

**ALANTRA PARTNERS, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS MEETING**  
**OF APRIL 27, 2022**

**1. QUORUM OF CONSTITUTION**

	Nº of Shareholders	Nº of shares	% share capital
Present	29	15,087,946	39.0562%
Represented	87	15,672,328	40.5688%
<b>Total</b>	<b>116</b>	<b>30,760,274</b>	<b>79.625%</b>

**2. VOTING OF THE PROPOSED RESOLUTIONS<sup>1</sup>**

	In favour		Against		Abstention		Total			Treasury shares		
	Votes	% valid votes	Votes	% valid votes	Votes	% valid votes	Issued votes	% Quorum <sup>2</sup>	% share capital	Votes	% <sup>3</sup> Quorum	% share capital
1	30,286,616	98.5508%	0	0%	445,375	1.4492%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
2	30,288,035	98.5554%	0	0%	443,956	1.4446%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
3	30,286,616	98.5508%	0	0%	445,375	1.4492%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
4	30,199,985	98.2689%	85,988	0.2798%	446,018	1.4513%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%

<sup>1</sup> Each share gives the right to one vote.

<sup>2</sup> The right to vote incorporated in treasury shares is suspended. The own shares are computed in the capital for the purpose of calculating the quotas necessary for the constitution and adoption of resolutions at the meeting.

<sup>3</sup> The right to vote incorporated in treasury shares is suspended. The own shares are computed in the capital for the purpose of calculating the quotas necessary for the constitution and adoption of resolutions at the meeting.

	In favour		Against		Abstention		Total			Treasury shares		
	Votes	% valid votes	Votes	% valid votes	Votes	% valid votes	Issued votes	% Quorum <sup>4</sup>	% share capital	Votes	% <sup>5</sup> Quorum	% share capital
5	30,200,932	98.2720%	85,988	0.2798%	445.071	1,4482%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
6	30,286,920	98.5518%	0	0%	445.071	1,4482%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
7	30,287,721	98.5544%	314	0.0010%	443.956	1,4446%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
8.1	30,286,935	98.5518%	1,100	0.0036%	443.956	1,4446%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
8.2	30,287,721	98.5544%	314	0.0010%	443.956	1,4446%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
9	30,056,611	97.8024%	230,309	0.7494%	445.071	1,4482%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
10	29,979,824	97.5525%	308,211	1.0029%	443.956	1,4446%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
11	30,288,020	98.5553%	0	0%	443.971	1,4447%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
12	29,837,837	97.0905%	449,083	1.4613%	445.071	1,4482%	30,731,991	99.91	79.5518%	28,283	0.09%	0.07%
13	<b>Item submitted for information purposes only</b>											

<sup>4</sup> The right to vote incorporated in treasury shares is suspended. The own shares are computed in the capital for the purpose of calculating the quotas necessary for the constitution and adoption of resolutions at the meeting.

<sup>5</sup> The right to vote incorporated in treasury shares is suspended. The own shares are computed in the capital for the purpose of calculating the quotas necessary for the constitution and adoption of resolutions at the meeting.

### 3. APPROVED RESOLUTIONS

The Annual General Shareholders' Meeting of Alantra Partners, S.A. ("**Alantra**" or the "**Company**") held on April 27, 2022 exclusively by telematic means, at 13:00, on first call approved the following resolutions:

**FIRST.-**                **Review and approval of the individual annual accounts of the Company (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes) and of the consolidated annual accounts of the Company and its Group of companies (Consolidated Statement of Financial Position, Consolidated Profit and Loss Account, Consolidated Statement of Recognised Income and Expense, Consolidated Statement of Total Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Annual Accounts), as well as both the Company' individual Management Report and the Group's consolidated Management Report, including Non-Financial Information Report, for the financial year ended 31 December 2021**

The Annual General Meeting agrees to approve the Company's individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes) and the consolidated accounts of the Company and the companies comprising its Group (Statement of Financial Position, Statement of Profit and Loss, Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows and Notes, all of which are consolidated), as well as the individual Management Report of the Company and the consolidated Management Report, including the Statement of Non-Financial Information, of the Company with the companies comprising its Group, all of which correspond to the financial year ended 31 December 2021, and which were drawn up by the Board of Directors at its meeting held on 22 March 2022.

