



Madrid, 6 May 2024

National Securities Market Commission

c/ Edison, 4
28006 – MADRID

RE: OTHER NON-SENSITIVE INFORMATION - ANNOUNCEMENT OF GENERAL MEETING

Dear Sirs,

The Board of Directors of CORPORACIÓN FINANCIERA ALBA, S.A. (the "**Company**") at its meeting held today passed a resolution to call the Ordinary and Extraordinary General Shareholders' Meeting for 17 June (first call) and 18 June (second call) 2024, at 1:00 pm, at the corporate address located at calle Castelló, 77 Madrid.

This notification is accompanied by the text of the announcement of the General Meeting, and the following associated documentation:

- The proposed resolutions to be presented at the General Shareholders' Meeting.
- The total number of shares and voting rights on the date of the announcement.
- The report issued by the Board of Directors in connection with items 9, 10 and 11 on the Agenda.
- The forms that must be used for nomination of representatives and distance voting.
- The Operational Standards for the Electronic Shareholder Forum.

All information listed in the text of the announcement of the General Meeting will be made available to shareholders from today and up to the date when the General Meeting is held, via the website of the Company, in electronic format, and at the corporate address. Shareholders may likewise request that they be sent the aforementioned documents at no expense.

Kind regards,

José Ramón del Caño
Secretary of the Board



CORPORACIÓN FINANCIERA ALBA, S.A.

ANNOUNCEMENT OF AN ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Corporación Financiera Alba, S.A., in its meeting held on 6 May 2024 and with due input from its legal counsel, has decided to call an Ordinary and Extraordinary General Shareholders' Meeting for 17 June 2024 (first call) or, if necessary, on 18 June 2024 (second call), both at 1 p.m., to be held registered office, located at calle Castelló, 77, Madrid. The meeting is convened in order to deliberate and decide upon the matters included in the following

AGENDA

1. Examination and approval, if applicable, of the annual accounts, both separate and consolidated, for the financial year ending 31 December 2023.
2. Approval of the management of the Board of Directors for said financial year.
3. Examination and approval, if applicable, of the Statement of Non-Financial Information for the financial year ending 31 December 2023.
4. Approval of the proposed allocations of results of the financial year ending 31 December 2023.
5. Distribution of dividend charged to reserves.
6. Re-election of members of the Board of Directors and category (Separate votes of the following proposals for resolution): 6.1. Re-election of Ms. María Eugenia Girón Dávila; 6.2. Re-election of Ms. Claudia Pickholz; 6.3. Re-election of Mr. Carlos March Delgado; 6.4. Re-election of Mr. Juan March de la Lastra.
7. Annual report on Directors' Remuneration.
8. Multi-annual variable remuneration system.
9. Authorisation for the acquisition of treasury shares, within the limits and in accordance with the requirements stipulated in the Spanish Capital Companies Act, and (where applicable) for the reduction of share capital.
10. Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (separate vote on each of the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating the pre-emptive subscription right, pursuant to the provisions

of articles 308 and 506 of said Act; 10.2 Authorisation to increase the share capital without eliminating the pre-emptive subscription right; 10.3 Maximum limit of the authorisation.

11. Delegation of the power to issue fixed-income securities, including securities convertible and/or exchangeable into shares, even eliminating pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.
12. Authorization for the execution of the resolutions adopted at the Meeting.
13. Approval of the Minutes.

ATTENDANCE:

The right to attend, speak and vote at the Meeting, is extended to those holders of 25 or more shares who meet the requirements stipulated in the Articles of Association, have been entered in the Register of Book-Entry Shares administered by the Management Corporation for Systems pursuant to the Registration, Settlement and Clearing of Securities (IBERCLEAR) and its constituent members at least five days prior to the date of the Meeting in question (i.e. as of 12 June 2024), and who hold an in-person attendance card issued by the IBERCLEAR (or one of its constituent members) or the Company. Shareholder associations, representation and other matters related to the holding of the Meeting shall be governed by the Spanish Capital Companies Act, the Company Articles of Association and the provisions of the General shareholders' meeting Regulations.

REPRESENTATION. GENERAL RULES:

Those shareholders not attending the General Shareholders' Meeting may be represented therein via proxy (said proxy does not have to be a shareholder), provided the requirements and formalities stipulated in the Spanish Capital Companies Act, the Company's Articles of Association and the General Shareholders' Meeting Regulations are met.

Proxy representation must be completed and signed by the shareholder, by signing the corresponding representation card. Attendance, proxy and remote voting cards may be used by shareholders both to attend the General Meeting in person and to cast votes by proxy and remotely. If for any reason these cards are not available, templates for the attendance, proxy and remote voting cards may be found on the Company's website (www.corporacionalba.es).

Representation is always revocable. Personal attendance by the shareholder at the General Shareholders' Meeting shall be considered as a revocation of such.

The representative must present his/her authorisation on the day and at the location of the Meeting, and identify him/herself via National ID Card or other appropriate official document. If s/he is representing a legal personality, s/he must also present the deed granting power of representation. The representative must

also have accepted the conferral of representation by signing the corresponding authorisation.

Each share, whether present or represented at the Meeting, grants the right to one vote.

Any delegation of rights that does not specify the name of the representative (whether in the form of a natural person or legal personality) shall be understood as having been conferred upon the Chair of the Board of Directors. This rule does not signify that the Chair of the Board of Directors or any other director has made a public request for representation by announcing this General shareholders' meeting.

If the representation conferred does not contain any precise instructions regarding voting, it shall be understood that the instruction is to vote in favour of the proposals put forward by the Board of Directors.

Unless indicated otherwise in the conferral of representation, it shall be understood that the corresponding rights also extend to proposals concerning matters not specified in the Agenda. If the conferral does extend to such proposals, it shall be understood that the representative is instructed to vote against them, unless said conferral indicates otherwise.

If the duly nominated representative is a director of the Company, he/she may be in a situation of potential conflict of interest in relation to items 2, 6 and 7 on the agenda.

If the duly nominated representative (or the Chair of the Board of Directors, if no specific representative has been named) faces a conflict of interest regarding the vote for any of the proposals (whether they are specified in the Agenda or otherwise) to be presented at the Meeting, and if the grantor has not given precise voting instructions for the proposal(s) in question, it shall be understood that the power of representation is then transferred onto the Secretary of the Board of Directors for these specific item.

A conflict of interest shall be also deemed to exist in the event that the Meeting is invited to consider matters that are not on the Agenda and concern the withdrawal or filing of a corporate social liability action against the representative, if s/he is, in turn, a director of the Company.

REPRESENTATION AND DISTANCE VOTING PRIOR TO THE MEETING:

Representation or distance voting prior to the Meeting may be conferred via the following means:

Post

To confer representation or vote by post, shareholders must fill out and sign the representation/distance voting card (as appropriate) that has been issued by the Company or the IBERCLEAR member with which the shareholder has deposited his/her shares. Once the card has been filled out and signed it must be posted to the Company at Corporación Financiera Alba, S.A. (Junta General de Accionistas 2024), Castelló 77, 28006 Madrid. It must be sent by certified post with acknowledgement of receipt. It can also be delivered via other means, provided acknowledgement of receipt is always given.

Email

Representation must be conferred (or, where applicable, electronic votes must be cast) via the Company's website (www.corporacionalba.es) in accordance with the corresponding instructions specified in the section entitled "Junta General de Accionistas 2024", or by sending an email to: juntageneralalba@corporacionalba.es. In order to accredit shareholders identities and ownership of their shares, those who wish to vote or nominate a representative by electronic means must provide the following:

1. Accreditation issued by IBERCLEAR or its investee companies, specifying the number and owner of the shares.
2. Photocopy of his/her National ID Card or any other appropriate official document (and the deed granting power of representation, if s/he is representing a legal personality).

If, at any moment, the Company has any reasonable doubts regarding the shareholder's accreditations or shareholding, it may ask said shareholder to provide any information or documents it sees fit in order to verify the details stipulated herein.

Shareholders may revoke the aforementioned conferral of representation or distance voting by expressly terminating said conferral using the same means specified above.

Rules Governing Representation and Distance Voting prior to the General Meeting

- 1) Electronic voting and representation services shall be available to shareholders from 18.00 p.m. onwards on 6 May 2024.
- 2) Representatives that have been nominated and votes that have been cast by post, electronically or via other remote means must be received by the Company at least 24 hours prior to the start time of the General Shareholders' Meeting (first call), i.e. prior to 1 p.m. on 16 June 2024. Otherwise, the conferral of representation or distance vote shall not have any effect.
- 3) On the day and at the location of the General Shareholders' Meeting, the nominated representatives must identify themselves via National ID Card or other

appropriate official document, and accept the conferral of representation by signing the corresponding authorisation.

4) Those shareholders who cast a postal or electronic vote shall be considered present at the Meeting for the purposes of quoracy.

5) The validity of the representation shall be subject to confirmation by the Company of the principal's status as shareholder.

6) If a shareholder has conferred several representations under the same shareholding, the most recent conferral shall prevail; or, if the date of conferral cannot be determined, the most recent conferral received by the Company shall prevail.

7) If a shareholder has cast his/her vote several times under the same shareholding, the most recently cast vote shall prevail; or, if the casting date cannot be determined, the most recent vote received by the Company shall prevail.

8) Votes cast remotely shall render ineffective any written or electronic conferral of representation, whether of a prior nature (which shall be considered revoked) or subsequent nature (which shall be considered null).

9) If a shareholder has previously nominated a representative, but subsequently attends the Meeting by electronic means, said nomination or vote shall be rendered ineffective.

10) Shareholders with the status of legal personalities may discuss with the Company the possibility of adapting, where appropriate and with due guarantees, voting and representation mechanisms that are tailored to suit their specific circumstances.

11) Shareholders hold exclusive responsibility for the guardianship of their electronic signatures.

12) The Company reserves the right to amend, suspend, cancel or restrict mechanisms for voting and representation for technical or security reasons.

The Company shall not be liable for any damages and losses that might be suffered by shareholders as a result of unavailability of its website, or any faults, overloading, line outages, connection failures, malfunctioning of the Spanish Postal Service or any other identical or similar eventuality outside the control of the Company and that might hamper or prevent usage of remote electronic attendance, delegation or remote voting mechanisms. Without prejudice to the above, the Company reserves the right in such cases to adopt any measures required in each situation.

