

# amadeus

AMADEUS IT GROUP, S.A. - *Amadeus or the Company*- (in accordance with the provisions of Article 227 of the Securities Market and Investment Service Act (Ley de los Mercados de Valores y de los Servicios de Inversión) by this letter communicates the following

## OTHER RELEVANT INFORMATION

### CALLING THE ORDINARY GENERAL SHAREHOLDERS MEETING. PROPOSAL OF RESOLUTIONS.

Attached legal announcement calling the Ordinary General Shareholders Meeting to be held on first call, on 2 June 2026, at 11:00 a.m., or, on second call, on 3 June 2026 at the same time, **at the registered address located at calle Salvador de Madariaga, 1, 28027 Madrid**, in mixed mode, i.e., with physical attendance and simultaneous attendance by electronic means,

Attached as well the proposed resolutions for the General Shareholders Meeting.

Madrid, 23 April 2026

Amadeus IT Group, S.A.

## CALLING OF THE ORDINARY GENERAL SHAREHOLDERS MEETING AMADEUS IT GROUP, S.A.

The Board of Directors of AMADEUS IT GROUP, S.A., at the meeting held on 16 April 2026 and in accordance with the legal and statutory regulations in force, has resolved to call the shareholders of this Company to the Ordinary General Shareholders Meeting (the “General Meeting”) to be held, on first call, on 2 June 2026, at 11:00 a.m., or, on second call, on 3 June 2026 at the same time, at the registered address located at calle Salvador de Madariaga 1, 28027 Madrid.

The General Meeting will be held in mixed mode, i.e., with physical attendance and simultaneous attendance by electronic means, as provided for in Article 24.1 of the Company’s Bylaws and in Article 8.3 of the Regulations of the General Shareholders Meeting of the Company.

The items submitted to the General Meeting for discussion and resolution are those included in the following

### AGENDA

1. Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity during the period, cash flow statement and annual report – and Directors’ Report of the Company, consolidated Annual Accounts and consolidated Directors’ Report of its Group of companies, for the financial year ended 31 December 2025.
2. Examination and approval, if applicable, of the Non-Financial Information Statement and sustainability information related to the financial year ended 31 December 2025, which forms part of the consolidated Directors’ Report.
3. Directors’ Remuneration Report 2025, for an advisory vote, pursuant to article 541.4 of the Spanish Capital Companies Act, which forms part of the stand-alone and consolidated Directors’ Report.
4. Approval, if applicable, of the proposal on the appropriation of 2025 results and other Company reserves.
5. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2025.
6. Approval of a reduction in share capital through the redemption of 18,927,909 treasury shares acquired under a Share Buyback Programme. Amendment to article 5 (share capital) of the Bylaws. Delegation of powers to the Board of Directors, including the authority to delegate further, such as requesting delisting and cancelling book entries for the redeemed shares.
7. Re-election of Directors. The following proposals will be subject to separate votes:
  - 7.1 Re-election of Mr. William Connelly, as independent Director, for a term of one year.
  - 7.2 Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.

- 7.3 Re-election of Mrs. Pilar García Ceballos-Zúñiga, as independent Director, for a term of one year.
- 7.4 Re-election of Mr. Stephan Gemkow, as independent Director, for a term of one year.
- 7.5 Re-election of Mr. Peter Kürpick, as independent Director, for a term of one year.
- 7.6 Re-election of Mrs. Xiaoqun Clever-Steg, as independent Director, for a term of one year.
- 7.7 Re-election of Mrs. Amanda Mesler, as independent Director, for a term of one year.
- 7.8 Re-election of Mrs. Jana Eggers, as independent Director, for a term of one year.
- 7.9 Re-election of Mrs. Eriikka Söderström, as independent Director, for a term of one year.
- 7.10 Re-election of Mr. David Vegara Figueras, as independent Director, for a term of one year.
- 7.11 Re-election of Mr. Frits Dirk van Paasschen, as independent Director, for a term of one year.
8. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.
9. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, and hybrid instruments, including preference shares, in all cases, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the pre-emptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.
10. Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude pre-emptive subscription rights, pursuant to articles 297.1.b) and 506 of the Spanish Capital Companies Act, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.
11. Delegation of powers to the Board of Directors, with power of substitution, for the fullest formalization, interpretation, remedy and implementation of the resolutions adopted by the General Meeting.

## SUPPLEMENT TO THE CALL NOTICE AND RIGHT OF INFORMATION

Shareholders representing at least three per cent of the share capital may request the publication of a supplement to the call notice of the current Meeting, including one or more items on the agenda, provided that the new items are accompanied by a justification or, if applicable, a justified proposed resolution, and may present supported proposed resolutions regarding matters already included or that should be included, on the agenda for the meeting called. The exercise of these rights shall be made by formal notice that must be received by the Office of the Secretary of the Board of Directors, located at the registered office at calle Salvador de Madariaga, 1, 28027 Madrid, within five (5) days of the publication of the call notice.

The supplement to the call notice, if applicable, will be published at least fifteen (15) days before the date set for the General Meeting.

In accordance with the Spanish Capital Companies Act, until the fifth day before the scheduled General Meeting date, the shareholders may request from the Board of Directors such information or clarification as they deem necessary or formulate in writing the questions they see fit, regarding the matters on the agenda. Also, during the holding of the General Meeting, the shareholders may request from the Directors any information or clarification or formulate in writing any questions that they deem necessary regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting was held and regarding the audit report.

## RIGHT OF ATTENDANCE AND REPRESENTATION

In accordance with the Company's Bylaws and the Regulations of the General Shareholders Meeting, the Meeting may be attended by any shareholder owning at least THREE HUNDRED (300) shares, either alone or in a pool with other shareholders, and having the shares representing the said capital registered on the relevant register of book entries at least five (5) days before the date scheduled for the Meeting.

Any shareholder entitled to attend the General Meeting may be represented at it by another person who does not need to be a shareholder. Those shareholders not reaching the minimum number of shares required to attend the Meeting, may at any time delegate the representation of their shares to a shareholder entitled to attend the Meeting, or they can form a pool with other shareholders in the same situation, until reaching the minimum number of shares required to attend the General Meeting, in which case they shall grant the representation to one of them.

Each shareholder that, as provided for above, is entitled to attend the Meeting shall be provided with a personal attendance, proxy or remote voting card, as applicable, which will show the number of shares owned by them and the relevant number of votes, at the rate of one vote per share. The card will be issued by the member institutions of Management Company of the Securities Registration, Clearing and Settlement Systems (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores -"IBERCLEAR"-*), by the Company itself, upon verification of the share ownership, or by IBERCLEAR. The card issued will be valid for the Meeting on either call. In its absence this card may only be replaced by the corresponding legitimization certificate evidencing fulfilment of the attendance requirements or by any other means admitted by law.

## ATTENDANCE TO THE GENERAL MEETING

Shareholders can physically attend the General Meeting or attend by electronic means.

