



Spanish National Securities Market Commission (CNMV)  
Attn: Markets Directorate General  
c/ Edison núm. 4  
28006 Madrid

Madrid, April 23, 2024

In accordance with article 227 of the Spanish Securities Markets and Investment Services Act (*Ley de los Mercados de Valores y de los Servicios de Inversión*), approved by Law 6/2023, of 17 March, and concordant provisions, is hereby reported the following:

#### **OTHER RELEVANT INFORMATION**

According to a decision adopted today by its Board of Directors, Pharma Mar, S.A. has agreed to call the Ordinary General Shareholders' Meeting to be held at Auditorio Municipal Villa de Colmenar Viejo, placed in calle Molino de Viento, s/n, 28770 Colmenar Viejo, Madrid, on May 29, 2024 at 12:00 p.m. on second call, as it is not foreseeable to meet the quorum required to hold the meeting at first call that has been scheduled on May 28, 2024 at 12:00 p.m., in the same place. The announcement of the call for the aforementioned Ordinary General Shareholders' Meeting of Pharma Mar, S.A. is attached, which is published today on the Company's corporate website ([www.pharmamar.com](http://www.pharmamar.com)) and which will be published in the next few days, with the legally required advance notice, in the newspaper "La Razón".

Also attached are the proposed resolutions of the Board of Directors that will be submitted to the approval of the aforementioned General Meeting.

The aforementioned documents, together with the remaining documentation relating to the Ordinary General Shareholders' Meeting indicated in the notice of call, are available to shareholders at the registered office (Avda. de los Reyes 1, 28770 Colmenar Viejo (Madrid)), at the offices of the Company located in Madrid (Plaza del Descubridor Diego de Ordás, No. 3, 5<sup>th</sup> floor, (CP 28003)) and on the Company's corporate website ([www.pharmamar.com](http://www.pharmamar.com)).

## PHARMA MAR, S.A.

### Ordinary General Shareholders' Meeting

The Board of Directors of PHARMA MAR, S.A. (the “**Company**”) has resolved to call the Annual General Shareholders' Meeting, to be held at the Auditorio Municipal Villa de Colmenar Viejo, calle Molino de Viento, s/n, 28770 Colmenar Viejo, Madrid, on 29 May 2024, at 12:00 p.m. on second call, since it is not expected that quorum will be met for the first call, which is also called by this notice at the same place and time, on 28 May 2024. The place for the aforementioned General Meeting has been determined by the Board of Directors in accordance with the provisions of article 22 of the Company's Corporate Bylaws.

The General Meeting will discuss and approve, as the case may be, the following resolutions:

#### AGENDA

**First.-** Annual Financial Statements, allocation of results and corporate management:

**1.1** To review and, as the case may be, approve the Annual Financial Statements and Management Reports of Pharma Mar, S.A. and of its Consolidated Group for the fiscal year ended December 31, 2023.

**1.2** To review and, as the case may be, approve the separate report on the status of consolidated non-financial information for the fiscal year ended December 31, 2023. This report is referred to in section 7 of article 49 of the Commercial Code, which forms part of the Management Report of the Pharma Mar Group.

**1.3** To review and, as the case may be, approve the proposed application of the Company's results for the year ended December 31, 2023.

**1.4** To review and, as the case may be, approve the corporate management during the fiscal year 2023.

**Second.-** To review and, as the case may be, approve of the proposed distribution of a dividend out of unrestricted reserves (share premium).

**Third.-** Appointment of auditors of the Company and its consolidated group for the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026.

**Fourth.-** To authorize the Board of Directors, with express power of substitution, to buyback treasury stock, by the Company and/or by its subsidiary companies, under the terms provided by current legislation, with express power to proceed its transfer or amortization with reduction of the share capital number, leaving without effect, in the amount not used, the delegation agreed by the General Shareholders' Meeting of previous year.

**Fifth.-** Approval of a Plan for the year 2025 of delivery of shares of the treasury stock of Pharma Mar, S.A. to the employees and executives of the Group companies in order to promote their participation in the share capital and encourage their permanence in the Group.

**Sixth.-** To submit the Annual Report on Directors' Compensation of Pharma Mar, S.A. for fiscal year 2023 to an advisory vote (article 541.4 of the Spanish Capital Corporations Law).

**Seventh.-** To authorize the Board of Directors to interpret, remedy, supplement, implement, execute and develop the resolutions adopted by the General Meeting, both to record such resolutions in a public deed and to substitute the powers entrusted thereto by the General Meeting.

### **SUPPLEMENT TO THE MEETING NOTICE AND PROPOSED RESOLUTIONS**

In accordance with the provisions of article 519 of the Spanish Capital Corporations Law, shareholders representing at least 3% of share capital may: (i) request that a supplement to this General Meeting notice be published, including one or more Agenda items, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution; and (ii) submit justified proposed resolutions on topics included or to be included on the Agenda.

These rights may be exercised through attestable notice (which shall include the relevant documentation evidencing their status as a shareholder), which must be received at the registered office of the Company (Avda. de los Reyes, 1, 28770 Colmenar Viejo, Madrid), addressed to the General and Board Secretary, within five days following publication of this meeting notice. The supplement referred to in section (i) above shall be published at least fifteen days before the date set for the General Meeting. The Company shall also ensure that all such proposed resolutions as referred to in paragraph (ii) above, as well as any accompanying documentation, if any, are sent to the remaining shareholders in accordance with article 518 d) of the Spanish Capital Corporations Law.

