

## OTHER RELEVAT INFORMATION

In accordance with article 227 of the Spanish Law 6/2023, of 17 March, on Securities Markets and Investment Services, and its implementing regulations, eDreams ODIGEO, S.A. (the “**Company**”), hereby informs that its Board of Directors has agreed to convene the Ordinary General Shareholders’ Meeting of the Company to be held at Calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, Spain, on 21 July 2026, at 9:00 a.m. (CEST), on first call, or, if the required quorum is not met, on the following day, on 22 July 2026, at the same place and time, on second call. **It is expected that the General Shareholders’ Meeting will be held on second call, that is, on 22 July 2026.**

In addition, (i) the full text of the notice of call for the Ordinary General Shareholders’ Meeting referred to, which has been published today in the newspaper “El Economista”, as well as (ii) the full text of the proposed resolutions, are attached hereto.

All the relevant documentation relating to the General Meeting, including the documents attached hereto, is available to the shareholders on the Company’s website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)).

Madrid, 19 June 2026  
**eDreams ODIGEO**

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**EDREAMS ODIGEO, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2026**  
**ANNOUNCEMENT OF CALL**

The Board of Directors of eDreams ODIGEO, S.A. (the “**Company**”) has resolved to call an Ordinary General Shareholders’ Meeting at c/ Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, (Spain), on 21 July 2026, at 9:00 a.m. (C.E.S.T.), on first call, or, if the required quorum is not met, on the following day, on 22 July 2026, at the same place and time, on second call. **It is expected that the General Shareholders’ Meeting will be held on second call.**

**AGENDA**

1. Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2026.
2. Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2026.
3. Approval of the consolidated non-financial information included in the Integrated Annual Report corresponding to the financial year ended 31 March 2026.
4. Approval of the proposed application of results for the financial year ended 31 March 2026.
5. Approval of the Board of Directors’ management and actions during the financial year ended 31 March 2026.
6. Approval of the appointment of Ernst & Young, S.L. as auditors
7. Share capital reductions
  - 7.1. Approval of a share capital reduction through the redemption of 3,000,000 own shares, and subsequent amendment to article 5 of the Bylaws of the Company.
  - 7.2. Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59% of the share capital as of the date of this resolution proposal, through the redemption of a maximum of 3,000,000 Company’s own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital

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reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed.

- 7.3.** Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59% of the share capital as of the date of this resolution proposal, through the redemption of a maximum of 3,000,000 Company's own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed.
- 7.4.** Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59% of the share capital as of the date of this resolution proposal, through the redemption of a maximum of 3,000,000 Company's own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed
- 8.** Approval of a new Director Remuneration Policy.
- 9.** Approval of an additional maximum number of shares of the Company to be allocated to the Chief Executive Office under the Company's Long-Term Incentive Plan 2022.
- 10.** Delegation of powers to formalize, notarize and implement the resolutions adopted.
- 11.** Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2026.

During the General Shareholders' Meeting, information will be provided on the degree of compliance with the corporate governance recommendations issued by the Spanish National Securities Market Commission (CNMV).

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## **RIGHT TO ATTEND IN PERSON, APPOINT A PROXY AND VOTE REMOTELY**

Shareholders holding at least 1,000 shares that are registered in their name in the corresponding book-entry register five days prior to the date of the General Shareholders' Meeting (i.e. no later than 17 July 2026 if, as planned, the General Shareholders' Meeting is held on second call), may attend the General Shareholders' Meeting. In order to attend the General Shareholders' Meeting, the shareholder must present the corresponding attendance card, the certificate issued by the entity responsible for the book-entry register, as applicable, or the document that, in accordance with the law, certifies that they are a shareholder. In addition, shareholders who hold less than 1,000 shares may appoint as proxy one of them to attend on their behalf if jointly they hold the required number of shares.

All shareholders having the right to attend may grant a proxy to another person, even if not a shareholder of the Company or may cast their vote via postal delivery of the duly completed attendance, proxy and remote voting card to the Company's registered address (Calle López de Hoyos, 35, 28002 Madrid, Spain) or by sending an email to the address [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com). The shareholder shall be required to hold the corresponding certificate issued by the entity responsible for the book-entry register, as applicable, or the document that proves they are a shareholder according to law.

Proxies are always revocable and the personal attendance of the proxy-granter at the General Shareholders' Meeting shall in all cases have the effect of revoking the proxy. The shareholder's vote shall prevail over the proxy and, therefore, previously issued proxies shall be deemed revoked and those granted subsequently shall be understood not to be made. Attendance to the General Shareholders' Meeting by the shareholder supersedes any previous vote or the proxy.

Proxies and remote votes issued via postal or email communication must be received by the Company no later than 23:59 (C.E.S.T.) on 20 July 2026.

If the proxy has been validly granted but instructions are not included therein for the exercise of the vote or doubts arise regarding the recipient or scope of the proxy, (i) the proxy shall be deemed to be granted in favour of the Chairman of the Board of Directors, (ii) the proxy shall be deemed to refer to all the items that make up the agenda for the General Shareholders' Meeting, (iii) the shareholder wishes to vote in favour of all resolutions proposed by the Board of Directors and (iv) the proxy shall be deemed to also extend to the items that may arise in addition to the agenda, with respect to which the proxy-holder shall

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abstain from voting, unless they have reasons to consider it more favorable to the interests of the proxy-granter to exercise their vote in favour of or against such proposals.

