



# Proposal for resolutions and information supporting their content

September 2022

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

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## INFORMATION THAT IS MADE AVAILABLE TO SHAREHOLDERS FOR THE PURPOSES OF THE EXTRAORDINARY GENERAL MEETING OF INDRA, 2022

This document contains the information prepared by the Board of Directors of Indra Sistemas, S.A. (hereinafter, “**Indra**” or the “**Company**”) to provide shareholders with wide-ranging and detailed knowledge of the items forming the subject of the agenda for the incoming Extraordinary General Shareholders’ Meeting (hereinafter, the “**Meeting**” or the “**General Shareholders’ Meeting**”), the justification for those items and the proposals for resolutions that the Board of Directors has agreed to submit to the Meeting in respect of each item.

The Board of Directors, in line with its policy of applying best practices in matters of corporate governance and transparency of information, and pursuant to the contents of the Spanish Companies Act (*Ley de Sociedades de Capital*, “**LSC**”), makes the aforementioned information available to the shareholders, from the moment the General Meeting is called, in order to provide shareholders with a better understanding, and allows them to exercise their right to vote with the most well-founded knowledge of the matter in question.

On item one on the agenda it is being proposed: i) determination of the number of directors; ii) appointment of Belen Amatriain Corbi as an independent director for the statutory three-year term; iii) appointment of Virginia Arce Peralta as an independent director for the statutory three-year term; iv) appointment of Axel Joachim Arendt as an independent director for the statutory three-year term; v) appointment of Coloma Armero Montes as an independent director for the statutory three-year term; vi) appointment of Olga San Jacinto Martínez as an independent director for the statutory three-year term; vii) appointment of Bernardo José Villazán Gil as an independent director for the statutory three-year term; and viii) appointment of Juan Moscoso del Prado Hernández as a proprietary director, representing the interests of the shareholder Sociedad Estatal de Participaciones Industriales, for the statutory three-year term.

Details of the professional profiles of the foregoing directors’ can be found on the Company’s corporate website. In addition, the reports and/or proposals prepared by the Appointments, Remuneration and Corporate Governance Committee (“**ARCGC**”) and the Board of Directors, as required under Article 529 decies of the LSC, contain a large amount of supporting information, depending on the category into which each director belongs.

On item second on the agenda it is being proposed the amendment to Article 24 on the Bylaws to remove the tiebreaking vote (quality vote) of the Chairman of the Board of Directors.

On the Company’s corporate website can be found a report prepared by the Board of Directors, as required under Article 286 of the LSC, justifying the proposed amendment of the Article 24 on the Bylaws.

Finally, on item third on the agenda it is being proposed to empower the Board’s Chairman, Secretary and Deputy Secretary the right to formalize, register and execute the resolutions adopted by the General Shareholders’ Meeting.

All of the foregoing information and the rest of the documents mentioned in the call notice, along with the notice itself, as well as the call notice, will be permanently available on the Company’s

website ([www.indracompany.com](http://www.indracompany.com)) from the moment that the call convening the Meeting is published.

**Board of Directors  
September 26, 2022**

## NOTICE CONVENING THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

### **Extraordinary General Shareholders' Meeting**

By resolution of the Board of Directors, the shareholders are hereby convened to hold the Extraordinary General Shareholders' Meeting of Indra Sistemas, S.A., at the registered office located in Alcobendas (Madrid), Avenida de Bruselas 35, on 28 October 2022, at 11:00 a.m. (CEST), at first call or, if there is no quorum, on the following day, 29 October 2022, at the same time and place, at second call, to deliberate and resolve on the matters included in the following

#### **AGENDA**

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

**1.1.** Determination of the number of board members.

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

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

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

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

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

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

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

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

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

#### **SUBMISSION OF NEW PROPOSALS FOR RESOLUTIONS**

Shareholders who hold at least three per cent of the share capital may submit reasoned proposals for resolutions under the terms provided for in article 519.3 of the Spanish Companies Act.