### **RIGHT TO ATTEND, RIGHT OF REPRESENTATION AND PUBLIC REQUEST FOR PROXY**

Shareholders are informed that those shareholders who, individually or grouped with others, hold a minimum of 100 shares, may attend in person the General Shareholders' Meeting, provided their shares have been registered in their name in the appropriate book entry record five days before the General Meeting is set to be held and provided this is evidenced via the relevant attendance card or certificate issued by any of the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), or in any other manner permitted by the regulations in force.

Every shareholder with a right to attend the General Meeting in accordance with the provisions of the Corporate Bylaws may exercise such right by granting a proxy to any person, who does not necessarily have to be a shareholder. Proxies shall be granted in writing or, as the case may be, through long-distance communication, in accordance with the provisions of the Corporate Bylaws and General Meeting Regulations and shall be granted specifically for each Meeting, notwithstanding provisions of law applicable in the case of family representation or granting of general powers of attorney. In any case, for both voluntary and legal proxies, as well as for public proxy requests, only one proxyholder may be present at the General Meeting.

A proxy is always revocable. Personal attendance at the General Meeting shall have the effect of revocation.

If the represented shareholder issued instructions, the proxy shall cast their vote in accordance therewith and shall be required to save said instructions for a period of one year from the date the General Meeting was held.

Proxies may represent more than one shareholder, subject to no restriction on the number of shareholders represented. When a proxy represents various shareholders, the proxy may cast votes in a different direction when so required based on the instructions provided by each of the shareholders.

In any case, the number of shares represented shall be included for the purposes of establishing the valid quorum of the General Meeting.

In the case of public proxy requests, the document granting the proxy shall include or attach a copy of the agenda, as well as the request for instructions on exercising the voting right and an indication of the direction that the proxy shall vote in the event that specific instructions are not provided. A public request shall be deemed to exist when one single person holds a proxy for more than three shareholders.

Such delegation may also include items that, although not included on the agenda in the meeting notice, may be addressed at the meeting as permitted by law.

If no voting instructions are available due to the fact that the General Meeting is resolving on matters that by law do not have to be included on the agenda, the proxy shall cast the vote in the direction deemed most favorable to the interests of the shareholder represented thereby.

If the represented shareholder provided instructions, the proxy may vote in a different direction in the event of circumstances that were ignored at the time the instructions were sent and if voting with the instructions could harm the interests of the represented party.

In the last two cases, the proxy shall immediately notify the represented shareholder in writing, explaining the reasons for his/her vote.

If the proxy document received by the Company does not identify a proxy, the shareholder shall be deemed to have granted the proxy to the Chairman of the Board of Directors, to its Vice Chairman (or to its Deputy Vice Chairman, if any) or to the Board Secretary, in this order, in the event of absence or, if no instructions were provided in the proxy, of conflict of interest.

Likewise, in the event the proxy received, without voting instructions, was granted to any individual referred to in the preceding paragraph or to any other Director and said individual was subject to a conflict of interest, the proxy shall be understood granted to the relevant party of the remaining individuals mentioned in said paragraph (also following, in the event of absence or if any such individuals have a conflict of interest, the order in which they were listed), unless instructions to the contrary are provided by the represented shareholder. The documents granting the proxies to the Company's Directors or Board Secretary shall include instructions on the direction of the vote and, if no such instructions are provided, the shareholder shall be deemed to have issued specific instructions to the proxyholder to vote in favor of the proposals made by the Board of Directors on the Agenda items listed in the meeting notice and against all proposed resolutions not made by the Board of Directors. Furthermore, the proxy granted to the directors or to the Board Secretary shall extend to those matters which, even if not appearing on the meeting Agenda, may be submitted to voting at the General Meeting, unless the represented shareholder instructed otherwise.

In any case, if there are no voting instructions, the new proxy shall vote in the direction deemed most favorable to the interests of the Company and the represented shareholder.

For the purposes of articles 523 and 526 of the Spanish Capital Corporations Law, it is hereby stated that the Chairman of the Board of Directors and all other Directors have a conflict of interest with First item section 1.4, and Sixth item of the Agenda. Furthermore, the Directors may have a conflict of interest in the event that, as permitted by law, any of the proposals referred to in sections b) (removal, resignation or termination) or c) (exercise of socially responsible corporate actions) of article 526.1 of the Spanish Capital Corporations Law are submitted to the General Meeting. In the event of a conflict of interest and where the situation has not been resolved by the represented shareholder via specific instructions, the relevant provisions set forth in the preceding paragraphs of this meeting notice shall apply.

