



**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ORDINARY  
GENERAL MEETING OF SHAREHOLDERS OF LABORATORIOS FARMACÉUTICOS ROVI,  
S.A. CALLED FOR 18 JUNE 2025 AT FIRST CALL AND FOR 19 JUNE 2025 AT SECOND CALL**

The following resolutions are proposed by the Board of Directors of Laboratorios Farmacéuticos Rovi, S.A. (“ROVI” or the “Company”) for approval of the General Shareholders' Meeting:

**ITEM ONE ON THE AGENDA**

**Deliberation and approval of the Company's individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of the Company together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated cash flow statement and notes to the consolidated financial statements), as well as the individual and consolidated management reports of the Company and its subsidiaries, all corresponding to the fiscal year ending 31 December 2024**

**PROPOSED RESOLUTION RELATING TO ITEM ONE**

The proposal is to approve the individual annual accounts of Laboratorios Farmacéuticos Rovi, S.A. (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated accounts of Laboratorios Farmacéuticos Rovi, S.A. together with its subsidiaries (consolidated balance sheet, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity and notes to the consolidated financial statements) that have been audited by an independent auditor, as independent auditor, as well as the individual and consolidated management reports of the Company with its subsidiaries, all corresponding to the year ended 31 December 2024. They were drafted by the Board of Directors at its meeting held on 24 February 2025.



**ITEM TWO ON THE AGENDA**

**Deliberation and approval, where appropriate, of the non-financial information statement and sustainability information integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2024**

**PROPOSED RESOLUTION RELATING TO ITEM TWO**

The proposal is to approve the non-financial statement and sustainability information integrated into the consolidated management report of the Company and its subsidiaries, corresponding to the fiscal year ended on 31 December 2024, prepared by the Board of Directors at the meeting held on 24 February 2025, which has been verified by an auditor or verifier, as an independent service provider.



**ITEM THREE ON THE AGENDA**

**Deliberation and approval, where appropriate, of the proposed appropriation of the individual earnings for the fiscal year ending 31 December 2024**

**PROPOSED RESOLUTION RELATING TO ITEM THREE**

The proposal is to approve the appropriation of the earnings of Laboratorios Farmacéuticos Rovi, S.A. as drafted by the Board of Directors at its meeting held on 24 February 2025, with the details as specified below:

The Board of Directors proposes the following appropriation of the Company's positive earnings for 2024 to the General Shareholders' Meeting, amounting to 75,545,645.86 euros:

- For dividends to be distributed between the shares with a right to receive them (Maximum amount to distribute corresponding to a fixed dividend of 0.9351 euros per share with a right to receive the dividend for a total of 51,235,762 outstanding ordinary shares at the date these annual accounts were prepared): 47.910.561,05 euros.
- For earnings of previous years: 27.635.084,81 euros.

The proposal is therefore to distribute 0.9351 euros gross per share for each of the outstanding ordinary shares with the right to receive the dividend at the date the corresponding payment is made.

The amount allocated to unappropriated surplus and dividends is subject to variation according to the number of the Company's treasury shares at the date when this amount is payable.

The above amount will be paid on 16 July 2025 through Banco Santander, S.A., in accordance with the operating rules of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR).



## LABORATORIOS FARMACÉUTICOS ROVI, S.A.

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### ITEM FOUR ON THE AGENDA

**Deliberation and approval, where appropriate, of the Board of Directors' actions during the fiscal year ending 31 December 2024**

#### **PROPOSED RESOLUTION RELATING TO ITEM FOUR**

The proposal is to approve the management and activity carried out by the Company's Board of Directors of the Company in the fiscal year ending 31 December 2024.

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**ITEM FIVE ON THE AGENDA**

**Composition of the Board of Directors: Re-election where necessary of the following directors for the period specified by the Bylaws**

**PROPOSED RESOLUTION RELATING TO ITEM 5.1**

***5.1. Possible re-election of Juan López-Belmonte Encina as executive director for the term established by the Bylaws.***

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Juan López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.

**PROPOSED RESOLUTION RELATING TO ITEM 5.2**

***5.2. Possible re-election of Javier López-Belmonte Encina as executive director for the period established by the Bylaws.***

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Javier López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.