Such request must be made by means of a verifiable call notice indicating the identity of the shareholder exercising the right and the number of shares they hold, which must be received at the registered office within five days of the publication of this call notice of a meeting. The Company shall ensure the dissemination of these proposals for resolutions and any accompanying documentation in accordance with the terms of the law.

## RIGHT TO INFORMATION

Shareholders may request in writing from the Board of Directors up to the fifth day prior to the date scheduled for the Extraordinary General Shareholders' Meeting, or verbally during the Meeting, such information or clarifications as they deem necessary and ask such questions as they may deem appropriate regarding: i) the matters included in the Agenda; as well as ii) the information accessible to the public that has been provided by the Company to the National Securities Market Commission (CNMV) since 23 June 2022, the date of the last General Shareholders' Meeting, or regarding the auditor's report.

In the written communication that shareholders send to the Company to exercise their right to information prior to the Extraordinary General Shareholders' Meeting, they must identify themselves by providing an official document accrediting their identity and the details of the shares they hold.

From the publication of the call notice convening the Extraordinary General Shareholders' Meeting until the Meeting is held, any shareholder may examine at the Company's registered office, consult it on the Company's website ([www.indracompany.com](http://www.indracompany.com)) or request the delivery and shipment for free the information listed below:

- (i) The notice convening the General Shareholders' Meeting.
- (ii) The total number of Company shares and voting rights on the date of the notice convening the meeting.
- (iii) The full text of the proposals for resolutions corresponding to the items on the Agenda and supporting information on the content thereof that is legally required or which it has otherwise been deemed appropriate to make available to the shareholders.
- (iv) The identity, curriculum vitae and category of the directors whose appointment is proposed, as well as the reports of the Board and of the Appointments, Remuneration and Corporate Governance Committee referred to in Article 529 decies of the Spanish Companies Act.
- (v) Report by the Board of Directors, for the purposes set out in Article 286 of the Spanish Companies Act, relating to the proposed amendment of the Bylaws (item 2 on the Agenda).
- (vi) The procedures established by the Company for granting proxies and voting by remote means of communication, as well as for remote attendance at the Meeting and the cards made available to shareholders for this purpose. Notwithstanding the foregoing, detailed information on these procedures is set out in this call notice.

It is recommended that shareholders wishing to obtain a copy of all or some of the documents listed above send their request by e-mail to [accionistas@indracompany.com](mailto:accionistas@indracompany.com), or use the forms provided for this purpose that can be found on the Company's corporate website ([www.indracompany.com](http://www.indracompany.com)).

## **SPECIAL REPORTING INSTRUMENTS**

In accordance with the provisions of Article 539 of the Spanish Companies Act, the Company has a corporate website, [www.indracompany.com](http://www.indracompany.com) to enable shareholders to exercise their right of information and to distribute the information required by current legislation.

From the publication of this notice until the start of the Meeting, an Electronic Shareholders' Forum will be set up on the aforementioned website of the Company, which both shareholders and voluntary associations of shareholders constituted and registered in the special Register set up for this purpose at the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) can gain access.

The rules on access to and use of the Electronic Shareholders' Forum can be found on the Company's corporate website in the section relating to the General Shareholders' Meeting convened.

## **ATTENDANCE AND VOTING RIGHTS**

Shareholders who have their shares registered in the relevant book-entry register five days before the date of the meeting may attend the meeting. Each share shall carry the right to one vote at the General Meeting.

The proposals for resolutions included under item one on the agenda shall each be voted on individually and separately.

In the case of alternative proposals submitted under the terms set forth in Article 519.3 of the Capital Companies Act, the provisions of the General Shareholders' Meeting Regulation shall apply to the voting thereof.

In the event that the attendance, proxy or voting cards issued by the deposit entities do not provide an individual breakdown of each of the proposals, shareholders may record their separate and individual vote for each proposal on the card itself or on the card that the Company has made available to its shareholders as of the date of the notice convening the General Shareholders' Meeting on its website ([www.indracompany.com](http://www.indracompany.com)). Otherwise, it shall be understood that the way in which the vote is cast refers to the entirety of the proposals for resolutions contained in item one on the agenda.

