

## RELEVANT INFORMATION

In accordance with the provisions of Article 227 of the consolidated text of the Spanish Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October 2015, and implementing regulations, eDreams ODIGEO, S.A. (the "**Company**"), informs that its Board of Directors agreed to convene the Ordinary General Shareholders' Meeting of the Company to be held on 20 September 2022, at 16:00 (C.E.T.), at calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, Spain, on first call, or, if the required quorum is not met, on the following day, 21 September 2022, at the same time and place, on second call. It is expected that the Meeting will be held on first call, that is, on 20 September 2022.

In addition, (i) the full text of the announcement of call to the Ordinary General Shareholders' Meeting referred to and (ii) the full text of the proposed resolutions, are attached hereto.

The legally required reports from directors relating to the items of the agenda, as well as all the relevant documentation relating to the General Meeting, including the documents attached hereto, are available to the shareholders on the Company's website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)).

Madrid, 19 August 2022

**eDreams ODIGEO**

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

**EDREAMS ODIGEO, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2022**  
**ANNOUNCEMENT OF CALL**

The Board of Directors of eDreams ODIGEO, S.A. (the “**Company**”) has resolved to call an Ordinary General Shareholders’ Meeting at calle Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid (Spain), on 20 September 2022, at 16:00h (C.E.S.T.), on first call, or, if the required quorum is not met, on the following day, on 21 September 2022, at the same place and time, on second call. It is expected that the General Shareholders’ Meeting will be held on first call.

**AGENDA**

1. Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2022
2. Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2022
3. Approval of the Board of Directors’ management and actions during the financial year ended 31 March 2022
4. Approval of the proposed application of results for the financial year ended 31 March 2022
5. Approval of the appointment of Ernst and Young, S.L. as auditors
6. Approval of the Directors’ Remuneration Policy
7. Approval of the maximum aggregate remuneration for Directors in their condition as such
8. Approval of the maximum number of Company’s shares allotted to the Executive Directors for the implementation of the Company’s Long Term Incentive Plans (LTIP-2019 and LTIP-2022)
9. Delegation of powers to formalize, notarize and implement the resolutions adopted
10. Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2022

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **PARTICIPATION**

Persons holding at least 1,000 shares that are registered in their name in the corresponding book-entry register not later than 15 September 2022 if, as expected, the General Shareholders' Meeting is held on first call (or the following day if it is held on second call), may attend the General Shareholders' Meeting, with the rights to be heard and to vote. In order to attend the General Shareholders' Meeting, the shareholder must have the corresponding attendance card, the certificate issued by the entity responsible for the book-entry register, as applicable, or the document that, in accordance with the law, certifies that they are a shareholder.

All shareholders having the right to attend may grant a proxy to another person, even if not a shareholder of the Company, or may cast their vote via the delivery of the duly completed attendance, proxy and remote voting card to the Company's registered address (Calle Lopez de Hoyos, 35, 28002 Madrid (Spain)) or via sending an email to the address [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com). The shareholder shall be required to hold the corresponding certificate issued by the entity responsible for the book-entry register, as applicable, or the document that proves they are a shareholder according to law.

Proxies are always revocable and the personal attendance of the proxy-granter at the General Shareholders' Meeting shall in all cases have the effect of revoking the proxy. The shareholder's vote shall prevail over the proxy and, therefore, previously issued proxies shall be deemed revoked and those granted subsequently shall be understood not to be made. Attendance to the General Shareholders' Meeting by the shareholder supersedes any previous vote or the proxy.

Proxies and remote votes issued via postal mail or email must be received by the Company no later than 23:59 (C.E.S.T.) on 19 September 2022.