**SECOND.-**            **Allocation of the Company's profit for the year ended 31 December 2021**

Having during year 2021 an individual positive result in an amount of Euro 43,458,316.67, in accordance with the proposal made by the Board of Directors at the meeting held on 22 March 2022 and in compliance with the provisions of Article 273.1 of the Spanish Companies Act, it is hereby approved the allocation of the Company's profit according to the following:

- The amount of Euro 13,511,092.35 (0.35€ per eligible share) has been already satisfied in its integrity as an interim dividend in account of the results for year 2021 pursuant to the resolution adopted by the Board of Directors of the Company on 27 October 2021;
- The amount of Euro 21,231,716.55 shall be distributed as an additional dividend of the results for year 2021. This represents a gross amount of Euro 0.55 per share entitled to receive this dividend as of the date of the drawing down of the annual accounts by the Board; where appropriate, any applicable withholding will be deducted from the above mentioned amount; and
- The amount of Euro 8,715,507.77 shall be allocated to voluntary reserves of the Company.

The complementary dividend to be distributed shall be paid on 13 May 2022.

Since the Company's shares are issued in book-entry form, the interim dividend will be paid through the entities participants of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)*, using the means that Iberclear makes available to participating entities. BNP Paribas Securities Services, Sucursal en España, shall act as paying agent.

It is hereby stated for the record that, as announced to the market in the 2021 results presentation published on 28 February 2022, the Board of Directors, in light of the execution of the investment

plan, will decide on the amount to be distributed as an additional dividend during the second half of 2022.

**THIRD.- Review and, where appropriate, approval of the management and performance of the Board of Directors during the financial year ended 31 December 2021**

The Annual General Meeting agrees to approve the Board of Directors' management during the financial year ended 31 December 2021.

**FOURTH.- Review and, where appropriate, approval of the reappointment of Mr. Santiago Bergareche Busquet as "other external" director**

It is resolved, at the proposal of the Board of Directors, following a report from the Company's Appointments and Remuneration Committee, to reappoint Mr Santiago Bergareche Busquet as a member of the Board of Directors for the statutory period of four years, with the classification of "other external" director. Mr. Bergareche's identification details are those recorded in the Madrid Mercantile Register.

Mr. Santiago Bergareche Busquet will accept his appointment by any legally valid means.

**FIFTH.- Review and, where appropriate, approval of the ratification of the appointment by co-optation and reappointment of Ms. Silvia Reina Pardo as proprietary director**

It is resolved, at the proposal of the Board of Directors, to ratify the appointment as proprietary director of the Company of Ms Silvia Reina Pardo, co-opted by the Board of Directors (following a report from the Appointments and Remuneration Committee), at its meeting held on 28 April 2021, in order to fill the vacancy caused by the resignation tendered by Mr Josep Piqué Camps on the same date.

Likewise, it is agreed to reappoint her for the statutory term of four years as from the date of the meeting of this General Meeting. The identification details of Ms. Reina are those registered in the Madrid Mercantile Register.

Ms. Silvia Reina Pardo will accept her appointment by any legally valid means.

**SIXTH.- Review and, where appropriate, approval of the reappointment of the auditors for the Company**

It is agreed to reappoint as auditor of Alantra Partners, S.A. and its consolidated group of companies for a period of one year, that is, for the year 2022, the audit firm Deloitte, S.L., domiciled in Madrid, Plaza Pablo Ruiz Picasso, 1, registered in the Commercial Registry of Madrid in volume 13,650, folio 188, section 8, page M-54414, registered in the ROAC under number S-0692 and provided with CIF number B-79104469.

This agreement is adopted according to the proposal of the Board of Directors and, in turn, on the proposal of the Audit and Risk Control Committee.

Deloitte, S.L. will accept its reappointment by any means valid in law.

**SEVENTH.- Approval, where appropriate, of the amendment of the Company's Articles of Association by the introduction of a new article 13 bis (“Telematic attendance at the General Meeting”) to enable the possibility of holding the General Meeting of Shareholders by telematic means**

It is resolved to introduce a new article 13 bis to the Articles of Association of the Company in order to enable the Shareholders' General Meeting to be held by telematic means.