### 1. Attendance in person.

Shareholders (or their representatives) with attendance rights can physically

attend the General Meeting at the registered address located at calle Salvador de Madariaga 1, 28027 Madrid.

Attendance Cards will be checked one hour before the holding of the General Meeting. Attendees may be asked to show the Attendance Card, their National Identity Document or any other official documents generally approved at the entrance of the venue where the General Meeting is held to prove the shareholders' identity or whoever duly represents them.

## 2. Attendance by electronic means.

Shareholders (or their representatives) with attendance rights can attend by electronic means to the General Meeting as follows:

### 2.1. Attendance process.

In order to attend the General Meeting by electronic means, shareholders or their proxies must register from the date of the call notice of the General Meeting and no later than 1 June 2026 by 11:00 a.m. If the person attending by electronic means is a proxy holder acting by virtue of such proxy, the shareholder who granted the proxy must have informed the proxy holder and must also have sent the documentation concerning such proxy to the Company by 11:00 a.m. on 1 June 2026, in the manner and in accordance with the rest of the terms indicated as regarding the *Grant of proxies using means of remote communication*.

Since electronic attendance must have the appropriate safeguards in place to guarantee the authenticity and identity of the attendee, shareholders (or proxies) wishing to attend in this manner must register on the corporate website ([www.amadeus.com](http://www.amadeus.com)) and must evidence their identity using one of the following means:

- i. Electronic national identity card.
- ii. A qualified or advanced electronic signature, based on a qualified, valid electronic user certificate in force in accordance with Law 6/2020, of November 11, regulating certain aspects of Trusted Electronic Services and issued by the Spanish Public Certification Authority (CERES), attached to the Fábrica Nacional de Moneda y Timbre.

Shareholders (or proxies) who have registered to attend the General Meeting electronically will need to log on to the corporate website ([www.amadeus.com](http://www.amadeus.com)) on the day on which the General Meeting is held, i.e. 2 June 2026 or, as the case may be, 3 June 2026, depending on whether it is held on first or second call, respectively, between 9:45 a.m. and 10:45 a.m., and identify themselves as indicated in the application's instructions.

Once the shareholder (or their proxy) has duly registered and accessed the corporate website, they may attend, participate and vote at the General

Meeting using remote communication means in real time.

Only shareholders (or their proxies) who have logged on before 10:45 a.m. on the day on which the Meeting is held will be counted as attendees for quorum purposes. Registration of attendees outside this timeframe will not be permitted. The Company reserves the right to ask the shareholders or their proxies for such additional means of identification as it may consider necessary to verify their status as shareholders or proxies and to guarantee their authenticity.

## 2.2. **Speeches and proposed resolutions or requests for information.**

In accordance with the provisions of the Spanish Capital Companies Act, any speech and proposed resolutions or requests for information or clarification which, in accordance with such Act, are intended to be made by those attending by electronic means, must be sent to the Company, in writing and in all cases, in the manner and under the terms and conditions established in the computer application on the Company's website, no later than 10:45 a.m. on 2 June 2026 or, as the case may be, on 3 June 2026, depending on whether the General Meeting is held on first or second call, respectively.

If a shareholder or their proxy wishes to have their speech recorded verbatim in the minutes of the meeting, the shareholder must expressly state such circumstance in the form made available for speeches, attaching the text of the speech.

Requests for information or clarification by shareholders or their proxies who attend electronically will be answered orally during the General Meeting or in writing within seven days after the meeting is held.

## 2.3. **Voting.**

Duly registered shareholders (or their proxies) who attend electronically may cast their vote on proposals relating to items on the agenda from such time as the Chairman declares the General Meeting validly assembled, via the computer application and according to the relevant voting form and its operating rules.

With respect to proposed resolutions on matters that, by law, do not need to be included on the agenda, those attending electronically may cast their votes from such time as the proposals are read aloud for voting, using the same computer application. The procedure established in the Corporate Bylaws and the General Meeting Regulations will be followed when voting on proposed resolutions.

In any event, the process for voting electronically on all the proposals submitted to the General Meeting will end when the period for voting on the proposed resolutions concluded.

## 2.4. Departure from or exiting the General Meeting.

Shareholders or proxies who have registered to attend electronically and who wish to leave the General Meeting and have their departure recorded by the notary may do so through the computer application.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attending the General Meeting electronically where technical or security reasons so require or stipulate. In such case, the Company will announce this circumstance in the proper manner and sufficiently in advance by such means as it may see fit, informing about any alternative mechanism that may be set up and, in any event, about the other remote communication means available to the shareholders for voting in person or by proxy. The Company will not be liable to third parties for any decisions, beyond the control of the Company, that may prevent the use of the electronic attendance application.

For the appropriate purposes, electronic attendance by the shareholder or their proxy will be equivalent to physical attendance at the General Meeting.

Notwithstanding his/her physical presence on the day of the General Meeting, the notary who has been asked to attend the General Meeting and to draw up the minutes may use remote communication means in real time that adequately ensure fulfilment of the notary's duties.

Notwithstanding the recording and public broadcasting of the General Meeting, shareholders or their representatives who attend the General Meeting remotely by electronic means can follow the General Meeting in real time through the Company's website.

## REPRESENTATION USING REMOTE COMMUNICATION MEANS PRIOR TO THE GENERAL MEETING

In accordance with the Corporate Bylaws and the General Meeting Regulations, and with what has been resolved by the Board of Directors, the right of representation must have been exercised prior to the General Meeting and must have been done in line with any of the following means of remote communication:

- **By post**

Shareholders may grant proxies by post, by sending them to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the attendance card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal entities that grant a proxy to another shareholder using this means must enclose a notarial certificate of the powers of attorney of the proxy holder signing the attendance card or evidence their powers of attorney by any other means admitted by law.

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- **By electronic means**

Natural persons may grant proxies as provided for on the Company's corporate website – [www.amadeus.com/ Investors/ Corporate Governance/ Annual General Meeting-](http://www.amadeus.com/Investors/Corporate%20Governance/Annual%20General%20Meeting), following the instructions given to that effect, by using an electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- **Common provisions for remote communication means**

Proxies are always revocable. As a general rule, the last action performed by the shareholder prior to the holding of the Meeting shall be considered as valid. In any case, attendance at the General Meeting of the person represented shall revoke the proxy.

In order to be considered as valid, a proxy granted by post or by electronic means must be received by the IR Department, as resolved by the Company's Board of Directors, by 11:00 a.m. on 1 June 2026. Those received after this deadline shall be considered as not granted.

