

OTHER RELEVANT INFORMATION

In accordance with article 227 of the Spanish Law 6/2023, of 17 March, on Securities Markets and Investment Services, and its implementing regulations, eDreams ODIGEO, S.A. (the "**Company**"), informs that its Board of Directors agreed at its meeting held today to convene the Ordinary General Shareholders' Meeting of the Company to be held at c/ Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, (Spain), on 27 September 2024, at 16:00h (C.E.S.T.), on first call, or, if the required quorum is not met, on the following day, on 28 September 2024, at the same place and time, on second call. **It is expected that the General Shareholders' Meeting will be held on first call, that is, on 27 September 2024.**

In addition, (i) the full text of the announcement of call to the Ordinary General Shareholders' Meeting referred to, which will be published on 22 August in the newspaper ABC, as well as (ii) the full text of the proposed resolutions, are attached hereto.

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).

Madrid, 20 August 2024

eDreams ODIGEO

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EDREAMS ODIGEO, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING 2024
ANNOUNCEMENT OF CALL

The Board of Directors of eDreams ODIGEO, S.A. (the “**Company**”) has resolved to call an Ordinary General Shareholders’ Meeting at c/ Príncipe de Vergara 187, Plaza de Rodrigo Uría, 28002, Madrid, (Spain), on 27 September 2024, at 16:00h (C.E.S.T.), on first call, or, if the required quorum is not met, on the following day, on 28 September 2024, 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 2024
2. Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2024
3. Approval of the consolidated non-financial information included in the Integrated Annual Report corresponding to the financial year ended 31 March 2024
4. Approval of the proposed application of results for the financial year ended 31 March 2024
5. Approval of the Board of Directors’ management and actions during the financial year ended 31 March 2024
6. Approval of the appointment of Ernst & Young, S.L. as auditors
7. Re-election and appointment of directors
 - 7.1. Re-election of Mr. Dana Philip Dunne as executive director for the statutory term of three years
 - 7.2. Re-election of Mr. David Elizaga Corrales as executive director for the statutory term of three years
 - 7.3. Re-election of Mr. Benoit Vauchy as proprietary director for the statutory term of three years
 - 7.4. Re-election of Mr. Pedro López de Guzmán as proprietary director for the statutory term of three years

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- 7.5. Re-election of Mr. Thomas Vollmoeller as independent director for the statutory term of three years
- 7.6. Re-election of Ms. Carmen Allo Pérez as independent director for the statutory term of three years
- 7.7. Re-election of Ms. Amanda Wills as independent director for the statutory term of three years
- 7.8. Appointment of Ms. Laurence Marie Clement Berman as independent director for the statutory term of three years
8. Remuneration of directors
 - 8.1. Approval of a new Director Remuneration Policy
 - 8.2. Approval of the maximum aggregate remuneration of the directors in their capacity as such
 - 8.3. Approval of the maximum number of shares of the Company allocated to the Executive Directors for the implementation of the Company's Long-Term Incentive Plans (LTIP-2022 and LTIP-2026)
9. Authorization to the Board of Directors for the derivative acquisition of own shares either directly or through group companies and for the disposal thereof.
10. Delegation of powers to formalize, notarize and implement the resolutions adopted
11. Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2024

PARTICIPATION

Persons holding at least 1,000 shares that are registered in their name in the corresponding book-entry register five days prior to the date of the General Shareholders' Meeting (i.e. no later than 20 September 2024 if, as planned, the General Shareholders' Meeting is held on first 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 postal delivery of the duly completed attendance, proxy and

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remote voting card to the Company's registered address (Calle López de Hoyos, 35, 28002 Madrid (Spain)) or via sending an email to the address <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 or email communication must be received by the Company no later than 23:59 (C.E.S.T.) on 26 September 2024.

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.

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. 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 5 ("Approval of the Board of Directors' management and actions during the financial year ended 31 March 2024"), 7 ("Re-election and appointment of directors"), 8 ("Remuneration of directors") and 11 ("Consultative vote on the annual director remuneration report for the financial year ended 31 March 2024") 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

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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) 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; (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 2024 and the relevant audit report; (v) the Company's consolidated annual accounts and management report for financial year ended 31 March 2024 and the relevant audit report; (vi) the Company's consolidated non-financial information report for the financial year ended 31 March 2024; (vii) the total number of shares and voting rights at the date of the call to meeting; (viii) the annual corporate governance report for financial year ended 31 March 2024; (ix) the annual director remuneration report for financial year ended 31 March 2024; (x) the rules for proving ownership and exercising rights of attendance, proxy and vote; (xi) the rules of the electronic shareholders' forum; and (xii) 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).