Unless expressly stated and with precise instructions to the contrary from the proxy-granter, if the proxy-holder is in a situation of conflict of interest, the proxy-granter shall be deemed to have also appointed as proxy-holders, jointly and successively, the Chairman of the Board of Directors and, if the latter is in a situation of conflict of interest, the Secretary of the Board of Directors. For the purposes of the provisions of sections 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), notice is given that the Chairman of the Board, as well as any other member of the Board of Directors, may be in a situation of conflict of interest (i) with respect to items 5 (“Approval of the Board of Directors’ management and actions during the financial year ended 31 March 2026”), 8 (“Approval of a new Director Remuneration Policy”) and 11 (“Consultative vote on the annual director remuneration report for the financial year ended 31 March 2026”) on the agenda and (ii) in the circumstances set forth in section 526.1 of the Spanish Companies Act (appointment, re-election or ratification, dismissal, removal or resignation of directors, exercise of a corporate liability action, and approval or ratification of transactions between the Company and the director in question) that may arise outside the scope of the agenda according to law.

All shareholders, regardless of the number of shares they hold, may exercise their voting rights by remote means provided that they are registered in their name in the relevant book-entry register at least five calendar days prior to the casting of the vote, via postal delivery of the duly completed attendance, proxy and remote voting card to the Company’s registered address (Calle López de Hoyos, 35, 28002 Madrid, Spain) or by sending an email to the address [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com). The shareholder shall be required to hold the corresponding certificate issued by the entity responsible for the book-entry register, as applicable, or the document that proves they are a shareholder according to law.

## **RIGHT TO INFORMATION**

As from this date, all the documentation relating to the General Shareholders’ Meeting whose publication is established by law, as well as that which it has been deemed appropriate to make available to the shareholders, may be consulted continuously at the Company’s website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)) including, among others, the following: (i) this announcement of the call to meeting; (ii) the full text of the proposed resolutions regarding all the items on the agenda of the call to meeting, together with the legally required reports; (iii) the template attendance, proxy and remote voting card; (iv) the Company’s individual annual accounts and management report for financial year ended 31 March 2026 and the relevant audit

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report; (v) the Company's consolidated annual accounts and management report for financial year ended 31 March 2026 and the relevant audit report; (vi) the Company's consolidated non-financial information report for the financial year ended 31 March 2026; (vii) the total number of shares and voting rights at the date of the call to meeting; (viii) the annual corporate governance report for financial year ended 31 March 2026; (ix) the annual director remuneration report for financial year ended 31 March 2026; (x) the rules for proving ownership and exercising rights of attendance, proxy and vote; (xi) the rules of the electronic shareholders' forum; (xii) a description of the shareholders' right to information; (xiii) the reports issued by the Board of Directors regarding the share capital reductions proposals under items 7.1, 7.2, 7.3 and 7.4 of the agenda; and (xiv) the reasoned proposal of the Board of Directors and supporting report of the Remuneration and Nomination Committee regarding the approval of the new Director Remuneration Policy under item 8 of the agenda.

Additionally, in accordance with the provisions of section 539.2 of the Spanish Companies Act and article 12 of the Regulations for the General Shareholders' Meeting, an Electronic Shareholders' Forum is made available on the Company's website as from the publication of this call to meeting and until the General Shareholders' Meeting is held. Its operating rules and the form that must be completed to participate therein are made available on the Company's website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)).

Moreover, the shareholders have the right to examine at the registered address (Calle López de Hoyos, 35, 28002 Madrid, Spain) and to request the immediate and free-of-charge delivery or shipping (which may be carried out by e-mail with confirmation of receipt if the shareholder accepts this form of delivery) of the documents that are to be submitted for approval at the General Shareholders' Meeting in the legally applicable cases and, in particular, a copy of the Company's individual and consolidated annual accounts and management reports for financial year ended 31 March 2026, together with their respective audit reports.

Pursuant to the provisions of section 527 bis of the Spanish Companies Act, after the General Shareholders' Meeting has been held and within one month from the date thereof, any shareholder, or his/her proxy, and ultimate beneficial owner may request confirmation that the votes corresponding to his/her shares have been properly recorded and tallied by the Company, unless this information is already available to them. The Company shall provide such confirmation within fifteen days of the request or, if the request is made later, of the holding of the General Shareholders' Meeting.

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Finally, until 17 July 2026 if, as expected, the General Shareholders' Meeting is held on second call (or the previous day if it is held on first call), the shareholders may request information or clarification in writing or ask written questions regarding the issues included in the agenda, regarding the publicly accessible information provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, or CNMV) since the holding of the last General Shareholders' Meeting, and, if applicable, regarding the auditor's report on the individual and consolidated annual accounts and management reports for financial year ended 31 March 2026.

Requests for information or clarification and written questions may be submitted by delivering the request to the registered address (Calle López de Hoyos, 35, 28002 Madrid, Spain); by sending them to the Company via postal correspondence to the address eDreams ODIGEO, S.A., Calle López de Hoyos, 35, 28002 Madrid (Spain); or by sending an email to the address [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com).

#### **SUPPLEMENT TO THE CALL TO MEETING; SUBMISSION OF PROPOSALS**

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the General Shareholders' Meeting, including one or more items on the agenda, provided that the new items are accompanied by a rationale or a well-founded proposal for a resolution, and they may submit well-founded proposals for resolutions regarding issues that have already been or should be included on the agenda for a General Shareholders' Meeting that has already been called. This right must be exercised by duly authenticated notice that must be received at the registered address (Calle López de Hoyos, 35, 28002 Madrid, Spain) within the five days following the publication of this call to meeting.

#### **COMMON PROVISIONS APPLICABLE TO SHAREHOLDERS' RIGHTS**

Detailed information regarding the exercise of the rights to information, attendance, proxy, vote, request for publication of a supplement to the call to meeting and submission of well-founded proposals for resolution may be obtained on the corporate website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)). Shareholders may obtain additional information by contacting the Company at [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com).