If the proxy has been validly granted but instructions are not included therein for the exercise of the vote or doubts arise regarding the recipient or scope of the proxy, the proxy shall be deemed (i) to be granted in favor of the Chairman of the Board of Directors, (ii) to refer to all the items that make up the agenda for the General Shareholders' Meeting, (iii) to require a favorable vote upon all the proposals made by the Board of Directors and (iv) to also extend to the items that may arise in addition to the agenda, with respect to which the proxy-holder shall abstain from voting, unless they have reasons to consider it more favorable to the interests of the proxy-granter to exercise their vote in favor of or against such proposals.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

Unless expressly stated and with precise instructions to the contrary from the proxy-granter, if the proxy-holder is in a situation of conflict of interest, the proxy-granter shall be deemed to have also appointed as proxy-holders, jointly and successively, the Chairman of the Board of Directors and, if the latter is in a situation of conflict of interest, the Secretary of the Board of Directors, and, if the latter is in turn in a situation of conflict of interest, the Vice-Secretary of the Board of Directors. For the purposes of the provisions of sections 523 and 526 of the Spanish Companies Act (*Ley de Sociedades de Capital*), notice is given that the Chairman of the Board, as well as any other member of the Board of Directors, may be in a situation of conflict of interest (i) with respect to items 3 (“Approval of the Board of Directors’ management and actions during financial year ended 31 March 2022”), 6 (“Approval of the Directors’ Remuneration Policy”), 7 (“Approval of the maximum aggregate remuneration for Directors in their condition as such”), and 10 (“Consultative vote on the annual director remuneration report for financial year ended 31 March 2022”) on the agenda and (ii) in the circumstances set forth in section 526.1 of the Spanish Companies Act (appointment, re-election or ratification, dismissal, removal or resignation of directors, exercise of a corporate liability action, and approval or ratification of transactions between the Company and the director in question) that may arise outside the scope of the agenda according to law.

### **RIGHT TO INFORMATION**

As from this date, all the documentation relating to the General Shareholders’ Meeting whose publication is established by law, as well as that which it has been deemed appropriate to make available to the shareholders, may be consulted continuously at the Company’s website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)), including, among others, the following: (i) this announcement of the call to meeting; (ii) the full text of the proposed resolutions regarding all the items on the agenda of the call to meeting, together with the legally required reports from directors or independent experts (including the reasoned proposal of the Board of Directors and the report of the Remuneration and Nomination Committee in relation to the justification of the proposal to approve the remuneration policy for Directors); (iii) the template attendance, proxy and remote voting card; (iv) the Company’s individual annual accounts and management report for financial year ended 31 March 2022 and the relevant audit report; (v) the Company’s consolidated annual accounts and management report for financial year ended 31 March 2022 and the relevant audit report; (vi) the total number of shares and voting rights at the date of the call to meeting; (vii) the annual corporate governance report for financial year ended 31 March 2022; (viii) the annual director remuneration report for financial year ended 31 March 2022; (ix) the rules for proving ownership and exercising rights of

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

attendance, proxy and vote; (x) the rules of the electronic shareholders' forum; and (xi) a description of the shareholders' right to information.

Additionally, in accordance with the provisions of section 539.2 of the Spanish Companies Act and article 12 of the Regulations for the General Shareholders' Meeting, an Electronic Shareholders' Forum is made available on the Company's website as from the publication of this call to meeting and until the General Shareholders' Meeting is held. Its operating rules and the form that must be completed to participate therein are made available on the Company's website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)).

Moreover, the shareholders have the right to examine at the registered address of the Company (Calle Lopez de Hoyos, 35, 28002 Madrid (Spain)) and to request the immediate and free-of-charge delivery or shipping (which may be carried out by e-mail with confirmation of receipt if the shareholder accepts this form of delivery) of the documents that are to be submitted for approval at the General Shareholders' Meeting in the legally applicable cases and, in particular, a copy of the Company's individual and consolidated annual accounts and management reports for financial year ended 31 March 2022, together with their respective audit reports.

Pursuant to the provisions of article 527 bis of the Spanish Companies Act, after the General Shareholders' Meeting has been held and within one month from the date thereof, any shareholder, or his/her proxy, and ultimate beneficial owner may request confirmation that the votes corresponding to his/her shares have been properly recorded and tallied by the Company, unless this information is already available to them. The Company shall provide such confirmation within fifteen days of the request or, if the request is made later, of the holding of the General Shareholders' Meeting.

