



# Resolutions approved by the 2022 Extraordinary General Shareholders' Meeting

This document is a translation of an original text in Spanish. In case of any discrepancy between both texts, the Spanish version will prevail.

## **1. ITEMS ON THE AGENDA**

### **One. Determination of the number of board members. Appointment of directors:**

Pursuant to the provisions of Article 197 bis of the Capital Companies Act and Article 21.5 of the Regulation of the Board of Directors, the proposals included in this item on the agenda are subject to individual and separate voting.

In accordance with the proposals and supporting reports prepared by the ARCGC and the Board of Directors:

#### **1.1. Determination of the number of directors.**

To set the number of members of the Board of Directors at fourteen (14), within the minimum and maximum limits set forth in Article 21 of the Company's Bylaws.

#### **1.2. Appointment of Belén Amatriain Corbi as independent director**

To appoint Belén Amatriain Corbi to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

#### **1.3. Appointment of Virginia Arce Peralta as independent director**

To appoint Virginia Arce Peralta to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

#### **1.4. Appointment of Axel Joachim Arendt as independent director**

To appoint Axel Joachim Arendt to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

#### **1.5. Appointment of Coloma Armero Montes as independent director**

To appoint Coloma Armero Montes to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

#### **1.6. Appointment of Olga San Jacinto Martínez as independent director**

To appoint Olga San Jacinto Martínez to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate

Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

### **1.7. Appointment of Bernardo José Villazán Gil as independent director**

To appoint Bernardo José Villazán Gil to the position of independent director for the statutory period of three years, upon the proposal of the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

### **1.8. Appointment of Juan Moscoso del Prado Hernández as proprietary director**

To appoint Juan Moscoso del Prado Hernández to the position of proprietary director representing the interests of the shareholder Sociedad Estatal de Participaciones Industriales, for the statutory period of three years, upon the proposal of the Board of Directors, prior a favorable report from the Appointments, Remuneration and Corporate Governance Committee. The personal details of the proposed director shall be recorded for the purposes of their entry at the Mercantile Registry.

## **Second. Approval of amendment to article 24 of the Bylaws to remove the tiebreaking vote (quality vote) of the Chairman of the Board of Directors.**

To amend Article 24 of the Bylaws which its full text shall be worded as follows:

**“Article 24.-** *The director must attend Board meetings in person. If they are unable to do so, they may delegate a representation in writing in favour of any other Director attending the meeting in person. In the case of non-executive directors, the proxy must necessarily be granted to another non-executive director.*

*With the exception of those cases wherein specific attendance requirements have been laid down in relation to quorums, the Board of Directors shall be deemed quorate when the majority of Directors attend, whether in person or by proxy. Resolutions shall be adopted by an absolute majority of votes of those Directors in attendance. However, when such resolutions refer to the appointment of chief executives or permanent delegation of authority of the Board as well as approval of contracts with Directors with executive responsibilities, these resolutions shall require the favorable vote of a supermajority as provided for by applicable law.*

*The Board of Directors may adopt resolutions in writing and without a session, when none of the directors oppose it. The Board may also meet by telephone conference call, videoconference or any other similar system, in which case the meeting shall be deemed to be held at the registered office. The procedures for adopting resolutions in writing without a meeting, or for meeting by teleconference, videoconference, or any other analogous means, shall be determined in the Board Rules.*

*In all cases a Director will recuse himself from participating in any deliberations or voting on resolutions which, directly or indirectly or by means of a related third party there is a conflict of interest, save in those resolutions which relate to his or her function as an administrator, such as designation or revocation of positions in administrative bodies or substantially analogous situations. Abstention shall also not be necessary in other cases*

*where the law so provides.”*

**Third. Authorization and delegation of powers for the formalization, entry and execution of the resolutions adopted by the General Meeting.**

To delegate to the Chairman of the Board of Directors, the Secretary to the Board of Directors and the Deputy Secretary to the Board of Directors, powers to allow each of them individually to formalize and publicly record the resolutions adopted at this Meeting and, in particular, to interpret, correct, execute and implement the said resolutions. The power to correct will include the right to make any amendments or additions that may be necessary or advisable as a consequence of any observations or requirements made by the market regulatory bodies, the Stock Markets, the Mercantile Registry and any other public authority with powers relating to the resolutions adopted.

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