Moreover, the shareholders have the right to examine at the registered address (Calle López 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 2024, together with their respective audit reports.

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Pursuant to the provisions of section 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 22 September 2024 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 2024.

Requests for information or clarification and written questions may be submitted by delivering the request to the registered address (Calle López de Hoyos, 35, 28002 Madrid (Spain)); by sending them to the Company via postal correspondence to the address eDreams ODIGEO, S.A., Calle López de Hoyos, 35, 28002 Madrid (Spain); or by sending an email to the address <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 (Calle López 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

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resolution may be obtained on the corporate website (www.edreamsodigeo.com). Shareholders may obtain additional information by contacting the Company at <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' 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) 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.

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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 López de Hoyos, 35, 28002 Madrid (Spain)) or an e-mail sent to <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.aepd.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 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 20 August 2024.

Mr. Guillaume Teissonnière
Secretary of the Board of Directors

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EDREAMS ODIGEO, S.A.
ORDINARY GENERAL SHAREHOLDERS' MEETING 2024
PROPOSED RESOLUTIONS

Item one on the agenda

Approval of the individual and consolidated annual accounts corresponding to the financial year ended 31 March 2024

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 2024, which were drawn up by the Board of Directors at its meeting held on 28 May 2024, and verified by the auditors of eDreams ODIGEO, S.A.

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Item two on the agenda

Approval of the individual and consolidated management reports corresponding to the financial year ended 31 March 2024

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 2024, which were drawn up by the Board of Directors at its meeting held on 28 May 2024.

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Item three on the agenda

Approval of the consolidated non-financial information included in the Integrated Annual Report corresponding to the financial year ended 31 March 2024

Resolution:

To approve the consolidated non-financial information included in the Integrated Annual Report of eDreams ODIGEO, S.A. corresponding to the financial year ended 31 March 2024, which was drawn up by the Board of Directors at its meeting held on 28 May 2024.

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Item four on the agenda

Approval of the proposed application of results for the financial year ended 31 March 2024

Resolution:

To approve the proposed application of results for the financial year ended 31 March 2024 drawn up by the Board of Directors at its meeting held on 28 May 2024, which is set forth below:

PROPOSED ALLOCATION	
Result for the period.....	(€4,563,523)
Legal reserve.....	N/A
Previous year retained earnings.....	(€4,563,523)

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Item five on the agenda

Approval of the Board of Directors' management and actions during the financial year ended 31 March 2024

Resolution:

To approve the management and actions of the Board of Directors of eDreams ODIGEO, S.A. during the financial year ended 31 March 2024.

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Item six on the agenda

Approval of the appointment of Ernst & 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 2024 and ending on 31 March 2025.

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Item seven on the agenda

Re-election and appointment of directors

Resolutions:

7.1 Re-election of Mr. Dana Philip Dunne as executive director for the statutory term of three years

In accordance with the proposal of the Board of Directors and with a favourable report from the Remuneration and Nomination Committee, re-elect Mr. Dana Philip Dunne, of legal age, of British nationality, with Passport number 556744506 in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “executive director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Dana Philip Dunne, as well as the report from the Remuneration and Nomination Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Mr. Dana Philip Dunne may accept his re-election by any means valid in law.

7.2 Re-election of Mr. David Elízaga Corrales as executive director for the statutory term of three years

In accordance with the proposal of the Board of Directors and with a favourable report from the Remuneration and Nomination Committee, re-elect Mr. David Elízaga Corrales, of legal age, of Spanish nationality, with Spanish Id number 50730588V in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “executive director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. David Elízaga Corrales, as well as the report from the Remuneration and Nomination Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Mr. David Elízaga Corrales may accept his re-election by any means valid in law.

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7.3 Re-election of Mr. Benoit Vauchy as proprietary director for the statutory term of three years

In accordance with the proposal of the Board of Directors and with a favourable report from the Remuneration and Nomination Committee, re-elect Mr. Benoit Vauchy, of legal age, of French nationality, with Passport number 14AD10458 in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “proprietary director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Benoit Vauchy, as well as the report from the Remuneration and Nomination Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Mr. Benoit Vauchy may accept his re-election by any means valid in law.

7.4 Re-election of Mr. Pedro López de Guzmán as proprietary director for the statutory term of three years

In accordance with the proposal of the Board of Directors and with a favourable report from the Remuneration and Nomination Committee, re-elect Mr. Pedro López de Guzmán, of legal age, of Spanish nationality, with Spanish Id number 02548540W in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “proprietary director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Pedro López de Guzmán, as well as the report from the Remuneration and Nomination Committee mentioned above. These reports have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Mr. Pedro López de Guzmán may accept his re-election by any means valid in law.

