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HOLALUZ-CLIDOM, S.A.

PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF 23 APRIL 2025 AT 11.00 HOURS ON FIRST CALL AND AT THE SAME TIME THE FOLLOWING DAY ON SECOND CALL

ITEM RELATING TO MEMBERS OF THE BOARD OF DIRECTORS

FIRST ITEM ON THE AGENDA:

Appointment of members of the Company's Board of Directors.

1.1. Appointment, if appropriate, of Mr Lotfi Bellahcene as proprietary director of the Company.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a report from its Appointments and Remuneration Committee, it is agreed to appoint Mr. Lotfi Bellahcene, of French nationality, of legal age, married, with professional address in Barcelona, Calle Floridablanca, number 98, ESC P, ENT PTA.2, and with a valid Passport of his nationality, 18AK85979 and N.I.E. number Y7845394-Q, in force, as director of the Company, with the category of proprietary director, for the statutory term of six (6) years from the date of this General Shareholders' Meeting".

1.2. Appointment, if appropriate, of Mr Enrique Palau Llopis as proprietary director of the Company.

PROPOSED RESOLUTION:

"In accordance with the proposal of the Board of Directors, following a report from its Appointments and Remuneration Committee, it is agreed to appoint Mr. Enrique Palau Llopis, of Spanish nationality, of legal age, married, with professional address at c/Carrencà, 27-29, 6º1ª - 08017 - Barcelona and with D.N.I. 46.232.186R, in force, as director of the Company, with the category of proprietary director, for the statutory term of six (6) years from the date of this General Shareholders' Meeting".

ITEM RELATING TO THE INCREASE OF SHARE CAPITAL

SECOND ITEM ON THE AGENDA:

Capital increase by means of set-off of credits for a nominal amount of 221,714.28 euros and cash (including the share premium) of 15,519,999.60 euros, through the issuance of new ordinary shares with a nominal value of 0.03 euros each, with provision for incomplete subscription. Delegation to the Board of Directors, with powers of substitution, of the necessary powers to execute the resolution and to establish the conditions thereof in all matters not provided for in the resolution in accordance with Article 297.1.a) of the Companies Act, as well as to give a new wording to Article 5 of the Articles of Association.

PROPOSED RESOLUTION:

1. ***Capital increase***

   It is agreed to increase the share capital by offsetting the credit held by ICOSIUM Investment, S.L. against the Company as indicated below, for a nominal amount of 221,714.28 euros, providing for, as indicated in section 7 of this resolution, the possibility of incomplete subscription, through the issue and placement of 7,390,476 new ordinary shares with a nominal value of 0.03 euros, belonging to the same class and series as those currently in circulation and with the same rights as from the date on which the Company declares the Capital Increase subscribed and paid up (the "New Shares" and the "Capital Increase", respectively).

2. ***Issue price***

   The issue price of the New Shares amounts to 2.10 euros per share. Consequently, the share premium amounts to 2.07 euros per New Share and, in total, to 15,298,285.32 euros.

3. ***Subscription and payment of the New Shares***

   The New Shares shall be fully subscribed and paid up by ICOSIUM Investment, S.L., a company incorporated under the laws of Spain, with registered office at Calle Floridablanca, number 98 Esc. P P. en Pta. 2, Barcelona, 08015, Spain, with N.I.F. B-72835176, in force, and registered in the Commercial Registry of Barcelona, under volume 48568, Folio 117, Sheet B-588469, as creditor (the "Creditor") of the Company under the loan indicated below (the "Loan"):

CREDIT			
Creditor	***Loan***	***Principal Amount****	***Disbursement date***
ICOSIUM Investment, S.L.	*Loan necessarily convertible into shares of the Company*	*15.519.999,60€*	*Maximum 30/04/2025*

**Without considering interest, if applicable, at the rate of 0.05% daily, in the event that the possible penalty provided for in the Loan materialises.*