The wording of article 13 bis (“Telematic attendance at the General Meeting”) shall be as follows:

**"Article 13 bis. Telematic attendance at the General Meeting**

*Attendance at the General Meeting by telematic means that duly guarantees the identity of the subject, and remote electronic voting during the holding of the General Meeting, may be admitted provided that the state of the art so permits and the Board of Directors so resolves. In this case, the notice of the General Meeting shall establish the deadlines, forms and methods of exercising the rights of the shareholders envisaged by the Board of Directors to enable the General Meeting to be properly conducted.*

*The Regulations of the General Meeting may assign to the Board the regulation of all necessary procedural aspects, in accordance with the provisions of the law and these Articles of Association.*

*The Board of Directors may also resolve to convene the General Meeting exclusively by telematic means so that it may be held without the physical attendance of the shareholders or their proxies, and, if appropriate, of the members of the Board of Directors. In such cases, the General Meeting shall be deemed to be held at the registered office, irrespective of where the chairman of the General Meeting is located. The holding of the general meeting exclusively by telematic means shall be in accordance with the provisions of the law and the bylaws and, in any event, shall be subject to the identity and legitimisation of the shareholders and their representatives being duly guaranteed, and to all those attending being able to participate effectively in the meeting by means of the remote means of communication permitted in the notice of call, both to exercise in real time the rights of intervention, information, proposal and vote to which they are entitled, and to follow the interventions of the other attendees by the means indicated, taking into account the state of the art and the circumstances of the Company, all in accordance with the applicable regulations. The Board of Directors shall establish in the notice of call the means and conditions for telematic attendance, as well as the procedure for the exercise of shareholders' rights at exclusively telematic meetings, in accordance with the provisions of the law and the Regulations of the General Meeting".*

It is also noted that, since the date of the call of the General Meeting, the Company has made available to the shareholders the Board of Directors' Report justifying the proposed amendment of the Company's Articles of Association.

**EIGHTH.- Approval, where appropriate, of the amendment of the following articles of the Regulations of the General Shareholders' Meeting: 8.1. Amendment of article 3 ("Faculties of the General Shareholders' Meeting") to extend the faculties of the General Meeting on related-party transactions. 8.2. Amendment of the following articles to enable the possibility of holding the General Meeting of Shareholders exclusively by telematic means: article 5 (“Notice of call”), article 7 (“Right to information prior to the General Meeting”), article 10 (“Right and duty to attend”), creation of a new article 10 bis (“Attendance at the General Meeting by telematic means”), article 14 (“Intervention requests”), and article 16 (“Information”)**

It is resolved to approve the modification of the following articles of the Regulations of the General Shareholders' Meeting, grouped by amendments that present their own autonomy, under the terms of the proposal included in the report of the Board of Directors drawn up for this purpose and made available to the shareholders since the call of this General Meeting:

**8.1. Amendment of article 3 ("Faculties of the General Shareholders' Meeting") to extend the faculties of the General Meeting on related-party transactions:**

It is resolved to amend article 3 ("Faculties of the General Shareholders' Meeting") of the Regulations of the General Meeting of Shareholders to include among the functions of the General Meeting, in section 14, that of approving related-party transactions whose amount or value is equal to or exceeds 10% of the value of the assets. Article 3 of the Regulations of the General Meeting shall henceforth read as follows:

**"Article 3. Faculties of the General Shareholders' Meeting**

*The General Meeting of Shareholders shall decide on the matters within its competence in accordance with the Law and the Articles of Association, and in particular the General Meeting shall adopt the following resolutions:*

- i. Appointment, re-election and removal of directors.*
- ii. Appointment, re-election and removal of the Auditors.*
- iii. Approval of the management of the company and, where appropriate, of the individual and consolidated accounts for the previous year, and of the appropriation of profits.*
- iv. Increase and reduction of share capital, delegating, where appropriate, to the Board of Directors, within the periods established by law, the power to set the date or dates for their implementation, who may make use of all or part of this delegation, or even refrain from implementing it in consideration of market conditions, the Company itself or any fact or event of special relevance that justifies such a decision in its opinion, reporting on this to the first General Meeting of Shareholders to be held once the period granted for its implementation has expired.*