### **RIGHT TO INFORMATION**

From the time the meeting notice is published up until the General Meeting is held, the following texts and documents will be available to the shareholders and bondholders at the registered office (Avda. de los Reyes, 1, 28770 Colmenar Viejo, Madrid), at the Company's offices in Madrid, (Plaza del Descubridor Diego de Ordás, núm. 3, planta 5ª, 28003 Madrid) and on the Company's website ([www.pharmamar.com](http://www.pharmamar.com)), and they may otherwise request that the following be immediately delivered thereto, free of charge:

- (i) Individual Annual Financial Statements of Pharma Mar, S.A., Management Report, and relevant audit report corresponding to year 2023.
- (ii) Annual Financial Statements of the Consolidated Group, the Group's Management Report and the Auditor's Report corresponding to year 2023.
- (iii) The separate Report related to the Group's Non-Financial Information Statement for the fiscal year 2023, which is part of the Group's Management Report, together with the corresponding Verification Report issued by PricewaterhouseCoopers Auditores, S.L.
- (iv) Full text of the meeting notice and proposed resolutions corresponding to all the items on the Agenda of the General Meeting. As they are received, the proposed resolutions presented by the shareholders in accordance with the provisions of article 519 of the Spanish Capital Corporations Law will also be included.
- (v) Directors' report in relation to the Fourth item on the Agenda, regarding the authorization to the Board of Directors for the derivative acquisition of treasury stock.
- (vi) Annual Corporate Governance Report for fiscal year 2023, which is included in the management report, in a separate section.
- (vii) Annual Report on Directors' Compensation for fiscal year 2023, as provided in article 541 of the Spanish Capital Corporations Law.
- (viii) Audit Committee's Report on independence of the external auditor.
- (ix) Report on the Audit Committee's operations.

- (x) Report on the Appointments and Compensation and Sustainability Committee's operations.
- (xi) The total number of shares and voting rights of the Company as of the publication date of this General Meeting notice.
- (xii) Form of attendance, proxy and distance voting card.
- (xiii) Rules on distance voting and proxies.

In accordance with the provisions of articles 197 and 520 of the Spanish Capital Corporations Law, up until the fifth day before the date on which the Meeting is to be held, the shareholders may submit, in writing, questions or requests for information or clarifications related to the Agenda items, audit report or publicly available information provided by the Company to the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since 31 May 2023, on which date the last General Meeting was held. This right to information may be exercised, in writing, by post to Pharma Mar, S.A.'s address (addressed to the GENERAL SHAREHOLDERS' MEETING MAY 2024) in Madrid (Plaza del Descubridor Diego de Ordás 3, 5ª Planta, 28003 Madrid) or in Colmenar Viejo (Avda. de los Reyes, 1, 28770 Colmenar Viejo, Madrid), or by delivery to the aforementioned addresses, as well as through long-distance communications through the Company's website ([www.pharmamar.com](http://www.pharmamar.com)) in the manner described therein.

Any other supplemental information related to the General Meeting notice that has not been expressly provided herein may be found on the Company's website ([www.pharmamar.com](http://www.pharmamar.com)). From the time of publication of this meeting notice up until the General Meeting is held, all documents and information, as legally required, shall be continually made available on said website.

### **ELECTRONIC SHAREHOLDER FORUM**

In accordance with article 539.2 of the Spanish Capital Corporations Law, the Company, as from the time of publication of this meeting notice, has opened an Electronic Shareholder Forum on its website ([www.pharmamar.com](http://www.pharmamar.com)). The regulations for use of this forum were approved by the Board of Directors at its meeting held on 28 April 2016. Instructions for accessing and using the Electronic Forum are provided on said website.

### **VOTING AND PROXY BY LONG-DISTANCE COMMUNICATION METHODS IN ADVANCE OF THE GENERAL MEETING**

The shareholders may grant a proxy or cast their vote using long-distance communication methods in advance of the General Meeting:

#### **1. Vote or proxy by electronic means**

Electronic voting and granting of proxies shall be made using the [Electronic Voting and Proxy Platform](#) software, which may be accessed on the website ([www.pharmamar.com](http://www.pharmamar.com)) by following the relevant instructions provided in the software for each action. For such purpose, the shareholders shall hold a recognized electronic certificate in force and issued by the Spanish Mint (FNMT) or other certifying agency as listed on the Company's website and shall evidence their status as a shareholder

as specified in said platform. Only electronic votes and proxies granted in compliance with the conditions set forth on the website and which are received by the Company within the period established for such purposes in section 3.3, *infra*, shall be deemed valid, as soon as the shareholder status of the shareholder casting the vote or granting the proxy has been confirmed.

## **2. Vote or delegation by delivery or post**

**2.1 Vote by post.** In order to cast a distance vote by postal service, shareholders must complete and sign the “Distance Voting by Post” section on the attendance, proxy or distance voting card issued in paper format by the entity participating in IBERCLEAR in which they have their shares deposited. After having filled out and signed the attendance, proxy and distance voting card in the “Distance Voting by Post” section, the shareholders may send the card via post or an equivalent courier service to the following address: Pharma Mar, S.A. (GENERAL SHAREHOLDERS’ MEETING MAY 2024) Plaza del Descubridor Diego de Ordás 3, 5ª Planta, (28003) Madrid. Shareholders may also deliver the filled-out and signed card to the entity participating in IBERCLEAR at which they have deposited their shares, although they must make sure that the entity forwards the card to the Company in due time (within the period established in section 3.3, *infra*) and form.

In the event that the attendance card issued by the entity participating in IBERCLEAR does not include the section dedicated to “Distance Voting by Post,” shareholders who wish to cast a distance vote by post must download and print out a hardcopy of the "Distance Attendance, Proxy and Voting Card by Post" from Company’s website [www.pharmamar.com](http://www.pharmamar.com), which they must fill out and sign, together with the original attendance card issued by the participating entity in IBERCLEAR. Once both cards have been filled out and signed, the shareholder shall send the cards by post or equivalent courier services to the address and in the manner provided for in the preceding paragraph.

