

**RESOLUTIONS TAKEN ON THE SHAREHOLDERS' GENERAL MEETING  
OF GRUPO CATALANA OCCIDENTE, S.A.  
APRIL 27, 2023, FIRST CALL**

**First.- Examination and approval, if applicable, of the Individual Annual Accounts and Management Report corresponding to corporate year 2022.**

To approve the Individual Annual Accounts of the Company (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2022, which are not transcribed since they have been printed in official pages of class 8ª, serie ON, numbers 7761279 to 7761304, both inclusive, together with the Management Report corresponding to such corporate year printed in the official pages of class 8ª, serie ON, numbers 7761304 to 7761307, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8ª, serie 00, number 1161821.

**Second.- Distribution of the financial results corresponding to corporate year 2022.**

To apply the distribution of the individual profit resulting from corporate year 2022, which amounts 124,103,513.56 euros, in the following manner:

Dividends	58,908,000.00 euros
Voluntary Reserve	65,195,513.56 euros
Total	124,103,513.56 euros

The Consolidated Group result amounts to 542,574,264.88 euros, being 486,567,920.76 euros the attributed result to the parent company.

The dividend to be paid to the shareholders is 0.4909 euros per share, a total amount of 58,908,000.00 euros, which will be executed on May 10, 2023, acting as payment agent Banco Bilbao Vizcaya Argentaria, S.A.

Thus, the total dividend payment agreed and distributed since the last Shareholders' General Meeting on April 28, 2022, either against Company reserves or result for the year amounts to 123,420,000 euros, that is, 1.0285 euros per share (gross).

**Third.- Group Consolidated Annual Accounts and Management Report.**

3.1.- Examination and approval, if applicable, of the Group Consolidated Annual Accounts and Management Report corresponding to corporate year 2022.

To approve (i) the Group Consolidated Annual Accounts (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the

Accounts), corresponding to the corporate year closed as of December 31, 2022, which are not transcribed since they have been printed in official pages of class 8<sup>a</sup>, serie ON, numbers 7761393 to 7761474, both inclusive, together with (ii) the Consolidated Management Report corresponding to such corporate year, printed in the official pages of class 8<sup>a</sup>, serie ON, numbers 7761309 to 7761393, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8<sup>a</sup>, serie 00, number 1161820.

3.2.- Examination and approval, if applicable, of the Non-financial Statement included in the “Sustainability Report – Non Financial Statement” (“Memoria de Sostenibilidad – Estado de Información No Financiera”) document, as part of the Group Consolidated Management Report corresponding to corporate year 2022.

To approve the Non-financial Statement included in the “Sustainability Report – Non Financial Statement” document as part of the Group Consolidated Management Report corresponding to corporate year 2022, printed in the official pages of class 8<sup>a</sup>, serie 00, numbers 6156793 to 6156834, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8<sup>a</sup>, serie 00, number 1161820.

**Fourth.- Approval, if applicable, of the Board of Directors’ management during corporate year 2022.**

To approve the management of the Board of Directors and officers of the Company during the year at hand, in view of the Management Report submitted by the Board of Directors.

**Fifth.- Renewal of the appointment of the Company and Consolidated Group external auditors for the corporate year 2023.**

To renew for the corporate year 2023, in accordance with article 264 of the Spanish Corporations Act, the appointment of PricewaterhouseCoopers Auditores, S.L. as external auditors of the Company’s Individual Annual Accounts and Management Report (“*Informe de Gestión*”) and as external auditors of the Group’s Consolidated Annual Accounts and Management Report (“*Informe de Gestión Consolidado*”).

PricewaterhouseCoopers Auditores, S.L., has its corporate domicile in Madrid, Torre PwC, Paseo de la Castellana 259 B, provided with tax identification number B-79031290, and registered with the Commercial Registry of Madrid, Sheet number 87250-1, Page 75, Volume 9.267, Registration Book 8.054, section 3<sup>rd</sup> and on the Spanish Corporate Auditors’ Official Registry (ROAC) under number S0242.

