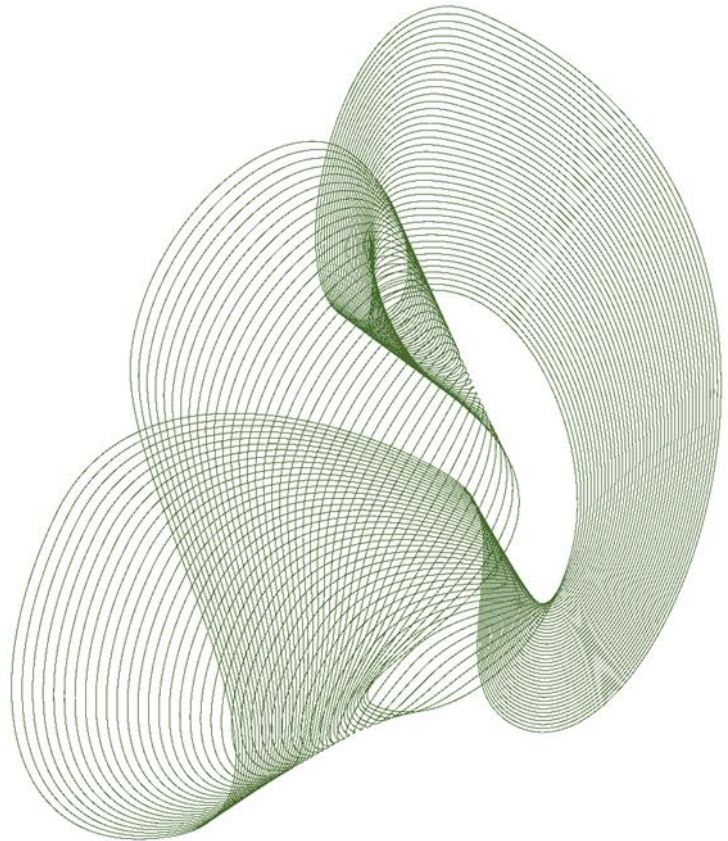


**ALANTRA PARTNERS, S.A.**

**ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF 29 APRIL 2025**

**PROPOSED RESOLUTIONS**



*The Board of Directors of Alantra Partners, S.A. has agreed to submit the attached proposed resolutions to the Ordinary General Shareholders' Meeting, which is expected to be held on the first call on 29 April 2025, for approval.*



The resolutions that the Board of Alantra Partners, S.A. ("**Alantra**" or the "**Company**") proposes for approval by the General Meeting of Shareholders are as follows:

**FIRST. Approval of the annual accounts and management reports of Alantra Partners, S.A. and its consolidated Group for the year ended 31 December 2024**

To approve the individual annual accounts of the Company (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of the Company and the companies comprising its Group (consolidated statement of financial position, consolidated income statement, consolidated other comprehensive income, consolidated statement of changes in equity, consolidated cash flow statement and notes), as well as the individual AND consolidated management report of the Company, all of which correspond to the financial year ended 31 December 2024, which were drawn up by the Board of Directors at its meeting held on 26 March 2025.

**SECOND. Approval of the statement of non-financial information (sustainability report) of Alantra Partners, S.A. and its consolidated group for the year ended 31 December 2024.**

To approve the consolidated statement of non-financial information (sustainability information) for the year ended 31 December 2024, which is an integral part of the consolidated management report for the year ended 31 December 2024.

**THIRD. Allocation of the Company's profit for the year ended 31 December 2024**

Following a positive individual result in the 2024 financial year amounting to 16,967,109.09 euros, in accordance with the proposal made by the Board of Directors and in compliance with the provisions of article 273.1 of the Spanish Companies Act, to approve the allocation of the Company's results as follows:

- (i) EUR 5,719,164.60 shall be used to pay a dividend out of the profit for the financial year 2024, at a gross amount of EUR 0.15 for each of the shares entitled to receive it on the date on which the annual accounts are drawn up, less any withholding tax applicable; and
- (ii) 11,247,944.49 shall be used for Company's voluntary reserves.

The dividend will be paid on 12 May 2025.

As the Company's shares are represented by book entries, the dividend will be paid through the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), using the means made available to such participating entities by Iberclear. BNP Paribas Securities Services Sucursal en España will act as paying agent.

**FOURTH. Approval of the management and performance of the Board of Directors during the financial year ended 31 December 2024**

To approve the management carried out by the Board of Directors of the Company during the financial year ended 31 December 2024.



**FIFTH. Ratification, re-election and appointment of members of the Board of Directors of the Company:**

**5.1. Re-election of Mr Santiago Eguidazu Mayor as executive director.**

To re-elect Mr Santiago Eguidazu Mayor as a director of the Company with the category of executive (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory term of three years as from the date of this General Shareholders' Meeting, at the proposal of the Board of Directors and following a report from the Appointments and Remuneration Committee.