Finally, until 15 September 2022 if, as expected, the General Shareholders' Meeting is held on first call (or the following day if it is held on second call), the shareholders may request information or clarification in writing or ask written questions regarding the issues included in the agenda, regarding the publicly accessible information provided by the Company to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, or CNMV) since the holding of the last General Shareholders' Meeting, and, if applicable, regarding the auditor's report on the individual and consolidated annual accounts and management reports for financial year ended 31 March 2022.

Requests for information or clarification and written questions may be submitted by delivering the request to the registered address of the Company; that is, Calle Lopez de Hoyos, 35, 28002 Madrid (Spain); by

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

sending them to the Company via postal correspondence to the address eDreams ODIGEO, S.A., Calle Lopez de Hoyos, 35, 28002 Madrid (Spain); or by sending an email to the address [junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com).

### **SUPPLEMENT TO THE CALL TO MEETING; SUBMISSION OF PROPOSALS**

Shareholders representing at least 3% of the share capital may request the publication of a supplement to the call to the General Shareholders' Meeting, including one or more items on the agenda, provided that the new items are accompanied by a rationale or a well-founded proposal for a resolution, and they may submit well-founded proposals for resolutions regarding issues that have already been or should be included on the agenda for a General Shareholders' Meeting that has already been called. This right must be exercised by duly authenticated notice that must be received at the registered address of the Company (Calle Lopez de Hoyos, 35, 28002 Madrid (Spain)) within the five days following the publication of this call to meeting.

### **COMMON PROVISIONS APPLICABLE TO SHAREHOLDERS' RIGHTS**

Detailed information regarding the exercise of the rights to information, attendance, proxy, vote, request for publication of a supplement to the call to meeting and submission of well-founded proposals for resolution may be obtained on the corporate website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)). Shareholders may obtain additional information by contacting the Company ([junta.accionistas@edreamsodigeo.com](mailto:junta.accionistas@edreamsodigeo.com)).

### **OTHER SIGNIFICANT ASPECTS**

The Board of Directors has resolved to request the presence of a Notary to attend the General Shareholders' Meeting and record the minutes of the meeting.

All or part of the General Shareholders' Meeting will be recorded by the Company for purposes of internal record. Attendees consent to this recording by attending the General Shareholders' Meeting.

### **PROTECTION OF PERSONAL DATA**

The personal data (i) that shareholders or proxies, as the case may be, provide to the Company (upon exercise or delegation of their information, attendance, proxy and voting rights), (ii) that are provided by the financial institutions and investment services companies that are depositaries or custodians of the shares held by such shareholders, as well as by the entities that are legally responsible for the book-entry registers that record securities or (iii) that are obtained from the recording of the General Shareholders'

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

Meeting (i.e., image and voice) shall be processed by the Company as controller with the purposes of managing the shareholding relationship and the exercise of shareholders' rights at the General Shareholders' Meeting, managing and controlling the holding of the meeting and complying with its legal obligations. Processing these data is required therefor and the legal bases that legitimate such processing are based on the Company's relationship with shareholders and compliance with legal obligations.

These data shall be provided to the Notary solely in connection with the drafting of the notarial minutes of the General Shareholders' Meeting. They may be disclosed to third parties in exercise of the legal information right or may be made available to the public to the extent they are included in the documentation uploaded to the corporate website ([www.edreamsodigeo.com](http://www.edreamsodigeo.com)) or disclosed at the General Shareholders' Meeting. The Meeting may be audio-visually recorded. For security and transparency reasons, by attending the General Shareholders' Meeting each attendee authorizes the taking of pictures as well as the audio-visual recording of image and/or voice. The legal basis for processing personal data consisting in image and/or voice are, firstly, the Company's legitimate interest to record the General Shareholders' Meeting pursuant to applicable law and transparency principles and, secondly, the consent expressed by the attendee by attending the meeting.

Personal data will be retained for as long as the shareholding relationship exists and, subsequently, for a period of 6 years for the sole purpose of facing legal or contractual actions, except if any such legal or contractual actions exceptionally prescribe upon a longer period.