#### **OTHER SIGNIFICANT ASPECTS**

The Board of Directors has resolved to request the presence of a Notary to attend the General Shareholders' Meeting and record the minutes of the meeting.

All or part of the General Shareholders' Meeting will be recorded by the Company for purposes of internal record. Attendees consent to this recording by attending the General Shareholders' Meeting.

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## **PROTECTION OF PERSONAL DATA**

The personal data (i) that shareholders or proxies, as the case may be, provide to the Company (upon exercise or delegation of their information, attendance, proxy and voting rights), (ii) that are provided by the financial institutions and investment services companies that are depositaries or custodians of the shares held by such shareholders, as well as by the entities that are legally responsible for the book-entry registers that record securities or (iii) that are obtained from the recording of the General Shareholders' Meeting (i.e., image and voice) shall be processed by the Company as controller with the purposes of managing the shareholding relationship and the exercise of shareholders' rights at the General Shareholders' Meeting, managing and controlling the holding of the meeting and complying with its legal obligations. Processing these data is required therefor and the legal bases that legitimate such processing are based on the Company's relationship with shareholders and compliance with legal obligations.

These data shall be provided to the Notary solely in connection with the drafting of the notarial minutes of the General Shareholders' Meeting. They may be disclosed to third parties in exercise of the legal information right or may be made available to the public to the extent they are included in the documentation uploaded to the corporate website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)) or disclosed at the General Shareholders' Meeting. The Meeting may be audio-visually recorded. For security and transparency reasons, by attending the General Shareholders' Meeting each attendee authorizes the taking of pictures as well as the audio-visual recording of image and/or voice. The legal basis for processing personal data consisting in image and/or voice are, firstly, the Company's legitimate interest to record the General Shareholders' Meeting pursuant to applicable law and transparency principles and, secondly, the consent expressed by the attendee by attending the meeting.

Personal data will be retained for as long as the shareholding relationship exists and, subsequently, for a period of 6 years for the sole purpose of facing legal or contractual actions, except if any such legal or contractual actions exceptionally prescribe upon a longer period.

Data subjects will have the right of access, rectification, objection, erasure, limitation of processing and data portability or any other legal rights in relation to the data processed by the Company. Such rights may be exercised in accordance with the provisions of law, by means of a letter addressed to eDreams ODIGEO (address: Calle López de Hoyos, 35, 28002 Madrid, Spain) or an e-mail sent to [dpo@edreamsodigeo.com](mailto:dpo@edreamsodigeo.com), attaching a copy of the Spanish ID (DNI) or an equivalent identifying document. Data subjects may also file a claim with the competent authority in terms of data protection,

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which in Spain is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*) ([www.aepd.es](http://www.aepd.es)).

If the shareholder includes personal data relating to other natural persons on their attendance, proxy and remote voting card or if a proxy attends the General Shareholders' Meeting, the shareholder must inform those persons of the details set forth in the foregoing paragraphs and comply with any other requirements that may be applicable for the provision of the personal data to the Company, without the Company having to take any additional action.

In Madrid, on 15 June 2026.

Mr. Guillaume Teissonnière  
Secretary of the Board of Directors

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**EDREAMS ODIGEO, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2026**  
**PROPOSED RESOLUTIONS**

**Item one on the agenda**

**Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2026**

**Resolution:**

To approve the individual annual accounts of eDreams ODIGEO, S.A., comprising the balance sheet, the profit and loss statement, the statement of changes in total equity (statement of recorded income and expenses and statement of total changes in total equity), the cash flow statement and the notes, and the consolidated accounts of eDreams ODIGEO, S.A. with its subsidiary companies, comprising the consolidated balance sheet, the consolidated profit and loss statement, the consolidated statement of changes in total equity (statement of recorded income and expenses and statement of total changes in total equity), the consolidated cash flow statement and the consolidated notes corresponding to the financial year ended 31 March 2026, which were drawn up by the Board of Directors at its meeting held on 26 May 2026, and verified by the auditors of eDreams ODIGEO, S.A.

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## **Item two on the agenda**

### **Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2026**

#### **Resolution:**

To approve the individual management report of eDreams ODIGEO, S.A. and the consolidated management report of eDreams ODIGEO, S.A. with its subsidiary companies corresponding to the financial year ended 31 March 2026, which were drawn up by the Board of Directors at its meeting held on 26 May 2026.

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### **Item three on the agenda**

#### **Approval of the consolidated non-financial information included in the Integrated Annual Report corresponding to the financial year ended 31 March 2026**

##### **Resolution:**

To approve the consolidated non-financial information included in the Integrated Annual Report of eDreams ODIGEO, S.A. corresponding to the financial year ended 31 March 2026, which was drawn up by the Board of Directors at its meeting held on 26 May 2026.

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**Item four on the agenda**

**Approval of the proposed application of results for the financial year ended 31 March 2026**

**Resolution:**

To approve the proposed application of results for the financial year ended 31 March 2026 drawn up by the Board of Directors at its meeting held on 26 May 2026, which is set forth below:

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|                                      |                  |
|--------------------------------------|------------------|
| PROPOSED ALLOCATION                  |                  |
| Result for the period.....           | (EUR 28,458,375) |
| Legal reserve.....                   | -                |
| Previous year retained earnings..... | (EUR 28,458,375) |

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**Item five on the agenda**

**Approval of the Board of Directors' management and actions during the financial year ended 31**

**March 2026**

**Resolution:**

To approve the management and actions of the Board of Directors of eDreams ODIGEO, S.A. during the financial year ended 31 March 2026.