**2.2. Proxy by post.** In order to delegate a proxy by postal service, shareholders must complete and sign the proxy section of the attendance card issued in paper format by the entity participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (IBERCLEAR). Proxies granted to any director of the Company shall be sent directly to the Company at the following address: Pharma Mar, S.A. (GENERAL SHAREHOLDERS’ MEETING MAY 2024) Plaza del Descubridor Diego de Ordás 3, 5ª Planta, (28003) Madrid, or may be delivered to the entity participating in IBERCLEAR in which the shareholder has his/her shares deposited, ensuring that said entity forwards the card to Pharma Mar, S.A. in due time (within the period established in section 3.3 below) and form.

## **3. Common rules on exercising the right to vote and grant a proxy by post and electronic means**

**3.1. Implementing regulations.** In addition to the provisions of this meeting notice, the rights to vote and grant a proxy through electronic means or by post shall be exercised in accordance with the rules approved by the Board of Directors at its meeting on 23 April 2024, which are listed on the Company’s website ([www.pharmamar.com](http://www.pharmamar.com)) under the section titled "Distance Voting and Proxies."

**3.2. Verification of shareholder identity.** The validity of the votes and proxies granted by means of distance communication shall be subject to verification of the information provided by the shareholder against the file provided by IBERCLEAR or by any other means that enable the Company to verify their shareholder status and the number of shares held thereby.

**3.3. Deadline for receipt by the Company of long-distance proxies and votes.** In order to be valid, votes and proxies granted via either post or electronic means must be received by the Company before midnight (12:00 a.m.) on the day immediately preceding the date on which the General Meeting is to be held in first call. Otherwise, the proxy shall be deemed not to have been granted and the vote not cast.

**3.4. Priority rules for attendance, votes and proxies by means of long-distance communication.**

Personal attendance at the Shareholders' Meeting by shareholders who have granted a proxy or already cast their vote via long-distance means will render the proxy or vote cast via long-distance means null and void. Votes cast by any means of distance communication shall invalidate any distance proxy granted by any means, whether prior to receipt of the vote by the Company, in which case the proxy shall be deemed revoked, or after receipt of the vote by the Company, in which case the proxy shall be deemed not to have been granted. If a shareholder casts various votes, the most recent vote cast before the Meeting is held shall prevail, and all prior votes received shall be deemed invalid. If a shareholder has granted several proxies, the most recent proxy granted before the Meeting is held shall prevail, and all other previously granted proxies shall be deemed invalid.

**3.5. Distance Proxies.** The proxyholder can only exercise the proxy by attending the Shareholders' Meeting in person.

**ASSISTANCE AND VOTING BY TELEMATIC MEANS**

In accordance with the provisions of article 16 of the Corporate Bylaws and article 14 bis of the General Meeting Regulations, the Board of Directors has decided to enable the possibility of attending the General Meeting and vote in real time by telematic means provided for below, and in such case, shareholders entitled to vote may do so themselves or by proxy.

**1. Exercise by shareholders and representatives of their right to attend through electronic assistance**

**1.1. Prior registration and identification.** The shareholder (or, as the case may be, his representative) who wishes to attend the General Meeting electronically, must previously register from 12:00 pm on 22 May 2024 and no later than 11:59 pm on 27 May 2024, by accessing the link "Telematic assistance" included in the section "Ordinary General Shareholders' Meeting 2024" of the heading "Shareholders and investors" of the website, and follow the instructions and complete the necessary data for registration. After this time, no previous registration will be accepted for the exercise of the right of telematic assistance.

To carry out the prior registration, the shareholder (or, where appropriate, his/her representative) must prove his/her identity by any of the following means:

- Electronic National Identity Card.
- A recognized, valid and valid electronic user certificate, in accordance with the provisions of Law 6/2020, of November 11, regulating certain aspects of electronic trust services, and issued by the Spanish Public Certification Authority (CERES) under the National Factory of Currency and Stamp.
- By means of the user / password credentials that the shareholder or representative will receive at their email address after verification of their identity and status as a shareholder (or, where appropriate, representative) through a special registration form available at the link "Telematic assistance" described above.

In the event that the shareholder is a legal entity, in order to be able to register and attend the General Meeting electronically, the empowered person who will complete the registration process on behalf of the legal entity shareholder must prove their status as a shareholder by sending (i) the National



Identity Card (DNI), Foreign Identification Number (NIE) or Passport of the signer of the delegation card; and (ii) enough power to empower you to sign it on behalf of the legal person.

In the event that the shareholder, whether a natural or legal person, wishes to attend the General Meeting electronically by means of a representative, the latter must send before 23.59 hours on 27 May 2024, through the link "Telematic assistance" described above, a copy of your DNI, NIE or Passport, as well as a copy of the delegation card in which the "Delegation" section of the registered attendance card is filled in together with the identification documentation of the represented shareholder.

The Company reserves the right to request the shareholders or their representatives the additional means of identification that it considers necessary to verify their status as shareholder or representative and guarantee the authenticity of the vote.

**1.2. Exercise of the right to telematic assistance.** The shareholder (or, as the case may be, his/her representative) who has registered to attend the General Meeting electronically, must connect to the site enabled on the corporate website between 9:00 am and 11:00 am on the day of holding the General Meeting, and proving their identity through (i) the National Electronic Identity Document; (ii) an electronic certificate of recognized, valid and current user, in accordance with the provisions of Law 6/2020, of November 11, regulating certain aspects of electronic trust services, and issued by the Spanish Public Certification Authority (CERES) dependent on the National Mint and Stamp Factory; or (iii) by means of the user / password credentials that the shareholder and the representative will receive at their email address after verification of their identity through the special registration form available in the section intended for this purpose in the corresponding computer application.

