



AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”), in compliance with the provisions of article 227 of Law 6/2023, of 17 March, on the Securities Markets and Investment Services, hereby gives notice of the following

### **OTHER RELEVANT INFORMATION**

The Board of Directors of the Company convenes its shareholders to the Ordinary General Shareholders' Meeting, to be held on first call on May 7, 2026 at 10:00 CET, at Paseo de la Castellana, number 163, 10<sup>th</sup> floor, 28046, Madrid and, as the case may be, on second call at the same time and place the following day, May 8, 2026. The General Shareholders' Meeting is expected to be held on first call.

The following documents are attached regarding the General Shareholders' Meeting:

- Notice of call of the Ordinary General Shareholders' Meeting.
- Full text of the proposed resolutions of the Board of Directors to be passed, as the case may be, by the shareholders at the General Shareholders' Meeting with respect to each of the items included on the Agenda.

The notice of call includes the Agenda of the General Shareholders' Meeting and indicates the documentation that, from today, will be available on the Company's website ([www.amrest.eu](http://www.amrest.eu)).

In Madrid, on March 31, 2026

**AMREST HOLDINGS, SE**



**AMREST HOLDINGS SE**  
**NOTICE OF CALL TO**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of AMREST HOLDINGS, SE (“**AmRest**” or the “**Company**”) calls its shareholders to the Ordinary General Shareholders’ Meeting to be held at Paseo de la Castellana, number 163, 10th Floor, 28046, Madrid, on 7 May 2026, at 10:00 a.m. (Madrid, Spain time), on first call and, if applicable, on the following day, 8 May 2026, at the same place and time, on second call, it being foreseeable that it will be held on first call.

The matters to be deliberated and voted upon at this Ordinary General Shareholders’ Meeting are those included in the following:

**AGENDA**

- 1.- Review and approval of the Annual Accounts and Director's Report, both of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025.
- 2.- Review and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025.
- 3.- Approval of the management of the Board of Directors during financial year ended 31 December 2025.
- 4.- Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2025.
- 5.- Reelection of Directors:
  - 5.1. Reelection of Mr. José Parés Gutiérrez as a director, with executive director status.
  - 5.2. Reelection of Mr. Luis Miguel Álvarez Pérez as a director, with proprietary director status.
  - 5.3. Reelection of Mr. Pablo Castilla Reparaz as a director, with independent director status.
- 6.- Re-election of the statutory auditor for financial years 2026, 2027 and 2028.
- 7.- Appointment of the verifier of sustainability information for financial years 2026, 2027 and 2028.
- 8.- Approval of the 15-day period for the call to the Extraordinary General Shareholders’ Meeting in accordance with Article 515 of the Capital Companies Act.
- 9.- Consultative vote of the Annual Report on Directors’ Remuneration for 2025.



10.- Authorisation to the Board of Directors for the derivative acquisition of the Company's own shares directly or through group companies. Revocation, to the extent not used, of the authorisation granted in this regard by the Ordinary General Shareholders' Meeting of 12 May 2022 under item nine of its agenda.

11.- Delegation of authorities to formalize, rectify, interpret and carry out the resolutions adopted by the shareholders at the General Shareholders' Meeting.

For the purposes of articles 173 and 516 of the Capital Companies Act, all shareholders are hereby notified that this notice of call will also be published, among other means, on the website of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), the address of which is [www.cnmv.es](http://www.cnmv.es), and on the Company's corporate website, the address of which is [www.amrest.eu](http://www.amrest.eu), where it will remain accessible without interruption, at least until the holding of the Ordinary General Shareholders' Meeting.

## **SUPPLEMENT TO THE CALL AND SUBMISSION OF PROPOSALS**

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the Ordinary General Shareholders' Meeting, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution, as well as submitting substantiated proposals for resolutions on matters already included or to be included on the Agenda of the call to meeting. The exercise of these rights must be made by means of reliable notification to be received at the registered office within five days following the publication of the call, accompanied by a copy of the attendance, proxy and prior voting card (the "**Shareholder Card**") and sufficient documentation accrediting their status as shareholders, issued in Spanish or English by the corresponding depository entity (the "**Certificate of Ownership**").

