

**RESOLUTIONS TAKEN ON THE
SHAREHOLDERS' GENERAL MEETING
OF GRUPO CATALANA OCCIDENTE, S.A.
APRIL 28, 2022, FIRST CALL**

First.- Examination and approval, if applicable, of the Individual Annual Accounts and Management Report corresponding to corporate year 2021.

To approve the Individual Annual Accounts of the Company (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2021, which are not transcribed since they have been printed in official pages of class 8th, serie 00, numbers 4300825 to 4300849, both inclusive, together with the Management Report corresponding to such corporate year printed in the official pages of class 8th, serie 00, numbers 4300850 al 4300853, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8th, serie 00, number 4301187.

Second.- Distribution of the financial results corresponding to corporate year 2021.

To apply the distribution of the individual profit resulting from corporate year 2021, which amounts 75,705,848.50 euros, in the following manner:

Dividends	53,556,000.00 euros
Voluntary Reserve	22,149,848.50 euros
Total	75,705,848.50 euros

The Consolidated Group result amounts to 468,292,318.99 euros, being 427,226,999.47 euros the attributed result to the parent company.

The dividend to be paid to the shareholders is 0.4463 euros per share, a total amount of 53,556,000 euros, which will be executed on May 11, 2022, acting as payment agent Banco Bilbao Vizcaya Argentaria, S.A.

Thus, the total dividends agreed and distributed since the last Shareholders' General Meeting on April 29, 2021, either against Company reserves or result for the year amounts to 113,568,000 euros, that is, 0.9464 euros per share (gross).

Third.- Group Consolidated Annual Accounts and Management Report.

3.1.- Examination and approval, if applicable, of the Group Consolidated Annual Accounts and Management Report corresponding to corporate year 2021.

To approve (i) the Group Consolidated Annual Accounts (being the Balance Sheet, Profit and Loss Account, the Statement of Changes in Equity, the Statement of Cashflow and Notes to the Accounts), corresponding to the corporate year closed as of December 31, 2021, which are not transcribed since they have been printed in official pages of class 8th, serie 00, numbers 4300257 to 4300335, both inclusive, together with (ii) the Consolidated Management Report corresponding to such corporate year, printed in the official pages of class 8th, serie 00, numbers 4300168 to 4300256, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8th, serie 00, number 4301186.

3.2.- Examination and approval, if applicable, of the Non-financial Statement included in the “Sustainability Report – Non Financial Statement” (“*Memoria de Sostenibilidad – Estado de Información No Financiera*”) document, as part of the Group Consolidated Management Report corresponding to corporate year 2021

To approve the Non-financial Statement included in the “Sustainability Report – Non Financial Statement” document as part of the Group Consolidated Management Report corresponding to corporate year 2021, printed in the official pages of class 8th, serie 00, numbers 4300784 to 4300824, both inclusive, for their filing with the Commercial Registry, documents which were signed in the official page of class 8th, serie 00, number 4301186.

Fourth.- Approval, if applicable, of the Board of Directors’ management during corporate year 2021.

To approve the management of the Board of Directors and officers of the Company during the year at hand, in view of the Management Report submitted by the Board of Directors.

Fifth.- Renewal of the appointment of the Company and Consolidated Group external auditors for the corporate year 2022.

To renew for the corporate year 2022, in accordance with article 264 of the Spanish Corporations Act, the appointment of PricewaterhouseCoopers Auditores, S.L. as external auditors of the Company’s Individual Annual Accounts and Management Report (“*Informe de Gestión*”) and as external auditors of the Group’s Consolidated Annual Accounts and Management Report (“*Informe de Gestión Consolidado*”).

PricewaterhouseCoopers Auditores, S.L., has its corporate domicile in Madrid, Torre PwC, Paseo de la Castellana 259 B, provided with tax identification number B-79031290, and registered with the Commercial Registry of Madrid, Sheet number 87250-1, Page 75, Volume 9.267, Registration Book 8.054, section 3rd and on the Spanish Corporate Auditors’ Official Registry (ROAC) under number S0242.

