

**RESOLUTIONS TAKEN ON THE SHAREHOLDERS' GENERAL MEETING  
OF GRUPO CATALANA OCCIDENTE, S.A.  
APRIL 30, 2025, FIRST CALL**

**First.- Examination and approval, if applicable, of the Individual Annual Accounts and Management Report corresponding to corporate year 2024.**

To approve the Individual Annual Accounts of the Company (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2024, which are not transcribed since they have been printed in official pages of class 8ª, serie ON, numbers 6457930 to 6457956, both inclusive, together with the Management Report corresponding to such corporate year printed in the official pages of class 8ª, serie ON, numbers 6457956 to 6457959, both inclusive, for their filing with the Commercial Registry, documents which were signed by all the Board Directors in the official page of class 8ª, serie ON, number 6456516.

**Second.- Distribution of the financial results corresponding to corporate year 2024.**

To apply the distribution of the individual profit resulting from corporate year 2024, which amounts to 197,308,054.91 euros, in the following manner:

Dividends	71,280,000.00 euros
Voluntary Reserve	126,028,054.91 euros
Total	197,308,054.91 euros

The Consolidated Group result amounts to 697,478,094.92 euros, being 636,448,882.29 euros the attributed result to the parent company.

The dividend to be paid to the shareholders is 0.5940 euros per share, for a total amount of 71,280,000.00 euros, which will be executed on May 8, 2025, acting as payment agent Banco Bilbao Vizcaya Argentaria, S.A.

Thus, the total dividend payments agreed and distributed since the last Shareholders' General Meeting on April 25, 2024, either against Company reserves or the result for the year amount to 145,800,000.00 euros, that is, 1.2150 euros per share (gross).

**Third.- Group Consolidated Annual Accounts and Management Report.**

**3.1. Examination and approval, if applicable, of the Group Consolidated Annual Accounts and Management Report corresponding to corporate year 2024.**

To approve (i) the Group Consolidated Annual Accounts (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31,

2024, which are not transcribed since they have been printed in official pages of class 8<sup>a</sup>, serie 00, numbers 9930139 to 9930219, both inclusive, together with (ii) the Consolidated Management Report corresponding to such corporate year, printed in the official pages of class 8<sup>a</sup>, serie 00, numbers 9930057 to 9930139, both inclusive, for their filing with the Commercial Registry, documents which were signed by all the Board Directors in the official page of class 8<sup>a</sup>, serie ON, number 6456515.

**3.2. Examination and approval, if applicable, of the Consolidated Non-financial Statement and Sustainability Information (“Sustainability Report”) as part of the Group Consolidated Management Report corresponding to corporate year 2024.**

To approve the Consolidated Non-financial Statement and Sustainability Information (“Sustainability Report”) as part of the Group Consolidated Management Report corresponding to corporate year 2024, printed in the official pages of class 8<sup>a</sup>, serie 00, numbers 9930083 to 9930135, both inclusive, for their filing with the Commercial Registry, document which was signed by all the Board Directors in the official page of class 8<sup>a</sup>, serie ON, number 6456515.

**Fourth.- Approval, if applicable, of the Board of Directors’ management during corporate year 2024.**

To approve the management of the Board of Directors and officers of the Company during the year at hand, in view of the Management Report submitted by the Board of Directors.

**Fifth.- Renewal of the appointment of the Company and Consolidated Group external auditors for the corporate year 2025.**

To renew for the corporate year 2025, in accordance with article 264 of the Spanish Corporations Act, the appointment of PricewaterhouseCoopers Auditores, S.L. as external auditors of the Company’s Individual Annual Accounts and Management Report (“*Informe de Gestión*”) and as external auditors of the Group’s Consolidated Annual Accounts and Management Report (“*Informe de Gestión Consolidado*”).

PricewaterhouseCoopers Auditores, S.L., has its corporate domicile in Madrid, Torre PwC, Paseo de la Castellana 259 B, provided with tax identification number B-79031290, and registered with the Commercial Registry of Madrid, Sheet number M-87250-1, Page 75, Volume 9.267, Registration Book 8.054, section 3<sup>rd</sup> and on the Spanish Corporate Auditors’ Official Registry (ROAC) under number S0242.

**Sixth.- Appointment and, if applicable, reelection of Board members.**

**6.1. Reelection and, if applicable, appointment of Mr. Jorge Enrich Serra, as proprietary director.**

To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as a proprietary director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of

Directors, following the proposal of the shareholder Co Sociedad de Gestión y Participación, S.A., Mr. Jorge Enrich Serra, Spanish citizen, of legal age, married, with domicile to these effects at Barcelona, c/ Muntaner 293, 6<sup>th</sup> floor 3<sup>rd</sup> door, and holder of Spanish I.D. number 07229747-L, in force.

