued during the financial year have been taken into account for the calculation of the average payment period to suppliers.

For the sole purpose of providing the information required by this Resolution, suppliers are considered to be commercial creditors for debts for the supply of goods or services included in the items "Suppliers" and "Sundry creditors" under current liabilities in the balance sheet. Likewise, the effective date of payment is considered to be the date on which the commercial creditor has, or has the actual capacity to dispose of, the liquidity provided by the Company.

The Company's directors have not considered the balance of payments made during the financial year to Group companies domiciled abroad, as they consider that these balances and transactions are outside the scope of the law.

The payment of invoices after the maximum term is mainly due to incidents in the delivery of the product or performance of the contracted service. Any one-off payments to trade creditors that may exceed the established legal deadlines are generally in line with standard industry practice and may be considered an objective reason and not abusive in nature, in accordance with the provisions of the aforementioned regulations. In these cases, the financial costs are borne by the Company, as documented in the various contracts signed with suppliers.

14.2. Remuneration of the Board of Directors and Senior Management

The composition of the various remuneration items accrued by the members of the Company's Board of Directors during the 2025 and 2024 financial years is as follows:

Type of Directors	Thousand of euros	
	2025	2024
Executive	3,398	3,184
Independent board members	253	171
Other external board members	240	319
Total	3,891	3,674

The total remuneration paid by the Company in the 2025 and 2024 financial years to members of senior management who are not also executive directors amounted to EUR 730 thousand and EUR 689 thousand, respectively.

At the end of the 2025 and 2024 financial years, the Company's Board of Directors was made up of nine men and three women.

There are no pension or life insurance obligations in respect of former and current members of the Board of Directors or members of senior management.

The Company's directors are covered by the "Corporate Civil Liability Insurance Policies for Directors and Executives" taken out by the Company to cover any damages that may be claimed against them and that may arise as a result of a management error committed by its directors or executives, as well as those of its subsidiaries, in the exercise of their duties. The total annual premium for the 2025 financial year amounts to EUR 293 thousand (EUR 303 thousand in the 2024 financial year).

14.3. Details of holdings in companies with similar activities and similar activities carried out on their own account or on behalf of others by directors and related parties

In relation to the participation of the Company's directors, or persons related to them, in the capital of companies outside the Company, or if they carry out, on their own account or on behalf of others, the same, similar or complementary type of activity as that which constitutes the corporate purpose, or if they, in their own name or on behalf of others, have carried out transactions with the Company or with any company in the same Group that are outside the ordinary course of business of the Company or under conditions that were not normal market conditions, it should be noted that the directors have stated that they, or persons related to them:

- They do not carry out, on their own behalf or on behalf of others, the same, similar or complementary type of activity as that which constitutes the corporate purpose of the Company.
- They do not hold shares in the capital of entities with the same, similar or complementary type of activity as that which constitutes the corporate purpose of the Company.
- They have not carried out any other transactions with the Company or with any company in the same group that are outside the ordinary course of business of the Company or under conditions that are not normal market conditions.

At the close of the 2025 financial year, neither the members of the Company's Board of Directors nor persons related to them, as defined in the Capital Companies Act, have notified the other members of the Board of Directors of any direct or indirect conflict they may have with the interests of the Company.

15. Environmental information

Assets that are used on a long-term basis in the activities of the Group's companies, whose main purpose is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution, are considered environmental assets.

Grupo SANJOSE, of which the Company is the parent company, considers environmental preservation and sustainable development to be fundamental premises within its strategic business lines. The Group's environmental policy includes the following:

- Protection of the environment through the prevention or mitigation of environmental impacts, the prevention of pollution, the reduction of waste generation, the sustainable use of resources and energy efficiency.
- Continuous improvement in environmental management through the establishment and monitoring of environmental objectives and targets aimed at contributing to the improvement of internal processes and the services provided.
- Compliance with applicable environmental legislation and regulations.
- Qualification and awareness-raising through training and awareness-raising activities aimed at our own staff, subcontractors and other related parties.

Since 1999, the Group has had a comprehensive environmental management system in place that is continuously adapted to the needs and expectations of society and its environment. The Group prioritises the implementation of a cross-cutting environmental management model in all its areas of activity and all the regions where it operates, with the aim of integrating business development, social value creation and environmental protection. Since 2006, the Group has been certified under the ISO-14001 standard for environmental management systems.

The Group shares society's concern about climate change and assumes responsibility for the possible impacts of its construction and service activities. To adapt to the consequences of climate change, the Group promotes mitigation and adaptation measures that contribute to the transition to a low-carbon economy, including:

- Energy saving and efficiency measures, replacing equipment and facilities with more efficient ones. In this regard, and despite the fact that the Group's activity is not particularly intensive in the use of fixed assets, in light of regulatory requirements in the area of the environment and climate change mitigation, the Group has revalued the recoverable value of its main tangible fixed assets (machinery, technical installations, etc.), without having identified any signs of impairment. As these fixed assets are fully depreciated, they will be replaced by more sustainable ones. Likewise, cash outflows for potential future investments to comply with current regulations do not have a significant impact on the recoverable value of the Group's other assets (investment property, goodwill or inventories).
- Promotion of renewable energy generation. In this regard, the Group owns and operates a 5.4 MW photovoltaic plant in Jaén (Spain), as well as a polygeneration plant for electricity, cooling and heating. It also specialises in the construction, commissioning and maintenance of renewable energy generation plants, both wind and photovoltaic.
- Study and implementation of environmental proposals for clients to improve the resilience of buildings to the expected effects of climate change, promoting energy saving, the use of renewable energies, proper waste management, and the integration of vegetation into projects.
- Raising awareness among all staff involved in the development of projects and services in order to encourage behaviours that contribute to reducing energy consumption and minimising the environmental impact of the activities carried out.
- Provision of energy services, promoting comprehensive solutions tailored to the needs of our clients in order to obtain maximum energy efficiency from their facilities, providing sustainable energy solutions capable of reducing and optimising energy consumption and promoting environmental preservation.

It should be noted that, due to the type of activity carried out by the Group's companies, as well as the concern and awareness measures implemented internally to minimise the possible environmental impact, the Group, and in particular the parent company, has no environmental expenses, assets, provisions or contingencies that could be significant in relation to its net assets, financial position and results. For this reason, no specific disclosures regarding environmental issues are included in these notes to the annual accounts. Likewise, although there is no legal obligation to do so in Spain, Grupo SANJOSE has taken out and maintains an Environmental Civil Liability Insurance Programme, which includes the Company.

16. Subsequent events

There are no events after 31 December 2025 that could have an impact on these annual accounts.

GRUPO EMPRESARIAL SAN JOSE, S.A.

Management Report for the 2025 financial year

1. Situation of the Company

1.1. Organisational Structure

The Company is the head of the Grupo SANJOSE. Its activity is to be a holding company for said Group, providing its subsidiary companies with management and administration services and financing, and carrying out the management and coordination functions for all of them. The Grupo SANJOSE is structured as a conglomerate of companies operating in various sectors. Since its incorporation, the Group's core activity has been construction, which has intensified in recent years.

The main lines of activity carried out by the Grupo SANJOSE are as follows:

- Construction
- Concessions and Services
- Energy and Environment
- Engineering & Project Management



Likewise, due to the diversification policy of the Group, the Group is present in other lines of activity, such as real estate, trade, stockbreeding and agriculture.

1.2. Performance

The Group's business model is designed with the aim of seeking diversification, both by activity and by geographical area, thereby achieving lower exposure to the risks inherent in a single type of activity or geographical concentration.

The Group has a presence in more than 15 countries across four continents, with particular emphasis on development in Portugal and Latin America.

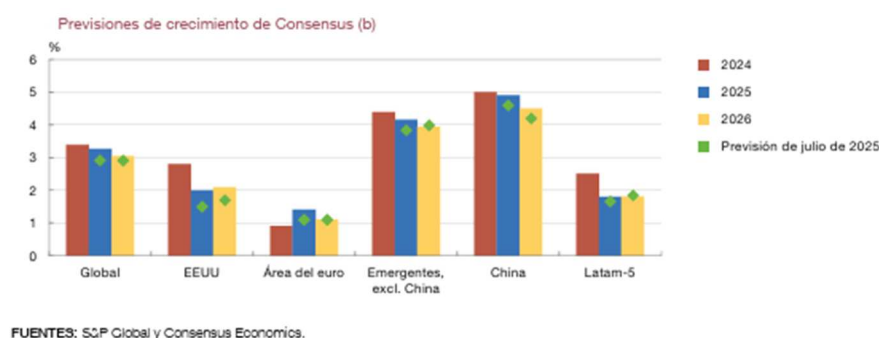
The Group's main objective is to maintain sustained growth while maintaining the profit margins of recent years, with construction as the main driver and increasing its international presence – promoting development in countries where we already operate and in those where we plan to expand – maintaining the levels of production quality and customer and supplier satisfaction that have positioned the Grupo SANJOSE as a benchmark in the market, analysing and encouraging the application of innovations and technological advances, and maintaining the utmost respect for the environment, not only by properly managing and minimising the possible negative effects implicit in the development of the activity, but also by carrying out efficient construction developments.

2. Business performance and results

2.1. Market and its evolution

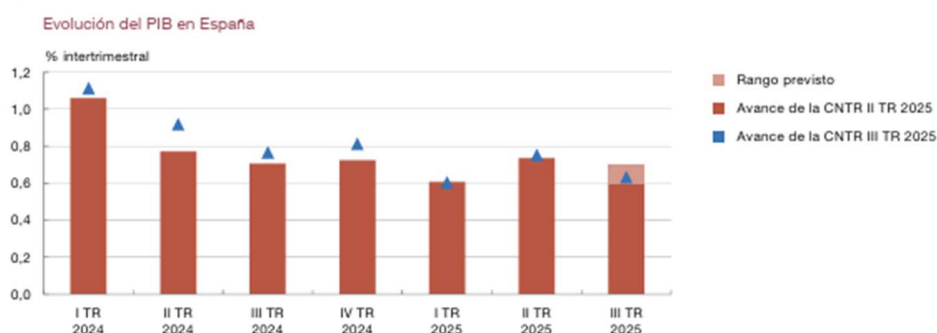
Global economic growth remained relatively stable in the second half of 2025, supported by positive economic data from the United States and China. In the United States, available indicators point to robust GDP growth in the third quarter — in line with the 0.9% recorded in the second quarter — due to the remarkable strength of domestic demand. In China, GDP growth remained at 1.1%, supported by strong exports, while in the euro area it rebounded by two-tenths of a percentage point in the third quarter to 0.3%. Looking ahead to the fourth quarter, available indicators suggest that the momentum of activity will continue, especially in the services sector and in the United States.

The better-than-expected performance of global economic activity so far this year, together with a certain reduction in trade uncertainty associated with the agreements signed between the United States and some of its partners, has led to a slight upward revision of the global growth outlook for 2025 and 2026, although this remains moderate.

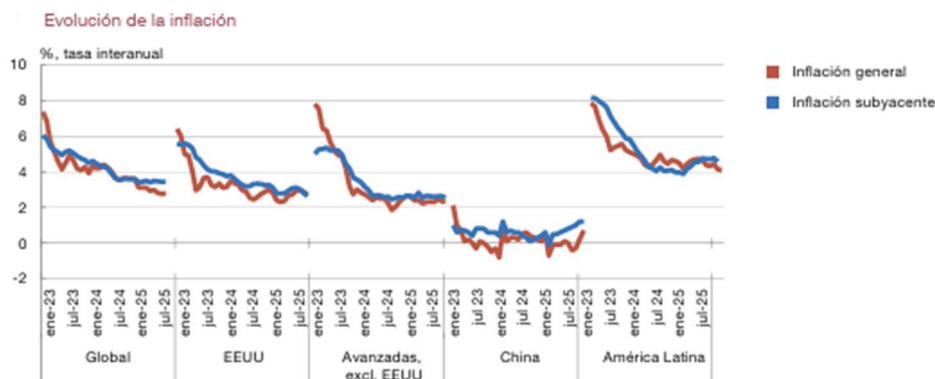


EMU GDP grew by 0.3% in the third quarter, above expectations, following 0.1% in the second quarter. By country, GDP stagnated in Germany and Italy, while activity was buoyant in France and Spain. Confidence indicators, such as PMIs, point to a gradual acceleration in the fourth quarter for the EMU as a whole. The Eurosystem's December projections put EMU GDP growth for 2025, 2026 and 2027 at 1.4%, 1.2% and 1.4%, respectively. The forecasts for 2025 and 2026 have been revised upwards by two tenths of a percentage point compared to the September exercise, mainly due to the effect of new data observed in recent months. These growth rates would be in line with the area's potential growth, with GDP growth supported by private consumption and investment, as well as by the fiscal stimulus linked to public spending on defence and infrastructure.

The Spanish economy's GDP grew by 0.6% in the third quarter of 2025, slightly below the growth recorded in the second quarter and within the range forecast in the Bank of Spain's September projections. Following the revision of the CNTR figures published by the INE at the end of September, this growth implies cumulative GDP growth of 10% since the end of 2019. This slight slowdown in activity reflected the negative contribution of net external demand (-0.6 pp), resulting from the sharp fall in goods exports and despite the lower increase in imports compared to the previous quarter. In contrast, the contribution of domestic demand to GDP growth rebounded to 1.2 pp, driven mainly by stronger private consumption. From the supply side, the main branches of activity remained buoyant in the third quarter of the year, with market services (0.9%) and construction (0.8%) standing out, while the pace of expansion was somewhat lower in manufacturing (0.6%) and the decline in the primary sector continued.



In recent months, the overall trend of moderating inflation has continued. In the United States, the headline inflation rate fell to 2.7% in November, three tenths of a percentage point below the rate recorded in September, while the core inflation rate fell by four tenths of a percentage point to 2.6%. In the euro area, headline inflation remained at 2.1% in November and core inflation also stabilised at 2.4%. In China, both headline and core inflation remain low, at around 1% in November. Looking ahead, global disinflation is expected to continue, supported by moderating oil prices and the lower-than-expected increase in tariffs.



In the Eurosystem's December projections, the forecast for headline inflation for 2025 remains at 2.1%, while the forecast for 2026 is revised upwards by two tenths of a percentage point to 1.9% and the forecast for 2027 is revised downwards by one tenth of a percentage point to 1.8%. Core inflation is expected to moderate from 2.4% in 2025 to 2.2% in 2026 — three tenths of a percentage point above previous forecasts — and to 1.9% in 2027. The upward revisions are due to positive surprises in recent months —especially in energy, services and non-energy industrial goods— and higher wage increases, particularly in Germany.

Some central banks have opted to keep official interest rates unchanged at their latest monetary policy meetings. The ECB kept its official interest rate at 2%, where it has remained since June. The Bank of Japan, meanwhile, raised its official interest rate by 25 basis points to 0.75% at its December meeting. Meanwhile, interest rate cuts have continued in the United States, the United Kingdom, Canada and New Zealand. In the case of the US Federal Reserve, it reduced the target range for the federal funds rate by 25 bp at each meeting in October and December, setting it between 3.5% and 3.75% due to weakening employment data. As for the emerging Latin American economies, the Colombian central bank kept its rate unchanged and the Brazilian central bank halted its rate hikes, while the central banks of Mexico and Chile cut their interest rates again. For its part, the Chinese central bank continues to pursue a relatively expansionary monetary policy as part of its economic stimulus measures.

At its December meeting, the Governing Council of the ECB kept the deposit facility rate at 2%, where it has remained since June, marking four consecutive meetings without change. Its updated assessment of the inflation outlook, as well as the dynamics of underlying inflation and the intensity of monetary policy transmission, continues to confirm that inflation in the euro area should stabilise at the 2% target in the medium term. The latest projections by Eurosystem experts indicate that headline inflation will be around the 2% target over the projection horizon. Core inflation is expected to moderate gradually, also converging towards 2% over the medium term. Economic growth is also expected to be stronger than projected in September, driven mainly by domestic demand. Looking ahead to upcoming meetings, the Governing Council remains determined to ensure that inflation stabilises at its 2% target over the medium term and will apply a data-dependent approach to determine the appropriate monetary policy stance. In this way, the Governing Council does not commit in advance to any specific path for interest rates.

In Spain, headline inflation rose from 2.7% in August to 3.2% in November. This reflects the rebound in energy prices, as well as an increase in underlying inflation (HICP excluding energy and food) and in the rate of growth of food prices. Since August, year-on-year energy price growth has risen from 3.2% to 4.6% in November, due to the acceleration in liquid fuel and motor fuel prices, while the rate of growth in electricity prices has remained high. Food prices, which had remained relatively stable until October, rebounded to 3.1% in November. The recent acceleration in inflation in Spain contrasts with the greater stability recorded in the EMU, which widened the inflation differential between the two areas to 1.1 pp in November. This is explained by the greater differential in food inflation, which has now become positive, and in core inflation, while in terms of energy the differential has remained stable.

In the foreign exchange markets, the euro is trading at a similar level against the dollar as at the end of the third quarter (around 1.17 \$/€), although it is still well above the level prior to the tariff announcements on 2 April. For the year as a whole, the euro has appreciated by 13% against the dollar.

Social Security enrolment rose by 0.2% in November on a seasonally adjusted monthly basis, a similar rate to previous months. These data suggest that, in quarter-on-quarter terms, employment growth could accelerate slightly in the last quarter of the year. By sector, construction and non-market services stand out, having increased their year-on-year growth by 1.9 and 0.5 percentage points since the beginning of the year, to 4.1% and 3.4%, respectively, while the transport sector remains remarkably dynamic, with growth of 6%. The rest of the sectors are maintaining a similar pace of growth to previous quarters, except for agriculture, which is intensifying its downward trend. The dynamism of employment was offset by the growth of the labour force in the third quarter, with the seasonally adjusted unemployment rate standing at 10.5%, two tenths of a percentage point higher than in the previous quarter, although 0.7 pp below the rate observed a year ago.

Based on information available up to November, the wage increase agreed for 2025 stands at 3.5%, above that recorded in 2024 (3.3%) and that agreed in the V AENC, which set a general benchmark of 3% for 2025. Most employees with agreements in place for 2025 are subject to agreements signed in previous years, which incorporate an average wage increase of 3.3%. Meanwhile, the new agreements signed in 2025 include an average increase of 4.2%. Remuneration per employee in the market economy maintained high growth rates in the third quarter (4.5%), which drove the increase in unit labour costs (ULC) to 4.4%, above the EMU average, in a context of stagnant productivity.

Growth in productive investment intensified in the third quarter compared to the first half of the year, due to the dynamism of investment in intangible assets, machinery and other construction. Investment in transport equipment, which is still well below the level seen before the pandemic, remained stable in this period, although it continued to show pronounced year-on-year increases. The information available for the fourth quarter suggests that productive investment will remain positive, although its growth could moderate compared to that recorded in recent quarters. This is indicated by the moderation experienced by the PMI for the capital goods sector and the manufacturing PMI, although the latter remains in expansionary territory, and the continued sluggishness of external financing for non-financial corporations.

The recent slowdown in the construction activity indicator suggests a moderation in housing investment in the fourth quarter, although the number of people registered in the construction sector would suggest that momentum is being maintained. On the other hand, house price growth remains high, in a context of tight supply and strong demand. In particular, house prices rose by 12.8% year-on-year in the third quarter of 2025.

The macroeconomic environment in Europe is still far from optimal. Although interest rates have fallen from their 2023 highs and inflation has moderated, private investment remains constrained by uncertainty, construction costs remain high and the affordability gap is widening. As a result, the European construction sector has opted to reduce its output, also taking into account that it had reached record levels in 2022. The negative period has extended from 2023 to 2024, and to some extent could also include 2025, which is estimated to end with a virtually neutral balance (0.3%).

The outlook changes from 2026 onwards, with the sector expected to enter a new phase of growth at a rate that can be described as "normal", ranging from 2.4% forecast for 2026 to 1.9% projected for 2028. This change in cycle is not so much a response to a substantial improvement in the European economy, but rather to the fact that the construction sector itself will be abandoning certain ultra-defensive positions it has adopted in recent years as a strategy to cope with the uncertainty caused by the rising cost of credit and materials.

The analysis by country provides more encouraging details. While in the previous Euroconstruct report of June 2025 there were three heavyweights, Germany, France and Italy, among the countries with the most difficulty recovering from the 2023-24 recession, in the current report the only major market that will remain in the laggard group is Germany. For their part, the United Kingdom, Spain and Poland remain at the top of the ranking, with the potential to take greater advantage of the expansionary phase in the coming years, as they have been less affected by the turbulence experienced in other countries.

In Spain, the construction sector has managed to avoid the contraction that has affected the European sector during the three-year period 2023-25. Spain's exceptional performance has been linked to the better performance of the economy, but above all to the modest levels of production which, unlike in many European countries, have not had to be cut back in order to survive the combined shock of inflation, rising credit costs and falling demand.

During 2025, both residential and civil engineering are performing strongly and continue to push the sector's production capacity to the limit, despite which growth of 4.0% is expected. The situation begins to complicate from 2026 onwards, as the stimulus programme for certain types of renovation and civil engineering will run out in the middle of the year. Combined with production bottlenecks, growth will slow in 2026 (3.6%). The projections for 2027 are 3.2% and for 2028, 2.2%. It is therefore a controlled slowdown, thanks mainly to the fact that the momentum in housing could be here to stay. Another contributing factor will be the gradual recovery of non-residential construction from the slowdown it suffered after the pandemic, and the execution of civil engineering works related to the 2027 municipal elections.

Residential construction began to accelerate the processing of new housing projects in 2024, and the trend is set to continue in 2025, which is not surprising given how easily the product is sold. Although construction is benefiting from the good health of the property market, there is concern that rising prices will further complicate accessibility, exacerbating the social problem. The various administrations are reacting and, after a long hiatus, public housing may end up becoming a significant player in the Spanish market. However, it will take time for the projects initiated by local and regional authorities to bear fruit. All this makes residential construction the most dynamic market in the sector, capable of growing by 6.9% in 2025 and maintaining growth of between 5.5% and 6% during 2026-2028.

In 2025, **non-residential construction** is seeing investor appetite also spreading to tertiary and industrial real estate. Thanks to the extra economic growth of recent years, Spain has been gaining a competitive advantage over other investment hubs, which for the moment does not appear to be particularly threatened. In this context, it makes sense to increase the flow of projects, albeit selectively. The most expansive market niches will be logistics (regaining its characteristic prominence) and commerce (after a few years of very low profile), while offices seem determined to follow their own cycle, which is lagging behind the rest. The forecast envisages only minimal growth in 2025 (0.8%), rising to between 2% and 3% in the 2026-2028 period.

In the **refurbishment segment**, the expected "refurbishment wave" that was to be triggered by the NGEU stimulus programme has been delayed (2024) and now the projects have very tight deadlines for completion (August 2026). This raises doubts as to whether the bottlenecks in a type of construction activity that is very labour-intensive can be overcome. In any case, the biggest unknowns are whether a way will be found to capitalise on the interest generated around energy renovation once the subsidies have expired. As more stabilising factors, non-residential refurbishment and more cosmetic residential refurbishment have reasonably optimistic expectations. This is because a dynamic property market tends to encourage maintenance and renovation. We envisage annual growth of between 1% and 2% for the period 2025-27.

Civil engineering has also benefited from NGEU funds to grow during the difficult three-year period 2023-25, and is now waiting to see how the final phase of the Plan will be resolved. For the moment, there are no signs that the landing will be abrupt. Apart from having a respectable volume of work underway, during 2025 projects have been processed almost as in 2024, which could be partly last-minute NGEU works, combined with the first municipal works ahead of the 2027 elections. This gives no reason to expect production to decline in 2025 (3.0%) or 2026 (2.0%). From 2027 onwards, the withdrawal of the NGEU will have a negative impact on railways, leaving energy as the main driving force. The projections still envisage sufficient momentum in 2027 for minimal growth (1.1%), but this will be exhausted in 2028 (-1.8%). This scenario may be altered if there are profound changes in budgetary policy, for example, to accommodate more investment in defence.

The main macroeconomic projections for the Spanish economy prepared by the Banco de España are shown below:

Proyección de las principales macromagnitudes de la economía española (a)

Tasas de variación anual sobre el volumen (%) y en porcentaje del PIB	Proyecciones de junio de 2025				Proyecciones de marzo de 2025		
	2024	2025	2026	2027	2025	2026	2027
PIB	3,2	2,4	1,8	1,7	2,7	1,9	1,7
Consumo privado	2,9	2,7	1,8	1,5	3,3	2,1	1,8
Consumo público	4,1	2,5	1,8	1,7	2,2	1,8	1,7
Formación bruta de capital	1,9	3,6	2,3	2,1	3,0	2,5	1,9
Exportación de bienes y servicios	3,1	1,9	2,3	2,7	2,9	2,9	2,9
Importación de bienes y servicios	2,4	3,0	2,8	2,7	4,0	3,5	3,2
Demanda nacional (contribución al crecimiento)	2,9	2,7	1,9	1,6	2,9	2,0	1,7
Demanda exterior neta (contribución al crecimiento)	0,3	-0,3	-0,1	0,1	-0,2	-0,1	0,0
PIB nominal	6,2	4,8	3,6	3,8	4,7	3,9	4,0
Deflactor del PIB	3,0	2,3	1,8	2,0	2,0	1,9	2,2
IAPC	2,9	2,4	1,7	2,5	2,5	1,7	2,4
IAPC sin energía ni alimentos	2,8	2,6	2,1	1,9	2,2	2,0	1,9
Empleo (personas)	2,2	2,2	1,0	1,0	1,9	1,2	1,0
Empleo (horas)	1,9	1,0	1,0	1,0	1,7	1,2	1,0
Tasa de paro (% de la población activa). Media anual	11,3	10,5	10,2	9,7	10,5	10,0	9,5
Capacidad (+) / necesidad (-) de financiación de la nación (% del PIB)	4,2	3,7	3,7	3,5	3,8	3,7	3,1
Capacidad (+) / necesidad (-) de financiación de las AAPP (% del PIB)	-3,2	-2,8	-2,6	-2,6	-2,8	-2,6	-2,6
Deuda de las AAPP (% del PIB)	101,8	101,4	101,4	101,3	101,3	101,6	101,0

FUENTES: Banco de España e INE.

2.2. Main figures

The Company is the head of the Grupo SANJOSE. Its activity is to be a holding company for said Group, providing its subsidiary companies with management and administration services and financing, and carrying out the management and coordination functions for all of them.

As at 31 December 2025, its total assets amounted to 145.3 million euros (138.8 million euros as at 31 December 2024), with investments in Group companies and current and non-current associates being particularly significant, as well as the account receivable from Group companies, for a total amount of 132.5 million euros (123.5 million euros as of 31 December 2024).

At the end of the 2025 financial year, the Company's net equity amounted to 38.1 million euros, representing 26.2% of the Company's total assets at that date (44.9 million euros, representing 32.4%, as at 31 December 2024). The main liability is that corresponding to financing received from Group companies, amounting to 97.8 million euros as at 31 December 2025 (83.7 million euros at the end of 2024).

The Company's net turnover amounted to 23.2 million euros and 22.1 million euros in 2025 and 2024, respectively, mainly corresponding to income from management and administration services provided to its investee companies, and the impact of expenses incurred on its behalf, as well as financial income recorded during the year with its investee companies, either in the form of dividends received or income from financing granted.