**Sixth.- Appointment and, if applicable, reelection of Mr. Francisco Javier Pérez Farguell as independent member of the Board of Directors.**

To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as an independent director, following the proposal of the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Mr. Francisco Javier Pérez Farguell, Spanish citizen, of legal age, married, with professional domicile to

these effects at Avda. Diagonal 477, 10<sup>th</sup> floor, Barcelona, and holder of Spanish I.D. number 37.267.053-S, in force.

**Seventh.- Setting the number of members on the Board of Directors.**

Due to the resignation of the Secretary Director and General Manager, Mr. Francisco José Arregui Laborda, with effects from January 1, 2023, which was accepted by resolution of the Board of Directors dated October 27, 2022, to set the number of members of the Board of Directors at nine (9).

**Eighth.- Information to the Shareholders' General Meeting of the amendment of article 8 of the Regulations of the Board of Directors.**

To acknowledge that, on May 26, 2022, the Board of Directors, following the prior proposal of the Audit Committee, which issued the corresponding Explanatory Report, unanimously resolved to amend article 8 of the Regulations of the Board of Directors (concerning to its quantitative composition) in order to adapt its content to the amendment of article 13 of the Company's Articles of Association approved by the Shareholder's General Meeting held on April 28, 2022.

The new complete text of the Regulations of the Board of Directors, which includes the abovementioned amendments, has been made available to the shareholders at the Company's corporate webpage and, in accordance with article 529 of the Spanish Corporations Act, has been notified to the Spanish Stock Exchange Commission and is registered with the Commercial Registry of Madrid.

**Ninth.- Approval of the Company's Remuneration Policy**

To amend and, if applicable, approve, in accordance with article 529 novodecies of the Spanish Corporations Act, the Company's Remuneration Policy, approved by the Shareholder's General Meeting held on April 28, 2022, with the aim of adapting its content to the specific reporting requirements included in articles 527 septdecies to novodecies of the Spanish Corporations Act.

Therefore, and in accordance with article 529 novodecies 1. of the Spanish Corporations Act, this will be the Company's Remuneration Policy since its approval and during the following corporate years 2024, 2025 and 2026 (inclusive), except if an amendment or replacement is proposed during such term, in which case it will be necessary to obtain the prior approval of the Shareholders' General Meeting to carry out such amendment or replacement.

The Board of Directors' reasoned proposal to amend and approve the Company's Remuneration Policy together with the corresponding specific report issued by the Remunerations and Appointments Committee, have been made available to the shareholders at the Company's corporate webpage ([www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com)) and disclosed following the ordinary procedure pursuant to the call of the Shareholders' General Meeting.

#### **Tenth.- Members of the Board of Directors remuneration**

- 10.1. In accordance with article 19 of the Company's Articles of Association, to set the fixed remuneration to be perceived by the Board of Directors in the corporate year 2023 in 2,078,981.80 euros. To the extent necessary, it is placed on record that the abovementioned amount does not exceed 5% of the net consolidated annual profit corresponding to the last closed corporate year. In accordance with the Articles of Association, the establishment of the exact amount to be paid to each member of the Board, the conditions for its obtention and the distribution among the different members will correspond to the Board of Directors, as it deems convenient.
- 10.2. Additionally, in accordance with article 19 of the Company's Articles of Association, to fix the allowances for attending the Board of Directors' meetings in the amount of 2,225.00 euros.
- 10.3. To approve, in accordance with the Company's Remuneration Policy and article 217.3 of the Spanish Corporations Act, the Board of Directors total remuneration maximum amount, as such, for the corporate year 2023, on 2,600,000 euros. Such maximum amount includes the remunerations approved in the two preceding paragraphs, and will remain in force, in case of approval and as long as the Shareholders' General Meeting does not agree to modify it.