*It may also delegate to the Board of Directors the power to increase the share capital under the terms of articles 297 and 506 of the Capital Companies Act.*
- v. Suppression or limitation of pre-emptive subscription rights, without prejudice to the possibility of delegation to the Board of Directors under the terms provided by law.*
- vi. Issue of bonds or debentures, and delegation to the Board of Directors of the power to issue debentures or bonds, whether convertible or not, under the terms provided by law.*
- vii. Amendment of the Articles of Association.*
- viii. Dissolution, merger, spin-off, global transfer of assets and liabilities, transformation of the company and transfer of the registered office abroad.*
- ix. Approval and amendment of these Regulations of the General Meeting of Shareholders.*
- x. Approval of the remuneration policy of the Board of Directors at least every three years.*
- xi. Decision on the application of remuneration systems consisting of the delivery of shares or rights over them, as well as any other remuneration system that is referenced to the value of the shares, when the beneficiaries of such remuneration systems are directors.*
- xii. Vote, on a consultative basis and as a separate item on the agenda, on the annual report on directors' remuneration, with the content established by prevailing legislation.*
- xiii. Acquisition, disposal or contribution to another company of essential assets. The essential nature of the asset shall be presumed when the amount of the transaction exceeds twenty-five per cent of the value of the assets appearing in the last approved balance sheet.*
- xiv. Approval of related-party transactions whose amount or value is equal to or exceeds 10% of the total asset items according to the latest annual balance sheet approved by the company.*
- xv. Transfer to subsidiaries of essential activities carried out up to that time by the company itself, even if the company retains full control of them.*
- xvi. Approval of operations whose effect is equivalent to the liquidation of the company.*
- xvii. Decision on any matter determined by law or the Articles of Association or submitted to it by the Board of Directors or by the shareholders, as provided by law".*

**8.2. Amendment of the following articles to enable the possibility of holding the General Meeting of Shareholders exclusively by telematic means: article 5 (“Notice of call”), article 7 (“Right to information prior to the General Meeting”), article 10 (“Right and duty to attend”), creation of a new article 10 bis (“Attendance at the General Meeting by telematic means”), article 14 (“Intervention requests”), and article 16 (“Information”):**

In order to allow General Meetings of Shareholders to be held by telematic means, it is agreed to introduce a new paragraph b in point 2 of article 5, a new paragraph 11 in article 7, an amendment to paragraph 1 and a new paragraph 2 in article 10, a new article 10 bis, a new paragraph at the end of paragraph 1 of article 14, and a new paragraph at the end of paragraph 1 of article 16. These articles shall henceforth read as follows:

**"Article 5. Notice of call**

1. *The call to the General Shareholders' Meeting shall be made by notice published in (i) the Official Gazette of the Commercial Registry or in one of the newspapers with the largest circulation in Spain, (ii) on the Company's website and (iii) on the website of the National Securities Market Commission (CNMV), with the advance notice required by law.*
2. *The notice of call shall contain the information required by Law and, in particular, the following:*
  - a. *Place, date and time of the meeting on first and, where appropriate, second call, with at least twenty-four hours between the first and second call.*
  - b. *Information on whether the General Meeting is convened to be held in person, in person with the possibility of attending telematically, or whether it is convened to be held exclusively telematically, pursuant to the provisions of Article 10 bis below. In the case of a telematic meeting, the notice shall describe the deadlines, forms and methods of exercising shareholders' rights provided for by the directors of the company to enable the meeting to be held properly.*
  - c. *The agenda for the general meeting, clearly and precisely drawn up, which shall include the business to be transacted at the meeting.*
  - d. *The requirements for attending the General Meeting and the means of accrediting them to the Company, as well as the date on which the shareholder must have the shares registered in his name in order to be able to participate and vote at the General Meeting.*
  - e. *The place and manner in which the full text of the documents and proposed resolutions may be obtained and the address of the Company's website where the information will be available.*
  - f. *The right of shareholders to be represented at the General Meeting by another person, even if not a shareholder, and the requirements and procedures for exercising this right, including the right to include items on the agenda and to submit proposed resolutions, as well as the time limit for exercising this right.*
  - g. *The shareholders' right to information and the manner of exercising this right.*
  - h. *Information on the system for proxy voting, the forms to be used for proxy voting and the means to be used to enable the Company to accept electronic notification of proxies granted, as well as the procedures established for remote voting, whether by post or electronic means.*
3. *Shareholders representing at least three per cent of the share capital may request the publication of a supplement to the call to the Annual General Meeting of Shareholders, including one or more items on the Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution.*

*This right must be exercised by means of reliable notification to be received at the registered office within five days of the publication of the notice of call. The supplement to the notice of call must be published at least fifteen days before the date set for the general meeting.*