RIGHT TO INFORMATION:

From the date of this announcement and up until the date when the General Meeting is held, shareholders shall have access to the following documents at the registered office, at Calle Castelló 77, Madrid, in hard copy, or via the Company's website (www.corporacionalba.es) in soft copy:

- The announcement calling the General Shareholders' Meeting.
- The total number of shares and voting rights on the date of the announcement.
- The Management Reports, the Annual Accounts (Annual Report, Balance Sheet, Profit and Loss Account, Statement of Changes in Equity and Statement of Cash Flows), together with the auditors' opinion and the proposed application of the result of the financial year 2023.
- The Statement of Non-Financial Information, together with the Independent Assurance Report.
- The Auditor's Independence Report.
- The 2023 Corporate Governance Report.
- The Directors' Remuneration Report for 2023.
- The report issued by the Board of Directors in connection with items 9, 10 and 11 on the Agenda.
- The Report on the activity of the Audit and Compliance Committee during 2023.
- The Report of the Audit and Compliance Committee on related-party transactions during 2023.
- The Report on the activity of the Appointments and Remuneration Committee during 2023.
- Report on the activity of the Investment Committee during 2023.
- The proposed resolutions to be presented at the General Shareholders' Meeting. Additionally, as and when they are received, the shareholders' own proposed resolutions to be presented at the Meeting shall be made available.
- In relation to the re-election of Directors, information is made available to shareholders on: their identity, curriculum vitae, category, the Board of Directors' report justifying the re-election and the report of the Appointments and Remuneration Committee.
- The forms that must be used for nomination of representatives and distance voting.

At the shareholders' request, these documents can be printed and sent to them free of charge.

Pursuant to Article 520 of the Spanish Capital Companies Act, shareholders may also request from the directors, in writing to the Company, and up to five days prior to the date of the General Shareholders' Meeting (or verbally over the course of the Meeting), any reports, responses to questions or clarifications concerning the items on the Agenda, the auditors' report and/or any publicly accessible information that the Company may have submitted to the Spanish Securities Market Commission since the date of the last General Shareholders' Meeting (19 June 2023) and on the auditor's report.

When requesting information by written communication, the applicant must also provide documentary accreditation of their identity (via National ID Card or other appropriate official means of identification) and, for legal personalities, sufficient accreditation of the power of representation conferred. The applicant must also accredit his/her status as a shareholder and provide sufficient information (i.e. number of shares and depository) for said status to be verified by the Company. Valid requests for information, clarifications, written questions and the written responses thereto shall be published on the Company's website.

SPECIAL INFORMATION SERVICES:

Pursuant to Article 539 of the Spanish Capital Companies Act, the Company has created a website, www.corporacionalba.es, to enable shareholders to exercise their right to information and to distribute the relevant information as stipulated in the legislation governing the securities market. Shareholders can visit the website to obtain more detailed information on how to exercise their right to attend and vote at the General Shareholders' Meeting, in accordance with the procedures specified elsewhere in this announcement.

From the date of publication of this announcement up until 1.00 p.m. on 17 June 2024, the website shall also host a Shareholders' Online Forum, which shareholders may access individually or through any voluntary associations they may form, and with all due guarantees, in order to enable communication prior to the holding of the General Shareholders' Meeting. The website also contains the rules and conditions (approved by the Board of Directors) that govern the operation and use of the Forum and which shareholders must abide by. In order to access the Forum, users must follow the instructions on the website www.corporacionalba.es to accredit their status as shareholders. The Forum may publish any proposals to be presented in order to supplement the Agenda declared when the meeting was announced, requests for support for said proposals, initiatives to achieve the necessary percentage to exercise a minority right established in Law, or offers or requests for voluntary representation.

ACCESIBILITY:

The Company will facilitate accessibility for people with disabilities and senior people to ensure their rights of prior access to the General Shareholders' Meeting documentation, attendance and the exercise of their voting rights. The venue of the meeting will be equipped with measures to facilitate access and monitoring of the meeting, and the exercise of voting, to people with special needs.

For further information or specific needs, you may contact the Company at the following email address: juntageneralalba@corporacionalba.es.

SUPPLEMENT TO THE ANNOUNCEMENT AND PRESENTATION OF PROPOSED RESOLUTIONS:

Pursuant to the provisions of article 519 of the Capital Companies Act, shareholders representing at least three per cent of the share capital may request the publication of a supplement to this call to meeting, including one or more items

on the Agenda, provided that the new items are accompanied by a justification or, as the case may be, a justified proposed resolution. This right must be exercised by means of reliable notification to be received at the registered office (Calle Castelló, 77, 28006-Madrid) within five (5) days following the publication of this notice of call. Where appropriate, the supplement shall be published at least fifteen (15) days prior to the holding of the General Meeting to which this notice refers.

Likewise, shareholders representing at least three per cent of the share capital may, within the same period indicated in the preceding paragraph, submit reasoned proposals for resolutions on items already included or to be included on the agenda of the general meeting. The Company shall ensure that these proposed resolutions and any accompanying documentation are circulated to the other shareholders as and when they are received.

BROADCAST OF THE GENERAL SHAREHOLDERS' MEETING:

The General Shareholders' Meeting shall be broadcast live on the Internet, accessible via the Company's website: www.corporacionalba.es.

Connection to this broadcast shall not be deemed to constitute attendance at the General Meeting.

DATA PROTECTION:

Personal data that shareholders provide to the Company in the course of exercising their right to access the Shareholders' Online Forum and attend, delegate a proxy or vote at the General Shareholders' Meeting, and the data supplied by the banking institutions and securities companies with which said shareholders have deposited their shares via Iberclear (the body that is legally authorised to operate the Register of Book-Entry Shares), shall be processed in order to manage, fulfil and monitor the existing shareholder relationship in relation with the announcement and holding of the General Shareholders' Meeting. Shareholders are hereby informed that they are entitled to exercise their rights related to data protection according to the Data Protection Act (Act 3/2018), by sending written communication to the Company's General Administrative Office at Madrid (28006), Calle Castelló, 77.

IT IS EXPECTED THAT THE MEETING WILL BE HELD AT FIRST CALL.

Madrid, 6 May 2024. The Secretary of the Board.



**PROPOSED RESOLUTIONS FOR THE GENERAL MEETING OF
CORPORACIÓN FINANCIERA ALBA, S.A. ON 19 JUNE 2024**

1. Examination and approval, if applicable, of the individual and consolidated Annual Accounts corresponding to the financial year ended at 31 December 2023.

Approve the individual and consolidated Annual Accounts corresponding to the corporate financial year ended at 31 December 2023.

2. Approval of management by the Board of Directors during the same financial year.

Approve management by the Board of Directors during the same period.

3. Examination and approval, if applicable, of the Statement of Non-Financial information for the financial year ended at 31 December 2023.

Approve the Statement of Non-Financial Information, consolidated with all subsidiaries, corresponding to the financial year ended at 31 December 2023.

4. Approval of the proposed allocation of results of the financial year 2023.

To apply the result for the financial year 2022, with a profit of EUR 194,118 thousand, in the form proposed by the Board of Directors, i.e:

To legal reserves:	212 thousand euros.
To voluntary reserves:	193,906 thousand euros.

Notwithstanding the above, it is proposed to this General Meeting of Shareholders, under item 5 of the agenda, to distribute a flexible dividend (scrip dividend) in the amount of up to 57,892,978.56 euros (dividend equivalent to 0.96 euros per share), whereby the Company's shareholders may choose between (i) receiving newly issued free shares: (ii) obtaining an equivalent amount in cash by transferring to the Company the free-of-charge allocation rights they receive for the shares they hold; and/or (iii) obtaining a cash value by transferring the aforementioned rights on the market.

5. Distribution of dividend charged to reserves.

To approve the distribution of an extraordinary dividend, charged to voluntary reserves, in the total amount of 57,892,978.56¹ euros.

¹ This figure is obtained based on the dividend amount set by the Shareholder Remuneration Policy, which amounts to 58,240,000 euros. This amount is divided by the current number of shares in circulation



For the purposes of the provisions of article 273 of the Capital Companies Act, it is noted that, as a result of the distribution of the extraordinary dividend, the value of the Company's net assets is not less than the share capital, as can be seen in the Company's balance sheet as at 31 December 2023.

The execution of the resolution to pay the dividend is delegated to the Board of Directors, empowering it to adopt the necessary measures for this purpose, including establishing the voluntary reserves against which the extraordinary dividend will be paid, setting the date of payment and, in short, to carry out whatever is necessary for the purposes of this resolution.

6. Re-election of Directors and category ((Separate votes on the following proposals for resolutions): 6.1. Re-election of Ms. María Eugenia Girón Dávila Ucín; 6.2. Re-election of Ms. Claudia Pickholz; 6.3. Re-election of Mr. Carlos March Delgado; 6.4. Re-election of Mr. Juan March de la Lastra.

6.1. Re-election of Ms. María Eugenia Girón Dávila as Board member and category.

Re-elect as Director of the Company for a period of four years Ms. María Eugenia Girón Dávila. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Ms. Girón Dávila has been classified as an Independent Director.

Identity, CV and category of the Director appointed (for the purposes of Article 518(e)) of the Capital Companies Act).

- Ms. María Eugenia Girón Dávila

Directorial Category: Independent Director.

CV:

Industrial Engineering qualification from ICAI and MBA from Harvard Business School.

She was a Director at the Loewe and the Chief Executive Officer at Carrera y Carrera after heading up the "Management Buy-in" process as well as Executive Director of IE Premium & Prestige Observatory.

She is the current Chairperson of the ESG Committee, member of the Audit and Compliance and Appointments and Remunerations Committees at Cie Automotive, S.A. and member of the Executive and Audit Committee of Birks Group.

(60,305,186), resulting in a remuneration of 0.96 euros/share (after rounding down), making a total distribution of 57,892,978.56 euros.



She is also the Vice-Chair of the International Board of Trustees of Oceana and a member of the Board of Trustees of la Real Fábrica de Tapices. She is a jury member of the European Innovation Council Accelerator of the Green Deal of the European Commission and the Harvard New Venture Competition.

She is an associate Professor at IE University.

She is also member of the Board of the Spanish Institute for Board Members and Directors (IC-A), and she has been Co-Chair of the Women Corporate Directors, member of the Board of Trustees of the IE University and Chairperson of the Fundación Diversidad.

6.2. Re-election of Ms. Claudia Pickholz as Board member and category.

Re-elect as Director of the Company for a period of four years Ms. Claudia Pickholz. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Ms. Pickholz has been classified as an Independent Director.

Identity, CV and category of the Director appointed (for the purposes of Article 518(e)) of the Capital Companies Act).

