



linea directa

Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros (the “Company”), pursuant to legislation regulating the securities market, announces the following:

OTHER RELEVANT INFORMATION

The Company hereby communicates the notice of Ordinary General Shareholders’ Meeting of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as well as the full text of proposed resolutions, approved by the Board of Directors on 23 February 2023.

The notice will also be published in the Spanish Official Gazette of the Commercial Registry (Boletín Oficial del Registro Mercantil) and on the corporate website (<https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>), together with all the documentation regarding the General Meeting, where will remain uninterrupted until the General Meeting is held.

Madrid, 27 February 2023



LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS

NOTICE OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros ("Línea Directa Aseguradora" or the "Company") has decided to call an Ordinary General Shareholders' Meeting to be held in the **Auditorium of the Centro Cultural Adolfo Suárez, located in Tres Cantos (Madrid), Plaza del Ayuntamiento, 2, on 30 March 2023, at 12:30 p.m., at first call**, or, if necessary, on 31 March 2023, at the same place and time, at second call. Shareholders will also be able to attend and participate in the General Meeting by electronic means, under the terms indicated in this notice.

A valid quorum is expected to be present for the meeting to be held on first call, i.e. on 30 March 2023, at 12:30 p.m. If this is not the case, it will be announced sufficiently in advance through the same means by which this notice has been published.

AGENDA

One.- Examination and approval of the individual Financial Statements and the individual Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros as well as the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all for the financial year ended 31 December 2022.

Two. Examination and approval of the Consolidated Statement of Non-Financial Information corresponding to the fiscal year ended 31 December 2022, included in the Consolidated Group Management Report.

Three. Examination and approval of the proposed distribution of earnings and dividends for the year ended 31 December 2022.

Four. Examination and approval of the management of the Board of Directors during the fiscal year ended 31 December 2022.

Five. Re-election of the Auditors of the Company and the consolidated Group for 2023.

Six. Inclusion of an indicator that modulates the annual variable remuneration of the Chief Executive Officer according to the results of Línea Directa Group.

Seven. Approval of the delivery of shares to the Chief Executive Officer as part of the annual variable remuneration for 2022 and for the remaining term of the Directors' Remuneration Policy



Eight.- Approval of a long-term variable remuneration plan payable in shares of the Company and in cash, addressed to the CEO, members of the Management Team and other key or relevant persons of the Company.

Nine. Delegation of powers to interpret, complement, correct, execute and formalise the resolutions adopted by the General Shareholders' Meeting.

Advisory point:

Ten. Advisory vote on the 2022 Report on the Remuneration of the members of the Board of Directors.

Informative points:

Eleven. Information on the amendments made to the Regulations of the Board of Directors since the last general meeting.

Twelve.- Information about the 2023-2025 Sustainability Plan.

SUPPLEMENT TO THE NOTICE OF MEETING AND SUBMISSION OF PROPOSED RESOLUTIONS

At Ordinary General Shareholders' Meetings, shareholders representing at least 3% of the share capital may request the publication of a supplement to the meeting notice, including one or more items on the agenda, provided that these new items are accompanied by a justification or, where appropriate, a justified proposed resolution. In addition, shareholders representing at least 3% of the share capital may submit substantiated proposals for resolutions regarding matters that have already been included or must be included in the agenda for the General Shareholders' Meeting called.

The exercise of these rights must be made by a reliable notification (that shall include the corresponding documentation proving valid shareholder status) to be received at the Company's registered office (Calle Isaac Newton, no. 7, 28760, Tres Cantos, Madrid) within five days following the publication of the meeting notice. The supplement to the notice and proposals for resolutions shall be circulated in accordance with the requirements and notice periods established by Law.

RIGHT OF INFORMATION

From the date of publication of the notice and until the General Meeting is held, the Company shall make the following documentation constantly available on its corporate website (<https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>):

1. This notice convening the General Meeting.
2. The total number of shares and voting rights on the call date.

3. The full texts of the proposed resolutions relating to the items on the agenda of the General Meeting.
4. The individual Annual Financial Statements and the individual Management Report of Línea Directa Aseguradora, as well as the consolidated Annual Financial Statements and the consolidated Management Report of Línea Directa Aseguradora and its subsidiaries, all for the financial year ended 31 December 2022, with their respective reports from the auditors and the proposed distribution of earnings.
5. The Non-Financial Information Statement of the Consolidated Management Report for the financial year ended 31 December 2022, together with the independent auditors' report.
6. Annual Report on Remuneration of the members of the Board of Directors for the 2022 financial year.
7. Report from the Board of Directors regarding the amendment of the Regulations of the Company's Board of Directors.
8. Annual Corporate Governance Report for the 2022 financial year.
9. Current text of the Articles of Association.
10. Current text of the Regulations of the General Shareholders' Meeting.
11. Current text of the Regulations of the Board of Directors.
12. Report on the functioning of the Audit and Compliance Committee for the 2022 financial year.
13. Report from the Audit and Compliance Committee on the independence of the external auditor.
14. Report from the Audit and Compliance Committee on related-party transactions.
15. Report on the functioning of the Nomination, Compensation and Corporate Governance Committee for the 2022 financial year.
16. Report of the Nomination, Compensation and Corporate Governance Committee in relation to item six of the agenda.
17. Report of the Board of Directors in relation to the 2023-2025 Sustainability Plan.
18. The attendance, proxy, and remote voting card template, as well as the procedure for the exercise of shareholders' rights to information, attendance, proxy, and remote voting at the General Meeting



