

**AMADEUS IT GROUP, S.A. - *Amadeus or the Company***- (in accordance with the provisions of Article 227 of Restated Text of the Securities Exchange Act (Ley del Mercado de Valores) by this letter communicates the following

## OTHER RELEVANT INFORMATION

### **Resolutions adopted by the Ordinary General Shareholders Meeting**

The Ordinary General Shareholders Meeting has been held today in Madrid and, in accordance with the Agenda, all the proposals submitted by the Board of Directors have been approved, as per the attached Annex.

Madrid, 23 June 2022

**Amadeus IT Group, S.A.**

## ANNEX

### RESOLUTIONS ADOPTED BY THE ORDINARY GENERAL SHAREHOLDERS MEETING OF AMADEUS IT GROUP, S.A. HELD ON 23 JUNE 2022.

1. Examination and approval, if applicable, of the Annual Accounts – balance sheet, profit and loss account, statement of changes in equity in the period, cash flow statement and annual report – and Directors' Report of the Company, consolidated Annual Accounts and consolidated Directors' Report of its Group of companies, for the financial year ended 31 December 2021.

Approval of (i) the Company's annual individual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and annual report) (ii) the Company's annual consolidated accounts (consolidated balance sheet, consolidated income statement, consolidated cash flow statements, changes in consolidated equity, revenues and expenses recognized in equity, and the annual report) (iii) the Directors Report of the Company and of its consolidated group of companies, all of them related to the financial year closed as of 31 December 2021, as issued by the Company's Board of Directors in its meeting held on 24 February 2022.

2. Examination and approval, if applicable, of the non-financial information statement related to the financial year ended 31 December 2021, which forms part of the consolidated Directors' Report.

Approval of the consolidated non-financial information report related to the financial year ended as of 31 December 2021, which forms part of the consolidated Directors' report, as per Act 11/2018, of December 28, by which the Commercial Code, the Spanish Capital Companies Act and the Audit Law, in relation to non-financial information and diversity, are amended.

3. Annual Report on Directors' Remuneration, for an advisory vote, pursuant to article 541.4 of the Spanish Capital Companies Act, which form part of the stand-alone and consolidated Directors' Report.

Approval, for an advisory vote, in accordance with article 541.4 of the Spanish Capital Companies Act, the Annual Report on Director's Remuneration which has been at the disposal of the shareholders as part of the documentation of this General Meeting, which is also available in the corporate website of the Company, [www.corporate.amadeus.com](http://www.corporate.amadeus.com) and which is included in the stand-alone and consolidated Directors' Report.

4. Approval, if applicable, of the proposal on the allocation of 2021 results of the Company.

Approval of the allocation of the Company's results corresponding to the financial year ended as of 31 December 2021, as per the proposal approved by the Board of Directors in the meeting held on 24 February 2022.

As a result of the foregoing, the net loss of the Company for the year ended as of 31 December 2021, amounting to 350,077,179.73 euros, will be allocated to retained earnings.

Based on the above, the appropriation of results is as follows:

Amount for appropriation:	Euros
Net profit (loss) for the year	(350,077,179.73)
	<b>(350,077,179.73)</b>
Appropriation to:	
Retained earnings	(350,077,179.73)
	<b>(350,077,179.73)</b>

5. Examination and approval, if applicable, of the management carried out by the Board of Directors for the year ended 31 December 2021.

To approve the management carried out by the Board of Directors of the Company during the financial year ended as of 31 December 2021.

6. Renewal of the appointment of the statutory auditors of the Company and its consolidated Group for the financial years 2022, 2023 and 2024.

To renew the appointment of Ernst & Young, S.L., a Spanish company, with registered office in Raimundo Fernández Villaverde 65, Madrid, with fiscal identification number (CIF) B78970506, registered with the Madrid Mercantile Registry, on sheet 87,690-1, folio 68, volume 9,364, section 3<sup>rd</sup>, entry 1<sup>st</sup> and registered with the R.O.A.C. under number S-0530, as the company's Accounts Auditors to carry out the audit of the Company's individual and consolidated accounts corresponding to the financial years ending on 31 December 2022, 2023 and 2024, as well as the performance of any other audit service needed by the Company, as required by Law.

