



## Annual Shareholders Meeting, June 17, 2024

Antiga Fábrica Estrella Damm, 11:00 am

**Draft resolutions that the Board of Directors of SOCIEDAD ANÓNOMA DAMM submits for approval to the Ordinary and Extraordinary Annual Shareholders' Meeting to be held on Monday 17<sup>th</sup> of June, 2024.**

### ATTENDANCE, PROXY AND VOTING CARD

#### ATTENDING OR REPRESENTED SHAREHOLDER IDENTIFICATION

Name / Company name: \_\_\_\_\_

ID number/Tax Id. Number: \_\_\_\_\_

#### a) Attendant:

Attending Shareholder signature: \_\_\_\_\_

#### b) Proxy Representation:

I grant a proxy for my representation in order to exercise the rights to be heard and to vote associated to my shares in favour of Mr / Mrs \_\_\_\_\_, with ID number \_\_\_\_\_.

**If you wish to provide any voting instructions to your proxy, please use the following table:**

Proposed Resolutions – Annual Shareholders Meeting		For	Against	Abst.
<b>Ordinary Annual Shareholders Meeting</b>				
1	<i>Review and approval, as the case may be, of the Individual and Consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Changes in Equity Statement, Cash Flow Statement and Annual Report) as well as the Management Report (which includes the Non-Financial Information Statement) relating to fiscal year that ended on December 31, 2023, and Audit Report thereof.</i>			

In the event of legal or voluntary proxy, you have to provide all required information about the person being is represented, such as name, surname, and copy of the ID card of the shareholder.

Without prejudice to shareholders' grouping rights, the right to attend to the Annual Shareholders meeting requires the ownership of registered shares for a nominal value of, at least, €5.000 and that they be registered in the relevant shareholders book at least five days before the day on which the Annual Shareholders' Meeting is to be held. Shareholders may attend the Annual Shareholders meeting personally or by a proxy. Shareholders may grant a proxy to another shareholder or to a third person solely in those cases provided for by Law and the Articles of Association.

2	<i>Approval, as the case may be, of the proposed allocation of profits resulting from fiscal year that ended on December 31, 2023.</i>			
3	<i>Approval, as the case may be, of the Boards of Directors' management of the company during the fiscal year that ended on December 31, 2023.</i>			
<b>Extraordinary Annual Shareholders Meeting</b>				
1	<i>Appointment, as the case may be, of Account auditor for the review of Individual and Consolidated Annual Accounts for the current fiscal year 2024.</i>			
2	<i>Amendment, as the case may be, of Article 14 of the Articles of Association, regarding the term of office for the members of the Board of Directors and rules for the honorary members of the Board of Directors.</i>			
3	<i>Amendment, as the case may be, of Article 23 of the Articles of Association, regarding the requirements applicable to natural persons representing legal entities for the earning of remuneration established in section 3 of the aforesaid Article.</i>			
4	<i>Set the number of members of the Board of Directors at five (5) members.</i>			
5	<i>Re-appointment, as the case may be, of D. Ramón Agenjo i Bosch as member of the Board of Directors of the Company for a term of three (3) years.</i>			
6	<i>Re-appointment, as the case may be, of DISA FINANCIACIÓN S.A.U as member of the Board of Directors of the Company for a term of three (3) years.</i>			
7	<i>Re-appointment, as the case may be, of SEEGRUND, B.V. as member of the Board of Directors of the Company for a term of three (3) years.</i>			
8	<i>Appointment, as the case may be, of BEACHLAKE INVERSIONES MOBILIARIAS, S.L as member of the Board of Directors of the Company for a term of three (3) years.</i>			
9	<i>Re-appointment, as the case may be, of "MUSRUM GmbH" as member of the Board of Directors of the Company for a term of three (3) years.</i>			
10	<i>Appointment, as the case may be, of D. Ramón Armadás i Bosch and D. Raimundo Baroja Rieu as honorary members of the Board of Directors.</i>			
11	<i>Approval, as the case may be, of amendment of the Articles of Association to introduce a new Article 29bis in said Articles of Association, in which the possibility is recognised to establish the right of choice of the shareholders in the event of a capital increase charged against profits or against freely available reserves.</i>			
12	<i>Approval, as the case may be, of an equity capital increase against voluntary reserves through the issuance of new shares, with a commitment to repurchase the free allotment rights by the Company for the shareholders who wish to sell</i>			

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	<i>them (right to choose), resorting to that effect to the Individual Balance Sheet closed on December 31, 2023, as approved in the First Point of the Ordinary Annual Shareholder Meeting, and consequent amendment of Article 5 of the Articles of Association.</i>			
13	<i>Granting of powers to notarize by a public deed and carry out the resolutions passed at the Annual Shareholders Meeting, including their correction if necessary.</i>			
14	<i>Appointment of controllers so as to approve the Minute of the Annual Shareholders Meeting.</i>			

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