Notwithstanding the above, the amount of the Loan to be offset (considering its principal, and where applicable, any other concept) shall be 15,519,999.60 euros, which corresponds to the effective amount (nominal plus share premium) of the Capital Increase, all without prejudice to the possibility of incomplete subscription. The nominal value and the share premium of the New Shares shall be fully paid up by offsetting the Loan subject to the capitalisation indicated in the above table, which shall be automatically extinguished in the amount offset as a consequence of the execution of the Capital Increase in the terms provided for in this resolution, without prejudice, where applicable, to the payment in cash of the remainder (fractions) that may occur. This Loan shall comply with the requirements for the capitalisation of credits established in Article 301 of the Companies Act, including those of liquidity, maturity and enforceability, at the time of execution by the Board of Directors of this resolution and, therefore, at the date of execution of the public deed documenting the Capital Increase, as evidenced in the report of the Board of Directors prepared for this purpose. Compliance with the requirements of the aforementioned Article 301 of the Companies Act for the capitalisation of credits is confirmed by the certification issued as a special report on the occasion of the convening of the General Meeting by the Company's auditor, Ernst & Young, S.L., which will be supplemented by the corresponding additional certification of said auditor to be issued at the time when the aforementioned requirements are met. In this way, the Shareholders have full knowledge, under their right to information, that the matured, liquid and enforceable nature and other requirements required by law, of the credit to be offset at the date of execution of the capital increase deed, will be accredited in the manner indicated. It is also stated that the previously issued shares of the Company are fully paid up.

4. ***Absence of preferential subscription right***

There shall be no preferential subscription right over the New Shares, in accordance with the provisions of Article 304 of the Companies Act.

5. ***Representation of the New Shares***

The New Shares shall be represented by book entries, the accounting record of which is attributed to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its participating entities under the terms established in the regulations in force at any given time.

6. ***Rights of the New Shares***

The New Shares shall confer on their subscriber the same political and economic rights as the shares of the Company currently in circulation as from the date on which the Company declares the Capital Increase subscribed and paid up.

7. ***Incomplete subscription***

Without prejudice to the provisions of Article 507 of the Companies Act, incomplete subscription of the Capital Increase is expressly provided for, so that, if it is not fully subscribed, where applicable, the capital will be increased by the amount of the subscriptions made, being without effect as regards the rest.

8. ***Execution of the increase***

Pursuant to the provisions of Article 297.1.a) of the Companies Act, the Board of Directors shall determine the date or dates on which the resolution must be executed within the maximum period of one year from the date of its adoption by this General Meeting, after which, if it has not been fully executed, the resolution shall be without value or effect, and shall declare, where applicable, the Capital Increase subscribed and paid up, in whole or in part, and, therefore, closed, establishing the conditions thereof in all matters not provided for in this resolution, without prejudice to the possibility of executing the aforementioned increase in a fractional manner.

9. ***Amendment of articles of association***

Once the payment of the New Shares finally issued has been made, in accordance with the provisions of the preceding paragraphs, the Board of Directors shall declare the Capital Increase subscribed and paid up, in whole or in part, and therefore closed. As a consequence of the Capital Increase, it is agreed to amend Article 5 of the Articles of Association, delegating to the Board of Directors in turn its final wording, which must be carried out once the subscription and payment of the Capital Increase has been verified.

10. Application for incorporation

It is agreed to apply for the incorporation of all the New Shares that are issued in execution of this resolution in the BME Growth trading segment of BME MTF Equity as well as to carry out the procedures and actions that are necessary or convenient and to present the documents that are necessary before the competent bodies for the incorporation to trading of the New Shares issued as a consequence of the agreed Capital Increase, expressly stating the submission of the Company to the rules that exist or may be issued regarding the aforementioned market and, especially, on contracting, permanence and exclusion from trading.

11. Delegation for the execution and formalisation of the previous resolutions

Without prejudice to any other powers that may correspond to it, it is agreed to grant to the Board of Directors, as broadly as required by Law, so that it may carry out such acts and grant such public and private documents as may be appropriate in relation to this resolution, with express powers of clarification, interpretation, rectification and substitution. In particular, and by way of illustration only, it may carry out the following actions:

a) *Extend and develop this resolution, establishing the terms and conditions of the issue in all matters not provided for in this resolution. In particular, without limitation, calculate the amount of principal, and where applicable, any other concept of the Loan to be offset, determine the number of New Shares to be subscribed by the Creditor, establish the amount in which the Capital Increase must be executed, the term, form, conditions and procedure for subscription and payment and, in general, any other circumstances necessary for the execution of the Capital Increase and the issue of the New Shares within the framework of the offsetting of the aforementioned credit.*
b) *Formulate such communications and public announcements as may be necessary or merely convenient for the Company in relation to the Capital Increase, including, if required, a Capital Increase Document or a Reduced Capital Increase Document in accordance with BME Growth regulations, and carry out any action, declaration or management and subscribe any other public or private document necessary or convenient for the authorisation, verification and execution of the Capital Increase, as well as for the registration of the New Shares in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and their incorporation in the BME Growth segment of BME MTF Equity, before such entities and any other body or entity or public or private registry, Spanish or foreign or*

any other competent authority, assuming responsibility for the content of such documentation.