#### **Eleventh.- To Submit to a consultative vote of the Shareholders' General Meeting the 2022 Annual Report regarding the remuneration of the members of the Board of Directors.**

To vote in favour of the report approved by the Board of Directors on February 23, 2023, which has been submitted to consultation to this Shareholders' General Meeting, regarding the remuneration of the members of the Board of Directors which includes, inter alia, information on the directors remuneration policy applicable to the current year, a global summary on how it has been applied the remuneration policy during corporate year 2022, as well as a detailed description of the individual accrued remunerations by each of the members of the Board of Directors in such corporate year.

Such Report was made available to the shareholders at the Company's corporate webpage ([www.grupocatalanaoccidente.com](http://www.grupocatalanaoccidente.com)) and disclosed following the ordinary procedures pursuant to the call of the Shareholders' General Meeting.

#### **Twelfth.- Reserves distribution. Delegation to the Board of Directors to establish its amount and distribution date, with the express faculty not to distribute them.**

To distribute from the Company's unrestricted reserves, either once or several times, a gross amount of up to seventy million (70,000,000) Euros between the shares of the Company with a right to receive it, delegating the faculty to decide on its implementation to the Board of Directors (with express faculty to delegate such implementation).

For the abovementioned purposes, to delegate to the Board of Directors, with express faculties to substitute, the fullest faculties to make decisions regarding the implementation, amounts and execution dates of this unrestricted reserves distribution resolution (with express faculty not to proceed with its implementation) including, in particular and without limitation:

- (i) the decision to implement and make this resolution fully effective, being the Board of Directors expressly authorized (with express faculties of substitution) to refrain from implementing it (either fully or partially), including the possibility of resolving about the full or partial executions (by an amount lower than the maximum agreed) taking into account the market conditions, those affecting the Company or any other relevant facts or event that recommend such decision;
- (ii) the authority to set forth (a) the dates on which they will establish which shareholders are eligible to receive a dividend (*record date*) as well as (b) the specific payment date of the dividends accrued from the unrestricted reserves.
- (iii) to establish the specific accounts or sub-accounts of unrestricted reserves on which the distribution of reserves will be charged;
- (iv) to publish the advertisements and/or communications which are deemed necessary or appropriate;
- (v) to appoint the entity that shall act as a payment agent; and to carry out any other necessary or appropriate actions for the effective distribution; and
- (vi) in general, to take any measures necessary or appropriate for the effective distribution, implementation and full formalisation of the distribution of unrestricted reserves before any public or private entities and bodies, Spanish or foreign, including those of clarification, supplement or remedying of defects or omissions that may impede or hinder the full effectiveness of this resolution.

The current delegation will have a duration of twelve (12) months as from the date of adoption of this resolution.

**Thirteenth. - Delegation of faculties to formalize, execute and register the resolutions adopted by the Shareholders' General Meeting.**

To empower, individually, to Mr. José M<sup>a</sup> Serra Farré and Mr. Joaquín Guallar Pérez, so that any of them, acting in the name and on behalf of the Company, can (i) deposit with the Commercial Registry the Individual Annual Accounts and the Group Consolidated Annual Accounts and the document *Sustainability Report – Non Financial Statement* (“*Memoria de Sostenibilidad – Estado de Información No Financiera*”), all of them corresponding to corporate year 2022; being entitled to clarify or correct any of the terms set forth in these Minutes; and (ii) appear before a Notary Public in order to grant to public the abovementioned resolutions, being entitled to execute any public or private documents which they deem necessary or convenient, including granting any notarial deeds to clarify, correct or complete the foregoing,

as may be appropriate, to fully inscribe the foregoing resolutions in the Commercial Registry; or request, where necessary, the Registrar of the Commercial Registry to register the resolutions adopted in part, if such Registry opposed to the registration of the foregoing in its entirety; all of the above to the fullest extent and without any restriction whatsoever.

**\*\*\*\* This English translation is for informative purposes only and in case of contradiction the Spanish version of this document shall prevail \*\*\*\***