The main consolidated figures for the Grupo SANJOSE for the 2025 financial year are shown below:

Consolidated management balance sheet:

Thousands of euros

	Dec. 2025		Dec. 2024		Var.
	Amount	%	Amount	%	
Intangible assets	13,443	0.9%	13,608	1.0%	-1.2%
Property, plant and equipment	94,886	6.6%	89,187	6.8%	6.4%
Real state investments	14,941	1.0%	18,054	1.4%	-17.2%
Investments accounted for using the equity method	54,905	3.8%	49,652	3.8%	10.6%
Long term financial investments	34,816	2.4%	24,889	1.8%	39.9%
Deferred taxes assets	17,050	1.2%	18,943	1.5%	-10.0%
Goodwill on consolidation	9,984	0.7%	9,984	0.8%	0.0%
TOTAL NON-CURRENT ASSETS	240,025	16.8%	224,317	17.2%	7.0%
Inventories	91,578	6.4%	87,790	6.7%	4.3%
Trade and other receivables	459,565	32.1%	498,743	38.2%	-7.9%
Other short term financial investments	16,959	1.2%	9,598	0.7%	76.7%
Short-term accruals	2,571	0.2%	2,540	0.2%	1.2%
Cash and cash equivalents	621,588	43.4%	481,106	36.9%	29.2%
TOTAL CURRENT ASSETS	1,192,261	83.2%	1,079,777	82.8%	10.4%
TOTAL ASSETS	1,432,286	100.0%	1,304,094	100.0%	9.8%

Thousands of euros

	Dec. 2025		Dec. 2024		Var.
	Amount	%	Amount	%	
Equity attributable to shareholders of the parent	247,920	17.3%	218,216	16.7%	13.6%
Minority interest	39,903	2.8%	34,485	2.5%	15.7%
TOTAL EQUITY	287,823	20.1%	252,701	19.4%	13.9%
Long term provisions	48,654	3.4%	45,054	3.5%	8.0%
Long term financial liabilities	116,623	8.0%	102,837	7.9%	13.4%
Deferred taxes liabilities	14,412	1.0%	17,083	1.3%	-15.6%
Long-term accruals	654	0.0%	775	0.1%	-15.6%
TOTAL NON CURRENT LIABILITIES	180,343	12.6%	165,749	12.7%	8.8%
Short term provisions	37,594	2.6%	31,195	2.4%	20.5%
Short term financial liabilities	17,881	1.2%	14,525	1.1%	23.1%
Trade accounts and other current payables	908,645	63.4%	839,924	64.5%	8.2%
TOTAL CURRENT LIABILITIES	964,120	67.3%	885,644	68.0%	8.9%
TOTAL EQUITY & LIABILITIES	1,432,286	100.0%	1,304,094	100.0%	9.8%

Consolidated management profit and loss account

Thousands of euros

	Grupo SANJOSE				
	Year 2025		Year 2024		Var.
	Amount	%	Amount	%	
Revenue	1,588,131	100.0%	1,557,766	100.0%	1.9%
Other operating income	4,966	0.3%	8,144	0.5%	-39.0%
Change in inventories	-987	-0.1%	-2,345	-0.2%	-57.9%
Procurements	-1,148,671	-72.3%	-1,161,181	-74.5%	-1.1%
Staff costs	-210,199	-13.2%	-194,598	-12.5%	8.0%
Other operating expenses	-144,229	-9.1%	-133,644	-8.6%	7.9%
EBITDA	89,011	5.6%	74,142	4.8%	20.1%
Amortisation charge	-17,680	-1.1%	-14,134	-0.9%	25.1%
Impairment on inventories	-324	0.0%	-882	-0.1%	-63.3%
Changes in trade provisions and other impairment	-12,616	-0.8%	-10,533	-0.7%	19.8%
EBIT	58,391	3.7%	48,593	3.1%	20.2%
Ordinary financial results	5,118	0.3%	9,736	0.6%	-47.4%
Changes in fair value for financial instruments	-32	0.0%	-30	0.0%	-
Foreign exchange results and others	-3,099	-0.2%	-5,744	-0.4%	-46.0%
Impairment and profit/(loss) from disposal of financial instruments	-1,847	-0.1%	-4,447	-0.3%	-58.5%
NET FINANCIAL RESULT	140	0.0%	-485	0.0%	--
Results on equity method	975	0.1%	-604	0.0%	--
PROFIT BEFORE TAX	59,506	3.7%	47,504	3.0%	25.3%
Income tax	-18,658	-1.2%	-15,107	-1.0%	23.5%
CONSOLIDATED PROFIT	40,848	2.6%	32,397	2.1%	26.1%

- **Gross operating profit for the period:** EBITDA for the 2025 financial year amounted to 89 million euros, representing a margin on income of 5.6% (4.76% in the 2024 financial year).
- **Profit for the year:** amounts to 40.8 million euros, representing a margin on revenue of 2.6% (2.1% in 2024), having increased by 26.1%.

Alternative performance measures (APMs):

In its consolidated financial statements for the 2025 financial year, the Group presents its results in accordance with generally accepted accounting standards. However, the Group's management considers that certain alternative performance measures (APMs) give a true and fair view of its financial information and provide useful additional financial information that it uses in managing the business, and that they should be considered in order to properly assess the Group's performance.

Among others, the Group identifies the following ARMs:

- **EBITDA:** gross operating profit, calculated from operating profit, excluding from this figure the amount of depreciation, amortisation, provisions and impairment losses recognised or reversed during the period, as well as the result from the disposal of fixed assets.
- **Net financial debt (NFD) / Net cash position:** total amount of bank and non-bank financial debt, including finance lease creditors and the valuation of obligations associated with financial derivative instruments, less the amount recorded under "Other current financial assets" and "Cash and cash equivalents" in current assets on the balance sheet.
- **Portfolio:** total amount of sales contracted by Group companies with customers, net of the portion realised and recognised as revenue in the income statement. In concession contracts, the total amount of sales is identified as the best estimate made by the Group, which is included in the economic and financial business plan for the concession.

Turnover:

The net turnover (INCEN) of Grupo SANJOSE for the 2025 financial year stands at 1,588.1 million euros.

The main activity of Grupo SANJOSE is construction, representing 91.6% of the Group's total turnover, and 83% of the Group's total portfolio as at 31 December 2025.

The distribution of Grupo SANJOSE's turnover by activity is as follows:

Thousands of euros

Revenues by activity	Grupo SANJOSE				
	Year 2025		Year 2024		Var.(%)
Construction	1,454,758	91.6%	1,434,719	92.1%	1.4%
Real estate and property development	6,573	0.4%	7,629	0.5%	-13.8%
Energy	10,693	0.7%	10,143	0.7%	5.4%
Concessions and services	78,019	4.9%	79,509	5.1%	-1.9%
Adjustment and other	38,088	2.4%	25,766	1.7%	47.8%
TOTAL	1,588,131		1,557,766		1.9%

The domestic market accounts for 80% of the Group's total revenues. Turnover obtained in international markets amounted to 311.6 million euros, accounting for 20% of the Group's total revenue for the period

Thousands of euros

Revenues by geography	Grupo SANJOSE				
	Year 2025		Year 2024		Var.(%)
National	1,276,545	80%	1,306,010	84%	-2.3%
International	311,586	20%	251,756	16%	23.8%
TOTAL	1,588,131		1,557,766		1.9%

Results:

The **Gross operating profit (EBITDA)** of Grupo SANJOSE for the 2025 financial year amounts to 89 million euros, representing a margin of 5.6% of net turnover.

The breakdown of EBITDA by activity is as follows:

Thousands of euros

EBITDA by activity	Grupo SANJOSE				
	Year 2025		Year 2024		Var.(%)
Construction	71,842	80.7%	59,842	80.7%	20.1%
Real estate and property development	1,251	1.4%	1,022	1.4%	22.4%
Energy	2,173	2.4%	2,232	3.0%	-2.6%
Concessions and services	3,989	4.5%	4,127	5.6%	-3.3%
Adjustment and other	9,756	11.0%	6,919	9.3%	41.0%
TOTAL	89,011		74,142		20.1%

The **operating profit (EBIT)** of Grupo SANJOSE stands at 58.4 million euros, representing a margin of 3.7% of net turnover (3.1% in the financial year 2024).

The **net profit** of Grupo SANJOSE is 40.8 million euros, representing a margin of 2.6% of net turnover (2.1% in the financial year 2024).

Portfolio

As of 31 December 2025, the Group's portfolio amounts to 3,631 million euros, having increased by 13.9% compared to the end of 2024.

The portfolio of the construction area, Grupo SANJOSE's main activity, stands at 3,017 million euros (2,537 million euros at the end of 2024), representing 83% of the Group's total portfolio to date.

The breakdown as at 31 December 2025 and 2024 is as follows:

Millions of euros

BACKLOG by segment	Grupo SANJOSE				
	Dec. 2025		Dec. 2024		Var.(%)
Construction	3,017	83%	2,537	80%	18.9%
Civil works	520	14%	512	16%	1.6%
Non residential building	1,091	30%	754	24%	44.7%
Residential building	1,230	34%	1,124	35%	9.4%
Industrial	176	4.8%	147	5%	19.7%
Energy	268	6%	304	10%	-11.8%
Concessions and services	346	10%	347	11%	-0.3%
Maintenance	20	1%	26	1%	-23.1%
Concessions	326	9%	321	10%	1.6%
TOTAL BACKLOG	3,631	100%	3,188	100%	13.9%

Millions of euros

BACKLOG by geography	Grupo SANJOSE				
	Dec. 2025		Dec. 2024		Var.(%)
National	2,923	81%	2,523	79%	15.9%
International	708	19%	665	21%	6.5%
TOTAL BACKLOG	3,631		3,188		13.9%

Millions of euros

BACKLOG by client	Grupo SANJOSE				
	Dec. 2025		Dec. 2024		Var.(%)
Public client	1,133	31%	1,286	40%	-11.9%
Private client	2,498	69%	1,902	60%	31.3%
TOTAL BACKLOG	3,631		3,188		13.9%

In addition, after the close of the 2025 financial year, the Group was awarded a concession contract in Chile that includes the design, construction and operation of the Copiapó prison for a period of 20 years, with an estimated total portfolio value of 510 million euros.

2.3. Average payment period to suppliers

The Company paid its suppliers during the 2025 financial year with a weighted average payment period of approximately 26 days (28 days on average in the 2024 financial year). This figure is within the average legal period established by Law 15/2010, which is 30 days, extended to 60 days in cases where there are agreements between the parties.

During the 2025 financial year, the total number and amount of invoices paid to suppliers by the Company, detailing those that have been paid in a period shorter than the maximum established in the legislation in force, is as follows:

	Year 2025	Year 2024
nº of invoices paid in a period < 60 days	807	741
% over the total nº of paid invoices for the Company	95.6%	94.3%
Amount of paid invoices in a period < 60 days (thousand of euros)	4,586	4,165
% over the total nº of paid invoices for the Company	94.6%	95.7%

The payment of invoices outside the maximum period is mainly due to incidents in the delivery of the product or performance of the contracted service. Any one-off payments to trade creditors that may exceed the legal deadlines are generally in line with standard industry practice and may be considered an objective reason and not abusive in nature in accordance with the provisions of the aforementioned regulations. In these cases, the financial costs are borne by the Company, as documented in the various contracts signed with suppliers.

3. Liquidity and capital resources

Liquidity

As at 31 December 2025 and 2024, the Company had total liquidity of 23.1 million euros and 18.7 million euros, respectively, including cash and cash equivalents, short-term financial investments and investments in Group companies and current associates.

The Grupo SANJOSE manages liquidity risk prudently, based on maintaining sufficient cash and marketable securities, the availability of financing through a sufficient amount of committed credit facilities and sufficient capacity to settle market positions. The Group determines its cash requirements through its cash flow budget, with a 12-month time horizon.

Cash is managed centrally, with the aim of optimising resources through *cash pooling* systems. In the event of occasional cash surpluses, temporary financial investments are made in highly liquid, risk-free deposits.

The details of the Group's net cash position at 31 December 2025 and 2024 are as follows:

Thousands of euros

NET CASH POSITION (NCP)	Dec. 2025		Dec. 2024		Var.
	Amount	%	Amount	%	
Other short term financial investments	16,959	2.7%	9,598	2.0%	76.7%
Cash and cash equivalents	621,588	97.3%	481,106	98.0%	29.2%
Total cash	638,547	100%	490,704	100%	30.1%
Long term financial liabilities	116,623	86.7%	102,837	87.6%	13.4%
Short term financial liabilities	17,881	13.3%	14,525	12.4%	23.1%
Total debt	134,504	100%	117,362	100%	14.6%
TOTAL NCP	504,043		373,342		35.0%

The net cash position as at 31 December 2025 stands at a **positive cash balance of 504 million euros**, an increase of 130.7 million euros compared to the end of 2024 (as at 31 December 2024, it amounted to 373.3 million euros).

Capital resources

As at 31 December 2025, there have been no significant changes to the Company's equity and debt structure as at 31 December 2024.

No significant changes are expected in the structure of equity and debt, or in the cost of capital resources during the 2026 financial year.

Future contractual obligations

The Company has no significant contractual obligations to third parties. The main obligations to which the Group is exposed are those arising from financing agreements, as well as the intrinsic obligations of construction and service agreements with customers. There are no future commitments to invest in or purchase assets for significant amounts.

Main risks and uncertainties

As the holding company of a group of companies, the Company is exposed to the risks affecting the companies in which it has an interest, either due to the activity they carry out or due to the country and regulatory, economic and financial environment in which they operate.

The Group carries out its activities in sectors, countries and socio-economic and legal environments that involve different types and levels of risk. To avoid potential losses to its shareholders and potential damage to its customers, the Group has a risk management function through which it: i) identifies; ii) measures; iii) controls; iv) monitors; and v) assesses the different types of risk from an integrated and global perspective.

Operational risks

The main risks arising from the Group's activity are market risks (those relating to the adequacy of demand for services and products, as well as the stability of market prices, especially for production resources), regulatory and political risks, labour risks, environmental risks, quality maintenance and compliance with the provisions of the contractual framework with customers, etc.

During the project acceptance phase, and in order to guarantee that projects are carried out in accordance with the established contractual parameters, with the highest quality standards, ensuring customer satisfaction and meeting the minimum required levels of profitability, an individualised study is carried out for each project.

Likewise, the Group has an International Legal and Tax Department, which analyses the possible repercussions of the different regulatory frameworks on the Group's activity, the tax framework, etc., given its growing international presence, as a way of avoiding risks arising from local regulations.

Financial risks

Due to its normal activity, the Group is exposed to the following risks arising from the collection rights and payment obligations that arise in its transactions:

- **Interest rate risks:** risk to which the Company is exposed as a result of its debt with financial institutions (detailed in the notes to the accompanying annual accounts). In addition, in order to minimise exposure to this risk, the Grupo SANJOSE's Finance Department analyses the need for, and formalises, when it concludes that the situation so requires, cash flow hedging financial instrument contracts that protect the Group's companies against future and foreseeable interest rate rises.
- **Exchange rate risks:** the Group's policy is to contract debt in the same currency in which each business's cash flows are generated. Within this type of risk, it is worth highlighting exchange rate fluctuations in the conversion of the financial statements of foreign companies whose functional currency is not the euro. The Group's Finance Department assesses the need to purchase foreign currency arising from planned currency transactions and, when it concludes that the situation so requires, enters into cash flow hedging financial instrument contracts that protect the Group's companies against future and foreseeable exchange rate fluctuations.

- **Credit risk:** control of bad debts is addressed through preventive examination of the credit ratings of the Group's potential customers, both at the beginning of the relationship with them and during the term of the contract, assessing the credit quality of outstanding amounts and reviewing the estimated recoverable amounts of those considered doubtful.
- **Liquidity risk:** risk to which the Company is exposed as a result of inadequate management of available liquid resources, that could lead to a situation where, when it needs to settle its contractual obligations, it lacks immediate access to funds. The Group's Finance Department prepares a short- and medium-term cash flow budget, identifying payment obligations in advance and, consequently, setting placement deadlines and ensuring the availability of liquid financial resources to meet these obligations.

4. Significant events after the balance sheet date

There are no events after 31 December 2025 that could have an impact on this management report.

5. Information on foreseeable developments

The Group focuses its activity on construction and the provision of services, although it does not neglect real estate opportunities related to the real estate assets it owns, as well as energy projects.

The main lines of action in the Group's business plan are:

- Maintaining the level of contracting in Spain.
- Continuation of international activity through geographical diversification and by business line:
 - o Leveraging the value acquired in countries where it has a presence (Chile, Mexico, Peru, the United States, etc.) to increase its presence.
 - o Taking advantage of new expansion opportunities.

In the international market, especially in emerging countries, there are business opportunities for the Group which, as part of its expansion policy, will seek to take advantage of these avenues for growth. It will also continue to work to further consolidate its national presence, supported by the forecast of improved performance in the private sector. All of the above, supported by the macroeconomic outlook for economic improvement, both nationally and internationally, are positive arguments for the future of construction.

Given the total value of the Group's portfolio, which as of 31 December 2025 amounts to 3.631 billion, having increased by 13.9% compared to 31 December 2024, its organic stability is considered to be assured, with plans to maintain the average size of projects and seek to take advantage of public tender opportunities, both in the UK and abroad, particularly in countries where it has a presence and *expertise*.

6. R&D&I activities

Grupo SANJOSE, aware of the importance of Research, Development and Innovation activities for the Group's business competitiveness and success, aspires to be a benchmark in technological development. The type of activities carried out by Grupo SANJOSE requires continuous innovation, both due to the evolution of the technology surrounding the projects and the Group's strategy, which is committed to entering new markets that demand high added value and a very high level of technical specialisation.

Issues related to these projects and others related to R&D&I are discussed in detail in the Non-Financial and Diversity Report of Grupo Empresarial San José, S.A. and Subsidiaries for the year ended 31 December 2025.

7. Acquisition and disposal of own operations

The Company, either directly or indirectly through its subsidiaries, did not hold any treasury shares at 31 December 2025 and 2024, nor did it carry out any transactions with treasury shares during those financial years.

8. Other relevant information

Stock market information

The Company's shares are listed on the Spanish stock market interconnection system (continuous market). The main indicators and performance of the share are shown below:



Source: Spanish Stock Exchanges and Markets (BMEX).

Dividend policy

On 8 April 2025, the General Shareholders' Meeting of the Parent Company approved the distribution of a dividend charged to voluntary reserves for a gross amount of 0.18 per share, which amounts to a total of EUR 11,705 thousand, which will be paid in full in the first half of 2025.

Proposed distribution of profits

The Company's Directors will propose to the General Shareholders' Meeting the distribution of the 2025 results, equivalent to a profit of EUR 4,924 thousand, to voluntary reserves.

9. Non-financial information statement

In accordance with Law 11/2018 on non-financial information and diversity, which amends the Commercial Code, the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010 of 2 July, and Law 22/2015 of 20 July on Auditing Accounts, with regard to non-financial information and diversity (from Royal Decree-Law 18/2017), information of this nature is included in the "Consolidated non-financial information statement", which is available in the Company's consolidated management report for the 2025 financial year, attached to the consolidated annual accounts for that financial year.

10. Annual Corporate Governance Report

In accordance with commercial legislation, the Annual Corporate Governance Report forms an integral part of this Management Report and is attached as an annex below.

11. Annual Report on Directors' Remuneration

In accordance with commercial legislation, the Annual Report on Directors' Remuneration forms an integral part of this Management Report and is attached as an annex below.



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

ISSUER'S IDENTIFICATION DETAILS

Financial year-end date: 31/12/2025

TAX Id. # A-36046993

Company Name:

GRUPO EMPRESARIAL SAN JOSÉ, S.A.

Registered office:

ROSALIA DE CASTRO 44, BAJO (PONTEVEDRA)

A. CAPITAL STRUCTURE

A.1 Complete the following table on the share capital and voting rights attributed, including, where applicable, those corresponding to shares with loyalty voting rights, at the end of the financial year:

Indicate whether the company's articles of association contain provision for dual loyalty voting:

☐ Yes

☒ No

Date of last change	Share capital (Euros)	Number of shares	Number of voting rights
27/06/2008	1,950,782.49	65,026,083	65,026,083

Please state whether there are different classes of shares with different associated rights

☐ Yes

☒ No

A.2 Disclose the direct and indirect holders of significant shareholdings on the reporting date, including directors with a significant shareholding:

Name of shareholder	Voting rights attached to shares		% of voting rights through financial		% of total voting rights
	Direct	Indirect	Direct	Indirect	
MS MARIA VIRTUDES SÁNCHEZ AVALOS	4.73	0.00	0.00	0.00	4.73
MR JACINTO REY GONZÁLEZ	24.95	23.34	0.00	0.00	48.29
MS JULIA SÁNCHEZ AVALOS	7.44	0.00	0.00	0.00	7.44
MR JUAN VILLALONGA NAVARRO	2.05	0.00	0.00	0.00	2.05

Breakdown of the indirect holding:

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights
N.A.				

State the most significant shareholder structure changes during the year:

Most significant movements

The shareholder Mr Juan Villalonga Navarro increased his stake by 0.12%, from 1.93% to 2.05%.

The shareholder Mr Jacinto Rey González holds an indirect stake through the company Pinos Altos XR, S.L.

A.3 Give details of the shareholdings, by whatever percentage, at year-end of the members of the board of directors who hold voting rights attributed to shares in the company or through financial instruments, excluding the directors identified in section A.2 above:

Name of director	Voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	Of the total voting rights attached to the shares, indicate, if applicable, the % of additional votes attached to the shares that correspond to loyalty voting shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR ROBERTO ÁLVAREZ ÁLVAREZ	0.28	0.00	0.00	0.00	0.28	0.00	0.00
MR RAMON BARRAL ANDRADE	0.17	0.00	0.00	0.00	0.17	0.00	0.00
MR JACINTO REY LAREDO	0.33	0.00	0.00	0.00	0.33	0.00	0.00
MR JOSÉ MANUEL OTERO NOVAS	0.03	0.00	0.00	0.00	0.03	0.00	0.00
MR ENRIQUE MARTIN REY	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors

49.10

Breakdown of the indirect holding:

Name of director	Name of direct shareholder	Voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	Of the total voting rights attached to the shares, indicate, if applicable, the % of additional votes attached to the shares that correspond to loyalty voting shares
N/A					

Give details of the total percentage of voting rights represented on the board:

Total percentage of voting rights held by the Board of Directors	57.39
---	-------

[The director Mr Enrique Martín Rey holds 152 shares in the company, equivalent to 0.00000157%, a very low percentage to include in the application.]

A.4 If applicable, state any family, commercial, contractual, or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A.6:

Name of related party	Nature of	Brief description
MS JULIA SANCHEZ AVALOS, MS MARÍA VIRTUDES SÁNCHEZ ÁVALOS	Family	These two holders of a significant amount of shares are sisters.

A.5 If applicable, state any commercial, contractual, or corporate relationships that exist between significant shareholders and the company and/or group, unless they are insignificant or arise in the ordinary course of business:

Name of related party	Nature of	Brief description
N.A.		

- A.6** Describe the relationships, unless insignificant for the two parties, which exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of legal-person directors.

Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders:

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
MR JACINTO REY GONZÁLEZ	PINOS ALTOS XR, S.L.	GRUPO EMPRESARIAL SAN JOSÉ, S.A.	Mr Jacinto Rey González is majority shareholder of Pinos Altos XR, S.L.
MR JACINTO REY LAREDO	MR JACINTO REY GONZÁLEZ	GRUPO EMPRESARIAL SAN JOSÉ, S.A.	First-degree family relationship, father, and son
MR ENRIQUE MARTIN REY	MS MARIA JOSÉ AND JULIA SÁNCHEZ AVALOS	GRUPO EMPRESARIAL SAN JOSÉ, S.A.	Mr Enrique Martín Rey is the brother-in-law of Ms Julia Sánchez Avalos and the nephew by marriage of Ms María José and Ms Virtudes Sánchez Ávalos
MR JAVIER REY LAREDO	MR JACINTO REY GONZÁLEZ	GRUPO EMPRESARIAL SAN JOSÉ, S.A.	First-degree family relationship, father, and son

- A.7** State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociedades de Capital ("Corporate Enterprises Act" or "LCC"). If so, describe these agreements and list the party shareholders:

☐ Yes

☒ No

State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

☐ Yes

☒ No

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

The Company is not aware of the existence of any covenants or agreements between shareholders.

A.8 State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV"). If so, please identify them:

☒ Yes

☐ No

Name or company name
JACINTO REY GONZÁLEZ

A.9 Complete the following table with details of the company's treasury shares:

At the end of the financial year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
		0.00

(*) Through:

Name of direct shareholder	Number of direct shares
NA	

A.10 Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares:

On 30 March 2021, the AGM authorised the board for the derivative acquisition of treasury shares of the company, directly or through entities controlled by it, and for the acceptance of treasury shares as collateral or other form of guarantee, in accordance with the applicable legislation in each case and subject to the following limits and requirements:

- Modalities of the acquisition: acquisition by title of sale or by any other inter vivo act for consideration.
- Maximum number of shares to be acquired: a number such that the par value of the shares to be acquired, added to those owned by both the company and any of its controlled companies, does not exceed 10% of the company's capital stock.
- Minimum and maximum acquisition price: the minimum acquisition price of the shares will be equal to 75% of their listed value on the acquisition date, and the maximum price will be 120% of their listed value on that same date.
- Duration of the authorisation: five years as from 30 March 2021.
- Use of authorisation: the board of directors will make use of this authorisation in the terms established by the internal regulations of the applicable code of conduct of the company in force at that time.
- Possible delivery of shares to workers or executives: the board of directors is empowered to allocate, totally or partially, the treasury shares acquired to remuneration programmes intended to or involved in the delivery of shares or stock option rights, in accordance with the provisions of section 1 a) of article 146 of the Capital Companies Act.

In the event that a pledge, collateral, or guarantee is constituted on treasury shares and the same will be executed, limits and requirements applicable in accordance with the applicable regulations and the present agreement for the acquisition of treasury shares, where appropriate, will be fulfilled.

The board may delegate this authorisation in favour of any other person that it expressly empowers for this purpose.

A.11 Estimated free-floating capital:

	%
Estimated free-floating capital	35.84

A.12 State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

- ☐ Yes
☒ No

A.13 State if the shareholders have resolved at a meeting to adopt measures to neutralise a take-over bid pursuant to the provisions of Act 6/2007.

- ☐ Yes
☒ No

If so, please explain the measures approved and the terms under which such limitations would cease to apply:

A.14 State if the company has issued shares that are not traded on a regulated EU market.

- ☐ Yes
☒ No

If so, please list each type of share and the rights and obligations conferred on each:

B. ANNUAL GENERAL MEETING

B.1 State whether there are any differences between the quorum established by the Law on Capital Companies (LCC) for General Shareholders' Meetings and those set by the company and if so, describe them in detail:

☐ Yes
☒ No

B.2 State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LCC and, if so, explain:

☐ Yes
☒ No

B.3 State the rules for amending the company's Articles of Association. In particular, state the majorities required for amending the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to them.

In order for the shareholders' meeting to be able to resolve on the increase or reduction of capital and any other amendment of the articles of association, the issue of bonds, the abolition or limitation of the right of pre-emptive acquisition of new shares, as well as the conversion, merger, demerger or global transfer of assets and liabilities and the transfer of the registered office abroad, the attendance, at first call, of shareholders present or represented by proxy holding at least 50% of the subscribed share capital with voting rights is required.

On second call, the attendance of 25% of such capital will be sufficient, although, when shareholders representing less than 50% of the subscribed share capital with voting rights are present or represented, the resolutions referred to in this paragraph may only be validly adopted with the favourable vote of two-thirds of the share capital present or represented at the meeting.

These provisions are contained in Articles 17 and 21 of the Articles of Association and Articles 14 and 21 of the Meeting Regulations.

B.4 Give details of attendance at General Shareholders' Meetings held during the year of this report and the two previous years:

	Attendance data				
Date of General Meeting	% physically present	% present by proxy	% distance vote		Total
			Electronic voting	Other	
20/04/2023	49.56	18.65	0.28	0.17	68.66
Of which, free-floating:	0.47	6.47	0.28	0.17	7.39
18/04/2024	49.75	16.67	0.02	0.37	66.81
Of which, free-floating:	0.83	4.33	0,02	0,37	5.55
08/04/2025	49.76	16.67	0.02	0.51	66.96
Of which, free-floating:	0.48	4.33	0.00	0.00	4.81

[The AGM for year 2025 was held in person with the possibility of remote attendance, so the data on physical presence includes both physical presence and remote attendance accredited during the holding of the meeting through the platform that the company made available to the shareholders.]