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## **Item six on the agenda**

### **Approval of the appointment of Ernst & Young, S.L. as auditors**

#### **Resolution:**

To approve the appointment of the auditors of the Company and its consolidation group, Ernst and Young, S.L., with its address for these purposes at Raimundo Fernández Villaverde 65 – Torre Azca, 28003, Madrid (Spain), holder of tax identification number (NIF) number B-78970506 and registered with the Official Registry of Accounting Auditors (ROAC) under the number S0530 and in the Commercial Registry of Madrid, under Volume 9,364, page 68 and sheet 87,690 for the auditing of the Annual Accounts of the Company corresponding to the fiscal years ending on 31 March 2027, 31 March 2028 and 31 March 2029.

The appointment is proposed following the completion of the relevant public tender procedure for the statutory audit of the Company, in accordance with the provisions of Article 40 of Law 22/2015 of 20 July on the Audit of Accounts, by reference to the provisions of Article 16, paragraphs 2 to 5 of EU Regulation No 537/2014 of 16 April.

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## **Item seven on the agenda**

### **Share capital reductions**

#### **Resolutions**

#### **7.1 Approval of a share capital reduction through the redemption of 3,000,000 own shares, and subsequent amendment to article 5 of the Bylaws of the Company**

To reduce the share capital of the Company by an amount of EUR 300,000 through the redemption of 3,000,000 own shares, each with a face value of EUR 0.10, representing approximately 2.59% of the share capital of the Company (the **“Capital Reduction”**).

Through the Capital Reduction, the Company will redeem own shares (i) acquired by the Company under the share buyback program implemented and aimed at all shareholders pursuant to Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse, and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the Regulation on market abuse with regard to regulatory technical standards on the conditions applicable to share buy-back programs and stabilization measures, which was approved by the Board of Directors on 20 January 2026 under the authorization for the derivative acquisition of own shares granted by the Company’s General Shareholders’ Meeting held on 27 September 2024 under item nine of the agenda and which was announced to the market on 2 February 2026 through the publication by the Company of the corresponding communication of other relevant information; and (ii) held as treasury stock as of 15 June 2026, each with a face value of EUR 0.10, and within the limits set out in Articles 146 et seq. and 509 of the Spanish Companies Act;

The Capital Reduction does not entail the return of contributions to shareholders, as the Company itself is the owner of the shares to be redeemed, and will be carried out against free reserves (including the share issue premium reserve), by creating an unavailable reserve for redeemed capital in an amount equal to the par value of the redeemed shares, which may only be used under the same conditions required for a reduction in share capital as foreseen in Article 335 c) of the Spanish Companies Act. Consequently, in accordance with the provisions of Article 335 c) of the Spanish Companies Act, the right of opposition of creditors set forth in Article 334 of the same Act shall not apply.

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Once the Capital Reduction has been executed, Article 5 of the Company's Bylaws, relating to shares and share capital, will be amended to reflect the amount of capital and the number of shares outstanding resulting from the execution of the capital reduction.

The purpose of the Capital Reduction is to redeem own shares.

Following the execution of the Capital Reduction, Article 5 of the Company's Bylaws shall be worded as follows:

***"Article 5. Shares and share capital***

*5.1 The share capital is EUR 11,262,505.9 divided into 112,625,059 shares with a par value of EUR 0.10 each, all shares are fully subscribed and paid and carry the same rights. All shares have equal rights and are of a single class and series.*

*5.2 The Company may resolve to issue non-voting shares in the terms and with the rights foreseen in Spanish applicable regulations"*

It is also resolved to authorize the Board of Directors of the Company, to the fullest extent required by law and with express powers of substitution in the members of the Board that it deems appropriate or in any other person that it may determine, whether or not they are members of the Board, so that any of them, indistinctly and with their sole signature, may execute the Capital Reduction resolution, being able to determine those points that have not been expressly established in the reduction resolution or that are a consequence of it, and to adopt the resolutions, publish the announcements, carry out all the actions and execute the public or private documents, that may be necessary or convenient, for the most complete execution of the Capital Reduction. In particular, and for illustrative purposes only, it is resolved to delegate the following powers, to the fullest extent required by law:

- a. declaring the Capital Reduction closed and executed, and establishing any other circumstances necessary to carry it into effect;
- b. indicating the date on which the resolution thus adopted to reduce the share capital must be executed;
- c. carry out the publication of the legally required announcements, in the terms agreed herein;

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- d. redrafting the article of the Bylaws that establishes the capital share to reflect the figure resulting from the implementation of the Capital Reduction;
- e. publishing as many announcements as may be necessary or convenient in relation to the capital reduction and its execution and carrying out all necessary actions for the effective redemption of the own shares referred to in this agreement;
- f. carrying out any actions, declarations or procedures that, where appropriate, must be carried out before any competent bodies, the National Securities Market Commission, the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) and the Madrid, Barcelona, Bilbao and Valencia stock exchanges on which the Company's shares are admitted to trading;
- g. carrying out the necessary procedures and actions and present the pertinent documents to the competent bodies so that, once the Company's shares have been redeemed and the capital reduction has been recorded and registered in the Companies Register, the redeemed shares are delisted from the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Stock Exchange Interconnection System (Continuous Market) and the corresponding accounting records kept by the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) are cancelled;
- h. appearing before the notary of their choice and draw up a public deed for the execution and formalization of this agreement, as well as carrying out whatever actions are necessary and approving and formalizing whatever public and private documents are necessary or convenient for the full effectiveness of the agreement in any of its aspects and contents and, especially, correcting, clarifying, interpreting, completing, specifying, or concretising, where appropriate, the adopted agreement and, in particular, correcting any defects, omissions or errors that may be observed in the verbal or written qualification of the Commercial Registry; and
- i. carrying out whatever actions are necessary or convenient to execute and formalize the capital reduction before any public or private entities and organizations, Spanish or foreign, including the declaration, complement or correction of defects or omissions that could

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prevent or hinder the full effectiveness of the preceding agreements, in the broadest possible sense.