Shareholders are entitled to inspect at the registered office (Calle Isaac Newton, no. 7, 28760, Tres Cantos, Madrid) and to request the immediate delivery or dispatch, free of charge, of the aforementioned documentation (that may be sent by email with acknowledgement of receipt if the shareholder so agrees to this). Requests for this documentation may be made either by post addressed to the Shareholders' Office, C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid, by telephone at 91 807 48 88, or by email to accionistas@lineadirecta.es, together with a copy of the attendance card and specifying the postal or email address for the sending of said documentation, or alternatively through the corresponding functionality available on the corporate website.

Likewise, until five days prior to the date scheduled for the holding of the General Meeting (i.e. 25 March 2023 at 12:30 p.m.), any shareholder may request in writing, by the same means indicated in the preceding paragraph, the information or clarifications deemed necessary. He or she may also ask in writing the questions deemed appropriate, regarding the matters included in the agenda of the meeting notice, or regarding the information accessible to the public that the Company has provided to the National Securities Market Commission, and regarding the auditor's report.

This is not withstanding the right of any shareholder during the Ordinary General Shareholders' Meeting to request verbally or remotely, in accordance with the established procedure, the information or clarifications deemed appropriate regarding the items on the agenda or the information accessible to the public that the Company has provided to the National Securities Market Commission, or regarding the auditor's report.

ELECTRONIC SHAREHOLDERS' FORUM

In accordance with the provisions of article 539.2 of the Spanish Corporate Enterprises Law, the Company has set up an Electronic Shareholders' Forum on its corporate website, which can be accessed, with the necessary guarantees, by both individual shareholders and any voluntary associations they may legally set up, in order to facilitate their communication prior to the General Shareholders' Meetings being held.

The following may be published in the Electronic Shareholders' Forum: proposals intended for inclusion as a supplement to the agenda announced in the call to meeting; requests for adherence to such proposals; initiatives aimed at reaching the percentage sufficient to exercise a minority right provided for by law, and offers of or requests for voluntary proxies.

Access to the Forum, as well as its Rules of Operation, is available on the corporate website, <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting/electronic-shareholders-forum>.

RIGHT TO ATTEND

Holders of at least 1,000 shares may attend General Meetings, provided that they have them recorded in their name in the corresponding shareholders register five days prior to the day on which the meeting is to be held (i.e. no later than 24 March 2023) can prove this with a correct attendance card or certificate issued in their name by one of the participants of the



body managing this register or directly by the Company itself. Holders of fewer shares than this amount may group together their shares until at least that number is reached, and the grouped shareholders must appoint one of the group as their proxy.

For the purposes of verifying the identity of the shareholders, or of whoever validly represents them, at the entrance to the premises where the General Meeting is held attendees may be requested to prove their identity by presenting their national identity document or any other valid official document generally accepted for this purpose.

Registration of attendance cards at the General Meeting venue will begin at 10:30 and attendees have until 12:30 to prove their identity, which is the stated start time for the General Meeting. In accordance with the provisions of the General Meeting Regulations, the attendance cards of those who report to the staff of the shareholders' registry after the time set for the start of the General Meeting will not be accepted.

Possibility of remote virtual attendance at the General Meeting

Línea Directa Aseguradora has provided the appropriate technical means for shareholders entitled to attend the General Meeting remotely, should they not attend in person, in accordance with the provisions of the Law, the Articles of Association, and the General Meeting Regulations.

To this end, the Company has provided a link on its corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>, in the section corresponding to the General Meeting, to "Remote Attendance", as well as the **Rules and Conditions for the use** of said platform. Remote attendance will be available in accordance with the following rules:

I. Pre-registration of:

A. Shareholders: Shareholders who wish to use the remote attendance mechanisms **must register in advance** via the "Remote Attendance" link provided on the corporate website from the day the General Shareholders' Meeting is called (i.e. 27 February 2023) up until twenty-four (24) hours immediately prior to the time scheduled for holding the General Shareholders' Meeting on first call, i.e. before 12:30 p.m. on 29 March 2023. After that time, no pre-registration shall be accepted for the exercise of the right to attend the General Shareholders' Meeting by electronic means.

The aforementioned prior registration shall be carried out in accordance with that indicated in the Rules and Terms of Use of the remote attendance platform, by means of (i) an electronic ID (DNle) or (ii) a recognised or advanced electronic signature, based on a recognised and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), and that has not been revoked.