B.5 State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by shareholders for any reason.

☐ Yes
☒ No

B.6 State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

☒ Yes
☐ No

Number of shares required to attend General Meetings	100
Number of shares required for distance voting	100

B.7 State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal, or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting:

☐ Yes
☒ No

B.8 State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website:

All information on Corporate Governance is available on the Company's website (www.gruposanjose.biz), under the section "Shareholders & Investors", within the subsection "Corporate Governance".

C. COMPANY ADMINISTRATIVE STRUCTURE

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	5
Number of directors set by the general meeting	12

C.1.2 Please complete the following table on directors:

Name of director	Representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
MR JOSÉ LUIS GONZALEZ RODRIGUEZ		Executive	CEO	25/06/2020	18/04/2024	RESOLUTION AGM
MS MARÍA JOSÉ ALONSO FERNÁNDEZ		Independent	DIRECTOR	20/04/2023	20/04/2023	RESOLUTION AGM
MR ROBERTO ÁLVAREZ ÁLVAREZ		Other external	DIRECTOR	27/06/2008	30/03/2022	RESOLUTION AGM
MR RAMÓN BARRAL ANDRADE		Independent	INDEPENDENT COORDINATOR	27/02/2014	30/03/2022	RESOLUTION AGM
MR JACINTO REY GONZÁLEZ		Executive	CHAIRMAN & CEO	18/08/1987	30/03/2022	RESOLUTION AGM
MR JACINTO REY LAREDO		Executive	VICE CHAIRMAN	30/10/2006	30/03/2022	RESOLUTION AGM

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED COMPANIES

Name of director	Representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
MR JOSÉ MANUEL OTERO NOVAS		Independent	DIRECTOR	28/08/2014	20/04/2023	RESOLUTION AGM
MS AMPARO ALONSO BETANZOS		Independent	DIRECTOR	17/12/2020	08/04/2025	RESOLUTION AGM
MR ENRIQUE MARTIN REY		Proprietary	DIRECTOR	28/06/2013	20/04/2023	RESOLUTION AGM
MS ALTINA DE FÁTIMA SEBASTIAN GONZALEZ		Other External	DIRECTOR	27/06/2008	30/03/2022	RESOLUTION AGM
MR JAVIER REY LAREDO		Executive	SECOND VICE-PRESIDENT	28/06/2012	30/03/2022	RESOLUTION AGM
MR NASSER HOMAID SALEM ALI ALDEREI		Other External	DIRECTOR	17/12/2015	18/04/2024	RESOLUTION AGM

Total number of directors	12
----------------------------------	----

State if any directors, whether through resignation, dismissal, or any other reason, have left the Board during the period subject to this report:

Director	Director category at time of leaving	Date of last appointment	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
N/A					

C.1.3 Complete the following tables regarding the members of the Board and their categories:

EXECUTIVE DIRECTORS

Name of director	Post in organisational chart of the company	Profile
MR JOSÉ LUIS GONZALEZ RODRIGUEZ	CEO	Degree in Economics from the University of Santiago de Compostela, with a master's in financial management and international trade from ESEUNE University and Berkeley. He has developed his professional career in different companies belonging to Grupo SANJOSE. He joined in 1999 in the commercial area. Since this date, he has held and held positions of strategic responsibility in the Company, assuming the General Management of the Group. At the end of 2015, he was appointed General Manager of Grupo Empresarial San José and in 2020 CEO.
MR JACINTO REY GONZÁLEZ	Chairman & CEO	Chairman Grupo SANJOSE (Company listed on the Spanish Stock Exchange) Chairman Carlos Casado S.A. (Company listed on the Buenos Aires and New York Stock Exchange) Previously he has been a member of different boards of directors: Banco Simeón, Banco Caixa General, among others.
MR JACINTO REY LAREDO	Vice Chair	He graduated in Law from the Complutense University of Madrid and has a certificate in European Law from San Pablo CEU University. Mr Jacinto Rey Laredo majored in International Law at the University of Columbia, in Communication by the New York University School of Continuing Education and participated in a management development programme (PADE) at the IESE. Almost all his professional career has been within Grupo SANJOSE. He is currently the Deputy-chairman of the Group and the Chairman of SANJOSE Constructora.
MR JAVIER REY LAREDO	Second Vice Chair	Diploma in Business Science by the European University of Madrid. Postgraduate studies by IED in Top Management He has developed his entire professional career within companies of Grupo SANJOSE. Current positions: Deputy to the Chairman and CEO of Grupo SANJOSE, Member of the Board of SANJOSE Constructora, Executive Chairman of Comercial Udra, Director Carlos Casado S.A. Previous professional experience: Chairman of SANJOSE Desarrollos Inmobiliarios, responsible for the domestic and international management (Douro Atlántico Galicia S.L. and Douro Atlántico S.A. in Portugal), Member of the Board of Comercial Udra. Domestic and international management, Managing Director of SANJOSE Constructora, Branch office of Galicia, Management Director of C&C, regional construction, rehabilitation, and conservation company in Galicia.

Total number of executive directors	4
Percentage of the Board	33.33

PROPRIETARY DIRECTORS

Name of director	Name of a significant shareholder who they represent or who has proposed their appointment	Profile
MR ENRIQUE MARTIN REY	MS MARIA JOSÉ AND JULIA SÁNCHEZ AVALOS	Graduate in Business Science from the Complutense University of Madrid (1993 - 1999), MBA from the Escuela de Negocios Caixanova (2000) and Master Programme in Banking and Finance by the ISTP Banking School (2009). He is the Business Manager and Corporate Business Development Manager of Carrión S.A. Establecimiento Financiero de Crédito. Where he has developed his professional career since 2005, after having worked as strategic counsellor for the Instituto Tecnológico de Galicia (ITG) and for LKS Consultores (Grupo Mondragon SCoop).

Total number of proprietary directors	1
Percentage of the Board	8.33

INDEPENDENT EXTERNAL DIRECTORS

Name of director	Profile
Ms MARIA JOSÉ ALONSO FERNANDEZ	Professor of the Department of Pharmacy and Pharmaceutical Technology at the University of Santiago de Compostela (USC). Throughout her scientific career she has worked at prestigious universities such as the University of Paris South (1986-87) and the Massachusetts Institute of Technology (MIT) (1991-92). Since 1987 he has led a pioneering research group in Spain in the field of nanomedicine and bioengineering at the USC. He has mainly worked on the design of new drug and vaccine delivery systems and on the knowledge of their biological behaviour. With regard to its transfer activity to the industrial sector, this activity has focused on its collaboration with 15 medium and large pharmaceutical companies, as well as numerous start-ups, through its involvement in innovative research projects and in the licensing of patents. Moreover, the translational nature of its research activity is in line with its participation as inventor in 22 patent families (77 patents in different countries), most of them generated in collaboration with industry or licensed. She is also directly involved as co-promoter of spin-off companies such as "Advancell", "Smart Vitamins" and "Libera Bio", the latter being the result of an acceleration process promoted by the European Commission (Nanomedicine Translation Advisory Board), as well as the commitment of the Xunta de Galicia through the IGNICIA Valorisation Programme. The company "Libera Bio" has received numerous national and international awards, including two awards from the National Cancer Institute, NCI, in the United States (AIM HI Accelerator Found and Salisbury Award). Ms. María José has led and participated in the coordination of several international scientific associations, including her multiple positions in the Controlled Release Society (CRS) Inc. for more than 10 years, culminating in her presidency of the society (2018-20). She has also been a member of technology platforms such as the European Technology Platform on Nanomedicine, Nanofuture and the Spanish Nanomedicine Platform and of several collaborative networks (Galenos -Erasmus Mundus, Nanofar -Erasmus Mundus, Nabba -Marie Curie, Cost-Nanotheranostics). She is currently on the editorial board of 12 international impact journals and is editor-in-chief of the official journal of the CRS, the Journal of Drug Delivery and Translational Research (DDTR). She and her team have received numerous research awards from scientific associations, scientific journals, and foundations. These include the "Rey Jaime I" Award in the new technologies category, the "Novoa Santos" Award, the "Maurice Maria Janot" award of the International Association of

	Pharmaceutical Technology (APGI), the "Founders Award", the "Outstanding Service Award" and the "Outstanding Service Award", "Outstanding Service Award and Women in Sciences Award of the international Controlled Release Society (CRS), the Medal of the General Council of Pharmacists Associations, as well as the Josefa Wonenburger Award, the Castelao Medal awarded by the Xunta de Galicia, the Medal of Merit in Research and University Education, in its Silver category, which was awarded by the Xunta de Galicia, and the Medal of Merit in Research and University Education, in its Silver category, which was awarded by the Xunta de Galicia. in its Silver category, awarded by the Spanish Government at the proposal of the Ministry of Science and Innovation, the Burdinola Research Prize, awarded by Burdinola, the Honorary Prize for Excellence in Scientific Research, awarded by the AstraZeneca Foundation, the Juan de la Cierva National Research Prize in the area of Technology Transfer 2021, awarded by the Ministry of Science and Innovation, the "ASEICA Women and Science 2022" prize awarded by the Spanish Association for Cancer Research. She is a Full Member of the Royal Academy of Pharmacy of Galicia, the Royal National Academy of Pharmacy, and the Royal Galician Academy of Sciences. She is a member of the National Academy of Medicine of the United States (NAM) (there are only two resident academicians in Spain) and of the Académie Royale de Médecine de Belgique. She is a Fellow of the American Institute for Medical and Biological Engineering (AIMBE) and holds an Honorary Doctorate from the University of Nottingham. Finally, she has been involved in science management and policy through her responsibility as Vice-Rector for Research and Innovation at the University of Santiago de Compostela (2006-10). She has also advised the Ministry of Science and Technology (MICINN) on the drafting of the Law on Science, Technology, and Innovation; she has been a member of the Advisory Board of the Ministry of Health; she has been a board member of the Bankinter Foundation of Innovation; and she currently sits on the advisory boards of several panels, universities, and research centres.
MR RAMÓN BARRAL ANDRADE	Economist Professor at the School of Higher Business Studies of A Coruña, Bachelor of Economic and Business Sciences and Censor Jury of Accounts (promotion 1976). In the professional career of MR Ramón Barral, he emphasises his work in sundry positions of responsibility at Banco Simeon until becoming General Director (1995 - 2003), member of the Mixed Commission for State transfers - Xunta de Galicia (1977 - 1979), Professor of the Middle Management School in the Chamber of Commerce of Pontevedra. Editorial Galaxia advisor. Special attention should be given to the important and lasting collaboration of MR Ramón Barral with Grupo SANJOSE throughout its history, until becoming an advisor and chairman of the audit commissions and appointments, remuneration and good governance of the Group.
MR JOSÉ MANUEL OTERO NOVAS	Professional Lawyer: Law Degree, Extraordinary Award. He entered by Opposition in the Body of State Lawyers in 1967. He entered by Opposition Contest in Inspectors of the Services of the Ministry of Economy and Finance in 1974. He practiced State Advocacy in the Province of Lugo, in the National Court, and finally in the Supreme Court. Also, the Inspection of the Services of the Ministry of Finance, in several tasks. He has been -and still is- Counsellor, or

	sometime President, of several companies, among which stand out: Cepsa, Grupo SANJOSE, Banco Exterior de España, and foreign subsidiaries, Gescafis, Euro Transfac, Unión Inversora Internacional. International Technical Union, The Union and the Phoenix, AGF Unión Fénix Seguros y Reaseguros, Transfesa (Including Presidency) and Transfesa UK, International Real Estate Union, Gran Alacant, Costa Canaria Veneguera, Northwest Corporation, Cementos Cosmos, Society for the Development of Galicia (SODIGA), Vocal Executive Committee and Board of Directors of the Independent Business Confederation of Madrid (CEIM). Social: It has been for the maximum statutory periods Vocal (and Vice President) of the Board of Trustees of the San Pablo CEU University Foundation and of the San Pablo College. President of the Institute of Studies of Democracy of the San Pablo University-CEU. Since 1997, he has been a member of the Social Sciences Jury of the Prince of Asturias Awards every year. Honours: Knight Grand Cross of three Spanish Orders, Carlos III, Isabel the Catholic, and Alfonso X the Wise. Knight Grand Cross of the Order of the Lion of Finland; Idem of the Order of Merit of the Italian Republic; and Idem of the Order of Merit of the Republic of Peru. Gold Medal of the Ibero-American Organization for Education, Science and Culture. Gold Medal of the San Pablo University Foundation.
Ms AMPARO ALONSO BETANZOS	Degree in Chemistry, major in Industrial Chemistry (1984) and PhD in Physics (1988), with an extraordinary award, from the University of Santiago de Compostela. She has been a Postdoctoral Fellow at the Medical College of Georgia, USA (1988-90), where she worked on the development of expert systems for medical applications. Later on, she has worked both in the development of artificial intelligence applications in sundry areas (Environment, Health, Industry 4.0, etc.), as in the development of machine learning algorithms. She is currently a professor at the University of A Coruña (UDC) since 2002 in the area of Computer Science and Artificial Intelligence, where since 1990 she coordinates the LIDIA group (Laboratory of R + D in Artificial Intelligence), which belongs to the CITIC (Centre of Research in Information and Communication Technologies). She is currently commissioner of the UDC for the development of the Artificial Intelligence node of the City of ICT in A Coruña (2019). She has been vice dean and Erasmus coordinator (1999-2005), director of the Department of Computing (2007-09), coordinator of the Intelligent Systems Specialty of the master's in computer science (2006-07) and coordinator of the Master's Degree in Bioinformatics for Health Sciences (2016-17), at the Faculty of Informatics of the UDC. She received in 1998 the L'Oréal-UNESCO Prize for Women in Science in Spain, the Galicia ICT Prize for Digital Innovation in 2004, and the Galicia Prize ICT to Professional Career in 2019. President of the Spanish Association of Artificial Intelligence since 2013, and member of the "Reserve List" of the High-Level Expert Group on Artificial Intelligence (AI HLG) of the European Commission since 2018. She has participated as member of the GTIA, Working Group on Artificial Intelligence, of the Ministry of Science, Innovation and Universities (MINCIU), which collaborated in the drafting of the Spanish Strategy for R & D & I in Artificial Intelligence presented in 2018. He is currently a member of the Group of Work on the role of official Statistics in Data Administration and Management (Data Stewardship), as well as she as a member of the Artificial Intelligence Advisory Council of the Government of Spain. She is also Senior Member of the IEEE and ACM professional

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED COMPANIES

Total number of independent directors	4
Percentage of the Board	33.33

State whether any independent director receive from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name of director	Description of the relationship	Statement of the Board
N/A		

OTHER EXTERNAL DIRECTORS			
Please identify other external directors and explain why they are not deemed to be proprietary or independent, and their relationship with the company, executives, and shareholders:			
Name of director	Reasons	Company, director, or shareholder to whom the director is related	Profile
MR NASSER HOMAI SALEM ALI ALDEREI	He is a shareholder of San José Contracting, LLC and Tecnocontrol Contracting, LLC, companies owned by Grupo San José companies.	SAN JOSÉ CONTRACTING LLC	Businessman, Commander in the reserve of the Army of the United Arab Emirates. CEO of Gulf Connection. Business consultant / service provider located in Abu Dhabi and with a presence in the United Arab Emirates, which provides support to international companies that intend to establish themselves in their region of influence, an area that due to its growth and financial strength represents an attractive market and great business opportunities for companies in international expansion. This company brings its experience in the strategic planning of implementation, definition of the market of action and of the main objectives. Executive Chairman of New Art. Company specializing in interior design and operating in the United Arab Emirates, Qatar, and Morocco. Currently New Art is part of Gulf Connection. General Director of SANJOSÉ Contracting L.L.C., an Emirati company specializing in all types of construction projects. Local agent / partner of several companies, among which stand out: SANJOSÉ Constructora Lane Middle East Contracting, CPC, Crane Middle East, PMK Consultant, Dal Riada.

MS ALTINA DE FÁTIMA SEBASTIÁN GONZÁLEZ	Ms. Altina Fatima Sebastian was appointed director by first time on 27.06.2008 The article 529 4.i establishes that in no case may be considered independent directors those who have been directors for a continuous period of more than 12 years. For this reason, the Member Ms. Altina Fatima Sebastian changes category from Independent to Other External	GRUPO EMPRESARIAL SAN JOSÉ, S.A	Degree in Economics and Business Administration from the Catholic University of Lisbon, Doctor of Business and Business Management from IESE and she has completed a post-doctorate at Harvard Business School. She is currently a Non-Executive Director, Member of the Audit Committee and Chairman of the Governance Committee of Caixa Geral de Depósito, the largest Portuguese bank, Independent Director of Banco Caixa Geral (former Banco Simeón), Chairman of the Audit and Compliance Committee and Chairman of the Appointments and Remuneration Committee (2003 - October 2019 date of the sale of the Bank to Abanca), Director and Member of the Audit Committee of Grupo Empresarial San José, a company listed on the Madrid Stock Exchange, Member of the Expansión Advisory Board and Economic News and Councilor of the Diaspora of the Portuguese Republic - World Portuguese Network.
---	--	--	--

			In addition, she has been an Independent Director, Chairman of the Audit Committee of the Instituição Financeira de Desenvolvimento, bank specialised in financing to SMEs, and Counselor, Chairman of the Audit Committee of Parquesol, a listed company on the Madrid Stock Exchange, and Founding Partner of the AB Research and Diagnostic & Solutions Consultants. She has recently been appointed by the Commission Nacional del Mercado de Valores, member of the jury of the 2019 Antonio Moreno Espejo Journalism Award. In the academic field, she is a professor in the Department of Financial Administration and Accounting of the Complutense University Madrid and Visiting Professor at the Portuguese Catholic University. Her teaching experience is focused on training for executives in the banking sector in Spain, Portugal, Angola, Mozambique, and Ecuador. She has posted seven books and more than one hundred articles in the economic press and magazines specialized in Banking and Finance.
MR ROBERTO ÁLVAREZ ÁLVAREZ	MR Roberto Álvarez Álvarez was appointed director for the first time on 27.06.2008 The article 529k 4.i establishes that members who have been acting as directors for a continuous period of more than 12 years will not be considered as independent directors. For this reason, the Director MR Roberto Álvarez Álvarez changes category from Independent to Other External	GRUPO EMPRESARIAL SAN JOSÉ S.A.	Business Administration for Directors by the Catholic University of Argentina, expert in Capital Markets Dean Witter (New York),

			Technician in Foreign Trade and specialised in Futures Trading at the London School of Economics. In addition to his distinguished career as Director of Grupo SANJOSE, highlights his experience in sundry companies: Director and Partner of Casa de la Bolsa Aldazabal and Cia. founded in 1980, Vice President of Carlos Casado, Director of Mapfre Argentina since year 2000, Board Member of the Stock Exchange of Commerce of Buenos Aires and representative thereof for relations with Spain, Director of Metrogas -company controlled by Repsol- (2002 - 2008), Director of the Boldt Group, Director of Banco Caudal (1989 - 1992), Vice President of the AA of the Museum of Modern Art and Vice President of the Athletic Club San Lorenzo de Almagro
--	--	--	---

Total number of other external directors	3
Percentage of the Board	25.00

State any changes in status that have occurred during the period for each director:

Name of director	Date of change	Previous Status	Current status
N/A			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of directors for each category			
	FY 2025	FY 2024	FY 2023	FY 2022	FY 2025	FY 2024	FY 2023	FY 2022
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	2	2	2	1	50.00	50.00	50.00	33.33
Other	1	1	1	1	33.00	33.33	33.33	33.33
Total	3	3	2	2	25.00	25.00	25.00	18.18

C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

- ☒ Yes
☐ No
☐ Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures, and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been implemented, including results achieved

El The Board of Directors of Grupo Empresarial San José, S.A. agreed in 2016 on its director selection policy, which was revised at the board meeting held on 22 May 2025 to bring it into line with the new regulations established in Organic Law 2/2024 of 1 August on equal representation and balanced presence of women and men, which will apply to the Company on 30 June 2027. This policy recognises the essential nature of transparency in the selection process for directors for the Group's corporate governance strategy.

Likewise, corporate regulations on directors establish, among others, the following principles, and objectives:

- Maximum attention to people, to the quality of their working conditions, equality, and training.
- Respect for diversity through a policy of equal opportunities, as well as human and professional development.
- Information transparency policy.

The management of the human resources of Grupo San José is inspired by the ethical codes of equal opportunities, cultural diversity, internal promotion of the best and demand for values such as merit, ability, involvement, responsibility, perseverance, commitment, and honesty.

These commitments should inspire all the policies of selection, promotion, and access to training, compensation, and work/life balance within Grupo San José.

Any form of discrimination within Grupo San José is strictly forbidden (be it for reasons of ethnicity, race or national origin, sex, sexual identity, or orientation, for reasons of gender, illness, religion, political option, social origin, or disability).

Through a public, specific and verifiable policy, it is ensured that the proposals for appointment or re-election are based on a prior analysis of the needs of the board of directors, while at the same time favouring the diversity of knowledge, experiences, age and gender in its composition.

The board of directors will choose candidates who meet the qualities and aptitudes for their appointment, with the advice and report of the Appointments, Remuneration and Good Governance Committee. An adequate balance will be sought in order to enrich decision-making and provides plural points of view to the debate on matters within its competence.

The Appointments, Compensation and Good Governance Committee will also ensure that the selection procedures do not suffer from implicit biases that may imply any discrimination and, in particular, facilitate the selection of female directors. In this sense, in addition to promoting the diversity of knowledge and experience in the board, the policy of selecting directors shall seek to achieve an appropriate balance on the board of directors, facilitating the selection of individuals of the under-represented gender in numbers that enable compliance with the recommendations and legal obligations in force at any given time..

The proposal for the appointment or re-election of the members of the board of directors corresponds to the Appointments, Compensation and Good Governance Committee, in the case of independent directors, and to the board itself in all other cases.

Said proposal will be accompanied in any case by a report on the competence, experience, and merits of the proposed candidate. The Appointments, Compensation and Good Governance Committee will assess the skills, knowledge and experience required for the board of directors. For this purpose, it will define the functions and aptitudes necessary to be fulfilled in each vacancy and assess the time and dedication necessary to perform the tasks effectively.

C.1.6 Describe the measures, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, and which makes it possible to achieve a balance between men and women. Indicate whether the company takes measures to boost the presence of women on senior executive positions.

Explanation of measures

The company maintains its objective of seeking to increase the number of female directors on the board of directors in order to achieve a more balanced presence of men and women as vacancies arise.

However, as mentioned in section C.1.5 above, when proposing new directors, the Appointments committee primarily assesses the qualities and aptitudes of the directors and their performance on the board of directors, in order to achieve an adequate balance in the composition of the board.

In other words, in the selection of directors, the Appointments committee scrupulously respects gender diversity, in compliance with current regulations, although it gives priority to the real needs and specific objectives demanded by society at any given time and, consequently, it focuses particularly on the experience and knowledge of the person proposed as director.

In the event that there are few or no female directors in spite of any measures adopted, please explain the reasons that justify such a situation:

Explanation of reasons

The company plans to continue to increase the number of female directors and senior managers with sufficient experience and expertise to contribute to the development of its business in compliance with the policy of non-discrimination on the grounds of sex established in its CSR documentation and in the approved director selection policy, with the aim that by 2027, there will be a minimum presence of 40% of people of the under-represented sex on the board of directors.

It should be highlighted that among those people who hold a senior management post (seven in total), three of them are women, and our company therefore complies with the established percentage (40%) to incentivise the minimum presence of the least represented sex in senior management.

- C.1.7 Describe the conclusions of the appointments committee regarding verification of compliance with the selection policy for directors in order to promote an adequate composition of the members of the Board of Directors.

The Appointments Committee has applied during 2025. the same criteria as in previous years for the appointment of directors.

The criteria used are based on policies devoted to searching for and recruiting candidates who best meet our requirements in terms of suitable competence, knowledge and experience to undertake the role entrusted to them, ensuring equality through the policies governing its actions and promoting the company's growth in different fields.

In 2025 no new directors have been appointed, only one director whose appointment had expired was re-elected .

- C.1.8 If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name of shareholder	Reason
N/A	

State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

[] Yes
[✓] No

- C.1.9 State the powers delegated by the Board of Directors, as the case may be, to directors or board committees:

Name of director or committee	Brief description
JACINTO REY GONZÁLEZ	As joint and several CEO of Grupo Empresarial San José he has all the powers delegated by the Board except for those, which by law, cannot be delegated.
JOSÉ LUIS GONZALEZ RODRÍGUEZ	As joint and several CEO of Grupo Empresarial San José he has all the powers delegated by the Board except for those, which by law, cannot be delegated.

- C.1.10 Identify any members of the Board who are also directors, representatives of directors or officers in other companies in the group of which the listed company is a member:

Name of director or committee	Name of the Company	Position	Does the director have executive powers?
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	GSJ SOLUTIONS	Sole director	Yes
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Constructora San JOSÉ Colombia, sas	Liquidator	Yes
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Fotovoltaica el gallo, 10, S.L.	Sole director	Yes
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Poligeneración parc del alba, st4, S.A.	Sole director	Yes

Name of director or committee	Name of the Company	Position	Does the director have executive powers?
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Comercial Udra SAU	Director	No
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Pinar Villanueva SA	Joint director	No
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Sanjosé maroc, SARLAU	Joint and several director	Yes
MR JOSÉ LUIS GONZALEZ RODRÍGUEZ	Sociedad consesionario San JOSÉ – tecnocontrol, SA	Director	Yes
MR ROBERTO ÁLVAREZ ÁLVAREZ	Carlos Casado	Deputy Chairman	No
MR ROBERTO ÁLVAREZ ÁLVAREZ	Tecnoartel	Director	No
MR JACINTO REY GONZÁLEZ	San José Peru SAC	Chairman	Yes
MR JACINTO REY GONZÁLEZ	San José Contracting LLC	General Manager	Yes
MR JACINTO REY GONZÁLEZ	San José Constructora Peru, S.A.	Chairman	Yes
MR JACINTO REY GONZÁLEZ	Inmobiliaria 2010, S.A.	Chairman	Yes
MR JACINTO REY GONZÁLEZ	Carlos Casado, S.A.	Chairman	Yes
MR JACINTO REY GONZÁLEZ	Sociedad concesionaria San José Tecnocontrol	Chairman	Yes
MR JACINTO REY GONZÁLEZ	San José Tecnologías Perú, SAC	Chairman	Yes
MR JACINTO REY GONZÁLEZ	Inmobiliaria Americana de Desarrollos Urbanísticos SAU	Sole Director	Yes
MR JACINTO REY GONZÁLEZ	Desarrollos Urbanísticos Udra, S.A.	Sole Director	Yes
MR JACINTO REY LAREDO	Udra Obras Integrales	Chairman	Yes
MR JACINTO REY LAREDO	SJB Mullroser Baugesellschaft MBH	Joint and several Director	Yes
MR JACINTO REY LAREDO	San José BAU GmbH	Sole Director	Yes
MR JACINTO REY LAREDO	Constructora Udra Lda	Sole Director	Yes
MR JACINTO REY LAREDO	San José Construction Group	Sole Director	Yes
MR JACINTO REY LAREDO	Constructora San José, S.A.	CEO	Yes

Name of director or committee	Name of the Company	Position	Does the director have executive powers?
MR JACINTO REY LAREDO	San José France, S.A.	Sole Director	Yes
MR JACINTO REY LAREDO	Constructora San José Cabo Verde, S.A.	Director	Yes
MR JACINTO REY LAREDO	Udra México, S.A. CV	Chairman	Yes
MR JAVIER REY LAREDO	Constructora San José representação em Portugal	Legal representative	Yes
MR JAVIER REY LAREDO	San José Concesiones y Servicios	Sole Director	Yes
MR JAVIER REY LAREDO	Carlos Casado, S.A.	Director	Yes
MR JAVIER REY LAREDO	Tecnoartel	Chairman	Yes
MR JAVIER REY LAREDO	Centro Comercial Panamericano	Chairman	Yes
MR JAVIER REY LAREDO	Inmobiliaria sudamericana de desarrollos urbanísticos	Chairman	Yes
MR JAVIER REY LAREDO	Constructora San José, S.A.	Director	Yes
MR JAVIER REY LAREDO	Comercial Udra, S.A.	Chairman & CEO	Yes
MR JAVIER REY LAREDO	Cadena de Tiendas SAU	Sole Director	Yes
MR JAVIER REY LAREDO	Constructora San José representação em Portugal	Legal representative	Yes

C.1.11 List any directors or representatives of legal person-directors of your company who are members of the Board of Directors of other companies listed on the official securities markets other than group companies, and have communicated that status to the Company:

Name of director	Name of listed company	Post
MR ROBERTO ÁLVAREZ ÁLVAREZ	Udra Argentina, S.A.	DIRECTOR
MR ROBERTO ÁLVAREZ ÁLVAREZ	Aldazabal y Cia (Casa de Bolsa)	DIRECTOR
MR ROBERTO ÁLVAREZ ÁLVAREZ	Fundación Bolsa de Comercio (Argentina)	OTHER
MR ROBERTO ÁLVAREZ ÁLVAREZ	Bolsa de Comercio de Buenos Aires	DIRECTOR
MR RAMON BARRAL ANDRADE	Editorial Galaxia, S.A.	DIRECTOR
MR RAMON BARRAL ANDRADE	Barral e Fillos, S.L.	MEMBER
MR JACINTO REY GONZÁLEZ	Udra Argentina, S.A.	CHAIRMAN – CEO
MR JACINTO REY GONZÁLEZ	Pinos Altos de Argentina, S.R.L.	JOINT AND SEVERAL DIRECTOR
MR JACINTO REY GONZÁLEZ	Pinos Altos XR, S.L.	SOLE DIRECTOR

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED COMPANIES

MR JOSÉ MANUEL OTERO NOVAS	Patronato Fundación San Pablo CEU	PATRON
MS AMPARO ALONSO BETANZOS	Sociedade Para o Desenvolvimento de Proxectos Estratéxicos de Galicia, S.L..	DIRECTOR
MS AMPARO ALONSO BETANZOS	Asociación Española de Inteligencia Artificial	CHAIRWOMAN
MR ENRIQUE MARTIN REY	Financiera Carrión, S.A.	OTHER
MS, ALTINA DE FATIMA SEBASTIAN	Caixa Geral de Depositos	DIRECTOR

The position of Independent Director that Ms Amparo Alonso Betanzos holds in the Sociedade Para o Desenvolvimento de Proxectos Estratéxicos de Galicia, S.L.. is a position for which she only receives an allowance to attend board meetings.