**PROPOSED RESOLUTION RELATING TO ITEM 5.3**

***5.3. Possible re-election of Iván López-Belmonte Encina as executive director for the period established by the Bylaws.***

The proposal is to re-elect, acting on a report from the Appointments and Remunerations Committee, Iván López-Belmonte Encina as Company director in the category of executive director, for the term stipulated by the Bylaws of four years, counting from the date of this General Meeting.



**ITEM SIX ON THE AGENDA**

**Examination and approval, where appropriate, of the maximum annual remuneration of the members of the Board of Directors in their capacity as such for 2025**

**PROPOSED RESOLUTION RELATING TO ITEM SIX**

It is proposed that the General Shareholders' Meeting of ROVI approve a total maximum annual remuneration of 1.1 million euros for members of the Board of Directors, in their capacity as such, for the 2025 financial year.

The Board of Directors may distribute this amount among its members, taking into account the functions and duties assigned to each director, their membership of the Board's Committees and other objective circumstances that it considers relevant.



**ITEM SEVEN ON THE AGENDA**

**Review and approval, where applicable, of the re-appointment of the auditor of the Company and its consolidated group for the fiscal year 2025**

**PROPOSED RESOLUTION RELATING TO ITEM SEVEN**

To comply with the legal obligation to have the Company's annual accounts verified by an auditor, and acting on a proposal of the Audit Committee, the proposal is to re-appoint KPMG Auditores, S.L. as auditor of the accounts of the Company and its consolidated group corresponding to the year 2025.

It is noted that the auditing firm KPMG Auditores, S.L., has its registered office in Madrid, Paseo de la Castellana, 259C, Tax Identification Number B-78510153 and that it is registered in the Commercial Registry of Madrid, Volume 11,961, Folio 90, Section 8, Page M-188,007, entry 9; and in the Official Registry of Auditors under number S0702.

KPMG Auditores, S.L. may accept the appointment by any means valid in law.

It is also proposed to authorise the Company's Board of Directors, with the power of substitution, to enter into the corresponding service provision contract, including the clauses and conditions it considers appropriate, and also granting it the power to make any relevant changes in it in accordance with current law at any time.



## **ITEM EIGHT ON THE AGENDA**

**Authorise the Board of Directors to proceed with the derivative acquisition of own shares by the Company and/or by its subsidiaries, subject to the terms established by current law**

### **PROPOSED RESOLUTION RELATING TO ITEM EIGHT**

The proposal to the General Meeting is to authorise expressly the Board of Directors, in accordance with the terms of article 146 of the Corporate Enterprises Act, to proceed with the derivative acquisition of the Company's shares under the following conditions:

- (a) The Company can acquire shares directly or indirectly through its subsidiaries under the same terms as this resolution.
- (b) The shares can be acquired through sales transactions, swaps or any other form of acquisition against payment of shares permitted under law.
- (c) The purchases can be made at any time up to the maximum amount permitted under law.
- (d) The minimum acquisition price or minimum value of the consideration will be equivalent to the par value of the own shares acquired; and the maximum acquisition price or maximum value of the consideration will be equivalent to either the price of the last market transaction between independent subjects or the highest price included in a purchase order of an order ticket, whichever is greater.
- (e) This authorisation is granted for a maximum term of five years from the time of this resolution.
- (f) As a result of the purchase of shares, including those that the Company or the person acting in their own name but on behalf of the company had acquired previously and had in their portfolio, the resulting equity may not be reduced to an amount less than the sum of the share capital plus the reserve restricted by law or the Bylaws, all of which will be in accordance with article 146.1 b) of the Corporate Enterprises Act.

At the same time, and for the purpose provided for by the Corporate Enterprises Act, the proposal is to grant express authorisation for the acquisition of Company shares by any of the subsidiaries under the same terms as those of this resolution.

It is expressly stated that shares purchased as a result of this authorisation may be used both for divestment or to apply the remuneration schemes considered in point a) of article 146.1 of the Corporate Enterprises Act, in addition to carrying out the programmes which will foster participation in the corporate capital such as, for example, dividend reinvestment plans, loyalty bonuses and other analogous instruments.

Finally, the proposal is to void with respect to the unused amount Resolution Thirteen adopted by the General Shareholders Meeting of the Company held on 17 June 2021, under which the Board of Directors was authorised to make a derivative purchase of own shares.