## **ATTENDANCE AND REPRESENTATION**

All shareholders holding any number of shares may attend and participate in the Ordinary General Shareholders' Meeting, with the right to speak and vote, provided that their shares are registered in their name in the relevant book-entry register at least five days prior to the date of the Meeting, that is, on 2 May 2026 if the Ordinary General Shareholders' Meeting is held, as expected, on first call. Therefore, for stock trading purposes, the shares need to be registered in the name of the shareholder on Thursday 30 April 2026 (the record date). Any shareholder entitled to attend may be represented at the Ordinary General Shareholders' Meeting by another person, even if not a shareholder, provided that the requirements established for this purpose are met.

In order to verify their identity, shareholders, or their proxies, must identify themselves at the entrance of the venue where the Ordinary General Shareholders' Meeting is held by means



of their national identity card or passport. Likewise, proxies must present the corresponding Shareholder Card duly completed and signed by the relevant shareholder, or a printout of the electronic confirmation of the proxy, as the case may be.

Representation is always revocable and the personal attendance of the represented shareholder at the General Shareholders' Meeting, either physically or by having cast a remote advance vote, shall have the value of revocation, and a proxy granted after the casting of a remote advance vote shall be deemed not to have been granted. Representation may be granted by means of the proxy form printed on the Shareholder Card or in any other form permitted by Law.

If the proxy is granted in favour of the Board of Directors, or if the proxy does not contain the name of the person to whom it is granted, it shall be deemed to have been granted, successively, in favour of the Chairman of the Board of Directors or, as the case may be, in favour of the person chairing the General Shareholders' Meeting, the Vice Chairman, the Secretary or the Vice Secretary of the Board of Directors.

The documents evidencing the proxy for the Ordinary General Shareholders' Meeting shall reflect precise instructions on the direction of the vote. Unless the shareholder granting the proxy expressly indicates otherwise, it shall be understood that precise voting instructions in favour of the proposed resolutions formulated by the Board of Directors on the items included in the Agenda are being given.

Unless otherwise indicated by the principal in the document granting the proxy, the proxy also extends to proposed resolutions on items not included on the Agenda. If, in accordance with the foregoing, the proxy extends to proposed resolutions on items not included on the Agenda, the specific instruction of the principal shall be understood to be to vote against such proposals, unless other express instructions are indicated by the principal in the document granting the proxy.

Unless otherwise indicated by the principal in the document granting the proxy, if the designated proxy were a member of the Board of Directors who were to find itself in a conflict of interest when voting on any of the proposals, whether within or outside the Agenda, that are submitted to the Ordinary General Shareholders' Meeting, and the principal has not given precise voting instructions, the proxy shall be understood to have been conferred on the Secretary of the General Shareholders' Meeting.

For the purposes of articles 523 and 526 of the Capital Companies Act, it is hereby stated that (i) directors Mr. José Parés Gutiérrez, Mr. Luis Miguel Álvarez Pérez and Mr. Pablo Castilla Reparaz are in a situation of conflict of interest in relation to items 5.1., 5.2. and 5.3. of the Agenda, in which their re-election as directors is proposed, respectively; and (ii) the Chairman and all other directors of the Company have a conflict of interest in respect of items 3 and 9 of the Agenda. The directors may also have a conflict of interest in relation to the proposed resolutions, if any, on items not included in the Agenda.



The shareholder must communicate, in writing or by electronic means, to the person designated as proxy, the proxy granted in their favour. Where the proxy is granted in favour of the Board of Directors or any of its members, the communication shall be deemed to have been made upon receipt by the Company of the documentation evidencing the same.

The shareholder must likewise notify the Company, in writing or by electronic means, of both the appointment of a proxy and, as the case may be, the revocation thereof.