The documents recording proxies for the General Meeting shall contain, at least, the following details:

- a. Date of the General Meeting and the Agenda.
- b. Identity of the person represented and of the proxy holder. If not specified, the proxy shall be understood as granted in favor of the Chairman of the Board of Directors, or the CEO or the Secretary of the Board of Directors. In case of conflict of interest, the proxy shall be deemed granted to the person who does not incur in such conflict.
- c. Number of shares owned by the shareholder granting the proxy.
- d. Instructions on the direction of the vote of the shareholder granting the proxy, for each one of the items on the agenda. Notwithstanding the above, if the proxy has been validly granted in accordance with the applicable legal provisions and pursuant to the Regulations of the General Meeting, but there are no voting instructions or doubts arise concerning the recipient or scope of the proxy, it shall be understood, unless otherwise expressly indicated by the shareholder, that (i) the proxy is granted in accordance with letter b) above; (ii) it refers to all the items on the Agenda included in the call notice for the General Meeting; (iii) the shareholder wishes to vote in favor of all the proposals put forward by the Board of Directors regarding the items on the Agenda included in the call notice; and (iv) regarding resolutions on any items not on the Agenda included in the call notice, it shall be understood that authorization is given for such items to be discussed at the General Meeting, provided that this is admissible by law, and that the proxy will vote as they deem most favorable in the interest of their principal.

For the proxy to be valid, the proxy holder shall accept the proxy by attending the General Meeting, unless it expressly states its intention otherwise at the Meeting itself, in which case the proxy shall be considered as revoked.

The Chairman of the General Meeting is authorised to establish the validity of the proxies granted and the fulfilment of the requirements to attend the Meeting, and he may delegate this function to the Secretary. This without prejudice to the fact that the validity of a proxy granted by remote communication means is subject to verification of the details provided by the shareholder against the Register of Shareholders, in accordance with the information provided by IBERCLEAR. In the event of discrepancy between the number of shares notified by the shareholder granting the proxy and the said register, the latter will prevail.

A proxy granted by any remote communication means may be rendered ineffective by the shareholder's express revocation, made by the same means or by the granting shareholder electronically attending the meeting.

In the event that an application for a public proxy is made in accordance with the provisions of article 186 of the Spanish Capital Companies Act, the rules contained in the Spanish Capital Companies Act and its implementing regulations shall apply. In particular, the document evidencing the proxy shall contain, in addition to the details stated in the preceding paragraphs, the instructions on the direction of the proxy holder's vote in the case that no specific instructions are given. Furthermore, the Director obtaining the proxy may not exercise the voting rights corresponding to the shares for which the proxy is granted regarding those items of the agenda in respect of which there is a conflict of interests, unless it has received precise voting instructions from the principal for each of those items, it being considered, to that effect, that instructions exist in the case indicated in paragraph d) above, in accordance with the provisions of article 526 of the Spanish Capital Companies Act.

The power of representation is understood without prejudice to the provisions of the Act for cases of family representation and the granting of general powers of attorney.

Before being appointed, the proxy must advise the shareholder in detail as to whether a conflict of interest exists, in accordance with article 523 of the Spanish Capital Companies Act. If a conflict arises after the appointment and the shareholder conferring the proxy has not been advised of their possible existence, they must be advised immediately. In both cases, if new instructions necessary for each of the matters in respect of which the proxy is to vote on behalf of the shareholder have not been received, the proxy must refrain from casting a vote.

In accordance with article 524 of the Spanish Capital Companies Act, intermediate entities that have status as shareholders, by virtue of book entries, but which act on behalf of multiple persons may, in any event, divide votes and cast them in different directions, in compliance with differing voting instructions, if they have received them. These intermediary entities may grant proxies to each of the indirect holders, or the third parties designated by them, with no limitation on the number of proxies granted.

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It is placed on record that if the proxy is granted to the Chairman or to any member of the Board of Directors, any of them may be in conflict of interest in relation to the proposed resolutions not included on the Agenda when they refer to their revocation as Director or their accountability. Such conflict of interest may extend to the third, fifth and seventh items on the Agenda.

## REMOTE VOTING PRIOR TO THE HOLDING OF THE GENERAL MEETING

The right to vote on the proposed resolutions corresponding to the items included on the Agenda prior to the General Meeting must be exercised in accordance with any of the following means of remote communication:

- **By post**

Shareholders may cast their votes by post, by sending them to the Company's registered office at calle Salvador de Madariaga, 1, 28027 Madrid, - Departamento de Relaciones con los Inversores (IR Department) - the voting card issued by the entity in charge of the register of book entries, duly signed and completed by the shareholder. Legal entities that cast their vote by this means must enclose a notarial certificate of the powers of attorney of the proxy holder signing the attendance card or evidence their powers of attorney by any other means admitted by law.

- **By electronic means**

Natural persons may cast their vote as provided for on the Company's corporate website – [www.amadeus.com/ Investors/ Corporate Governance/ Annual General Meeting](http://www.amadeus.com/Investors/Corporate%20Governance/Annual%20General%20Meeting) -, following the instructions given to that effect, by using an electronic signature (User Electronic Certificate issued by Fábrica Nacional de Moneda y Timbre) or electronic National Identity card.

- **Common provisions for remote communication means**

The validity of the vote cast by remote communication means is subject to verification of the details provided by the shareholder against the Register of Shareholders, in accordance with the information provided by IBERCLEAR. In the event of discrepancy between the number of shares notified by the shareholder casting their vote by remote communication means and the said register, the latter will prevail.

Votes cast by remote communications means must be received by the IR Department by 11:00 a.m. on 1 June 2026. Those received after this deadline shall be considered as not cast. Proxies granted before such vote is cast will be deemed revoked and those granted after such vote is cast will be deemed as not granted.

Votes cast by any remote communication means will be rendered ineffective by the shareholder's express revocation, made by the same means, by the shareholder having cast it attending the meeting electronically, or by the disposal of the shares by the shareholder having cast their vote, when the Company is aware of this disposal at least five (5) days before the date scheduled for the General Meeting on first call.

## TECHNICAL FAILURES

The Company reserves the right to modify, suspend, cancel or restrict the electronic systems for delegation of representation or voting due to technical or security reasons.

The Company waives any responsibility for damages that may arise for the shareholder resulting from any failure in the availability and proper operation of its corporate website and of its services and content, as well as from breakdowns, overloads, line failures, connection failures or any other event of the same or a similar nature beyond the company's will, preventing the use of electronic systems for the delegation of representation or voting.

Software applications for casting votes and for the grant of proxies by electronic means shall be operational from 4 May and shall be closed at 11:00 a.m. on 1 June 2026.

## SHAREHOLDERS ELECTRONIC FORUM

In order to facilitate communication among the Company's shareholders prior to the holding of the General Meeting, from the date of publication of this call notice a Shareholders Electronic Forum is available on the Company's corporate website, [www.amadeus.com](http://www.amadeus.com), which, with the required assurances, may be accessed both by individual shareholders and by any voluntary pools of shareholders that may be established pursuant to article 539.2 of the Spanish Capital Companies Act. The access and operation rules are available on the Company's corporate website.

The Forum does not constitute a channel of communication between AMADEUS and its shareholders, but rather it is made available exclusively for the purpose of facilitating communication between Amadeus' shareholders, on the occasion of the General Meeting.