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7.5 Re-election of Mr. Thomas Vollmoeller as independent director for the statutory term of three years

In accordance with the proposal of the Remuneration and Nomination Committee and the supporting report from the Board of Directors, re-elect Mr. Thomas Vollmoeller, of legal age, of German nationality, with Passport number C1T59J1G7 in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “independent director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Mr. Thomas Vollmoeller. This report, as well as the proposal from the Remuneration and Nomination Committee mentioned above, have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Mr. Thomas Vollmoeller may accept his re-election by any means valid in law.

7.6 Re-election of Ms. Carmen Allo Pérez as independent director for the statutory term of three years

In accordance with the proposal of the Remuneration and Nomination Committee and the supporting report from the Board of Directors, re-elect Ms. Carmen Allo Pérez, of legal age, of Spanish nationality, with Spanish Id. number 16539984V in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “independent director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Ms. Carmen Allo Pérez. This report, as well as the proposal from the Remuneration and Nomination Committee mentioned above, have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Ms. Carmen Allo Pérez may accept her re-election by any means valid in law.

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7.7 Re-election of Ms. Amanda Wills as independent director for the statutory term of three years

In accordance with the proposal of the Remuneration and Nomination Committee and the supporting report from the Board of Directors, re-elect Ms. Amanda Wills, of legal age, of British nationality, with Passport number 512169799 in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “independent director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed re-election is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Ms. Amanda Wills. This report, as well as the proposal from the Remuneration and Nomination Committee mentioned above, have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Ms. Amanda Wills may accept her re-election by any means valid in law.

7.8 Appointment of Ms. Laurence Marie Clement Berman as independent director for the statutory term of three years

In accordance with the proposal of the Remuneration and Nomination Committee and the supporting report from the Board of Directors, appoint Ms. Laurence Marie Clement Berman, of legal age, of French nationality, with Passport number 21FV08384 in force and with domicile for these purposes at Calle López de Hoyos, 35, 28002 Madrid (Spain), as director of the Company with the category of “independent director” for the statutory term of three years and effective as from the date of this General Shareholders’ Meeting.

The proposed appointment is accompanied by a supporting report from the Board, evaluating the competence, experience and merits of Ms. Laurence Marie Clement Berman. This report, as well as the proposal from the Remuneration and Nomination Committee mentioned above, have been made available to the shareholders as from the publication of the notice of the General Shareholders’ Meeting.

Ms. Laurence Marie Clement Berman may accept her appointment by any means valid in law.

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Item eight on the agenda

Remuneration of directors

Resolution:

8.1. Approval of a new Director Remuneration Policy

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 2024-2025 (from the date of its approval by the Ordinary General Shareholders' Meeting), 2025-2026, 2026-2027 and 2027-2028. 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

8.2. Approval of the maximum aggregate remuneration of the directors in their capacity as such.

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 650,000 euros for the financial year 2024-2025. Such remuneration shall remain in force for the subsequent years until the General Meeting resolves to modify it.

8.3. Approval of the maximum number of shares of the Company allocated to the Executive Directors for the implementation of the Company's Long-Term Incentive Plans (LTIP-2022 and LTIP-2026)

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 16 August 2022 (the "LTIP-2022"), upon proposal of the Remuneration and Nomination Committee and the potential Long-Term Incentive Plan that shall be approved by the Board of Directors of the Company during the term of the Directors' Remuneration Policy submitted for approval of the General Shareholders' meeting under item 8.1 of the agenda (the "Directors' Remuneration Policy"), as succession of the existing plans (the "LTIP-2026").

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The delivery of shares of the Company to the Executive Directors pursuant to the LTIP-2022 was already approved by the General Shareholders' meeting of the Company held on 20 September 2022 under item 8 of the agenda. It is hereby requested to modify the terms of such approval as a consequence of the amendment of the Directors' Remuneration Policy, which aim to clarify the circumstances under which the short-term variable remuneration may be converted into long-term variable remuneration and satisfied with shares.