7. Fixing the number of seats of the Board of Directors.

To fix the seats of the Board of Directors of Amadeus IT Group, S.A. to eleven (11).

8. Appointment and re-election of Directors. The following proposals will be subject to separate votes:

In accordance with article 35 of the Bylaws:

- 8.1. Ratification and appointment of Mrs. Eriikka Söderström, as independent Director, for a term of three years.

To ratify the appointment of the interim Director of the Company Mrs. Eriikka Söderström by the Board of Directors in the meeting held on 24 February 2022, by co-optation method, under the category of independent, effective 25 February 2022, whose personal data is recorded in the Commercial Registry, and to appoint the aforementioned person, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional three years-term.

- 8.2. Appointment of Mr. David Vegara Figueras, as independent Director, for a term of three years.

To appoint, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for a three years-term, with immediate effects, Mr. David Vegara Figueras, whose personal data will be included in the main body of the Minutes of the Shareholders' Meeting.

- 8.3. Re-election of Mr. William Connelly, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. William Connelly, whose personal data is recorded in the Commercial Registry.

- 8.4. Re-election of Mr. Luis Maroto Camino, as executive Director, for a term of one year.

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, as executive Director for an additional one-year term, Mr. Luis Maroto Camino, whose personal data is recorded in the Commercial Registry.

- 8.5. Re-election of Ms. Pilar García Ceballos-Zúñiga, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Ms. Pilar García Ceballos-Zúñiga, whose personal data is recorded in the Commercial Registry.

- 8.6. Re-election of Mr. Stephan Gemkow, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Stephan Gemkow, whose personal data is recorded in the Commercial Registry.

- 8.7. Re-election of Mr. Peter Kuerpick, as independent Director, for a term of one year.

To re-elect, with the positive endorsement of the Board of Directors and upon a proposal from the Nominations and Remuneration Committee, as independent Director for an additional one-year term, Mr. Peter Kuerpick, whose personal data is recorded in the Commercial Registry.

- 8.8. Re-election of Mr. Francesco Loredan, as “other external” Director, for a term of one year.

To re-elect, with the positive endorsement of the Nominations and Remuneration Committee and upon a proposal from the Board of Directors, under the category of “Other external”, for an additional one-year term, Mr. Francesco Loredan, whose personal data is recorded in the Commercial Registry.

9. Approval of the remuneration of the members of the Board of Directors, in their capacity as such, for financial year 2022.

In accordance with article 36 of the Bylaws, to establish the remuneration of the Board of Directors in consideration of its own functions for the financial year ending on 31 December 2022, as fixed allowance for belonging to the Board of Directors and to its Committees and variable remuneration in kind, at the maximum aggregate amount of ONE MILLION FIVE HUNDRED AND NINETY-FIVE THOUSAND EURO (€1,595,000).

The Board of Directors itself will determine the amount that will be allocated to each one of its members on the terms provided for in the said article of the Bylaws, as well as the periodicity of the interim payments to be made throughout the financial year.

10. Authorization to the Board of Directors to carry out derivative purchases of the Company's own shares directly or through companies of the Group, setting forth the limits and requirements of these acquisitions, with delegation of the necessary faculties to the Board of Directors for its execution, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 21, 2018.

To authorize the Board of Directors of the Company to carry out derivative purchases of the Company's shares, both directly by the Company itself and indirectly by its subsidiaries, in the following terms:

- (a) Type of acquisition: the purchase can be made as a sale and purchase, exchange (permuta), payment in kind (dación en pago) or by any other means permitted by law, on one or more occasions.
- (b) Maximum number of shares: the nominal value of the number of shares to be acquired, aggregated with those already belonging to the Company and to any company of the Group, cannot exceed ten per cent (10%) of the share capital.
- (c) Minimum and maximum price: the minimum acquisition price of the shares will be equivalent to 80% of the closing price of the share in the Stock Market on the date immediately preceding the date of acquisition, and the maximum acquisition price will be equivalent to 120% of the closing price of the share in the Stock Market on the same date.
- (d) Authorization term: will remain in force during a period of five years from the date of this resolution.