**7.2 Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital as of the date of this resolution, through the redemption of a maximum of 3,000,000 Company's own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed.**

1. Reduction of share capital through the redemption of own shares: to reduce the share capital of the Company by up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital of the Company as of the date of this resolution proposal (rounded down), corresponding to a maximum of 3,000,000 shares with a par value of 0.10 euro each, through the redemption of own shares acquired by the Company under the authorization for the derivative acquisition of own shares granted by the Company's General Shareholders' Meeting held on 27 September 2024 under item nine of the agenda, or any other resolution that may replace it in the future, or any resolution of the General Shareholders' Meeting relating to the acquisition of own shares, all in accordance with applicable laws and regulations.

The term for execution of this resolution shall be the earlier of one year or the date of the next Ordinary General Shareholders' Meeting of the Company, with this agreement becoming null and void in respect of the portion of the capital reduction not executed upon expiration of said term.

Within the term of effectiveness of the authorization, the aforementioned capital reduction may be executed in whole or in part in the manner and on the occasions deemed most appropriate by the Board of Directors, within the limits established in this resolution and by law.

Likewise, the capital reduction shall be null and void if, within the period specified by the General Shareholders' Meeting for its execution, the Board of Directors does not exercise the powers delegated to it.

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The final amount of the capital reduction will be determined by the Board of Directors, within the maximum limit indicated above, based on the final number of own shares that the Board of Directors redeems under the provisions of this resolution.

The purpose of the capital reduction is to redeem own shares, contributing to the remuneration of the Company's shareholders by increasing earnings per share, which is inherent to the reduction in the number of shares. This transaction will not involve the return of contributions to shareholders, given that, at the time of execution of the reduction, the Company will be the owner of the shares to be redeemed.

The redemption of own shares will result in a decrease in share capital by an amount equivalent to the par value of the redeemed shares.

Likewise, the Board of Directors shall decide as appropriate if a reserve for capital redeemed shall be allocated from free reserves (including the share issue premium reserve) for an amount equal to the par value of the redeemed shares, which may only be utilized under the same conditions as those required for a reduction in share capital in accordance with the provisions of Article 335 c) of the Spanish Companies Act, or if the period foreseen to guarantee the right of opposition of creditors set forth in Article 334 of the same Act shall apply before the capital reduction is executed.

In relation to each capital reduction, the excess that the amount of the legal reserve account shows over the figure equivalent to 20% of the share capital after the capital reduction has been carried out will be reclassified and will become part of the voluntary reserves account once the capital reduction has become effective.

2. Delegation of powers: to delegate to the Board of Directors the power to determine the conditions of this agreement in all matters not expressly provided for herein. In particular, and by way of example, the following powers are delegated to the Board of Directors:
  - a. determining the number of shares to be redeemed in each execution, with the option of resolving not to execute the resolution in whole or in part if, ultimately, no own shares are acquired for the purpose of redemption or if, having acquired them, market conditions, the Company's situation or any circumstance of social or economic

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significance so advise for reasons of social interest. All of the above will be reported at the next General Shareholders' Meeting;

- b. declaring closed and executed each of the capital reductions ultimately approved, setting, where applicable, the final number of shares to be redeemed in each execution and, therefore, the amount by which the Company's share capital is to be reduced in each execution, all subject to the limits established in this resolution. Define the reserve provided for in Article 335 of the Spanish Companies Act and allocate the surplus in the legal reserve account over 20% of the share capital resulting from the capital reduction to voluntary reserves;
- c. deciding, where appropriate, to allocate the unavailable reserve for redeemed capital for an amount equal to the par value of the redeemed shares, for the purposes of the provisions of Article 335 of the Spanish Companies Act or, if such an allocation is not agreed, declaring the expiry of the period for opposition by creditors provided for in the Spanish Companies Act, as well as, where appropriate, attending to the exercise of the right of opposition of those creditors who may exercise it under the terms provided by law;
- d. redrafting of Article 5 of the Company's Bylaws, relating to capital, to adapt it to the result of the capital reduction;
- e. publishing as many announcements as may be necessary or convenient in relation to the capital reduction and each of its executions and carrying out all necessary actions for the effective redemption of the own shares referred to in this resolution;
- f. carrying out any actions, declarations or procedures that, where appropriate, must be carried out before any competent bodies, the National Securities Market Commission, the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A.U. (Iberclear) and the Madrid, Barcelona, Bilbao and Valencia stock exchanges on which the Company's shares are admitted to trading;
- g. carrying out the necessary procedures and actions and present the pertinent documents to the competent bodies so that, once the Company's shares have been redeemed and the capital reduction has been recorded and registered in the

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Companies Register, the redeemed shares are delisted from the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Stock Exchange Interconnection System (Continuous Market) and the corresponding accounting records kept by the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) are cancelled;

- h. appearing before the notary of their choice and draw up a public deed for the execution and formalization of this agreement, as well as carrying out whatever actions are necessary and approving and formalizing whatever public and private documents are necessary or convenient for the full effectiveness of the agreement in any of its aspects and contents and, especially, correcting, clarifying, interpreting, completing, specifying, or concretising, where appropriate, the adopted agreement and, in particular, correcting any defects, omissions or errors that may be observed in the verbal or written qualification of the Commercial Registry; and
  - i. carrying out whatever actions are necessary or convenient to execute and formalize the capital reduction before any public or private entities and organizations, Spanish or foreign, including the declaration, complement or correction of defects or omissions that could prevent or hinder the full effectiveness of the preceding agreements, in the broadest possible sense.
3. Power of substitution: to authorize the Board of Directors to delegate the powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not a member of that body.