c) *Indicate the date or dates of fractional execution, if applicable, and declare the Capital Increase executed, if applicable in an incomplete manner, issuing and putting into circulation the New Shares that have been subscribed and paid up, as well as appearing before a notary to execute this resolution and give a new wording to Article 5 of the Articles of Association in relation to the amount of share capital, leaving without effect that part of said Capital Increase which, where applicable, has not been subscribed and paid up in the terms established.*

d) *Draft, subscribe, execute and, where appropriate, certify any type of document, including those relating to the subscription of the New Shares.*

e) *In general, carry out such actions as may be necessary or merely convenient for the successful outcome and complete registration of the Capital Increase in the Commercial Registry and before any other supervisory bodies, public or administrative registers, administrative authorities, and persons and institutions, public or private, national or foreign, which are competent in relation to the Capital Increase for its most complete development and effectiveness, being expressly authorised to adapt, clarify, rectify, specify and complete the content of this resolution to rectify, complete or correct any defects or omissions that prevent or hinder its effectiveness or to attend to the qualifications and requirements, even non-formal ones, that may be issued by any of the aforementioned instances."*

ITEM RELATING TO THE CORPORATE LIABILITY ACTION

THIRD ITEM ON THE AGENDA:

Waiver of the corporate liability action approved by the Ordinary General Shareholders' Meeting of 28 June 2024 against Axon Partners Group Investment, S.G.E.I.C, S.A.U., represented by Mr Alfonso Juan de León Castillejo, and Geroa Pentsioak E.P.S.V. de Empleo, represented by Mr Jordan Óscar Sáenz Leal.

PROPOSED RESOLUTION:

"As part of the settlement agreement signed, among others, by the Company, FONDO AXON ICT III, F.C.R. and Geroa Pentsioak E.P.S.V. de Empleo, whereby the parties agreed, within a framework of seeking financing and in the interest of the Company, to avoid future legal proceedings, as included in the Privileged Information Communication of 4 October 2024, whereby the market was informed of the

terms of said settlement agreement and in accordance with the proposal of the Board of Directors, after analysing the facts on which the agreement to exercise the corporate liability action was based and after the appropriate explanations had been provided by FONDO AXON ICT III, F.C.R., and Geroa Pentsioak E.P.S.V. de Empleo, it is agreed to waive the exercise of the corporate liability action approved by the Ordinary General Shareholders' Meeting of 28 June 2024 against Axon Partners Group Investment, S.G.E.I.C, S.A.U., represented by Mr. Alfonso Juan de León Castillejo, and Geroa Pentsioak E.P.S.V. de Empleo, represented by Mr. Jordan Óscar Sáenz Leal, as the motivations and reasons for the actions taken by the affected directors on which it was based are understood. In this way, the resolution of the General Shareholders' Meeting of 28 June 2024 'Corporate liability action against the directors Geroa Pentsioak E.P.S.V. de Empleo, represented by Mr. Jordan Sáenz Leal and Axon Partners Group Investment, S.G.E.I.C., S.A.U., represented by Mr. Alfonso Juan de León Castillejo' is hereby revoked and it is agreed not to file any corporate liability action against Axon Partners Group Investment, S.G.E.I.C, S.A.U., represented by Mr. Alfonso Juan de León Castillejo, and Geroa Pentsioak E.P.S.V. de Empleo, represented by Mr. Jordan Óscar Sáenz Leal."

ITEM RELATING TO DELEGATIONS OR AUTHORISATIONS TO THE ADMINISTRATIVE BODY

FOURTH ITEM ON THE AGENDA:

Delegation to the Board of Directors for a period of five years of the power to increase the share capital under the terms and conditions of Article 297.1.b) of the Companies Act, up to half of the share capital at the date of authorisation. Delegation of the power to exclude preferential subscription rights in accordance with the provisions of Article 506 of the Companies Act, limited to a maximum nominal amount, in aggregate, equal to 20% of the share capital at the date of authorisation. Revocation of previous authorisations granted under the second resolution of the extraordinary general shareholders' meeting of 9 November 2021, to the extent not used.