The Company reserves the right to request from shareholders (or their proxies) the additional means of identification as deemed necessary to verify their status as shareholders or proxies



and to guarantee the authenticity of the vote or proxy. In any event, attendance by remote means shall be subject to verification that the registered shareholder has registered the shares in the corresponding accounting register at least five (5) days prior to the date set for the holding of the General Meeting.

B. Representatives: Shareholder proxies who wish to attend the General Meeting remotely must **register in advance** through the email address of the Shareholders' Office accionistas@lineadirecta.es. To do so, the shareholder or his or her representative must send an email to the aforementioned address, attaching the proxy card in which the shareholder grants his or her proxy, duly signed by the shareholder represented and by the representative, and a scanned copy of his or her national identity card, foreigner's identification number or passport.

For representatives of shareholders who are legal persons, they must also send to the aforementioned email address a scanned copy of the document granting the powers of organic or voluntary representation of the legal person shareholder.

Said documentation must be sent before twenty-four (24) hours immediately prior to the time scheduled for the holding of the General Shareholders' Meeting on first call, i.e. before 12:30 p.m. on 29 March 2023.

In order to access the online attendance platform, the proxy must have (i) a recognised electronic certificate that has not been revoked, in accordance with the terms set forth in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic ID (DNle).

- II. **Connection for remote attendance:** Shareholders (or their proxy representatives) who have previously registered to attend the General Meeting remotely, **must log on** via the indicated link on the corporate website between 9:15 and 12:15 (CET) on 30 March 2023 and identify themselves as indicated in the corresponding instructions, i.e. with their (i) recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES) which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) their electronic ID card (DNle).

Shareholders who log in after the time established as a deadline for such purpose will not be admitted. Should the General Meeting be held on second call, the same times will apply on the following day, and the remote attendees who had logged in on first call must log in again in order to attend the General Meeting remotely on second call and repeat the processes which they had already completed.

Shareholder attendance by remote means shall be equivalent to attendance in person at the General Meeting. Those attending remotely (after registration and connection as stated)



may speak and vote at the General Meeting by remote means in accordance with the provisions of the following sections. You may also watch the entire General Meeting, which will be broadcast in real time on the Company's website, <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>, and it will also be recorded and publicly available on said page.

- III. **Participation by remote means during the General Meeting:** Shareholders (or their representatives) who attend remotely and wish to speak, making requests for information, proposals or clarifications in accordance with the Law, must send the Company the written text of their contribution prior to the holding of the General Meeting. This shall be done in manner and under the terms established for this purpose in the link "Remote Attendance" provided on the corporate website, after connecting on the day the General Meeting is held between 9:15 and 12:15 (CET) on 30 March 2023, provided that they have previously registered in accordance with the procedure in place for this purpose.

The Chairman shall announce the shareholders' contributions at the time reserved for them. Any remote attendee who wants their statement to be recorded in the General Meeting minutes must explicitly say so in their text. Any remote attendee who wishes his or her contribution to be recorded in the minutes of the General Meeting must specify this in the text of the contribution.

- IV. **Voting by electronic means during the General Meeting:** Shareholders (or their proxies) attending the General Meeting remotely, once connected, may vote on the proposed resolutions relating to the items on the agenda through the voting form enabled for this purpose via the "Remote Attendance" link provided on the corporate website, from when they connect to the platform and until the Chairman or, if applicable, the Secretary, announces the conclusion of the voting period for the proposed resolutions. Proposals on matters not included on the agenda shall be voted on during the time interval indicated by the Chairman, or the Secretary if the case made be, once the proposal has been formulated and it is decided that it must be put to a vote and it be enabled on the remote attendance platform.

For matters not expressly regulated in this notice, shareholders attending the General Meeting remotely shall be subject to the same rules on voting and the adoption of resolutions provided for in the General Meeting Regulations for attendance in person at the General Meeting.

- V. **Other issues:**

A) Attendance (in person or by remote means) by shareholders shall prevail over votes cast in advance by remote means and proxies granted prior to the holding of the General Meeting.

B) It is the sole responsibility of the shareholder (or his or her proxy) to safeguard and use his or her electronic signature.

C) The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line drops, connection failures or any other event of



the same or a similar nature, beyond the Company's control, that prevent the use of the mechanisms for remote attendance at the General Meeting. The foregoing is notwithstanding the adoption of the measures that each situation may require, including the possible temporary suspension or extension of the General Meeting if necessary to ensure the full exercise of rights by shareholders or their proxies.

RIGHT OF PROXY

Any shareholder who has the right to attend the General Shareholders' Meeting may be represented by another person, whether they are a shareholder or not, in accordance with the conditions established by law. Proxies must be granted specifically for each General Meeting by the means permitted by law, including the proxy form printed on the attendance, proxy, and voting card issued by the entity responsible for keeping the shareholders register.