Notification to the Company of the appointment of a proxy shall be deemed to have been effected: (a) by delivering or sending, by post, the Shareholder Card, duly completed and signed, to the registered office, for the attention of the Legal Department (ref. General Shareholders' Meeting); (b) electronically through the platform available on the Company's corporate website, where they must identify themselves with their (i) electronic ID (DNIe) or (ii) recognised electronic certificate of which there is no record of revocation, under the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which depends on the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM); or (c) by the proxy presenting the Shareholder Card at the shareholder entry registers at the place and on the day indicated for the holding of the Ordinary General Shareholders' Meeting.

## **REPRESENTATION AND PRIOR VOTING THROUGH REMOTE COMMUNICATION METHODS**

Shareholders entitled to attend may grant proxy or cast their remote advance vote by delivering the Shareholder Card, duly completed and signed, to the Company at its registered office for the attention of the Legal Department (ref. General Shareholders' Meeting), or by sending it to the Company (a) by post to the registered office, for the attention of the Legal Department (ref. General Shareholders' Meeting), or (b) electronically through the platform available on the Company's corporate website, where they must identify themselves with their (i) electronic ID (DNIe) or (ii) recognised electronic certificate of which there is no record of revocation, under the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which depends on the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM). Shareholders who cast their votes in advance by these means shall be considered present for the purposes of the constitution of the Ordinary General Shareholders' Meeting. If, in relation to any of the items on the Agenda, a shareholder casting a remote advance vote does not tick any of the boxes provided for this purpose, it shall be understood that they vote in favour of the corresponding proposed resolution formulated by the Board of Directors. Prior remote voting is not possible for any proposals not included on the Agenda. The shareholder's personal attendance at the Meeting shall revoke any advance vote cast, which shall consequently be rendered null and void.



The platform for exercising prior voting and granting proxy through electronic means will be operational from 7 April 2026 and will close at 23:59 hours (Madrid time) on 5 May 2026. For their validity, proxies and remote votes cast prior to the Ordinary General Shareholders' Meeting by remote communication methods (whether electronic means or post) must be received by the Company no later than 23:59 hours (Madrid time) on 5 May 2026. Thereafter, the Company will only accept in-person votes cast at the Meeting itself and proxies presented at the shareholder entry registers at the place and on the day indicated for the holding of the Ordinary General Shareholders' Meeting.

The validity of proxies granted and advance votes cast by remote communication is subject to verification by the Company. In the event of a discrepancy between the number of shares communicated by the shareholder granting the proxy or casting their vote by remote communication and the number recorded in the book-entry register five days prior to the date on which the Meeting is to be held, the latter number of shares shall be deemed valid for quorum and voting purposes, unless there is evidence to the contrary.

In the event that a shareholder grants several proxies (whether electronically or by post), the proxy granted last in time shall prevail. If the shareholder has cast different advance votes in different directions (whether by electronic means or by post), the vote cast last in time shall prevail.

## **RIGHT TO INFORMATION**

### **Documents available to shareholders**

Additionally to the provisions of articles 197 and 520 of the Capital Companies Act, as from the publication of this call and until the day of the holding of the General Shareholders' Meeting, in accordance with the provisions of the applicable regulations, shareholders are entitled to examine and obtain at the registered office of the Company (Paseo de la Castellana 163, 10th floor, Madrid), consult the Company's website ([www.amrest.eu](http://www.amrest.eu)), and request delivery or free delivery (by telephone +34 689 59 40 80, from 9:30 to 17:30 hours, Monday to Thursday, and from 9:30 to 14:00 hours on Fridays), of the following documents:

- This notice of call.
- The total number of shares and voting rights on the date of the call.
- The annual financial report for the financial year 2025, including the individual and consolidated financial statements, the individual and consolidated director's reports of the Company, and the respective reports of the auditors for the financial year 2025.
- The consolidated non-financial information statement and sustainability information for the financial year 2025 forming part of the consolidated director's report,

together with the independent service provider's verification report.