**6.2. Reelection and, if applicable, appointment of Mr. Daniel Halpern Serra, as proprietary director.**

Following his appointment as proprietary member of the Board of Directors by means of the cooptation procedure executed in the Board of Directors meeting on September 26, 2024, and in accordance with article 244 of the Spanish Corporations Act, to re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as a proprietary director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, following the proposal of the shareholder Co Sociedad de Gestión y Participación, S.A., Mr. Daniel Halpern Serra, Spanish citizen, of legal age, married, with domicile to these effects at Madrid, c/ Menéndez Pidal, 9, and holder of Spanish I.D. number 52366813-E, in force.

**6.3. Reelection and, if applicable, appointment of Mrs. M<sup>a</sup>. Assumpta Soler Serra, as proprietary director.**

To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as a proprietary director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, following the proposal of the shareholder Inoc, S.A., Mrs. M<sup>a</sup>. Assumpta Soler Serra, Spanish citizen, of legal age, widow, with domicile to these effects at Madrid, c/ Quintana n<sup>o</sup> 6, 7<sup>th</sup> floor, and holder of Spanish I.D. number 46.105.768-Z, in force.

**Seventh.- Amendment and, if applicable, approval of the Company's Remuneration Policy**

To amend and, if applicable, approve, in accordance with article 529 novodecies of the Spanish Corporations Act, the Company's Remuneration Policy, approved by the Shareholder's General Meeting held on April 25, 2024, with the aim of adapting its content to the changes implemented in the remuneration to be perceived by the Chief Executive Officer due to its executive duties, as a result of the novation of his contract, thus complying with the specific reporting requirements included in articles 527 septdecies to novodecies of the Spanish Corporations Act.

Therefore, and in accordance with article 529 novodecies 1. of the Spanish Corporations Act, this will be the Company's Remuneration Policy since its approval and during the following corporate years 2026, 2027 and 2028 (inclusive), except if an amendment or replacement is proposed during such term, in which case it will be necessary to obtain the prior approval of the Shareholders' General Meeting to carry out such amendment or replacement.

The Board of Directors' reasoned proposal to amend and approve the Company's Remuneration Policy together with the corresponding specific report issued by the Remunerations and Appointments Committee, have been made available to the shareholders

at the Company's corporate webpage ([www.gco.com](http://www.gco.com)) and disclosed following the ordinary procedure pursuant to the call of the Shareholders' General Meeting.

#### **Eighth. - Members of the Board of Directors remuneration**

##### **8.1. Approval of the fixed remuneration amount to be received by the Board of Directors in the corporate year 2025.**

In accordance with article 19 of the Company's Articles of Association, to maintain the fixed remuneration to be perceived by the Board of Directors in the corporate year 2025 in 2,078,981.80 euros. To the extent necessary, it is placed on record that the abovementioned amount does not exceed 5% of the net consolidated annual profit corresponding to the last closed corporate year and remains equal to the amount of the previous corporate year. In accordance with the Articles of Association, the establishment of the exact amount to be paid to each member of the Board, the conditions for its obtention and the distribution among the different members will correspond to the Board of Directors, as it deems convenient.

##### **8.2. Approval of the allowances for attending Board of Directors meetings during the corporate year 2025.**

Additionally, in accordance with article 19 of the Company's Articles of Association, to maintain the allowances for attending the Board of Directors' meetings in the amount of 2,225.00 euros per director and meeting.

#### **Ninth. - To Submit to a consultative vote of the Shareholders' General Meeting the 2024 Annual Report regarding the remuneration of the members of the Board of Directors.**

To vote in favour of the report approved by the Board of Directors on February 27, 2025, which has been submitted to consultation to this Shareholders' General Meeting, regarding the remuneration of the members of the Board of Directors which includes, inter alia, information on the directors' remuneration policy applicable to the current year, a global summary on how it has been applied the remuneration policy during corporate year 2024, as well as a detailed description of the individual accrued remunerations by each of the members of the Board of Directors in such corporate year.

Such Report was made available to the shareholders at the Company's corporate webpage ([www.gco.com](http://www.gco.com)) and disclosed following the ordinary procedures pursuant to the call of the Shareholders' General Meeting.

#### **Tenth.- Reserves distribution. Delegation to the Board of Directors to establish its amount and distribution date, with the express faculty not to distribute them.**

To distribute from the Company's unrestricted reserves, either once or several times, a gross amount of up to eighty-one million (81,000,000) Euros between the shares of the Company with a right to receive it, delegating the faculty to decide on its implementation to the Board of Directors (with express faculty to delegate such implementation).