## AVAILABLE DOCUMENTATION

From the date of publication of this call notice, shareholders are entitled to examine at the registered office of AMADEUS, located in Madrid, calle Salvador de Madariaga, 1, 28027 Madrid and to obtain the delivery or remittance at no cost of a copy, the following documents:

- The stand-alone annual accounts and consolidated annual accounts for the financial year closed as of 31 December 2025 and the respective audit reports;
- The Directors' Report of the Company and its Group of companies (including Non-Financial Information Statement and sustainability information, Annual Report on Corporate Governance and Directors' Remuneration Report);
- 2025 Non-Financial Information Statement and sustainability information;
- Directors' Remuneration Report 2025 (Agenda Item Three);
- Professional profile (with identity, professional profile and category) of the Directors whose re-election is proposed (Agenda Item Seventh);
- Proposals and explanatory reports from the Board of Directors on the competence, experience and merits of the proposed Directors and, if applicable,

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- from the Nominations and Remuneration Committee (Agenda Item Seventh);
- Explanatory reports from the Board of Directors on items Sixth (reduction in share capital through the redemption of shares), Ninth (issuance of bonds, debentures and other fixed-income securities, and hybrid instruments, and pre-emptive subscription right exclusion), and Tenth (share capital increase and pre-emptive subscription right exclusion);
- Call notice for the General Meeting and the proposed resolutions that the Board of Directors submits for approval to the General Meeting, including the full text of the amendment proposed for article 5 of the Bylaws and, if applicable, the supplement to the call notice and the proposed resolutions submitted by the shareholders with the attached documentation, if any;
- Total number of shares and voting rights on the date of the call notice;
- Standard form or attendance card, proxy or vote;
- 2025 Global Report;
- Rules for representation and remote voting by electronic means at the General Meeting;
- Rules for access and operation of the Electronic Forum for shareholders.

The information will be provided in writing, after verifying identity and shareholder status, until the day of the Meeting.

All documents and information related to the General Meeting will be available on the Company's corporate website ([www.amadeus.com](http://www.amadeus.com)) from the date of publication of this call notice until the date of the General Meeting, as per article 518 of the Spanish Capital Companies Act.

In accordance with the Good Governance Code of Listed Companies, the following documents are available on the Company's corporate website ([www.amadeus.com](http://www.amadeus.com)):

- Annual report of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors.
- Annual report of the Nominations and Remuneration Committee of the Board of Directors.
- Annual report of the Audit Committee of the Board of Directors concerning the independence of the external auditors.

## NOTARIAL INTERVENTION

In accordance with article 203 of the Spanish Capital Companies Act, the Board of Directors has resolved to request the presence of a Notary to issue official minutes of the meeting.

## DATA PROTECTION

Personal data forwarded by shareholders to the Company for the exercise of their rights of attendance, proxy and vote, participation in the Shareholders Electronic Forum or to comply with any legal obligation arising from the notification and holding of the General Meeting or those that are provided by the banking institutions and Securities Dealer and Broker Firms where the said shareholders have their shares in custody or by IBERCLEAR shall be processed in order to manage the development, fulfilment and

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control of the shareholding relationship, in accordance with the Privacy Statement.

Please note that all or part of the General Meeting may be recorded and may be made available to the public on the Company's corporate website ([www.amadeus.com](http://www.amadeus.com)). By entering the venue where the General Meeting is held, attendees give their consent to the capture and reproduction of their images and to the processing of their personal data using such means for the purpose described above.

Shareholders may exercise their data protection rights, in accordance with the legislation in force, by written notice sent to the Company's registered office, calle Salvador de Madariaga, 1, 28027 Madrid, - Secretaría del Consejo (Secretariat of the Board)- or to the following e-mail [dataprotection@amadeus.com](mailto:dataprotection@amadeus.com) -.

The shareholder must inform their representative of the contents of the preceding paragraphs, guaranteeing that they give their consent. As such, they must also comply with any other applicable requirements for the correct transfer of personal data to the Company, without the Company having to carry out any further action in terms of information or consent.

## RULES FOR THE HOLDING OF THE MEETING

Considering the nature of the proposals subject to discussion and resolution by the General Meeting, please note that, on first call, the presence will be required, in person or by proxy, of shareholders owning at least 50% of the subscribed voting capital, and on second call the attendance of 25% of said capital will suffice. This notwithstanding that those resolutions regarding the amendment of the Bylaws, the share capital increase, granting the authorisation to exclude the pre-emptive subscription right or the issue of bonds or obligations to be validly adopted on second call where a quorum of at least 50% of the subscribed voting capital has not been reached, the favourable vote of two thirds of the capital present or represented at the Meeting shall be required.

Shareholders are hereby notified that the General Meeting is expected to take place on **SECOND CALL**, on 3 June 2026, at 11:00 a.m., **with physical attendance and simultaneous attendance by electronic means**, at the registered address located at calle Salvador de Madariaga 1, 28027 Madrid.

In Madrid, on 16 April 2026

The Secretary of the Board of Directors  
Jacinto Esclapés Díaz

## PROPOSAL OF THE RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY GENERAL SHAREHOLDERS MEETING OF 2 JUNE 2026 OR 3 JUNE 2026, ON FIRST AND SECOND CALL, RESPECTIVELY, FOR APPROVAL, AS SET OUT IN THE AGENDA

1. Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity during the period, cash flow statement and annual report – and Directors' Report of the Company, consolidated Annual Accounts and consolidated Directors' Report of its Group of companies, for the financial year ended 31 December 2025.

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognized in equity, and the annual report) (iii) the Directors' Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2025, as issued by the Company's Board of Directors in its meeting held on 26 February 2026.

2. Examination and approval, if applicable, of the Non-Financial Information Statement and sustainability information related to the financial year ended 31 December 2025, which forms part of the consolidated Directors' Report.

Approval of the consolidated Non-Financial Information Statement and sustainability information related to the financial year ended as of 31 December 2025, which forms part of the consolidated Directors' Report, as per Act 11/2018, of December 28, by which the Commercial Code, the Spanish Capital Companies Act and the Audit Law, in relation to non-financial information and diversity, are amended.

3. Directors' Remuneration Report 2025, for an advisory vote, pursuant to article 541.4 of the Spanish Capital Companies Act, which forms part of the stand-alone and consolidated Directors' Report.

It is proposed to the General Shareholders Meeting to cast an advisory vote, in accordance with article 541.4 of the Spanish Capital Companies Act, on the Annual Report on Directors' Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, which is also available on the corporate website of the Company, [www.amadeus.com](http://www.amadeus.com) and which is included in the stand-alone and consolidated Directors' Report.

4. Approval, if applicable, of the proposal on the appropriation of 2025 results and other Company reserves.

Approval of the allocation of the Company's results corresponding to the financial year ended as of 31 December 2025, as per the proposal approved by the Board of Directors in the meeting held on 26 February 2026.