## **ITEM NINE ON THE AGENDA**

**Delegation to the Board of Directors of the power to increase the share capital under the terms and conditions of article 297.1b) of the Corporate Enterprises Act, for the maximum period of five years, with the attribution of the power to exclude the pre-emptive right up to the limit of 20% of the share capital, in accordance with the provisions of article 506 of the Corporate Enterprises Act**

### **PROPOSED RESOLUTION RELATING TO ITEM NINE**

It is proposed to empower the Board of Directors, as broadly as necessary in law, so that, subject to the provisions of article 297.1.b) of the Corporate Enterprises Act, it can increase share capital one or more times, without prior consultation of the General Meeting and at any time, during a period of five years counting from the date of this General Meeting, by the maximum amount permitted by law, i.e. up to half the Company's share capital at the date of this authorisation (i.e. up to a maximum nominal amount of 1,537,072.86 euros).

The capital increase(s) may be carried out by the issue of ordinary new shares or of any other kind, as required by applicable law, and with or without a share premium. The exchange value of the new shares to be issued will consist of monetary contributions to the capital or the transformation of freely available reserves (if permitted by law), in which case the share increase(s) may be carried out by the increase of the par value of existing shares.

The Board of Directors may establish the terms and conditions for the capital increase(s) and the characteristics of the shares; freely determine the investments and markets to which the share increases are targeted; freely offer the unsubscribed new shares within the preferential subscription period and establish that in the case of an incomplete subscription, the capital will be increased only by the amount of the shares subscribed; as well as redrafting the article of the Corporate Bylaws on share capital.

In the case of the issue of new shares, the proposal is to provide the Board of Directors with express powers to exclude pre-emptive rights fully or partially, up to a limit of 20% of the share capital under the terms of article 506 of the Corporate Enterprises Act.

Members of the Company's Board of Directors are also empowered to:

- (a) apply for, where necessary, admission for trading on official or unofficial secondary markets, whether organised or not, in Spain or abroad, for the shares issued by the Company, subject to the law in this respect, particularly with respect to buying, permanence and exclusion from trading;
- (b) when appropriate, apply for the shares to be excluded from trading. The exclusion will be adopted with the same formalities as the application for admission to trading and in strict compliance with the applicable stock exchange regulations;
- (c) delegate all or some of the powers referred to in this resolution in favour of any of its members.

It is noted that the corresponding supporting directors' report has been made available to the shareholders, in favour of the proposed delegation of the power to increase the share capital.



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Finally, it is proposed to void Resolution Fourteen adopted by the Ordinary General Shareholders' Meeting of the Company held on 17 June 2021, by virtue of which the Company's Board of Directors was authorised to increase the share capital.

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## **ITEM TEN ON THE AGENDA**

**Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, which may be exchanged and/or converted into the Company's shares, as well as warrants or other similar securities that may give the direct or indirect right to the subscription or acquisition of shares in the Company or other companies, whether or not in its Group, for a maximum period of 5 years and for a total amount of 500 million euros; and if necessary, the power to increase the share capital by the necessary amount with the attribution of the power to exclude pre-emptive rights up to the limit of 20% of the share capital, and authorisation that the Company may guarantee fixed-income issuance by subsidiaries.**

### **PROPOSED RESOLUTION RELATING TO ITEM TEN**

It is proposed to delegate to the Company's Board of Directors under the general rules governing the issue of debentures and the provision of articles 286, 297, 417 and 511 of the Corporate Enterprises Act, article 319 of the Regulation of the Commercial Registry and 19 of the Corporate Bylaws, the power to issue bonds, obligations and any other securities of a similar nature convertible (including contingently) into new Company shares and/or exchangeable (including contingently) into existing shares of the Company or other companies, whether in its group or not; as well as promissory notes, preference shares, warrants or other similar securities that may give the direct or indirect right to subscribe new shares or acquire outstanding shares in the Company or in other companies, whether or not in its Group; and any other securities or financial instruments that confer a share of the company's earnings.

It is noted that the corresponding report from the directors justifying the proposed delegation of power to issue the aforementioned securities has been made available to the shareholders.