*Likewise, shareholders representing at least three per cent of the share capital may, within the same period of five days following publication of the notice of call, submit reasoned proposals for resolutions on items already included or to be included on the agenda of the General Meeting called. The Company shall ensure that these proposed resolutions and any accompanying documentation are circulated to the remaining shareholders.*

4. *The provisions of this article are without prejudice to the inclusion in the notice of additional content or to the earlier call in special cases where this is required by law".*

**"Article 7. Right to information prior to the General Meeting**

1. *From the time the General Meeting is called and up to and including the fifth day prior to the date of the General Meeting in question, or verbally during the meeting, shareholders may request in writing such information or clarifications or ask such questions in writing as they deem appropriate regarding the items on the agenda.*
2. *In addition, with the same prior notice and in writing, or verbally during the meeting, shareholders may request such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the immediately preceding meeting and regarding the auditor's report.*

*In relation to points 1 and 2, the Board of Directors shall be obliged to provide the requested information in writing up to the day of the General Meeting and, in the case of oral requests made during the Meeting when it is not possible to satisfy the shareholder's right at that time, the Board of Directors shall be obliged to provide such information in writing within seven days following the end of the Meeting.*

3. *Requests for information may be made by delivering the request to the registered office, or by sending it to the Company by post or other means of remote electronic communication addressed to the address specified in the relevant notice of call or, failing such specification, to the attention of the person in charge of institutional relations. Requests shall be admitted as such when the electronic document by virtue of which the information is requested incorporates the recognised electronic signature used by the applicant, or other mechanisms considered by the Board of Directors to provide adequate guarantees of authenticity and identification of the shareholder exercising his right to information.*
4. *Whatever means is used to issue requests for information, the shareholder's request must include his name and surname, accrediting the shares he holds, so that this information may be checked against the list of shareholders and the number of shares in his name provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad de Sistemas or Iberclear). (Sociedad de Sistemas or Iberclear), for the General Meeting in question. The shareholder shall be responsible for proving that the request has been sent to the Company in due time and form. The Company's web page shall detail the relevant explanations for the exercise of the shareholder's right to information, under the terms provided for in the applicable regulations.*
5. *The requests for information regulated in this article shall be answered, once the identity and shareholder status of the applicant has been verified, prior to the General Meeting of Shareholders, by the same means by which they were made, unless the shareholder indicates for this purpose another means from among those declared suitable in accordance with the provisions of this article.*
6. *The directors shall be obliged to provide the information requested in points 1 and 2, unless such information is unnecessary for the protection of the shareholder's rights, there are objective reasons to consider that it could be used for purposes outside the company or its disclosure would prejudice the company or related companies. The information requested may not be refused when the request is supported by shareholders representing at least 25% of the share capital.*



7. *Valid requests for information, clarifications or questions made in writing and the answers provided in writing by the directors shall be posted on the Company's website.*
8. *Where, prior to the formulation of a specific question, the information requested is clearly, expressly and directly available to all shareholders on the Company's website in question and answer format, the Directors may limit their reply to refer to the information provided in that format.*
9. *The Board of Directors may empower any of its members, its Secretary and/or Deputy Secretary, the person in charge of institutional relations and the head of the Department or Departments to which the information requested refers to respond, in the name and on behalf of the Board, to requests for information made by shareholders.*
10. *The provisions of this article are without prejudice to the right of shareholders to obtain the documents in printed form and to request that they be sent free of charge when so established by law.*
11. *If the General Meeting is held by telematic means in accordance with Articles 10 and 10 bis of the Regulations, requests for information or clarification of the items on the agenda may be made by such telematic means as the Board of Directors may determine in the notice of the General Meeting, which in any case shall be in accordance with the state of the art and the circumstances of the Company.”*