**7.3 Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital as of the date of this resolution, through the redemption of a maximum of 3,000,000 Company's own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the**

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**powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed.**

1. Reduction of share capital through the redemption of own shares: to reduce the share capital of the Company by up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital of the Company as of the date of this resolution proposal (rounded down), corresponding to a maximum of 3,000,000 shares with a par value of 0.10 euro each, through the redemption of own shares acquired by the Company under the authorization for the derivative acquisition of own shares granted by the Company's General Shareholders' Meeting held on 27 September 2024 under item nine of the agenda, or any other resolution that may replace it in the future, or any resolution of the General Shareholders' Meeting relating to the acquisition of own shares, all in accordance with applicable laws and regulations.

The term for execution of this resolution shall be the earlier of one year or the date of the next Ordinary General Shareholders' Meeting of the Company, with this agreement becoming null and void in respect of the portion of the capital reduction not executed upon expiration of said term.

Within the term of effectiveness of the authorization, the aforementioned capital reduction may be executed in whole or in part in the manner and on the occasions deemed most appropriate by the Board of Directors, within the limits established in this resolution and by law.

Likewise, the capital reduction shall be null and void if, within the period specified by the General Shareholders' Meeting for its execution, the Board of Directors does not exercise the powers delegated to it.

The final amount of the capital reduction will be determined by the Board of Directors, within the maximum limit indicated above, based on the final number of own shares that the Board of Directors redeems under the provisions of this resolution.

The purpose of the capital reduction is to redeem own shares, contributing to the remuneration of the Company's shareholders by increasing earnings per share, which is inherent to the reduction in the number of shares. This transaction will not involve the return of contributions

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to shareholders, given that, at the time of execution of the reduction, the Company will be the owner of the shares to be redeemed.

The redemption of own shares will result in a decrease in share capital by an amount equivalent to the par value of the redeemed shares.

Likewise, the Board of Directors shall decide as appropriate if a reserve for capital redeemed shall be allocated from free reserves (including the share issue premium reserve) for an amount equal to the par value of the redeemed shares, which may only be utilized under the same conditions as those required for a reduction in share capital in accordance with the provisions of Article 335 c) of the Spanish Companies Act, or if the period foreseen to guarantee the right of opposition of creditors set forth in Article 334 of the same Act shall apply before the capital reduction is executed.

In relation to each capital reduction, the excess that the amount of the legal reserve account shows over the figure equivalent to 20% of the share capital after the capital reduction has been carried out will be reclassified and will become part of the voluntary reserves account once the capital reduction has become effective.

2. Delegation of powers: to delegate to the Board of Directors the power to determine the conditions of this agreement in all matters not expressly provided for herein. In particular, and by way of example, the following powers are delegated to the Board of Directors:
  - a. determining the number of shares to be redeemed in each execution, with the option of resolving not to execute the resolution in whole or in part if, ultimately, no own shares are acquired for the purpose of redemption or if, having acquired them, market conditions, the Company's situation or any circumstance of social or economic significance so advise for reasons of social interest. All of the above will be reported at the next General Shareholders' Meeting;
  - b. declaring closed and executed each of the capital reductions ultimately approved, setting, where applicable, the final number of shares to be redeemed in each execution and, therefore, the amount by which the Company's share capital is to be reduced in each execution, all subject to the limits established in this resolution. Define the reserve provided for in Article 335 of the Spanish Companies Act and allocate the surplus in the

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legal reserve account over 20% of the share capital resulting from the capital reduction to voluntary reserves;

- c. deciding, where appropriate, to allocate the unavailable reserve for redeemed capital for an amount equal to the par value of the redeemed shares, for the purposes of the provisions of Article 335 of the Spanish Companies Act or, if such an allocation is not agreed, declaring the expiry of the period for opposition by creditors provided for in the Spanish Companies Act, as well as, where appropriate, attending to the exercise of the right of opposition of those creditors who may exercise it under the terms provided by law;
- d. redrafting of Article 5 of the Company's Bylaws, relating to capital, to adapt it to the result of the capital reduction;
- e. publishing as many announcements as may be necessary or convenient in relation to the capital reduction and each of its executions and carrying out all necessary actions for the effective redemption of the own shares referred to in this resolution;
- f. carrying out any actions, declarations or procedures that, where appropriate, must be carried out before any competent bodies, the National Securities Market Commission, the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A.U. (Iberclear) and the Madrid, Barcelona, Bilbao and Valencia stock exchanges on which the Company's shares are admitted to trading;
- g. carrying out the necessary procedures and actions and present the pertinent documents to the competent bodies so that, once the Company's shares have been redeemed and the capital reduction has been recorded and registered in the Companies Register, the redeemed shares are delisted from the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Stock Exchange Interconnection System (Continuous Market) and the corresponding accounting records kept by the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A.U. (Iberclear) are cancelled;
- h. appearing before the notary of their choice and draw up a public deed for the execution and formalization of this agreement, as well as carrying out whatever actions are

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necessary and approving and formalizing whatever public and private documents are necessary or convenient for the full effectiveness of the agreement in any of its aspects and contents and, especially, correcting, clarifying, interpreting, completing, specifying, or concretising, where appropriate, the adopted agreement and, in particular, correcting any defects, omissions or errors that may be observed in the verbal or written qualification of the Commercial Registry; and

- i. carrying out whatever actions are necessary or convenient to execute and formalize the capital reduction before any public or private entities and organizations, Spanish or foreign, including the declaration, complement or correction of defects or omissions that could prevent or hinder the full effectiveness of the preceding agreements, in the broadest possible sense.