PROPOSED RESOLUTION:

"To delegate to the Board of Directors of the Company, in accordance with Article 297.1.b) of the Companies Act, the power to increase the share capital, without prior consultation with the General Shareholders' Meeting, within a period of five years from the date of this General Meeting, and up to the maximum limit of amount provided for in the aforementioned article of the Companies Act, with or without preferential subscription rights, giving a new wording to the article of the Company's Articles of Association relating to share capital, in accordance with the following conditions:

1. *Authorised capital, amount and term: the Board of Directors is empowered, as broadly as may be necessary in Law, so that, in accordance with the provisions of Article 297.1.b) of the Companies Act, it may increase the share capital, without prior consultation with the General Shareholders' Meeting, in one or more times and at any time, within a period of five years from the holding of this Extraordinary General Shareholders' Meeting, in the amount corresponding to half of the share capital at the time of authorisation, through the issue of new ordinary shares or of any other type in accordance with the applicable legal requirements. For the calculation of this limit, both the capital increases made under this delegation and those capital increases made in the scope of the authorisation provided for in item five of the Agenda to issue bonds and other convertible securities into, or giving the right to subscribe for, shares shall be taken into account.*
2. *Scope of the delegation: the Board of Directors may set all the terms and conditions of the capital increases and the characteristics of the shares, as well as determine the investors and markets to which the capital increases are addressed and the placement procedure to be followed, freely offer the new shares not subscribed during the preferential subscription period, and establish, in the event of incomplete subscription, that the capital increase is without effect or that the capital is increased only by the amount of the subscriptions made and to give a new wording to the article of the Company's Articles of Association relating to share capital. The Board of Directors may designate the person or persons, whether or not they are directors, who are to execute any of the resolutions adopted in use of this authorisation and, in particular, that of the closing of the capital increase.*
3. *Rights of the new shares, issue price and consideration for the increase: the new shares issued on the occasion of the capital increase or increases agreed under this delegation shall be ordinary shares with the same rights as those already existing (except for dividends already declared and pending payment at the time of their issue), which shall be issued at their nominal value or with the issue premium that, where appropriate, is determined. The consideration for the new shares to be issued shall necessarily consist of monetary contributions.*
4. *Exclusion of preferential subscription rights: in accordance with the provisions of Article 506 of the Companies Act, the Board of Directors is expressly granted the power to exclude, in whole or in part, the preferential subscription right in respect of all or any of the issues it may resolve to make by virtue of this authorisation, although this power shall be limited to capital increases made under this delegation, as well as to those increases made in the scope of the authorisation provided for in item five of the Agenda to issue bonds and other convertible securities into, or giving the right to subscribe for, shares, up to an amount equivalent to 20% of the Company's share capital at the date of effectiveness of this decision. In accordance with the provisions of the applicable legislation, the Board of Directors may make use of the power granted to it under the provisions of the preceding paragraph when the interest of the Company so requires, and provided that the*

nominal value of the shares to be issued, plus the issue premium, where appropriate, corresponds to the fair value of the Company's shares under the terms provided for in paragraph 3 of Article 504 of the Companies Act. Consequently, unless the Directors justify otherwise, for which purpose it will be necessary to provide the appropriate independent expert report, and, in any case, for operations that do not exceed 20% of the share capital, it will be presumed that the fair value is the market value, established by reference to the stock market price, provided that it is not less than ten per cent below that price.

5. *Application for admission to trading: the Board of Directors of the Company is empowered to apply for the admission to trading, and their exclusion, on the regulated markets and multilateral trading systems of the European economic area or other comparable markets in third countries, of the shares that may be issued or, in the event of a change in the nominal value of those already issued, their exclusion and new admission, complying with the rules that are applicable in relation to trading, permanence and exclusion from trading.*
6. *Power of substitution: the Board of Directors is authorised to, in turn, delegate in favour of any of the members of the Board of Directors or to any other person, whether or not a member of that body, the delegated powers referred to in this resolution. It is hereby stated that the corresponding directors' report justifying the proposed delegation to increase the share capital has been made available to the shareholders. This authorisation revokes, to the extent not used, the delegation granted by the Extraordinary General Shareholders' Meeting held on 9 November 2021 under the second item on the agenda."*

FIFTH ITEM ON THE AGENDA:

Delegation to the Board of Directors, for a period of five years, of the power to issue bonds, debentures and other fixed-income securities convertible into shares, as well as warrants and any other financial instruments entitling to the subscription of newly issued shares of the Company, with the power to increase the share capital to meet their conversion or exercise up to half of the share capital at the date of authorisation. Delegation of the power to exclude preferential subscription rights in accordance with Articles 506 and 511 of the Companies Act, limited to a maximum nominal amount, in aggregate, equal to 20% of the share capital at the date of authorisation.