Sixth.- Amendment of article 13 of the Company's Articles of Association.

With the aim of (i) providing greater flexibility to the Company's Board of Directors, (ii) remove references to regulations that have already been repealed; and (iii) adjust the maximum and minimum number of Board of Directors' members to Recommendation 13 of the Good Governance Code of Listed Companies; amend article 13 of the Company's Articles of Association, which is hereby amended and superseded in its entirety, and henceforth shall read as follows:

"ARTICLE 13.- *The Board of Directors will be composed of a minimum of five members and a maximum of fifteen, appointed by the Shareholders' General Meeting. Persons involved in any legal prohibitions or incompatibilities may not be appointed as Directors.*

Directors need not be Company shareholders.

Directors will hold the position for a period of four years. However, may be re-elected indefinitely.

The Board will appoint a Chairman and a Secretary, provided that these appointments have not been made by the Shareholder General Meeting at the time of the Directors election or they hold such positions at the time of their re-election. The Secretary may not be a Director, in which case he will attend the sessions with voice but without vote.

The Board will also appoint one or more Vice-Chairmen, whose will replace the Chairman in case of absence, in order of seniority in their appointment, and if they are equal, in order of age. If none of them is present at any session, the Board will choose who will replace them. The same solution will be adopted in the absence of the Secretary.

The Board shall be considered validly constituted with the attendance of at least half plus one of its members, present or represented, adopting its resolutions by absolute majority of votes of the attending Directors, unless the Law establishes other reinforced majorities."

Seventh.- Acknowledgment of the resignation of Board members.

To acknowledge of the resignations submitted on February 23, 2022 with effect as from 4:00pm today, April 28, 2022, of the directors Mr. Jorge Enrich Izard, Gestión de Activos y Valores, S.L. (represented by Mr. Álvaro Juncadella de Pallejá), Mr. Alberto Thiebaut Estrada, Mr. Enrique Giró Godó, Jusal, S.L. (represented by Mr. José M^a Juncadella Sala), Lacanuda Consell, S.L. (represented by Mr. Carlos Halpern Serra) and Mr. Fernando Villavecchia Obregón, approving their management and thanking them for the services provided.

Likewise, the resignation of Mr. José Ignacio Álvarez Juste is recorded with effect from last December 31, 2021, which is already registered in the Commercial Registry of Madrid, and whose vacancy has not been filled.

Eighth.- Appointment and, if applicable, reelection of Board members.

- 8.1. To re-elect and appoint as member of the Board of Directors, for the statutory term of four years, qualified as an executive director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Mr. Hugo Serra Calderón, Spanish citizen, of legal age, married, with professional domicile to these effects at Sant Cugat del Vallés (Barcelona), Avenida Alcalde Barnils 63, and holder of Spanish I.D. number 46.802.631-T, in force.
- 8.2. To appoint as member of the Board of Directors, for the statutory term of four years, qualified as a proprietary director, with the previous positive report from the Remunerations and Appointments Committee and the supporting report of the Board of Directors, pursuant to the proposal of the shareholder La Previsión 96, S.A. and the Board of Directors, Mr. Álvaro Juncadella de Pallejá, Spanish citizen, of legal age, married, with professional domicile to these effects at Barcelona, Paseo de Gracia 37, 3rd floor. 1st door, and holder of Spanish I.D. number 43.530.247-X, in force.
- 8.3. To appoint as member of the Board of Directors, for the statutory term of four years, qualified as a independent director, following the proposal of the Remunerations and Appointments Committee and the supporting report of the Board of Directors, Ms. Beatriz Molins Domingo, Spanish citizen, of legal age, married, with professional domicile to these effects at Barcelona, Avenida Josep Tarradellas 132, 5th floor. 1st door, and holder of Spanish I.D. number 36.520.576-A, in force.

The Secretary states that the aforesaid proposals have been also accompanied by the supporting reports provided for in article 529.decies of the Spanish Corporations Act, which were attached to the Board of Directors Minutes' dated on February 24, 2022, and were made available to shareholders along with the rest of the information described in the Shareholders' General Meeting call and within the legally stipulated periods.