After 11:00 am on the day the General Meeting is held, no connection will be allowed to exercise the right to telematic attendance.

The General Meeting is scheduled to be held on second call, in which case only shareholders or registered representatives who complete the connection process on 29 May 2024 may attend, intervene, request information, make proposals and vote at the General Shareholders' Meeting. Shareholders or representatives who have connected electronically on 28 May 2024 on first call without reaching the necessary quorum of attendance for its constitution must connect again to be able to appear as assistants on 29 May, on second call.

Likewise, the interventions, requests for information and proposals made during the registration by shareholders or representatives registered as telematic assistants but who do not connect on the day of the General Meeting, as provided for in the first paragraph of this section 1.2, will not be considered as attending shareholders or representatives, nor will they be taken into consideration.

The telematic assistance of the shareholders and their registered representatives will be subject to verification by the Company, from the closing of the prior registration period until the date of the Meeting, of the status of shareholder of the owner of shares registered in the corresponding registry bookkeeper of annotations in account five days before the date of the General Meeting. Registered shareholders who lose such status and their representatives may not electronically access the holding of the General Meeting.

In case of divergence between the number of shares communicated by the shareholder or representative who attends and casts their vote remotely and that which appears in the accounting

record indicated above, for the purposes of the constitution and voting quorum it will be considered valid the number of shares recorded in said record.

## **2. Exercise by shareholders and representatives of their rights of intervention, information, proposal and vote through electronic assistance**

2.1. The shareholders or their representatives, duly registered in accordance with the procedure indicated in the previous section, who attend the General Meeting electronically, may: (i) intervene at the General Meeting; (ii) make requests for information or clarification; (iii) make proposals for resolutions on those matters that, in accordance with the Law, not appearing on the Agenda may be proposed during the holding of the General Meeting. Interventions, requests for information or proposals may be made:

- (i) In the same act of registration, in which case the shareholder or his representative may send the interventions or questions that they wish to formulate following the instructions that appear in the corresponding section on the Company's website.
- (ii) From the connection of the shareholder or his registered representative and up to the moment of constitution of the General Meeting.

2.2. The attendee by telematic means who wishes his intervention to be recorded literally in the minutes of the Meeting must indicate this clearly and expressly in the text of the meeting.

2.3. Requests for information or clarification made by attendees electronically will be answered orally during the General Meeting or in writing during the seven days following the Meeting, in accordance with the provisions of the Spanish Capital Corporations Law.

2.4. Shareholders or their duly registered representatives, who attend telematically, may vote on the proposals relating to items on the Agenda, or those corresponding to items which, not initially included, may be incorporated during the course of the General Meeting, through the aforementioned corporate website and in accordance with the corresponding voting form. In any event, the process of voting by electronic means on all proposals submitted to the General Meeting shall end at the time when the voting period for the proposed resolutions is declared by the bureau to have ended.

2.5. Shareholders or representatives who attend the General Meeting electronically may record the reservations they deem appropriate regarding the constitution of the General Meeting.

2.6. The electronic attendance of the shareholder will be equivalent to the attendance in person at the Ordinary General Shareholders' Meeting. The telematic assistance of the shareholder or its representative will invalidate the vote or the delegation made previously by any other procedure established by the Company.

## **PARTICIPATION OF NOTARY PUBLIC AT GENERAL MEETING**

The Board of Directors has agreed to require the presence of a Notary Public to draft the minutes for the Meeting, in accordance with the provisions of article 203 of the Spanish Capital Corporations Law.

## **PROTECTION OF PERSONAL DATA**

The personal data submitted by the shareholders to Pharma Mar, S.A. to exercise their rights of attendance, delegation and vote in the General Meeting, participation in the Electronic Shareholder Forum, as well as for the fulfillment of any other legal obligations deriving from the call or celebration of the General Meeting, or which are furnished by banking institutions and stock brokers and dealers with whom said shareholders have their shares deposited, through the entity legally qualified to carry out the book-entry records (IBERCLEAR), shall be processed for the purposes of managing, complying and controlling the existing shareholder relationship regarding the convening and holding of the General Meeting (including, without limitation, the convening and celebration of the General Meeting and its broadcasting). These data will be processed by Pharma Mar, S.A, as the data controller, being the legal basis of legitimation the Spanish Capital Corporations Law.

These data will be provided to the Notary Public exclusively in relation to drawing up the notarial deed containing the minutes of the General Shareholders' Meeting.

In case the attendance or delegation card includes personal data referring to individuals other than the owner, the shareholder must have the consent of the holders for the transfer of personal data to Pharma Mar, S.A. and inform them of the points set out in this call regarding the processing of personal data.

In compliance with Recommendation 7 of the Good Governance Code of Listed Companies approved by the CNMV in February 2015 (whose partial reform was approved and published by the CNMV on June 26, 2020), it is noted that the development of all or part of the General Meeting may be recorded and broadcasted on Pharma Mar, S.A. website ([www.pharmamar.com](http://www.pharmamar.com)). By accessing to the site of celebration of the General Meeting, the assistant gives his/her consent for the capture and reproduction of images of its person, although only the capture and reproduction of images of the assistant staff at the presidential table is foreseen.