- Ms. Claudia Pickholz

Directorial Category: Independent Director.

CV:

Born in the USA, she holds a degree in Economics from Rutgers University (New Brunswick, USA), an MBA from Harvard School of Business Administration (Boston, USA), and took the TCL Programme at INSEAD (Fontainebleau, Francia).

She started her professional career at the Irving Trust Company, as Analyst for Europe and Latin America, before joining McKinsey & Company, as a Consultant. In 1987, she moved to SC Johnson Wax Española, S.A., becoming the Marketing Director. Subsequently, in 1994, she joined Coca-Cola, first in Spain, as Marketing Director and Planning and Control Director, then in the United Kingdom, as Client Marketing Director for Europe. She was Managing Director of McCann-Erickson Madrid, before joining Kodak, S.A. in 2003, where she held such senior positions as Marketing and Communications Director and Strategic Products Director for Europe, Africa and the Middle East.



More recently, she has been the General Director for Spain and Latin America at Elsevier, S.A., and Independent Director of Quabit Inmobiliaria, S.A.

She is currently General Director for the Iberian Peninsula Latin America of TCC (The Continuity Company).

6.3.Re-election of Mr. Carlos March Delgado as Board member and category.

Re-elect as Director of the Company for a period of four years Mr. Carlos March Delgado. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Mr. March Delgado has been classified as an Proprietary Director.

Identity, CV and category of the Director appointed (for the purposes of Article 518(e)) of the Capital Companies Act).

- Mr. Carlos March Delgado.

Directorial Category: Proprietary Director.

CV:

Law graduate.

Director of Banca March, S.A.

Currently, he is Chairman of Corporación Financiera Alba, S.A., member of the Board of Directors of Banca March and Vice-Chairman of the Board of Trustees of the Juan March Foundation and the Instituto Juan March de Estudios e Investigaciones Foundation.

He has been a Vice Chairman of Carrefour Group, Chairman of the Spanish section of the Board of Directors of the Association for the Monetary Union of Europe, founding member and first Chairman of the Institute of Economic Studies, Chairman of the Spanish group on the Trilateral Commission, member of the International Committee of JP Morgan and of the International Advisory Board of Columbia University.

He has been granted the Legion of Honour by the French Government.

6.4.Re-election of Mr. Juan March de la Lastra as Board member and category.

Re-elect as Director of the Company for a period of four years Mr. Juan March de la Lastra. For the purposes provided in Article 529 duodecies, subsection 6,



of the Capital Companies Act, it is here placed on record that Mr. March de la Lastra has been classified as an Proprietary Director.

Identity, CV and category of the Director appointed (for the purposes of Article 518(e)) of the Capital Companies Act).

- Mr. Juan March Juan.

Directorial Category: Proprietary Director.

CV:

Degree in Business Administration and Management from Carlos III University, Madrid in 1995 and Executive Programme OPM from Harvard Business School in 2016.

He is currently Chairman of Banca March, S.A. from 2015. He is entrusted with the representation of Banca March, S.A. on the Board of Directors of Corporación Financiera Alba, S.A. and he is a member of the Board of Trustees of Juan March Foundation.

He began his professional career at JP Morgan and has been Managing Director and Chairman of March Gestión de Fondos SGIC, S.A. and of March Gestión de Pensiones SGFP, S.A. He has also been Director of Indra Sistemas, S.A., ACS, Actividades de Construcción y Servicios, S.A., Acerinox, S.A. and Viscofan, S.A.

7. Annual report on Board remuneration.

Approve on a consultative basis the Report on the Remuneration of the Board of Directors for the financial year 2023, presented before the General Meeting for consideration.

8. Multi-annual variable remuneration system.

Approve, in accordance with Article 219 of the Capital Companies Act and Article 39 of the Corporate Bylaws, variable remuneration (the "Plan") for the Directors and staff of Corporación Financiera Alba, S.A. as determined by the Board of Directors of the Company (hereinafter, the "Beneficiaries"), in order to tie them more directly to the process of creating value for the shareholders of Corporación Financiera Alba, S.A.

The basic characteristics of the Plan will be as follows:

- a) The Company will assign to the Beneficiaries units entitling them, once three years have elapsed from the date of the resolution of the Board of Directors implementing and developing the Plan, to receive remuneration comprising the product of said units multiplied by the difference between the "initial" net asset



value ("Initial NAV") and the "final" value ("Final NAV") per share of Corporación Financiera Alba, S.A., as specified below.

b) The Beneficiaries of the Plan will be those people determined by the Board of Directors, in use of the delegation established below.

c) A maximum of 300,000 units may be awarded to the Beneficiaries as a whole by virtue of this Plan.

d) The rights derived from the Plan will be non-transferable, except in the event of the death of the Beneficiary, and will be subject to any conditions that might be established by the Board of Directors.

e) The variable remuneration to be received per unit should be equal to the difference between the "Final NAV" and "Initial NAV" per share of Corporación Financiera Alba, S.A., where:

- The "Initial NAV" of each share will be the mean net asset value per share of Corporación Financiera Alba, S.A. during the ten stock market sessions prior to the "initial date" of the Plan. The "initial date" of the Plan will be 1st July 2024, or any subsequent date that might be agreed by the Board of Directors.
- The "Final NAV" of each share will be the mean net asset value per share of Corporación Financiera Alba, S.A. during the ten stock market sessions up to and including the "final date" of the Plan. The "final date" of the Plan will be the date when three years (from date to date) have elapsed since the "initial date" of the Plan.

Calculation of the "Initial NAV" and the "Final NAV" will be performed by deducting treasury stock and without taking into account taxes derived from the theoretical settlement.

This notwithstanding, the Company may also choose to settle the Plan through payment in shares valued at the quoted price at the close of the day before the date when they are transferred to the Beneficiaries.

f) The "initial NAV" shall be adjusted downwards in the event of any dilution of the share capital as a result of a capital increase, whether by contribution in cash or in kind (even in the event of a merger or takeover, the "initial NAV" shall be adjusted downwards by the theoretical value of the pre-emptive subscription right, even if this is not exercisable). A similar adjustment will be made in the case where, it is agreed to distribute an extraordinary dividend or any other event producing a similar economic effect. The "Initial NAV" will also be adjusted upwards or downwards, as appropriate, in the event of any changes in the Company's ordinary Shareholders' Remuneration Policy during the three years of the Plan compared to that in force on 1 July 2024.



g) The maximum difference to be received by the beneficiaries for each unit awarded may not exceed 50 per cent of the initial NAV per share. In calculating this maximum, the adjustments mentioned in the previous point shall not be taken into account.

In the event that this maximum limit is applicable to the Plan maturing on 30 June 2024, the "initial NAV" per share of this new Plan will correspond to the value of the final NAV per share used in the settlement of the Plan maturing on 30 June 2024.

The Board of Directors is empowered, on the broadest terms required in Law, for the application, development, interpretation and execution of this resolution, being entitled to establish the Beneficiaries or groups of Beneficiaries, the number of units that may be attributed, the definition of the concept of "net asset value", adjustments for the dilution of shares, development of cases where the right to receive the remuneration would be retained, circumstances of accelerated maturity in special cases, and any aspects requiring definition for the full effectiveness of this resolution.

The Plan must in any event be implemented by the end of the 2024 financial year.

9. Authorisation for the acquisition of treasury shares, within the limits and with the requirements established in the Capital Companies Act and, where applicable, to reduce the share capital.

1. To authorise, for the purposes of article 146 of the Capital Companies Act, the derivative acquisition, subject to the requirements of the provisions applicable for this purpose, of shares in this Company, under the following conditions:
 - (i) The authorisation extends to acquisitions made by subsidiaries of Corporación Financiera Alba, S.A. within the limit indicated.
 - ii) Acquisitions shall be made by purchase and sale, swap, or any other means permitted by law.
 - iii) Acquisitions may be made, from time to time, up to the maximum amount permitted by law.
 - iv) The acquisition price shall be that corresponding to the stock market price on the day on which it is made or that authorised, as the case may be, by the competent stock exchange body.
 - v) This authorisation is granted for a period of five (5) years from the date of adoption of this resolution.
 - vi) As a result of the acquisition of shares, including those that the



Company or the person acting in his own name, but on behalf of the Company, had previously acquired and held in portfolio, the resulting net assets may not be reduced below the amount of the share capital plus the legal or statutorily unavailable reserves, all in accordance with the provisions of letter b) of article 146.1 of the Capital Companies Act.

- vii) The shares acquired as a result of this authorisation may be used both for their disposal or redemption and for the application of the remuneration systems contemplated in the third paragraph of letter a) of article 146.1 of the Capital Companies Act, as well as for the development of programmes that encourage participation in the Company's capital or alternative remuneration to monetary remuneration, such as, for example, share buy-back programmes, dividend reinvestment plans, loyalty bonuses or other similar instruments.
2. Reduce the share capital for the amortisation of any treasury shares that the Company might hold on its Balance Sheet, charged to the amount of share capital for the par value of the shares amortised, and charged to profits or available reserves with regard to the remainder up to the amount paid for the acquisition thereof, for the amount that would be desirable or necessary at this time, and up to a maximum of the treasury shares in existence at this moment.
 3. Delegate to the Board Directors (with express powers of substitution) the execution of the above capital reduction resolution, said body being entitled to perform this on one or more occasions within a maximum period of five (5) years from the date when this General Meeting is held, performing all procedures, administrative acts and authorisations that might be required or imposed by the Capital Companies Act and other applicable provisions, specifically being delegated powers, within the deadline and limits indicated for the execution thereof, to establish the date or dates of the specific capital reduction or reductions, the suitability and desirability thereof, taking into account market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and the evolution of the enterprise, and any other aspect that might influence this decision; specify the amount of the capital reduction; establish the allocation of the amount of the reduction, either to an unavailable reserve, or otherwise to freely available reserves, with the relevant guarantees being provided, and the legally imposed requirements fulfilled; adapt Article 5 of the Corporate Bylaws to reflect the new amount of share capital; request delisting of the amortised securities, and in general pass any resolutions that might be required for the purposes of said amortisation and the corresponding capital reduction, appointing those persons entitled to act in the formalisation thereof.
 4. Revoke the authorisation granted by the General Shareholders' Meeting



held on 19 June 2023 for the acquisition of treasury stock within the limits and requirements established in the Capital Companies Act, and, where applicable, to reduce the share capital.

10. Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (separate vote on each of the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating pre-emptive subscription rights, pursuant to the provisions of articles 308 and 506 of the said Act; 10.2 Authorisation to increase the share capital without eliminating pre-emptive subscription rights; 10.3 Maximum limit of the authorisation.

- 10.1.** To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent to twenty per cent of the share capital, that is, by a maximum amount of 12,061,037 euros; the increases agreed by virtue of this delegation must be carried out by means of monetary contributions and within a maximum period of five (5) years from today's date, the Board being authorised to eliminate the pre-emptive subscription right, subject to compliance with the requirements established by law for this purpose, to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to set the other conditions thereof and, in particular, the rate of issue of the new shares, which may be at par or with a share premium requirement, the amount of which may also be set by the Board, unless the pre-emptive subscription right is excluded, in which case the rate of issue must be the fair value of the shares as determined by the auditor; and to apply for the shares issued to be listed on the stock exchange.
- 10.2.** To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent to half the share capital, i.e. by a maximum of 30,152,593 euros; the increases agreed by virtue of this delegation must be carried out by means of cash contributions and within a maximum period of five (5) years from today's date, without excluding the pre-emptive subscription right, the Board being authorised to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to fix the other terms and conditions thereof and, in particular, the type of issue of the new shares, which may be at par or subject to a share premium, the amount of which may also be fixed by the Board; and to apply for the shares issued to be listed on the stock exchange.
- 10.3.** Under no circumstances may the Board of Directors exceed the maximum amounts established in this resolution and in articles 297.1.b) and 506 of the Capital Companies Act in the exercise of its delegated powers, in



relation to the capital increases that may be adopted under resolutions 10.1. and 10.2. above, taken individually or as a whole.

11. Delegation of the power to issue fixed-income securities, including convertible and/or exchangeable into shares, even eliminating pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.

11.1. To delegate to the Board of Directors, in accordance with the general rules on bond issues and pursuant to the provisions of article 319 of the Companies Registry Regulations, the power to freely issue debentures, bonds or other fixed-income securities of the company, whether simple or secured, convertible and/or exchangeable or not, into shares of the company, as well as to issue bonds, debentures or other fixed-income securities of the company, whether convertible and/or exchangeable or not, into shares of the Company, as well as warrants, futures, options, debentures, bonds or other securities or financial instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already in circulation, or securities held by the Company, in accordance with the following conditions:

1. The issue of the securities which the Board of Directors is empowered to issue pursuant to this resolution (hereinafter the "Securities") may be made on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.

2. The maximum total amount of the issue or issues of the Securities to be agreed under this delegation shall be FIVE HUNDRED MILLION EUROS (500,000,000 euros) or its equivalent in another currency.

3. By virtue of the powers delegated herein and by way of illustration only and not limitation, the Board of Directors shall be responsible for determining, for each issue, the amount thereof, always within the aforesaid overall quantitative limit; the place of issue -domestic or foreign- and the currency or currency and, if foreign, its equivalence in euros; the denomination, whether bonds, debentures -including subordinated bonds-, warrants or any other legally admissible denomination; the date or dates of issue; the number of securities and their nominal value, which in the case of bonds and debentures shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe or acquire the underlying shares; the interest rate, fixed or variable, the dates and procedures for payment of the coupon; the perpetual or redeemable nature of the issue and, in the latter case, the redemption period and maturity date; the type of redemption, premiums and lots, the guarantees; the form of representation, by means of securities or book entries; pre-emptive subscription rights or, where applicable, the exclusion



thereof, as well as the subscription regime; applicable law; apply, where appropriate, for admission to trading on official or unofficial secondary markets, organised or otherwise, domestic or foreign, of the securities issued, in accordance with the requirements established in each case by prevailing legislation, and, in general, any other conditions of the issue, as well as, where appropriate, appoint the Commissioner and approve the basic rules governing the legal relations between Corporación Financiera Alba, S. A. and the Syndicate. A. and the Syndicate of holders of the securities issued, should the creation of such Syndicate be necessary.

4. For the purposes of determining the bases and modalities of the conversion and/or exchange, it is agreed to establish the following criteria:

4.1. Convertible and/or exchangeable bonds and debentures:

(i) The fixed-income securities (whether bonds, debentures or any other legally admissible securities) issued under this agreement shall be convertible into new shares of Corporación Financiera Alba, S.A. and/or exchangeable for outstanding shares of the Company itself in accordance with a conversion and/or exchange ratio to be established by the Board of Directors, which shall also be empowered to determine whether they are convertible and/or exchangeable, as well as to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in the event that they are voluntarily convertible and/or exchangeable, at the option of the holder or the issuer, with the frequency and during the period established in the issue resolution, which may not exceed fifteen (15) years from the date of issue.

(ii) The Board may also establish, in the event that the issue is convertible and/or exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or their exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares, and even to settle the difference in cash. In any case, the issuer must respect the equal treatment of all holders of the debt securities that it converts and/or exchanges on the same date.

(iii) For the purposes of the conversion and/or exchange, the fixed-income securities and shares shall be valued at the exchange rate or in accordance with the procedure determined for this purpose in the resolution of the Board of Directors in which the delegation of authority is used, in any event ensuring that the conversion value of the shares of Corporación Financiera Alba, S.A. is not less than the fair value in the event that the issue is made excluding the pre-emptive subscription right. Under no circumstances may the value of the share for the purposes of the share-bond conversion ratio be less than the nominal value.



When approving an issue of convertible bonds pursuant to the authorisation granted by the Annual General Meeting, the Board of Directors shall issue a Directors' report setting out and specifying, on the basis of the criteria described above, the bases and terms and conditions of the conversion specifically applicable to the issue in question. This report shall be accompanied by the corresponding auditor's report referred to in articles 414 and 511 of the Capital Companies Act.

4.2. Warrants, futures, options, debentures, bonds or other similar securities or financial instruments that may directly or indirectly give the right to subscribe and/or acquire shares in the Company, whether newly created or already in circulation, or other securities issued by other entities but forming part of the portfolio of Corporación Financiera Alba, S.A. or its subsidiaries.

The Board of Directors is authorised to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe and/or acquire shares in the Company or other securities issued by other entities but held by it or its subsidiaries, derived from the securities or financial instruments issued under the delegation granted herein, applying in relation to such issues the criteria established in section 4.1 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities or instruments.

5. Until such time as the conversion and/or exchange into shares of the Securities that may be issued under this delegation is possible, the holders thereof shall have all the rights recognised to them under prevailing legislation and especially, if applicable, those relating to pre-emptive subscription rights and the anti-dilution clause in the legal cases, unless the General Meeting or the Board of Directors, on the terms and subject to the requirements of articles 417 and 511 of the Capital Companies Act, decides to exclude in whole or in part the pre-emptive subscription rights of shareholders and holders of convertible debentures, warrants and other securities similar to these.

6. The powers delegated to the Board of Directors shall also include, but not be limited to, the following powers:

(i) The power to increase the capital by the amount necessary to meet requests for conversion and/or exercise of the right to subscribe shares. This power may only be exercised to the extent that the Board, adding together the capital increased to cover the issue of convertible bonds, warrants and other securities similar to these, and the other capital increases agreed under the authorisation granted by the General Meeting of the company, does not exceed the limit of half the amount of share capital provided for in article 297.1 b) of the Capital Companies Act. This authorisation to increase capital includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise of the right to



subscribe shares, as well as the authorisation to redraft the article of the Articles of Association relating to the amount of the capital and, where appropriate, to cancel the part of the capital increase that has not been necessary for the conversion and/or exercise of the right to subscribe shares.

(ii) The power to develop and specify the bases and modalities of the conversion, exchange and/or exercise of the rights to subscribe and/or acquire shares, deriving from the securities to be issued, taking into account the criteria established in number four above.

11.2. The Board of Directors, at the successive General Meetings held by the Company, shall inform the shareholders of the use, if any, made to date of the proxies referred to in this resolution.

11.3. To delegate to the Board of Directors, with express power of substitution in the Director or Directors it deems appropriate, the broadest powers necessary in law for the interpretation, application, execution and development of the above resolutions to issue fixed-income securities, including those convertible and/or exchangeable into shares of the company or forming part of its portfolio of holdings or those of its subsidiaries, on one or several occasions, and the corresponding capital increase, if appropriate, also granting it powers for the correction and supplementation of the same in all that may be necessary, and to comply with any requirements that may be legally required to bring them to a successful conclusion, and may remedy any omissions or defects in such resolutions, indicated by any national or foreign authorities, officials or bodies, being also empowered to adopt any resolutions and execute any public or private documents it deems necessary or advisable to adapt the aforementioned resolutions for the issue of convertible or exchangeable securities and the corresponding increases or capital increases to the verbal or written qualification of the Registrar of Companies or the Registrar of Companies, as the case may be, in order to ensure that the aforementioned resolutions are duly approved by the Registrar of Companies. Registrar of Companies or, in general, of any other competent national or foreign authorities, officials or institutions.

12. Authorisation for execution of the resolutions passed at the General Meeting.

Grant the Board of Directors authorisation to the fullest extent required in Law, subject to no form of limitation, in order that it might, in interpretation of the decisions reached at this General Shareholders' Meeting, pass any resolutions that might in its judgment be necessary or desirable for the development of the aforementioned decisions and/or the execution thereof, all the foregoing to the fullest extent, including modification of the resolutions passed in non-substantive and specific aspects in order to adapt them in accordance with the classification of the Companies Register, entitling for this purpose the Directors Mr Carlos March Delgado, Mr Juan March de la Lastra, Mr Juan March Juan and Mr José



Ramón del Caño Palop, in order that any of them might on a joint and several basis sign any public and/or private instruments deemed necessary, or in their opinion desirable, in order to place on record the resolutions passed at this General Meeting, and at the relevant time in each case, in accordance with the provisions of each resolution and by virtue of the powers granted for the execution and development thereof, proceed to rectify deeds and perform any acts deemed necessary or desirable to achieve registration with the Companies Register.

13. Approval of the minutes.

Approve the minutes of the General Meeting.