For the abovementioned purposes, to delegate to the Board of Directors, with express faculties to substitute, the fullest faculties to take decisions regarding the implementation, amounts and execution dates of this unrestricted reserves distribution resolution (with express faculty not to proceed with its implementation) including, in particular and without limitation:

- (i) the decision to implement and make this resolution fully effective, being the Board of Directors expressly authorized (with express faculties of substitution) to refrain from implementing it (either fully or partially), including the possibility of resolving about the full or partial executions (by an amount lower than the maximum agreed) taking into account the market conditions, those affecting the Company or any other relevant facts or event that recommend such decision;
- (ii) the authority to set forth (a) the dates on which it will be established which shareholders are eligible to receive a dividend (*record date*) as well as (b) the specific payment dates of the dividends accrued from the unrestricted reserves (*payment date*).
- (iii) to establish the specific accounts or sub-accounts of unrestricted reserves on which the distribution of reserves will be charged;
- (iv) to publish the advertisements and/or communications which are deemed necessary or appropriate;
- (v) to appoint the entity that shall act as a payment agent; and to carry out any other necessary or appropriate actions to conduct an effective distribution; and
- (vi) in general, to take any measures necessary or appropriate for the effective distribution, implementation and full formalisation of the distribution of unrestricted reserves before any public or private entities and bodies, Spanish or foreign, including those of clarification, supplement or remedying of defects or omissions that may impede or hinder the full effectiveness of this resolution.

The current delegation will have a duration of twelve (12) months as from the date of adoption of this resolution.

**Eleventh.- Authorization to the Board of Directors to acquire treasury shares, either directly or through subsidiaries, in accordance to article 146 of the Spanish Corporations Act, setting forth the thresholds or conditions to such acquisitions, and to allocate such treasury shares to the implementation of the Company or its Group remuneration programs.**

To authorize, and grant the corresponding faculties to the Board of Directors in this respect, to execute any derivative acquisition of treasury shares, either directly or through subsidiary companies, by any of the acquisition procedures admitted by Law admits, in accordance with articles 146 et seq. and 509 of the Spanish Corporations Act, within the limits and subject to the requirements set out in such Act, and, in particular, to the following:

- a) The par value of the treasury shares acquired, directly or indirectly, added to those already owned by the Company and its subsidiaries, and, if applicable, the parent company and its subsidiaries, shall not exceed 10% of the Company's share capital.
- b) The acquisition of treasury shares, including those that the Company, or individual acting in its own name but on behalf of the Company, had previously acquired and still hold in its portfolio, shall not cause the Company's net equity, as defined in article 146 of the Spanish Corporations Act, to be lower than the Company's share capital plus the legal or statutory non distributable reserves.
- c) The acquisition may be executed by means of a sale, a swap or any other type of onerous transactions, as applicable, of fully paid up shares, free of any charges or encumbrances, and must not entail any ancillary undertakings.
- d) The minimum and maximum consideration for the acquisition of the treasury shares shall be its market value reduced or increased by 10%, respectively, on the date in which the relevant transaction is executed.
- e) The authorization granted hereto shall remain in force for five years as from the date of this Shareholder's General Meeting.

In the framework of this authorization, the Board of Directors shall set forth the treasury shares' policy, being entitled to delegate the execution of such policy in the Chairman and/or the Chief Executive Officer. Likewise, the Board of Directors shall supervise, in particular, that each time that an authorized acquisition is executed pursuant to this resolution, the conditions established hereto and in the Law are fulfilled (especially, with regards to the Spanish and EU regulations on market abuse).

Furthermore, acquisitions executed pursuant to this authorization may concern shares to be delivered to employees or directors of the Company and its subsidiaries, in the framework of the implementation of the Company or its Group remuneration programs, either directly or as a result of the execution of stock option rights that may be held by such individuals. For the execution of such plans, the Company may use its treasury shares or carry out new acquisitions under this authorization.

As a result of the foregoing, the authorization to execute derivative acquisitions of the Company's shares approved by the Shareholders' General Meeting on October 29, 2020, is hereby deemed null and void.

**Twelfth - Delegation of faculties to formalize, execute and register the resolutions adopted by the Shareholders' General Meeting.**

To empower, individually, to Mr. José M<sup>a</sup> Serra Farré and Mr. Joaquín Guallar Pérez, so that any of them, acting in the name and on behalf of the Company, can (i) deposit with the Commercial Registry the Individual Annual Accounts and the Group Consolidated Annual Accounts and the document *Consolidated Non Financial Statement and Sustainability Information* ("Sustainability Report"), all of them corresponding to corporate year 2024; being

entitled to clarify or correct any of the terms set forth in these Minutes; and (ii) appear before a Notary Public in order to grant to public the abovementioned resolutions, being entitled to execute any public or private documents which they deem necessary or convenient, including granting any notarial deeds to clarify, correct or complete the foregoing, as may be appropriate, to fully register the foregoing resolutions in the Commercial Registry; or request, where necessary, the Registrar of the Commercial Registry to partially register such resolutions, if such Registry opposed to the registration of the foregoing in their entirety; all of the above to the fullest extent and without any restriction whatsoever.

**\*\*\*\* This English translation is for informative purposes only and in case of contradiction the Spanish version of this document shall prevail \*\*\*\***