The data of the shareholder and, where appropriate, of the legal representative, will be processed by Pharma Mar, S.A. as long as the status of shareholder is maintained, and subsequently kept together with the audiovisual recording data, solely for the treatment of potential liabilities that may arise from said condition, for the limitation periods for said liabilities, as provided for in the applicable law.

The holders of the data will be able to exercise their rights of access, rectification, opposition to the treatment or deletion, as well as, in certain circumstances, limitation to processing and portability of the data collected by Pharma Mar, S.A. Said rights may be exercised by submitting written notice to Pharma Mar, S.A., Plaza del Descubridor Diego de Ordás, núm. 3, planta 5ª, 28003 Madrid. In accordance with the applicable regulations, the holders of the data will also have the right to withdraw, at any time, the consent given and to file a claim within the Spanish Data Protection Agency.

The shareholders shall inform their representatives of the points contained in previous paragraphs, guaranteeing that they have their consent. Likewise, they must comply with any other requirements that may be applicable for the correct transfer of personal data to Pharma Mar, S.A., without it having to perform any additional action in terms of information or consent.

## **RETRANSMISSION OF THE GENERAL SHAREHOLDERS' MEETING (STREAMING)**

The Meeting will be broadcast live via streaming through the corporate website ([www.pharmamar.com](http://www.pharmamar.com)). It is reported that this retransmission is not considered telematic attendance,

and its follow-up is not calculated as assistance within the computation of quorum and without being able to intervene in the meeting.

**THE GENERAL MEETING IS EXPECTED TO BE HELD IN SECOND CALL ON 29 MAY 2024 AT THE PLACE AND TIME INDICATED HEREIN ABOVE, UNLESS THE SHAREHOLDERS ARE OTHERWISE NOTIFIED IN THE DAILY PRESS.**

Colmenar Viejo (Madrid), 23 April 2024  
Secretary of the Board of Directors  
Mr. Juan Gómez Pulido

**Annual General Shareholders' Meeting**



Proposed Resolutions  
submitted by the Board of Directors  
to the decision  
of the **General Shareholders' Meeting**

*COLMENAR VIEJO (MADRID), 28-29 MAY 2024*

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## PROPOSAL TO THE FIRST ITEM ON THE AGENDA

### **Annual Financial Statements, allocation of results and corporate management:**

**1.1. To review and, as the case may be, approve the Annual Financial Statements and Management Reports of Pharma Mar, S.A. and of its Consolidated Group for the fiscal year ended December 31, 2023.**

**1.2. To review and, as the case may be, approve the separate report on the status of consolidated non-financial information for the fiscal year ended December 31, 2023. This report is referred to in section 7 of article 49 of the Commercial Code, which forms part of the Management Report of the Pharma Mar Group.**

**1.3. To review and, as the case may be, approve the proposed application of the Company's results for the year ended December 31, 2023.**

**1.4. To review and, as the case may be, approve the corporate management during the fiscal year 2023.**

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**1.1. To review and, as the case may be, approve the Annual Financial Statements and Management Reports of Pharma Mar, S.A. and of its Consolidated Group for the fiscal year ended December 31, 2023.**

To approve, under the terms set forth in the relevant statutory provisions, the Annual Financial Statements (Balance Sheet, Income Statement, Statement of Changes in Net Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report of Pharma Mar, S.A. for fiscal year ended December 31, 2023, as well as the Annual Financial Statements (Balance Sheet, Income Statement, Statement of Changes in Net Equity, Cash Flow Statement and Notes to the Financial Statements) and Management Report of its Consolidated Group -except for the non-financial information included in the latter, which is subject to the approval of the General Shareholders' Meeting as a separate point- for the same period.

It is expressly stated that the aforementioned accounting documents have been audited by PRICEWATERHOUSECOOPERS Auditores S.L., whose report, together with all other documents forming part of the Annual Financial Statements, has been made available to shareholders in due course.

**1.2. To review and, as the case may be, approve the separate report on the status of consolidated non-financial information for the fiscal year ended December 31, 2023. This report is referred to in section 7 of article 49 of the Commercial Code, which forms part of the Management Report of the Pharma Mar Group.**

To approve the separate report on the status of consolidated non-financial information for the fiscal year ended December 31, 2023. This report is referred to in section 7 of article 49 of the Commercial Code, which forms part of the Management Report of the Pharma Mar Group.

The status of the non-financial information contained in the aforementioned report has been verified by PRICEWATERHOUSECOOPERS Auditores, S.L., and has been made available to shareholders in due course.

**1.3. To review and, as the case may be, approve the proposed application of the Company's results for the year ended December 31, 2023.**

To approve to allocate the losses of THIRTEEN MILLION FIVE HUNDRED FIFTY SIX THOUSAND EIGHT HUNDRED THIRTY EIGHT EUROS AND SIXTY THREE CENTS (€ 13,556,838.63) to increase the negative income statement balance from previous fiscal years.

**1.4. To review and, as the case may be, approve the corporate management during the fiscal year 2023.**

To approve the corporate management by the Board of Directors of Pharma Mar, S.A. for fiscal year 2023.

## PROPOSAL TO THE SECOND ITEM ON THE AGENDA

**To review and, as the case may be, approve of the proposed distribution of a dividend out of unrestricted reserves (share premium).**

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Pursuant to article 273.2 of the Capital Companies Act, companies may, after covering the expenses provided for by law or the Articles of Association, distribute dividends out of profits or unrestricted reserves, if the value of the net assets is not less than the share capital and no such situation arises as a result of the distribution.