- The full text of the proposed resolutions of the Board of Directors to be adopted, as the case may be, by the Ordinary General Shareholders' Meeting of the Company in relation to each of the items included in the Agenda.
- Reports and proposals of the Board of Directors and the Appointment, Remuneration and Corporate Governance Committee, for the purposes provided under Articles 518.e) and 529 decies of the Capital Companies Act, concerning the proposals for the re-election of directors.
- Annual report on directors' remuneration for the 2025 financial year for the purposes of article 541 of the Capital Companies Act.
- Annual corporate governance report for the 2025 financial year.
- Shareholder's Guide.
- The template Shareholder Card.
- Annual Activity report of the Audit and Risk Committee and Operating reports of the Appointment, Remuneration and Corporate Governance Committee and Sustainability, Health and Safety Committee, for financial year 2025.
- Report of the Audit and Risk Committee on the independence of the auditor, for the purposes of article 529 quaterdecies, section 4 f) of the Capital Companies Act.
- Report of the Audit and Risk Committee on related-party transactions in financial year 2025.
- Current texts of the Articles of Association, the General Shareholders' Meeting Regulations and the Board of Directors' Regulations.

### **Exercise of the shareholder's right to information prior to the holding of the Ordinary General Shareholders' Meeting**

Pursuant to the provisions of articles 197 and 520 of the Capital Companies Act and article 11 of the General Shareholders' Meeting Regulations, from the publication of this notice and up to and including the fifth calendar day prior to the date set for the holding of the General Shareholders' Meeting, shareholders may request in writing, by postal mail to the registered office for the attention of the Legal Department (ref. General Shareholders' Meeting), such information or clarifications as they deem necessary or submit such written questions as they deem appropriate regarding the items on the Agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting,



and the auditor's reports on the annual accounts and individual director's reports of the Company and those consolidated with its subsidiaries for the financial year 2025.

### **PROVISIONS COMMON TO SHAREHOLDER'S RIGHTS**

The exercise of the rights of information, attendance, representation, voting, request for publication of a supplement to the call to meeting and submission of reasoned proposals for resolutions shall be carried out in accordance with the provisions of the Law and the documents comprising the Company's corporate governance system, which are available on the corporate website.

Any of the joint holders of a share deposit may vote, delegate or attend, and the rules of priority established in this section shall apply among them. For the purposes of article 126 of the Capital Companies Act, the joint holder who at any given time performs an action (proxy, remote vote or physical or remote attendance) shall be presumed to have been designated by the other co-owners to exercise the shareholder's rights.

Both the proxy and the vote cast by remote communication methods shall cease to have effect upon the transfer of the shares of which the Company becomes aware. The Shareholder's Guide is available on the Company's corporate website ([www.amrest.eu](http://www.amrest.eu)), which provides detailed information on how shareholders may exercise their attendance rights and proxy and remote voting rights.

For the exercise of their rights in relation to the Ordinary General Shareholders' Meeting, shareholders of the Company whose shares are deposited with entities participating in the Polish central securities depository, KDPW (Krajowy Depozyt Papierów Wartościowych), and traded on the Warsaw Stock Exchange, must also comply with the rules set out in the Shareholders' Guide, available on the Company's corporate website ([www.amrest.eu](http://www.amrest.eu)).

### **OTHER PROVISIONS ON ELECTRONIC MEANS TO EXERCISE THE VOTING AND REPRESENTATION RIGHTS**

The Company reserves the right to modify, suspend, cancel or restrict the electronic proxy or voting mechanisms that it makes available to shareholders when technical or security reasons so advise or require. If any of these events occur, they shall be announced on the Company's website. All without prejudice to the validity of proxies already granted, votes already cast and the attendance and representation rights of shareholders.

The Company shall not be liable for any damages that may be caused to the shareholder due to breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that prevent the use of the electronic proxy or voting mechanisms. Therefore, such circumstances shall not constitute an illegitimate deprivation of the shareholder's rights.