Representation that is granted by means of remote communication shall only be considered valid if it is carried out through:

- postal delivery or correspondence: by sending or delivering to the Company's address (Shareholders' Office – C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid) the attendance, proxy, and voting card duly completed and signed, or
- electronic communication: following the detailed procedure for this purpose, which is published on the corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>. In particular, representation through electronic communication with the Company shall be conferred through the electronic platform available on the corporate website and identification shall be required using a (i) recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Entity (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic DNI (DNle).

In both cases, the Company must receive the representations or proxies issued remotely **24 hours before the scheduled start time for the General Meeting on first call** (i.e., before 12:30 CET on 29 March 2023).

If the proxy has been legally granted, but doubts arise as to the identity of the representative or the specific person is not indicated, it shall be understood, unless expressly indicated to the contrary by the shareholder they are representing, that the proxy is granted in favour of the Chairman of the Board of Directors, and in the absence of the Chairman or in the event of a conflict, to the Secretary of the General Meeting.

For the purposes of the provisions of Articles 523 and 526 of the Spanish Companies Act, the Chairman of the Board, or any other Board member, may come into a conflict of interest, with respect to points 6º, 7º, 8º y 10º of the Agenda, and in the scenarios included in paragraphs a), b), c) and d) of Article 526.1 of the Spanish Companies Act (appointment, re-election or



ratification of directors, removal, separation or dismissal of directors, exercising of corporate social responsibility and approval or ratification of Company transactions with the administrator in question) that may be submitted off the agenda under the Law.

The documents containing proxies for the General Shareholders' Meeting shall include instructions on which way to vote. Unless the shareholder granting the proxy expressly states otherwise, it shall be presumed that his or her instructions are to vote in favour of the resolutions proposed by the Board of Directors on the items included in the agenda accompanying the meeting notice and his or her specific voting instructions are to vote against the proposals made outside the agenda, if any.

The attendance of the shareholder at the General Shareholders' Meeting, either in person or remotely by casting their vote remotely prior to the General Meeting, implies the revocation of any proxy, regardless of the date of delegation. A proxy shall also be rendered null and void by any transfer of shares of which the Company becomes aware.

REMOTE VOTING PRIOR TO THE GENERAL MEETING

Before the General Meeting is held, shareholders with a right to attend may cast their vote on the proposals relating to the items included in the agenda of the notice of any General Meeting by postal delivery or correspondence, or by electronic communication:

- postal delivery or correspondence: by sending or delivering to the Company's address (Shareholders' Office – C/ Torres Quevedo no. 1, 28760, Tres Cantos, Madrid) the attendance, proxy, and voting card duly completed and signed, or
- electronic communication: following the detailed procedure for this purpose, which is published on the corporate website <https://www.lineadirectaaseguradora.com/en/corporate-governance/annual-general-meeting>. In particular, voting through electronic communication with the Company shall be conferred through the electronic platform available on the corporate website and identification shall be required using (i) a recognised electronic certificate that has not been revoked, under the terms provided for in Law 6/2020, of 11 November, regulating certain aspects of electronic trust services, in force and issued by the Spanish Public Certification Authority (CERES), which reports to the public business entity Fábrica Nacional de Moneda y Timbre y Real Casa de la Moneda (FNMT-RCM), or (ii) an electronic National ID Card (DNle).

In both cases, the Company must receive any votes cast remotely **24 hours before the scheduled time for holding the General Meeting on first call** (i.e., before 12:30 CET on 29 March 2023).

If a shareholder casting a proxy vote does not tick any of the boxes provided for this purpose in relation to the items on the agenda of the General Meeting, he or she shall be understood to have voted in favour of the corresponding proposed resolution made by the Board of Directors and against the proposals made outside the agenda, if any.



Proxies granted prior to the casting of a remote vote shall be deemed to have been revoked, and those granted thereafter shall be deemed not to have been given.

Votes made by means of remote communication shall be rendered null and void by the physical or remote attendance at the meeting of the shareholder who cast it or as the result of any transfer of shares which the Company is aware of at the time of the General Shareholders' Meeting.

PRESENCE OF A NOTARY

The Board of Directors has agreed to require the presence of a notary to draw up the minutes of the General Meeting in accordance with the provisions of the Spanish Corporate Enterprises Law.

Madrid, 27 February 2023

Mr. Pablo González-Schwitters Grimaldo

Secretary (non-director) to the Board of Directors

PROCESSING OF PERSONAL DATA

Línea Directa Aseguradora S.A., Compañía de Seguros y Reaseguros, will process the personal data sent by the shareholders or provided by the depository entities for the purpose of managing the convening and holding of the General Shareholders' Meeting.

You can exercise your rights of access, rectification, cancellation, opposition, restriction of processing and portability of the data in the cases and within the scope established by applicable regulations at any time. To exercise your rights, you can contact us via email: privacidad@lineadirectaaseguradora.es, attaching a copy of your Spanish National Identity Document or equivalent to your application.