Data subjects will have the right of access, rectification, objection, erasure, limitation of processing and data portability or any other legal rights in relation to the data processed by the Company. Such rights may be exercised in accordance with the provisions of law, by means of a letter addressed to eDreams ODIGEO (address: Calle Lopez de Hoyos, 35, 28002 Madrid (Spain)) or an e-mail sent to [dpo@edreamsodigeo.com](mailto:dpo@edreamsodigeo.com), attaching a copy of the Spanish ID (DNI) of an equivalent identifying document. Data subjects may also file a claim with the competent authority in terms of data protection, which in Spain is the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*) ([www.agpd.es](http://www.agpd.es)).

If the shareholder includes personal data relating to other natural persons on their attendance, proxy and remote voting card or if a proxy attends the General Shareholders' Meeting, the shareholder must inform those persons of the details set forth in the foregoing paragraphs and comply with any other requirements

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

that may be applicable for the provision of the personal data to the Company, without the Company having to take any additional action.

In Madrid, on 16 August 2022.

Mr Guillaume Teissonnière  
Secretary of the Board of Directors



*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

**EDREAMS ODIGEO, S.A.**  
**ORDINARY GENERAL SHAREHOLDERS' MEETING 2022**  
**PROPOSED RESOLUTIONS**

**Item one on the agenda**

**Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2022**

**Resolution:**

To approve the individual annual accounts of eDreams ODIGEO, S.A., comprising the balance sheet, the profit and loss statement, the statement of changes in total equity (statement of recorded income and expenses and statement of total changes in total equity), the cash flow statement and the notes, and the consolidated accounts of eDreams ODIGEO, S.A. with its subsidiary companies, comprising the consolidated balance sheet, the consolidated profit and loss statement, the consolidated statement of changes in total equity (statement of recorded income and expenses and statement of total changes in total equity), the consolidated cash flow statement and the consolidated notes corresponding to the financial year ended 31 March 2022, which were drawn up by the Board of Directors at its meeting on 24 May 2022, and verified by the auditors of eDreams ODIGEO, S.A.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **Item two on the agenda**

### **Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2022**

#### **Resolution:**

To approve the individual management report of eDreams ODIGEO, S.A. and the consolidated management report of eDreams ODIGEO, S.A. with its subsidiary companies corresponding to the financial year ended 31 March 2022, which were drawn up by the Board of Directors at its meeting on 24 May 2022.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

### **Item three on the agenda**

#### **Approval of the Board of Directors' management and actions during the financial year ended 31 March 2022**

##### **Resolution:**

To approve the management and actions of the Board of Directors of eDreams ODIGEO, S.A. during the financial year ended 31 March 2022.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

**Item four on the agenda**

**Approval of the proposed application of results for the financial year ended 31 March 2022**

**Resolution:**

To approve the proposed application of results for the financial year ended 31 March 2022, drawn up by the Board of Directors at its meeting on 24 May 2022, which is set forth below:

---

PROPOSED ALLOCATION	
<hr/>	
Result for the period.....	€17,704,535
Legal reserve.....	€1,770,454
Previous year retained earnings.....	€15,934,081

---

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **Item five on the agenda**

### **Approval of the appointment of Ernst and Young, S.L. as auditors**

#### **Resolution:**

To approve the appointment of the auditors of the Company and its consolidation group, Ernst and Young, S.L., with its address for these purposes at Raimundo Fernández Villaverde 65 - Torre Azca, 28003, Madrid (Spain), holder of tax identification number (CIF) number B-78970506 and registered with the Official Registry of Accounting Auditors (ROAC) under the number S0530 and in the Commercial Registry of Madrid, under Volume 9,364, page 68 and sheet 87,690 for the auditing of the Annual Accounts of the Company corresponding to the fiscal year started on 1 April 2022 and ending on 31 March 2023.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **Item six on the agenda**

### **Approval of the Directors' Remuneration Policy**

#### **Resolution:**

To approve, pursuant to the provisions of article 529 novodecies of the Spanish Companies Act, and in accordance with the report of the Remuneration and Nomination Committee, a new remuneration policy for the members of the Board of Directors of the Company, which shall be applicable for the financial years 2022-2023 (from the date of its approval by the Ordinary General Shareholders' Meeting), 2023-2024, 2024-2025 and 2025-2026.