Madrid, 6 May 2024



CORPORACIÓN FINANCIERA ALBA, S.A.
SHARE CAPITAL, SHARES AND VOTING RIGHTS

On the date of the calling of the General Shareholders' Meeting, the share capital, the total number of shares and the voting rights of CORPORACIÓN FINANCIERA ALBA, S.A., are the following:

Share capital:	€ 60,305,186
Shares:	60,305,186
Voting rights:	60,305,186 voting rights

Madrid, 6 May 2024



REPORTS ON THE SPECIAL ISSUES TO BE SUBMITTED TO THE GENERAL MEETING THAT REQUIRED IT

In order to comply with the provisions of articles 286 and 518 of the Capital Companies Act, the following reports are approved in relation to items 9, 10 and 11 on the agenda of the Ordinary and Extraordinary General Shareholders Meeting of Corporación Financiera Alba, S.A. (“**Corporación Financiera Alba**” or the “**Company**”) convened at this meeting:

I. REPORT OF THE BOARD OF DIRECTORS IN RELATION TO THE PROPOSED RESOLUTION TO AUTHORISE THE COMPANY TO ACQUIRE ITS OWN SHARES AND, IF APPROPRIATE, TO REDUCE THE SHARE CAPITAL, WHICH IS SUBMITTED AS ITEM NINE ON THE AGENDA TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING CALLED FOR 17 AND 18 JUNE 2024.

In relation to item 9 on the Agenda of the Ordinary and Extraordinary General Meeting called for 17 and 18 June 2024, and in compliance with the provisions of article 286 of the Capital Companies Act, the Board of Directors hereby states the following:

1.- AUTHORIZATION FOR THE ACQUISITION OF OWN SHARES AND REDUCTION OF SHARE CAPITAL

Authorisation to acquire own shares, within the limits and subject to the requirements established in the Capital Companies Act, and to reduce the share capital, if appropriate.

2.- PURPOSE AND JUSTIFICATION OF THE PROPOSAL

Articles 146 et seq. of the Capital Companies Act allow Spanish public limited companies to hold shares issued by the company itself, either directly or through subsidiaries, provided they comply with the requirements established therein.

Once the derivative acquisition of own shares has been carried out, several mechanisms can be used to reduce or eliminate such own shares. In particular, it can be decided to redeem the acquired shares or to sell the treasury shares on the market. However, the decision to use one or the other procedure has to take account of market conditions, which may at a given moment be unfavourable to direct disposal on the market.

In view of the impossibility of establishing in advance the appropriateness of using a certain procedure, and given the lack of elements of judgement that would allow a decision to be taken at this stage concerning the method that will, in due course, be most suitable, it is considered appropriate to delegate to the Board of Directors the power to assess and decide these questions when they arise.

In the event of the redemption of treasury shares, this would require the adoption of a resolution by the General Meeting to reduce the share capital. However, since the appropriateness and timeliness of this operation will depend on changing circumstances influencing the stock market (the socio-economic context, the financial situation and the objectives and policies of the company itself), and it is therefore not possible to determine the specific conditions at this stage, the resolution to reduce capital must be conceived with broad criteria, delegating to the Board of Directors a series of powers in order to make this possible, including the determination of the amount of the reduction and whether it is to be allocated to the restricted reserve provided for in Article 335. c) of the Capital Companies Act, or to a freely distributable reserve, in which case the legal requirements must be met to guarantee creditors.

Finally, it should be noted that this resolution is intended to provide the company with a suitable instrument to operate in national and international financial markets on equal terms with other entities operating in those markets. The shares acquired by virtue of this authorisation may be used for their disposal or redemption, for the application of the remuneration systems contemplated in article 146.1 of the Capital Companies Act, as well as for the development of programmes that encourage participation in the Company's capital or alternative remuneration to monetary remuneration, such as, for example, share buy-back programmes, dividend reinvestment plans, loyalty bonuses or other similar instruments.

3.- PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL SHAREHOLDERS' MEETING

Consequently, the following resolution is submitted for the approval of the General Meeting:

1. To authorise, for the purposes of article 146 of the Capital Companies Act, the derivative acquisition, subject to the requirements of the provisions applicable for this purpose, of shares in this Company, under the following conditions:
 - (i) The authorisation extends to acquisitions made by subsidiaries of Corporación Financiera Alba, S.A. within the limit indicated.
 - ii) Acquisitions shall be made by purchase and sale, swap, or any other means permitted by law.
 - iii) Acquisitions may be made, from time to time, up to the maximum amount permitted by law.

- iv) The acquisition price shall be that corresponding to the stock market price on the day on which it is made or that authorised, as the case may be, by the competent stock exchange body.
 - v) This authorisation is granted for a period of five (5) years from the date of adoption of this resolution.
 - vi) As a result of the acquisition of shares, including those that the Company or the person acting in his own name, but on behalf of the Company, had previously acquired and held in portfolio, the resulting net assets may not be reduced below the amount of the share capital plus the legal or statutorily unavailable reserves, all in accordance with the provisions of letter b) of article 146.1 of the Capital Companies Act.
- vii) The shares acquired as a result of this authorisation may be used both for their disposal or redemption and for the application of the remuneration systems contemplated in the third paragraph of letter a) of article 146.1 of the Capital Companies Act, as well as for the development of programmes that encourage participation in the Company's capital or alternative remuneration to monetary remuneration, such as, for example, share buy-back programmes, dividend reinvestment plans, loyalty bonuses or other similar instruments.
2. Reduce the share capital for the amortisation of any treasury shares that the Company might hold on its Balance Sheet, charged to the amount of share capital for the par value of the shares amortised, and charged to profits or available reserves with regard to the remainder up to the amount paid for the acquisition thereof, for the amount that would be desirable or necessary at this time, and up to a maximum of the treasury shares in existence at this moment.
 3. Delegate to the Board Directors the execution of the above capital reduction resolution, said body being entitled to perform this on one or more occasions within a maximum period of eighteen months from the date when this General Meeting is held, performing all procedures, administrative acts and authorisations that might be required or imposed by the Capital Companies Act and other applicable provisions, specifically being delegated powers, within the deadline and limits indicated for the execution thereof, to establish the date or dates of the specific capital reduction or reductions, the suitability and desirability thereof, taking into account market conditions, the share price, the economic and financial situation of the Company, its cash flow, reserves and the evolution of the enterprise, and any other aspect that might influence this decision; specify the amount of the capital reduction; establish the allocation of the amount of the reduction, either to an unavailable reserve, or otherwise to freely available reserves, with the relevant guarantees being provided, and the legally imposed requirements fulfilled; adapt Article 5 of the Corporate Bylaws to reflect the new amount of share capital; request delisting of the amortised securities, and in general pass

any resolutions that might be required for the purposes of said amortisation and the corresponding capital reduction, appointing those persons entitled to act in the formalisation thereof.

4. Revoke the authorisation granted by the General Shareholders' Meeting held on 20 June 2022 for the acquisition of treasury stock within the limits and requirements established in the Capital Companies Act, and, where applicable, to reduce the share capital.

II. REPORT OF THE BOARD OF DIRECTORS IN RELATION TO THE PROPOSED RESOLUTION OF DELEGATION OF FACULTIES TO INCREASE THE SHARE CAPITAL, WHICH IS SUBMITTED AS ITEM TEN ON THE AGENDA TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING CALLED FOR 17 AND 18 JUNE 2024.

In relation to item 10 on the Agenda of the Ordinary and Extraordinary General Meeting called for 17 and 18 June 2024, and in compliance with the provisions of article 286 of the Capital Companies Act, the Board of Directors hereby states the following:

1.- AUTHORIZATION FOR THE SHARE CAPITAL INCREASE

Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (Separate vote on the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating the pre-emptive subscription right, pursuant to the provisions of articles 308 and 506 of said Act; 10.2 Authorisation to increase the share capital without eliminating the pre-emptive subscription right; 10.3 Maximum limit of the authorisation.

2.- PURPOSE AND JUSTIFICATION OF THE PROPOSAL

On 17 June 2024, the authorisation granted by the General Meeting of Shareholders held in 2019 to the Board of Directors to increase the share capital in accordance with the provisions of articles 297.1.b) of the Capital Companies Act and the Companies Register Regulations expires.

Even though there is no provision for the issue of shares, it is advisable to renew the aforementioned authorisation in order to provide the Board with a flexible instrument that will enable it to adequately meet any possible needs that may arise, following, moreover, the general pattern in all listed companies.

3.- PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL SHAREHOLDERS' MEETING

The full text of the proposed authorisation to increase the share capital under item ten of the agenda is as follows:

Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (separate vote on each of the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating pre-emptive subscription rights, pursuant to the provisions of articles 308 and 506 of the said Act; 10.2 Authorisation to increase the share capital without eliminating pre-emptive subscription rights; 10.3 Maximum limit of the authorisation.

10.1. To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent to twenty per cent of the share capital, that is, by a maximum amount of 12,061,037; the increases agreed by virtue of this delegation must be carried out by means of monetary contributions and within a maximum period of five (5) years from today's date, the Board being authorised to eliminate the pre-emptive subscription right, subject to compliance with the requirements established by law for this purpose, to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to set the other conditions thereof and, in particular, the rate of issue of the new shares, which may be at par or with a share premium requirement, the amount of which may also be set by the Board, unless the pre-emptive subscription right is excluded, in which case the rate of issue must be the fair value of the shares as determined by the auditor; and to apply for the shares issued to be listed on the stock exchange.

10.2. To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent to half the share capital, i.e. by a maximum of 30,152,593 euros; the increases agreed by virtue of this delegation must be carried out by means of cash contributions and within a maximum period of five (5) years from today's date, without excluding the pre-emptive subscription right, the Board being authorised to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to fix the other terms and conditions thereof and, in particular, the type of issue of the new shares, which may be at par or subject to a share premium, the amount of which may also be fixed by the Board; and to apply for the shares issued to be listed on the stock exchange.

10.3. Under no circumstances may the Board of Directors exceed the maximum amounts established in this resolution and in articles 297.1.b) and 506 of the Capital Companies Act in the exercise of its delegated powers, in relation to the capital increases that may be adopted under resolutions 10.1. and 10.2. above, taken individually or as a whole.

III. REPORT OF THE BOARD OF DIRECTORS IN RELATION TO THE PROPOSED RESOLUTION ON THE DELEGATION OF POWERS TO ISSUE

FIXED-INCOME SECURITIES, INCLUDING SECURITIES CONVERTIBLE AND/OR EXCHANGEABLE INTO SHARES,, WHICH IS SUBMITTED AS ITEM ELEVEN ON THE AGENDA TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING CALLED FOR 17 AND 18 JUNE 2024.

In relation to item 11 on the Agenda of the Ordinary and Extraordinary General Meeting called for 17 and 18 June 2024, and in compliance with the provisions of article 286 of the Capital Companies Act, the Board of Directors hereby places on record the following:

1.- DELEGATION OF POWER TO ISSUE FIXED-INCOME SECURITIES

Delegation of the power to issue fixed-income securities, including securities convertible and/or exchangeable into shares, including the elimination of pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.