Likewise, and for the purposes contemplated in the second paragraph of letter a) of article 146.1 of the Spanish Capital Companies Act (Ley de Sociedades de Capital), it is hereby agreed to grant an express authorization for the purchase of the shares of the Company by any of its subsidiaries in the same terms resulting from this resolution.

It is expressly stated that the shares acquired as a result of this authorization may be used to (i) their amortization through a reduction of share capital; (ii) comply with obligations that are inherent to debt financial instruments convertible into shares; or (iii) use them for the remuneration schemes referred to in the third paragraph of letter a) of number 1 of article 146 of the Capital Companies Law or, for the coverage or fulfillment of any remuneration plan based on shares or linked to the share capital. Additionally, the shares acquired under this authorization may be used for those other purposes that may be decided at any time by the Board of Directors in view of the social or corporate interest, including, where appropriate, for their disposal or for their use as consideration to satisfy payment obligations resulting from direct or indirect, total or partial, transactions for the acquisition of companies or assets, for all of which, the Board of Directors may also

decide the way and the procedure or process for the execution of transactions relating to treasury shares.

Likewise, the Board of Directors is hereby authorised, pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act, to subdelegate to any of its members (including the Secretary and Vice Secretary non-Directors) and/or to any of the Executive Committee members (including the Director, Group Treasury & Corporate Finance) the powers delegated to it and referred to in this resolution.

This authorisation revokes, replaces and leaves without effect the authorization to acquire treasury shares, granted to the Board of Directors by the General Shareholders' Meeting held on 21 June 2018, for the remaining shares not acquired under such authorization.

11. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, and hybrid instruments, including preference shares, in all cases, simple, exchangeable or convertible into shares, warrants, promissory notes and preferred securities, empowering the Board to exclude, if applicable, the pre-emptive subscription right pursuant to article 511 of the Spanish Capital Companies Act, and authorisation for the Company to be able to secure the issuance of these securities made by its subsidiary companies. Leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 19, 2019.

It is resolved to delegate to the Board of Directors, pursuant to the general regime on the issuance of debentures and in particular pursuant to the provisions of articles 406, 414, 417 and 511 of the Spanish Capital Companies Act, of article 319 of the Commercial Registry Regulations and of article 14 of the Bylaws, as well as by the analogical application of article 297.1.b) of the Spanish Capital Companies Act, the power to issue negotiable securities in accordance with the following terms:

A) Securities included in the issue

The negotiable securities referred to in this delegation may be debentures, bonds, promissory notes or similar debt instrument or hybrid instruments (including, among others, preferred securities) both simple and exchangeable for Company's shares, or shares in any other company, whether or not belonging to its Group, and/or convertible to shares of the Company and/or that allocate to their holder a share in the corporate earnings. This delegation may also be used for the issuance of warrants and other analogous securities that may directly or indirectly grant the right to subscribe or acquire shares, whether newly issued or existing, which may be settled by means of physical delivery or by means of offset.

B) Delegation term

The issuance of the securities subject to this delegation may be carried out on one or several occasions from the date of adoption of this resolution and during five years from the date of this resolution.

C) Maximum amount of the delegation

The total maximum nominal (aggregate) amount of the issue or issues of securities agreed to pursuant to this delegation will be FIVE THOUSAND MILLION EUROS (5,000,000,000 Euros) or its equivalent in another currency. This total maximum nominal amount will be deemed to be the total maximum limit that the sum of the nominal value of the issue or issues of securities, outstanding and in circulation from time to time, may reach pursuant to this delegation. Likewise, in the case of the warrants, to the effects of calculating the above-mentioned limit, it shall be taken into account the sum of premiums and exercise price of the warrants of each issue that is approved pursuant to this delegation. In the case of promissory notes, for the purposes of the above-mentioned limit, the outstanding balance of those issued pursuant to this delegation shall be considered.