PROPOSED RESOLUTION:

It is agreed to delegate to the Board of Directors of the Company, in accordance with the general regime on the issue of bonds and in accordance with the provisions of Articles 286, 297, 417 and 511 of the

Companies Act and 319 of the Mercantile Registry Regulations, the power to issue negotiable securities in accordance with the following conditions:

1. *Securities subject to the issue: The negotiable securities referred to in this delegation may be bonds, debentures and other fixed income securities of a similar nature, convertible (including contingently) into shares of the Company. This delegation may also be used to issue preference shares (if legally admissible) and warrants (options to subscribe for new shares of the Company).*
2. *Term of the delegation: The issuance of the securities subject to the delegation may be carried out in one or more times within the maximum period of five years from the date of adoption of this resolution.*
3. *Maximum amount of the delegation: Under this delegation, the Board of Directors may issue the securities indicated in section 1 above which, for the purposes of their conversion, shall not exceed half of the amount of share capital at the time of the delegation. For these purposes, in the case of warrants, the sum of premiums and exercise prices of the warrants of the issues agreed under this delegation shall be taken into account. In any case, and without prejudice to the foregoing, capital increases carried out by virtue of this delegation, added to the increases that, where appropriate, may have been agreed under other authorisations in force proposed by the Board of Directors to the General Shareholders' Meeting in accordance with the provisions of Article 297.1.b) of the Companies Act, may not exceed, in nominal amount, half of the amount of share capital on the date of the delegation. In this sense, the amount of the capital increases that, where appropriate, and in order to attend to the conversion of bonds, warrants or other securities, are carried out under this delegation, shall be considered to be included within the limit available at any time to increase the share capital. For the purposes of calculating the above limit, the maximum number of shares into which the bonds may be converted shall be taken into account, taking into account their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, all without prejudice to adjustments that may be made to the conversion ratio after the issue of the securities. Finally, in the event that these instruments provide in their terms and conditions for the possibility of payment of the coupon in newly issued shares valued at their instantaneous quotation, the maximum number of shares that could be issued from the issue and until the maturity of the securities to attend to the payment of the referred coupon shall also be taken into account for the calculation of the maximum amount consumed of this delegation, using for this calculation the quotation price of the Company's share at the time of the issue.*
4. *Scope of the delegation: In use of the delegation of powers agreed herein and by way of example, and in no case limiting, the Board of Directors shall have the power to determine, for each issue, its amount, always within the aforementioned limit, the place of issue - national or foreign - and the currency or currency and, in the event that it is foreign, its equivalence in euros; the name or*

modality, whether they are bonds or debentures, including subordinated ones, warrants, preference shares or any other admitted in Law; the date or dates of issue; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe for the underlying shares or, where appropriate, the exclusion of such right; the fixed or variable interest rate, payable in cash or in kind (with treasury shares or newly issued shares), dates and procedures for payment of the coupon; the perpetual or redeemable nature and, in the latter case, the amortisation term and the expiry date or dates; the guarantees, the type of repayment, premiums and lots; the form of representation, by means of titles or book entries; the anti-dilution clauses; the subscription regime; the order of priority of the securities and their possible subordination clauses; the applicable legislation for the issue; request, where appropriate, the admission to trading in the regulated markets and multilateral trading systems of the European economic area or other comparable markets of third countries, which proceed, of the securities that are issued with the requirements that in each case the current regulations require; and, in general, any other condition of the issue, as well as, where appropriate, appoint the commissioner and approve the fundamental rules that are to govern the legal relations between the Company and the syndicate of holders of the securities that are issued, in the event that it is necessary or it is decided to constitute said syndicate and the appointment of the referred commissioner. Likewise, the Board of Directors is authorised to, when it deems appropriate, and subject, if applicable, to obtaining the appropriate authorisations and to the conformity of the assemblies of the corresponding syndicates of holders of the securities, modify the conditions of the amortisations of the fixed income securities issued and their respective term, as well as the interest rate that, where appropriate, accrue those included in each of the issues that are made under this authorisation.