2.- PURPOSE AND JUSTIFICATION OF THE PROPOSAL

On 17 June this year, the authorisation granted at the AGM held in 2019 for the Board to issue fixed-income securities, in accordance with the provisions of the Capital Companies Act and the Companies Register Regulations, expires.

Although no specific issue of fixed-income securities (including convertible and/or exchangeable into shares) is planned for the time being, it is advisable to renew and update the aforementioned authorisation in order to provide the Board with a flexible instrument that will enable it to adequately meet any possible needs that may arise, following, moreover, the general pattern of all listed companies.

Bearing in mind the specialisation and progress in the issue and constant evolution of securities in the different financial markets, the agreement distinguishes between convertible debentures, specifically regulated in our Capital Companies Act, and warrants or any other securities that in practice imply a right of the holder to convert or exchange shares in the company. This distinction aims to clarify possible interpretations arising from the lack of specific regulation of these securities. In this respect, the resolution equates these two types of securities, with the understanding that the Board of Directors must act in the issuance of such securities, ensuring compliance with the regulations applicable to issues specifically regulated in the Capital Companies Act and avoiding that a lack of specific regulation may be interpreted as a lack of need to comply with the requirements established by said regulations for convertible bonds. In short, the terms and conditions of the agreement in practice equate all types of securities that entail a right to exchange or subscribe shares in the Company, and this principle is established by application of the provisions of Title XI and Chapter V of Title XIV of the Capital Companies Act, which establish a series of requirements both for the issue of debentures and for any other securities that recognise or create debt.

The delegation agreement also includes, in addition to the issue of fixed-income securities, including securities convertible into and/or exchangeable for shares of the Company, the issue of securities that are convertible into and/or exchangeable for securities that form part of the portfolio of holdings belonging to Corporación Financiera Alba, S.A. and its subsidiaries.

The delegation agreement establishes the necessary precautions to prevent the subscription price of these securities from being lower than the price of the shares for which they are exchangeable, which would circumvent the prohibition established in article 59.2 of the Capital Companies Act on issuing shares at a price lower than their par value.

On the other hand, the proposed resolution also establishes the criteria for determining the bases and modalities of the conversion and/or exchange, although the Board of Directors is entrusted, in the event that it resolves to make use of the authorisation of the General Meeting, with specifying some of these bases and modalities for each issue, within the limits and in accordance with the criteria established by the General Meeting.

In particular, the Board of Directors shall determine the specific ratio of conversion into shares and, to this end, shall issue, at the time of approving an issue of securities to be delegated under the authorisation conferred by the General Meeting, a Directors' report detailing the specific bases and methods of conversion applicable to the issue in question, which shall also be the subject of a correlative report by the auditors referred to in section 414 of the Capital Companies Act. In this way, the Board is given sufficient flexibility to set the value of the shares for the purposes of the conversion based on market conditions and other applicable considerations. Furthermore, as provided for in article 415 of the Capital Companies Act, the resolution provides, for the purpose of conversion, that the nominal value of the debentures shall not be less than the nominal value of the shares.

Likewise, the proposed delegation resolution contemplates the authorisation to the Board of Directors so that, in the event that it decides to issue debentures that are convertible into newly issued shares of the Company itself, it may resolve to increase the capital necessary to cover the conversion, provided that this increase by delegation does not exceed half the amount of the share capital, as established in article 297.1.b) of the Capital Companies Act.

3.- PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS

The full text of the proposed authorisation for the acquisition of treasury stock under item eleven on the agenda is as follows:

Delegation of the power to issue fixed-income securities, including convertible and/or exchangeable into shares, even eliminating pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.

11.1. To delegate to the Board of Directors, in accordance with the general rules on bond issues and pursuant to the provisions of article 319 of the Companies Registry Regulations, the power to freely issue debentures, bonds or other fixed-income securities of the company, whether simple or secured, convertible and/or exchangeable or not, into shares of the company, as well as to issue bonds, debentures or other fixed-income securities of the company, whether convertible and/or exchangeable or not, into shares of the Company, as well as warrants, futures, options, debentures, bonds or other securities or financial instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already in circulation, or securities held by the Company, in accordance with the following conditions:

1. The issue of the securities which the Board of Directors is empowered to issue pursuant to this resolution (hereinafter the "Securities") may be made on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.

2. The maximum total amount of the issue or issues of the Securities to be agreed under this delegation shall be FIVE HUNDRED MILLION EUROS (500,000,000 euros) or its equivalent in another currency.

3. By virtue of the powers delegated herein and by way of illustration only and not limitation, the Board of Directors shall be responsible for determining, for each issue, the amount thereof, always within the aforesaid overall quantitative limit; the place of issue -domestic or foreign- and the currency or currency and, if foreign, its equivalence in euros; the denomination, whether bonds, debentures -including subordinated bonds-, warrants or any other legally admissible denomination; the date or dates of issue; the number of securities and their nominal value, which in the case of bonds and debentures shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe or acquire the underlying shares; the interest rate, fixed or variable, the dates and procedures for payment of the coupon; the perpetual or redeemable nature of the issue and, in the latter case, the redemption period and maturity date; the type of redemption, premiums and lots, the guarantees; the form of representation, by means of securities or book entries; pre-emptive subscription rights or, where applicable, the exclusion thereof, as well as the subscription regime; applicable law; apply, where appropriate, for admission to trading on official or unofficial secondary markets, organised or otherwise, domestic or foreign, of the securities issued, in accordance with the requirements established in each case by prevailing legislation, and, in general, any other conditions of the issue, as well as, where appropriate, appoint the Commissioner

and approve the basic rules governing the legal relations between Corporación Financiera Alba, S. A. and the Syndicate. A. and the Syndicate of holders of the securities issued, should the creation of such Syndicate be necessary.

4. For the purposes of determining the bases and modalities of the conversion and/or exchange, it is agreed to establish the following criteria:

4.1. Convertible and/or exchangeable bonds and debentures:

(i) The fixed-income securities (whether bonds, debentures or any other legally admissible securities) issued under this agreement shall be convertible into new shares of Corporación Financiera Alba, S.A. and/or exchangeable for outstanding shares of the Company itself in accordance with a conversion and/or exchange ratio to be established by the Board of Directors, which shall also be empowered to determine whether they are convertible and/or exchangeable, as well as to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in the event that they are voluntarily convertible and/or exchangeable, at the option of the holder or the issuer, with the frequency and during the period established in the issue resolution, which may not exceed fifteen (15) years from the date of issue.

(ii) The Board may also establish, in the event that the issue is convertible and/or exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or their exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares, and even to settle the difference in cash. In any case, the issuer must respect the equal treatment of all holders of the debt securities that it converts and/or exchanges on the same date.

(iii) For the purposes of the conversion and/or exchange, the fixed-income securities and shares shall be valued at the exchange rate or in accordance with the procedure determined for this purpose in the resolution of the Board of Directors in which the delegation of authority is used, in any event ensuring that the conversion value of the shares of Corporación Financiera Alba, S.A. is not less than the fair value in the event that the issue is made excluding the pre-emptive subscription right. Under no circumstances may the value of the share for the purposes of the share-bond conversion ratio be less than the nominal value.

When approving an issue of convertible bonds pursuant to the authorisation granted by the Annual General Meeting, the Board of Directors shall issue a Directors' report setting out and specifying, on the basis of the criteria described above, the bases and terms and conditions of the conversion specifically applicable to the issue in question. This report shall be accompanied by the corresponding auditor's report referred to in articles 414 and 511 of the Capital Companies Act.

4.2. Warrants, futures, options, debentures, bonds or other similar securities or financial instruments that may directly or indirectly give the right to subscribe and/or acquire shares in the Company, whether newly created or already in circulation, or other securities issued by other entities but forming part of the portfolio of Corporación Financiera Alba, S.A. or its subsidiaries.

The Board of Directors is authorised to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe and/or acquire shares in the Company or other securities issued by other entities but held by it or its subsidiaries, derived from the securities or financial instruments issued under the delegation granted herein, applying in relation to such issues the criteria established in section 4.1 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities or instruments.

5. Until such time as the conversion and/or exchange into shares of the Securities that may be issued under this delegation is possible, the holders thereof shall have all the rights recognised to them under prevailing legislation and especially, if applicable, those relating to pre-emptive subscription rights and the anti-dilution clause in the legal cases, unless the General Meeting or the Board of Directors, on the terms and subject to the requirements of articles 417 and 511 of the Capital Companies Act, decides to exclude in whole or in part the pre-emptive subscription rights of shareholders and holders of convertible debentures, warrants and other securities similar to these.

6. The powers delegated to the Board of Directors shall also include, but not be limited to, the following powers:

(i) The power to increase the capital by the amount necessary to meet requests for conversion and/or exercise of the right to subscribe shares. This power may only be exercised to the extent that the Board, adding together the capital increased to cover the issue of convertible bonds, warrants and other securities similar to these, and the other capital increases agreed under the authorisation granted by the General Meeting of the company, does not exceed the limit of half the amount of share capital provided for in article 297.1 b) of the Capital Companies Act. This authorisation to increase capital includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise of the right to subscribe shares, as well as the authorisation to redraft the article of the Articles of Association relating to the amount of the capital and, where appropriate, to cancel the part of the capital increase that has not been necessary for the conversion and/or exercise of the right to subscribe shares.

(ii) The power to develop and specify the bases and modalities of the conversion, exchange and/or exercise of the rights to subscribe and/or acquire shares,

deriving from the securities to be issued, taking into account the criteria established in number four above.

11.2. The Board of Directors, at the successive General Meetings held by the Company, shall inform the shareholders of the use, if any, made to date of the proxies referred to in this resolution.

11.3. To delegate to the Board of Directors, with express power of substitution in the Director or Directors it deems appropriate, the broadest powers necessary in law for the interpretation, application, execution and development of the above resolutions to issue fixed-income securities, including those convertible and/or exchangeable into shares of the company or forming part of its portfolio of holdings or those of its subsidiaries, on one or several occasions, and the corresponding capital increase, if appropriate, also granting it powers for the correction and supplementation of the same in all that may be necessary, and to comply with any requirements that may be legally required to bring them to a successful conclusion, and may remedy any omissions or defects in such resolutions, indicated by any national or foreign authorities, officials or bodies, being also empowered to adopt any resolutions and execute any public or private documents it deems necessary or advisable to adapt the aforementioned resolutions for the issue of convertible or exchangeable securities and the corresponding increases or capital increases to the verbal or written qualification of the Registrar of Companies or the Registrar of Companies, as the case may be, in order to ensure that the aforementioned resolutions are duly approved by the Registrar of Companies. Registrar of Companies or, in general, of any other competent national or foreign authorities, officials or institutions.