**5.2. Ratification of the appointment by co-optation of Mr. Iñigo de Cáceres Cabrero and his re-election as executive director.**

To ratify the appointment by co-optation of Mr. Iñigo de Cáceres Cabrero agreed by the Board of Directors on 2 December 2024, and to re-elect him as director of the Company with the category of executive (for the purposes of article 529 duodecies of the Capital Companies Act), for the statutory term of three years as from the date of this General Shareholders' Meeting, at the proposal of the Board of Directors and following a report from the Appointments and Remuneration Committee.

**5.3. Re-election of Mr José Antonio Abad Zorrilla as proprietary director.**

To re-elect Mr José Antonio Abad Zorrilla as a proprietary director of the Company (for the purposes of article 529 duodecies of the Capital Companies Act), representing the shareholding interest of the shareholder AV Málaga Capital, S.L., for the statutory term of three years from the date of this General Shareholders' Meeting, at the proposal of the Board of Directors and following a report from the Appointments and Remuneration Committee.

**5.4. Re-election of Mr Jorge Mataix Entero as proprietary director.**

To re-elect Mr Jorge Mataix Entero as a proprietary director of the Company (for the purposes of article 529 duodecies of the Capital Companies Act), representing the shareholding interest of the shareholder Viviendas Vacacionales de Cantabria, S.L., for the statutory term of three years from the date of this General Shareholders' Meeting, at the proposal of the Board of Directors and following a report from the Appointments and Remuneration Committee.

**5.5. Re-election of Mr. Luis Carlos Croissier Batista as independent director.**

To re-elect Mr Luis Carlos Croissier Batista as a director of the Company as an independent director (for the purposes of article 529 duodecies of the Capital Companies Act) for the statutory term of three years from the date of this General Shareholders' Meeting, at the proposal of the Appointments and Remuneration Committee.

**5.6. Re-election of Ms. María Garaña Corces as independent director.**

To re-elect Ms María Garaña Corces as a director of the Company as an independent director (for the purposes of article 529 duodecies of the Capital Companies Act) for the statutory term of three years from the date of this General Shareholders' Meeting, at the proposal of the Appointments and Remuneration Committee.



## **5.7. Appointment of Mr. Jorge Eguidazu Ramírez as proprietary director**

To appoint Mr Jorge Eguidazu Ramírez as a proprietary director of the Company (for the purposes of article 529 duodecies of the Capital Companies Act), representing the interest of the major shareholder Certimab Control, S.L., for the statutory term of three years as from the date of this General Shareholders' Meeting, at the proposal of the Board of Directors and following a report from the Appointments and Remuneration Committee.

## **SIXTH. Re-election of the Company's auditor for the audit for the financial year 2025**

To reappoint Deloitte Auditores, S.L. as auditors of Alantra Partners, S.A. and its consolidated group of companies for a period of one (1) year to audit the financial statements for the year ended 31 December 2025.

The Board of Directors is empowered, with express power of substitution, to enter into the corresponding contract on such terms as it deems appropriate in accordance with current legislation.

This resolution is submitted for approval by the General Shareholders' Meeting upon proposal of the Board of Directors following a proposal by the Audit and Risk Control Committee of the Company, which, after carrying out a public tender procedure in accordance with the provisions of current regulations, recommended to the Board of Directors to re-elect Deloitte Auditores, S.L.

Deloitte, S.L. will accept their appointment by any means valid in law.

## **SEVENTH. Approval of the Directors' Remuneration Policy for the financial years 2025 to 2027**

To approve, pursuant to the provisions of article 529 *novodecies* of the Capital Companies Act and in accordance with the reasoned proposal approved by the Board of Directors, accompanied by the mandatory report of the Appointments and Remuneration Committee, the Remuneration Policy for Directors of the Company, which shall apply to the remuneration for the financial years 2025 to 2027, both inclusive (the "**Remuneration Policy**").

The Remuneration Policy replaces the remuneration policy in force to date which was approved by the Ordinary General Meeting of shareholders on 27 April 2023.

It is hereby stated for the record that, since the date of the call of the 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 reasoned proposal of the Board of Directors, justifying the proposed amendment of the Directors' Remuneration Policy.

## **EIGHTH. Approval of a stock option plan of the Company**

In compliance with the provisions of article 219 of the Spanish Companies Act and article 20 of the Articles of Association, to approve a share option plan of the Company aimed at certain executives of the Alantra Group, including the executive chairman and the chief executive officer (the "**Plan**"), as well as the delegation to the Board of Directors, with express power of substitution, to implement, develop, formalise and execute said remuneration system.