As a result of the foregoing, the profits obtained by the Company for the year ended as of 31 December 2025, amounting to 1,266,532,836.82 euros, are distributed as follows:

- the distribution of a final gross dividend of EUR 1.54 euros per share with the right to take part in the said distribution on the payment date, of which an interim dividend of EUR 0.53 per share was paid in full on January 16, 2026, being therefore still pending of payment a complementary dividend of 1.01 euros per share.
- "Retained earnings".

Based on the above, the proposed appropriation of results and other reserves is as follows:

	Euros
<b>Amount for appropriation:</b>	
Net profit for the year	1,266,532,836.82
<b>Appropriation to:</b>	
Retained earnings	601,913,040.98
Dividends	664,619,795.84
	1,266,532,836.82

In addition, it is proposed that special reserves be reclassified to retained earnings, as follows:

	Euros
<b>Amount for appropriation:</b>	
Special reserves	138,823,053.30
<b>Appropriation to:</b>	
Retained earnings	138,823,053.30

The payment of the dividend will be effective on July 3, 2026, through the member entities of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.*, (IBERCLEAR), with Banco Bilbao Vizcaya Argentaria acting as paying agent.

5. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2025.

To approve the management carried out by the Board of Directors of the

Company during the financial year ended as of 31 December 2025.

6. Approval of a reduction in share capital through the redemption of 18,927,909 treasury shares acquired under a Share Buyback Programme. Amendment to article 5 (share capital) of the Bylaws. Delegation of powers to the Board of Directors, including the authority to delegate further, such as requesting delisting and cancelling book entries for the redeemed shares.

**A. Reduction in share capital by redeeming own shares acquired under a share buyback and redemption programme.**

To reduce the share capital of the Company by 189,279.09 euros, by redeeming 18,927,909 shares currently held as treasury stock, each with a nominal value of 0.01 euros, acquired for redemption under a Share Buyback Programme approved by the Board of Directors at its meeting of 27 February 2025, pursuant to the authorisation granted by the Ordinary General Shareholders' Meeting held on 23 June 2022 under item Tenth of the Agenda, within the limits set out in articles 146 et seq. and 509 of the Spanish Capital Companies Act, and pursuant to Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016.

Consequently, the figure of the capital reduction (the "Capital Reduction") will be 189,279.09 euros, by redeeming 18,927,909 own shares, each with a nominal value of 0.01 euros, representing 4.2015% of the share capital at the time of adoption of this resolution.

**B. Procedure for the reduction and reserves against which it is carried out**

The Capital Reduction does not entail a return of contributions to the shareholders because the Company itself owns the shares being redeemed, and it is carried out against unrestricted reserves, by recording a reserve for redeemed capital in an amount equal to the nominal value of the redeemed shares, which will only be available with the same requirements as those required for the capital reduction, in accordance with article 335.c) of the Spanish Capital Companies Act.

Consequently, in accordance with the above-mentioned provision, the creditors of the Company do not have the objection right referred to in article 334 of the Spanish Capital Companies Act in relation to the Capital Reduction.

**C. New wording of article 5 of the bylaws**

Accordingly, article 5 of the bylaws is amended to henceforth read as follows:

**"ARTICLE 5.- SHARE CAPITAL**

*The share capital is set at the figure of FOUR MILLION THREE HUNDRED FIFTEEN THOUSAND SEVEN HUNDRED AND TWELVE EURO WITH NINETY-SIX CENTS OF EURO (€4,315,712.96) and is fully subscribed and paid in.*

*The share capital shall consist of FOUR HUNDRED THIRTY-ONE MILLION FIVE*

*HUNDRED SEVENTY-ONE THOUSAND TWO HUNDRED AND NINETY-SIX (431,571,296) shares with a nominal value of 0.01 euros each, which belong to the same class.”*

## **D. Delegation of powers**

To delegate to the Board of Directors, with express powers to delegate, the necessary powers to proceed to implement this resolution, with authority to determine those points which have not been expressly established in, or are a consequence of, this resolution. In particular, and merely for illustration purposes, the following powers are delegated to the Board of Directors, with express powers to delegate:

(a) To perform the steps and acts that are necessary and to submit the documents that are necessary to the relevant bodies so that, once the shares of the Company have been redeemed and the deed of capital reduction relating to the Capital Reduction has been executed and registered at the Commercial Registry, the redeemed shares are delisted from the stock exchanges, through the Spanish electronic trading system (“Continuous Market”), and the related book entries are cancelled.

(b) To perform such steps as may be necessary or appropriate to execute and formalize the Capital Reduction vis-à-vis any public or private, Spanish or foreign, entities or bodies, including those of declaration, supplement or rectification of defects or omissions that may prevent or hinder the full effect of the above resolutions.

The Board of Directors is expressly authorised (pursuant to Article 249 bis of the Spanish Capital Companies Act) so that it may sub-delegate in favour of any of its members (including the non-director Secretary and Vice Secretary) all the delegable powers referred to in this resolution, and/or grant powers of attorney to any members of the Executive Management Committee (including the Head of Treasury and Corporate Finance) in connection with the content of this resolution.

## **7. Re-election of Directors. The following proposals will be subject to separate votes:**

In accordance with article 35 of the Bylaws:

### **7.1. Re-election of Mr. William Connelly, as independent Director, for a term of one year.**

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. William Connelly, whose personal data is recorded in the Commercial Registry.

7.2. [Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, as executive Director for an additional one-year term, Mr. Luis Maroto Camino, whose personal data is recorded in the Commercial Registry.

7.3. [Re-election of Mrs. Pilar García Ceballos-Zúñiga, as independent Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mrs. Pilar García Ceballos-Zúñiga, whose personal data is recorded in the Commercial Registry.

7.4. [Re-election of Mr. Stephan Gemkow, as independent Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Stephan Gemkow, whose personal data is recorded in the Commercial Registry.

7.5. [Re-election of Mr. Peter Kürpick, as independent Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Peter Kürpick, whose personal data is recorded in the Commercial Registry.

7.6. [Re-election of Mrs. Xiaoqun Clever-Steg, as independent Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mrs. Xiaoqun Clever-Steg, whose personal data is recorded in the Commercial Registry.

7.7. [Re-election of Mrs. Amanda Mesler, as independent Director, for a term of one year.](#)

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mrs. Amanda Mesler, whose personal data is recorded in the Commercial Registry.

- 7.8. Re-election of Mrs. Jana Eggers, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mrs. Jana Eggers, whose personal data is recorded in the Commercial Registry.

- 7.9. Re-election of Mrs. Eriikka Söderström, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mrs. Eriikka Söderström, whose personal data is recorded in the Commercial Registry.

- 7.10. Re-election of Mr. David Vegara Figueras, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. David Vegara Figueras, whose personal data is recorded in the Commercial Registry.

- 7.11. Re-election of Mr. Frits Dirk van Paasschen, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Frits Dirk van Paasschen, whose personal data is recorded in the Commercial Registry.

8. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.