Madrid, 6 May 2024



**ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETING OF CORPORACION FINANCIERA ALBA, S.A. TO BE HELD AT
THE FIRST CALL ON 17 JUNE 2024**

ATTENDANCE, REPRESENTATION AND REMOTE VOTING CARD (1), for the Ordinary and Extraordinary General Shareholders' Meeting of CORPORACION FINANCIERA ALBA, S.A., to be held at the first call on 17 June 2024, and in default thereof, the following day, 18 June 2024, at the second call, AT 13:00 HOURS, the venue at both calls being the registered office, at Calle Castelló 77, Madrid.

Shareholders may likewise delegate or vote remotely by postal or electronic means, as indicated on this card or on the Company website (www.corporacionalba.es).

(1) Mark the chosen form of card with an X in the box.

ATTENDANCE CARD		Number of shares:
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Shareholders wishing to attend the General Meeting in person must sign this card in the space provided below, and present it on the day of the General Meeting at the venue thereof, together with:

1. Accreditation issued by IBERCLEAR (the Securities Registration, Compensation and Settlement Systems Management Company) or its participant entities, with an indication of the number and ownership of the shares.
2. A National Identity Document or any other official document suitable for these purposes (and a deed of power of attorney, if representing a legal entity), and a photocopy thereof.

Signature of the shareholder attending

In Madrid, on the ____ of _____ 2024

CORPORACIÓN FINANCIERA ALBA, S.A.
by proxy



REPRESENTATION CARD	Number of shares:
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Shareholders wishing to delegate powers of representation must complete and sign this card in the space provided below, and send it by post to the Company, addressed to Corporación Financiera Alba, S.A. -2024 General Shareholders' Meeting-, Castelló, 77, 28006, Madrid. Registered mail with confirmation of receipt must be used. Delivery may likewise be performed by other means, but in all cases with confirmation of receipt.

The following must be provided together with this card:

1. Accreditation issued by IBERCLEAR (the Securities Registration, Compensation and Settlement Systems Management Company) or its participant entities, with an indication of the number and ownership of the shares.
2. Photocopy of a National Identity Document or any other official document suitable for these purposes (and of the deed of power of attorney, if representing a legal entity).

Should Corporación Financiera Alba, S.A., at any time have reasonable doubts as to the accreditation of the shareholder or the number of shares, it may request that any information or documents it might deem appropriate be presented in order to verify the circumstances here provided.

Delegation of representation may likewise be submitted by electronic communication via the corporate website of the Company (www.corporacionalba.es), by following the instructions given for this purpose in the section "2024 General Shareholders' Meeting", or via the email address: juntageneralalba@corporacionalba.es.

The shareholder to whom this card was issued vests powers of representation for this General Meeting in:

(Mark only one of the following boxes and, where applicable, appoint the representative. In order for this representation to be valid, the delegating shareholder will be required to sign in the place provided for this purpose).

1. The Chairperson of the Board of Directors.
2.

Any delegation of representation that does not state the name of the natural or legal person representative shall be understood to have been vested in the Chairperson of the Board of Directors.

It is here placed on record that if the representative appointed in accordance with the above terms is a Director of the company, he/she may be subject to a potential situation of conflict of interest with regard to items 2, 6 and 7 of the Agenda.

In order to convey your precise voting instructions, mark with a cross the corresponding box in the following table: If any of these boxes is not completed, the specific instruction issued by the principal shall be understood to be for a vote in favour of the proposal of the Board of Directors.

Voting instructions for the proposals of the Board of Directors.

Item on the Agenda	1	2	3	4	5	6.1	6.2	6.3
In favour								
Against								
Abstention								
Left blank								

Item on the Agenda	6.4	7	8	9	10.1	10.2	10.3	11
In favour								
Against								
Abstention								
Left blank								

Item on the Agenda	12	13
In favour		
Against		
Abstention		
Left blank		

If the representative appointed in accordance with the above terms is subject to a conflict of interest in voting on any of the proposals brought before the General Meeting, whether or not included on the Agenda, and the principal has not issued specific voting instructions in accordance with the terms of this card, representation shall be deemed to have been granted to the Secretary of the Board of Directors.

Proposal regarding items not included on the announced Agenda

Unless indicated otherwise, requiring that the following box "NO" be marked (in which case the shareholder shall be deemed to have issued a specific instruction to the representative to abstain), delegation likewise extends to proposals regarding items not included on the Agenda. (___) NO.

If delegation extends to such proposals, the instruction requires the representative to vote against, unless otherwise indicated below:

.....

A situation of conflict of interest will exist in the event that the General Meeting is called on to consider matters not included on the Agenda and that refer to the discharge of or the filing of corporate legal action to assert liability against the representative, if he/she is in turn a Director of the Company.

Signature of the delegating shareholder.

Signature of the representative
attendee

In Madrid, on the ____ of _____ 2024



REMOTE VOTING CARD		Number of shares:
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Any shareholder wishing to vote remotely at the General Meeting must sign this card in the space provided below, and send it to the Company by post, addressed to Corporación Financiera Alba, S.A. -2024 General Shareholders' Meeting, Castelló, 77, 28006, Madrid. Registered mail with confirmation of receipt must be used. Delivery may likewise be performed by other means, but in all cases with confirmation of receipt.

The following must be provided together with this card:

1. Accreditation issued by IBERCLEAR (the Securities Registration, Compensation and Settlement Systems Management Company) or its participant entities, with an indication of the number and ownership of the shares.
2. Photocopy of a National Identity Document or any other official document suitable for these purposes (and of the deed of power of attorney, if representing a legal entity).

Should Corporación Financiera Alba, S.A., at any time have reasonable doubts as to the accreditation of the shareholder or the number of shares, it may request that any information or documents it might deem appropriate be presented in order to verify the circumstances here provided.

Remote votes may likewise be cast by electronic communication via the corporate website of the Company (www.corporacionalba.es), following the instructions given for this purpose in the section "2024 General Shareholders' Meeting", or via the email address: juntageneralalba@corporacionalba.es.

Mark the corresponding box in the table below with a cross. If any of these boxes is not completed, this will be understood as a vote in favour of the proposal of the Board of Directors. If two boxes are marked for the same proposed resolution, the vote will be deemed null and void. In any event, in addition to the terms provided by law, in the Corporate Bylaws and in the Regulation of the General Meeting, the rules included in the announcement of the meeting and on the website of the company (www.corporacionalba.es) must be fulfilled.

Any shareholders casting their votes remotely, whether by post or electronically, will be deemed to be present for the purposes of calling the General Meeting to order.

Vote on the proposals of the Board of Directors.

Item on the Agenda	1	2	3	4	5	6.1	6.2	6.3
In favour								
Against								
Abstention								
Left blank								

Item on the Agenda	6.4	7	8	9	10 .1	10.2	10.3	11
In favour								
Against								
Abstention								
Left blank								

Item on the Agenda	12	13
In favour		
Against		
Abstention		
Left blank		

Proposal regarding items not included on the announced Agenda.

Remote voting is not possible for proposals not included on the Agenda.

Signature of shareholder voting remotely.

In Madrid, on the ___ of ___ 2024

AGENDA

1. Examination and approval, if applicable, of the annual accounts, both separate and consolidated, for the financial year ending 31 December 2023.
2. Approval of the management of the Board of Directors for said financial year.
3. Examination and approval, if applicable, of the Statement of Non-Financial Information for the financial year ending 31 December 2023.
4. Approval of the proposed allocations of results of the financial year ending 31 December 2023.
5. Distribution of dividend charged to reserves.
6. Re-election of members of the Board of Directors and category (Separate votes of the following proposals for resolution): 6.1. Re-election of Ms. María Eugenia Girón Dávila; 6.2. Re-election of Ms. Claudia Pickholz; 6.3. Re-election of Mr. Carlos March Delgado; 6.4. Re-election of Mr. Juan March de la Lastra.
7. Annual report on Directors' Remuneration.
8. Multi-annual variable remuneration system.
9. Authorisation for the acquisition of treasury shares, within the limits and in accordance with the requirements stipulated in the Spanish Capital Companies Act, and (where applicable) for the reduction of share capital.
10. Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (separate vote on each of the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating the pre-emptive subscription right, pursuant to the provisions of articles 308 and 506 of said Act; 10.2 Authorisation to increase the share capital without eliminating the pre-emptive subscription right; 10.3 Maximum limit of the authorisation.
11. Delegation of the power to issue fixed-income securities, including securities convertible and/or exchangeable into shares, even eliminating pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.
12. Authorization for the execution of the resolutions adopted at the Meeting.
13. Approval of the Minutes.



CORPORACIÓN FINANCIERA ALBA, S.A.

**OPERATIONAL STANDARDS
ELECTRONIC SHAREHOLDER FORUM**

6 May 2023



I. Introduction

In accordance with Article 539.2 of the Capital Companies Act, Recast Text approved by Royal Legislative Decree 1/2010, of 2 July 2010, CORPORACIÓN FINANCIERA ALBA, S.A., will enable an Electronic Shareholder Forum on its website for the purpose of the staging of its General Shareholders' Meetings.

The Board of Directors of CORPORACIÓN FINANCIERA ALBA, S.A., approved these "Operational Standards of the Electronic Shareholder Forum" at its meeting held on 6 May 2023 (hereinafter referred to as the "Operational Standards").

II. Concept and Operational Standards of the Electronic Forum

The Electronic Shareholder Forum (hereinafter also referred to as the "Forum") is the platform available on the website of the Company where shareholders may post proposals in accordance with the Act, accompanied by their contact details, in order to allow for communication among shareholders.

The Forum does not constitute a mechanism for electronic online conversation among shareholders, nor a platform for virtual debate. Nor does the Forum constitute a channel of communication between the Company and its shareholders.

These Operational Standards govern the enabling of the Forum on the website of CORPORACIÓN FINANCIERA ALBA, S.A., the availability thereof to shareholders and any voluntary partnerships that may be established in accordance with the regulations in force, in addition to the guarantees, terms and conditions for access and usage thereof.