The text of the new Director Remuneration Policy, together with the reasoned proposal of the Board of Directors and the report of the Remuneration and Nomination Committee, have been made available to the shareholders as part of the documentation relating to the General Shareholders' Meeting since the date of publication of the announcement of the call of the General Shareholders' Meeting.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

### **Item seven on the agenda**

#### **Approval of the maximum aggregate remuneration for Directors in their condition as such**

##### **Resolution:**

To set the maximum global annual amount of remuneration of the independent and other external members of the Board of Directors in their condition as such at 550,000 euros for the financial year 2022-2023. Such remuneration shall remain in force for the subsequent years until the General Meeting resolves to modify it.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **Item eight on the agenda**

### **Approval of the maximum number of Company's shares allotted to the Executive Directors for the implementation of the Company's Long Term Incentive Plans (LTIP-2019 and LTIP-2022)**

#### **Resolution:**

To approve, under section 219 of the Spanish Companies Act, as well as article 13.7 of the Company's Articles of Association, the delivery of Company's shares to the Executive Directors of the Company as part of their remuneration following the implementation of the Long-Term Incentive Plan approved by the Board of Directors of the Company on 24 June 2019 (the "LTIP-2019") and the implementation of a new Long-Term Incentive Plan approved by the Board of Directors of the Company on 16 August 2022 (the "LTIP-2022"), both upon proposal of the Remuneration and Nomination Committee.

The delivery of shares of the Company to the Executive Directors shall comply with the following terms and conditions, in addition to those described in the Directors' Remuneration Policy hereby submitted for approval:

- In relation to the LTIP-2019, which was duly approved in Luxembourg before the Company relocated to Spain, and assuming 100% compliance with the targets to which each LTIP Award relates to, the Executive Directors are entitled to receive rights and subsequently shares of the Company for a target amount of 4,748,750 euros in each year and for a total of 4,748,750 euros during the term of the LTIP-2019 following the approval of Policy (this is, not including shares allocated to the Executive Directors prior to the approval of this Policy). In case that the Board of Directors approves to (i) increase by 20% the Executive Directors total remuneration and (ii) 50% of the variable short-term remuneration be converted into long-term remuneration and satisfied with shares, Executive Directors will be entitled to receive rights and subsequently shares of the Company for the maximum amount of 4,748,750 euros in each year and for a total of 7,640,346 euros during the term of this Plan, following the approval of this resolution (this is, not including shares allocated to the Executive Directors prior to the date hereof).
- In relation to the LTIP-2022, the Executive Directors are entitled to receive rights to receive shares of the Company for a target amount of 4,748,750 euros in each year and for a total of 18,995,000 euros in the four years of the LTIP-2022, assuming 100% compliance with the targets to which each LTIP award relates to. In case that the Board of Directors approves to (i) increase by 20%



*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

the Executive Directors' total remuneration and (ii) 50% of the variable short-term remuneration be converted into long-term remuneration and satisfied with shares, Executive Directors would be entitled to receive rights to receive shares of the Company for the maximum amount of 5,698,500 euros each year and a for the total of 22,794,000 euros in the four years of the LTIP-2022.

- The vesting period of the LTIP-2019 runs from fiscal years 2022-2023 to 2025-2026 and for the LTIP-2022 from fiscal years 2026-2027 to 2029-2030.
- In accordance with the terms and conditions of the LTIP-2019 and LTIP-2022, as described in the Directors' Remuneration Policy submitted for approval, the incentive to be distributed to the to the Executive Directors in shares of the Company under the LTIP-2019 and LTIP-2022 will be calculated, upon completion of each performance period of the LTIP 2019 and LTIP-2022, as the allocated rights of the corresponding awards, multiplied by a weighted coefficient of payment of each target depending on the level of compliance, which shall be between 0% and 100% for three performance years.