It is also proposed to void Resolution Fifteen adopted by the Company's Ordinary General Shareholders' Meeting on 17 June 2021, by virtue of which the Company's Board of Directors was authorised to issue bonds, debentures, and other fixed-income securities, exchangeable and/or convertible into shares, warrants, promissory notes and preference shares.

#### **1. Terms of the delegation**

- (i). The issuance of the securities that is the object of this delegation of power can be carried out one or more times at any time within a maximum period of five years from the date of adopting this resolution.
- (ii). The total maximum amount of the securities issuance(s) agreed under this delegation of power will be 500 million euros or its equivalent in another currency.

In the case of *warrants*, the calculation of the above limit will take into account the sum of the premiums and strike price of the *warrants* of each issuance approved under this delegation.

- (iii). The issuances carried out under this delegation may be targeted at all types of Spanish or foreign investors.
- (iv). The delegation of powers referred to by this resolution will be extended as broadly as required by law to the establishment of the different terms, rules, aspects and conditions of each issuance. In

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particular, by way of example and without limitation, the Board of Directors is explicitly authorised to decide, for each issuance, its amount within the specified overall limit, the issuance location (domestic or foreign), and the currency, including its euro equivalent if foreign; the type or denomination, such as bonds, debentures (including subordinated ones), *warrants* (settled by physical share delivery or, if applicable, by differences), or other legally permitted forms; the date(s) of issue: the number of securities and their nominal value, which for convertible and/or exchangeable bonds or debentures must not be less than the shares' nominal value; for *warrants* and similar securities, the issuance price and/or premium, the exercise price (fixed or variable), and the procedure, term, and conditions for exercising subscription rights for underlying shares or, where applicable, excluding such rights; the interest rate (fixed or variable), coupon payment dates, and procedures; whether the debt is perpetual or redeemable, and if redeemable, the redemption period and maturity date(s); guarantees, repayment type, premiums, and lots; the form of representation (securities or book entries); anti-dilution provisions; the subscription framework; the securities' ranking and any subordination clauses; the applicable governing law; to seek, where relevant, admission to trading on regulated or unregulated, organised or unorganised, domestic or foreign secondary markets, in compliance with applicable regulations; and, in general, any other issuance terms. Additionally, where relevant, the Board may appoint the commissioner and approve the core rules governing the legal relationship between the Company and the syndicate of securities holders, if such a syndicate is required or established. Likewise, provided it deems it appropriate, and subject, if applicable, to obtaining the corresponding authorisations and in accordance with the assemblies of the corresponding syndicates of securities holders, the Board of Directors is empowered to amend the conditions of the repayments of the securities issued and their respective deadlines and the interest rates which, where applicable, are accrued by those in each issuance made subject to this authorisation.

(v). The following criteria will be established to determine the bases and forms of the conversion and/or exchange:

- Convertible and/or exchangeable debentures and bonds

a) The securities issued subject to this resolution will be convertible (including contingently) into new shares in the Company and/or exchangeable (including contingently) for outstanding shares in the Company or other companies, whether or not of its Group, in accordance with a fixed (determined or determinable) and/or variable conversion and/or exchange ratio that will be determined by the Board of Directors, which is also empowered to determine whether they are convertible and/or exchangeable, and whether they are necessarily, contingently or voluntarily convertible and/or exchangeable; if voluntarily, this will depend on the holders or on the issuer, with the frequency and for the period established in the issuance agreement. However, the securities must be converted within a maximum period of 10 years. The maximum period indicated will not be applicable to perpetual securities that are convertible.

b) The Board can also establish, if the issue is convertible and exchangeable, that the issuer



reserves the right to choose at any time between the conversion into new shares or exchange into outstanding shares of the Company or other companies, whether or not in its Group, specifying the nature of the shares to be delivered when making the conversion or exchange, and even choosing the option of delivering a combination of newly-issued shares with the pre-existing shares of the Company or other companies, whether or not of its Group, and even make the cash netting. In any event, the issuer must respect equality of treatment between all the holders of the fixed-income securities that carry out the conversion and/or exchange on the same date.