To authorize the Board of Directors of the Company to carry out derivative purchases of the Company's shares, both directly by the Company itself and indirectly by its subsidiaries, in the following terms:

- (a) Type of acquisition: the purchase can be made as a sale and purchase, exchange (*permuta*), payment in kind (*dación en pago*) or by any other means permitted by law, on one or more occasions.
- (b) Maximum number of shares: the nominal value of the number of shares to be acquired, aggregated with those already belonging to the Company and to

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any company of the Group, cannot exceed ten per cent (10%) of the share capital.

- (c) Minimum and maximum price: the minimum acquisition price of the shares will be equivalent to 90% of closing price of the share in the Madrid Stock Market on the date immediately preceding the date of acquisition, and the maximum acquisition price will be equivalent to 110% of the closing price of the share in the Madrid Stock Market on the same date.
- (d) Authorization term: will remain in force during a period of five years from the date of this resolution.

Likewise, and for the purposes contemplated in the second paragraph of letter a) of article 146.1 of the Spanish Capital Companies Act (Ley de Sociedades de Capital), it is hereby agreed to grant an express authorization for the purchase of the shares of the Company by any of its subsidiaries in the same terms resulting from this resolution.

It is expressly stated that the shares acquired as a result of this authorization may be used to (i) their amortization through a reduction of share capital; (ii) comply with obligations that are inherent to debt financial instruments convertible into shares; or (iii) use them for the remuneration schemes referred to in the third paragraph of letter a) of number 1 of article 146 of the Capital Companies Law or, for the coverage or fulfillment of any remuneration plan based on shares or linked to the share capital. Additionally, the shares acquired under this authorization may be used for those other purposes that may be decided at any time by the Board of Directors in view of the social or corporate interest, including, where appropriate, for their disposal or for their use as consideration to satisfy payment obligations resulting from direct or indirect, total or partial, transactions for the acquisition of companies or assets, for all of which, the Board of Directors may also decide the way and the procedure or process for the execution of transactions relating to treasury shares.

Likewise, the Board of Directors is hereby authorised, pursuant to the provisions of article 249 bis I) of the Spanish Capital Companies Act, to sub-delegate to any of its members (including the Secretary and Vice Secretary non-Directors) and/or to any of the Executive Committee members (including the Head of Treasury & Corporate Finance) the powers delegated to it and referred to in this resolution.

This authorisation leaves without effect the authorization to acquire treasury shares, granted to the Board of Directors by the General Shareholders' Meeting held on 23 June 2022, for the remaining shares not acquired under such authorization.

9. [Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, and hybrid instruments, including preference shares, in all cases, simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the pre-emptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies,](#)

leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.

It is resolved to delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in particular pursuant to the provisions of articles 406, 414, 417 and 511 of the Spanish Capital Companies Act, of article 319 of the Commercial Registry Regulations and of article 14 of the Bylaws, as well as by the analogous application of article 297.1.b) of the Spanish Capital Companies Act, the power to issue negotiable securities in accordance with the following terms:

A) Securities included in the issue

The negotiable securities referred to in this delegation may be debentures, bonds, promissory notes or any other fixed income securities or similar debt instrument, or hybrid instruments (including, among others, preferred securities) both simple and exchangeable for Company's shares, or shares in any other company, whether or not belonging to its group of companies, and/or convertible into shares of the Company and/or that allocate to their holder a share in the corporate earnings. This delegation may also be used for the issuance of warrants and other analogous securities that may directly or indirectly grant the right to subscribe or acquire shares, whether newly issued or existing, which may be settled by means of physical delivery or by means of offset.

B) Delegation term

The issuance of the securities subject to this delegation may be carried out on one or several occasions from the date of adoption of this resolution and during the course of five years from the date of this resolution.

C) Maximum amount of the delegation

The total maximum nominal (aggregate) amount of the issue or issues of securities agreed to pursuant to this delegation will be SEVEN THOUSAND FIVE HUNDRED MILLION EUROS (7,500,000,000 Euros) or its equivalent in another currency. This maximum total (aggregate) nominal amount will be deemed to be the total maximum limit that the sum of the nominal value of the issue or issues of securities, outstanding and in circulation from time to time, may reach pursuant to this delegation. Likewise, in the case of the warrants, to the effects of calculating the above-mentioned limit, it shall be taken into account the sum of premiums and exercise price of the warrants of each issue that is approved pursuant to this delegation. In the case of promissory notes, for the purposes of the above-mentioned limit, the outstanding balance of those issued pursuant to this delegation shall be considered.

## D) Scope of the delegation

The delegation to issue securities referred to in this resolution will extend, as broadly as may be required by Law, to the determination of the different aspects and conditions of each issue: nominal value, type of issue, redemption price, in the case of warrants, premiums and exercise price, currency of the issue, interest rate, repayment (including whether they are repayable or not, and as the case may be, the possibility of repayment by the issuer in this case, including the time periods and grounds for repayment (in whole or in part), whether they are perpetual debt or mature on a specific date and, in this last case, the due date), anti-dilution mechanisms, subordination clauses, collateral of the issue, place of issue, listing on markets or not, organized or not, domestic or foreign, applicable legislation to the issuance, whether domestic or foreign, and, in general, any other condition of the issue. Likewise, the Board of Directors is delegated, where applicable, the power to appoint the trustee or any person or entity representing the holders of the securities, and to approve the fundamental rules that must govern the legal relationship between the Company and any syndicate or any other collective organization mechanism of holders of the securities that may be issued and that may, where appropriate exist, as well as to carry out any procedures that may be necessary -including those required under domestic or foreign securities market regulations that may apply-, for the execution of the specific issues resolved under the authority granted by this delegation.

Accordingly, it is resolved to delegate authority to the Board of Directors, in the event of the subsequent application for exclusion from trading of the securities issued by the Company pursuant to this authorization, to perform all such formalities or steps as may be appropriate, safeguarding the interest of any shareholders or debenture holders who opposed or did not vote for the resolution on the terms provided for in the legislation in force.

This delegation of authority also includes the conferral on the Board of Directors of the power, in each case, to decide on the conditions for redemption of the securities issued under this authorization, being able to use, to the extent applicable, the means of redemption referred to in article 430 of the Spanish Capital Companies Act or any others that may be applicable. The Board of Directors is also authorized, where it sees fit, subject to obtaining the necessary official authorizations and, as the case may be, the approval from the assemblies of the corresponding syndicates or bodies representing the holders of the securities, to modify the conditions of the issued securities, including their respective terms as well as the rate of any interest that may be accrued on the securities in each of the issues made under the scope of this authorization.