The position of Director of Mr Roberto Álvarez in the company Aldazabal y CIA (Brokerage House) is remunerated.

The position held by Mr Enrique Martín Rey in Financiera Carrión is remunerated.

State, if applicable, other remunerated activities of the directors or representatives of the directors, whatever its nature, other than those indicated in the previous table.

Identification of the member or representative	Other remunerated activities
MR JOSÉ MANUEL OTERO NOVAS	A practising lawyer
MS AMPARO BETANZOS ALONSO	University Professor at the University of A Coruña
MS ALTINA DE FATIMA SEBASTIAN GONZÁLEZ	Complutense University of Madrid – Graduate Professor, and Master University of Barcelona – graduate consultant Professor training members of the boards of directors of rural banks and saving banks, all these are remunerated activities.

Ms Amparo Alonso Betanzos is a paid university professor at the University of A Coruña.

Mr José Manuel Otero Novas' role as a lawyer is remunerated.

C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

[] Yes
[✓] No

C.1.13 State total remuneration received by the Board of Directors:

Board remuneration in financial year (thousand euros)	3994
Amount of funds accumulated by current directors through long-term savings schemes with vested economic rights (thousands of euros)	-
Amount of funds accumulated by current directors for long-term savings schemes with non-consolidated economic rights (thousands of euros)	-

Amount of funds accrued by former directors through long-term savings schemes (thousands of euros)	-
---	---

C.1.14 Identify senior management staff who are not executive directors, and their total remuneration accrued during the year:

Name	Position
MR JOSÉ ANTONIO SÁNCHEZ DE ROJAS PANFIL	Director of Consolidation and in-house control
MS CRISTINA GONZÁLEZ LÓPEZ	Tax Director
MR FRANCISCO RAMIREZ SAN EMETERIO	Production director Constructora San José
MR JOSÉ MIGUEL VALCARCEL ARMESTO	Building procurement director Constructora San José
MR JUAN ARESES VIDAL	Director General of Civil Works Constructora San José
MS ESTELA AMADOR BARCIELA	HR Director
MS LOURDES FREIRÍA BARREIRO	Director general of insurance
No. of women in senior executive positions	3
% of total senior executives	42.86
Total senior management remuneration (thousand euros)	1394

C.1.15 State whether the Board's rules were amended during the financial year:

[☒] Yes
[☐] No



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

C.1.16 Specify the procedures for selection, appointment, re-election, and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.

Members of the board of directors are appointed by the shareholders' meeting or, in the event of an early vacancy, by the board itself by co-optation.

Proposals for the appointment or re-election of board members are made by the Appointments, Remuneration and Good Governance Committee in the case of independent directors, and by the board itself in all other cases.

The proposal will be submitted together with a report on competence, excellence and merits of the member which will be attached to the Minutes for the General Meeting or the Meeting of the Board.

Proposals for the appointment or reappointment for members other than independent members will be backed up by a report from the Appointments, Compensation and Good Governance Committee. The Appointments and Compensation Committee will assess the quality of the work performed and the dedication to the position during the term of office.

The board of Directors includes proprietary, independent, executive, and other external members.

Proprietary and independent members should be a majority regarding executive members due to the complexity of the Group and the participation percentage of the executive members in the company's capital.

Independent members should be well known professionals with sound experience and competence.

C.1.17 Explain how the annual evaluation of the Board has given rise to significant changes in its internal organisation and to procedures applicable to its activities:

Description of changes

As a result of the self-assessment of the Board of Directors, no changes to the internal organisation and procedures applicable to its activities have been identified, as necessary.

Describe the evaluation process and the departments assessed by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.

Description of the assessment process and the departments assessed

The Appointments, Compensation and Corporate Governance Committee has carried out an assessment of the role of the board and its committees, as a result of which it noted that these committees work normally and satisfactorily and therefore it did not deem it necessary to make any changes regarding the conclusions reached in the self-assessment carried out in previous years.

The outcome of this assessment has been communicated to the board of directors, which has agreed with its conclusion.

C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.

Not applicable.

C.1.19 State the situations in which directors are required to resign.

According to Article 25 of the Board of Directors Regulations, Directors will resign from their posts upon expiration of the period for which they were appointed for, whenever decided by the General Meeting or when incurring into a legal reason for such resignation.

Members of the Board will place their post at the dismissal of the Board of Directors and resign whenever incurring into prohibitions established by the Companies Act and any other legal applicable provisions.

The board of directors will not propose the removal of any independent director before the expiry of the term of office established in the bylaws for which he/she was appointed, except where just cause is found by the board following a report from the Appointments, Remuneration and Corporate Governance Committee. In particular, just cause will be understood to exist when the director has failed to comply with the duties inherent to his/her office. The removal of independent directors may also be proposed as a result of takeover bids, mergers or other similar corporate transactions entailing a change in the structure or distribution of the company's capital.

C.1.20 Are any qualified majorities other than those established by law required for any specific decision?

☐ Yes

☒ No

If so, please explain.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors:

☐ Yes

☒ No

C.1.22 State whether the Articles of Association or the Board Rules establish any limit as to the age of directors:

☐ Yes

☒ No

C.1.23 State whether the Articles of Association or the Board Rules establish any term limits for independent directors or other more stringent requirements in addition to those established by law:

☐ Yes

☒ No

C.1.24 State whether the Articles of Association or Board Rules establish specific rules for granting proxies to other directors at Board meetings, how they are to be delegated and, in particular, the maximum number of proxies that a director may have, as well as if there is any limit regarding the category of director to whom a proxy may be granted beyond the limitations imposed by law. If so, please briefly describe the rules.

Article 26 of the Articles of Association and 20 of the Board of Directors' Regulations state that representation will be held by other member and when not being able to attend personally, the proxy will have been provided clear and detailed instruction on the issues of the agenda, when applicable.

Non-executive members can only delegate their representation on non-executive members.

C.1.25 State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.

Number of Board meetings	5
Number of Board meetings without the chairman	0

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
---------------------------	---

Please specify the number of meetings held by each committee of the Board during the year:

Number of meetings held by the Appointments, Remuneration and Corporate Governance Committee.	4
Number of meetings held by the Executive Committee	0
Number of meetings held by the Audit Committee	5
Number of meetings held by the International Executive Committee	0

C.1.26 State the number of meetings held by the Board of Directors during the financial year and information regarding the attendance of its members:

Number of meetings with the attendance of at least 80% of the directors	5
Attendance % of total votes during the financial year	87.00

Number of meetings with all directors attending in person or by proxy with specific instructions	
% of votes cast in person and by proxy with specific instructions of all votes cast during the year	87.00

C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

- ☐ Yes
☒ No

Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board:

C.1.28 Explain any measures established by the Board of Directors to prevent the individual and consolidated financial statements prepared by the Board from being submitted to the General Shareholders' Meeting with a qualified audit opinion.

The Group has an internal control system whose main aim is to minimise the Group's exposure to risks due to the intrinsic conditions of the activity it performs and the legal framework of the countries where it operates.

Within the internal control system, overseeing financial information (ICSFI) is especially important, its aim is to ensure the adequate generation of financial information at an individual and consolidated level within the Group, respecting the criteria and applicable accounting regulations. The Administration and Finance Department is responsible for the application of the SCIF and that it be updated.

Additionally, the Internal Audit Department of the Group is entrusted with direct responsibility for the generation of the financial statements and explanatory notes and periodic information to be published both individually and/or consolidated for the companies that make up the Group, among other things:

1. Reviewing financial information,
2. Confirming that it reflects the reality of the business, and that applicable accounting regulations have been properly implemented,
3. Checking that any judgments and estimates made by the Management and Finance Department are reasonable and consistent.

Once the accounting information has been generated as described in the previous paragraphs, it is subject to review by the external auditor. The level of internal confidence about the correctness and goodness of the accounting information is very high. However, in addition to avoid the existence of possible exceptions that may arise from work of the external auditor, the following work procedure is established:

-It is coordinated with the external auditor so that several reviews are carried out at various times throughout the year: half-year review (July), preliminary stage of the review work by the audit (November) and final stage of the audit work (months of February and March).

-The external auditor is immediately informed of any extraordinary operation that could be subject to interpretation or complex application of the accounting regulations, in order to check the registration and / or valuation criteria, information to be provided, etc.

-The final stage of the audit work begins prior to the closing of the annual accounts but before the Board of Directors prepares the financial statements.

Finally, before the Board of Directors prepares the financial statements, the audit committee reviews the financial information. With regard to the half-yearly and annual closes, and partly justified by the fact that such information is subject to review and audit, the audit committee receives the conclusions issued by the external auditor, and reviews a draft of the auditor's report. It confirms that the auditor's report is correct and free of any qualifications (since the Group's policy in this respect is to analyse any recommendations made). In order to prepare the financial information, the Board of Directors relies on the positive opinion of the Audit Committee.

C.1.29 Is the secretary of the Board also a director?

- ☒ No
☐ Yes

If the secretary is not a director, please complete the following table:

Name of the secretary	Representative
MR FERNANDO CALBACHO LOSADA	

C.1.30 State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

Article 33 of the Company's articles of association and Article 16 of the Board Regulations empower the audit committee to propose to the board the selection, appointment, reappointment, and removal of the external auditor as well as to set out the conditions of recruitment and to regularly gather information on the audit plan while preserving its independence in the exercise of its functions.

The Committee is also empowered to establish the appropriate relations with the external auditor and to receive information on those matters that may jeopardise its independence and any other matters related to the process of auditing, as well as any other communications envisaged in the audit legislation and auditing standards.

In any case, the audit committee receives annually from the external auditors a declaration of their independence in relation to the entity or entities directly or indirectly related to it, as well as information on additional services of any kind rendered and the corresponding fees received from the external auditor, or by any person or entity related to the external auditor, in accordance with the legislation on the audit of accounts.

The audit committee will issue on an annual basis, prior to the issuance of the audit report, a report in which it expresses an opinion on the independence of the statutory auditor. This report should contain an assessment of the provision of the additional services referred to in the preceding paragraph, individually considered and as a whole, other than the statutory audit and in relation to the independence regime or to the audit regulations.

For the effective exercise of its functions, the audit committee may seek the assistance of experts when, for reasons of independence or specialisation, it cannot make sufficient use of the Company's technical resources.

The committee may also request the assistance of any officer or employee of the Company, and may even require their attendance without the presence of any other executive.

C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

[☒] Yes
[☐] No

If there were disagreements with the outgoing auditor, explain the content of these disagreements:

[☐] Yes
[☒] No

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid, and the corresponding percentage of total fees invoiced to the company and/or Group:

[☒] Yes
[☐] No

	Company	Group Companies	Total
Amount invoiced for non-audit services (thousand euros)	39	50	89
Amount invoiced for non-audit services/Amount invoiced for audit services (in %)	58.34	23.89	30.91

C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given to the shareholders at the General Meeting by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations

[] Yes
[✓] No

C.1.34 State the number of consecutive financial years during which the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	3	3

	Individual	Consolidated
Number of years audited by the current audit firm/number of fiscal years the company or its group has been audited (by %)	9.68	9.68

C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

[✓] Yes
[] No

Breakdown of procedure

Pursuant to article 26 of the board regulations, directors will diligently inform of board of the company's progress, for which purpose they may request information from executives of the company, informing the chairman or chief executive officer accordingly. Likewise, any director may request, through the chairman, the deputy-chairman, the CEO, the secretary, and the deputy secretary of the board of directors, any information as may be reasonable. The right to information extends to subsidiaries, whether in Spain or abroad. Overall, each member of the board must have access to all the information communicated to the board of directors.

The chairman, the deputy-chairman, the CEO, the secretary, and the deputy secretary of the board of directors will endeavour to respond to requests for information made by the members of the board of directors by providing them directly with the information required or by offering them appropriate interlocutors within the organisation. If, in the opinion of the chairman, such a request for information could be detrimental to the interest of the company, the matter will be submitted for to the board of directors for decision.

In order to be assisted in the exercise of their duties, article 27 of the board regulations provides that the directors and the committees and commissions of the board may request the chairman of the board of directors to engage legal, accounting, financial or other experts.

The engagement must necessarily deal with specific problems of a certain importance and complexity that arise in the performance of their duties.

C.1.36 State whether the company has established rules whereby directors must provide information regarding and, if applicable, resign, in circumstances that may damage the company's standing and reputation. If so, provide details:

☒ Yes
☐ No

Breakdown of procedure

According to article 25 of the Board of Directors Regulations, Directors will resign from their posts upon expiration of the period for which they were appointed, whenever having incurred into legal prohibitions established by the Companies Act or any other applicable regulations.

C.1.37 State, unless there have been special circumstances that have been recorded in the minutes, if the board has been informed or has otherwise learned of any situation that affects a director, related or not to their performance in the company itself, that could harm credit and reputation of this one:

☐ Yes
☒ No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified, or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

No agreement has been formalised.

C.1.39 Identify individually for directors, and generally in other cases, and provide detail of any agreements made between the company and its directors, officers or employees providing severance payments or golden parachutes in the event of resignation or unfair dismissal or termination of employment due to a takeover bid or any other type of transaction.

Number of beneficiaries	4
Type of beneficiary	Description of agreement
Executive directors	The Contract contained in the contract of the 3 executive directors is as follows: In the event of termination of the contract at the company's discretion, the executive director will be entitled to receive severance indemnity, except in the event that such termination is due to a serious breach of any of the obligations of the executive director, in which case he will not be entitled to receive any compensation for the termination of the contract. The termination indemnity will be equivalent to: (i) Three annual payments of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received, if the aggregate of these two amounts is less than 750,000 euros. (ii) Two annuities and a half of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received, if the aggregate of these two amounts is more than 750,000 euros but less than 1,100,000 euros. (iii) Two annuities

Number of beneficiaries	4
Type of beneficiary	Description of agreement
	of remuneration annual of the executive director at the time of cessation and of the last annual variable remuneration received, if the aggregate of these two amounts is greater than 1,100,000 euros. Withdrawal compensation will be deducted on account of Personal Income Tax of and Social Security contributions in charge of the executive director according to current legislation. Likewise, the contract of the CEO, Mr José Luis González Rodríguez, provides that in the event of termination, the executive director will be entitled to receive a severance payment, except that such termination is due to a serious breach of any of the director's duties, in which case the executive director will not be entitled to any compensation for the termination of this Contract. Any severance payment will be equivalent to 2 annual payments of the fixed remuneration that the executive director had been receiving at the time of the termination of the Contract.

State if, further to the cases outlined in the regulations, these contracts have been communicated to and/or approved by management bodies of the company or of the Group. If they have, specify the procedures, events, and nature of the bodies responsible for their approval or for communicating this:

	Board of Directors	General Shareholders' Meeting
Body authorising the severance terms	√	
	Yes	No
Are these terms notified to the Annual General Meeting?	√	

Information has been made available to the Meeting by means of the Annual Corporate Governance Report.

C.2 Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent, and other external directors that comprise them:

Appointments, Compensation and Good Governance Commission		
Name	Position	Category
MR ROBERTO ÁLVAREZ ÁLVAREZ	MEMBER	Other external
MR RAMÓN BARRAL ANDRADE	CHAIRMAN	Independent
MR JOSÉ MANUEL OTERO NOVAS	MEMBER	Independent
MR ENRIQUE MARTIN REY	MEMBER	Proprietary

% of executive directors	0.00
% of proprietary directors	25.00
% of independent directors	50.00
% of other external directors	25.00

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

Article 34 of the articles of association and Articles 17 and 18 of the Board of Directors' Regulations deal with the composition, standards, performance, and functionality of the Appointments, compensation, and Governance Committee.

The Appointments, Remuneration and Governance Committee will consist of a minimum of three members and a maximum of 5 members. The Committee will be composed exclusively of non-executive directors appointed by the Board of Directors, two of whom, at least, must be



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

independent directors. The Chairman of the Committee will be appointed from among the independent directors. The term of office of the Chairman will be four (4) years and may be reappointed after the expiry of one (1) year from the date of termination. Any member of the management or of the company is obliged to attend the meetings of the Committee when required to do so.

The request for information to the Committee will be issued by the Board of directors or the Chairman. The Committee will meet, whenever called by the Chairman, when most of its members request it, or whenever required by the Board of Directors. Without prejudice to this, the Committee will meet at least twice a year. The Secretary will take record of the resolutions of the Committee, which will be adopted by a majority of its members.

Without prejudice to the aforementioned regulation, the Board of Directors may establish any other additional rules of operation for the Committee.

The role of the Committee is to:

1. Assess the competencies, knowledge and experience required for the Board of Directors.
2. Set goals for the representation of the under-represented sex in the Board and draw up guidelines on how to achieve this goal.
3. Submit to the board of directors proposals for the appointment of independent directors, as well as proposals for the re-election or removal of such directors by the general meeting of shareholders.
4. Report on the proposals for appointment of the remaining directors for their designation.
5. Report on proposals for the appointment and removal of senior executives and the basic conditions of their contracts.
6. Examine and organise the succession of the chairman of the board of directors and the chief executive officer of the company.
7. Propose to the Board of Directors the remuneration policy for directors and executives.
8. Propose to the Board of Directors sustainability strategies, plans, policies and objectives and assess the progress and the degree of compliance with the sustainability plans and objectives established.
9. Control and follow-up regarding transparency in Company activities, compliance with the Company's rules on governance and with the Company's internal regulations on conduct by members of the board and the Company's management.
10. Ensure that the Company's policy on remuneration is observed.
11. Ensure that supervening conflicts of interest do not damage the independence of the external advice provided to the committee.
12. Verify the information on directors' and senior directors' remuneration contained in different company documents.
14. Propose to the board of directors any amendments to the rules governing it.
15. Within the scope of its role, present to the board of directors for review and approval any proposals it deems appropriate.

During the year 2025 the committee has exercised some of these functions as follows:

1. It has reviewed and analysed the drafts of the IAGC and IAR reports and has forwarded its comments and observations to the secretary so that he may incorporate them into the reports and, consequently, has agreed to submit such reports for approval by the board of directors.
2. It has proceeded with the analysis and report on the fixed remuneration of directors in their capacity as such and on the fixed and variable remuneration of executive directors.
3. It carried out the self-assessment process of the board itself as well as of the audit and the CNRB&GC committees. The evaluation was carried out by obtaining the opinion of the directors by means of personal interviews conducted by the Chairman of the committee with the members of the commission and committee, subsequently submitting the content of these conversations to all members of the committee for consideration.
4. It has proposed the re-election of an independent director.
5. It has reported on the proposal to approve the policy for the selection, appointment and removal of directors.
6. It has analysed the settlement of the variable remuneration for the 2024 financial year of the executives who report directly to the board.

Executive Committee		
Name	Position	Category
MR JACINTO REY GONZALEZ	CHAIRMAN	Executive
MR JACINTO REY LAREDO	MEMBER	Executive
MR JOSÉ MANUEL OTERO NOVAS	MEMBER	Independent
MR JAVIER REY LAREDO	MEMBER	Executive

% of executive directors	75.00
% of proprietary directors	0.00
% of independent directors	25.00
% of other external directors	0.00

Explain the functions delegated or attributed to this committee, other than those already described in section C.1.9, and describe the procedures and rules for its organisation and operation. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions

The Executive Committee is dealt with in Article 31 of the By-Laws and Article 14 of The Board's Regulations. The Executive Committee will be comprised of a minimum of three (3) and a maximum of five (5) directors, nominated by the Board of Directors among its components, for a period equal to the term in the office of each Member of the Board.

The Executive Committee will have the powers which may be delegated by the Board of Directors, which in turn will determine the rules for the operation of the same.

The Chairman of the Board of Directors will chair the Executive Committee. In the absence of the Chairman, the Deputy-Chairman will exercise his functions, and if there are several, it depends on number priority, and in the absence of all of them, the Member the Committee designates from among its directors.

The secretary and deputy-secretary of the board of directors will be the secretary and deputy-secretary of the executive committee. If there were several, the one corresponding by priority of number, and in the absence of all of them, the director designated for such purpose from among the members.

The Executive Committee is bound by the following performance rules:

1. The Executive Committee will meet according to the schedule of meetings to be set at the beginning of each year and whenever the Chairman deems it appropriate in order to ensure the proper performance of the Committee.
2. Insofar, provided it is not incompatible with their nature, the provisions of the Articles of association relating to the convening of meetings will apply.
3. Executive Committee will be quorate when at least half of its members are present or represented. Whenever Directors Member of the Executive Committee cannot personally attend the meeting, Directors may delegate their representation to another attendee members by letter addressed to the Chairman.
4. Meetings will be chaired by the Chairman of Board. In the absence of the Chairman, his duties will be exercised by the Deputy-Chairman, and in the event of being several, priority will be set out by number, and in default of all, the Director appointed by the Committee from among its members to fulfil this function.
5. Secretary and Deputy Secretary of the Board of Directors will act as Secretary and Deputy-Secretary of the Executive Committee and, in the event of being several, priority will be set out by number, and in the absence of all, the Director appointed by the Commission from among its members to fulfil this function.
6. Resolutions will be adopted by an absolute majority of those present at the meeting.
7. The Executive Committee may pass resolutions without a calling a meeting pursuant to the same conditions of the Board.

Notwithstanding the foregoing, the Board of Directors may establish any additional rules or operating rules applicable to the Executive Committee. The Board of Directors will have knowledge of matters discussed and any decisions adopted by the Executive Committee.

Similarly, the Board of Directors may constitute, if so deemed desirable or necessary, other commissions, including an Audit Committee and an Appointments, compensation, and Governance Commission.

Without prejudice to the possible attribution of other functions decided by the board of directors, the advisory committees will have powers for providing information, advice and proposals in the matters determined in the following articles, as well as in any others that the board of directors may deem appropriate. The powers of the committees to make proposals do not preclude the board from deciding on these matters on its own initiative.

The chairman of each of the advisory committees will be appointed by the board of directors from among its members and must in any case be an independent director.

The secretary of the committees will be the secretary of the board of directors. In the absence or inability of the secretary, this function may be performed by the deputy secretary and, alternatively, by the person appointed by the committee itself from among its members. In all matters not

specifically provided for, the rules of operation established by these regulations in relation to the executive committee will apply as long as they are compatible with the nature and function of the committee concerned.

International Executive Committee		
Name	Position	Category
MS MARIA JOSÉ ALONSO FERNANDEZ	MEMBER	Independent
MR ROBERTOÁLVAREZ ÁLVAREZ	MEMBER	Other external
MR JACINTO REY GONZALEZ	CHAIRMAN	Executive
MR JACINTO REY LAREDO	MEMBER	Executive
MR JAVIER REY LAREDO	MEMBER	Executive
MR NASSER HOMAID SALEM ALI ALDEREI	MEMBER	Other external

% of executive directors	50.00
% of proprietary directors	0.00
% of independent directors	16.67
% of other external directors	33.33

Explain the functions delegated or attributed to this committee, other than those already described in section C.1.9, and describe the procedures and rules for its organisation and operation. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

Article 18 (2) of the regulations of the Board of Directors reflects the composition, functioning and internal regulation of the International Executive Committee.

Composition.

The International Executive Committee will comprise a maximum of twelve members, who will be appointed by the Board of Directors under the unique proposal of the Chairman.

The members of the International Executive Committee will be either members of the Board of Directors, as directors, or either technicians, with the character of international advisors or sector experts, especially appointed for this function.

The International Executive Committee is responsible for the information, monitoring, advisory and proposal of matters of its competence in the international arena. The Committee will be chaired by the Chairman of the Board of Directors.

The resolutions of the Committee, adopted with the Chairman, will be considered as legal decisions by the Chairman in accordance with the delegated powers of the Board.

The members of the International Executive Committee will cease by substitution, the termination of the period which they have been appointed for, willingly or by loss of the condition of Member.

Functioning

The International Executive Committee will meet whenever the Chairman deems it appropriate. The sessions of the Committee may be plenary or by sections, consisting of the latter in private meetings with the members invited in each case by the Chairman, in response to a variety of countries, areas of specialization or sectors of activity.

Competencies:

Without prejudice to other tasks assigned by the Board of Directors, the International Executive Committee will have the following powers:

a) To collaborate in the development of the Group's international area in all its divisions, both in construction and in concessions, energy, and real estate projects and urban or any other type of business.

- b) To contribute to the increase of the international relations of the Group with public and private, local, and international partners.
- c) To search for new business opportunities and projects, elaborate proposals for foreign, either public or private, institutions, and other entities that develop projects worldwide.
- d) To raise capital and investment financing for international projects.
- e) To propose projects with the appropriate partners.

Audit Committee		
Name	Position	Category
MR RAMÓN BARRAL ANDRADE	MEMBER	Independent
MR JOSÉ MANUEL OTERO NOVAS	CHAIRMAN	Independent
MR ALTINA DE FÁTIMA SEBASTIÁN GONZÁLEZ	MEMBER	Other external

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Explain the functions, including, if applicable, those additional to those provided for by law, attributed to this committee, and describe the procedures and rules of organisation and operation thereof. For each of these functions, indicate its most important actions during the year and how it has exercised in practice each of the functions attributed to it, either by law or in the bylaws or in other corporate resolutions.

The audit Committee is governed by Article 33 of the Articles of Association and Articles 15 and 16 of the Board of Directors' Regulations.