**"Article 10. Right and duty to attend**

1. *The right to attend shall be held by the shareholders who, at least five days prior to the date set for the Meeting, are registered as such (i) in the respective registers of any of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear), which shall provide the corresponding attendance cards that shall have legal standing vis-à-vis the Company and/or (ii) in the Company's Register of Registered Shares. Shareholders must therefore, in the event of physical presence at the General Meeting, attend the Meeting with the said attendance cards or the document that, in accordance with the law, accredits them as such.*
2. *The right to attend the General Meeting, whether by telematic means, by proxy by post, electronic correspondence or any other means of remote communication, as well as the right to vote thereat, in accordance with the provisions of article 521.2 of the Capital Companies Act, shall include any or all of the following forms:*
  - 1) *Real-time transmission of the General Meeting.*
  - 2) *Real-time two-way communication so that shareholders may address the General Meeting from a place other than where it is being held.*
  - 3) *A mechanism for voting before or during the general meeting without the need to appoint a proxy holder who is physically present at the general meeting.*
3. *The members of the Board of Directors shall attend the General Meetings unless there are justified reasons. Non-attendance by Directors shall not affect the valid constitution of the General Meeting and shall not be grounds for challenging the resolutions adopted thereat. Auditors, Directors, technical experts and other persons who, in the opinion of the Board of Directors, have an interest in the proper conduct of corporate affairs and whose intervention at the Meeting may, if necessary, be useful to the Company, may also attend the Meeting, with the right to speak but not to vote. The Chairman of the General Meeting may authorise the attendance of the press, financial analysts or any other person he deems appropriate, without prejudice to the power of the General Meeting to revoke such authorisation.”*

**"Article 10. bis Attendance at the General Meeting by telematic means**

1. *The Company may enable attendance at the General Meeting by telematic means that duly guarantee the identity of the subject and remote electronic voting during the holding of the Meeting, provided that the state of the art so permits and that it has been previously agreed by the Board of Directors. In this case, the notice of call shall establish the deadlines, forms and methods of exercising the shareholders' rights envisaged by the Board of Directors to enable the General Meeting to be properly conducted.*
2. *The Board of Directors shall establish the appropriate means and procedures to implement telematic attendance and remote electronic voting during the General Meeting. To this end, the Board of Directors shall adapt, where appropriate, to the applicable regulations developing this system and to the provisions of both the Company's Articles of Association and these Regulations. The aforesaid means and procedures shall be published on the Company's web site.*
3. *The provisions set out in the preceding paragraphs, insofar as they are compatible with the legal system, shall also apply in those cases in which, on the basis of the provisions of article 13 bis of the Articles of Association and the applicable regulations, the notice of call provides for the General Meeting to be held exclusively by telematic means and, therefore, without the physical attendance of the shareholders and their representatives or, as the case may be, of the members of the Board of Directors. In any event, the notice of call shall provide information on the rules applicable in this respect.*
4. *The attendance of shareholders at the General Meeting by electronic or telematic means shall be subject to the following provisions, which may be developed and completed by the Board of Directors:*
  - a) *Prior registration, registration and connection to the computer programme or platform that has been set up for telematic attendance must be carried out as far in advance as indicated in the notice of call. Attendance may not be conditional upon registration being made more than one hour before the start of the meeting (however, it may be possible to set a longer deadline for advance registration). After the time limit set for this purpose, a shareholder who starts the connection later shall not be deemed to be present.*
  - b) *Shareholders wishing to attend the General Shareholders' Meeting and exercise their rights must identify themselves by means of a recognised electronic signature or other form of identification on the terms established by the Board of Directors in the resolution adopted for this purpose and with provision for adequate guarantees of authenticity and identification of the shareholder in question.*
  - c) *Votes on proposals on items included on the Agenda of the meeting may be cast in accordance with the procedure and within the time interval agreed by the Board of Directors and determined in the notice of call. On the other hand, votes on proposals on matters not included on the Agenda must be cast in the time interval indicated for this purpose by the Chairman, once the proposal has been formulated and it is considered that it is to be put to the vote.*
  - d) *Shareholders attending telematically in accordance with this article may exercise their right to information by formulating the questions or requesting the clarifications they consider pertinent, provided they refer to matters included on the Agenda. The Board of Directors may determine in the notice of call that the interventions and proposed resolutions which, in accordance with the law, are made by shareholders attending by telematic means, shall be sent to the Company prior to the constitution of the General Meeting of Shareholders. Requests for information or clarification from shareholders attending the general meeting by telematic means shall be answered verbally during the general meeting or in writing within seven days after the meeting, in accordance with the provisions of the law.*

- e) *It must be ensured that, during the course of the meeting, the Presiding Board of the General Meeting of Shareholders and, if appropriate, the Notary, may be aware of the communications made by the shareholders attending telematically and of the declarations they make.*
  - f) *Interruption of communication, due to technical circumstances or for security reasons arising from supervening circumstances, may not be invoked as an illegitimate deprivation of the rights of the shareholder, nor as grounds for challenging the resolutions adopted by the General Shareholders' Meeting.*
5. *The Board of Directors may establish and update the means and procedures appropriate to the state of the art to implement telematic attendance and voting during the General Shareholders' Meeting, in accordance, where appropriate, with the legal provisions implementing this system and with the provisions of the Bylaws and these Regulations. These means and procedures shall be published on the Company's corporate website".*