You can see further information on the processing of your data carried out by Línea Directa Aseguradora S.A., Compañía de Seguros y Reaseguros, at <https://www.lineadirectaaseguradora.com/politica-de-privacidad>



LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS

FULL TEXTS OF THE PROPOSED RESOLUTIONS

GENERAL SHAREHOLDERS' MEETING

One. Examination and approval of the individual Financial Statements and the Individual Management Report of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros as well as the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the tax year ended 31 December 2022.

Approval of the individual Financial Statements and the individual Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros as well as approval of the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the financial year ended 31 December 2022, as drawn up by the Company's Board of Directors at its meeting on 23 February 2023.

Two. Examination and approval of the Consolidated Statement of Non-Financial Information corresponding to the financial year ended 31 December 2022, included in the Consolidated Group Management Report.

Approval of the consolidated Non-Financial Information Statement for the financial year ended 31 December 2022, as prepared by the Board of Directors as part of the consolidated Group Management Report.

Three. Examination and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2022.

Approval of the distribution of profits earnings by the Company in the financial year ended 31 December 2022, amounting to 70,681,139 euros, by distributing it as follows:

- Dividend distribution:
 - Interim dividends 52,480,526 euros
 - To the final dividend 1,090,186 euros
- To the voluntary reserve 9,989,495 euros
- To interim equalisation reserve 7,120,932 euros

The Company's Board of Directors, at meetings held on 21 April 2022, 20 September 2022, and 13 December 2022, agreed to pay the shareholders the gross amounts of 0.0200, 0.0205 and 0.007 euros per share, respectively, at each of the aforementioned meetings, representing a total amount of 52,480,526 euros, as interim dividends. These dividends were

paid, with Banco Santander, S.A. acting as payment agent, on 8 June 2022, 28 September 2022, and 21 December 2022, respectively. It was agreed to ratify as necessary the resolutions of the Board of Directors of 21 April 2022, 20 September 2022, and 13 December 2022.

Consequently, the final dividend to be paid to shareholders is 0.001 euros gross per share, which is a gross total amount of approximately 1.09 million euros. The amount corresponding to treasury shares has been applied pro rata to the remaining shares.

Payment of the final dividend will be made in accordance with IBERCLEAR's operating regulations, with Banco Santander, S.A. acting as payment agent, with the relevant dates for this purpose being as follows:

- Last trading date on which the Company's shares are traded with the right to receive the dividend (*Last Trading-Date*): 4 April 2023
- Date as from which the Company's shares are traded without the right to receive the dividend (*Ex-date*): 5 April 2023
- Date on which the registered holders who can claim their payment from the Company are identified (*Record date*): 6 April 2023
- Payment date: 11 April 2023

The total dividend for the 2022 financial year amounts to 53,570,712 euros, i.e. 0.049 euros gross per share.

Four. Examination and approval of the management of the Board of Directors during the fiscal year ended 31 December 2022.

Approval of the corporate management and the actions carried out by the Company's Board of Directors during the financial year ended 31 December 2022.

Five. Re-election of the Auditors of the Company and the consolidated Group for 2023.

In accordance with the proposal made by the Company's Audit and Compliance Committee, to re-elect as Auditors of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its Consolidated Group, for the 2023 financial year, PricewaterhouseCoopers Auditores, S.L., with registered office in Madrid, Paseo de la Castellana no. 259 B and holder of tax identification number B-79031290, registered in the Official Register of Accounts Auditors of Spain with the number S-0242, and registered in the Mercantile Registry of Madrid, volume 9,267, book 8,054, folio 75, section 3, page 87250-1. It is also entrusted with the performance of the other audit services required by the Law specified by the Company for the 2023 financial year.

The Company's Board of Directors is expressly authorised, with power of delegation to the CEO, to enter into the corresponding service lease agreement with PricewaterhouseCoopers Auditores, S.L. for the corresponding term and under the conditions and clauses as may be required.

Six. Inclusion of an indicator that modulates the annual variable remuneration of the Chief Executive Officer according to the results of Línea Directa Group.

Approve, in the terms set out below, the inclusion of a modulating indicator for the CEO's annual variable remuneration that modulates the degree of fulfilment of the objectives to which said remuneration is linked, in order to enhance the alignment of the CEO's remuneration with the strategic priorities of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros and its shareholders as regards Línea Directa Group's P&L.

As set forth in the Remuneration Policy of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros, the CEO's variable remuneration will be paid out based on financial and business objectives, with a weighting of 70%, and non-financial objectives, with a weighting of 30%. Each of the objectives will have a minimum threshold of achievement, below which the right to receive the variable remuneration will not apply. In addition, each of these objectives may be overfulfilled by up to 140%.