- c) Therefore, for the purpose of the conversion and/or exchange, the securities will be valued at their nominal amount and the shares in the Company or other companies, whether or not in its Group, at the price (determined or determinable) established by the resolution of the Board of Directors resolution that makes use of the delegation of power, based on the Company's share price on the date(s) or period(s) taken as the benchmark in said resolution, with or without the discount or premium. The Board of Directors may determine any conversion and/or exchange criteria it considers appropriate.
  - d) In the case of the conversion ratio and/or variable exchange, the share price for the purpose of the conversion and/or exchange will be that determined by the Board of Directors, which can include a premium or, where applicable, a discount on the share price resulting from the established criteria. The premium or discount can be different for each issuance's conversion and/or exchange date (or, where applicable, for each tranche).
  - e) When the conversion and/or exchange is applicable, the fractions of a share which, where applicable, should be delivered to the debenture holders will be rounded down by default to the nearest whole number and each holder will receive in cash the resulting difference.
  - f) In no case may the value of the share for the purpose of the conversion ratio of the debentures for shares be lower than its par value. In addition, in accordance with the provisions of Article 415 of the Corporate Enterprises Act, debentures may not be converted into shares when their par value is lower than that of the shares.
  - g) When approving the issuance of convertible and/or exchangeable debentures or bonds subject to the authorisation included in this resolution, the Board of Directors will issue a directors' report which states and specifies the bases and types of conversions that are specifically applicable to the stated issuance, based on the aforementioned criteria. This report will be accompanied by the corresponding report from the auditors referred to in article 414 of the Corporate Enterprises Act, provided that the issuance of convertible and/or exchangeable debentures or bonds is greater than 20% of the Company's share capital.
- Warrants and other similar securities that may generate the direct or indirect right to subscription or acquisition of the Company's shares, whether new or existing



Regarding the issuance of *warrants*, which will be governed by analogy by the provisions of the Corporate Enterprises Act applicable to the convertible debentures and to the determination of the bases and types of their exercise, the Board of Directors is empowered to determine, in the broadest terms, the criteria applicable to exercising the rights to subscribe or acquire the shares of the Company, arising from these types of securities that are issued subject to this delegation of power; in relation to such issuances, the criteria established above for convertible and/or exchangeable debentures and bonds will be applicable, with the necessary adaptations so that they can be compatible with the legal and financial rules for these types of securities.

- (vi). The holders of convertible and/or exchangeable bonds and *warrants* will have the rights recognised under current law, in terms of their possible conversion and/or exchange into shares.
- (vii). This delegation in favour of the Board of Directors also includes, but is not limited to, the following powers:

- a) The power to increase capital by the amount necessary to meet the requests for conversion and/or exercise preferential subscription rights, under article 297.1. c) of the Corporate Enterprises Act. This power may only be exercised insofar as the Board, adding the capital that is increased to meet the issuance of the convertible debentures, *warrants* and other similar securities and the other capital increases agreed subject to the authorisations granted by this General Meeting, does not exceed the limit of half of the share capital envisaged in the Corporate Enterprises Act.

This authorisation includes the power to issue and put into circulation, one or more times, the shares representing the share capital which are necessary for carrying out the conversion and/or exercise of the preferential subscription rights, and to give new wording to the articles of the Corporate Bylaws regarding the capital amount and shares, where applicable; and to annul the part of the capital increase that is not necessary for the conversion and/or exercise of the preferential subscription rights.

- b) The power under article 511 of the Corporate Enterprises Act and in relation to article 417 of that Act, to exclude the shareholders' pre-emptive rights fully or partly, with the limit of 20% of the number of shares making up the share capital at the time of this authorisation, when it is required in order to gather funds on domestic or international markets, or if the Company's interest justifies it in any way.

In any case, if the Board decides to exclude the shareholders' preferential subscription rights in relation to a specific issuance of convertible debentures or bonds, *warrants* and other similar securities that it decides to carry out subject to this authorisation, when approving the issuance and in accordance with the applicable regulations, it must issue a report detailing the specific reasons justifying the measure on the grounds of the company's interest. This will be the subject of a corresponding report drafted by an auditor other than the Company's auditor appointed by the Commercial Registry, as referred to in article 414, 417 and 511 of the Corporate Enterprises Act, when the amount of the issuance





is greater than 20% of the share capital. These reports will be made available to the shareholders and notified to the first General Meeting held after the resolution on issuance.