The card used must be duly completed and signed and returned to the Company.

## **PROCEDURE FOR GRANTING PROXIES AND EXERCISING VOTING RIGHTS BY REMOTE MEANS OF COMMUNICATION. REMOTE LINK ATTENDANCE**

The Board of Directors, by virtue of the authority conferred by Articles 14 of the Bylaws and 7, 7 bis, 8 and 12 of the General Shareholders' Meeting Regulations, has authorized the following

procedures and established the following requirements for the exercise of proxy and voting rights by remote means of communication at this Extraordinary General Shareholders' Meeting:

1. Proxy through remote means of communication

Shareholders who do not attend the General Shareholders' Meeting may delegate their proxy to another person, who need not be a shareholder, by any of the means indicated below.

The designated proxy attending the General Shareholders' Meeting must prove his or her identity in the same manner as that required of the shareholders in attendance. The proxy may only exercise representation and vote by attending the Meeting.

Any delegation or representation that does not contain the actual name of the person to whom it is delegated, or that is conferred generically to the Board of Directors, shall be understood to be conferred in favour of the Secretary of the General Shareholders' Meeting.

Unless the shareholder indicates otherwise, the delegation conferred extends to proposals for resolutions other than those formulated by the Board and to matters which, although not appearing on the agenda of the meeting, may be submitted to a vote at the General Shareholders' Meeting, as permitted by law.

For the purposes of Articles 523 and 526 of the Spanish Companies Act, it is herein recorded that board members may find themselves affected by a conflict of interest in relation to proposals for resolutions that are based on items that are not included on the Agenda, where applicable.

In all cases of delegation in favour of the Secretary of the General Shareholders' Meeting or a member of the Board of Directors in which the proxy card does not include express instructions to vote against or abstain, it shall be understood for all purposes that the person represented has given precise instructions to vote in favour of all the proposals for resolutions formulated by the Board of Directors in each item on the agenda.

In the event that the proxy extends to proposals for resolutions other than those of the Board or to matters not included on the agenda as indicated above, if the proxy is granted to the Secretary of the General Shareholders' Meeting or to a member of the Board of Directors and the proxy card does not include express instructions to vote in favour or abstain in these cases, it shall be understood for all purposes that the proxy has given precise instructions to vote against such proposals.

- 1.1. Postal delivery or correspondence

The proxy shall be granted by filling in the section included for this purpose on the attendance, proxy or voting card provided by the deposit entity to the shareholder or on the proxy card that the Company makes available to the shareholders on its corporate website ([www.indracompany.com](http://www.indracompany.com)) in the section relating to the Extraordinary General Shareholders' Meeting. Shareholders can obtain a Company proxy card by downloading and printing it from the website; picking it up at the registered office of the Company; or simply asking the Shareholders' Office to send it to them free of charge.



The duly completed and signed card must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).

No more than one representative may attend the General Meeting, who must be notified of his or her appointment and, where applicable, voting instructions. When the proxy is conferred to a member of the Board of Directors or the Secretary of the General Shareholders' Meeting, the proxy shall be deemed to have been granted upon receipt at the registered office of the documents evidencing the proxy.

## 1.2. Electronic means

The granting of proxies and the notification thereof to the Company may be made electronically through the system to be set up for this purpose on the Company's corporate website ([www.indracompany.com](http://www.indracompany.com)) in the section on the Extraordinary General Shareholders' Meeting. This provides a detailed explanation of the procedure to be followed by the shareholder to exercise this right. To make use of this option, shareholders must prove their identity by means of a valid electronic ID card or recognized electronic certificate issued by the Spanish National Mint (*Fábrica Nacional de la Moneda y Timbre - FNMT*), on which there is no record of its revocation.

## 2. Voting by remote means of communication

Shareholders may exercise their voting rights on the items on the Agenda, without the need to attend the General Shareholders' Meeting and prior to it, using the means indicated below. Shareholders casting their vote in this way shall be deemed to be present for the purposes of the constitution of the General Shareholders' Meeting.