Accordingly, the Board of Directors resolves to propose the distribution to the shareholders, subject to the approval of the General Shareholders' Meeting, of a dividend in the amount of 0.65 euros per outstanding share charged to unrestricted reserves (share premium), up to a maximum amount of 11,930,689.55 euros. The final amount will be determined at the time of distribution of the dividend, depending on the Company's shares in circulation and those held as treasury shares at that time.

For appropriate purposes, it is hereby stated for the record that (i) there is sufficient liquidity for this distribution; (ii) after this distribution, the value of the net assets of the Company will continue to exceed the share capital; and (iii) the other requirements established in article 273 of the Capital Companies Act to be able to make such distribution are complied with.

The dividend will be paid on June 14, 2024, through Banco Santander, S.A. in accordance with the operating rules of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, SAU (IBERCLEAR).



## PROPOSAL TO THE THIRD ITEM ON THE AGENDA

### **Third.- Appointment of auditors of the Company and its consolidated group for the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026.**

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To appoint as auditors of the accounts of the Company and its consolidated group of companies for the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026 the firm KPMG Auditores, S.L., with registered office in Madrid, Paseo de la Castellana number 259C and registered in the Mercantile Register of Madrid in Volume 11.961, Folio 90, Page M 188.007, and holder of Tax ID number B-78510153, and registered in the Official Register of Auditors of the Institute of Accounting and Auditing of Accounts under number S0702.

It is hereby stated for the record that this resolution is adopted at the proposal of the Board of Directors, following the proposal of the Audit Committee, for submission to the General Shareholders' Meeting.

## PROPOSAL TO THE FOURTH ITEM ON THE AGENDA

**To authorize the Board of Directors, with express power of substitution, to buyback treasury stock, by the Company and/or by its subsidiary companies, under the terms provided by current legislation, with express power to proceed its transfer or amortization with reduction of the share capital number, leaving without effect, in the amount not used, the delegation agreed by the General Shareholders' Meeting of previous year.**

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Pursuant to the provisions of article 146 and related provisions and of article 509 of the Spanish Capital Companies Act, it is resolved to authorize the Company's Board of Directors (as well as its subsidiaries), with the express power of substitution in the Executive Committee, in the Chairman or in the Vice Chairman of the Board of Directors, to acquire, during a period of five years from the date of the General Shareholders' Meeting, at any time and as many times as deemed appropriate and by any means permitted by law, the Company's shares, as well as subsequently transfer or amortize them, in accordance with the following provisions and requirements in addition to those provided by the legal provisions in force:

**(a) Means of acquisition**

Acquisitions shall be made through sale and purchase transactions, swap transactions or other means permitted by law, including through securities lending.

**(b) Maximum limit**

Company shares with a par value, in aggregate with shares already held by the Company and its subsidiaries, that does not exceed 10% of the Company's subscribed capital from time to time.

**(c) Acquisition price when onerous**

- (i) Maximum acquisition price: 10% higher than the trading price of the Company's shares in the Spanish Stock Exchange Interconnection System at the time of acquisition.
- (ii) Minimum acquisition price: par value of the Company's shares.

It is agreed to authorize the Company's Board of Directors (and the boards of its subsidiaries), for the period and in accordance with the terms established in the preceding paragraphs to the extent applicable and at arm's length, to acquire the Company's shares using loans.

It is expressly authorized that treasury stock acquired may be used in whole or in part towards (i) its disposal; (ii) their amortization through the consequent reduction of capital; (iii) its delivery to employees, executives or directors (for the purposes provided in Article 146 of the Spanish Capital Companies Act); and (iv) reinvestment plans for dividends or similar instruments.

To leave without effect the unimplemented portion of the Eighth resolution of the General Shareholders' Meeting held on 31 May 2023, also governing authorization to acquire treasury stock.

Additionally, it is agreed to reduce the share capital, in order to amortize the Company's own shares that it may keep in its balance sheet (either as a result of its acquisition under the authorization of the General Shareholders' Meeting under this resolution or others), charged to profits or free reserves and for the amount that is convenient or necessary at any time, up to a maximum nominal amount equivalent to that of said treasury shares.

The Board of Directors is delegated the power to execute the preceding resolution to reduce capital, on one or more occasions and within a maximum period of five years from the date of the General Shareholders' Meeting, in order to redeem the treasury stock and to set the terms and conditions of the capital reduction, determine the purpose, resolve to delist the shares and amend article 6 of the Company's Bylaws.

## PROPOSAL TO THE FIFTH ITEM ON THE AGENDA

### **Approval of a Plan for 2025 for the delivery of shares of Pharma Mar, S.A. treasury stock to employees and executives of Group companies in order to promote their participation in the share capital and encourage them to remain in the Group.**

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In order to promote the participation of the employees and managers of the Group companies in the share capital of Pharma Mar, S.A. and encourage their permanence in the Group, it was agreed to approve a plan of free delivery of the treasury stock of Pharma Mar, S.A. (hereinafter, the "Plan") for year 2025 by the Group companies, under the same conditions for all employees and managers.

The Plan will be directed and offered under equal conditions to all employees and managers who are taxpayers of the Personal Income Tax of the following companies of the Pharma Mar Group: Pharma Mar, S.A. and Sylentis, S.A. Sociedad Unipersonal.

The shares destined for the Plan will come from the treasury stock of Pharma Mar, S.A. that is owned at the time of execution of the Plan.