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-2022, the Executive Directors are entitled to receive rights to receive shares of the Company for a target amount of 5,119,756 euros in each year and for a total of 19,828,148 euros in the four years of the LTIP-2022, assuming full compliance with the targets to which each LTIP award relates to. In case that the Board of Directors approves, in accordance with the Directors' Remuneration Policy, that up to 50% of the variable short-term remuneration be converted into long-term remuneration and satisfied with shares, and/or the annual remuneration of the Executive Directors is increased by up to 20%, then Executive Directors would be entitled to receive rights to receive shares of the Company for the maximum amount of 6,456,135 euros in each year and for the total of 22,500,906 euros in the four years of the LTIP-2022.
- In relation to the LTIP-2026, the Executive Directors are entitled to receive rights to receive shares of the Company for a target amount of 5,119,756 euros in fiscal year 2027-2028 (the last one of the Directors' Remuneration Policy), assuming full compliance with the targets to which each LTIP award relates to. In case that the Board of Directors approves, in accordance with the Directors' Remuneration Policy, that up to 50% of the variable short-term remuneration be converted into long-term remuneration and satisfied with shares, and/or the annual remuneration of the Executive Directors is increased by up to 20%, then Executive Directors would be entitled to receive rights to receive shares of the Company for the maximum amount of 6,456,135 euros in one year.
- The vesting period of the LTIP-2022 runs from fiscal years 2023-2024 to 2028-2029 and for the LTIP-2026 from fiscal years 2027-2028 to 2032-2033.

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- In accordance with the terms and conditions of the 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-2022 will be calculated, upon completion of each performance period of the 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. The terms and conditions of the LTIP-2026, other than the relevant dates, will be substantially similar to those of the LTIP-2022.

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-2022 and LTIP-2026, 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-2022 and the LTIP-2026 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-2022 and the LTIP-2026 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-2022 and the LTIP-2026.
- (iv) To formalise and implement the LTIP-2022 and the LTIP-2026 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-2022 and the LTIP-2026, and to draft, negotiate and sign any letters of adherence to the LTIP-2022 and the LTIP-2026.
- (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

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LTIP-2022 and the LTIP-2026, 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-2022 and the LTIP-2026.
- (vii) To assess the degree of achievement of the objectives to which compliance with the LTIP-2022 and the LTIP-2026 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-2022 and the LTIP-2026 and this resolution.

The terms of the resolution adopted by the General Shareholders' meeting of the Company held on 20 September 2022 under item 8 of the agenda shall remain in full force and effect in all aspects that do not contradict those established herein. In particular, the terms and conditions approved in 2022 in relation to the delivery of shares of the Company to the Executive Directors pursuant to Long-Term Incentive Plan approved by the Board of Directors of the Company on 24 June 2019 (the "LTIP-2019") shall remain in full force and effect.

For the avoidance of doubt, the authority to approve, amend and implement the LTIP-2019, the LTIP-2022 and the LTIP-2026 insofar as it affects any beneficiaries other than the Executive Directors of the Company shall be vested, without limitation, in the Board of Directors.

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Item nine on the agenda

Authorization to the Board of Directors for the derivative acquisition of own shares either directly or through group companies and for the disposal thereof.

Resolution:

To approve to authorise the Company's Board of Directors so that it may proceed with the derivative acquisition of the Company's own shares, both directly by the Company itself and indirectly by its subsidiaries, on the terms indicated below:

- (a) Types and maximum number of available shares: the acquisition may be affected by means of a purchase, swap, donation, assignment or payment in kind and, generally, by any other type of acquisition for value of outstanding shares and fully paid-in permitted by law, on one or more occasions, provided that the shares acquired, when added to those already possessed by the Company, do not exceed 10% of the share capital from time to time.
- (b) Maximum and minimum prices: the price or consideration will be no lower than its par value or higher than a five percent (5%) above listing price or any other price associated to the shares at the time of the acquisition.
- (c) Duration of the authorisation: the period of validity of the authorisation will be five (5) years from the day after this resolution.

The shares acquired by this method will not have political rights, not even voting rights. The economic rights will be allocated proportionally to the rest of shares, pursuant to article 148 of the Capital Companies Act.

Furthermore, for the purposes contemplated in the second paragraph of number 1.a) of article 146 of the Capital Companies Act, it is decided to expressly grant authorisation for the acquisition of the Company's shares by any of the companies belonging to the Company's group in the same conditions as the ones in this resolution.

It is expressly stated for the record that the shares acquired pursuant to this authorisation may be disposed of or redeemed, as well as being used for the remuneration systems contemplated in article 146.1 a) of the Capital Companies Act.

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Item ten on the agenda

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

Resolution:

To empower all members of the Board of Directors and the Secretary non-director 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.

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Item eleven on the agenda

Consultative vote on the annual director remuneration report corresponding to the financial year ended 31 March 2024

Resolution:

To approve, on a consultative basis, the annual director remuneration report corresponding to the financial year ended 31 March 2024, 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.