## **SHAREHOLDER'S ELECTRONIC FORUM**

In accordance with the regulations in force, an Electronic Shareholders' Forum has been set up on the Company's website ([www.amrest.eu](http://www.amrest.eu)) on the occasion of the call and until the day of the holding of the Ordinary General Shareholders' Meeting, the use of which shall comply with the legal purpose and the guarantees and rules of operation established by the Company, and may be accessed by duly authorised shareholders and shareholders' associations.

The rules of operation of the Electronic Shareholders' Forum, as well as the form to be completed in order to participate in it, are available on the Company's website ([www.amrest.eu](http://www.amrest.eu)).

The Forum may include proposed resolutions intended to be submitted as a supplement to the agenda announced in the notice of call to the Ordinary General Shareholders' Meeting; requests for adhesion to such proposals; initiatives to reach the percentage sufficient to exercise a minority right provided for by Law; and offers or requests for voluntary representation.

The Forum is not a channel of communication between the Company and its shareholders and is provided solely for the purpose of facilitating communication between the Company's shareholders and the voluntary associations they may form, on the occasion of the call to the Ordinary General Shareholders' Meeting and until the day of the holding thereof.

## **NOTARY INTERVENTION**

The Board of Directors has resolved to require the presence of a Notary Public to draw up the minutes of the Ordinary General Shareholders' Meeting.

## **DATA PROTECTION**

The personal data that shareholders provide to the Company (when exercising or delegating their information, attendance, proxy and voting rights) or that are provided by both the credit institutions and investment services companies in which such shareholders have their shares deposited or held in custody and by the entities that, in accordance with the Law, must keep the registers of the securities represented by book entries, shall be processed by the Company as data controller. In particular, the following personal data shall be processed, among others: identification and contact data, and data relating to the status as shareholder or representative thereof.

The aforementioned personal data shall be processed for the following purposes: (i) managing the call and holding of the Ordinary General Shareholders' Meeting, as well as the exercise and control of shareholders' attendance, information, proxy and voting rights at the Ordinary General Shareholders' Meeting; (ii) sending information to shareholders,



including by electronic means, relating to the shareholder's investment; and (iii) compliance with the rules and legal obligations to which the Company is subject. The legal bases that legitimise the processing of this personal data for the purposes indicated are, for purposes (i) and (ii), the performance of the shareholder relationship maintained between the shareholder and the Company; and for purpose (iii), compliance with the legal obligations to which the Company is subject.

These data shall be provided to the Notary Public exclusively in connection with the drawing up of the notarial minutes of the Ordinary General Shareholders' Meeting. The data processed by the Company may also be provided to the Commercial Registry, to providers supplying services for the purposes indicated and to third parties in the event of a legal obligation or requirement, such as the transfer to duly authorised third parties in the exercise of the right to information provided for in the applicable regulations.

Personal data shall be retained for as long as the legal relationship between the shareholder and the Company subsists. Once such relationship has ended, they shall be retained for 6 further years or, as the case may be, for the limitation periods of any legal or contractual actions applicable to such relationship. Once such periods have expired, the personal data shall be deleted.

The data subject shall have the right to access, rectify, object to, port, restrict the processing of or erase the data processed by the Company. These rights may be exercised in accordance with the provisions of the Law by writing to AmRest Holdings, SE, at its registered office, Paseo de la Castellana, number 163, 10th Floor, 28046, Madrid or by email to [gdpr.amrestholdings@amrest.eu](mailto:gdpr.amrestholdings@amrest.eu), for the attention of the Legal Department.

In the event that the shareholder includes personal data relating to other individuals on the attendance, proxy and absentee voting card, such shareholder must inform them of the matters contained in the preceding paragraphs and comply with any other requirements that may be applicable for the transfer of personal data to the Company, without the Company having to take any further action.