3. Power of substitution: to authorize the Board of Directors to delegate the powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not a member of that body.

**7.4 Approval of a share capital reduction up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital as of the date of this resolution, through the redemption of a maximum of 3,000,000 Company's own shares. Delegation to the Board of Directors of the power to establish the other conditions of the share capital reduction in all matters not provided for by the General Shareholders' Meeting, including, among other issues, the powers to amend Article 5 of the Bylaws of the Company and to request the delisting and cancellation of the accounting records of the shares that are redeemed.**

1. Reduction of share capital through the redemption of own shares: to reduce the share capital of the Company by up to a maximum amount of 300,000 euros, equivalent to 2.59 % of the share capital of the Company as of the date of this resolution proposal (rounded down), corresponding to a maximum of 3,000,000 shares with a par value of 0.10 euro each, through the redemption of own shares acquired by the Company under the authorization for the derivative acquisition of own shares granted by the Company's General Shareholders' Meeting held on 27 September 2024 under item nine of the agenda, or any other resolution that may replace it in the future, or any resolution of the General Shareholders' Meeting

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relating to the acquisition of own shares, all in accordance with applicable laws and regulations.

The term for execution of this resolution shall be the earlier of one year or the date of the next Ordinary General Shareholders' Meeting of the Company, with this agreement becoming null and void in respect of the portion of the capital reduction not executed upon expiration of said term.

Within the term of effectiveness of the authorization, the aforementioned capital reduction may be executed in whole or in part in the manner and on the occasions deemed most appropriate by the Board of Directors, within the limits established in this resolution and by law.

Likewise, the capital reduction shall be null and void if, within the period specified by the General Shareholders' Meeting for its execution, the Board of Directors does not exercise the powers delegated to it.

The final amount of the capital reduction will be determined by the Board of Directors, within the maximum limit indicated above, based on the final number of own shares that the Board of Directors redeems under the provisions of this resolution.

The purpose of the capital reduction is to redeem own shares, contributing to the remuneration of the Company's shareholders by increasing earnings per share, which is inherent to the reduction in the number of shares. This transaction will not involve the return of contributions to shareholders, given that, at the time of execution of the reduction, the Company will be the owner of the shares to be redeemed.

The redemption of own shares will result in a decrease in share capital by an amount equivalent to the par value of the redeemed shares.

Likewise, the Board of Directors shall decide as appropriate if a reserve for capital redeemed shall be allocated from free reserves (including the share issue premium reserve) for an amount equal to the par value of the redeemed shares, which may only be utilized under the same conditions as those required for a reduction in share capital in accordance with the provisions of Article 335 c) of the Spanish Companies Act, or if the period foreseen to guarantee the right of opposition of creditors set forth in Article 334 of the same Act shall apply before the capital reduction is executed.

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In relation to each capital reduction, the excess that the amount of the legal reserve account shows over the figure equivalent to 20% of the share capital after the capital reduction has been carried out will be reclassified and will become part of the voluntary reserves account once the capital reduction has become effective.

2. Delegation of powers: to delegate to the Board of Directors the power to determine the conditions of this agreement in all matters not expressly provided for herein. In particular, and by way of example, the following powers are delegated to the Board of Directors:
  - a. determining the number of shares to be redeemed in each execution, with the option of resolving not to execute the resolution in whole or in part if, ultimately, no own shares are acquired for the purpose of redemption or if, having acquired them, market conditions, the Company's situation or any circumstance of social or economic significance so advise for reasons of social interest. All of the above will be reported at the next General Shareholders' Meeting;
  - b. declaring closed and executed each of the capital reductions ultimately approved, setting, where applicable, the final number of shares to be redeemed in each execution and, therefore, the amount by which the Company's share capital is to be reduced in each execution, all subject to the limits established in this resolution. Define the reserve provided for in Article 335 of the Spanish Companies Act and allocate the surplus in the legal reserve account over 20% of the share capital resulting from the capital reduction to voluntary reserves;
  - c. deciding, where appropriate, to allocate the unavailable reserve for redeemed capital for an amount equal to the par value of the redeemed shares, for the purposes of the provisions of Article 335 of the Spanish Companies Act or, if such an allocation is not agreed, declaring the expiry of the period for opposition by creditors provided for in the Spanish Companies Act, as well as, where appropriate, attending to the exercise of the right of opposition of those creditors who may exercise it under the terms provided by law;
  - d. redrafting of Article 5 of the Company's Bylaws, relating to capital, to adapt it to the result of the capital reduction;

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- e. publishing as many announcements as may be necessary or convenient in relation to the capital reduction and each of its executions and carrying out all necessary actions for the effective redemption of the own shares referred to in this resolution;
- f. carrying out any actions, declarations or procedures that, where appropriate, must be carried out before any competent bodies, the National Securities Market Commission, the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A.U. (Iberclear) and the Madrid, Barcelona, Bilbao and Valencia stock exchanges on which the Company's shares are admitted to trading;
- g. carrying out the necessary procedures and actions and present the pertinent documents to the competent bodies so that, once the Company's shares have been redeemed and the capital reduction has been recorded and registered in the Companies Register, the redeemed shares are delisted from the Madrid, Barcelona, Bilbao and Valencia stock exchanges through the Stock Exchange Interconnection System (Continuous Market) and the corresponding accounting records kept by the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*, S.A.U. (Iberclear) are cancelled;
- h. appearing before the notary of their choice and draw up a public deed for the execution and formalization of this agreement, as well as carrying out whatever actions are necessary and approving and formalizing whatever public and private documents are necessary or convenient for the full effectiveness of the agreement in any of its aspects and contents and, especially, correcting, clarifying, interpreting, completing, specifying, or concretising, where appropriate, the adopted agreement and, in particular, correcting any defects, omissions or errors that may be observed in the verbal or written qualification of the Commercial Registry; and
- i. carrying out whatever actions are necessary or convenient to execute and formalize the capital reduction before any public or private entities and organizations, Spanish or foreign, including the declaration, complement or correction of defects or omissions that could prevent or hinder the full effectiveness of the preceding agreements, in the broadest possible sense.