Mr. Hugo Serra Calderón, Mr. Álvaro Juncadella de Pallejá and Mrs. Beatriz Molins Domingo, present in the Shareholders' General Meeting and whom I identify by their Spanish I.D. numbers 46.802.631-T, 43.530.247-X and 36.520.576-A, respectively, accept their appointment, promising to perform it well and faithfully, and declare that they do not incur in any legal prohibitions or incompatibilities and, especially, those set out in article 213 of the Spanish Corporations Act, as well as in other provisions in force, including regional ones, and meet the requirements established by the Company's Articles of Association.

Ninth.- Setting the number of members on the Board of Directors.

To set the number of members of the Board of Directors at ten (10), in accordance with six through eight resolutions above.

Tenth.- Information to the Shareholders' General Meeting of the amendment of articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 15, 16, 17, 19, 22, 27, 28, 30, 31 and 37 of the Regulations of the Board of Directors.

To acknowledge that, on September 30, 2021, the Board of Directors, following the prior proposal of the Audit Committee, which issued the corresponding Explanatory Report, unanimously resolved to amend articles 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 15, 16, 17, 19, 22, 27, 28, 30, 31 and 37 of the Regulations of the Board of Directors in order to (i) adapt their content to the changes introduced by Act 5/2021, of April 12, which amends the consolidated text of the Spanish Corporations Act, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations, regarding the encouragement of long-term shareholder engagement in listed companies ("Act 5/2021, of April 12"); (ii) gather some recommendations of the Good Governance Code of Listed Companies, following its amendment approved by the Spanish Stock Exchange Commission on June 26, 2020, which the Company had already been applying in practice, as well as (iii) introduce certain technical improvements in the wording of some articles.

The new complete text of the Regulations of the Board of Directors, which includes the abovementioned amendments, has been made available to the shareholders at the Company's corporate webpage and, in accordance with article 529 of the Spanish Corporations Act, has been notified to the Spanish Stock Exchange Commission and is registered with the Commercial Registry of Madrid.

Eleventh.- Approval of the Company's Remuneration Policy

To amend and, if applicable, approve, in accordance with article 529 novodecies of the Spanish Corporations Act, the Company's Remuneration Policy, approved by the Shareholder's General Meeting held on April 29, 2021, with the aim of adapting its content to changes introduced by Act 5/2021, of April 12.

Therefore, and in accordance with article 529 novodecies 1. of the Spanish Corporations Act, this will be the Company's Remuneration Policy since its approval and during the following corporate years 2023, 2024 and 2025 (inclusive), except if an amendment or replacement is proposed during such term, in which case it will be necessary to obtain the prior approval of the Shareholders' General Meeting to carry out such amendment or replacement.

The Board of Directors' reasoned proposal to amend and approve the Company's Remuneration Policy together with the corresponding specific report issued by the Remunerations and Appointments Committee, have been made available to the shareholders at the Company's corporate webpage (www.grupocatalanaoccidente.com) and disclosed following the ordinary procedure pursuant to the call of the Shareholders' General Meeting.

Twelfth.- Members of the Board of Directors remuneration

- 12.1. In accordance with article 19 of the Company's Articles of Association, to set the fixed remuneration in cash to be perceived by the Board of Directors in the corporate year 2022 in 2,286,879.98 euros. To the extent necessary, it is placed on record that the abovementioned amount does not exceed 5% of the net consolidated annual profit corresponding to the last closed corporate year. In accordance with the Articles of Association, the establishment of the exact amount to be paid to each member of the Board, the conditions for its obtention and the distribution among the different members will correspond to the Board of Directors, as it deems convenient.
- 12.2. Additionally, in accordance with article 19 of the Company's Articles of Association, to fix the allowances for attending the Board of Directors' meetings in the amount of 2,225.00 euros.
- 12.3. To approve, in accordance with the Company's Remuneration Policy and article 217.3 of the Spanish Corporations Act, the Board of Directors total remuneration maximum amount, as such, for the corporate year 2022, on 2,600,000 euros. Such maximum amount includes the remunerations approved in the two preceding paragraphs, and will remain in force, in case of approval and as long as the Shareholders' General Meeting does not agree to modify it.