In Madrid, on March 31, 2026

Mauricio Gárate Meza

Vice Secretary of the Board of Directors



**AMREST HOLDINGS, SE**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING**  
**7 MAY 2026**  
**PROPOSALS FOR RESOLUTION**

The resolutions proposed by the Board of Directors of AmRest Holdings, SE (“**AmRest**” or “**Company**”), for approval by the Ordinary General Shareholders' Meeting are as follows:



## **ITEM 1 ON THE AGENDA**

**Review and approval of the Annual Accounts and Director's Report, both of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025.**

### **RESOLUTION**

Approve the individual Annual Accounts (balance sheet, income statement, statement of recognised income and expenses, statement of cash flows, total statement of changes in equity and notes), the consolidated Annual Accounts (income statement, statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and notes) and the Director's Report of the Company and its Consolidated Group of Companies, for financial year ended 31 December 2025, which have been prepared by the Board of Directors of the Company on 25 February 2026 and audited by the Company's statutory auditor.

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## **ITEM 2 ON THE AGENDA**

**Review and approval of the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025.**

## **RESOLUTION**

Approve the Consolidated Statement of Non-Financial Information and Sustainability Information for financial year ended 31 December 2025, which forms an integral part of the consolidated Director's Report for that financial year.

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### **ITEM 3 ON THE AGENDA**

**Approval of the management of the Board of Directors during financial year ended 31 December 2025.**

### **RESOLUTION**

Approve, without any qualification, the corporate management carried out by the Board of Directors of the Company during financial year ended 31 December 2025.

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#### **ITEM 4 ON THE AGENDA**

**Approval of the Proposed Allocation of the Profits/Losses of the Company for financial year ended 31 December 2025.**

#### **RESOLUTION**

In accordance with the proposal made by the Board of Directors, approve the following Company's individual distribution of profits consisting of EUR 31,611,545.8:

- To voluntary reserves: EUR 16,638,886.5
- To interim dividend: EUR 14,972,659.3

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## **ITEM 5 ON THE AGENDA**

### **Re-election of Directors.**

#### **RESOLUTION**

**5.1. Re-election of Mr. José Parés Gutiérrez as a director, with executive director status.**

To re-elect Mr. José Parés Gutiérrez as a director of the Company, with executive director status (for the purposes of Article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointments, Remuneration and Corporate Governance Committee.

**5.2. Re-election of Mr. Luis Miguel Álvarez Pérez as a director, with proprietary director status.**

To re-elect Mr. Luis Miguel Álvarez Pérez as a director of the Company, with proprietary director status (for the purposes of Article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Board of Directors and with the favourable report of the Appointments, Remuneration and Corporate Governance Committee.

**5.3. Re-election of Mr. Pablo Castilla Reparaz as a director, with independent director status.**

To re-elect Mr. Pablo Castilla Reparaz as a director of the Company, with independent director status (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory period of four years from the date of the General Shareholders' Meeting, at the proposal of the Appointments, Remuneration and Corporate Governance Committee and the Board of Directors.

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## **ITEM 6 ON THE AGENDA**

**Re-election of the statutory auditor for financial years 2026, 2027 and 2028.**

### **RESOLUTION**

In accordance with the proposal made by the Audit and Risk Committee, the Board of Directors submits the following resolution for approval of the General Shareholders' Meeting:

To re-elect PricewaterhouseCoopers Auditores S.L. as the statutory auditor of AmRest Holdings, SE and its Consolidated Group of Companies for financial years 2026, 2027 and 2028.

PricewaterhouseCoopers Auditores S.L. has its registered office at Madrid (Spain), Torre PwC, Paseo de la Castellana 259 B, Tax Identification Code (N.I.F.) B-79031290, and is registered in the Mercantile Registry of Madrid, page M-63,988, folio 75, volume 9,267, book 8,054, section 3; and in the Official Register of Account Auditors with number S0242.