The audit Committee will be composed exclusively of non-executive directors appointed by the Board of Directors, two of whom, at least, will be independent directors and one of them will be appointed taking into account the knowledge and experience in the field of accounting or audit or both.

The Chairman of the Audit Committee will be appointed from among the independent directors who form part of the Committee and must be replaced every four years, and may be re-elected once after a period of one year from its cessation.

The mandate of members of the Committee will end by replacement, at the end of the period for which they were appointed, by own will or by the loss of the condition of member. The audit Committee will meet at least four times a year.

The responsibilities of the Committee, among other things, are to:

- a) Report to the AGM on any issues arising in connection with matters within the committee's remit.
- b) Supervise the effectiveness of the company's internal control, internal audit and risk management systems and financial and non-financial risk regarding the Company and the group, including operational, technological, legal, company, environmental, sustainability, policy, and reputational risk.
- c) Set up a communication channel between the management of the risk and sustainability control Departments with the main verifier responsible for sustainability.
- d) Request that the verifier regularly attend the committee's meetings.
- e) Supervise internal control on the approach to calculating key sustainability indicators (KPI).
- f) Supervise the process of preparing and presenting mandatory financial and non-financial information.
- g) Raise with the board of directors the proposals for selecting, appointing, re-electing and replacing the external auditor.
- h) Appoint the sustainability information verifier and set the rules applicable to their selection, draft their declaration of independence and set up communication between the verifier and the committee.
- i) Set up the appropriate links with the external auditor and the verifier to receive information on those issues that may place their independence at risk.
- j) Issue a report, before the annual accounts audit report is issued, giving an opinion about the independence of the accounts auditor and the verifier.
- k) Provide information about any links transactions that must be approved by the Gen meeting of the board of directors and oversee the internal procedure established by the company for those of them whose approval has been delegated.
- l) Provide a prior report to the board of directors on all matters provided for in the law, the articles of association and the regulations of the board and, in particular, on the following:
 1. The financial information that the company must periodically disclose to the public.

2. The creation or acquisition of shareholdings in special purpose vehicles or entities domiciled in countries or territories considered tax havens.
- m) Ensure the independence of the unit that assumes the internal audit function, propose the selection, appointment, and removal of the head of the internal audit service.
- n) Establish and supervise a mechanism that allows employees and other persons related to the Company to report any irregularities of potential importance, including financial and accounting irregularities, or any other irregularities of any other nature related to the company, which they may have detected within the company or its group.
- o) In general, to ensure that the policies and systems established for internal control are effectively applied in practice.
- p) In the event of resignation of the external auditor, examine the circumstances giving rise to such resignation.
- q) Ensure the external auditors and the verifier's remuneration.
- n) Ensure the Company notifies the CNMV of any change of auditor.
- o) When circumstances so advise, ensure that the external auditor meets with the board of directors.
- p) Ensure that the Company and the external auditor comply with current regulations on the provision of non-audit services.

When exercising its duties, the audit committee may seek the assistance of experts.

During 2025, the main actions of the committee within the scope of its competencies were:

- The committee has focused its activity on complying with its legal and statutory functions.
- It approved the Group's internal audit plan for 2025.
- It has reported on related-party transactions with significant shareholders and directors and "intra-group" related-party transactions.
- It follows up and kept the board of directors informed about the work being carried out by internal audit during every quarter.
- It has overseen the process of preparing and presenting mandatory financial information.
- It has ensured that the external auditors have carried out their duty. It has provided information on the proposed fees presented by the Group's Auditor.
- It has prepared the report on the independence of the external auditors which has been drafted based on the declaration of Independence presented by PwC.
- It has analysed the status of the Group's internal control system and the risks to which it is exposed.
- It has received regular information from some of the main directors from presentations made by the former to the committee.
- It has issued its opinion on the appropriateness of the proposed verifier.

Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

Name of directors with experience	MR RAMÓN BARRAL ANDRADE / MR JOSÉ MANUEL OTERO NOVAS / MS ALTINA DE FÁTIMA SEBASTIÁN GONZÁLEZ
Date of appointment of the chairperson	28/07/2022

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

		Number of female directors							
		FY 2025		FY 2024		FY 2023		FY 2022	
		Number	%	Number	%	Number	%	Number	%
Appointments, and Good Governance Committee		0	0.00	0	0.00	0	0.00	0	0.00
Executive Committee		0	0.00	0	0.00	0	0.00	0	0.00
International Committee	Executive	1	16.67	1	16.67	1	16.67	0	0.00
Audit Committee		1	33.33	1	33.33	1	33.33	1	33.33

C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.

The Board of Directors' committees are regulated by article 31 of the articles of association (the executive committee), article 33 (the audit committee) and article 34 (the appointments, remuneration and good governance committee), and by the following articles of the board of directors' regulations: article 14 (executive

committee), articles 15 and 16 (audit committee), and articles 17 and 18 (the appointments, remuneration and good governance committee) and article 18 bis (international executive committee).

In the 2025 financial year, the following amendments have been made to these articles.

Annual reports are issued on the activities of the audit, nomination, and remuneration committees.

D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.1 Explain, if applicable, the procedure and competent bodies for the approval of related-party and intra-group transactions, indicating the general internal criteria and rules of the company governing the abstention obligations of the directors or shareholders affected and detailing the internal reporting and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

Pursuant to article 32 of the board regulations, the board of directors will be competent to approve all related-party transactions under the terms established by law, subject to a report from the audit committee.

The board's power to approve related-party transactions may be delegated in the following cases:

- (a) transactions between companies forming part of the same group which are carried out in the ordinary course of business and on an arm's length basis.
- (b) transactions entered into under contracts whose standardised terms and conditions are applied on a masse basis to a large number of customers, at prices or rates generally established by the supplier of the goods or services, and for an amount not exceeding 0,5 % of the company's net turnover.

In such cases, approval of the related-party transaction will not require a prior report from the audit committee.

However, at the board of directors' meeting held on 12 May 2022, an internal procedure was approved to delegate the approval, reporting and periodic control of related-party transactions to the audit committee.

This procedure provides for the coordinating director to be delegated the power to approve the following related-party transactions:

- (a) Transactions between companies forming part of the same group that are carried out in the scope of ordinary management and on an arm's length basis.
- (b) transactions entered into under contracts whose standardised terms and conditions are applied on a masse basis to a large number of customers, at prices or rates generally established by the supplier of the goods or services, and for an amount not exceeding 0,5 % of the company's net turnover.
- (c) Transactions entered into by the company with its parent or other companies of the group subject to conflict of interest, provided that these transactions refer to the ordinary course of business, including those resulting from the execution of a framework agreement or contract, and concluded at arm's length.

The company that intends to carry out any of the transactions referred to in a), b) and c) will notify the co-ordinating director, with a copy to the head of the financial department, indicating the details of the transaction envisaged, and in particular the identity of the related party or parties.

Such communication must be made in writing before the transaction is entered into and may not be formalised before the coordinating director giving the authorisation in writing. This authorisation must be given, where appropriate, within a maximum period of five working days, and will not require a prior report from the audit committee.

The co-ordinating director will periodically inform the audit committee of the transactions notified and authorised, so that the latter may review that all transactions comply with the requirements of the regulations of the board.

The financial department will draw up a register of all communications received, and transactions authorised by the coordinating director.

D.2 List individually those transactions that are significant due to their amount or relevant due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or represented on the company's board of directors, indicating which body was competent to approve them and whether any shareholder or director affected abstained. In the event that the board was competent, indicate whether the proposed resolution was approved by the board without the majority of independent directors voting against:

	Name of significant shareholder	Shareholding %	Name of company or entity within the group	Amount (thousand euros)	Authorising body	Significant abstain shareholders or member	The proposal has been approved by the board without a majority of negative votes
(1)	PINOS ALTOS XR, S.L.	23.34	Grupo Empresarial San José, S.A.	113	Board of Directors	Jacinto Rey González, Jacinto Rey Laredo and Javier Rey Laredo	YES
(2)	PINOS ALTOS XR, S.L.	23.34	Xornal de Galicia, S.A.	1,193	Board of Directors	Jacinto Rey González, Jacinto Rey Laredo and Javier Rey Laredo	YES
(3)	PINOS ALTOS XR, S.L.	23.34	Carlos Casado	22	Board of Directors	Jacinto Rey González, Jacinto Rey Laredo and Javier Rey Laredo	YES
(4)	PINOS ALTOS XR, S.L.	23.34	Constructora San José, S.A.	164	Board of Directors	Jacinto Rey González, Jacinto Rey Laredo and Javier Rey Laredo	YES

	Name or company name of the shareholder or any of their subsidiary cos.	Nature of the relationship	Transaction and other relevant information
(1)	PINOS ALTOS XR, S.L.	Trade	Leasing meeting hall for board, exec. Cttee. And directors of GESJ meetings, other meetings and client service.
(2)	PINOS ALTOS XR, S.L.	Trade	Participatory loan Pinos Altos to Xornal de Galicia renewable on an annual basis
(3)	PINOS ALTOS XR, S.L.	Trade	Leasing office in Argentina to Carlos Casado.
(4)	PINOS ALTOS XR, S.L.	Trade	Leasing office in Argentina to Constructora San JOSÉ.

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED COMPANIES

- D.3** List individually the transactions that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the directors or executives of the company, including those transactions carried out with entities that the director or executive controls or jointly controls, indicating which body was competent to approve them and whether any shareholder or director affected abstained. In the event that the board was competent, indicate whether the proposed resolution was approved by the board without the majority of independent directors voting against:

	Name or corporate name of the directors or managers or of their controlled entities or entities under joint control	Name or corporate name of the subsidiary company or entity	Relationship	Amount (thousand euros)	Authorising body	Significant abstain shareholders or member	The proposal to the meeting, where applicable, has been approved by the board without any votes against from the majority of independent directors
N/A							

	Name or corporate name of the directors or managers or of their controlled entities or entities under joint control	Nature of the transaction and other relevant information
N/A		

- D.4** Report on an individual basis on significant intra-group transactions due to their amount or relevant due to their subject matter carried out by the company with its parent company or with other entities belonging to the parent company's group, including the listed company's own subsidiaries, unless no other related party of the listed company has an interest in such subsidiaries or the latter are wholly owned, directly or indirectly, by the listed company

In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
Constructora Udra Limitada	Corporate guarantee (comfort letter) of Constructora San José, S.A. for the renewal of a line of guarantees granted by Banco Sabadell to Constructora San José representation in Portugal and Constructora Udra Limitada, in the amount of €7,000,000. This guarantee replaced the one already provided by Constructora San José, S.A. (Spain) to guarantee the line of guarantees that is being renewed and extended	7,000

ANNUAL CORPORATE GOVERNANCE REPORT

LISTED COMPANIES

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
Constructora Udra Limitada	Corporate guarantee (comfort letter) of Constructora San José, S.A. for the renewal and extension of a confirming line granted by BBVA bank to Constructora Udra Limitada, for an amount of €1,500,000. This guarantee replaced the one already provided by Constructora San José, S.A. (Spain) to guarantee the confirming line that is being renewed and extended	1,500
Constructora San José, S.A.	Grupo Empresarial San José, S.A. has provided the necessary comfort letter guarantee for the development of Constructora San José's business and projects in Malta.	
Constructora San José Perú, S.A.	Corporate guarantee granted by CSJ in favour of BBVA branch in Peru to carry out business and projects in that country.	
Altacus, S.A., Cirilla, S.A., Lysistrata, S.A.	Commitment to provide a guarantee granted by CSJ in favour of ING to guarantee the financing of its investee companies within the framework of Plan VIVE 3, arising from its percentage shareholding in the same.	
Cabo Verde	Corporate guarantee granted by CSJ in favour of Banco Caixa Económica de Cabo Verde, S.A., to undertake business in Cabo Verde.	
Constructora San José, S.A. Portugal branch and Udra Limitada	Corporate guarantee granted by Constructora San José, S.A. in respect of a line of guarantees granted by Banco BPI, S.A. to Constructora San José Portugal branch and Constructora Udra Limitada, for an amount of €5,000,000	5,000

D.5 List individually any transactions that are significant in amount or material in terms of their subject matter carried out by the company or its subsidiaries with other related parties that are significant in accordance with International Accounting Standards as adopted by the EU and have not been reported under the preceding headings.

Name of the related party	Brief description of the transaction	Amount (thousand euros)
N/A		N.A.



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

D.6 Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, or significant shareholders.

The regulations of the board of directors set out in detail the general obligations of directors in accordance with the provisions of articles 225 et seq. of the Companies Act.

Pursuant to article 28, directors must perform their duties and comply with the duties imposed by law and the by-Laws with the diligence of an orderly businessman, taking into account the nature of the position and the functions entrusted and subordinate, in all cases, their own interests to the interests of the company.

The directors will have the appropriate dedication and will adopt the necessary measures for the proper management and control of the company.

In the performance of their duties, directors have the duty to demand and the right to obtain from the company the appropriate and necessary information to enable them to fulfil their duties.

Directors will perform their duties with the loyalty of a faithful representative, acting in good faith and in the best interests of the Company.

This

Loyalty commits Directors to:

- a) Not to use powers for purposes other than those for which they have been granted to.
- b) Keep secret all information, data, reports, and records released within the performance of this position, even after its office, unless requested by law.
- c) Not to take part in the decision-making process of the any issues, agreements, or decisions which the director or any other person linked to the same may be interested in, either directly or indirectly. Decisions affecting his condition as member are excluded, such as the renewal or cessation of Directors.
- d) To develop the tasks and functions under the principle of personal liability regardless any third parties.
- e) To adopt as many measures may be deemed necessary so as not to incur in any conflict of interest with the company.

Specifically, the commitment to avoid any conflict of interest, obliges Directors:

- a) Not to perform transactions with the Company, other than ordinary transactions, under standard conditions for clients, understanding as such those which request equity, or financial information of the Company.
- b) Not to use the name of the Company or the condition of Director to force any private transactions.
- c) Not to use company assets, even confidential information of the company, with private purposes.
- d) Not to take advantage of the Company's business opportunities.
- e) Not to get any advantages or disadvantages from third parties other than courtesy events.
- f) Not to develop activities which may involve direct or indirect competence with to the company or represent a conflict of interest.

The board regulations regulate duties of confidentiality (article 29), non-competition (article 30), conflicts of interest (article 31), related-party transactions (article 32), confidential or reserved information (article 33) and exemption of directors from certain duties (article 34).

D.7 Indicate whether the company is controlled by another entity within the framework of Article 42 of the Commercial Code, listed or not, and has, directly or through its subsidiaries, business relationships with said entity or any of its subsidiaries (other than those of the listed company) or develops activities related to those of any of them.

[] Yes

[☒] No

E. RISK MANAGEMENT AND CONTROL SYSTEMS

E.1 Explain the scope of the company's Risk Management and Control System, including tax compliance risk.

Grupo SANJOSÉ is a group of companies operating globally in sundry fields of activity: construction, concessions, maintenance, real estate, etc.

To do this, it relies on a local office in each of the countries where it is present, with professionals with great experience and knowledge related to the country and the type of activity. Additionally, it has support and control departments at central level, located at the Group's headquarters in Madrid, highlighting mainly the Tax and Consolidation and Audit Department.

The scope of the risk management system covers the entire Group, regardless of the activity and / or geographical region.

The Tax Department reviews the local operations of each company, confirms the taxes applicable to it and checks that the forecasts and settlements made are correct and timely. To this end, it relies on tax experts contracted in each of the geographical areas where the Group operates.

The Internal Audit Department of the Group is based on the principles of:

- Integral management of risk.
- Valuation of risks and establishment of the level of risk assumed.
- Respect for the ethical code and anti-corruption code, and
- Consistence and coherence of the internal control system of financial information.

It identifies and evaluates the risks to which it is exposed. This process allows to identify in advance and assess the risks to which the Group is exposed, based on its probability of occurrence and the potential impact on the strategic objectives of the business, in order to take management and assurance measures tailored to the nature and location of the risk.

The Board of Directors approves the policy on control and risk management that the Audit Committee, or other special according to the matter, analyses and evaluates together with the reports of the Internal Audit Department.

E.2 Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.

Without prejudice to the supervisory functions that correspond to the Board according to the Law and the Articles of Association, the Board of Directors and the Audit Committee supervise the work carried out by the different departments of the Group for the purpose of correct application of the Internal Control System.

The Group has a risk management policy and has approved the periodic monitoring of internal information and control systems. This function is transferred to the Audit Committee, which periodically checks the correct design and development of the internal control system.

In the preparation and execution of the risk management system, it is particularly important that all business divisions and the management of the investee companies identify and assess risks, including those of a fiscal nature, which are faced in the achievement of business targets with the aim of identifying in advance the mitigating measures that minimise or eliminate the possibility of occurrence of a risk and its impact on the Group's objectives.

E.3 State the main risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives:

The main risks to which the Group is exposed, arising from the type of activity it carries out and related to the risks inherent to the markets where it operates, which affect the development of the Group's strategy, its ability to create value and, in general, the achievement of its objectives, are the following:

- Market risk: in particular, those relating to the demand for and price of the services and products offered by the Group, as well as the availability and price of the resources it uses. In recent years, the level of uncertainty in economic activity worldwide has increased, mainly as a result of the geostrategic crises arising from the military conflicts in Europe and the Middle East, with a negative effect on the energy market and world trade, which has led to higher prices for productive resources, mainly energy, as well as greater risk due to the lack of availability of raw materials. There has also been an increase in the cost of skilled labour. The uncertainty affecting these risk factors worldwide has been further aggravated by the protectionist measures and the foreign policy adopted by the United States. All this could have a negative impact on the Group's results and margins.

- Regulatory and political risk: relating to compliance with legal requirements that affect the development of the activity. The number of countries in which the Group operates is high, being subject to the regulatory framework of each country. Additionally, some of the assets managed by the Group are subject to specific regulations, considered in the preparation of their business plans. There may be unforeseen regulatory or legislative changes that may modify the legal and regulatory environment, conditioning the Group's ability to manage and capitalise on its businesses. In certain cases, the Group's adequate and complete business development may be affected and conditioned by political decisions or changes in governance structures that may be contrary to the interests of the Group, increasing the difficulty of achieving the business plan.

- Compliance with environmental regulations and adequate management and minimisation of possible damage to the environment: the Group is especially aware of the importance of proper environmental management, waste management and minimisation of possible negative impacts on the environment derived from the development of its activity.

-Information security and cyber-attacks: occurrence of criminal acts, cybernetic in nature, which may affect their assets and suppose prolonged paralysis of operations.

-Work risk: provision of labour-intensive services, diversity of geographical locations and applicable labour laws, all this together with the need to carry out physical work in high-risk environments and the requirement to protect and safeguard the physical integrity of our employees. Likewise, the possibility that individual or collective conflicts may arise with employees that damage the productive capacity of the Group and / or the corporate reputation.

- Financial risk: exposure to credit risk, liquidity risk, foreign exchange risk and interest rate risk. The Group's financial and solvency structure minimises these risks for the most part.

-Operational risk: The Group's activity consists mainly of the design, development, and management of construction projects. The Group is endowed with very demanding controls in order to ensure the proper development of its activity, and the provision of services of maximum quality to its customers. Compliance with the quality levels and delivery deadlines of the goods and services provided by the Group.

-Breach of contract with third parties: potential breach of contractual obligations assumed with third parties (customers, suppliers, financial entities, public administrations, etc.) that may cause sanctions or endanger the continuity of the projects and / or the Group's financial position.

-Risk of fraud and corruption: the diversity of projects, geographical locations and the high number of clients, suppliers, workers and, in general, interest groups with which they interact, expose the Group to the risk of fraudulent practices that pursue a profit at the expense of generating a direct financial loss to the Group, or to any of the members of the related interest groups.

E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.

Grupo SANJOSÉ has a level of risk tolerance, including tax risks, consistent with the expected profitability.

Taking into account the strategic objectives of the Group and the strategic lines for its achievement, the acceptable level of risk for each risk group, type of business and geographical location is approved, as well as the permitted deviation levels. The acceptable risk levels are periodically updated in line with the variations in the corporate strategy and the business risk profile.

The combination of the impact and the probability of occurrence determines the level of severity of the risk.

E.5 State which risks, including tax compliance risks, have materialised during the year.

The main risks to which the Group has been exposed in the financial year 2025 were as follows:

-Financial risk - exposure to the exchange rate: Argentina should be highlighted here because during the most recent financial years there has been a significant depreciation of its currency. Likewise, and due to the high levels of inflation accumulated in recent years since 2018, international organisations have classified the Argentine economy as hyper-inflationary.

-Market risk - Increase in prices of productive resources: during the most recent financial years a general increase in prices has become apparent, affecting the world economy and justifying the application of restrictive monetary policies by the main central banks. During the financial year 2024 there has been a certain level of price stability and some countries have begun to adopt expansive monetary policies (for example, in the Eurozone). However, the tariff policies that it is predicted will be adopted by the United States as well as the uncertainty generated by the development of geostrategic conflicts existing in Europe has ensured that this underlying risk remains, generating a certain level of uncertainty as to how prices will evolve over the short and medium term.

- Market risk - Reduction in demand: the current situation of uncertainty regarding the evolution of geostrategic conflicts, the effects these are having on the main worldwide trade flows, together with restrictive monetary policies directed at controlling inflation, are all having a negative impact on worldwide economic activity and, especially the market demand for construction and infrastructure.

- Contract non-compliance: possible breaches of contracts, either by customers or suppliers, negatively affecting the foreseen margins, and resulting, in some cases, in unilateral contractual termination.

E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.

The risk management system is mainly focused on: i) identify the risks to which the Group may be exposed to by the intrinsic characteristics of the activity or markets where it operates, ii) quantifying their potential impact, iii) defining action policies to meet the objectives defined, iv) establishing the necessary controls to minimise possible contingencies that may arise, and create actions or responses to those contingencies once occurred.

In this regard, the monitoring and response plans for major risk events are:

- In the face of demand risk: the commercial and research department has multiple instruments for detecting and evaluating new business opportunities, establishing regular contracting meetings and being in full coordination with the Production Department and the Group's General Management. Likewise, we attempt to find contractual formulas that satisfy both parties and minimise exposure to variations in the price of raw materials and production resources in general. In addition, at a strategic level, the Group evaluates new markets that offer business opportunities but always in an environment of judicial certainty.

- Regarding the risk of information security and cyber-attacks: the IT department is endowed with the material elements and protocols to guarantee back-ups and security of information, limitation in access to systems, etc.

- Regarding environmental risk: the Group periodically carries out external quality and environmental audits in order to confirm that the appropriate procedures are maintained to guarantee that, in the development of the activity, either directly or through subcontractors, environmental regulations are complied with, and procedures are carried out with maximum respect for the environment.

- Regarding possible work risks: i. The risk to physical safety at work: The Group has a highly demanding industrial risk control system, which in the first instance is based on continuously training and raising the awareness of its employees, both active and passively, as well as in supplying the appropriate protection measures (signalling, clothing, et cetera) and carrying out internal and external compliance audits. ii. the risk of employment conflict, the Group is endowed with a human resources department that, centrally, establishes recruitment, training, and professional follow-up policies, etc., coordinating with HR departments in each of the geographical locations where the Company operates, its main aim being to comply with employment legislation and respect workers' rights.

Additionally, and in coordination with the Human Resources and Production Department, the Occupational Risk Prevention Department should be highlighted, its main aim being to maximise the safety and protection levels of workers in the different workplaces.

- Regarding financial risks:

- I. Liquidity risk: activity budgets are carried out and monitored periodically, specifically, treasury estimates, daily, weekly, and monthly.
- II. Interest rate and exchange rate risk: the Group's policy is to obtain financing at local level, and in the currency which the flows and rents derived from the development of the activity are obtained in. When it is not feasible to contract fixed interest rates, the contracting of derivative financial instruments is valued.
- III. Credit risk: the Group has a credit risk management department, which assesses the solvency of the clients beforehand, and establishes credit limits for each one.

- Risk of production: a supervision and authorisation system is established with the objective of not assuming risk positions in bids submitted, as well as in the production and development stage of works.

- Risk of fraud and corruption: a very strict system is established in the granting of powers to the governing body and employees of the Group, as well as in the realisation and control of payments. The Group has a code of conduct and an anti-corruption policy that, among other measures, establishes the creation of a whistle-blower channel which not only affects the Group's workers, directors, and managers but also its suppliers, clients and other linked physical or legal persons.

F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.

F.1. Control environment

Report on at least the following, describing their principal features:

F.1.1 The bodies and/or departments that are responsible for (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.

The Internal Control System on Financial Information (ICFR) of Grupo SANJOSE is based on the principles and good practices of the reports published by the Committee of Sponsoring Organisations of the Treadway Commission that sets out the main guidelines for the implementation, management, and control of a system of internal control and corporate risk management.

The Board of Directors formally assumes the ultimate responsibility for the existence and correct application of Internal Control Systems on Financial Information: it verifies the existence and supervises the correct application of the Internal Control over Financial Reporting Systems.

The Board of Directors' role is to approve the risk control and management policy, and the regular monitoring of internal information and control systems. This function is carried out by the audit committee which, mainly through the annual internal audit plan, reviews and assesses adequate design and effectiveness of the Group's internal control system

The design, implementation, and operation of ICFR is the responsibility of the General Directorate of Administration and Finance Group, as set out in the Group's Policy on Supervision of Internal Control over Financial Reporting. However, regardless of whether this department is responsible, maximum involvement of the Group's management is required to be as involved as possible, insofar as the financial information is fed by the information generated by the different business and support areas, and must reflect the reality of the activity carried out by the Group.

The Internal Audit Department of Grupo SANJOSE is responsible for carrying out the supervision and evaluation tasks that arise from the Group's annual audit plan, those that may be expressly entrusted to it by the Group's Audit Committee, or any other tasks deemed appropriate and opportune.

F.1.2 State whether the following are present, especially if they relate to the creation of financial information:

Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity.

The board of directors, on the basis of the reports drawn up by the Appointments, Remuneration and Corporate Governance Commission, and with the advice and participation of the Human Resources Department, as well as any other department deemed appropriate, is responsible for setting the structure for the first reporting line, in particular that related to the appointment and dismissal of senior management members. The latter, in turn, are responsible for setting changes in the structure within their departments, in coordination with the Human Resources Directorate, and with the prior authorisation of the board of directors.

With regard to the units and departments that directly intervene in the process of preparing and controlling financial information, the General Management and Finance Division of the Group are responsible for the design and definition of the organisational structure, establishing the main lines of responsibility and authority, with an adequate distribution of tasks and functions. The support and advice of the Human Resources Department is essential.

The Group has a section on the Intranet where the organisation chart and the functions of the main area managers are published. Access to such content is restricted according to the type of user.

Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state if there is specific mention of transaction recording and creation of financial information), a body charged with analysing breaches and proposing corrective actions and sanctions.

Grupo SANJOSE has an Organisation and Management Model for the Prevention of Crimes that has as its main objective to institutionalise the corporate ethical culture of the Group, which is oriented towards the compliance with the regulatory framework and the development and improvement of corporate social responsibility.

The Model is mainly composed of the Code of Conduct and the Anticorruption Policy, being approved by the Group's Board of Directors, and informed to the rest of the organisation, published on the Group's corporate website.

It contemplates formative actions that will affect the whole of the organisation, so that the adequate diffusion, understanding and commitment of all the affected agents is guaranteed.

The principles that constitute the sources which the Code of Conduct of the Group is based on, are those included in the United Nations Global Compact in the area of human rights, which are the following:

- To support and respect the protection of internationally proclaimed human rights.
- To not be complicit in human rights abuses.
- To uphold the freedom of association and the effective recognition of the right to collective bargaining.
- To eliminate all forms of forced and compulsory labour.
- To effectively abolish child labour.
- To eliminate the discrimination in respect of employment and occupation.
- To support a precautionary approach to environmental challenges.
- To undertake initiatives to promote greater environmental responsibility.
- To encourage the development and diffusion of environmentally friendly technologies.
- To work against corruption in all its forms, including extortion and bribery.