### 2.1. Postal delivery or correspondence

Voting rights may be exercised by this procedure by filling in the voting section included for this purpose on the attendance, proxy or voting card provided by the deposit entity to the shareholder or by filling in the card that the Company makes available to shareholders on its corporate website ([www.indracompany.com](http://www.indracompany.com)) in the section on the Extraordinary General Shareholders' Meeting. Shareholders may obtain a Company voting card by downloading and printing it from the website; by picking it up at the registered office of the Company; or by asking the Shareholders' Office to send it to them free of charge.

As indicated in the "ATTENDANCE AND VOTING RIGHTS" section herein, the proposals for resolutions included under item one on the agenda will each be subject to an individual and separate vote. Should the attendance, proxy or voting cards issued by the deposit entities fail to provide an individual breakdown of each of the proposals, shareholders may record their separate and individual vote for each proposal on the card itself or on the card that the Company has made available to its shareholders as of the date of the notice convening the General Shareholders' Meeting on its website ([www.indracompany.com](http://www.indracompany.com)). Otherwise, it shall be understood that the way in which the vote is cast refers to the entirety of the proposals for resolutions contained in item one on the agenda.

The duly completed and signed card must be sent by post or delivered by hand to the registered office (Oficina del Accionista, Av. de Bruselas 35, Alcobendas 28108, Madrid).

In the event that the voting direction is not indicated on the card, it shall be understood that the shareholder votes in favour of the proposals for resolutions made by the Board of Directors in each item on the Agenda published in the notice convening the meeting.

## 2.2. Electronic means

Votes may be cast electronically through the system shall be set up for this purpose on the Company's corporate website ([www.indracompany.com](http://www.indracompany.com)) in the section on the Extraordinary General Shareholders' Meeting. This provides a detailed explanation of the procedure to be followed by the shareholder to exercise this right. Shareholders wishing to use this voting procedure must prove their identity by means of a valid electronic ID card or recognized electronic certificate issued by the FNMT, on which there is no record of its revocation.

## 3. Common Rules to the exercise of proxy and voting rights by remote means of communication

### 3.1. Data verification

The Company reserves the right to check the information provided by each shareholder against the information provided by Iberclear, the entity in charge of the accounting registration of the Company's shares. In the event of any conflict between the number of shares notified by the shareholder issuing their proxy vote or vote by electronic communication or by means of the attendance, proxy or voting card (whether this is a card issued by a deposit entity or a card made available by the Company on the corporate website [www.indracompany.com](http://www.indracompany.com)) and the number of shares recorded in the registry entries notified by Iberclear, only the number of shares recorded in the Iberclear Register shall be deemed valid for quorum and voting purposes.

### 3.2. Legal persons

Where shareholders are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the private individual acting on behalf of the shareholder. The legal person must also notify any modification or revocation of the powers held by its representative and, therefore, the Company declines any liability until such notification is made.

### 3.3. Deadline for receipt by the Company

In order to be valid, proxies granted and votes cast by remote means of communication must be received by the Company by 9:00 a.m. (CEST) on 28 October 2022, the date on which the Meeting is scheduled to be held at first call.

### 3.4. Revocation and priority

(i) Proxies and the exercise of voting rights cast by remote means of communication are always revocable, and must be expressly revoked by the same means used to cast them, within the period established for such casting.

(ii) The attendance of shareholders at the General Shareholders' Meeting, as well as attendance resulting from a vote cast remotely prior to the holding of the General Shareholders' Meeting, implies the revocation of any proxy, irrespective of the date and form of the proxy.

(iii) The attendance of the shareholder at the General Shareholders' Meeting entails the revocation of the vote cast by remote means of communication.

(iv) The casting of votes and the granting of proxies by electronic means shall, in any event, prevail over votes cast by the same shareholder by delivery or postal correspondence.

### 3.5. Responsibility for the safekeeping of the electronic certificate and signature creation devices

(i) Shareholders are solely responsible for the diligent use of their electronic ID and electronic signature creation data, as well as the safekeeping of the electronic certificate for the exercise of their proxy or remote voting rights by electronic means.