It is further resolved to delegate to the Board of Directors and to the Secretary non-member of the Board of Directors, with express powers to sub delegate, any authority as may be necessary to implement, develop, formalise, execute and settle the LTIP-2019 and LTIP-2022, thereby adopting such resolutions and signing such documents, public or private, as may be necessary or convenient for the full effectiveness thereof, and, in particular, by way of example, the following authority:

- (i) To correct, rectify, amend or supplement this resolution as necessary.
- (ii) To establish the terms and conditions of the LTIP-2019 and the LTIP-2022 in all matters not provided for herein, in particular, and without limitation, to establish the indicators and the corresponding coefficients on which the delivery of the shares will be based.
- (iii) To adjust the content of the LTIP-2019 and the LTIP-2022 in response to changes or circumstances that may arise during the term thereof, such as changes that may affect the beneficiary's expectations under the Plans, or significant internal or external changes that may affect the Company's business under the terms and conditions deemed necessary or appropriate at any given moment to preserve the purpose of the LTIP-2019 and the LTIP-2022.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

- (iv) To formalise and implement the LTIP-2019 and LTIP-2022 in the manner it deems appropriate, thus carrying out all actions necessary for the best execution thereof, and, in particular, to approve, where appropriate, the Terms and Conditions or any other document formalising the implementation of the LTIP-2019 and the LTIP-2022, and to draft, negotiate and sign any letters of adherence to the LTIP-2019 and the LTIP-2022.
- (v) To draft, sign and submit as many public or private communications and documents as may be necessary or appropriate to any public or private body for the implementation and execution of the LTIP-2019 and the LTIP-2022, including communications of information to the CNMV and other bodies.
- (vi) To carry out any action, declaration or management before any public or private body or entity or registry to obtain any authorisation or verification necessary for the implementation and execution of the LTIP-2019 and the LTIP-2022.
- (vii) To assess the degree of achievement of the objectives to which compliance with the LTIP-2019 and the LTIP-2022 is linked and proceed to its settlement, for which purpose it may rely on the assessment of the Remuneration and Nomination Committee and the advice of an independent expert.
- (viii) And, in general, to take such actions and execute such documents as may be necessary or advisable for the validity, effectiveness, implementation, development, execution, settlement and successful implementation of the LTIP-2019 and the LTIP-2022 and this resolution.

For the avoidance of doubt, the authority to approve, amend and implement the LTIP-2019 and the LTIP-2022 insofar as it affects any beneficiaries other than the Executive Directors of the Company shall be vested, without limitation, in the Board of Directors.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

## **Item nine on the agenda**

### **Delegation of powers to formalize, notarize and implement the resolutions adopted**

#### **Resolution:**

To empower all members of the Board of Directors, the Secretary and the Vice-Secretary non-directors of the Board of Directors so that any of them, jointly and severally, with its own signature, as broadly as may be required by law, may formalize and notarise the resolutions adopted by the shareholders at this General Shareholders' Meeting, being empowered for such purpose to:

- (i) Develop, clarify, make more specific, interpret, supplement and rectify them.
- (ii) Carry out such acts or legal transactions as may be necessary or appropriate to implement the resolutions, to execute such public or private documents as they consider necessary or appropriate for the full effectiveness thereof, as well as to rectify such substantive or formal omissions, defects or errors as may prevent the recording thereof with the Commercial Registry or any others, as well as, in particular, the mandatory filing of accounts with the Commercial Registry.
- (iii) Delegate to one or more of the members of the Board of Directors part or all of the powers that they deem appropriate, including those corresponding to that body and those that have been expressly allocated thereto by the shareholders at this General Shareholders' Meeting, whether jointly or severally.
- (iv) Determine all other circumstances that are necessary, adopting and implementing the necessary resolutions, publishing the notices and providing the guarantees that are required for the purposes established by law, as well as formalizing the necessary documents and completing such procedural steps as are appropriate, proceeding to comply with such requirements as are necessary in accordance with law for the fullest implementation of the resolutions adopted by the shareholders at this General Shareholders' Meeting.

*This document is a translation of a duly approved Spanish language document, and is provided for information purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish language document which this translation is intended to reflect, the text of the original Spanish language document shall prevail.*

### **Item ten on the agenda**

#### **Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2022**

##### **Resolution:**

To approve, on a consultative basis, the annual director remuneration report corresponding to the financial year ended 31 March 2022, which was made available to the shareholders together with the other documentation relating to the General Shareholders' Meeting from the date of publication of the announcement of this meeting.