**"Article 14 – Intervention requests**

1. *Shareholders who, in the exercise of their rights, wish to speak at the General Meeting and, if appropriate, request information or clarifications regarding the items on the agenda, as well as verbally request such clarifications as they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting and regarding the auditor's report, or make proposals which, in accordance with the law, may be submitted to the General Meeting even though they are not on the agenda, they shall identify themselves to the notary or, where appropriate, to the Presiding Board, and at the indication of the latter, to the staff assisting either, stating their name and surname, the number of shares they hold and the shares they represent. If they intend to request that their intervention be recorded verbatim in the minutes of the General Meeting, they shall deliver it in writing at that time to the Notary or to the Presiding Board so that it may be collated when the shareholder's intervention takes place.*

*In the event that the general meeting is being held by telematic means, requests to speak by shareholders wishing to take part in the meeting must be made in accordance with the procedure established by the Board of Directors in the notice of the meeting.*

2. *After this, and in any case before voting on the items on the agenda, the Chairman shall open the floor to shareholders."*

**"Article 16. Information**

1. *During the presentation period, any shareholder may verbally request such information or clarifications as he deems necessary regarding the items on the agenda, as well as verbally request such clarifications as he deems necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held and regarding the auditor's report. For this purpose, shareholders must have previously identified themselves in accordance with the provisions of article 14 above.*

*If the general meeting is being held by telematic means, requests for information or clarification of the items on the agenda must be made in accordance with the procedure established by the Board of Directors in the notice of call to the meeting.*

2. *Directors shall be obliged to provide the information requested, unless it is not available at the meeting itself. In such a case, the information shall be provided in writing within seven days after the end of the Meeting, to which end the shareholder shall indicate the address where the information is to be sent.*

3. *The information or clarification requested shall be provided by the Chairman or, where appropriate and at his indication, by the Chairman of the Audit Committee or the Nomination and Remuneration Committee, the Secretary, a director or, if appropriate, any employee or expert on the subject who is present, as provided in article 10.2 of these Regulations.*
4. *Directors shall be obliged to provide the information requested as referred to in points 1 and 2, unless such information is unnecessary for the protection of the rights of the shareholder, there are objective reasons to consider that it could be used for extra-business purposes or its disclosure would prejudice the Company or related companies. The information requested may not be refused if the request is supported by shareholders representing at least one quarter of the capital.*
5. *When, prior to the formulation of a specific question, the information requested is clearly, expressly and directly available to all shareholders on the Company's web site in question and answer format, the Directors may limit their reply to refer to the information provided in that format.*
6. *Infringement of the right to information provided for in this article shall only entitle the shareholder to demand compliance with the obligation to provide information and the damages and losses that may have been caused, but shall not be grounds for challenging the General Meeting of shareholders."*

**NINTH.- Approval, where appropriate, of an amendment to the current Directors' Remuneration Policy**

It is resolved to approve, pursuant to the provisions of article 529 *novodecies* of the Spanish Companies Act and in accordance with the motivated proposal approved by the Board of Directors at its meeting of 22 March 2022, accompanied by the mandatory report of the Appointments and Remuneration Committee, an amendment to the current Directors' Remuneration Policy (the "**Remuneration Policy**"), which will be in force until the financial year 2023, inclusive.

The amendments to the Remuneration Policy are made, firstly, in accordance with the provisions of section one of the First Transitional Provision of Law 5/2021, of 12 April, which amends the revised text of the Capital Companies Act, with regard to the promotion of long-term shareholder involvement in listed companies, this being the first General Meeting to be held after the entry into force of the aforementioned Law. Secondly, the Remuneration Policy is also amended to introduce, given the evolution of the company's results, an update of the fixed and variable remuneration of the Executive Chairman with the same purpose for which the same was already updated in 2018, that is, to establish an adequate and competitive system for the only executive Director of the Company that, additionally, does not have a negative impact on the risk level of the entity, but avoids that the still existing restrictions on the ratio between fixed and variable remuneration harm the alignment of the Executive Chairman's interests with the achievement of the Company's performance targets. Should the current restrictions limiting the ratios between the variable and fixed component of the total remuneration of key executives be removed, the fixed and variable remuneration of the Chief Executive Officer will revert to the initial scheme established in 2015.