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3. Power of substitution: to authorize the Board of Directors to delegate the powers referred to in this resolution to any of the members of the Board of Directors or to any other person, whether or not a member of that body.

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## **Item eight on the agenda**

### **Approval of a new Director Remuneration Policy**

#### **Resolution:**

To approve, pursuant to the provisions of article 529 novodecies of the Spanish Companies Act, and in accordance with the report of the Remuneration and Nomination Committee, a new remuneration policy for the members of the Board of Directors of the Company, which shall be applicable for the financial years 2026-2027 (from the date of its approval by the Ordinary General Shareholders' Meeting), 2027-2028, 2028-2029 and 2029-2030. The text of the new Director Remuneration Policy, together with the reasoned proposal of the Board of Directors and the report of the Remuneration and Nomination Committee, have been made available to the shareholders as part of the documentation relating to the General Shareholders' Meeting since the date of publication of the announcement of the call of the General Shareholders' Meeting.

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## **Item nine on the agenda**

### **Approval of an additional maximum number of shares of the Company to be allocated to the Chief Executive Office under the Company's Long-Term Incentive Plan 2022**

#### **Resolution:**

To approve, in accordance with article 219 of the Spanish Companies Act, as well as article 13.7 of the Company's Articles of Association, the delivery of shares of the Company to the Chief Executive Officer of the Company in the terms set forth herein as part of his remuneration in connection with the implementation of the retention plan provided for in the new Director Remuneration Policy proposed under item 8 above (the "**Retention Plan**").

Pursuant to the Retention Plan, the Chief Executive Officer will be entitled to the grant of an additional number of rights to receive shares (the "**Additional Rights**") under the Long-Term Incentive Plan approved by the Board of Directors of the Company on 16 August 2022 (the "**LTIP-2022**"). The delivery of shares of the Company to the Chief Executive Officer corresponding to the Additional Rights will be subject to the terms of the LTIP-2022.

Subject to the terms of the Retention Plan and assuming full compliance with the applicable performance targets, it is resolved that the Chief Executive Officer will be entitled to Additional Rights in the following maximum amounts:

- (i) A maximum amount of 2,250,000 euros under the Second Award of the LTIP-2022 (to be delivered in financial year 2027-2028).
- (ii) A maximum amount of 2,220,000 euros under the Third Award of the LTIP-2022 (to be delivered in financial year 2028-2029).
- (iii) A maximum amount of 2,000,000 euros under the Fourth Award of the LTIP-2022 (to be delivered in financial year 2029-2030).

It is further resolved to delegate to the Board of Directors and to the Secretary non-member of the Board of Directors, with express powers to sub delegate, any authority as may be necessary to implement, develop, formalise, execute and settle the LTIP-2022, thereby adopting such resolutions and signing such documents, public or private, as may be necessary or convenient for the full effectiveness thereof.

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The terms of the resolutions adopted by the General Shareholders' meetings of the Company held on 20 September 2022 under item 8 of the agenda and 27 September 2024 under item 8.3 of the agenda, respectively, shall remain in full force and effect in all aspects that do not contradict those established herein.

For the avoidance of doubt, the authority to approve, amend and implement any Long Term Incentive Plan of the Company insofar as it affects any beneficiaries other than the executive directors of the Company shall be vested, without limitation, in the Board of Directors.

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## **Item ten on the agenda**

### **Delegation of powers to formalize, notarize and implement the resolutions adopted**

#### **Resolution:**

To empower all members of the Board of Directors and the Secretary non-director of the Board of Directors so that any of them, jointly and severally, with its own signature, as broadly as may be required by law, may formalize and notarise the resolutions adopted by the shareholders at this General Shareholders' Meeting, being empowered for such purpose to:

- (i) Develop, clarify, make more specific, interpret, supplement and rectify them.
- (ii) Carry out such acts or legal transactions as may be necessary or appropriate to implement the resolutions, to execute such public or private documents as they consider necessary or appropriate for the full effectiveness thereof, as well as to rectify such substantive or formal omissions, defects or errors as may prevent the recording thereof with the Commercial Registry or any others, as well as, in particular, the mandatory filing of accounts with the Commercial Registry.
- (iii) Delegate to one or more of the members of the Board of Directors part or all of the powers that they deem appropriate, including those corresponding to that body and those that have been expressly allocated thereto by the shareholders at this General Shareholders' Meeting, whether jointly or severally.
- (iv) Determine all other circumstances that are necessary, adopting and implementing the necessary resolutions, publishing the notices and providing the guarantees that are required for the purposes established by law, as well as formalizing the necessary documents and completing such procedural steps as are appropriate, proceeding to comply with such requirements as are necessary in accordance with law for the fullest implementation of the resolutions adopted by the shareholders at this General Shareholders' Meeting.

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### **Item eleven on the agenda**

#### **Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2026**

##### **Resolution:**

To approve, on a consultative basis, the annual director remuneration report corresponding to the financial year ended 31 March 2026, which was made available to the shareholders together with the other documentation relating to the General Shareholders' Meeting from the date of publication of the announcement of this meeting.