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## **ITEM 7 ON THE AGENDA**

**Appointment of the verifier of sustainability information for financial years 2026, 2027 and 2028.**

### **RESOLUTION**

In accordance with the proposal made by the Audit and Risk Committee, the Board of Directors submits the following resolution for approval of the General Shareholders' Meeting:

To appoint PricewaterhouseCoopers Auditores S.L. as the verifier of sustainability information for financial years 2026, 2027 and 2028.

PricewaterhouseCoopers Auditores S.L. has its registered office at Madrid (Spain), Torre PwC, Paseo de la Castellana 259 B, Tax Identification Code (N.I.F.) B-79031290, and is registered in the Mercantile Registry of Madrid, page M-63,988, folio 75, volume 9,267, book 8,054, section 3; and in the Official Register of Account Auditors with number S0242.

This appointment is subject to it being necessary or possible under the Spanish law transposing into the Spanish legal system the Directive (EU) 2022/2464 of the European Parliament and of the Council, of 14 December 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (CSRD). Given the absence of transposition to date, the Board of Directors is expressly authorised to interpret, develop, supplement and adapt this resolution to the requirements that may be legally necessary for its effectiveness, including, but not limited to, those arising from future regulatory changes such as the transposition of the aforementioned Directive into Spanish law or the approval of other regulatory amendments.

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## **ITEM 8 ON THE AGENDA**

**Approval of the 15-day period for the call to the Extraordinary General Shareholders' Meeting in accordance with Article 515 of the Capital Companies Act.**

### **RESOLUTION**

Article 515 of the Capital Companies Act allows listed companies to offer their shareholders the effective opportunity of voting by electronic means, accessible to all of them, so as to reduce the period for calling Extraordinary General Shareholders' Meeting to at least fifteen days in advance; provided that this reduction has been agreed at the Ordinary General Shareholders' Meeting with the favourable vote of at least two thirds of the subscribed capital with the right to vote.

In this sense, a proposal is submitted to the General Shareholders' Meeting to approve, in accordance with the provisions of Article 515 of the Capital Companies Act, that, until the next Ordinary General Shareholders' Meeting, Extraordinary General Shareholders' Meeting may be called, as appropriate, at least fifteen days in advance.

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## **ITEM 9 ON THE AGENDA**

**Consultative vote of the Annual Report on Directors' Remuneration for 2025.**

### **RESOLUTION**

Approve, on a consultative basis, the Annual Report on Directors' Remuneration for financial year 2025, the full text of which was made available to shareholders, together with the rest of the documentation relating to the General Shareholders' Meeting, from the date of publication of the call to meeting.

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## ITEM 10 ON THE AGENDA

**Authorisation for the Board of Directors to acquire the Company's own shares, either directly or through group companies. Revocation, in respect of the unused portion, of the authorisation granted for this purpose by the Ordinary General Meeting of Shareholders held on 12 May 2022 under item nine of its agenda.**

### RESOLUTION

To render null and void the unused portion of the resolution approved under item nine of the Agenda of the Ordinary General Meeting of Shareholders held on 12 May 2022, relating to the authorisation of the Board of Directors to acquire the Company's own shares, either directly or through group companies, and to dispose of them.

To grant express authorisation for the derivative acquisition of the Company's own shares, either directly by the Company or through any of its subsidiaries, for the purposes set out in the second paragraph of Article 146(1)(a) of the Spanish Companies Act (*Ley de Sociedades de Capital*) or any other norm that replaces it.

- (i). Methods of acquisition: Shares may be acquired by way of purchase (including, without limitation, through any public tender offer in accordance with Royal Decree 1066/2007 or any regulation replacing it), exchange, donation, award in satisfaction of claims, or in general by any other method permitted by law, on one or more occasions, including out of profits for the year and/or freely distributable reserves.
- (ii). Maximum amount: The nominal value of the shares acquired, directly or indirectly, together with those already held by the Company and its subsidiaries and, where applicable, the parent company and its subsidiaries, may not exceed at any time 10% of the share capital, or such higher limit as may be permitted by applicable law.
- (iii). Characteristics of the shares: The shares acquired must be free of any liens or encumbrances, fully paid up and not subject to the fulfilment of any obligations.
- (iv). Mandatory reserve: A non-distributable reserve may be recognized in the Company's equity in an amount equivalent to the value of the treasury shares recorded as assets. This reserve must be maintained for as long as the shares are not disposed of, cancelled or transferred, or until a legislative amendment authorizes otherwise.
- (v). Term: Five years from the date of approval of this resolution, with derivative share acquisitions being carried out at any time and as often as deemed appropriate.