The Plan is approved on the basis of the following basic features, which will be further elaborated in the general terms and conditions of the Plan to be approved by the Board of Directors (the "**General Terms and Conditions**"):

- **Purpose:** The Plan's main purpose is to maximise beneficiary motivation and loyalty and to promote Alantra's success by aligning beneficiary interests with long-term shareholder value.
- **Beneficiaries:** The Plan is targeted at certain key executives of the Alantra Group, who will be determined by the Board of Directors and will include the Executive Chairman and the Chief Executive Officer.
- **Purpose:** The Plan consists of the grant of free, non-transferable options, except in the event of death, entitling the beneficiaries to acquire ordinary shares of the Company under certain conditions. The options will be granted by the Board of Directors for the duration of the Plan. The number of options to be granted to the beneficiaries is 5,000,000 with a maximum of 6,250,000 in case of over-achievement of the objectives determined by the Board of Directors.
- **Maximum number of shares allocated to the Plan:** The maximum number of shares allocated to the Plan is 1,590,000, which is equivalent to a maximum dilution to the Company's shareholders of 3.95% considering the current share capital.

The shares to be delivered may be newly issued shares, treasury shares or shares acquired on the market.

- **Duration:** The Plan shall have a duration of three years, from the date of the Ordinary General Meeting of Shareholders of the Company in 2025 which, if any, approves the Plan until the day before the date of the Ordinary General Meeting of Shareholders of the Company which approves the annual accounts for the financial year 2027.
- **Exercise period:** The exercise of the options must be communicated to the Company from the day before the date on which the Ordinary General Meeting of Shareholders of the Company is held to approve the annual accounts for the financial year 2027 until the day after the 35th trading session following the convening of such meeting (post announcement of the relevant dividend).
- **Exercise price and reference price:** The exercise price will be €9. On the settlement date, the beneficiary will be entitled to receive a number of shares equal to the difference between the reference price (adding the dividends and distributions made from the date the options were granted until the calculation date) and the exercise price, multiplied by the number of options exercised and deducting the withholdings payable to the beneficiary for Personal Income Tax or equivalent tax, the Social Security payable by the employee and any other expenses arising from the transaction, all the above divided by the reference price.

The reference price shall be the average trading price of the 30 trading sessions following the call of the Ordinary General Meeting of Shareholders of the Company approving the annual accounts for the financial year 2027 (post announcement of the corresponding dividend).



- **Settlement:** Settlement of the Plan shall be effected, at the discretion of the beneficiary, in shares and/or cash. Such settlement will take place on the day on which the first meeting of the Board of Directors of the Company is held after the end of the exercise period.
- **Conditions:** The Board of Directors will establish the conditions to which the delivery of the shares and/or cash will be subject, which will include conditions relating to the permanence in the Alantra Group and metrics linked to the Company's cumulative net profit and the share price.
- **Restrictions on the transferability of shares:** Beneficiaries must hold 25% of the shares received while performing executive functions in the Alantra Group.

The remaining 75% may only be transferred subject to the following limits:

- Until the day that is two months after the delivery, none of the shares received may be transferred;
  - From the day that is two months after and until the day that is four months after the delivery, a maximum of 25% of the shares received may be transferred;
  - From the day that is four months after and until the day that is six months after delivery, a maximum of 50% of the shares received may be transferred; and
  - From the day that is six months after delivery, a maximum of 75% of the shares received may be transferred.
- **Clawback:** The Board will determine the cases in which the Company may claim from the beneficiaries the total or partial return of the shares or amounts received by them under the Plan.

The Board of Directors is empowered, with express power of substitution in favour of any of its members, the Committees of the Board of Directors, or any other person expressly empowered by the Board of Directors for this purpose, to execute this resolution and for the implementation, development, formalisation, execution and settlement of the Plan, and may adopt such resolutions and sign such public or private documents as may be necessary or advisable for the Plan to be fully effective, including the power to rectify, amend or supplement this resolution, The Board of Directors may adopt such resolutions and sign such public or private documents as may be necessary or advisable for the Plan to produce full effects, including the power to correct, rectify, amend or supplement this resolution and, in particular, by way of illustration only, so that it may:



- a) To designate the beneficiaries of the Plan and determine the rights granted to each of them, as well as to develop and establish the specific conditions of the Plan, in all matters not provided for in the resolution submitted for approval by the General Shareholders' Meeting of the Company, approving the General Conditions of the Plan which establishes, among other circumstances, the conditions to be met by the beneficiaries in order to receive the shares and/or cash, the procedure for delivery of the shares, the events determining the early settlement of the Plan or the termination of the Plan, and by way of illustration only, the conditions to be met by the beneficiaries in order to receive the shares and/or cash, the procedure for delivery of the shares, the events that determine the early liquidation of the Plan or the extinction of the rights attributed to the Beneficiaries, as the case may be, the *clawback* events, as well as the set of rules by which it is to be governed.
- b) To the extent that the legal regime applicable to some of the Beneficiaries or to certain companies of the Group so requires or advises, or if necessary or advisable for legal, regulatory, operational or other similar reasons, to adapt the terms and conditions of the Plan approved by the shareholders at the General Shareholders' Meeting, in general or in particular, including, but not limited to, the possibility of adapting the mechanisms for delivery of shares, without altering the maximum number of shares linked to the Plan, deferring the delivery of shares and providing for and executing the total or partial settlement of the Plan in cash and/or shares.
- c) Decide not to implement or to cancel all or part of the Plan, as well as to exclude certain groups of potential beneficiaries or Group companies when circumstances so advise.
- d) Draw up, sign and present any communications, documents, public or private, and complementary documentation that may be necessary or appropriate before any public or private body for the purposes of the implementation, execution or liquidation of the Plan, including, if necessary, the corresponding prior communications and information brochures.
- e) Carry out any action, declaration or management before any public or private, national or foreign body or entity or registry to obtain the authorisations or verifications necessary for the implementation, execution or liquidation of the Plan and the delivery of the Company's shares.
- f) Negotiate, agree and enter into such contracts of any kind with such financial or other entities as the Board of Directors of the Company may freely designate, on such terms and conditions as it deems appropriate, as may be necessary or advisable for the best implementation, execution or settlement of the Plan, including, where necessary or advisable due to the legal regime applicable to certain beneficiaries of the Group or to certain Group companies or if necessary or advisable for legal, regulatory, operational or other similar reasons, the establishment of any legal figure (including trusts or other similar figures) or the entering into agreements with any type of entity for the deposit, custody, holding or other similar purposes, regulatory, operational or other similar reasons, the establishment of any legal arrangement (including *trusts* or other similar arrangements) or the conclusion of agreements with any type of entities for the deposit, custody, holding and/or administration of the shares and/or their subsequent delivery to the Beneficiaries within the framework of the Plan.
- g) Drafting and publishing any notices necessary or appropriate under the Plan.



- h) Drawing up, signing, granting and, where appropriate, certifying any type of document relating to the Plan.
- i) Adapt the content of the Plan to the circumstances and corporate transactions that may occur during its term, on such terms and conditions as may be deemed necessary or appropriate from time to time to maintain the purpose of the Plan, including the corresponding adjustments in the delivery of the shares as a result of changes in the nominal value of the Shares, changes in the capital structure of the Company or other corporate transactions or adjustments to the exercise price and/or reference price.
- j) And, in general, to take whatever actions, adopt whatever decisions and sign whatever documents may be necessary or merely convenient for the validity, effectiveness, implementation, development, execution, liquidation and successful completion of the Plan and of the agreements previously adopted.

**NINTH. Authorisation to reduce the period for convening Extraordinary General Meetings, in accordance with the provisions of article 515 of the Spanish Companies Act.**

Authorise that extraordinary general meetings of the Company may be called with at least fifteen days' notice provided that the Company offers shareholders the effective possibility of voting by electronic means accessible to all shareholders.

This authorisation is granted until the date of the next ordinary general meeting of the Company.

**TENTH. Delegation of powers to formalise and register the resolutions adopted by the General Meeting and to carry out the mandatory filing of 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 abovementioned 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.

## **ADVISORY ITEM**

### **ELEVENTH. Advisory vote on the Annual Report on the Directors' Remuneration of the Company for the financial year 2024**

In accordance with the provisions of article 541 of the Capital Companies Act, to approve, on a consultative basis, the annual report on directors' remuneration approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee.

## **INFORMATION ITEM**

### **TWELFTH. Information on the amendments to the Regulations of the Board of Directors of the Company carried out during the financial year 2024**

In compliance with article 528 of the revised text of the Spanish Companies Act, the General Meeting is informed that the Board of Directors has approved the following amendments to the Board Regulations for the financial year 2024:

- Reduction of the term of office of directors from four to three years to adapt it to the amendment of the Articles of Association approved by the Ordinary General Meeting of 25 April 2024.
- Elimination of the requirement that remuneration in Alantra shares in favour of senior management personnel (who are not members of the Board of Directors) must be previously approved by the General Shareholders' Meeting of the Company, as stated and justified in the report issued by the Board of Directors of the Company on 20 March 2024 regarding the amendments to the Articles of Association submitted for approval at the Ordinary General Meeting of 2024.
- Adaptation of the Regulations to the new organisational and corporate governance structure, consisting mainly of the incorporation of a chief executive officer, who - together with the executive chairman - will exercise executive functions in the Company.

These measures are explained in the report that the Board of Directors has made available to shareholders since the convening of this General Meeting.