The Model considers as a basic pillar to ensure an adequate compliance culture, the existence of a series of tools, manuals, protocols, and procedures that the Group has implemented, which allow mitigating the risk of default or violation. It is worth highlighting the existence of computer control tools implemented in the Group, especially the ERP: Sigrid Gestión. It is a computer system aimed at management and planning of resources and business activities. It provides a complete computer system that, among others, includes the management of human resources, the planning and control of financial resources, commercial management, the integral management of works and projects, etc. In particular, it provides a powerful support for the registration of financial information and document management, ensuring an adequate and complete system of registration, documentation, and approval of transactions.

The ERP becomes a key element in the internal control system, especially in the system of internal control of financial information.

The body in charge of analysing potential breaches and proposing, if necessary, corrective actions and sanctions is the Surveillance Body. It is a body of internal character in charge of supervising the operation and compliance of the Model through the execution of, among others, the following functions:

- Revision of the adequacy of the Model and promotion of its update whenever it considers it appropriate.
- Promotion of the dissemination of the Model and supervision of the training activities carried out.
- Reception and management of complaints received through the Whistleblowing Channel.
- Instruction of internal review processes that are carried out when there is any indication of unlawful acts.
- Inform the Board of Directors.

The Supervisory Body is appointed by the Board of Directors, following a report from the Appointment, Remuneration and Good Governance Committee, and enjoys full autonomy and independence for the performance of its functions.

Whistle-blower channel, which allows notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, reporting, as the case may be, if this is of a confidential nature.

The Organisation and Management Model for the Prevention of Crimes established by the Group contemplates, among others, the existence of a whistleblowing channel.

The directors, executives and employees of the Group have the obligation to inform the Surveillance Body of any fact that they believe may constitute an offence or breach of the Model and the controls which the Model refers to (Code of Conduct, Anti-Corruption Policy, and other tools, manuals,

protocols and internal procedures).

For the reporting of allegedly unlawful or constitutive acts of noncompliance (including irregular conduct of a financial, accounting or any other similar nature), the complainant may use any of the following channels, constituting the group's whistle-blower channel:

- By email, at the address established by the Group for these purposes.
- By telephone through a personal interview or conversation with the Compliance Officer.

Regardless of the formula chosen by the complainant, the Group fully guarantees the confidentiality of the identity of the complainant and, as the case may be, their anonymity.

The Compliance Officer will implement whatever measures deemed appropriate so as to assess, analyse and resolve the complaints, for what he may rely, on absolute discretion and confidentiality, on the support and advice on internal and/or external advisors.

With regards to accounting and financial irregular conducts, the Surveillance Body will report the issue to the Audit Committee.

Training and periodic refresher programmes for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control, and risk management.

Staff of Grupo SANJOSE involved in the preparation and review of financial information and the assessment of the ICFR receive training and updating on the regulations and the good practice necessary to guarantee the reliability of the financial information generated.

F.2 Assessment of financial information risks

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including error and fraud risk, as regards:

Whether the process exists and is documented.

The identification of risks is one of the most important stages in the overall process of the ICFR of Grupo SANJOSE. It has a double objective: a) To guarantee with reasonable security the reliability of the financial information provided to the market and, b) To support the responsibilities of the people involved in the preparation of the financial information.

The presence of the SANJOSE Group in various business areas and in different countries with different regulatory, political, and social environments means that the risks to be identified and managed are of a very varied nature. These are identified and analysed in the first instance by the General Management and Board of Directors of the Group, in order to adequately define the registration and control processes of the information and documentation, or to include the modifications to existing processes, in demand of the specific characteristics of the business to be carried out or of the regulatory framework of the country where the activity is carried out.

Additionally, among the works scheduled in the Group's Audit Plan, a review of the financial / accounting magnitudes of each unit that makes up the Group is included, as well as the most relevant transactions that may have been carried out, with a relatively high frequency throughout the year. In this work carried out by the Group's Internal Audit Department, the identification of risks, including errors or fraud, is particularly important, affecting the review processes contemplated in the Annual Audit Plan.

Annually, included as part of the Group Audit Plan that is presented to the Audit Committee for its approval, the Internal Audit Department identifies, evaluates, and updates the risks which the Group is exposed to, and proposes the proposed actions for review and control.

If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency.

The identification and assessment of risks carried out by the Group covers all the objectives of the financial information: existence and occurrence, integrity, valuation, presentation, breakdown, and comparability, rights, and obligations.

The identification and evaluation of risks is carried out by the Administration and Finance Department, in a continuous manner, in response to the modifications that may occur in the Group's activity or business (new businesses, new locations, etc.). guaranteeing its adequate updating.

Additionally, the Internal Audit Department, on a monthly basis, reviews the main risk indicators that it has established, in order to guarantee the work previously carried out by the Administration and Finance Department.

The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities.

The Group relies on a documented internal process that guarantees the correct definition of the consolidation perimeter and the identification of any possible alteration that may affect it, through an adequate segregation of functions in the application, authorisation, communication and registration of any incorporation, merger, spin-off, acquisition or sale transaction of companies, as well as of any other corporate transaction, that implies for its execution, directly, and in a coordinated manner, the Corporate Departments of Central Administration, Consolidation, Legal and Tax, among others.

This process considers the possible existence of complex corporate structures, instrumental entities, or special purpose entities, among others, through the establishment of an adequate segregation structure of request, authorisation, and communication functions to carry out any corporate transaction in the Group.

If the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.

The design of the ICFR of the Group is made from a global perspective, taking into account the possible effects of other risks (operational, technological, legal, reputational, environmental, etc.), including references and links to them.

The governing body within the company that supervises the process.

The Internal Audit Department of the Group is responsible for supervising the adequacy and correct application of the ICFR, in particular:

- a) It follows up on the recommendations made and confirm their correct implementation by the General Directorate of Administration and Finance.
- b) It issues an opinion (binding) on the changes proposed by the General Directorate of Administration and Finance, etc.
- c) The General Directorate of Administration and Finance is responsible for periodically evaluating the ICFR, and ensuring its proper updating.

The risk identification process is presented, at least on an annual basis, by the Internal Audit Department to the Audit Committee for its supervision.

F.3. Control activities

State whether the company has at least the following, describing their main characteristics:

- F.3.1 Review and authorisation procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.

The financial information and the description of the ICFR that is published in the securities markets is generated by the General Directorate of Administration and Finance. In the process of generating financial information, the control and authorisation procedures carried out by the different hierarchical and liability levels are particularly important.

The Internal Audit Department of the Group directly intervenes in the preparation of the individual and consolidated financial statements of each and every one of the companies that make up the Group and, in particular, of the financial information to be published periodically, reviewing and confirming the financial statements, as well as judgments, estimates, valuations and relevant projections taken into account by the General Directorate of Administration and Finance in its preparation.

As established in Article 16.7 of the Regulations of the Board of Directors, it is established as a function of the audit committee "to inform, in advance, to the board of directors, on all the matters foreseen in the Law, the bylaws and in the regulations of the board and, in particular, on: i) The financial information that the society must make public periodically. "

In the development of its functions, the audit committee requires explanations and / or documentation to the managers or workers they deem appropriate. In particular, the presence of the General Director of Administration and Finance and the Director of Internal Audit is required. Likewise, and at least referred to the half-year and annual closings, the presence of the external Auditor is required to confirm that said information is complete and that the criteria consistent with the previous annual closing have been followed.

Prior to its publication, the financial information is reviewed by the board of directors, based on the report presented by the chair of the audit committee. Additionally, it may require the presence, explanations and / or documentation to the people it deems appropriate and necessary to guarantee the quality of the information to be published.

F.3.2 Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the company and relate to the creation and publication of financial information.

El Grupo SANJOSE has policies, standards and procedures of internal control of information systems and security management set within the MSIS or Management System of Safety of Information Systems, in accordance with international standards, such as ISO 27001, ISO27002.

Access to information systems is managed in accordance with the job title of positions, limitations are established by applicable regulations and business needs in order to ensure the reliability of the information.

Following corporate policy, Companies of the Group, coordinated by the Director of Systems, define access profiles, modification, validation, or query information based on each user's role, assigned under the criteria of an adequate segregation of duties.

Procedures have been established to ensure that installed software cannot be changed without specific permission. All information systems are protected against viruses and software updates are available to prevent hacking into information systems.

F.3.3 Internal control policies and procedures intended to guide the management of activities subcontracted to third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.

As a general rule, Grupo SANJOSE performs management controls of activities which may affect the reliability of financial statements by the direct use of internal resources, avoiding outsourcing activities.

The management of assessment activities, calculation or assessment procedures commissioned to independent experts refer mainly to real estate appraisal. The selection of such companies is performed according to methods consistent with the criteria established by "The Royal Institution of Chartered Surveyors" in implementing International Assessment Standards.

The reports on assets assessment are subjected to an internal review process to verify the adequacy of hypotheses and most significant assumptions used, as well as its compliance with International Accounting and Financial Assessment Standards.

F.4 Information and communication

State whether the company has at least the following, describing their main characteristics:

- F.4.1** A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

The accounting policies adopted by the Group are in accordance with the provisions of the International Financial Reporting Standards adopted in the European Union (IFRS-EU), taking into account all the principles and accounting standards and the criteria for valuation of mandatory application of the IFRS-EU.

Due to the complexity of the applicable accounting regulatory framework, as well as the relative frequency of changes in the standard, the Group places great importance on the function of defining, maintaining, interpreting, and guaranteeing the application in a homogeneous manner.

This function is carried out in the General Administration and Finance Department, especially in the Consolidation Department, and there is full coordination with the Administration Department.

The Group has the appropriate procedures and mechanisms to transmit to the personnel involved in the process of preparing the financial information, the applicable performance criteria, as well as the information systems used in such processes.

- F.4.2** Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.

The Group's financial information is produced through a process consisting of aggregating individual financial statements for further consolidation in response to consolidation and accounting regulations on consolidated financial information publishing in the markets.

All of the units within the SANJOSE Group are required to generate financial information with the utmost detail and rigour, in compliance with local accounting regulations, as well as to identify, assess and inform the Group of any aspects where local regulations differ from Group regulations. There is a CFO responsible for each level of aggregation.

The Consolidation Department establishes the Group's accounting criteria and, together with the local finance departments, ensures that the process of standardising local financial information is carried out correctly prior to its aggregation, and identifies and analyses potential problems which may arise, reporting the same to the General Direction of Administration and Finance.

All of the Group's companies are integrated into the Group's ERP (with the exception of a few small ones). This guarantees the accessibility to the accounting information at maximum detail, as well as the homogeneity in the application of the accounting policy. Additionally, in the process of aggregation and consolidation of the financial statements, the Group employs a computerised procedure, which includes multiple checks and automatic rework/life balance of the information, in order to guarantee the security of the process and the integrity and goodness of the information processed in search of inconsistencies in the registered data, before its validation.

F.5 Supervision of system performance

Describe at least the following:

F.5.1 The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.

Among the functions of the Audit Committee, the Board of Directors Regulation includes the monitoring of accounting and financial information, internal and external audit services, and corporate governance.

The ICFR monitoring activities undertaken by the Audit Committee include the following:

- To approve the internal audit plan for the assessment of Internal Control Systems of Financial Information Reporting and receive regular information on worked performed and a corrective action plan.
- To monitor the independence and efficacy of internal auditing; proposing the selection, appointment, re-election, and removal of the head of internal audit; proposing the department's budget; receiving regular feedbacks on its activities; and verifying whether senior management is acting on the findings and recommendations of the reports.
- To review on a semi-annual and quarterly basis the preparation of financial statements.

The Group has an Internal Audit Department responsible for the assurance and consulting functions, among other, supporting the Audit Committee on monitoring the internal control system of financial reporting.

The Internal Audit Department submits to the Audit Committee its annual working plan, reports directly of all incidents identified in its development, proposing possible corrective measures on the same. Likewise, work progress is reported regularly, and especially of the possible incidents identified in the development of the same, also informing of the corrective measures applied by the organisation to avoid its future occurrence.

F.5.2 If there is a procedure by which the account auditor (in accordance with the contents of the Normas Técnicas de Auditoría (NTA) - "Auditing Standards"), internal auditor and other experts may communicate with senior management and the audit committee or senior managers of the company regarding significant weaknesses in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.

The Audit Committee maintains a stable and professional relationship with the external auditors of Grupo SANJOSE and the main Group companies, with strict respect for their independence. This relationship facilitates communication and discussion of significant weaknesses of internal control identified during the revision of financial statements.

In addition, the audit committee requires the presence of the external auditor at least every six months. The external auditor reports on the external audit plan and the results of its execution, as well as on any shortcomings in the internal control system which may have been identified in the course of their work.

Likewise, the Department of Internal Audit assesses correction measures regarding implementing time and method. The Internal Audit Department reports on a regular basis to the Audit Committee of the main weaknesses identified as well as the correction process implemented.



ANNUAL CORPORATE GOVERNANCE REPORT LISTED COMPANIES

F.6 Other relevant information

None

F.7 External auditor's report

Report on:

F.7.1 If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity will include its report as an attachment. If not, reasons why should be given.

Grupo San JOSÉ does not subject the ICFR information submitted to the markets to the review of external auditors.

G. EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's level of compliance with recommendations from the Good Governance Code of Listed Companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company's actions. General explanations are not acceptable.

1. That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.

Complies [X] Explanation []

2. That, when the listed company is controlled, within the frameworks of Article 42 of the Commercial Code, by another entity, listed or not, and has, directly or through its subsidiaries, business relationships with said entity or one of its subsidiaries (other than those of the listed company) or carry out activities related to those of any of them publicly report with precision about:

a) The respective areas of activity and eventual business relationships between, on the one hand, the listed company, or its subsidiaries and, on the other, the parent company or its subsidiaries.

b) The mechanisms envisaged to resolve eventual conflicts of interest that may arise

Complies [] Complies Partially [] Explanation [] Not applicable [X]

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:

a) Changes that have occurred since the last General Shareholders' Meeting.

b) Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

Complies [] Complies Partially [X] Explanation []

The Board of Directors informs the AGM of any relevant deviations from the recommendations of the Code of Corporate governance.

4. That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisors that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders. And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations for the dissemination of privileged information and other regulated information, the company also has a general policy regarding the communication of economic-financial, non-financial and corporate information through the channels it considers adequate (communication media, social networks or other channels) that contributes to maximizing the dissemination and quality of information available to the market, investors and other interest groups.

Complies [X] Complies Partially [] Explanation []

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies [X] Complies Partially [] Explanation []

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

a) Report regarding the auditor's independence.

b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.

c) Report by the audit committee regarding related-party transactions.

Complies [X] Complies Partially [] Explanation []

7. That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

And that the company has mechanisms that allow the delegation and the exercise of the vote by telematic means and even, in the case of companies with high capitalisation and to the extent that it is proportionate, the attendance and active participation in the General Meeting

Complies [] Complies Partially [] Explanation [X]

Given that the company does not have a high level of stock market capitalisation and due to its low broadcasting percentage, it is not considered necessary to carry out a live transmission of the meeting. Article 19 of the general meeting regulations provides for the possibility so shareholders can cast their vote by post or electronic communication.

However, it should be noted that the last six shareholders' meetings have been held both online and in person, so that all shareholders wishing to do so were able to follow the meetings live on the company's web site.

8. That the audit committee ensures that the financial statements that the board of directors present to the general meeting of shareholders are prepared in accordance with accounting regulations. And that in those cases in which the account auditor has included any caveat in its audit report, the chairman of the audit committee clearly explains at the general meeting the opinion of the audit committee on its content and scope, becoming available to shareholders at the time of the meeting, together with the rest of the proposals and reports of the board, a summary of said opinion.

Complies ☒] Complies Partially ☐] Explanation ☐]

9. That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies ☒] Complies Partially ☐] Explanation ☐]

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

- a) Immediately distributes the additions and new proposals.
- b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
- c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies ☐] Complies Partially ☐] Explanation ☐] Not applicable ☒]

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establishes in advance a general policy of long-term effect regarding such payments.

Complies [] Complies Partially [] Explanation [] Not applicable [X]

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies [X] Complies Partially [] Explanation []

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies [X] Explanation []

14. That the Board of Directors approves a selection policy devoted to favour a balance composition of the board and that:

a) Is concrete and verifiable.

b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the needs of the Board of Directors.

c) Favours diversity in knowledge, experience, age, and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of senior managers favour gender diversity.

That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call to the General Shareholders' Meeting submitted for ratification, appointment, or re-election of each director.

The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

Complies [X] Complies Partially [] Explanation []

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors represents at least 40% of the members of the board of directors before the end of 2022 and thereafter, not previously being less than 30%.

Complies [☐] Complies Partially [X ☐] Explanation [☐]

Proprietary and independent directors constitute a majority of 8 to 4 as compared to executive directors.

Regarding the percentage of women members of the board of directors, it should be noted that in the 2023 AGM, a new female director was appointed, so that the board of directors has 3 female directors, i.e. 25% of the members of the board.

At the ordinary shareholders meeting held in 2025 the re-election of Ms Amparo Alonso Betanzos was proposed and she was re-elected by the Board.

16. That the percentage of proprietary directors divided by the number of non- executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.

b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Complies [X ☐] Explanation [☐]

17. That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies [☐] Explanation [X ☐]

18. That companies publish and update the following information regarding directors on the company website:

a) Professional profile and biography.

b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.

c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.

d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.

e) The shares and options they own.

Complies ☒ Complies Partially ☐ Explanation ☐

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies ☐ Complies Partially ☐ Explanation ☐ Not applicable ☒

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies ☒ Complies Partially ☐ Explanation ☐ Not applicable ☐

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies [X] Complies Partially [] Explanation []

22. That companies establish rules that oblige directors to inform and, where appropriate, to resign when situations that affect them arise, related or not to their performance in the company itself, that may harm its credit and reputation, and, in particular, that oblige them to inform the board of directors of any criminal case in which they appear as investigated, as well as their procedural vicissitudes.

And that, having been informed or the board having otherwise known any of the situations mentioned in the previous paragraph, examine the case as soon as possible and, taking into account the specific circumstances, decide, following a report from the appointments and remuneration, whether or not to adopt any measure, such as opening an internal investigation, requesting the resignation of the director or proposing the removal. And that it be reported on the matter in the annual corporate governance report, unless there are special circumstances that justify it, which must be recorded in the minutes. It without prejudice to the information that the company must disseminate, if appropriate, at the time of the adoption of the corresponding measures.

Complies [X] Complies Partially [] Explanation []

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies [X] Complies Partially [] Explanation [] Not applicable []

24. That when, either by resignation or by resolution of the general meeting, a director ceases in the position before the end of the mandate, he/she sufficiently explains the reasons for his resignation or, in the case of non-executive directors, his/her opinion on the reasons for the removal, in a letter that will be sent to all members of the board of directors.

And that, without prejudice to the fact that all this is reported in the annual corporate governance report, insofar as it is relevant for investors, the company publishes the termination as soon as possible including sufficient reference to the reasons or circumstances provided by the director.

Complies [☒] Complies Partially [☐] Explanation [☐] Not applicable [☐]

25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies [☐] Complies Partially [☒] Explanation [☐]

The Company requires Members of the Board to devote sufficient time to properly carry out the tasks inherent to their position; the mechanism to achieve this is the remuneration system associated to the Board meetings of the, Committees, and the global allocation established by the Shareholders' Meeting.

Although the Board's Regulation does not set a maximum number of boards the Member may form part of, members of the board attending other boards are not numerous, so therefore it is not appreciated that there is a specific need to limit it.

26. That the Board of Directors meets frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items that do not originally appear on the agenda.

Complies [☐] Complies Partially [☒] Explanation [☐]

When approving the annual calendar of meetings, the board of directors sets 5 meetings with a pre-established date, without prejudice to the fact that, if necessary, other meetings of the board may be held. During 2024 six meetings were held.

Board meetings are scheduled on a quarterly basis in order to report financial information to the market. In addition, a further board meeting is foreseen at the same date of the AGM so as to adopt or execute any resolution resulting from this meeting, if applicable.

Furthermore, the company's articles of association provide that the board of directors may also be convened by the co-ordinating director with the possibility for the latter to include new items on the agenda of a board meeting already convened.

The board of directors will also meet when requested to do so by directors representing at least one third of the members of the board of directors, if the chairperson fails to convene the meeting within one month, counting from when requested to do so by the directors, without just cause.

For all the above, the company considers that the board of directors meets with the necessary frequency to perform its functions effectively and does not consider it necessary to hold a minimum number of eight meetings per year.

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies [☐] Complies Partially [☒] Explanation [☐]

The director residing in the UAE does not usually attend the meetings of the board of directors nor does he delegate his representation to another director

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

Complies [☒] Complies Partially [☐] Explanation [☐] Not applicable [☐]

29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [☒] Complies Partially [☐] Explanation [☐]

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies [☐] Explanation [☒] Not applicable [☐]

Although there are no special refresher programmes in the company, directors are provided with information and advice from all company departments regarding the functions inherent to their position. Likewise, they receive timely information on new legislative developments affecting their competencies and those of the committees of which they are members.

31. That the agenda for meetings clearly states those matters about which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors will be necessary, and said consent will be duly recorded in the minutes.

Complies [☒] Complies Partially [☐] Explanation [☐]

32. That directors will be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies [☒] Complies Partially [☐] Explanation [☐]

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies [☒]

Complies Partially [☐]

Explanation [☐]

34. That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chair of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non- executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies [☐]

Complies Partially [☒]

Explanation [☐]

Not applicable [☐]

The coordinating director is specifically empowered by the articles of association and by the regulations of the board to perform the duties referred to in the wording of this recommendation, but he is not expressly empowered to coordinate the chairman of the board's succession plan.

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies [☒]

Explanation [☐]

36. That the Board of Directors meets in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity of membership and competence of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence will be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group will be specified in the Annual Corporate Governance Report.

The process and areas assessed will be described in the annual corporate governance report.

Complies ☐ Complies Partially ☒ Explanation ☐

To date, the board has not deemed necessary to request the services of an external adviser to assess its performance.

37. When there is an executive committee with the presence of at least two non-executive directors, at least one of them being independent; and that its secretary is the secretary of the board of directors.

Complies ☐ Complies Partially ☐ Explanation ☒ Not applicable ☐

The Executive Committee consists of three executive directors and an independent director since this is understood to be the best arrangement in order to meet the group's management requirements. The secretary of the committee is elected from among its members at the beginning of the meeting.

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies ☐ Complies Partially ☒ Explanation ☐ Not applicable ☐

Minutes of the meetings held by the Executive Committee are available to directors.

39. That the members of the audit committee as a whole, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and both financial and non-financial.

Complies [X]

Complies Partially []

Explanation []

40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies []

Complies Partially [X]

Explanation []

The Company has a unit that assumes the internal audit function and which ensures that the information and internal control systems work properly. Although functionally dependent on the general manager, it is available to the chairman of the audit committee for any issues or tasks he may entrust to it. The audit committee's chairperson usually attends this committee's meetings.

41. That the head of the unit that assumes the internal audit function presents to the audit committee, for its approval by the latter or by the board, its annual work plan, informs it directly of its execution, including possible incidents and limitations to the scope that are presented in its development, the results and the follow-up of its recommendations and submits an activity report at the end of each year.

Complies [X]

Complies Partially []

Explanation []

Not applicable []

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

a) To supervise and evaluate the process of preparation of the financial and non-financial information, as well as the control and management systems of financial and non-financial risks related to the company and, where appropriate, to the group - including operational, technological, legal, social, environmental, political and reputational or related to corruption issues - reviewing the compliance with regulatory requirements, the proper delimitation of the consolidation perimeter and the correct application of accounting criteria.

b) To ensure the independence of the unit that assumes the internal audit function; to propose the selection, appointment and removal of the person in charge of the internal audit service; to propose the budget for this service; to approve or propose approval to the board of the guidance and annual work plan of internal audit, ensuring that its activity is primarily focused on relevant risks (including reputational risks); to receive periodic information about your activities; and verify that senior management takes into account the conclusions and recommendations of its reports.

c) To establish and supervise a mechanism that allows employees and other people related to the company, such as directors, shareholders, suppliers, contractors, or subcontractors, to report potentially significant irregularities, including financial and accounting irregularities, or of any other nature, related to the company that they notice within the company or its group. Said mechanism must guarantee confidentiality and, in any case, foresee cases in which communications can be made anonymously, respecting the rights of the complainant and the accused.

d) Generally, to ensure that the policies and systems established in the field of internal control are applied effectively in practice

2. With regard to the external auditor:

a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.

b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.

c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.

d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.

e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies [X]

Complies Partially []

Explanation []

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies ☒] Complies Partially ☐] Explanation ☐]

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies ☐ X] Complies Partially ☐] Explanation ☐] Not applicable ☐]

45. That the risk management and control policy identify and determine, at a minimum:

a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political, and reputational) which the company faces, including financial or economic risks, contingent liabilities, and other off-balance sheet risks.

b) A risk control and management model based on different levels, of which a specialised risk committee will be part when the sectoral regulations provide for it, or the company deems it appropriate.

c) The level of risk the company considers acceptable.

d) Means identified in order to minimise identified risks in the event they transpire.

e) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off-balance sheet risks.

Complies ☐ X] Complies Partially ☐] Explanation ☐]

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage, and quantify all material risks that may affect the company.

b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.

c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies ☐ X] Complies Partially ☐] Explanation ☐]

47. That members of the appointment and remuneration committee – or of the appointments committee and the remuneration committee if they are separate – are chosen taking into account the knowledge, ability, and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies ☐ Complies Partially ☒ Explanation ☐

The appointments, remuneration and good governance committee is comprised of two independent directors, the proprietary director and one of the other external directors, the status of the latter has changed, given that he went from independent to other external, since he had been working as a director in this post for 12 continuous years.

48. That high market capitalisation companies have formed separate appointments and remuneration committees.

Complies ☐ Explanation ☐ Not applicable ☒

49. That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies ☒ Complies Partially ☐ Explanation ☐

50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

a) Propose basic conditions of employment for senior management.

b) Verify compliance with company remuneration policy.

c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.

d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.

e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies ☒ Complies Partially ☐ Explanation ☐

51. That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.

Complies ☒ Complies Partially ☐ Explanation ☐

52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:

- a) That they are comprised exclusively of non-executive directors, with a majority of them independent.
- b) That their chairmen be independent directors.
- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and the minutes be made available to all directors.

Complies [X] Complies Partially [] Explanation [] Not applicable []

53. That the supervision of compliance with the policies and rules of the company in environmental, social and corporate governance matters, as well as the internal codes of conduct, will be attributed to one or distributed among several committees of the board of directors, which may be the audit committee, the appointment committee, a committee specialised in sustainability or corporate social responsibility or another specialist committee that the board of directors, in exercise of its self-organisation powers, has decided to create. And that such committee is made up solely of non-executive directors, being the majority independent and specifically assigned the minimum functions indicated in the following recommendation.

Complies [X] Complies Partially [] Explanation []

54. That the minimum functions referred to by the above-mentioned recommendation are as follows:
- a) Verification of compliance with internal codes of conduct and the company's corporate governance rules, making sure corporate culture is in line with the same.
 - b) Supervision of the application of the policy on communication strategy on financial and non-financial information, as well as the communication and relationship with shareholders and investors, including small- and medium-sized shareholders.
 - c) The periodic evaluation and review of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.
 - d) Follow-up of corporate social responsibility strategy and practice in environmental and social terms.
 - e) Supervision and evaluation of the way relations with various stakeholders are handled.
- Complies ☒ Complies Partially ☐ Explanation ☐
55. That the sustainability policy in terms of environmental and social issues identifies and includes the following:
- a) Concrete practices in matters related to shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.
 - b) The methods or systems for monitoring compliance with policies, associated risks, and their management.
 - c) Means of supervising non-financial risk, ethics, and business conduct.
 - d) Communication channels, participation, and dialogue with stakeholders.
 - e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.
- Complies ☐ Complies Partially ☐ Explanation ☐
56. That director remuneration is sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded by the post, while not being so excessive as to compromise the independent judgment of non-executive directors.
- Complies ☒ Explanation ☐

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options, or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The foregoing will not apply to shares that the director may be obliged to sell in order to meet the costs related to their acquisition.