(ii) It is for the shareholder using the electronic signature to prove that the electronic certificate used has not been revoked or suspended or otherwise expired or rendered unusable at the time of generating the electronic signature.

## 4. Remote link attendance

Notwithstanding the provisions of the preceding paragraphs and in accordance with the provisions of article 14 of the Bylaws and 7 *bis* of the Regulations of the General Shareholders' Meeting, the Board of Directors has agreed that attendance at the General Shareholders' Meeting may also be by remote link that allows real-time connection with the venue where the Meeting is held ("remote link attendance").

The computer application to attend the General Shareholders Meeting by remote link will be available on the Company's corporate website ([www.indracompany.com](http://www.indracompany.com)), in the "Extraordinary General Shareholders' Meeting" section, where the instructions for its use will also be available. Remote link attendance will be possible from any device with Internet access. Physical attendance at the Meeting shall render electronic attendance by the shareholder (or his/her proxy) ineffective.

### 4.1. Pre-registration

In order to be able to attend the General Shareholders' Meeting via remote link, shareholders (or their proxies) must register in advance in the aforementioned computer application between 00:00 hours (CEST) on 23 October 2022 and 23:59 hours (CEST) on 27 October 2022.

Pre-registration may be carried out by means of a valid electronic ID card or a recognized electronic certificate issued by the FNMT, on which there is no record of its revocation. Under this pre-registration procedure, the shareholder (or his/her proxy) will be provided with a password that will enable him/her to connect to the online attendance application on the day of the Meeting.

### 4.2. Connection and registration on the day of the meeting

Shareholders (or their proxy) must access the computer application between 10:00 a.m. and 11:00 a.m. (CEST) on the day of the Meeting, identifying themselves with the number of their ID document and the password provided in the pre-registration process. No registration will be accepted outside this timeframe.

In the event that there is insufficient quorum at first call, the Company will publish this circumstance on the corporate website, confirming that the Meeting will be held at second call. In this case, shareholders (or their proxies) who have connected and registered on first call must complete the registration process again the day on which the Meeting is held at second call, in order to be able to attend the meeting.

#### 4.3. Intervention

Shareholders (or their proxies) who, in exercising their right to information, wish to speak at the General Shareholders' Meeting or make proposals for resolutions in the cases permitted by law, must do so from the time of their connection and registration on the day of the Meeting, attaching their intervention, question or proposal through the intervention procedure set up for this purpose in the computer application.

Interventions may thus be submitted until such time as the Chairman declares the Meeting to be validly constituted.

Shareholders (or their proxies) who wish their intervention to be recorded in the minutes of the General Shareholders' Meeting must expressly indicate this in the text of the minutes.

Requests for information thus formulated shall be answered during the meeting itself or in writing within seven days following the meeting.

#### 4.4. Voting

Voting on the proposals for resolutions included in the Agenda may be carried out through the voting procedure set up for this purpose in the computer application from the time the shareholder (or his/her proxy) has logged in and registered at the Meeting in accordance with the procedure set out in section 4.2. above until the end of the intervention period in the room where the meeting is held.

In the event that the shareholder (or his/her proxy) does not indicate the direction of his/her vote, it shall be understood in all cases that he/she will vote in favour of those formulated by the Board of Directors, and that he/she abstains with respect to those that are submitted to a vote that have not been formulated by the Board of Directors.

With regard to proposals for resolutions on matters that, as permitted by law, need not appear on the agenda, anyone attending by remote link may cast their votes when the Chairman so indicates following the reading of the proposal. If a shareholder (or his/her proxy) does not indicate the way in which he/she wishes to vote with regard to proposals for resolutions on matters which do not need to be included on the Agenda (where this is permitted in Law), it shall always be understood that they have voted against the proposal in question.

### 5. Service availability

The Company reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms as well as remote link attendance when technical or security reasons so require or impose.

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, downed communication lines, connection failures, technological incompatibility, malfunctioning of the postal service or any other eventuality of the same or a similar nature, beyond the Company's control, which may hinder or prevent the shareholder from granting proxy and casting votes by remote means of communication, or from attending the General Shareholders' Meeting by remote means of communication.