CORPORACIÓN FINANCIERA ALBA, S.A. reserves the right at any time without prior notice to modify the presentation, configuration, functioning and content of the Forum; the Conditions for Access and Use and these Operational Standards, without prejudice to the legal provisions.

CORPORACIÓN FINANCIERA ALBA, S.A. will be deemed the Moderator of the Forum (hereinafter, the "Moderator"), on the conditions and with the powers set out in these Operational Standards, reserving for itself the right of interpretation in the event of any doubt or dispute in the usage thereof.

III. Object and purpose of the Forum

The Forum is enabled for the purpose of facilitating communication among the shareholders of CORPORACIÓN FINANCIERA ALBA, S.A. (both individuals, whether natural or legal persons, and any voluntary partnerships they may establish) for the purpose of the staging of General Meetings.



Shareholders may submit for publication on the Forum any communications that, in accordance with the Act, have the following purposes:

- a) Post proposals intended for presentation in supplementation of the Agenda announced when calling the meeting.
- b) Requests for support for said proposals.
- c) Initiatives to achieve a sufficient percentage to exercise a minority shareholder right as established in the Act.
- d) Offers or requests for voluntary representation.

Shareholders may likewise, in accordance with the established period and form, present reasoned proposals for resolutions regarding matters already included or that should be included on the Agenda.

The publication on the Forum of a supplementary proposal for the Agenda will not under any circumstances constitute the acceptance thereof, nor therefore a modification to the Agenda announced when calling the Meeting.

IV. Access and use of the Forum

Access and use of the Forum are reserved solely for individual shareholders of CORPORACIÓN FINANCIERA ALBA, S.A. and voluntary partnerships of shareholders recorded in the Register enabled for this purpose by the National Securities Market Commission [the '*Comisión Nacional del Mercado de Valores*', or '*CNMV*'].

To access the Forum, shareholders and voluntary partnerships must register as "Registered Users". They must to this end complete the Forum access application form, providing accreditation of their identity, their status as shareholders of CORPORACIÓN FINANCIERA ALBA, S.A., or as a voluntary partnership of shareholders, duly established and registered with the CNMV.

In the case of legal entity shareholders and voluntary partnerships of shareholders, they must, in the manner established therein, provide proof on the Forum access application form of the representation with which they intend to access the Forum.

Said form must indicate the contact details to be published on the Forum, to allow interested shareholders to contact one another as a consequence of publications on the Forum.

Acceptance of the Forum Standards is required in order to formalise a request as registered user. Registration as a user of the Forum (hereinafter, a "Registered User") and access and/or usage thereof constitutes full and unreserved acceptance of the terms and conditions of the Operational Standards.

CORPORACIÓN FINANCIERA ALBA, S.A. will send registered users access codes for the Forum, to the email address indicated by them.



Access and usage of the Forum by Registered Users are conditional on continued status as a shareholder of CORPORACIÓN FINANCIERA ALBA, S.A. in accordance with the applicable regulations, or as a voluntary partnership of shareholders, duly established and registered.

Should CORPORACIÓN FINANCIERA ALBA, S.A., in its capacity as Forum Moderator, have any reasonable doubts at any time as to the fulfilment of these conditions by any registered User, it may call on that User to provide accreditation that said conditions remain in place, and may request the submission of any information or documents deemed appropriate to verify the circumstances here provided.

The Moderator may call for additional information, suspend or cancel the registration of Registered Users, if in its judgment they do not comply with the aforementioned conditions.

Communications issued by shareholders who lose said status prior to the corresponding General Meeting being held shall automatically lapse, as shall communications connected or linked to the foregoing.

The operational period of the Forum shall run from the date when the General Meeting is announced up to the date when it is held, at the start time thereof.

V. Publication of communications on the Forum

Registered Users may submit proposals regarding the matters indicated in subsection III, to be published by the Moderator on the Forum, provided that they are deemed to be compliant with the Act and these Operational Standards.

Proposals published on the Forum shall include the following identification details of the shareholder (as provided on the Registered User form):

- Given name and surname/company name and identification of the representative, in the case of legal entities.
- Registration number in the corresponding Register of the National Securities Market Commission, in the case of voluntary partnerships of shareholders.
- Contact details indicated by the shareholder on the form, to facilitate communication with other interested shareholders.

CORPORACIÓN FINANCIERA ALBA, S.A. may refuse publication on the Forum, or withdraw this at any time, in the case of any communications that it deems not to comply with the legal regulations or these Operational Standards.

Any communications containing comments in violation of personal dignity, that are offensive, xenophobic, racist, violent, or any that in any way would be liable to be in breach of the law, or would in general be inappropriate for the nature of the Forum, or lie outside its intended scope, will not be published on the Forum.



Nor will any communications that harm, disable, overload or damage the functioning of the Forum or the IT equipment of CORPORACIÓN FINANCIERA ALBA, S.A. or of other Registered Users or third parties be published, nor any documents, files or any content stored on such IT equipment (hacking), or any that would prevent the normal usage and enjoyment of the Forum by other Registered Users.

No communication may include any type of marketing or advertising by Registered Users.

Any Registered User becoming aware that any content of the Forum, or any provided thereby, is in breach of the legal requirements, the rules established in these Operational Standards or the demands of good faith may inform the Moderator via the contact address referred to in the contact address subsection, without this constituting any type of responsibility on the part of CORPORACIÓN FINANCIERA ALBA, S.A., even if it does not take any measures with regard thereto.

Registered Users undertake to make diligent, proper use of the Forum in accordance with the legal regulations, these Operational Standards and the demands of good faith, in accordance with its purpose as set out in the above subsection, "Object and purpose of the Forum".

No personal data or information of third parties may be included without the express, documented consent of the data subject, nor may the identity of other parties be supplanted.

The publication of communications on the Forum is dependent at all times on continued status as a shareholder of CORPORACIÓN FINANCIERA ALBA, S.A. or a voluntary partnership of shareholders, duly established and registered with the CNMV. Shareholders likewise accept an obligation to notify the Company at the earliest possible opportunity should they lose their shareholder status.

No communication issued or published on the Forum may under any circumstances be deemed to constitute notice served on CORPORACIÓN FINANCIERA ALBA, S.A. for the purposes of exercising any right held by shareholders, individually or collectively (inclusion of supplementary items on the agenda, remote voting, etc.), nor to substitute the requirements imposed by the Act, the Corporate Bylaws and internal Regulations of the Company in order to exercise any such rights or to undertake shareholder initiatives and actions. All rights and entitlements that shareholders might wish to exercise must be performed by means of the legally established channels, without the Forum under any circumstances constituting a valid channel for these purposes.

In order to exercise such rights or for any other matters, shareholders may contact the Company via the Electronic Shareholder Forum Moderator of CORPORACIÓN FINANCIERA ALBA, S.A., at Callé Castelló 77, 5, 28006 Madrid, or via the email address foro@corporacionalba.es.



Following conclusion of the General Shareholders' Meeting, CORPORACIÓN FINANCIERA ALBA, S.A. reserves the right to eliminate and delete all communications referring thereto.

VI. Responsibility of the Moderator

CORPORACIÓN FINANCIERA ALBA, S.A. declines all responsibility for the precision, accuracy, validity, lawfulness or relevance of the communications published on the Forum, or any communications definitively published thereon, or the opinions expressed therein by said Registered Users.

Likewise, CORPORACIÓN FINANCIERA ALBA, S.A., is as Forum Moderator entitled, but not obliged, to monitor the content of the communications published on the Forum, which are the sole responsibility of the shareholders issuing them. The Moderator may in any event establish communication content moderation and filtering tools, and remove content should any of the circumstances set out in these Operational Standards arise.

CORPORACIÓN FINANCIERA ALBA, S.A. will accept responsibility only for its own services and content directly generated by it and identified with its copyright as intellectual or industrial property or trademark.

The Moderator reserves the right not to publish the communications of Registered Users on the Forum, and to exclude any Registered User from said Forum in accordance with the provisions of these Operational Standards.

VII. Responsibility of Registered Users

By accessing and/or making use of the Forum, all Registered Users declare that they are aware and accept that use of the Forum takes place in all cases subject to their sole and exclusive responsibility.

All Registered Users may issue communications regarding any of the matters indicated in the subsection "Object and purpose of the Forum".

Registered Users will be liable for any damages and losses that might be suffered by CORPORACIÓN FINANCIERA ALBA, S.A., another Registered User or any other third party as a consequence of access and/or usage of the Forum (including in particular the formulation of communications) in breach of any provision of the regulations in force, of these Operational Standards, and of the demands of good faith.

VIII. Cost of usage

Access and usage of the Forum by Registered Users is free of charge, although this condition does not extend to the cost of connection via the telecommunications network provided by the access provider contracted by each Registered User.



IX. Protection of Personal Data

CORPORACIÓN FINANCIERA ALBA, S.A. is the controller of the personal data provided by shareholders for use of the Forum. The purpose of processing is the management and supervision of the functioning of the Forum, and the development, fulfilment and oversight of the existing shareholder relationship for General Shareholders' Meetings of CORPORACIÓN FINANCIERA ALBA, S.A. Personal data will be kept by the Company until expiry of the legal terms for any resolutions passed by the General Meeting to be challenged.

Registered Users expressly accept and authorise upon their registration as such that their personal data may be published or communicated on the Forum.

Shareholders accessing the Forum may exercise rights of access, rectification, objection and cancellation, and any others covered by personal data protection regulations on the terms established in the legislation in force, and may to this end contact the Shareholder Response Office of CORPORACIÓN FINANCIERA ALBA, S.A., of registered office at Calle Castelló, 77, 5, 28006 Madrid, or otherwise via the email address foro@corporacionalba.es, enclosing a copy of their National Identity Document or equivalent document, and accreditation of their shareholder status.

If through the exercise of said rights the data communicated by the shareholder to the Company are rectified or cancelled at the request of said shareholder, CORPORACIÓN FINANCIERA ALBA, S.A. will proceed to rectify or cancel any communications that might on the initiative of said party have been published on the Forum.

No personal data provided to access the Forum will be used in statistical studies as to the shareholding structure of the Company.

X. Suggestions

Any Registered Users who have any suggestions or proposals to improve the Forum, who wish to file grievances regarding content in breach of these Operational Standards, or who wish to exercise their rights as recognised in personal data protection regulations, may contact the email address of the Company, which shall be stated for this purpose on the Forum. The purpose of this email address is to respond to Registered Users and to improve the quality of the Forum, without entailing any type of control or liability on the part of the Moderator.