The Board of Directors will design and apply the Plan based on the conditions and within the limits established below.

#### **1.- BENEFICIARIES, CONTENT OF THE PLAN AND SUBJECTIVE LIMITS**

- 1.1.- BENEFICIARIES. The employee or manager, to be a beneficiary of the Plan, must be active at the time of its execution, have a minimum of six (6) months as an employee or manager at any of the Group companies as of December 31, 2024 and have communicated to your current employing company the maximum amount of your salary that you wish to apply to the purchase of treasury shares of Pharma Mar, SA at normal market price.
- 1.2.- CONTENT OF THE PLAN. Simultaneously and in addition to the purchase of treasury shares of Pharma Mar, S.A. For the employee or manager with part of his/her salary, each employer company will deliver to the employee or manager under the Plan, simultaneously with said purchase, a number of free shares of the treasury stock of Pharma Mar, S.A. which will be equal to the whole number, rounded by default, as a result of applying a percentage (hereinafter the "Percentage"), previously determined by the Board of Directors of Pharma Mar, S.A. which will be equal for all employees or managers, to the number of shares actually purchased with said part of their salary, which, if applicable, will have to have been adjusted and reduced against the maximum amount requested if the value of the free shares to be delivered to the Employee or manager exceeds the subjective maximum limits mentioned in section 1.3 below or the number of free shares to be delivered to all Group employees or managers as a whole exceeds the maximum limit in section 2 below.
- 1.3.- SUBJECTIVE LIMITS. The market value of the shares delivered to each employee or manager will be limited to a maximum of 12,000 euros and, together with the other remuneration in kind received in 2025, may not exceed 30% of their total salary payments in accordance with the article 26.1 of the Workers' Statute Law.

The members of the Board of Directors of Pharma Mar, S.A. will not be considered as beneficiaries, even if they occupy management positions in any of the Group companies.

## **2.- OBJECTIVE SCOPE**

Up to a maximum of 41,000 shares, free or not, will be awarded in the Plan for all employees and managers of the Group companies.

If the resulting total number of shares to be delivered, after the application to each employee or manager, where appropriate, of the subjective limits of section 1.3 above, exceeds said maximum limit of 41,000 shares, the excess will be prorated, proportionally reducing the number of shares to be received by each employee or manager, reducing in equal proportion those purchased with their salary, so that, without modification of the Percentage, the number of shares to be delivered as a whole does not exceed the maximum figure indicated.

## **3.- OTHER CONDITIONS**

The Board of Directors will determine the Percentage mentioned in 1.2 above, which will be the same for all employees and managers and will be communicated together with the offer of the Plan so that each employee or manager can adopt the decision they deem most convenient.

The Board of Directors will establish the appropriate conditions so that the Plan also fulfills its purpose of loyalty to its beneficiaries, setting the terms of permanence necessary to be able to dispose of the actions, as well as the consequences of the beneficiary's failure to comply with the conditions of the Plan, which they may include the loss of all or part of the free shares delivered.

Likewise, the Board may determine the guarantees that the beneficiaries must constitute on the delivered shares, in order to ensure compliance with the Plan.

The Board of Directors is also authorized to delegate in favor of the Executive Committee or the director or person that it deems appropriate, the powers conferred by virtue of this resolution that are legally delegable.

This proposed resolution has been promoted by the Appointments and Compensation and Sustainability Committee and subsequently assumed by the Board of Directors.

## PROPOSAL TO THE SIXTH ITEM ON THE AGENDA

**To submit the Annual Report on Compensation of Directors of Pharma Mar, S.A. for fiscal year 2023 to an advisory vote (Art. 541.4 of the Spanish Capital Companies Act).**

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To approve, on an advisory basis, the Annual Report on Compensation of Directors of Pharma Mar, S.A. for fiscal year 2023, the full text of which was made available to the shareholders, together with all other documents related to the General Shareholders' Meeting, as from the time the notice of call was published. A copy of said text is attached to the minutes as an Appendix.

## PROPOSAL TO THE SEVENTH ITEM ON THE AGENDA

**To authorize the Board of Directors to interpret, remedy, supplement, implement, execute and develop the resolutions adopted by the General Meeting, both to record such resolutions in a public deed and to substitute the powers entrusted thereto by the General Meeting.**

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Notwithstanding the authorizations granted in the preceding resolutions, authorize the Board of Directors, with the fullest powers required by law, with express power of substitution in favor of the Executive Committee or any Director or individual as deemed appropriate, to interpret, remedy, supplement and implement all of the above resolutions adopted by the General Meeting.

Empower the Chairman of the Board of Directors, Mr. José María Fernández Sousa-Faro; the Vice Chairman of the Board of Directors, Mr. Pedro Fernández Puentes; the Secretary of the Board of Directors, Mr. Juan Gómez Pulido; and the Vice Secretary of the Board of Directors, Ms. María Concepción Sanz López, such that any of them, indistinctly, may record the resolutions passed by the General Meeting in this session in a public deed and may execute any public and private documents necessary or convenient in order to implement said resolutions, including the power to apply for the partial registration, amendment and remedy of the content thereof to the extent necessary to bring them in line with the verbal or written requirements of the Mercantile Registry or of any other administrative bodies or authorities. Furthermore, the aforementioned individuals are expressly authorized, on the same joint and several basis, to make the required registration of annual financial statements and other applicable documents with the Mercantile Registry.