Whenever remote link attendance at the General Shareholders' Meeting is not possible as detailed in section 4 due to technical circumstances not attributable to the Company, or if there is a temporary or permanent interruption of communication during the meeting, this circumstance may not be invoked by the shareholder as an unlawful deprivation of his or her rights.

## **DATA PROTECTION**

The personal data provided by shareholders or proxy representatives to the Company when exercising their inherent rights as shareholders to information, attendance, proxy-granting and voting at the General Shareholders' Meeting or provided by the banking institutions and securities companies and agencies with which such shareholders have their shares deposited, through Iberclear, as well as the data generated at the General Shareholders' Meeting and any data obtained through the recording thereof (i.e. image and voice) shall be processed by the Company for the purpose of managing the development, fulfilment and control of the shareholder relationship and, if applicable, of the existing proxy, and the convening, holding, audio-visual recording and public distribution of the General Shareholders' Meeting, as well as in order to comply with its legal obligations.

The processing of your data is necessary for the purposes described and the legitimacy of such processing is based on your relationship as a shareholder and compliance with legal obligations and, with respect to the generation and distribution of images, the legitimate interest of the Company in the distribution of the General Shareholders' Meeting and the consent given by the party concerned when attending the General Shareholders' Meeting (in person or remotely).

Please note that the entire proceedings of the General Shareholders' Meeting will be recorded by audio-visual and/or voice recording in order to make it easier for shareholders who cannot or do not wish to attend the meeting to follow it and to distribute it appropriately. Therefore, the shareholder or proxy representative, by accessing the venue where the Extraordinary General Shareholders' Meeting is held, expressly consents that his or her image may be processed and distributed by the means made available by the Company, which for these purposes shall be live broadcasting via the Company's website ([www.indracompany.com](http://www.indracompany.com)).

The data will be accessible by the notary who will attend the General Shareholders' Meeting and may be provided to third parties in the exercise of their right of information provided for by law or accessible to the public from any territory, including from outside the European Union, insofar as

they are contained in the documentation available on the corporate website ([www.indracompany.com](http://www.indracompany.com)) or are stated at the General Shareholders' Meeting, the development of which may be publicly distributed thereon.

In general terms, personal data will be processed during the shareholding relationship and, once it has ended, during the period of limitation of any legal or contractual liabilities that may arise for the Company. With regard to data processing subject to consent, the data will be processed until the data subject withdraws previously granted consent.

Shareholders are also informed that they may exercise their rights of access, correction, deletion, objection, portability and restriction of processing by sending an e-mail to the following address: [dpo@indra.es](mailto:dpo@indra.es).

Shareholders are also informed of their right to file a complaint or request related to the protection of their personal data with the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*).

Should the attendance, proxy and voting card include personal data relating to individuals other than the holder and in the event that a third party attends the meeting as the shareholder's proxy, the shareholder must inform the third party of the above-mentioned points regarding the processing of personal data and comply with any other requirements that may be applicable for the correct transfer of personal data to the Company, and the Company shall not be required to take any additional action with respect to the data subjects.

## **ATTENDANCE OF A NOTARY AT THE MEETING**

The Board of Directors has agreed to request the presence of a Notary Public to draw up the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203.1 of the Spanish Companies Act.

**Shareholders are informed that the General Shareholders' Meeting is expected to be held at first call on 28 October 2022 at 11:00 a.m. (CEST).**

From one hour prior to the start of the Meeting and at the place where the Meeting has been convened, shareholders or their valid proxies may present their respective attendance and proxy cards and, where appropriate, documents accrediting legal representation to the staff in charge of the shareholders' register.

**Guillermo Guerra Martín**

**Secretary to the Board of Directors**

## **ITEM ONE ON THE AGENDA: DETERMINATION OF THE NUMBER OF DIRECTORS. APPOINTMENT OF DIRECTORS**

The following proposals will be the subject of separate votes:

### **Proposal for resolutions**

*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.