It is hereby stated for the record that, since the date of the call to the Annual General Meeting, the Company has made available to the shareholders the full text of the Remuneration Policy, the Report of the Appointments and Remuneration Committee, together with the motivated proposal of the Board of Directors, justifying the proposed amendment of the Directors' Remuneration Policy.

**TENTH.- Authorization for the reduction of the calling period for the Extraordinary General Meetings of the Company, according to article 515 of the Spanish Companies Act**

In accordance with the provisions of Article 515 of the Spanish Companies Act the Annual General Meeting agrees to authorise and approve that extraordinary general meetings may be called by no less than 15-days prior notice, provided the Company offers all shareholders the effective possibility of voting by any electronic means available to all shareholders.

This authorisation is granted until the date of convention of the Company's next annual general meeting.

**ELEVENTH.- Delegation of powers for the notarisation and registration of the resolutions approved by the Annual General Meeting and for the mandatory registration of annual accounts**

The Annual General Meeting approves to grant joint and several powers as comprehensive as legally required to the Chairman of the Board, Mr. Santiago Eguidazu Mayor, and to the Secretary to the Board, Mr. Francisco Albella Amigo, to supplement; to perform and develop, including, where appropriate, the technical modification thereof; to correct any omissions or errors, and to construe the foregoing resolutions. To this end the above mentioned individuals shall be granted joint and several powers to execute any necessary public deeds notarising the foregoing resolutions; and to this end, they shall be granted the amplest powers to take any required actions associated with the resolutions approved by this Annual General Meeting and to execute any documents required to obtain registration of the foregoing resolutions with the Business Register, and in particular:

- a) To correct, to clarify, to specify or to supplement the resolutions approved by this Annual General Meeting or any public deeds and documents executed for the implementation thereof, specifically, any omissions, defects or errors, substantive or formal, that might prevent the access of these resolutions and the consequences thereof to the Business Register, the Property Register, the Intellectual Property Register or any other registries, and, in particular, the mandatory filing of annual accounts with the Business Register.
- b) To make any announcements, actions or legal transactions, and to enter into any agreements or transactions, that might be necessary or expedient for the adoption and implementation of any required resolutions to comply with the existing regulations for the implementation of the resolutions approved by the Annual General Meeting, including, in particular but not limited to, the authority to appear before a Public Notary for the execution or formalisation of any public or private documents deemed necessary or expedient for the fullest effectiveness of these resolutions.
- c) To delegate, jointly or joint and severally, all or part of the powers expressly granted by this Annual General Meeting as they might deem fit.
- d) And, ultimately, to determine any other required circumstances, thereto fulfilling any required formalities and complying with any necessary legal requirements for the fullest implementation of the Annual General Meeting resolutions.

**ITEM SUBMITTED FOR ADVISORY VOTE**

**TWELFTH.- Advisory vote of the Annual Report on Directors' Remuneration of the Company of fiscal year 2021**

In compliance with the provisions of Article 541 of the Spanish Companies Act, the Board of Directors has prepared an annual report on the remuneration of Directors that has been available to all shareholders as from the date of the Shareholder's Annual General Meeting notice; upon the favourable report of the Appointments and Remuneration Committee the Board hereby submits the above mentioned report to the advisory vote of the Annual General Meeting as a separate item in the Agenda.

Accordingly, the Annual General Meeting agrees to approve, in an advisory capacity, the Annual Report of the Remuneration of Directors relating to the financial year 2021.

**ITEM SUBMITTED FOR INFORMATION PURPOSES**

**THIRTEENTH.- Information on the modification of the Regulations of the Board of Directors of the Company carried out in order to include certain adjustments regarding related-party transactions as a consequence of Law 5/2021, of 12 April, which amended the revised text of the Spanish Companies Act**

The General Meeting, in accordance with the provisions of article 528 of the Spanish Companies Act, hereby acknowledges the amendment of certain articles of the Board of Directors' Regulations, following the proposal of the Appointments and Remuneration Committee, at its meeting held on 22 March 2022, in order to adapt them to the new regulations on related-party transactions.

It is also stated for the record that, since the date of the call of the General Meeting, the Company has made available to the shareholders the Report of the Appointments and Remuneration Committee justifying the proposed amendment of the Board of Directors' Regulations.

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