(vi). Minimum and maximum price: Where the acquisition is carried out for consideration (*a título oneroso*), the price or equivalent value shall range between (i) a minimum amount equal to the lower of the nominal value and the market price, and (ii) a maximum amount equal to the market price at the time of acquisition increased by 20%, in each case at the time of the relevant transaction. All of the foregoing is without prejudice to the general regime for derivative acquisitions set out in article 146 of the Spanish Companies Act.

It is expressly stated that the Board of Directors is authorized to allocate, in whole or in part, the shares acquired as a result of this authorization, and those owned by the Company as at the date of this General Meeting, for disposal on any grounds; for the implementation of remuneration schemes, plans or agreements involving the grant of shares and share options to members of the Board of Directors and senior management or any other employees of the Company or its Group; to the implementation of programs promoting participation in the Company's share capital, such as, for example, dividend reinvestment plans, loyalty bonds or other similar instruments; to the reduction of share capital through its cancellation; or to any other purpose permitted by the applicable legislation at any given time.

Furthermore, the Board of Directors may, within the framework of this authorization, agree to implement share buy-back programs 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 Market Abuse Regulation with regard to regulatory technical standards concerning the conditions applicable to buy-back programs and stabilization measures, or in accordance with another buy-back mechanism or procedure with a similar purpose. The purpose of such buy-back programs may be: (i) a subsequent reduction in the Company's share capital through the cancellation of the shares acquired, subject to the prior approval of the General Meeting of Shareholders; or (ii) any other purpose provided for in the applicable regulations. Furthermore, this authorization may be used for the acquisition of own shares for any other purpose or through other procedures that the Board of Directors may determine from time to time, and it may also agree on the method, form and procedure through which transactions involving own shares are to be carried out.

Additionally, this authorization may be used for the acquisition of treasury shares for any other purpose or through any other procedures that the Board of Directors may determine from time to time, and the Board may likewise resolve on the method, form and procedure pursuant to which transactions involving treasury shares are to be carried out.



The Board of Directors is hereby granted the broadest powers to make use of this authorization and for its full implementation and execution, and may delegate such powers, on an indistinct basis, to the Chairman, the Vice-Chairman or the Secretary of the Board, or to any other person expressly authorized by the Board for this purpose, with such scope as it may deem appropriate.

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## **ITEM 11 ON THE AGENDA**

**Delegation of authorities to formalize, rectify, interpret and carry out the resolutions adopted by the shareholders at the General Shareholders' Meeting.**

### **RESOLUTION**

Authorise the Board of Directors, to the extent necessary under law, to develop, execute and interpret all the previous resolutions, including, to the extent necessary, the authorities to interpret, remedy and complete the resolutions. In addition, to authorise to the Chairman of the Board of Directors, and to the Secretary and Vice Secretary of the Board of Directors, so that any of them, indistinctly, may appear before a Notary to formalise and execute as public instrument the resolutions adopted at this General Shareholders' Meeting, and, if necessary, to rectify the material errors which could influence the granting of the public deeds, which do not require the adoption of new resolutions, as well as to grant as many public and private documents as necessary until the resolutions adopted are duly registered in the Commercial Registry, with authority, including for their remedy or rectification in view of the verbal or written qualification that the Registrar may issue and, in sum, to carry out all actions and procedures that are necessary for full effectiveness of these resolutions, as well as to deposit the accounts of the Company and its Group.

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