## E) Bases and types of conversion and/or exchange

For the case of the issue of convertible and/or exchangeable debentures or bonds, and to the effects of determining the bases and types of the conversion and/or exchange, it is resolved to lay down the following criteria:

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- (a) the conversion and/or exchange ratio may be fixed (determined or determinable) or variable, depending – in the latter case – on the date(s) or period(s) taken as a reference. For this purpose, fixed income securities will always be valued at their nominal amount while shares will be valued at the exchange rate determined by the Board of Directors at the time of issuance or at the exchange ratio to be determined, at a later time in accordance with the criteria set out in the agreement itself. In any case, if a fixed conversion/exchange ratio is chosen, the shares will be valued according to the trading value on the Stock Exchange of the Company's shares on the date(s) or period(s) that are taken as a reference in the same agreement, on the understanding that the price of the shares may not be lower than the higher of (i) the arithmetic average of the prices of closing of the shares on the market in which they are listed during the period to be determined by the Board of Directors, which may not exceed three months nor be less than fifteen days, prior to the date of the holding of the Board of Directors which, making use of this delegation, approves the issuance of debentures or convertible/exchangeable bonds, and (ii) the closing price of the shares in the market in which they are listed on the day prior to the holding of the Board of Directors that, making use of this delegation, approves the issuance of debentures or convertible/exchangeable bonds. Additionally, a discount may be set on this minimum price per share, provided that it does not exceed 10%. On the contrary, in case of opting for a variable conversion/exchange ratio, the shares will be valued according to the average (whether arithmetic or weighted) of the closing price, weighted average price per session or any other reference of quotation of the shares in the market in which they are listed, during a period to be determined by the Board of Directors, which may not exceed three months nor be less than fifteen days, and which may end on the day before the start of the conversion/exchange period or the day of conversion/exchange, as decided. Additionally, a minimum and/or maximum reference price of the shares may be established for the purposes of their conversion/exchange, in the terms deemed by the Board of Directors;
- (b) under no circumstance may convertible and/or exchangeable debentures be issued for a figure lower than their nominal value. Likewise, in accordance with the provisions of article 415.2 of the Spanish Capital Companies Act, debentures may not be converted into shares when the nominal value of the former is lower than the nominal value of the latter;
- (c) at the time of the conversion and/or exchange, the share fractions that, if applicable, are to be delivered to the convertible and/or exchangeable debenture or bond holder will be rounded, by default, down to the next whole number, and each holder will receive in cash the difference that may arise in that case; and
- (d) when approving an issue of convertible and/or exchangeable debentures or bonds pursuant to the power contained in this resolution, the Board of Directors shall issue a report developing and specifying, on the bases of the above-mentioned criteria, the bases and types of the conversion to apply specifically to the said issuance.

## F) Bases and types of exercise of the warrants

In the case of issues of warrants, which by analogy will be subject to the provisions of the Spanish Capital Companies Act on convertible and/or exchangeable debentures, it is resolved to establish the following criteria to determine the bases and types of their exercise:

- (a) warrants issued pursuant to this resolution will entitle to subscribe new shares in the Company and/or buy outstanding shares of the Company, or a combination of both. In any case, the Company may reserve the right to choose, at the time of exercising the warrant, between delivering new shares, current shares or a combination of both;
- (b) the period for the exercise of the warrants shall be determined by the Board of Directors and may not exceed ten (10) years counted from the date of the issue;
- (c) the exercise price of the warrants may be fixed or variable, (determined or determinable) depending – in the latter case – on the date(s) or period (s) that are taken as reference. The price shall be determined by the Board of Directors at the time of the issuance or may be determined at a later time pursuant to the criteria established in the resolution itself. In any case, if a fixed price is chosen, the price of the share to be taken into account may not be lower than the higher of (i) the arithmetical mean of the closing prices of the Company's shares on the market in which they are listed during the period to be determined by the Board of Directors, which may not exceed three months nor be less than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants, and (ii) the closing price of the shares on the market in which they are listed of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants. Additionally, a discount may be set on this minimum price per share, provided that it does not exceed 10%. On the contrary, in case of opting for a variable exercise price, it will be established according to the average (either arithmetic or weighted) of the closing price, weighted average price per session or any other reference of quotation of the shares in the market in which they are listed, during a period to be determined by the Board of Directors, -which may not exceed three months nor be less than fifteen days- and which may end on the day before the start of the exercise period or the day of the exercise date, as decided. Additionally, a minimum and/or maximum exercise price may be established, in the terms deemed by the Board of Directors;
- (d) when warrants are issued at a simple exchange ratio or at par – namely, one share per warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not be, in any case, lower than the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than its nominal value. In the case of warrants with multiple exchange ratios – namely, other than one

share per warrant – the sum of the premium or premiums paid for all the warrants issued and their aggregate exercise price may not be, in any case, lower than the result of multiplying the number of shares underlying all the warrants issued by the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than the nominal value; and

- (e) when approving an issue of warrants pursuant to this authority, the Board of Directors shall issue a report developing and specifying, on the bases of the above-mentioned criteria, the bases and types of the exercise to apply specifically to said issuance.

G) Rights of the holders of convertible and/or exchangeable securities

During the period in which it is possible to affect the conversion and/or exchange into shares of the convertible and/or exchangeable debentures or bonds and of the warrants issued pursuant to this delegation, their holders will have all such rights as acknowledged to them by the legislation in force.

H) Capital increase

The delegation for the issuance of convertible and/or exchangeable debentures or bonds and warrants over newly subscribed shares shall include:

- (a) In the case of convertible bonds or debentures and warrants over newly issued shares, to increase the capital in the necessary amount to meet the applications for conversion or the exercise of the warrants over newly issued shares. The said power may only be exercised to the extent that the Board of Directors, adding together the capital increased to meet the issuance of convertible debentures or bonds or the exercise of warrants and other capital increases it may have agreed pursuant to authorisations granted by the General Shareholders' Meeting, does not exceed, in aggregate nominal amount, the limit of ten per cent (10%) of the Company's share capital resulting from the implementation of the capital reduction referred to under item Sixth of the Agenda of the General Shareholders Meeting, that is, up to a maximum aggregate amount of €431,571.29;
- (b) to develop and specify the bases and modes of the conversion or of exercise that are established in the preceding paragraphs and, in particular, power to determine the time of the conversion or of exercise of the warrants, which may be limited to a predetermined period, the title to the right of conversion or of exercise, which may be attributed to the Company or to the debenture holders or to the warrant holders, the way of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of both techniques, which may be left to choice for the time of the execution or even establishing the necessarily convertible nature of the debentures subject to the issue) and, generally, such terms and conditions as may be necessary or appropriate for the issue or exchange.

For the purposes of the foregoing limit, any share capital increases that may have been implemented and approved by the Board of Directors under authorisations granted by the General Shareholders' Meeting shall also be taken into account.

I) Exclusion of the pre-emptive subscription right in convertible and/or exchangeable securities

The Board of Directors, when issuing convertible and/or exchangeable debentures or bonds or warrants over newly subscribed shares pursuant to this delegation, shall be also authorised to exclude the pre-emptive subscription right of the shareholders when required by the corporate interest, pursuant to the provisions of article 511 of the Spanish Capital Companies Act. In any event, if the Board of Directors decided to exclude the pre-emptive subscription right in relation to a specific issuance of convertible debentures or bonds or of warrants over newly subscribed shares, it will issue, when approving this matter, a justification report in accordance with the provisions of the Spanish Capital Companies Act.