**The effectiveness of this resolution is subject to the approval by the General Shareholders' Meeting of the appointment of each and every one of the candidates referred to in points 1.2. to 1.7. above, to the acceptance of the position by those thus appointed and to the Board of Directors being composed of seven independent directors representing at least half of its members.**

### **Justification of proposals and additional documentation**

With regard to the justification of the proposal included in item 1.1. on the agenda of the Extraordinary General Shareholders' Meeting, the Board of Directors considers that it ensures the optimal size to facilitate its efficient functioning and complies with the provisions of Regulations of the Board of Directors, of the Good Governance Code of Listed Companies, and complies with what has been agreed and made public by means of a press release of "Other Relevant Information", dated on July 6, 2022 (registry number 17.235).

In relation with the rest of the proposals included in item 1 on the agenda, from the moment that the Meeting is convened, the following documents will be available to shareholders on the Company's website: i) the proposals and/or reports prepared by the ARCGC and the Board of Directors pursuant to the terms of Article 529 *decies* of the LSC, which assess the skills, experience and merits of the candidates whose appointment is proposed; and ii) complete information on their identity, CV and the category of director to which they belong, for the purposes of the provisions contained in Article 518.e) of the LSC.

## **ITEM SECOND ON THE AGENDA: APPROVAL OF THE AMENDMENT TO ARTICLE 24 OF THE BYLAWS TO REMOVE THE TIEBREAKING VOTE (QUALITY VOTE) OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

### **Proposal for resolution**



**Approval the 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.”*

**Additional documentation**

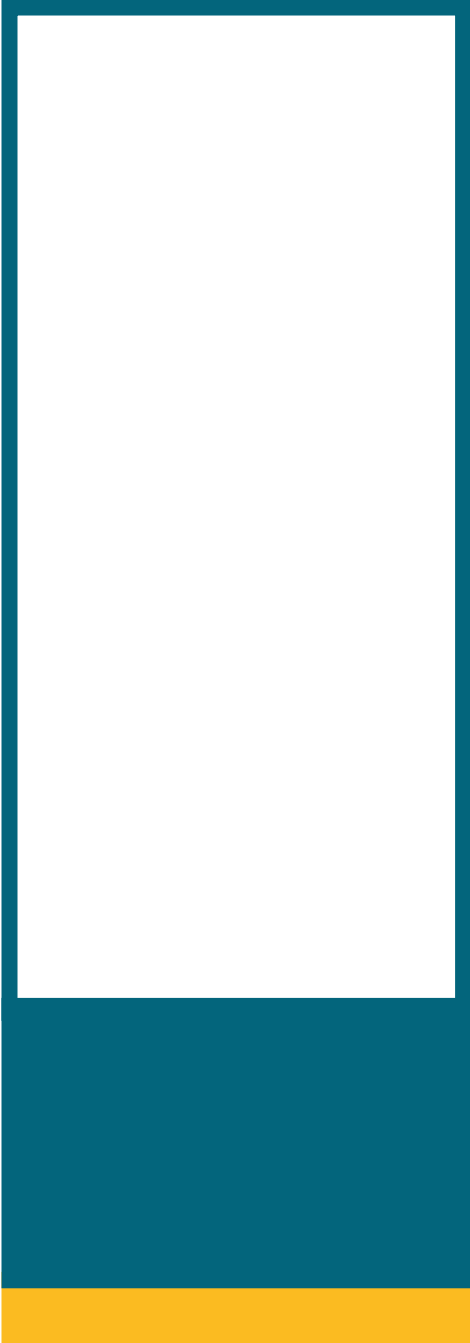
From the moment that the Meeting is convened will be available to shareholders on the Company’s website the supporting report prepared by the Board of Directors, in accordance with Article 286 of the LSC, justifying the proposed amendment to the Bylaws.

**ITEM THIRD ON THE AGENDA: AUTHORIZATION AND DELEGATION OF POWERS FOR THE FORMALIZATION, ENTRY AND EXECUTION OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING.**

**Proposal for resolution**

*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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