D) Scope of the delegation

The delegation to issue securities referred to in this resolution will extend, as broadly as may be required by Law, to the determination of the different aspects and conditions of each issue: nominal value, type of issue, redemption price, in the case of warrants, premiums and exercise price, currency of the issue, interest rate, repayment (including whether they are repayable or not, and as the case may be, the possibility of repayment by the issuer in this case, including the time periods and grounds for repayment (in whole or in part), whether they are perpetual debt or mature on a specific date and, in this last case, the due date), anti-dilution mechanisms, subordination clauses, collateral of the issue, place of issue, listing on markets or not, organized or not, domestic or foreign, applicable legislation to the issuance, whether domestic or foreign, and, in general, any other condition of the issue, as well as, where applicable, to the appointment of the trustee or the person or entity representing the holders of the securities and approval of the fundamental rules that must govern the legal relationship between the Company and any syndicate or collective organization mechanism of holders of the securities issued, as applicable, and to the performance of such arrangements as may be necessary, including those pursuant to the applicable securities market regulations, domestic or foreign, for the execution of the specific issues that it may be agreed to carry out pursuant to this delegation.

Accordingly, it is resolved to delegate authority to the Board of Directors, in the event of the subsequent application for exclusion from trading of the securities issued by the Company pursuant to this authorization, to perform all such formalities or steps as may be appropriate, safeguarding the interest of any shareholders or debenture holders who opposed or did not vote for the resolution on the terms provided for in the legislation in force.

This delegation of authority also includes the conferral on the Board of Directors of the power, in each case, to decide on the conditions for redemption of the securities issued under this authorization, being able to use, to the extent applicable, the means of redemption referred to in article 430 of the Spanish Capital Companies Act or any others that may be applicable. The Board of Directors is also authorized, where it sees fit, subject to obtaining the necessary official authorizations and, as the case may be, the approval from the assemblies of the corresponding syndicates

or bodies representing the holders of the securities, to modify the conditions of the issued securities, including their respective terms as well as the rate of any interest that may be accrued on the securities in each of the issues made under the scope of this authorization.

E) Bases and types of conversion and/or exchange

For the case of the issue of convertible and/or exchangeable debentures or bonds, and to the effects of determining the bases and types of the conversion and/or exchange, it is resolved to lay down the following criteria:

- (a) the conversion and/or exchange ratio may be fixed (determined or determinable) or variable, depending on the date(s) or period(s) taken as a reference. For this purpose, fixed income securities will always be valued at their nominal amount while shares will be valued at the exchange rate determined by the Board of Directors at the time of issuance or determinable at a later time in accordance with the criteria set out in the agreement itself. In any case, in case of opting for a fixed conversion/exchange ratio, the shares will be valued according to the trading value on the Stock Exchange of the Company's shares on the date/s or period(s) that are taken as a reference in the same agreement, on the understanding that the price of the shares may not be lower than the highest between (i) the arithmetic average of the prices of closing of the shares on the market in which they are listed during the period to be determined by the Board of Directors, not exceeding three months nor less than fifteen days, prior to the date of the holding of the Board of Directors which, making use of this delegation, approves the issuance of the bonds or bonds, and (ii) the closing price of the shares in the market in which they are listed on the day prior to the holding of the Board of Directors that, making use of this delegation, approves the issuance of the bonds or bonds. Additionally, a discount may be set on this minimum price per share, provided that it does not exceed 10%. On the contrary, in case of opting for a variable conversion/exchange ratio, the shares will be valued according to the average (whether arithmetic or weighted) of the closing price, weighted average price per session or any other reference of quotation of the shares in the market in which they are listed, during a period to be determined by the Board of Directors, not more than three months or less than fifteen days, which may end on the day before the start of the conversion period or the day of conversion, as decided. Additionally, a minimum and/or maximum reference price of the shares may be established for the purposes of their conversion/exchange, in the terms deemed by the Board of Directors;
- (b) under no circumstance may convertible and/or exchangeable debentures be issued for a figure lower than their nominal value. Likewise, in accordance with the provisions of article 415.2 of the Spanish Capital Companies Act, debentures may not be converted into shares when the nominal value of the former is lower than the nominal value of the latter;
- (c) at the time of the conversion and/or exchange, the share fractions that, if applicable, are to be delivered to the debenture or bond holder will be rounded, by default, down to the next whole number, and each holder will receive in cash the difference that may arise in that case; and

- (d) when approving an issue of convertible and/or exchangeable debentures or bonds pursuant to the power contained in this resolution, the Board of Directors shall issue a report developing and specifying, on the bases of the above-mentioned criteria, the bases and modes of the conversion to apply specifically to the said issue.