Thirteenth.- To Submit to a consultative vote of the Shareholders' General Meeting the 2021 Annual Report regarding the remuneration of the members of the Board of Directors.

To vote in favour of the report approved by the Board of Directors on February 24, 2022, which has been submitted to consultation to this Shareholders' General Meeting, regarding the remuneration of the members of the Board of Directors which includes, inter alia, information on the directors remuneration policy applicable to the current year, a global summary on how it has been applied the remuneration policy during corporate year 2021, as well as a detailed description of the individual accrued remunerations by each of the members of the Board of Directors in such corporate year.

Such Report was made available to the shareholders at the Company's corporate webpage (www.grupocatalanaoccidente.com) and disclosed following the ordinary procedures pursuant to the call of the Shareholders' General Meeting.

Fourteenth.- Reserves distribution. Delegation to the Board of Directors to establish its amount and distribution date, with the express faculty not to distribute them.

To distribute from the Company's unrestricted reserves, either once or several times, a gross amount of up to five one million (65,000,000) Euros between the shares of the Company with a right to receive it, delegating the faculty to decide on its implementation to the Board of Directors (with express faculty to delegate such implementation).

For the abovementioned purposes, to delegate to the Board of Directors, with express faculties to substitute, the fullest faculties to make decisions regarding the implementation, amounts and execution dates of this unrestricted reserves distribution resolution (with express faculty not to proceed with its implementation) including, in particular and without limitation:

- (i) the decision to implement and make this resolution fully effective, being the Board of Directors expressly authorized (with express faculties of substitution) to refrain from implementing it (either fully or partially), including the possibility of resolving about the full or partial executions (by an amount lower than the maximum agreed) taking into account the market conditions, those affecting the Company or any other relevant facts or event that recommend such decision;
- (ii) the authority to set forth (a) the dates on which they will establish which shareholders are eligible to receive a dividend (*record date*) as well as (b) the specific payment date of the dividends accrued from the unrestricted reserves.
- (iii) to establish the specific accounts or sub-accounts of unrestricted reserves on which the distribution of reserves will be charged;
- (iv) to publish the advertisements and/or communications which are deemed necessary or appropriate;
- (v) to appoint the entity that shall act as a payment agent; and to carry out any other necessary or appropriate actions for the effective distribution; and
- (vi) in general, to take any measures necessary or appropriate for the effective distribution, implementation and full formalisation of the distribution of unrestricted reserves before any public or private entities and bodies, Spanish or foreign, including those of clarification, supplement or remedying of defects or omissions that may impede or hinder the full effectiveness of this resolution.

The current delegation will have a duration of twelve (12) months as from the date of adoption of this resolution.

Fifteenth.- Delegation of faculties to formalize, execute and register the resolutions adopted by the Shareholders' General Meeting.

To empower, individually, to Mr. José M^a Serra Farré and Mr. Francisco José Arregui Laborda, so that any of them, acting in the name and on behalf of the Company, can (i) deposit with the Commercial Registry the Individual Annual Accounts and the Group Consolidated Annual Accounts and the document *Sustainability Report – Non Financial Statement* (“*Memoria de Sostenibilidad – Estado de Información No Financiera*”), all of them corresponding to corporate year 2021; being entitled to clarify or correct any of the terms set forth in these Minutes; and (ii) appear before a Notary Public in order to grant to public the abovementioned resolutions,

being entitled to execute any public or private documents which they deem necessary or convenient, including granting any notarial deeds to clarify, correct or complete the foregoing, as may be appropriate, to fully inscribe the foregoing resolutions in the Commercial Registry; or request, where necessary, the Registrar of the Commercial Registry to register the resolutions adopted in part, if such Registry opposed to the registration of the foregoing in its entirety; all of the above to the fullest extent and without any restriction whatsoever.

****** This English translation is for informative purposes only and in case of contradiction the Spanish version of this document shall prevail ******