Complies ☒ Complies Partially ☐ Explanation ☐

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and is not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.

b) Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.

c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring, or extraordinary events.

Complies ☐ Complies Partially ☐ Explanation ☐ Not applicable ☐

59. That the payment of the variable components of the remuneration is subject to verification that the performance or other conditions previously established have been effectively met. The companies will include in the annual directors' remuneration report the criteria regarding the time required and methods for such verification based on the nature and characteristics of each variable component.

That, additionally, the companies value the establishment of a reduction clause ('malus') based on the deferral for a sufficient period of the payment of a part of the variable components that implies their total or partial loss in the event that previously at the time of payment, an event occurs that makes it advisable.

Complies ☐ Complies Partially ☒ Explanation ☐ Not applicable ☐

As a general rule, variable remuneration is determined and paid on the basis of the results recorded after the end of the financial year and after the issuance of the audit report. The company considers this to be a sufficient safeguard to check that the previously established performance conditions have been met and therefore it has not considered it necessary to regulate an additional or specific mechanism for the deferral or reimbursement of the payment of variable components.

On the other hand, the remuneration policy approved by the AGM on 18 April 2024 for financial years 2025, 2026 and 2027 stipulates that the determination and payment of the variable components of remuneration will take place once the preparation and auditing of the financial statements is complete, in order to verify that the conditions taken into account to determine them have been effectively fulfilled and will take into account any qualifications in the auditor's report that reduce the results for the year.

Likewise, should any event occur following that determination and, as the case may be, affecting the payment of said variable remuneration, the Board of Directors will assess whether it is appropriate to cancel, in whole or in part, the settlement of the variable remuneration, or, if appropriate, to offset it against future payments.

60. That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies ☒ Complies Partially ☐ Explanation ☐ Not applicable ☐

61. That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.

Complies ☐ Complies Partially ☐ Explanation ☒ Not applicable ☐

The AGM held on 30 March 2022 passed a resolution according to which members of the Board of Directors who have the status of executive directors, as well as any other executives as the Board of Directors may determine, could be entitled to receive shares in the Company as part of their variable remuneration.

It was also agreed to empower the board of directors to carry out the necessary actions for the implementation of the remuneration set out in the aforementioned resolution and in particular to determine the requirements and conditions to be met by the beneficiaries so as to be entitled to the remuneration by means of the delivery of shares.

The requirements and conditions to be met by the beneficiaries of this remuneration system have not yet been established.

62. Once the shares, options or financial instruments corresponding to the remuneration systems have been attributed, the executive directors cannot transfer their ownership or exercise them until after a period of at least three years has elapsed.

The exception is the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice the annual fixed remuneration through the ownership of shares, options, or other financial instruments.

The foregoing will not apply to the shares that the director needs to dispose of to satisfy the costs related to their acquisition or, after a favourable assessment by the appointments and remuneration committee, to deal with extraordinary situations that may require it.

Complies ☐ Complies Partially ☐ Explanation ☒ Not applicable ☐

The Board of Directors has not yet determined the requirements and conditions to be fulfilled by the beneficiaries in order to be entitled to remuneration by delivery of shares.

63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies ☐ Complies Partially ☐ Explanation ☒ Not applicable ☐

Variable remuneration is determined and paid up based on the profit/(loss) for the year and upon the issuance of the audit report. The company understands that this constitutes a sufficient safeguard to verify that it meets conditions previously established, and therefore has not considered necessary the regulation of an additional or specific deferral mechanism or reimbursement of the payment of variable components.

Further, and as indicated in section G 59 above, the remuneration policy approved by the shareholders' meeting held on 18 April 2024 for the financial years 2025, 2026 and 2027 provides that the determination and payment of the variable components of the remuneration will be carried out once the financial statements have been prepared and audited in order to verify that the conditions established have been effectively met, and they will take into account any subsequent exceptions that appear in the auditor's report and reduce said results.

Likewise, should any event occur following that determination and, as the case may be, affecting the payment of said variable remuneration, the Board of Directors will assess whether it is appropriate to cancel, in whole or in part, the settlement of the variable remuneration, or, if appropriate, to offset it against future payments.

64. That payments made for contract termination will not exceed an amount equivalent to two years of total annual remuneration and that it will not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.

For the purposes of this recommendation, among the payments for contractual termination, any payments whose accrual or payment obligation arises as a consequence or on the occasion of the termination of the contractual relationship that bound the director with the company, including long-term savings systems and amounts paid under post-contractual non-competition agreements, are taken into consideration.

Complies ☐ Complies Partially ☐ Explanation ☒ Not applicable ☐

Compensation for the termination of the contracts of executive directors consists of an escalation based on total remuneration and varies between an amount equivalent to a minimum of two and a maximum of three years of said remuneration. Contracts provide that the aforementioned amounts are paid at the time that the resolution or termination of the contract takes place.

H. FURTHER INFORMATION OF INTEREST

1. If there is any aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which is necessary in order to obtain a more complete and comprehensive picture of the structure and governance practices in the company or group, describe it briefly below.

2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.

Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July 2010.

Grupo Empresarial San José has assumed as own the principles and guidelines enshrined in the United Nations Global Compact.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on:

26/02/2026

State whether any directors voted against or abstained from voting on this report.

[] Yes

[✓] No



ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

ISSUER'S IDENTIFICATION DETAILS

Year-end date: 31/12/2025

TAX Id. # A-36046993

Company Name:

GRUPO EMPRESARIAL SAN JOSE, S.A.

Registered office:

ROSALIA DE CASTRO 44, BAJO (PONTEVEDRA)

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

A.1.1. Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific, and concrete.

The specific determinations for the year in progress should be described, both the remuneration of directors in their status as such and as a result of their executive functions carried out for the Board pursuant to the contracts signed with executive directors and to the remuneration policy approved by the General Shareholders' Meeting.

In any event, the following aspects should be reported:

- a) Description of the procedures and company bodies involved in determining and approving the remuneration policy and its terms and conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures contemplated in the current remuneration policy for directors to apply temporary exceptions to the policy, conditions under which those exceptions may be invoked, and components that may be subject to exception according to the policy.

The board of directors is the competent body to determine the exact amount to be paid each year to each director of the Company within the limit set by the annual general meeting. This agreement must be adopted with the prior proposal of the appointment, remunerations, and Governance Committee, and in a manner consistent with the remuneration policy approved by the board.

Remuneration paid to each director will be determined in consideration of the given functions and responsibilities, the participation in the different committees and other objective circumstances deemed relevant.

Rules for the determination, approval, and application of the remuneration policy for the executive directors of Grupo Empresarial San José for the performance of executive functions in the Company (other than the functions linked to their status as members of the Board) are the following:

1st Fixed Remuneration

Executive directors may receive a maximum fixed annual remuneration which as overall will not exceed the amount of two million, five hundred thousand euros (€2,500,000).

At the proposal of the Appointments, Remunerations and Good Governance Committee, the Board will establish the amount of the fixed remuneration of each of the executive directors, in a way that is competitive with respect to other comparable entities by market and size and considering the circumstances of each financial year.

2nd Attendance allowances

3rd Variable remuneration

Annual variable remuneration

Executive directors will receive a variable annual cash remuneration which will be determined every year on the grounds of the achievement of the Company's economic, financial, and strategic objectives in the previous financial year. Likewise the degree of compliance with the social responsibility objectives set annually by the Board will be taken into account.

Annual variable remuneration will not exceed 200% of the fixed annual remuneration.

Medium and long-term annual remuneration

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

The company also contemplates the possibility of establishing incentive programs linked to the achievement of medium and long-term strategic objectives with the aim of promoting the retention and motivation of executive directors and aligning their performance with maximising sustainably over time the value of the San José Company Group.

The specifics of mid and long term variable remuneration will be implemented by the Board following a proposal by the Committee.

These systems could include the delivery of Company shares, of options over said shares or of remuneration rights linked to the value of the same, upon the agreement of the general meeting of shareholders following a proposal by the Board based on a report from the Committee. To this end the meeting held on 30 March 2022 agreed that members of the board of directors who had the status of executive director could receive Company shares as part of their variable remuneration.

This form of remuneration shall have a maximum duration of 4 years from the date of approval of the resolution of the board. The maximum number of shares that may be allocated in each financial year to this remuneration system shall be 650,260 shares.

The meeting resolved to empower the board of directors to carry out the necessary actions for the implementation of the aforementioned remuneration, and in particular to determine the requirements and conditions to be met by its beneficiaries in order to be entitled to the remuneration through the delivery of shares. The board of directors has not yet implemented the remuneration through the delivery of shares or options, nor has it fixed the requirements and conditions to be met by its beneficiaries.

The determination and payment of the variable components of the remuneration will be carried out once the annual statements have been prepared and audited. In order to verify that the conditions established for its determination have been effectively met, and will take into account any exceptions that appear in the auditor's report and reduce, where appropriate, said results. Likewise, in the event that after the determination and, where appropriate, payment of said variable remuneration, an event occurs that makes it advisable, the board of directors will assess whether it is appropriate to cancel, totally or partially, the liquidation of the variable remuneration, or if necessary, offset it with future settlements.

4th Assistance benefits and risk coverage

5th Indemnity clauses

In accordance with section 6 of article 529 (19) of the Law on Capital Companies, the board of directors is empowered to apply temporary exceptions to the remuneration policy. The application of this temporary exception must be justified by the approval of corporate operations that result in the benefit of the Company. The appointments, remuneration and good governance committee will be responsible for analysing the concurrent circumstances and submitting the corresponding report to the board of directors. On the basis of the information provided by this committee, the board will be the one that will ultimately decide on its approval, which, in any case, may only affect the variable component of remuneration.

Although no external advisor has been involved in the determination, approval and implementation of the remuneration policy, the remuneration of comparable companies has been taken into account to establish the criteria and amounts of directors' remuneration. In particular, the report by the Observatory on the Remuneration of Directors and Senior Executives in Listed Companies, prepared by Cuatrecasas, Georgeson and WTW, in collaboration with Emisores Españoles, has been analysed.

A.1.2 Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to guarantee a suitable balance between the fixed and variable components of the remuneration. In particular, state the actions adopted by the company in relation to the remuneration system to reduce exposure to excessive risks and adapt this to the long-term objectives, values and interests of the company, which will include, as the case may be, mention of any measures to guarantee that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of staff whose professional activities have a material impact on the risk profile of the company, and any measures to avoid conflicts of interest.

Furthermore, state whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or the handover of accrued and vested financial instruments, or if any clause has been approved reducing the deferred remuneration or that obliges the director to return remuneration received, when such remuneration has been based on certain figures that have clearly been shown to be inaccurate.

In accordance with Article 25.3 of the articles of association, the AGM sets the maximum amount of the annual remuneration that the Company allocates to all its directors in their capacity as such.

The setting of the exact amount to be paid in each year within that limit and its distribution among the different directors will correspond to the Board of Directors.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

The maximum amount of annual remuneration for all the directors in their capacity as such is set at one million, five hundred thousand, euros (EUR 1,500,000). This maximum amount will remain valid as long as its amendment is not approved.

The remuneration that corresponds to the directors due to their status as such may include, within the legal and statutory framework, the following concepts:

- a) Annual fixed allocation: Directors may receive a fixed annual amount that is in line with market standards, taking into account the functions and responsibilities attributed to each director, the membership of Board committees and the other objective circumstances as may be deemed appropriate by the Board of Directors.
- b) Attendance allowances: The directors may receive certain amounts as attendance fees, either to the meetings of the Board or to the meetings of the committees which they belong to.
- c) Statutory services and risk coverage: The Company will pay premiums corresponding to the civil liability insurance policy for directors and executives.

The remuneration attributed to each director will be determined in consideration of the functions and responsibilities attributed to each director, their membership in the different committees and the other objective circumstances considered relevant.

Remuneration for different concepts is determined by the Board on the ground of the performance, responsibility and dedication of each member taking into consideration compensation by market.

The four executive directors have received variable remuneration during 2025 for a total amount of 1,550,000 euros, representing less than 100% of their respective fixed remuneration. As explained in section B7, the board of directors has set this variable remuneration based on the general evolution and development of the activity, business and value of the Company (and in particular with respect to the 2024 results, due to their positive evolution, the increase in turnover, of the contracted portfolio in that year and the level of cash), as well as other factors such as the performance of their executive duties, their personal performance and non-financial factors.

As indicated in section A.1.1. above, the determination and payment of the variable components of the remuneration shall be made after the annual accounts have been drawn up and audited in order to verify that the conditions established for their determination have been effectively met and shall take into account any qualifications stated in the auditor's report that reduce, where appropriate, such results. Should any event occur subsequent to the determination and payment of such variable remuneration that makes it advisable, the board of directors shall assess whether it is appropriate to cancel, in whole or in part, the settlement of the variable remuneration, or to offset it against future settlements.

A.1.3 Amount and nature of fixed components that are due to be accrued during the year by directors in their status as such.

It is expected that the amount of the fixed components to be accrued in 2026 by directors in their capacity as such will be approved at the meeting of the board of directors that is expected to be held next May.

The joint amount accrued by the directors during the 2025 has been as follows:

- a) Annual fixed allocation of approximately 375,000 euros.
- b) Board attendance fees amounting to 110,000 euros.
- c) Compensation for membership of commissions amounting to 47,000 euros.
- d) Bylaws and risk coverage: The company pays the amount of the premium corresponding to the civil liability policy for directors and executives amounting to 269,945 euros.

A.1.4 Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors.

The total fixed amount to be accrued by executive directors for the performance of their executive functions in 2026 will be set at the meeting of the board of directors that will take place next May.

Until then, executive directors will continue to receive the same fixed remuneration that they would have received in 2025.

Fixed amounts received in 2025 by the executive directors has amounted to € 1,807,142.

A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

The company pays the amount of the premium corresponding to the civil liability policy for directors and executives and a private healthcare assistance insurance amounting to €269,945.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

A.1.6 Amount and nature of variable components, differentiating between those established in the short and long term. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration in the year in progress, explaining the extent to which these parameters are related to performance, both of the director and of the company, together with their risk profile, and the methodology, deadline necessary and techniques established to determine the degree of compliance with the parameters used in the design of the variable remuneration at the end of the year explaining the criteria and factors that apply in terms of the time required and methods to verify that the performance conditions have been duly fulfilled.

State the range, in monetary terms, of the different variable components according to the degree of compliance with the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

1. Annual variable remuneration.

Executive directors may receive variable annual remuneration in cash to be determined each year based on the achievement of the Company's economic, financial, and strategic objectives in the previous year. Likewise, consideration will be given to the degree of compliance with the social responsibility objectives defined annually by the board, based on the importance they have in the creation of value, in the contribution to the business strategy and in the long-term sustainability of the Company.

Once the annual accounts have been prepared and audited, and after a report from the committee, the board shall determine the amount to be received by each executive director based on the degree of fulfilment of the objectives set for his position, the responsibilities of the executive director and the results of the company during the year. Executive directors do not participate in the deliberation and adoption of this decision.

Unless the board sets specific annual objectives, the objectives to which such remuneration is linked shall be understood to be the following:

- i. A portion shall be determined on the basis of the overall performance and development of the Company's business, business and value, and the proper and proper performance of the executive director's duties, his personal performance, and non-financial factors, such as compliance with the Company's internal rules and procedures and its risk control and management policy.
- ii. Another part shall be established according to economic indicators:
 - By membership of the executive committee: up to a maximum of 1% of the EBITDA of the Company.
 - By membership of the international executive committee: up to a maximum of 1.5% of the international turnover of the Company.

Annual variable remuneration shall not exceed 200% of annual fixed remuneration.

The Board of Directors shall pass on May 2026 the amount of the variable compensation for directors for their performance in 2025. In the previous year, it amounted to EUR 1,550,000.

2. Variable medium and long-term remuneration

To-date, the Company has no medium and long-term variable remuneration system.

The annual report on directors' remuneration for the previous year is submitted to the advisory vote of the shareholders' meeting.

A.1.7 Main characteristics of the long-term savings systems. Among other information, state the contingencies covered by the system, whether through defined contributions or benefits, the annual contribution that needs to be made to the defined contribution system, the benefits directors are entitled to in the event of defined benefit systems, the conditions under which economic rights are vested for directors and their compatibility with any other type of payment or severance pay as a result of the early termination or dismissal of the director, or deriving from the termination of the contractual relation, on the terms provided, between the company and the director.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

State if the accrual or vesting of any of the long-term saving plans is linked to achieving certain objectives or parameters related to the short- or long-term performance of the director.

The Company does not make contributions to pension plans, individual and defined contribution systems, for executive directors, with coverage for contingencies such as retirement, disability, death, and severe dependence.

The company does not have any amount recorded or accumulated for pension, retirement, or similar benefits.

A.1.8 Any type of payment or severance pay for early termination or dismissal of the director, or deriving from the termination of the contractual relation, on the terms provided between the company and the director, whether voluntary resignation by the director or dismissal of the director by the company, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, continuance in office or loyalty, which entitle the director to any type of remuneration.

There are no compensation or protection clauses for termination of functions of directors in their capacity as such.

Three executive directors (the chairman, the deputy-chairman, and a member) have foreseen in their respective contracts the following payments/compensation in case of termination of their contract:

Severance grant: In the cases of termination envisaged in the contract, the executive director will be entitled to receive compensation for termination, except in the event that such termination is due to a serious breach of any of the obligations of the executive director, in which case the director executive will not be entitled to receive any compensation. Severance grant shall be equivalent to:

- (i) Three annual payments of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate of these two amounts is less than EUR 750,000.
- (ii) Two and a half years of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate of these two amounts is greater than EUR 750,000, yet less than EUR 1,100,000.
- (iii) Two annuities of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate is greater than EUR 1,100,000.

Likewise, the contract of the CEO, Mr José Luis González Rodríguez, includes severance pay of two years' fixed remuneration received at the time of termination of the contract, as well as a post-contractual non-competition clause for a period of two years..

A.1.9 State the conditions that contracts should respect for those exercising senior management functions as executive directors. Among others, information should be provided on the duration, limits on amounts of severance pay, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to hiring bonuses, compensation, and golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, any clauses or agreements on non-competition, exclusivity, continuance in office and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

Executive directors' contracts will remain in force as long as they continue to be director executives of the Company.

In the cases of termination provided for in the contract, the executive director will be entitled to receive a compensation for termination according to the terms detailed in the above-mentioned paragraph.

The executive director may terminate the contract unilaterally and by his own will, bringing it to the attention of the Company in writing at least three months in advance. In case of non-compliance with the notice obligation, the executive director shall compensate the Company with an amount equivalent to the fixed remuneration applicable in the moment of termination of the contract corresponding to the unfulfilled period of notice.

During the period of notice, the Company may exempt the executive director from the performance of duties, although said director will continue to be entitled to the remuneration thereon.

The termination of the contract due to the unilateral withdrawal of the executive director will imply, automatically and with effect as from the same date the contract is terminated upon, the resignation from the position of director, and the revocation of as many faculties said director had been delegated in his favour by the board of directors, as well as all the powers granted to the director by the company.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

During the term of the contract and unless there was express and written consent of the company, the executive director shall provide its services exclusively for the Company and the companies of its group.

The executive director may not provide any kind of services, directly or indirectly, under any kind of legal relationship, for third parties, or for his/her own account, even when the activities carried out are not concurrent with those of the company or those of the group, and all professional activity shall be dedicated to the company and the companies of the group.

The provision of services or the performance of any other activity that results, for any reason, relevant or may require dedication by the executive director will require the prior authorisation of the board of directors.

The executive director undertakes to use the information of the company solely and exclusively for the purpose of complying with the functions entrusted in the contract. In addition, the executive director undertakes to keep and treat as confidential information and, in particular, not to disclose it to any third party or employee of the company without the prior consent of the company, except in the exercise of the functions entrusted in the contract or by legal imperative, and not to reproduce it, transform it or, in general, use it in a different way other than what is necessary for the exercise of the professional activity.

The executive director undertakes to return immediately to the company, upon request of this during the term of the contract and, in any case, and without need of request, upon its extinction, any kind of confidential information that has been disclosed to or has been created by the executive director.

The contract entered into with the CEO, Mr José Luis González Rodríguez, includes a non-competence clause for a two-year period.

A.1.10 The nature and estimated amount of any other supplementary remuneration accrued by directors in the year in progress in consideration for services rendered other than those inherent in the post.

Directors are not expected to receive any significant remuneration for services rendered other than those inherent to their position.

The four executive directors are not expected to receive additional remuneration other than that provided in their respective contracts for the provision of services.

A.1.11 Other items of remuneration like those deriving from the company providing advances, loans, guarantees or any other remuneration to the directors.

The company has not granted or plans to grant advances, credits, or guarantees to members of the board of directors.

A.1.12 The nature and estimated amount of any other planned supplementary remuneration accrued by directors in the year in progress that is not included in the previous sections, whether payment is made by the company or another group company.

Directors will not earn any supplementary remuneration, other than that indicated in this report.

A.2 Explain any significant change in the remuneration policy applicable in the current year resulting from:

- a) A new policy or a modification of the policy already approved by the General Meeting.
- b) Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- c) Proposals that the board of directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted, and which are proposed to be applicable to the current year.

During 2025, there have been no significant changes in the company's remuneration policy.

A.3. Identify the direct link to the document where the current company remuneration policy is posted, which must be available on the web page of the company.

https://www.grupo-sanjose.com/data/pdf/1740733685_742989305.pdf

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

- A.4** Explain, taking into account the data provided in Section B.4, the outcome of voting, of a consultative nature, by shareholders at the General Shareholders' Meeting on the annual report on remuneration for the previous year.

The item on the agenda of the shareholders' meeting at which the annual remuneration report for the previous year was put to a consultative vote was approved by 98.23% of the capital present or represented.

The Company has interpreted this vote as clear shareholder approval of the remuneration policy established by the company.

B. OVERALL SUMMARY OF HOW REMUNERATION POLICY HAS BEEN APPLIED DURING THE YEAR ENDED

- B.1.1** Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and, as the case may be, the identity and the role of the external advisors whose services have been used in the process to apply the remuneration policy in the year ended.

Regarding those directors who have exclusively received attendance allowance for meetings of the board and the meetings of the commissions which they belong to, once the attendance of the member has been verified at the corresponding meeting, the payment order is notified to the financial department (Treasury) that carries out the payment in the following days.

Regarding the compensation consisting of an annual fixed allocation for directors in their condition as such, the Appointments, Remuneration and Good Governance Committee prepares a reasoned report in consideration of the duties and responsibilities attributed to each director, with the remuneration proposal addressed to the board of directors, which, if appropriate, proceeds to its approval.

For executive directors, in addition to the fixed remuneration established in their respective service lease contracts, the board of directors sets the variable remuneration corresponding to the previous year, following a report and proposal from Appointments, Remunerations and Good Governance Committee. Likewise, should there be any modification in the fixed remuneration of executive directors, the new amount would be agreed by the board of directors following a report and proposal by the appointments, remuneration and good governance committee.

The Appointments, Remunerations and Good Governance Committee is informed in advance and reports to the board on any decision to be adopted with regard to the application of the remuneration policy of each member.

- B.1.2** Explain any deviation implemented during the period to the procedure established for applying the remuneration policy.

No deviations were implemented to the application procedure.

- B.1.3** Explain whether any temporary exception to the remuneration policy has been applied and, if so, explain the given circumstances for such exceptional application, specific components of the remuneration policy implemented and the reasons for which the company deems such exceptional measures were necessary to face long-term interests and company sustainability as a whole. Specify, also, the impact of said

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

exceptional measures on the remuneration of each member.

No exceptional measures were applied to the remuneration policy.

B.2 Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adapting them to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to guarantee that the long-term results of the company have been taken into consideration in the remuneration accrued and that a suitable balance has been attained between the fixed and variable components of the remuneration, the measures that have been adopted in relation to those categories of staff whose professional activities have a material repercussion on the company's risk profile and the measures that have been adopted to avoid conflicts of interest, if appropriate.

The board of directors determines the variable remuneration for each year once the financial statements have been formulated and audited. Further, in 2025 it also did so upon the AGM having approved the financial statements; circumstance which is expected to occur again this year 2026.

The board deems that so as to establish the remuneration accrued, long-term outcome of the company and a balance between fixed and variable components should be achieved.

Likewise, the company's remuneration policy includes the power of the board to cancel, in whole or in part, the settlement of remuneration (or, where appropriate, offset it with future settlements) in the event that there is a subsequent modification of the profit/(loss) of the financial statements for the year which such remuneration was based on.

However, to date it has not been necessary to correct any dysfunction in the company's remuneration system, since the forecasts considered for the calculation of the remuneration proposals have coincided with the actual results.

The board considers that the decisions adopted have taken into account the risks that the audit committee analyses on a regular basis after gathering information from the external auditors, in order to reduce exposure to risks and adjust it to the objectives, values and long-term interests of company.

The measures adopted to avoid conflicts of interest have consisted of the affected directors, and in particular the executive directors, not participating in the remuneration decision-making process.

B.3 Explain how the remuneration accrued over the year meets the provisions contained in the current remuneration policy.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, as the case may be, how the variations in the performance of the company have influenced changes in the remuneration of directors and how the latter contribute to the short- and long-term results of the company.

The total remuneration of directors approved by the board of directors in 2025 represented 35.43% of the maximum amount of the current annual remuneration for all the directors.

In 2025 the directors have received a total remuneration that the board of directors considers consistent with the profit for the year.

The remuneration accrued and consolidated in the year complies with the current remuneration policy because it adheres to the different compensation concepts, respects the limits set in the policy and has been agreed based on the results obtained by the company both, in the previous financial year and in the forecast of those that will be obtained according to its strategic plan.

The variations in the performance of the company influence the variation in the remuneration of the directors, as was already noted in a restrictive sense in the period in which the company was subject to the restrictions of the refinancing of its debt (years from 2014 to 2018), and in the opposite direction with the extraordinary results obtained in 2019 due to the cancellation of its short-term and medium-term financial debt.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

For the reasons mentioned above, there has been no accrued remuneration whose payment has been deferred.

B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes against that may have been cast:

	Number	% of total
Issued votes	39,528,108	60.79

	Number	% of issued
Negative votes	688,365	0.69
Positive votes	38,827,298	98.23
Blank votes		0.00
Abstentions	12,445	0.03

Notes

B.5 Explain how the fixed components accrued during the year by the directors in their capacity as such have been determined and how they have changed with respect to the previous year

The annual fixed allocation to directors in 2025 has been determined by the board of directors, on the proposal of the Appointments, Remunerations and Good Governance Committee, taking into account the functions actually performed, the special complexity to the dedication provided and to the different responsibilities assumed by each director.

This allocation in 2025 was approximately €20,000 higher than in the previous year.

Relative percentage and variation with regard to the previous year is as follows:

RAMON BARRAL ANDRADE 14.67%. The amount received has not changed.
 JOSE MANUEL OTERO NOVAS 16.00%. The amount has been increased by 5,000 euros.
 AMPARO ALONSO BETANZOS 9.46%. The amount received has not changed.
 ENRIQUE MARTIN REY 9.33%. The amount received has not changed.
 ALTINA DE FÁTIMA 9.33%. The amount received has not changed.
 ROBERTO ÁLVAREZ ÁLVAREZ 32.00%. The amount has been increased by 10,000 euros.
 NASSER AL DAREI 0% No changes recorded.
 MARIA JOSE ALONSO FERNANDEZ, 9.33%. The amount received has increased by 5,000 euros.

On the other hand, members have received attendance fees amounting to €2,000 for meetings of the board of directors, and €3,000 for meetings of the executive commission, €1,500 for meetings of the audit committee and the appointments, remunerations, and corporate governance committee and €3,000 for meetings of the international executive committee. These amounts are the same as those applied in previous years.