5. <u>*Bases and modalities of conversion:*</u> *In the case of issuance of convertible bonds or debentures, and for the purposes of determining the bases and modalities of the conversion, it is agreed to establish the following criteria:*
    a) *The securities issued under this agreement shall be convertible into shares of the Company, in accordance with a fixed or variable, determined or determinable conversion ratio, the Board of Directors being empowered to determine whether they are necessarily, voluntarily or contingently convertible, and in the event that they are voluntarily, at the option of their holder or the Company, with the periodicity and during the term established in the issue agreement and that may not exceed 5 years from the date of issue. The indicated maximum term shall not be applicable to securities of a perpetual nature that are convertible.*

b) *For conversion purposes, the securities shall be valued at their nominal amount and the new shares to be issued for their conversion, according to a fixed conversion rate established in the resolution of the Board of Directors in which use is made of this delegation, or at the variable exchange rate to be determined on the date or dates indicated in the resolution of the Board of Directors itself, based on the stock market value of the Company's shares on the date/s or period/s taken as reference in the same resolution, with or without premium, the Board of Directors being able to determine the conversion criteria it deems appropriate.*

c) *It may also be agreed to issue the convertible fixed income securities with a variable conversion ratio. In this case, the price of the shares for the purposes of the conversion shall be determined by the Board of Directors, which may incorporate a premium or, where appropriate, a discount on the price per share resulting from the criteria established. The premium or discount may be different for each conversion date of each issue (or, where appropriate, each tranche of an issue).*

d) *When conversion is appropriate, fractions of shares that may correspond to the holder of the bonds shall be rounded down to the immediately lower whole number and each holder shall receive in cash, if so contemplated in the conditions of the issue, the difference that may arise in such case.*

e) *In no case may the value of the share for the purposes of the conversion ratio of the bonds for shares be less than its nominal value. Likewise, in accordance with the provisions of Article 415 of the Companies Act, bonds may not be converted into shares when the nominal value of the former is less than that of the latter.*

f) *At the time of approving an issue of convertible bonds or debentures under the authorisation contained in this resolution, the Board of Directors shall issue a report developing and specifying, based on the criteria described above, the bases and modalities of the conversion specifically applicable to the indicated issue.*

6. *Bases and modalities of the exercise of warrants and other similar securities: In the case of issues of warrants, it is agreed to establish the following criteria: In the case of issues of warrants, to which the provisions of the Companies Act for convertible bonds shall apply by analogy, for the determination of the bases and modalities of their exercise, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe for shares of the Company, derived from the securities of this class that are issued under the delegation granted herein, applying in relation to such issues the criteria established in section 5 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities.*

7. *This authorisation to the Board of Directors also includes, by way of example, not limitation, the delegation in its favour of the following powers:*
    a) *The power for the Board of Directors, under the provisions of Article 511 of the Companies Act, in relation to Article 417 of said Act, to exclude, in whole or in part, the preferential subscription right of shareholders. This power shall in any case be limited to those increases in share capital that are carried out under this authorisation, as well as to those carried out within the scope of the authorisation provided for under the fourth item on the Agenda, up to a maximum nominal amount, in total, equal to 20% of the share capital at the date of adoption of this resolution. In any case, if the Board of Directors should decide to suppress the preferential subscription right of the shareholders in relation to a specific issue of convertible bonds or debentures, warrants and other securities similar to these, which it may eventually decide to make under this authorisation, it shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of social interest that justify said measure, justifying the reasonableness of the financial conditions of the issue and the suitability of the conversion ratio and its adjustment formulas to avoid dilution of the economic participation of the shareholders. This report must be made available to the shareholders and communicated to the first General Shareholders' Meeting to be held after the capital increase resolution.*
    b) *The power to increase the capital by the amount necessary to attend to the requests for conversion and/or exercise of the right to subscribe for shares. This power may only be exercised to the extent that the Board of Directors, adding the capital it increases to attend to the issue of convertible bonds, warrants and other similar securities to these and the other capital increases it may have agreed under authorisations granted by this General Shareholders' Meeting, does not exceed the limit of half of the amount of share capital provided for in Article 297.1.(b) of the Companies Act. This authorisation to increase the capital includes the issuance and placement, in one or more times, of the shares representing it that are necessary to carry out the conversion and/or exercise of the right to subscribe for shares, as well as the power to give a new wording to the article of the Articles of Association relating to the amount of capital and to, where appropriate, cancel the part of said capital increase that has not been necessary for the conversion and/or exercise of the right to subscribe for shares.*
    c) *The power to develop and specify the bases and modalities of the conversion and/or exercise of the rights to subscribe for shares, derived from the securities to be issued, taking into account the criteria established in sections 5 and 6 above.*
    d) *The delegation to the Board of Directors includes the broadest powers that in Law are necessary for the interpretation, application, execution and development of the resolutions*

