



CNMV  
Markets Directorate General  
C/ Edison 4  
28006 Madrid

Colmenar Viejo (Madrid), May 29, 2024

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

### **OTHER RELEVANT INFORMATION**

The Ordinary General Shareholders' Meeting of Pharma Mar, S.A. at its meeting held today, on second call, approved by a sufficient majority of votes all the proposals that the Board of Directors had agreed to submit to its deliberation and decision.

The full text of the resolutions adopted by the Ordinary General Shareholders' Meeting that are submitted, correspond with the proposed resolutions that were communicated to the Commission through Other Relevant Information (registration number 28162) on April 23, 2024. The text of the resolutions adopted and the result of the votes will be published on the Company's website in the next five days.

**Annual General Shareholders' Meeting**



**Resolutions adopted by the General  
Shareholders Meeting**

*COLMENAR VIEJO (MADRID), 29 MAY 2024*

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## RESOLUTION TO AGENDA ITEM 1

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## RESOLUTION TO AGENDA ITEM 2

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

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

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

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

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

## RESOLUTION TO AGENDA ITEM 3

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

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

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

## RESOLUTION TO AGENDA ITEM 4

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

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

**(a) Means of acquisition**

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

**(b) Maximum limit**

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

**(c) Acquisition price when onerous**

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

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

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

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

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

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



## RESOLUTION TO AGENDA ITEM 5

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

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

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

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

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

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

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

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

## **2.- OBJECTIVE SCOPE**

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

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

## **3.- OTHER CONDITIONS**

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

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

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

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

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

## RESOLUTION TO AGENDA ITEM 6

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

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

## RESOLUTION TO AGENDA ITEM 7

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

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

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