B.6 Explain how the salaries accrued by each one of the executive directors over the past financial year for the performance of management duties were determined, and how they have changed with respect to the previous year.

Fixed salaries accrued in 2025 by the executive directors were the following:

Jacinto Rey González: € 600,000, same amount accrued in the previous year.
 Jacinto Rey Laredo: €485,714 - 35,714 euros more than in the previous year.
 Javier Rey Laredo: €385,714 - 35,714 euros more than in the previous year.
 José Luis González Rodríguez: € 335.714 – 50,000 euros more than in the previous year.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Said salaries are regulated under the terms of the corresponding service contracts, which provide that they can be modified annually by resolution of the board of directors at the proposal of the Appointments, Remunerations, and Good Governance Committee of the Company.

B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued in the year ended.

In particular:

- a) Identify each of the remuneration plans that have determined the different variable remuneration accrued by each of the directors during the year ended, including information on their scope, date of approval, date of implementation, vesting conditions, if any, vesting periods and term, criteria used to assess performance and how this has impacted on the setting of the variable amount accrued, as well as the measurement criteria used and the time required to be able to adequately measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied in terms of the time required and methods for verifying that the performance or other conditions to which the accrual and vesting of each component of variable remuneration was linked have been effectively met.
- b) In the case of share options and other financial instruments, the general characteristics of each plan will include information on both the conditions to acquire unconditional ownership (vesting) and to exercise these options or financial instruments, including the price and term to exercise them.
- c) Each one of the directors, together with their category (executive directors, proprietary external directors, independent external directors, and other external directors), that are beneficiaries of remunerations systems or plans that include variable remuneration.
- d) As the case may be, information is to be provided on periods for the accrual or deferment of payment applied and/or the periods for withholding/unavailability of shares or other financial instruments, if they should exist.

Explain the short-term variable components of the remuneration systems:

Unless the Board sets specific annual objectives, the objectives to which such remuneration is linked shall be understood to be the following:

i.- A part of the variable remuneration shall be established according to the performance of the business and the value of the Company, as well as appropriate development of functions and responsibilities as executive directors, personal performance, and non-financial factors, such as the compliance with rules and internal procedures in terms of risk management.

ii.- Another part shall be established according to economic indicators:

- By membership of the executive committee: up to a maximum of 1% of the EBITDA of the Company.
- By membership of the international executive committee: up to a maximum of 1.5% of the international turnover of the Company.

Annual variable remuneration of executive members amounted in 2025 to €1,550,000.

As for now, delivery of shares or rights on shares or any other financial instruments are not considered.

Explain the long-term variable components of the remuneration systems:

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

During year 2025, no long-term variable remuneration has been accrued.

B.8 Indicate whether certain variable components have been reduced or clawed back when, in the case of the former, payment has been vested and deferred or, in the case of the latter, vested and paid, on the basis of data that have subsequently proved to be inaccurate. Describe the amounts reduced or clawed back through the application of the reduction or clawback clauses, why they were implemented and the years to which they refer.

No. This has not occurred up to the date of preparation of this report.

B.9 Explain the main characteristics of the long-term savings systems where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit that are financed, totally or partially, by the company, whether through internal or external contributions, indicating the type of plan, whether it is a defined contribution or benefit, the contingencies covered, the conditions for vesting economic rights for directors and their compatibility with any type of severance pay for early termination or termination of the contractual relationship between the company and the director.

The company does not currently have any long-term saving systems.

B.10 Explain, where appropriate, the severance pay or any other type of payment deriving from early dismissal or early resignation, or from the termination of the contract upon the terms provided for therein, accrued and/or received by directors during the year ended.

The early termination of the director in his/her condition as such, for any reason, does not imply any compensation in favour of the director.

Contracts of executive directors provide for the termination of the contractual relationship in the following terms:

TERMINATION OF THE CONTRACT

The contract will be terminated for the following reasons.

1.- Termination by mutual agreement of the Parties. The Contract may be terminated by the agreement between the executive director and the Company, as agreed by the Parties.

2.- Termination for unilateral will of the executive director

The executive director may terminate the contract unilaterally, informing the Company in writing at least three months in advance. In the event of default of notice, the executive director shall indemnify the Company with an amount equivalent to the fixed remuneration applicable at the time of termination of the contract corresponding to the period of unfulfilled notice. During the period of notice, the Company may exempt the executive director from the performance of his/her duties, although he/she will continue to receive the corresponding remuneration.

The termination of the contract by unilateral will of the executive director will automatically imply, with effect as from the same date on which the contract is terminated, his/her resignation from the position of director, and the revocation of any powers delegated to him/her by the board of directors, as well as all the powers granted to by the Company.

3.- Termination for reasons attributable to the Company

3.1 Termination at the Company's discretion

The contract will be terminated by the will of the Company expressed by agreement of the board of directors, in accordance with the provisions of its by-Laws.

The contract will also be terminated in the event of (i) cessation or non-renewal of the executive director as a director by resolution of the AGM, or (ii) total or partial revocation, as the case may be, of the powers delegated to the director by the board of directors or of the powers granted by the Company. However, the termination and subsequent and immediate appointment as director or the total or partial revocation of the aforementioned powers or powers and the subsequent and immediate delegation or granting of faculties or powers of analogous content shall not entail the termination of the Contract.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

In the event of termination provided for in clause 10.3.1 of the contract, the executive director shall be entitled to receive the compensation for termination indicated below, except in the event that such termination is due to a serious breach of any of the obligations of the executive director, in which case the executive director will not be entitled to receive any compensation.

3.2 Other reasons for termination

The contract will automatically be terminated, as a consequence of the death of the executive director or due to his/her legal incapacitation, declaration of total or superior permanent disability, or incapacity or temporary impossibility for the exercise of his/her functions for a period exceeding 12 months.

In any of the above cases, the revocation, if any, of the faculties and powers of the Executive Director will be automatic and neither this nor, where appropriate, his/her successors will be entitled to receive compensation, without prejudice to the endowments, insurance system or insurance that the Company would have contracted for on behalf of the Executive Director in these cases, which will be consolidated in favour of this or its successors in title.

Severance pay:

In the cases of termination envisaged in the contract, the executive director will be entitled to receive compensation for termination, except in the event that such termination is due to a serious breach of any of the obligations of the executive director, in which case the director executive will not be entitled to receive any compensation.

Severance pay will be equivalent to:

- (i) Three annual payments of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate of these two amounts is less than EUR 750,000.
- (ii) Two and a half years of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate of these two amounts is greater than EUR 750,000, yet less than EUR 1,100. 000 euros.
- (iii) Two annuities of the annual fixed remuneration of the executive director at the time of termination and of the last annual variable remuneration received by the executive director, if the aggregate is greater than EUR 1,100,000

Regarding the contract of the CEO, Mr José Luis González Rodríguez, his severance pay will consist of two annuities of the fixed remuneration received by him at the moment of termination of the contract.

B.11 Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, where appropriate, explain such changes. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

During the financial year 2025, the contracts of executive directors have not been modified, apart from the increase in the fixed remuneration of three of them under the terms referred to in section B6, agreed by the board of directors following a report from the Appointments, Remunerations, and Good Governance Committee.

B.12 Explain any supplementary remuneration accrued by directors as consideration for services rendered outside of their post.

The Second Deputy Chairman Mr Javier Rey Laredo received €15,440 as compensation for the services rendered to PAMSA, an investee company in which of Grupo San José has a 20% ownership interest.

B.13 Explain any remuneration deriving from advance payments, loans or guarantees granted, indicating the interest rate, their key characteristics and the amounts eventually returned, as well as the obligations taken on by way of guarantee or collateral.

The company has not granted advance payments, loans, or guarantees to any members of the board of directors.

B.14 Itemise the remuneration in kind accrued by the directors over the year, briefly explaining the nature of the different salary components



ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Directors of the company have not accrued any remuneration in kind unless executive directors who enjoy small compensation lacking significant importance consisting of medical insurance and the civil liability insurance programme for members and executives.

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

- B.15** Explain the remuneration accrued by directors by virtue of payments made by the listed company to a third company at which the director renders services when these payments seek to remunerate the director's services to the company.

Directors of the company have not accrued any remuneration under this heading.

- B.16** Explain and detail the amounts accrued during the year in relation to any other remuneration item other than those listed above, whatever its nature or the group entity paying it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true and fair view of the total remuneration accrued by the director, explaining the amount granted or pending payment, the nature of the consideration received and the reasons why it would have been considered, where appropriate, if applicable, that it does not constitute remuneration to the director in his capacity as such or in consideration for the performance of his executive duties. and whether or not it has been considered appropriate to include it among the amounts accrued under "other items" in section C.

There are no other items of remuneration other than those mentioned in the sections above.

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual financial year 2025
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	Independent Director	From 01/01/2025 to 31/12/2025
Mr ROBERTO ÁLVAREZ ÁLVAREZ	Other External Director	From 01/01/2025 to 31/12/2025
Mr RAMÓN BARRAL ANDRADE	Coordinating Director	From 01/01/2025 to 31/12/2025
Mr JACINTO REY GONZÁLEZ	Executive Chairman	From 01/01/2025 to 31/12/2025
Mr JACINTO REY LAREDO	Executive Deputy Chairman	From 01/01/2025 to 31/12/2025
Mr JOSÉ MANUEL OTERO NOVAS	Independent Director	From 01/01/2025 to 31/12/2025
Ms MARÍA AMPARO ALONSO BETANZOS	Independent Director	From 01/01/2025 to 31/12/2025
Mr ENRIQUE MARTÍN REY	Proprietary Director	From 01/01/2025 to 31/12/2025
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	CEO	From 01/01/2025 to 31/12/2025
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	Other External Director	From 01/01/2025 to 31/12/2025
Mr JAVIER REY LAREDO	Executive Deputy Chairman	From 01/01/2025 to 31/12/2025
Mr NASSER HOMAID SALEM ALI ALDAREI	Other External Director	From 01/01/2025 to 31/12/2025

C.1 Complete the following tables regarding the individual remuneration of each director (including the salary received for performing executive duties) accrued during the year.

a) Remuneration from the reporting company:

i) Remuneration in cash (in thousand euros)

Name	Fixed remuneration	Per diem allowances	Remuneration for membership on Board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance grant	Other grounds	Total in f. year 2025	Total in f. year 2024
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	35	10							45	42
Mr ROBERTO ÁLVAREZ ÁLVAREZ	120	10	6						136	128
Mr RAMÓN BARRAL ANDRADE	55	10	14						79	82
Mr JACINTO REY GONZÁLEZ		10		600	400				1,010	1,012
Mr JACINTO REY LAREDO		10		486	350				846	812
Mr JOSÉ MANUEL OTERO NOVAS	60	10	14						84	82
Ms MARÍA AMPARO ALONSO BETANZOS	35	10							45	47
Mr ENRIQUE MARTÍN REY	35	10	6						51	53
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ		10		336	400				746	648
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	35	10	6						53	56
Mr JAVIER REY LAREDO		10		386	400				796	712
Mr NASSER HOMAID SALEM ALI ALDAREI										

Notes

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

ii) Table of movements in the remuneration system based on shares and gross profits from shares or consolidated financial instruments .

Name	Name of Plan	Financial instruments at start of financial year 2025		Financial instruments vested during financial year 2025		Financial instruments consolidated during the financial year				Instruments matured but not exercised	Financial instruments at end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No of equivalent/vested shares	Price of consolidated shares	Gross profit from vested shares or financial instruments (thousand €)	No. of equivalent shares	No. of instruments	No. of equivalent shares
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	Plan							0,00				
Mr ROBERTO ÁLVAREZ ÁLVAREZ	Plan							0,00				
Mr RAMÓN BARRAL ANDRADE	Plan							0,00				
Mr JACINTO REY GONZÁLEZ	Plan							0,00				
Mr JACINTO REY LAREDO	Plan							0,00				
Mr JOSÉ MANUEL OTERO NOVAS	Plan							0,00				
Ms MARÍA AMPARO ALONSO BETANZOS	Plan							0,00				
Mr ENRIQUE MARTÍN REY	Plan							0,00				
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	Plan							0,00				
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	Plan							0,00				
Mr JAVIER REY LAREDO	Plan							0,00				

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of Plan	Financial instruments at start of financial year 2025		Financial instruments vested during financial year 2025		Financial instruments consolidated during the financial year				Instruments matured but not exercised	Financial instruments at end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No of equivalent/vested shares	Price of consolidated shares	Gross profit from vested shares or financial instruments (thousand €)	No. of equivalent shares	No. of instruments	No. of equivalent shares
Mr NASSER HOMAID SALEM ALI ALDEREI	Plan							0,00				

Notes

iii) Long-term savings systems

Name	Remuneration from vesting of rights to savings systems
Ms MARÍA JOSÉ ALONSO FERNANDEZ	
Mr ROBERTO ÁLVAREZ ÁLVAREZ	
Mr JACINTO REY GONZÁLEZ	
Mr JACINTO REY LAREDO	
Mr JAVIER REY LAREDO	
Mr JOSÉ MANUEL OTERO NOVAS	
Ms MARÍA AMPARO ALONSO BETANZOS	
Mr ENRIQUE MARTÍN REY	

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration from vesting of rights to savings systems
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	
Mr ALTINA DE FÁTIMA SEBASTIÁN GONZÁLEZ	
Mr JAVIER REY LAREDO	
Mr NASSER HOMAID SALEM ALI ALDAREI	

Name	Contribution over the year from the company (thousand EUR)				Amount of funds accrued (thousand EUR)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		Savings systems with vested economic rights		Savings systems with non-vested economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ								
Mr ROBERTO ÁLVAREZ ÁLVAREZ								
Mr RAMÓN BARRAL ANDRADE								
Mr JACINTO REY GONZÁLEZ								
Mr JACINTO REY LAREDO								
Mr JOSÉ MANUEL OTERO NOVAS								
Ms MARÍA AMPARO ALONSO BETANZOS								
Mr ENRIQUE MARTÍN REY								
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ								

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Contribution over the year from the company (thousand EUR)				Amount of funds accrued (thousand EUR)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		Savings systems with vested economic rights		Savings systems with non-vested economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ								
Mr JAVIER REY LAREDO								
Mr NASSER HOMAID SALEM ALI ALDAREI								

Notes

iv) Details of other items

Name	Item	Amount remunerated
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	Item	
Mr ROBERTO ÁLVAREZ ÁLVAREZ	Item	
Mr RAMÓN BARRAL ANDRADE	Item	
Mr JACINTO REY GONZÁLEZ	Item	
Mr JACINTO REY LAREDO	Item	
Mr JOSÉ MANUEL OTERO NOVAS	Item	
Ms MARÍA AMPARO ALONSO BETANZOS	Item	

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Item	Amount remunerated
Mr ENRIQUE MARTÍN REY	Item	
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	Item	
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	Item	
Mr JAVIER REY LAREDO	Attendance allowance Board of Directors of an investee company	17
Mr NASSER HOMAID SALEM ALI ALDAREI	Item	

Notes

- b) Remuneration of company directors for sitting on the boards of other group companies:
i) Remuneration in cash (thousand EUR)

Name	Fixed remuneration	Per diem allowances	Remuneration for membership on Board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance grant	Other grounds	Total in f. year 2025	Total in f. year 2024
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ										
Mr ROBERTO ÁLVAREZ ÁLVAREZ		43							43	58
Mr RAMÓN BARRAL ANDRADE										
Mr JACINTO REY GONZÁLEZ		43							43	48
Mr JACINTO REY LAREDO										
Mr JOSÉ MANUEL OTERO NOVAS										
Ms MARÍA AMPARO ALONSO BETANZOS										

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Fixed remuneration	Per diem allowances	Remuneration for membership on Board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Severance grant	Other grounds	Total in f. year 2025	Total in f. year 2024
Mr ENRIQUE MARTÍN REY										
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ										
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ										
Mr JAVIER REY LAREDO		17							17	19
Mr NASSER HOMAID SALEM ALI ALDAREI										

Notes

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Name of Plan	Financial instruments at start of financial year 2025		Financial instruments vested during financial year 2025		Financial instruments consolidated during the financial year				Instruments matured but not exercised	Financial instruments at end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No of equivalent/vested shares	Price of consolidated shares	Gross profit from vested shares or financial instruments (thousand €)	No. of equivalent shares	No. of instruments	No. of equivalent shares
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	Plan							0.00				

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of Plan	Financial instruments at start of financial year 2025		Financial instruments vested during financial year 2025		Financial instruments consolidated during the financial year				Instruments matured but not exercised	Financial instruments at end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No of equivalent/vested shares	Price of consolidated shares	Gross profit from vested shares or financial instruments (thousand €)	No. of equivalent shares	No. of instruments	No. of equivalent shares
Mr ROBERTO ÁLVAREZ ÁLVAREZ	Plan							0.00				
Mr RAMÓN BARRAL ANDRADE	Plan							0.00				
Mr JACINTO REY GONZÁLEZ	Plan							0.00				
Mr JACINTO REY LAREDO	Plan							0.00				
Mr JOSÉ MANUEL OTERO NOVAS	Plan							0.00				
Ms MARÍA AMPARO ALONSO BETANZOS	Plan							0.00				
Mr ENRIQUE MARTÍN REY	Plan							0.00				
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	Plan							0.00				

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of Plan	Financial instruments at start of financial year 2025		Financial instruments vested during financial year 2025		Financial instruments consolidated during the financial year				Instruments matured but not exercised	Financial instruments at end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No of equivalent/vested shares	Price of consolidated shares	Gross profit from vested shares or financial instruments (thousand €)	No. of equivalent shares	No. of instruments	No. of equivalent shares
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	Plan							0.00				
Mr JAVIER REY LAREDO	Plan							0.00				
Mr NASSER HOMAID SALEM ALI ALDAREI	Plan							0.00				

Notes

iii) Long-term savings systems

Name	Remuneration from vesting of rights to savings systems
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	
Mr ROBERTO ÁLVAREZ ÁLVAREZ	

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration from vesting of rights to savings systems
Mr RAMÓN BARRAL ANDRADE	
Mr JACINTO REY GONZÁLEZ	
Mr JACINTO REY LAREDO	
Mr JOSÉ MANUEL OTERO NOVAS	
Ms MARÍA AMPARO ALONSO BETANZOS	
Mr ENRIQUE MARTÍN REY	
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	
Mr JAVIER REY LAREDO	
Mr NASSER HOMAID SALEM ALI ALDAREI	

Name	Contribution over the year from the company (thousand EUR)				Amount of accumulated funds (thousand EUR)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		Savings systems with vested economic rights		Savings systems with non-vested economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ								
Mr ROBERTO ÁLVAREZ ÁLVAREZ								
Mr RAMÓN BARRAL ANDRADE								
Mr JACINTO REY GONZÁLEZ								
Mr JACINTO REY LAREDO								

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Contribution over the year from the company (thousand EUR)				Amount of accumulated funds (thousand EUR)			
	Savings systems with vested economic rights		Savings systems with non-vested economic rights		Savings systems with vested economic rights		Savings systems with non-vested economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Mr JOSÉ MANUEL OTERO NOVAS								
Ms MARÍA AMPARO ALONSO BETANZOS								
Mr ENRIQUE MARTÍN REY								
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ								
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ								
Mr JAVIER REY LAREDO								
Mr NASSER HOMAID SALEM ALI ALDAREI								

Notes

iv) Details of other items

Name	Item	Amount remunerated
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	Item	

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Item	Amount remunerated
Mr ROBERTO ÁLVAREZ ÁLVAREZ	Item	
Mr RAMÓN BARRAL ANDRADE	Item	
Mr JACINTO REY GONZÁLEZ	Item	
Mr JACINTO REY LAREDO	Item	
Mr JOSÉ MANUEL OTERO NOVAS	Item	
Ms MARÍA AMPARO ALONSO BETANZOS	Item	
Mr ENRIQUE MARTÍN REY	Item	
Mr JOSÉ LUIS GONZÁLEZ RODRÍGUEZ	Item	
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	Item	
Mr JAVIER REY LAREDO	Item	
Mr NASSER HOMAID SALEM ALI ALDAREI	Item	

Notes

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

c) Summary of remuneration (thousand €):

This should include a summary of the amounts corresponding to all the remuneration items included in this report that have accrued to each director (thousand €).

Name	Remuneration accrued at the Company					Remuneration accrued at group companies					TOTAL FINANCIAL YEAR 2025 COMPANY + GROUP
	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 company	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 group	
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	45				45						45
Mr ROBERTO ÁLVAREZ ÁLVAREZ	136				136	43				43	179
Mr RAMÓN BARRAL ANDRADE	79				79						79
Mr JACINTO REY GONZÁLEZ	1,010				1,010	43				43	1,053
Mr JACINTO REY LAREDO	846				846						846
Mr JOSÉ MANUEL OTERO NOVAS	84				84						84
Ms MARÍA AMPARO ALONSO BETANZOS	45				45						45
Mr ENRIQUE MARTÍN REY	51				51						51
Mr JOSÉ LUIS	746				746						746



ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration accrued at the Company					Remuneration accrued at group companies					TOTAL FINANCIAL YEAR 2025 COMPANY + GROUP
	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 company	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 group	
GONZÁLEZ RODRÍGUEZ											

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration accrued at the Company					Remuneration accrued at group companies					TOTAL FINANCIAL YEAR 2025 COMPANY + GROUP
	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 company	Total Cash remuneration	Gross profit from vested shares or financial instruments	Remuneration from savings systems	Remuneration for other items	Total financial year 2025 group	
Ms ALTINA FÁTIMA SEBASTIÁN GONZÁLEZ	53				53						53
Mr JAVIER REY LAREDO	796				796	17			17		813
Mr NASSER HOMAID SALEM ALI ALDAREI											
TOTAL	3891				3891	103			103		3994

Notes

C.2 Indicate the evolution in the last 5 years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company that have been in that position during the year, of the consolidated profit/(loss) of the company and of the average remuneration on an equivalent full-time basis of employees of the company and its subsidiaries who are not directors of the listed company.

	Accrued amounts and annual variation %								
	Financial year 2025	Variation % 2025/2024	Financial year 2024	Variation % 2024/2023	Financial year 2023	Variation % 2023/2022	Financial year 2022	Variation % 2022/2021	Financial year 2021
Executive directors									
Mr JACINTO REY GONZÁLEZ	1060	-8.46	1158	-8.68	1268	-7.38	1369	-12.47	1564

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

	Accrued amounts and annual variation %								
	Financial year 2025	Variation % 2025/2024	Financial year 2024	Variation % 2024/2023	Financial year 2023	Variation % 2023/2022	Financial year 2022	Variation % 2022/2021	Financial year 2021
Mr JACINTO REY LAREDO	1053	-0.66	1,060	-8.46	1,158	-8.68	1,268	-7.38	1,369

ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

	Accrued amounts and annual variation %								
	Financial year 2025	Variation % 2025/2024	Financial year 2024	Variation % 2024/2023	Financial year 2023	Variation % 2023/2022	Financial year 2022	Variation % 2022/2021	Financial year 2021
Mr JACINTO REY LAREDO	846	4.19	812	1.75	798	4,59	763	6.56	716
Mr JAVIER REY LAREDO	813	11.52	729	1.82	716	5,14	681	7.75	632
Mr JOSE LUIS GONZÁLEZ RODRÍGUEZ	746	15.12	648	0.00	648	6,23	610	8.93	560
External directors									
Ms. ALTINA DE FATIMA SEBASTIAN GONZÁLEZ	53	-5.36	56	1.82	55	1.85	54	-6.90	58
Mr ROBERTO ÁLVAREZ ÁLVAREZ	179	-3.76	186	7.51	173	11.61	155	-7.19	167
Mr NASSER HOMAID SALEM ALI ALDAREI	0	-	0	-	0	-	0	-	0
Mr ENRIQUE MARTÍN REY	51	-3.77	53	10.42	48	9.09	44	-20.00	55
Mr JOSÉ MANUEL OTERO NOVAS	84	2.44	82	7.89	76	11.76	68	-9.33	75
Ms MARÍA AMPARO ALONSO BETANZOS	45	-4.26	47	11.90	42	20,00	35	-12.50	40
Ms MARÍA JOSÉ ALONSO FERNÁNDEZ	45	7.14	42	35.48	31	-	0	-	0
Mr RAMÓN BARRAL ANDRADE	79	-3.66	82	7.89	76	4.11	73	1.39	72
Consolidated Profit/(loss) for the year									
	40,848	26,09	32,397	51.30	21,412	39.13	15,390	11.01	13,863
Average									



ANNUAL REPORT ON THE REMUNERATION OF DIRECTORS OF LISTED COMPANIES

	Accrued amounts and annual variation %								
	Financial year 2025	Variation % 2025/2024	Financial year 2024	Variation % 2024/2023	Financial year 2023	Variation % 2023/2022	Financial year 2022	Variation % 2022/2021	Financial year 2021
remuneration of employees									
	39	2.63	38	8.57	35	9.38	32	14.29	28

Notes

D. OTHER INFORMATION OF INTEREST

Whether there are any relevant issues relating to directors' remuneration that you have not been able to address in the previous sections of this report, but which are necessary to provide more comprehensive and fully reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

There are no relevant issues outside of those provided in this report.

This annual remuneration report has been approved by the board of directors of the company at its meeting on:

26/02/2026

State whether any directors voted against or abstained from voting on this report.

☐ Yes
☒ No

STATEMENT OF RESPONSIBILITY

The board of directors of Grupo Empresarial San José, S.A., at its meeting on February 26, 2026, has formulated the individual annual accounts of the Company for the financial year ended December 31, 2025, as well as the individual management report (which includes the annual corporate governance report, the annual report on directors' remuneration and, by reference, the statement of non-financial information), in a European Electronic Unique Format (FEUE).

For the purposes of RD 1362/2007, of October 19 (art. 8.1 b) and art. 10) the administrators of Grupo Empresarial San José, S.A. undersigned, make the following declaration of responsibility:

To the best of your knowledge, the individual annual accounts prepared in accordance with the applicable accounting principles provide a true and fair view of the assets, financial situation and results of the Company, and the management report includes a faithful analysis of the development and business results and the position of the Company, together with a description of the main risks and uncertainties it faces.

The administrators, as proof of their agreement, sign below

Mr. Jacinto Rey González

Mr. Jacinto Rey Laredo

Mr. Javier Rey Laredo

Ms. Amparo Alonso Betanzos

Ms. Altina de Fátima Sebastián González

Mr. Ramón Barral Andrade

Mr. José Manuel Otero Novas

Mr. Roberto Alvarez Álvarez

Mr. Enrique Martín Rey

Mr. Nasser Homaid Salem Ali Aldarei

Mr. José Luis González Rodríguez

Ms. María José Alonso Fernández

At the request of the president, today's board of directors meeting was held in a mixed format (in person and online via videoconference). All the directors attended the meeting except for: Mr. Nasser Homaid Salem Ali Aldarei, who has not expressed any discrepancy regarding the formulation of the financial information; Mr. Javier Rey Laredo, who has delegated his representation with voting instructions in favor of Mr. Jacinto Rey Laredo; and Ms. María José Alonso Fernández, who has delegated his representation with voting instructions in favor of Mr. Ramón Barral Andrade.

Javier Alonso

Secretary of the Board of directors

Don Juan Amor Fernández, Traductor-Intérprete Jurado de inglés, nombrado por el Ministerio de Asuntos Exteriores, Unión Europea y Cooperación, certifica que la que antecede es traducción fiel y completa al inglés de un documento redactado en español.

I the undersigned Juan Amor Fernández, sworn translator for the English Language, duly appointed by the Ministry for Foreign Affairs, European Union and Cooperation, do hereby certify that the foregoing is a true and faithful translation of the original Spanish document hereunto attached.

Águilas (Murcia) Spain, 26th February 2026

JUAN AMOR FERNÁNDEZ
Traductor-Intérprete Jurado
Alemán, Inglés, Italiano,
Portugués, Catalán
Número 132