Further, the Board of Directors may include, at the substantiated proposal from the CNRGC, an indicator that modulates the degree of fulfilment of the financial and non-financial objectives established annually (the "modulator"), multiplying the degree of fulfilment of these objectives by between 0.5 and 1.5 depending on a fulfilment scale to be approved by the Board of Directors at the proposal of the CNRGC.

In relation to the 2023 annual variable remuneration, at the proposal of the CNRGC, the Board of Directors has proposed that the modulator be the Group's consolidated Profit Before Tax ("PBT"), which will modulate the achievement of the financial and non-financial objectives between 0.5% for an achievement of 67.4% of the Group's consolidated target PBT in the 2023 annual financial statements; and 1.5% for an overachievement of 132.6% of the target PBT.

Therefore, if the minimum achievement of the PBT target were not reached, the achievement of each of the financial and non-financial objectives would be multiplied by 0.5.

By approving this resolution, which is accompanied by a substantiated report from the CNRGC, the Directors' Remuneration Policy of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros is considered amended. The remaining content and its validity will remain unchanged.

The Board of Directors is empowered to implement this resolution, and may specify its content, as well as the contracts and other documentation to be used or adapted for this purpose. The Board of Directors is authorised to delegate (with the power of substitution when appropriate) to the CNRGC, and all without prejudice to the powers that exist or may be conferred in relation to this resolution.

Seven. Approval of the delivery of shares to the Chief Executive Officer as part of the annual variable remuneration for 2022 and for the remaining term of the Directors' Remuneration Policy.

I. Delivery of shares to the CEO as part of the 2022 annual variable remuneration

Approve, in the terms set out below and in accordance with the provisions of Article 219 of the Corporate Enterprises Act, the maximum number of shares of Línea Directa Aseguradora,



Compañía de Seguros y Reaseguros, S.A. (hereinafter, "Línea Directa Aseguradora" or the "Company") to be delivered to the CEO as part of the 2022 variable remuneration.

The details of the 2022 annual variable remuneration are described in the Directors' Remuneration Report that is submitted to an advisory vote at the General Shareholders' Meeting, and is available on the corporate website for consultation from the moment this General Meeting is called.

In accordance with the provisions of the Directors' Remuneration Policy, 40% of the variable remuneration for 2022 will be paid over 3 years (2024, 2025 and 2026), with 50% paid in cash and 50% in shares.

The number of shares of Línea Directa Aseguradora to be delivered to the CEO, both deferred and non-deferred, will be calculated on a price of 0.978 euros/share; this is the average quoted price of the Línea Directa Aseguradora share at the close of business for the trading sessions between 1 January and 31 January 2023, both inclusive.

Deliveries of Company shares shall be tax-net as follows:

- The maximum number of Línea Directa Aseguradora shares to be delivered to the CEO for the 2022 non-deferred variable remuneration is 22,238 shares of Línea Directa Aseguradora.

The Línea Directa Aseguradora shares will be delivered for the non-deferred part of the variable remuneration accrued in 2022 within 15 trading days following their approval at the General Meeting.

- The maximum number of Línea Directa Aseguradora shares to be delivered to the CEO for the deferred variable remuneration of 2022 will be as follows:
 - 4,944 Línea Directa Aseguradora shares, corresponding to 13.34% of the variable remuneration in shares deferred by the 2022 variable incentive, will be delivered to the CEO within 15 trading days following the 2024 General Meeting.
 - 4,941 Línea Directa Aseguradora shares, corresponding to 13.33% of the variable remuneration in shares deferred by the 2022 variable incentive, will be delivered to the CEO within 15 trading days following the 2025 General Meeting.
 - 4,941 Línea Directa Aseguradora shares, corresponding to 13.33% of the variable remuneration in shares deferred by the 2022 variable incentive, will be delivered to the CEO within 15 trading days following the 2026 General Meeting.

Each year, the Appointments, Remuneration and Corporate Governance Committee will analyse whether there have been relevant circumstances, risks or negative impacts on the Company's P&L or equity that, originating in 2022, justify a total or partial review of the shares that must finally be delivered in each term, in accordance with the adjustment clauses provided for in the Directors' Remuneration Policy.

- II. **Maximum number of shares to be delivered to the CEO as part of the annual variable remuneration during the period of validity of the Directors' Remuneration Policy**



In accordance with the Directors' Remuneration Policy of Línea Directa Aseguradora, the CEO's annual variable remuneration will be paid 50% in cash and 50% in shares, depending on the fulfilment of previously defined goals, linked to the degree of achievement of the Company's strategic objectives. In any case, the 50% of the Annual Variable Remuneration paid in shares will be paid if it is approved by the Línea Directa General Shareholders' Meeting, under the terms laid down in Article 219 of the Spanish Corporate Enterprises Act.

In the above terms, authorisation is expressly requested from the General Meeting for the delivery to the CEO, as annual variable remuneration in shares during the remaining three years of validity of the Remuneration Policy (2023, 2024 and 2025), of up to a maximum of 405,000 Línea Directa Aseguradora shares, representing 0.037% of the share capital at the date of this resolution (allocating a maximum of 135,000 shares for each year of the Policy's term).