F) Bases and types of exercise of the warrants

In the case of issues of warrants, which by analogy will be subject to the provisions of the Spanish Capital Companies Act on convertible and/or exchangeable debentures, it is resolved to establish the following criteria to determine the bases and types of their exercise:

- (a) warrants issued pursuant to this resolution will entitle to subscribe new shares in the Company and/or buy outstanding shares of the Company, or a combination of both. In any case, the Company may reserve the right to choose, at the time of exercising the warrant, between delivering new shares, current shares or a combination of both;
- (b) the period for the exercise of the warrants shall be determined by the Board of Directors and may not exceed ten (10) years counted from the date of the issue;
- (c) the exercise price of the warrants may be fixed or variable, (determined or determinable) depending – in the latter case – on the date/s or period/s that are taken as reference. The price shall be determined by the Board of Directors at the time of the issue or may be determined at a later time pursuant to the criteria established in the resolution itself. In any case, in the case of a fixed price, the price of the share to be taken into account may not be lower than the highest of (i) the arithmetical mean of the closing prices of the Company's shares on the market in which they are listed during the period to be determined by the Board of Directors, with this not being longer than three months or shorter than fifteen days, prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants, and (ii) the closing price of the shares on the market in which they are listed of the day prior to the date of the meeting of the Board of Directors that, using this delegation, approves the issuance of the warrants. Additionally, a discount may be set on this minimum price per share, provided that it does not exceed 10%. On the contrary, in case of opting for a variable strike price, it will be established according to the average (either arithmetic or weighted) of the closing price, weighted average price per session or any other reference of quotation of the shares in the market in which they are listed, during a period to be determined by the Board of Directors, not more than three months or less than fifteen days, which may end on the day before the start of the exercise period or the day of the exercise date, as decided. Additionally, a minimum and/or maximum exercise price may be established, in the terms deemed by the Board of Directors;
- (d) when warrants are issued at a simple exchange ratio or at par – namely, one share per warrant – the sum of the premium or premiums paid for each warrant and its exercise price may not be, in any case, lower than the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than its nominal value. In the case of warrants with multiple exchange ratios – namely, other

than one share per warrant – the sum of the premium or premiums paid for all the warrants issued and their aggregate exercise price may not be, in any case, lower than the result of multiplying the number of shares underlying all the warrants issued by the trading price of the Company's share as considered at that time pursuant to the provisions of the preceding paragraph, nor lower than the nominal value; and

- (e) when approving an issue of warrants pursuant to this power, the Board of Directors shall issue a report developing and specifying, on the bases of the above-mentioned criteria, the bases and modes of the exercise to apply specifically to the said issue.

G) Rights of the holders of convertible and/or exchangeable securities

During the period in which it is possible to affect the conversion and/or exchange into shares of the convertible and/or exchangeable debentures or bonds and of the warrants issued pursuant to this delegation, their holders will have all such rights as acknowledged to them by the legislation in force.

H) Capital increase

The delegation for the issuance of convertible and/or exchangeable debentures or bonds and warrants over newly issued shares shall include:

- (a) the power to increase the capital in the necessary amount to meet the applications for conversion or exchange or the exercise of the warrants over newly issued shares. The said power may only be exercised to the extent that the Board of Directors, adding together the capital increased to meet the issue of convertible or exchangeable debentures or bonds or the exercise of warrants and other capital increases it may have agreed pursuant to powers granted by the Meeting, does not, in respect of the nominal amount, surpass the limit of ten per cent (10%) of the share capital figure provided for in article 297.1.b) of the Spanish Capital Companies Act at the time of the authorisation;
- (b) the power to develop and specify the bases and modes of the conversion and/or exchange or of exercise that are established in the preceding paragraphs and, in particular, power to determine the time of the conversion and/or exchange or of exercise of the warrants, which may be limited to a predetermined period, the title to the right of conversion and/or exchange or of exercise, which may be attributed to the Company or to the debenture holders or to the warrant holders, the way of satisfying the debenture holder or warrant holder (by conversion, exchange or even a combination of both techniques, which may be left to choice for the time of the execution or even establishing the necessarily convertible nature of the debentures subject to the issue) and, generally, such terms and conditions as may be necessary or expedient for the issue.