- c) The power to implement and specify the bases and types of conversion, exchange and/or exercise of the subscription rights and/or acquisition of the shares arising from the securities to be issued, taking into account the criteria established in the above sections.
  - d) The power to guarantee, in the name of the Company, within the aforementioned limits, the new issuance of convertible and/or exchangeable fixed-income securities or *warrants* which may be issued by subsidiaries during the validity period of this resolution.
- (viii). The delegation of power to the Board of Directors includes the broadest possible powers under the law that are necessary for construing, applying, executing and implementing the resolutions to issue securities convertible or exchangeable into shares of the Company, one or more times, and the corresponding capital increase, where appropriate; also granting it the powers to remedy and supplement them where necessary, and to comply with all the legal requirements to carry them out, being able to remedy any omissions or defects in the resolutions in question identified by any Spanish or foreign authorities, civil servants or bodies. It is also empowered to adopt any resolutions and execute any public or private documents deemed necessary or appropriate for adapting the above resolutions to issue convertible or exchangeable securities and the corresponding capital increase to the Commercial Registrar's verbal or oral opinions or, in general, to those of any competent Spanish or foreign authorities, civil servants or institutions.

## **2. Securities trading**

The Board of Directors is empowered to carry out, with the broadest powers as necessary under law, the formalities and actions required before the competent bodies in stock markets in Spain or abroad to admit the securities for trading.

In particular, the Company's Board of Directors may engage in actions that include the following, without limitation:

- a) Request, where appropriate, admission to trading of the securities issued by the Company under this delegation on secondary markets in Spain or abroad.
- b) When appropriate, apply for the aforementioned shares to be excluded from trading. The exclusion will be adopted with the same formalities as the application for admission to trading, to the extent they are applicable, and in compliance with current law. In this case, the Board of Directors will guarantee the interests of the shareholders or debenture holders who challenged or did not vote in favour of the resolution under the terms envisaged in the prevailing legislation.
- c) Adopt any resolutions that are considered necessary or appropriate in order to redeem or transform into book entries the securities that represent the debentures, bonds or other securities issued by the Company, when required so that these securities are admitted to trading, and once admitted, remain traded on official or unofficial secondary markets,



whether organised or not, executing any public or private documents required for this purpose.

It is expressly declared that the Company is subject to current law, or any law that may be enacted in the future, governing stock exchanges and in particular trading, continued listing and delisting.

### **3. Power of substitution**

The Board of Directors is expressly authorised to, in turn, delegate its powers in favour of any of the members of the Board of Directors or whoever it considers appropriate to receive the powers of development, realisation, execution, interpretation and correction of the resolutions referred to by this resolution





**ITEM ELEVEN ON THE AGENDA**

**Delegation of the powers to formalise and register the resolutions adopted by the General Meeting and file the financial statements as required**

**PROPOSED RESOLUTION RELATING TO ITEM ELEVEN**

Without prejudice to any delegations included in the above resolutions, the proposal is to authorise the delegation to the Board of Directors in the broadest possible terms, with the powers to subdelegate to any of its members and the non-member Secretary, all of them jointly and severally, any powers that are needed to interpret, enforce and make effective the resolutions adopted at this General Meeting, including the execution of any public or private documents that may be necessary, publication of any notices that may be required by law, registration in any registers that may be appropriate and the performance of any acts and procedures that may be necessary for that purpose; as well as other powers such as to rectify, clarify, interpret, complete, detail or specify, as the case may be, the resolutions adopted, in particular to rectify any substantive or formal defects, omissions or errors that may be found, including ones identified in the verbal or written qualification by the Commercial Registry, and which could hamper the effectiveness and registration of these resolutions and of their consequences in the Commercial Registry or any other registers; and, in particular, to carry out the necessary filing of financial statements in the Commercial Registry.



**ADVISORY ITEM**

**ITEM TWELVE ON THE AGENDA**

**Annual Report on the remuneration of the Company's directors**

**PROPOSED RESOLUTION RELATING TO ITEM TWELVE**

In compliance with article 541 of the Corporate Companies Act, the Board of Directors has prepared an annual report on Directors' remuneration corresponding to 2024, which was made available to shareholders not later than when this General Meeting was called, and which it is presenting to the General Shareholders' Meeting, acting on a previous report of the Appointments and Remunerations Committee. It is now put to a consultative vote as a separate item on the Agenda.

The proposal is to approve the annual report on the Directors' remunerations corresponding to 2024 with a consultative vote.

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