The shares to be delivered as annual variable remuneration will be calculated with the following as a reference: average closing price of the Línea Directa Aseguradora share between January 1 and 31 of the year following the year to which the annual variable remuneration corresponds (both inclusive).

For the whole of resolution Seven, the Board of Directors is delegated the power to modify and adjust the number of shares to be delivered as part of the variable remuneration or to alter the settlement rules and the payment schedule when, prior to the date of its effective delivery, special situations, events or circumstances have derived from internal or external factors, including but not limited to regulatory requirements or requirements or recommendations from regulatory or supervisory bodies or corporate operations affecting the Company, including capital increases, splitting or counter-splitting of shares, structural modifications or operations with equivalent effect, takeover bids, etc.; and, in the opinion of the Board of Directors, it is reasonable to implement such modification, adjustment or alteration in order to maintain the value of the consideration and/or ensure the fairness of the remuneration system. These modifications, adjustments or alterations will be included in the annual report on directors' remuneration.

The Board of Directors is delegated the power to complete this resolution in everything that is necessary for its execution and in particular the establishment of any exceptional cases, independent of the provisions of the previous paragraph, in which the end of the CEO's executive duties or as a member of the Board entails the loss of the right to receive any pending deliveries on the scheduled dates.

Eight. Approval of a long-term variable remuneration plan payable in shares of the Company and in cash, addressed to the CEO, the members of the Management Team and other key or relevant persons of the Company.

Approve, in accordance with Article 219 of the Corporate Enterprises Act and Article 31 of the Bylaws, the Long-Term Variable Remuneration Plan 2023-2025 (hereinafter, the "Plan") for the members of the Management Team, including the CEO, and certain key or relevant persons of Línea Directa Aseguradora, S.A. ("Línea Directa Aseguradora" or the "Company").



The Plan's characteristics are aligned with the Directors' Remuneration Policy approved, in accordance with article 529 novodecies of the Corporate Enterprises Act, by the General Shareholders' Meeting of 24 March 2022 (the "**Remuneration Policy**").

The Plan's basic terms and conditions are as follows:

Description and purpose of the Plan:

The purpose of the Plan is to motivate and retain certain persons considered key or relevant to the achievement of the Company's medium and long-term strategic objectives; and it will allow its beneficiaries to receive, after a certain period of time and provided that certain requirements and Company strategic objectives are met, a remuneration that will be paid, in equal parts, in a certain number of ordinary Línea Directa Aseguradora shares and a certain amount in cash.

To this end, the Plan is implemented by granting each beneficiary a target incentive (the "**Target Incentive**") to calculate, depending on the degree of achievement of the objectives to which the Plan is linked (hereinafter, the "**Degree of Achievement of the Objectives**"), the number of shares to be delivered and the amount of the incentive to be settled in cash, (the "**Incentive**").

Plan Beneficiaries: The CEO, the members of the Management Team and certain key or relevant persons of the Company (the "**Beneficiaries**") who are expressly invited by the Company's Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Committee (the "**CNRGC**"), and who expressly agree to participate in it, shall be considered beneficiaries of the Plan.

The invitation to participate in the Plan will be sent as a letter from the Company (the "**Invitation Letter**").

The estimated number of Plan Beneficiaries amounts to 40 people, without prejudice to the possible new additions of Beneficiaries to the Plan that the Board of Directors may agree during the term of the Plan.

Duration and settlement: The Plan shall formally begin on the date of its approval by the 2023 General Shareholders' Meeting ("**Start Date**").

The measurement period for the Plan's objectives ("**Measurement Period**") will run from 1 January 2023 ("**Measurement Period Start Date**") to 31 December 2025 ("**Measurement Period End Date**").

After the end of the Measurement Period, the Incentive that, if any, each of the Beneficiaries will be entitled to receive depending on the Degree of Achievement of the Objectives during the sixty days following the preparation of the 2025 annual accounts ("**Settlement Date**") will be determined.

The delivery of the Company's shares, as well as the payment of the cash amount that, where appropriate, derives from the Plan will be carried out in accordance with the requirements and deferral procedures provided for in the Remuneration Policy, when applicable, as per the following schedule:

- 60% of the amount of the Incentive will be settled, in halves, in cash and in shares, on the Settlement Date.



- The remaining 40% of the Incentive will be settled, in halves, in cash and shares, on a deferred basis, by thirds, for a period of three years, on the following dates:
 - o one-third of the Deferred Incentive will be settled on the first anniversary of the Settlement Date ("First Deferred Settlement Date").
 - o one-third of the Deferred Incentive will be settled on the second anniversary of the Settlement Date ("Second Deferred Settlement Date").
 - o one-third of the Deferred Incentive will be settled on the third anniversary of the Settlement Date ("Third Deferred Settlement Date").