I) Exclusion of the pre-emptive subscription rights in convertible and/or exchangeable securities

The Board of Directors, when issuing convertible and/or exchangeable debentures or bonds or warrants over newly subscribed shares pursuant to this delegation, shall be also authorised to

exclude the pre-emptive subscription rights of the shareholders when required by the corporate interest, pursuant to the provisions of article 511 of the Spanish Capital Companies Act. In any event, if the Board of Directors decided to exclude the pre-emptive subscription right in relation to a specific issue of convertible debentures or bonds or of warrants over newly subscribed shares, it will issue, when approving this matter, a justification report in accordance with the provisions of the Spanish Capital Companies Act.

Likewise, and to the extent it is legally admissible at the time when it is intended to carry out a specific issue of convertible bonds or debentures or warrants over newly issued shares with exclusion of the pre-emptive subscription right, the Company's administration body may agree that priority is given in the allocation of convertible bonds or debentures or warrants over shares, with a preferential nature over any other investors, to those shareholders stating their irrevocable intention of subscribing to convertible bonds or debentures or warrants in the said issue pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares may be compatible with the participation of the Company's shareholders in it.

J) Collateral for issues of fixed-income securities

The Board of Directors is likewise authorised to the granting of guarantees, on the Company's behalf and within the above-mentioned limits, over issues of bonds, debentures and other fixed-income securities (including hybrid instruments) simple, exchangeable and/or convertible into shares, warrants, promissory notes and preferred securities made by companies belonging to the Company's group of companies.

K) Listing of issued securities

The Company may apply for the listing of the debentures, bonds, warrants, preferred securities and other securities to be issued by the Company pursuant to this delegation, vis-à-vis the relevant bodies of regulatory markets, organized or not, domestic or foreign to be issued by the Company pursuant to this delegation, authorising the Board of Directors to carry out the necessary arrangements and actions.

L) Sub-delegation power

The Board of Directors is authorised, pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act, to subdelegate to any of its members (including the Secretary and Vice Secretary non-Directors) and/or to any of the Executive Committee members (including the Director, Group Treasury & Corporate Finance) the powers delegated to it and referred to in this resolution.

M) Revocation

This authorisation revokes, replaces and leaves without effect, in the amount not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting of the Company held on 19 June 2019.

12. [Delegation to the Board of Directors of the power to increase the share capital, authorising the Board to exclude pre-emptive subscription rights, pursuant to articles 297.1.b\) and 506 of the Spanish Capital Companies Act, leaving without effect the unused part of the delegation granted by the General Shareholders' Meeting of June 18, 2020.](#)

It is resolved to delegate to the Board of Directors, pursuant to the provisions of article 297.1.b) of the Spanish Capital Companies Act, the power to increase the share capital in accordance with the following terms:

A) Capital increases and term of validity of the delegation

The delegation may be exercised by the Board of Directors once for the full amount or by way or several partial and successive increases, at any time, within the period of five years counted from the date of adoption of the resolution.

B) Amount of the delegation

The maximum nominal amount by which the share capital may be increased pursuant to this delegation shall be of:

- a) up to a maximum of fifty percent (50%) of the Company's capital at the time of authorization; and/or
- b) up to a maximum of ten percent (10%) of the share capital at the time of authorisation, in respect of that increase(s) in which the Board of Directors agreed to exclude the pre-emptive subscription rights.

C) Rights of the new shares, type of issue/s and consideration for the increase/s

The new shares issued pursuant to the capital increase or increases that are agreed under this delegation will be ordinary shares, with equal rights to the existing ones, which will be issued at their nominal value or with the share premium that, if applicable, may be determined. The consideration for the new shares to be issued will necessarily consist of cash contributions.