of issuance of securities convertible into shares of the Company, in one or more times, and corresponding increase of capital, also granting it powers for the rectification and complement of the same in all that was necessary, as well as for the fulfilment of how many requirements were legally required to carry them to good end, being able to rectify omissions or defects of said resolutions, pointed out by any authorities, officials or bodies, national or foreign, also being empowered to adopt how many resolutions and grant how many public or private documents it considers necessary or convenient for the adaptation of the preceding resolutions of issuance of convertible securities and of the corresponding increase of capital to the verbal or written qualification of the Mercantile Registrar or, in general, of any other authorities, officials or institutions, national or foreign competent.

8. *Admission to trading: The Company shall apply, when appropriate, for the admission to trading in regulated markets and multilateral trading systems of the European economic area or other comparable markets in third countries that may be appropriate, of the bonds and/or convertible debentures or warrants issued by the Company by virtue of this delegation, empowering the Board of Directors, as broadly as may be necessary in Law, to carry out the procedures and actions necessary for admission to trading before the competent bodies of the different securities markets, national or foreign. It is expressly stated that, in the case of subsequent request for exclusion from trading, this shall be adopted with the same formalities as the request for admission, to the extent that they are applicable, and, in such event, the interest of the shareholders or bondholders who opposed or did not vote for the resolution under the terms provided for in the current legislation shall be guaranteed. Likewise, the submission of the Company to the rules that exist or may be issued in the future regarding Stock Exchanges and, especially, on contracting, permanence and exclusion from trading, is expressly declared.*
9. *Power of substitution: the Board of Directors is authorised to, in turn, delegate in favour of any of the members of the Board of Directors or in any other person, whether or not a member of that body, the delegated powers referred to in this resolution.*

It is hereby stated that the corresponding directors' report justifying the proposed delegation to the Board of Directors to issue convertible securities has been made available to the shareholders.

This authorisation revokes, to the extent not used, the delegation granted by the Extraordinary General Shareholders' Meeting held on 9 November 2021, under the third item on the agenda."

SIXTH ITEM ON THE AGENDA

Delegation of powers to the Board of Directors, with express power of substitution, for the formalisation, interpretation, rectification, and/or execution of the resolutions adopted by the General Meeting.

PROPOSED RESOLUTION:

"To delegate and, as far as necessary, expressly authorise the Board of Directors, which may delegate, jointly and severally, to the Chairperson of the Board of Directors, to the non-director Secretary, to the non-director Vice-Secretary, and to the Directors, so that any of them, jointly and severally, may formalise, interpret, develop, apply, execute, rectify, and notarise the resolutions adopted at this General Meeting and, in particular, proceed to file with the Commercial Registry, for deposit, the certification of the resolutions approving the annual accounts and the application of the result, attaching the documents that are legally required, as well as to execute as many public and/or private documents as may be necessary until obtaining the corresponding registration in the Commercial Registry of the resolutions adopted, including the request for partial registration, with powers, including, for the correction or rectification in view of the assessment that may be made by the Mr./Ms. Registrar."

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INFORMATIVE ITEM

MAKING AVAILABLE TO SHAREHOLDERS THE REPORT OF THE DIRECTORS JUSTIFYING THE CASH CAPITAL INCREASE AGREED BY THE BOARD OF DIRECTORS IN USE OF THE DELEGATION THEREIN IN ACCORDANCE WITH ARTICLE 297.1.b) OF THE COMPANIES ACT, GRANTED BY THE GENERAL SHAREHOLDERS' MEETING OF THE COMPANY OF 9 NOVEMBER 2021

In compliance with Article 506.4 of the Companies Act, the report of the Board of Directors dated 24 October 2024 relating to the resolution to increase the Company's share capital adopted in exercise of the delegation to the Board of Directors in accordance with Article 297.1.b) of the Companies Act, conferred by the Extraordinary General Shareholders' Meeting of 9 November 2021, is made available to shareholders.