



PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL SHAREHOLDERS MEETING OF ALANTRA PARTNERS, S.A., TO BE HELD ON FIRST CALL ON 27 APRIL 2023, AND FAILING THAT TO BE HELD ON SECOND CALL ON 28 APRIL 2023

The Board of Directors of Alantra Partners, S.A. (“**Alantra**” or the “**Company**”) submits to the approval of the Annual General Meeting of Shareholders 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 2022

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 2022, and which were drawn up by the Board of Directors at its meeting held on 22 March 2023.

SECOND. Allocation of the Company’s profit for the year ended 31 December 2022

Having during year 2022 an individual positive result in an amount of Euro 45.220.406,19, in accordance with the proposal made by the Board of Directors at the meeting held on 22 March 2023 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 12,351,718.72 (0.32€ per eligible share) has been already satisfied in its integrity as an interim dividend in account of the results for year 2022 pursuant to the resolution adopted by the Board of Directors of the Company on 26 October 2022;
- The amount of Euro 19,299,560.50 shall be distributed as an additional dividend of the results for year 2022. This represents a gross amount of Euro 0.50 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 13,569,126.97 shall be allocated to voluntary reserves of the Company.



The complementary dividend to be distributed shall be paid on 12 May 2023.

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

THIRD. Review and, where appropriate, approval of the management and performance of the Board of Directors during the financial year ended 31 December 2022

The Annual General Meeting agrees to approve the Board of Directors' management during the financial year ended 31 December 2022.

FOURTH. 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 2023, 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.

FIFTH. Review and, where appropriate, approval of Board of Directors composition modifications relating to:

5.1. Appointment of Ms. Catherine Lewis La Torre as independent director

It is resolved, at the proposal of the Board of Directors, following a report from the Company's Appointments and Remuneration Committee, to appoint Ms Catherine Lewis La Torre as a member of the Board of Directors for the statutory period of four years, with the status of independent director.

Ms. Catherine Lewis La Torre shall accept her appointment by any legally valid means

5.2. Fixing the number of members of the Board of Directors at ten

It is resolved to increase the number of members of the Board of Directors of the Company by one, i.e. to ten, in accordance with Article 14 of the Articles of Association of the Company. This resolution is adopted in order to enable a new member to join the Board in the near future to contribute to greater gender



diversity, internationalisation and sectoral specialisation of the management body.

SIXTH. Approval, where appropriate, of the Directors' Remuneration Policy for fiscal years 2024-2026

In order to comply with the provisions of article 529 novodecies of the Spanish Companies Act, which establishes that the directors' remuneration policy shall remain in force for three financial years following the financial year in which it was approved by the general shareholders' meeting, and such period having elapsed since the approval of the policy currently in force, it is resolved to approve the Company's Directors' Remuneration Policy (the "**Remuneration Policy**") to be applicable for the financial years 2024 to 2026, both inclusive.

The aforementioned policy will be applicable to the Directors' remuneration of the abovementioned period, unless the General Shareholders' Meeting adopts a resolution modifying the policy during its period of validity.

The Remuneration Policy has been made available to the shareholders on the Company's website at the time of the convening of this General Meeting, together with the reasoned report of Alantra's Appointment and Remuneration Committee.

SEVENTH. 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.

EIGHTH. Delegation of powers for the notarisisation 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

NINTH. Advisory vote of the Annual Directors' Remuneration Report of fiscal year 2022

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 2022.

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