## D) Scope of the delegation

The delegation shall include the establishment of all the terms and conditions of the capital increase and it will include, in particular, the power to freely offer the new shares not subscribed in the preferential subscription period or periods, to establish, in the event of incomplete subscription, that the capital increase remains without effect or that the capital be increased only by the amount of the subscriptions made, and to redraft the article of the corporate bylaws regarding the share capital.

The Board of Directors may appoint from among its members and/or from any of the Executive Committee members, the person or persons that will execute any of the resolutions it adopts in the use of the powers granted by the General Meeting, and in particular in relation to closing of the capital increase.

## E) Attribution of the power to exclude the pre-emptive subscription rights

This delegation will include, in accordance with the provisions of articles 308 and 506 of the Spanish Capital Companies Act, the power to totally or partially exclude the shareholders' pre-emptive subscription rights, when required by the corporate interest.

In the event that the Board of Directors decided to make use of the possibility of excluding the pre-emptive subscription rights in relation to a specific capital increase, using the power granted by the General Shareholders' Meeting, it will issue, when resolving on the increase, a report explaining the specific corporate interest reasons justifying the decision to exclude the rights, as well as the issue price of the shares, which can be subject of requesting an independent expert report referred to in articles 308.2 and 506.3 of the Spanish Capital Companies Act. The Board of Directors' report shall be made available to the shareholders and notified to the first General Shareholders' Meeting that is held after the capital increase resolution, pursuant to the provisions of the said Act.

Likewise, and to the extent legally admissible at the time when it is intended to carry out the capital increase with exclusion of the pre-emptive subscription rights, the Company's governing body may agree that priority is given in the allocation of the newly issued shares, on a preferential basis, to any investors and to those shareholders stating their irrevocable intention of subscribing shares in the increase pro rata to their shareholding in the Company, provided that (i) it is advisable in the corporate interest and (ii) the procedure to raise financial resources or to place the new shares is compatible with the participation of the Company's shareholders thereto..

## F) Listing of the issued shares

The Company will apply for the official listing of the shares effectively issued pursuant to this delegation, delegating to the Board of Directors the authority to carry out such arrangements and actions vis-à-vis the relevant organisations as may be necessary to achieve the listing.

G) Sub-delegation power

The Board of Directors is authorised, pursuant to the provisions of article 249 bis of the Spanish Capital Companies Act, to subdelegate to any of its members (including the Secretary and Vice Secretary non-Directors) and to any of the Executive Committee members (including the Director, Group Treasury & Corporate Finance) the powers delegated to it and referred to in this resolution.

H) Revocation

This authorisation revokes, replaces and leaves without effect, to the extent not used, the authorisation granted to the Board of Directors for the same purpose resolved by the General Shareholders' Meeting held on 18 June 2020.

13. [Delegation of powers to the Board of Directors, with power of substitution, for the complete formalization, interpretation, remedy and implementation of the resolutions adopted by the General Meeting.](#)

Without prejudice to the powers given by the Law and by the Bylaws of the Company, it is agreed to delegate, as broadly as in law is required, to any Director, or to the Secretary and the Vice Secretary, acting individually, the implementation of each and every one of the resolutions adopted at this General Shareholders' Meeting, with powers to interpret, remedy and complete them for their conversion to public deed, as well as, if applicable, to achieve their filing with the Commercial Registry, with the power to substitute the said delegation as they may consider fit in favour of any other Director or member of the Company's Management.

The Board of Directors' Secretary and Vice Secretary are empowered to carry out, acting individually or jointly, the deposit of the accounts of the Company and of its consolidated group for the financial year closed on 31 December 2021 (in accordance with article 279 of the Spanish Capital Companies Act), expressly empowering them to sign and execute any type of document, with authority to remedy, until the effective filing of the accounts with the Commercial Registry.

The Board of Directors' Secretary and Vice Secretary are also empowered to carry out, acting individually or jointly, all necessary communications, notifications and relevant procedures before the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores) in compliance with the current legislation, the Sociedades Rectoras of the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges as well as any other entities or organizations required for the implementation of the resolutions of this General Meeting.

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