Calculating the Incentive: The amount of the Incentive for each Beneficiary under the Plan will be determined according to the following formula:

$$I = \text{Target Incentive} \times \text{DAI}$$

Where:

- I = Incentive to be settled, in equal parts, by the payment of a certain amount in cash and the delivery of a certain number of Company shares.
- Target Incentive ("TI")= Target incentive notified to the Beneficiary in the Invitation Letter.
- DAI = Degree of Achievement of the Incentive, in percentage terms, depending on the degree of fulfilment, during the Measurement Period, of the objectives to which the Plan is linked.

Maximum number of shares: The maximum number of shares to be delivered under the Plan is 6,069,803 ordinary Company shares, representing 0.56% of the share capital, of which a maximum of 355,083 shares are delivered to the CEO.

Among other means, the Company may choose the following for the Plan, subject to compliance with the applicable legal requirements: (i) the shares of Línea Directa Aseguradora, S.A. in treasury stock that it has acquired or acquires in the future; or (ii) the newly issued shares of Línea Directa Aseguradora, S.A.

Reference value to determine the number of shares to be delivered: To determine the number of shares to be delivered under the Plan, the value of the Company's share from 1 to 31 January 2026 will be taken as a reference.

The Plan's goals: The Degree of Achievement of the Incentive that will determine the Incentive to be settled in cash and the number of shares to be delivered under the Plan will depend on the degree of fulfilment of the following strategic objectives (the "Objectives") during the Measurement Period, depending on their individual weight:

- The Company's combined ratio, considering the average of the achievement of the Plan's period, which will be weighted by 50% when the Incentive is calculated.
- Growth in Company premiums compared to that of the non-life sector during the Plan's period, which will be weighted by 40% when the Incentive is calculated.

- Degree of compliance with the Company's Level 1 Sustainability Plan (whose achievement will be audited by a prestigious external party), as well as inclusion in the Dow Jones Sustainability Index in 2025. This Objective will be weighted by 10% when the Incentive is calculated.

Requirements to receive the Incentive: These requirements must be met cumulatively by each of the Beneficiaries to consolidate their right to receive the Incentive under the Plan:

- achieve a minimum target of fulfilment of the Plan's Objectives, and
- maintain an active relationship, whether employment or commercial, with the Company from the Start Date to the End Date of the Measurement Period, without prejudice to the special cases of termination and suspension, among others, that may be established by the Board of Directors.

Malus and clawback clauses: The Plan will include the corresponding "malus" and "clawback" clauses provided for in the Remuneration Policy.

Retention period of shares: Under the terms of the Remuneration Policy, the shares for delivery to the CEO under the Plan may not be disposed of or transferred until a period of at least three years has elapsed.

This will not apply if, at the time of the transfer, the CEO has a net economic exposure to the variation in the share price for a market value equivalent to at least twice the CEO's annual fixed remuneration through the ownership of shares, options or other financial instruments.

This will not apply to shares that the CEO needs to dispose of in order to meet the costs related to their acquisition or, after favourable assessment by the CNRGC, to cover the costs of any unforeseen extraordinary situations.

Managing and administering the Plan: The Board of Directors is empowered in the broadest terms – and may delegate these powers to the CNRGC, the CEO, or any other person to whom the Board of Directors expressly empowers for this purpose – to execute this resolution and to implement, develop, formalise, execute and settle the Plan when and as it deems appropriate, adopting as many agreements and signing as many documents, public or private, as may be necessary or suitable for its full effects, with the power to even correct, rectify, modify or complement this resolution.

And, in general, to adopt as many agreements and carry out as many actions as may be necessary or merely suitable for the successful completion of this resolution and the Plan's implementation, execution and settlement.

Nine. Delegation of powers to interpret, complement, correct, execute and formalise the resolutions adopted by the General Shareholders' Meeting.

Notwithstanding the powers delegated in the foregoing resolutions, to empower the Board of Directors, with the express power to sub-delegate, the Chairman of the Board of Directors, the Chief Executive Officer, and the Secretary of the Board of Directors, to the fullest extent required by law, so that any of them may implement the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, modify, correct errors or omissions and adapt the resolutions set out above subject to the verbal or written approval of the Mercantile



Registry and any competent authority, official or entity; (ii) prepare and publish the legally required announcements; (iii) implement the above resolutions and issue any public and/or private document deemed necessary or advisable for their implementation; (iv) file any documentation with the Mercantile Registry or other competent registers; and (v) carry out any such acts as may be necessary or advisable for their satisfactory implementation and, in particular, for their registration with the Mercantile Registry or any other competent register.

Ten. Advisory vote on the 2022 Report on the Remuneration of the members of the Board of Directors.

To approve, in an advisory capacity, the annual remuneration report for the 2022 financial year, approved by the board of directors, the full text of which has been made available to the shareholders, together with the rest of the documentation of the General Meeting, from the date of its notice.