Likewise, and to the extent it is legally admissible at the time when it is intended to carry out a specific issue of convertible bonds or debentures or warrants over newly issued shares with exclusion of the pre-emptive subscription right, the Company's administration body may agree that priority is given in the allocation of convertible bonds or debentures or warrants over shares, with a preferential nature over any other investors, to those shareholders stating their irrevocable intention of subscribing convertible bonds or debentures or warrants in the said issuance pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares may be compatible with the participation of the Company's shareholders in it.

J) Collateral for issues of fixed-income securities

The Board of Directors is likewise authorised to the granting of guarantees, on the Company's behalf and within the above-mentioned limits, over issues of bonds, debentures and other fixed-income securities (including hybrid instruments) simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities made by companies belonging to the Company's group of companies.

K) Listing of issued securities

The Company may apply for the listing of the debentures, bonds, warrants, preferred securities and other securities to be issued by the Company pursuant to this delegation, vis-à-vis the relevant bodies of regulatory markets, organized or not, domestic or foreign to be issued by the Company pursuant to this delegation, authorising the Board of Directors to carry out the necessary arrangements and actions.

L) Sub-delegation power

The Board of Directors is authorised, pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act, so that it may sub-delegate to any of its members (including the non-director Secretary and Vice Secretary non-Directors) all delegable powers referred to in this resolution, and/or grant powers of attorney to any members of the Executive Committee members (including the Head of Treasury and Corporate Finance) in connection with the content of this resolution.

M) Revocation

This authorisation revokes, replaces and leaves without effect, in the amount not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting of the Company held on 23 June 2022.

10. Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude pre-emptive subscription rights, pursuant to articles 297.1.b) and 506 of the Spanish Capital Companies Act, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 23, 2022.

It is resolved to delegate to the Board of Directors, pursuant to the provisions of article 297.1.b) of the Spanish Capital Companies Act, the power to increase the share capital in accordance with the following terms:

A) Capital increases and term of validity of the delegation

The delegation may be exercised by the Board of Directors once for the full amount or by way or several partial and successive increases, at any time, within the period of five years counted from the date of adoption of the resolution.

B) Amount of the delegation

The maximum nominal amount by which the share capital may be increased pursuant to this delegation shall be of:

- a) up to a maximum aggregate amount of fifty percent (50%) of the Company's share capital resulting from the implementation of the capital reduction referred to under item Sixth of the Agenda of the General Meeting, that is, up to a maximum aggregate amount of €2,157,856.48; and/or
- b) up to a maximum aggregate amount of ten percent (10%) of the Company's share capital resulting from the implementation of the capital reduction referred to under item Sixth of the Agenda of the General Meeting, that is, up to a maximum aggregate amount of €431,571.29, in relation to the capital increase or those capital increases in which the Board of Directors resolves to exclude pre-emptive subscription right..

For the purposes of the foregoing limits, any share capital increases that may be implemented to satisfy the conversion of convertible bonds or debentures, or the exercise of warrants whose issuance may have been resolved by the Board of Directors under authorisations granted by the General Shareholders' Meeting, shall also be taken into account.

C) Rights of the new shares, type of issue/s and consideration for the increase/s

The new shares issued pursuant to the capital increase or increases that are agreed under this delegation will be ordinary shares, with equal rights to the existing ones, which will be issued at their nominal value or with the share premium that, if applicable, may be determined. The consideration for the new shares to be issued will necessarily consist of cash contributions.

D) Scope of the delegation

The delegation shall include the establishment of all the terms and conditions of the capital increase and it will include, in particular, the power (i) to freely offer the new shares not subscribed in the preferential subscription period or periods, (ii) to establish, in the event of incomplete subscription, that the capital increase remains without effect or that the capital be increased only by the amount of the subscriptions made, and (iii) to redraft the article of the corporate bylaws regarding the share capital.

The Board of Directors may appoint from among its members and/or from any of the Executive Committee members, the person or persons that will execute any of the resolutions it adopts in the use of the powers granted by the General Meeting, and in particular in relation to closing of the capital increase.

E) Attribution of the power to exclude the pre-emptive subscription rights

This delegation will include, in accordance with the provisions of articles 308 and 506 of the Spanish Capital Companies Act, the power to totally or partially exclude the shareholders' pre-emptive subscription right, when required in the corporate interest.

In the event that the Board of Directors decided to make use of the possibility of excluding the pre-emptive subscription rights in relation to a specific capital increase, using the power granted by the General Shareholders' Meeting, it will issue, when resolving on the increase, a report explaining the specific corporate interest reasons justifying the decision to exclude the rights, as well as the issue price of the shares, which can be subject of requesting an independent expert report referred to in articles 308.2 and 506.3 of the Spanish Capital Companies Act. The Board of Directors' report shall be made available to the shareholders and notified at the first General Shareholders' Meeting that is held after the capital increase resolution, pursuant to the provisions of the said Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out the capital increase with exclusion of the pre-emptive subscription right, the Board of Directors may agree that priority is given in the allocation of the newly issued shares to any investors and to those shareholders stating their irrevocable intention of

subscribing shares in the increase pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders thereto.

F) Listing of the issued shares

The Company will apply for the official listing of the shares effectively issued pursuant to this delegation, delegating to the Board of Directors the authority to carry out such arrangements and actions vis-à-vis the relevant organisations as may be necessary to achieve the listing.

G) Sub-delegation power

The Board of Directors is authorised, pursuant to the provisions of article 249 bis l) of the Spanish Capital Companies Act, so that it may sub-delegate to any of its members (including the non-director Secretary and Vice Secretary) all delegable powers of attorney to any members of the Executive Committee members (including the Head of Treasury and Corporate Finance) in connection with the content of this resolution.

H) Revocation

This authorisation revokes, replaces and leaves without effect, to the extent not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting held on 23 June 2022.

11. [Delegation of powers to the Board of Directors, with power of substitution, for the fullest formalization, interpretation, remedy and implementation of the resolutions adopted by the General Meeting.](#)

Without prejudice to the powers given by the Law and by the Bylaws of the Company, it is agreed to delegate, as broadly as in law is required, to any Director, or to the Secretary and the Vice Secretary, acting individually, the implementation of each and every one of the resolutions adopted at this General Shareholders Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to achieve their filing with the Commercial Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are empowered to carry out, acting individually or jointly, the deposit of the accounts of the Company and of its consolidated group for the financial year closed on 31 December 2025 (in accordance with article 279 of the Spanish Capital Companies Act), expressly empowering them to sign and execute any type of document, with authority to remedy, until the effective filing of the accounts with the Commercial Registry.

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The Board of Directors' Secretary and Vice Secretary are also empowered to carry out, acting individually or jointly, all necessary communications, notifications and relevant procedures before the Spanish Stock Exchange Commission (*Comisión Nacional del Mercado de Valores*) in compliance with the current legislation, the *Sociedades Rectoras* of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organizations required for the implementation of the resolutions of this General Meeting.

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