



miquel y costas & miquel, s. a.

**MIQUEL Y COSTAS & MIQUEL, S.A.
General Meeting of Shareholders**

On 11 May 2023, the Board of Directors resolved to convene the Ordinary and Extraordinary General Meeting of Shareholders for Miquel y Costas & Miquel, S.A. (hereinafter, the “**Company**”), to be held in Barcelona at Círculo Ecuestre, Calle Balmes 169, Planta Tercera, on 21 June 2023 at 12:00 noon (first call) or on the following day, **22 June 2023 (second call), in the same place and at the same time**. The General Meeting of Shareholders is expected to be held **on second call**.

The General Meeting will consider the matters included on the following

Agenda

One.- Annual Accounts, distribution of earnings and Company management for the financial year ending on 31 December 2022:

- 1.1. Examination and approval of the Company’s Annual Accounts and Management Report, as well as the consolidated Annual Accounts and Management Report for the 2022 financial year.
- 1.2. Examination and approval of the proposal for the distribution of the Company’s earnings for the 2022 financial year.
- 1.3. Examination and approval of the management work carried out by the Board of Directors during the 2022 financial year.

Two.- Examination and approval of the Consolidated Non-Financial Information Statement for the Group, which is included in the Management Report for the 2022 financial year.

Three.- Re-election and appointment, where applicable, of Directors.

- 3.1. Re-election and appointment of Mr. Jorge Mercader Miró as a Director, with the status of Executive Director.



miquel y costas & miquel, s. a.

- 3.2. Re-election and appointment of Mr. Francisco Javier Basañez Villaluenga as a Director, with the status of Other External Director.
- 3.3. Re-election and appointment of Mr. Álvaro de la Serna Corral as a Director, with the status of Proprietary Director.
- 3.4. Re-election and appointment of Ms. Marta Lacambra i Puig as a Director, with the status of Independent Director.
- 3.5. Re-election and appointment of Mr. José Claudio Aranzadi Martínez as a Director, with the status of Independent Director.
- 3.6. Appointment of Mr. Narcís Serra Serra as a Director, with the status of Independent Director.
- 3.7. Appointment of Ms. María Teresa Busto del Castillo as a Director, with the status of Independent Director.
- 3.8. Appointment of Mr. José Miquel Vacarisas as a Director, with the status of Proprietary Director.

Four.- Voting, on an advisory basis, on the Annual Report on the Board of Directors' Remuneration for the 2022 financial year.

Five.- Delegation of powers to formulate, complete, develop, interpret, correct, formalise, publish, register and execute the resolutions adopted and to carry out the compulsory filing of the Annual Accounts with the Company Register.

Inclusion of matters in the Agenda and submission of proposed resolutions: In accordance with Articles 172 and 519 of the Spanish Companies Act, shareholders who can prove that they represent at least three (3) percent of the share capital may request, via a reliable means of notification, that a supplement to the call for the General Meeting be published, including one or more items in the Agenda, as long as the new items are accompanied by due justification or, where applicable, a duly justified proposed resolution. Said notification must be received at the corporate address within five (5) days from the date of publication of this call, and the call supplement must be published at least fifteen (15) days prior to the date scheduled for the first call of the General Meeting.



miquel y costas & miquel, s. a.

Additionally, and accordance with Article 519.3 of the Spanish Companies Act, shareholders who represent at least three (3) percent of the share capital may also, within the same time limit as specified above, submit appropriately grounded proposals for resolutions on matters that are already included in (or should be included in) the Agenda of the General Meeting that has been called. The Company shall ensure that these proposed resolutions and any attached documents are published on the corporate website.

Attendance: Rights of attendance and representation at the General Meeting shall be regulated in accordance with the provisions of the Spanish Companies Act and the Company's Articles of Association and Rules of Procedure for General Meetings of Shareholders. The following are entitled to attend the General Meeting: shareholders who can prove they hold one hundred (100) or more shares, provided said shares have been registered in their name in the corresponding Accounts Record held by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) at least five (5) days prior to the General Meeting on first call (i.e. 21 June 2023), and provided they have either the attendance card that was provided to them at the corporate address or the card that was made available to shareholders on the corporate website (accompanied in this latter case by a copy of the shareholder's National ID Card or Passport). If the shareholder is a legal entity, the attendee must present a document that sufficiently proves their capacity of representation, or the corresponding attendance card issued by the organisations that form part of Iberclear. Shareholders with fewer shares may group together to exercise their rights jointly.

Attendance at the General Meeting may be in person only.

Representation: Shareholders may be represented at the General Meeting by another person, provided they comply with the requirements and formalities stipulated in the Articles of Association, the Rules of Procedure for General Meetings and the applicable legislation. Power of representation must be specifically conferred for each General Meeting. If the represented party attends the General Meeting, any powers of representation they may have granted shall be revoked. The power of representation may also be revoked by the same means by which it was granted. In the event of a public request for representation, this shall be bound by the provisions of Articles 186, 187 and 526 of the Spanish Companies Act.



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Appointment of a representative and notification thereof may be carried out: (i) by remote means of communication, postal mail or e-mail; or (ii) by filling out the proxy attendance and voting card, which the representative must then present directly to the person responsible for registering shareholders on the day the General Meeting is held.

If a shareholder opts to confer power of representation and provide notification via a remote means of communication, the duly completed and signed proxy form available to shareholders on the corporate website – or the corresponding proxy attendance and voting card supplied by the organisations that form part of Iberclear or by the Company itself – must be sent by post to the corporate address or e-mailed in PDF, JPEG or TIFF format to *accionista@miquelycostas.com*, citing the reference “Ref: Proxy 2023 General Meeting”. In both cases, a copy of the National ID Card or other proof of identity (Passport or NIE [Foreign National ID] card) must be included, and for legal entities a document that sufficiently proves the representative’s powers of representation.

Additionally, the duly completed and signed proxy attendance and voting card (accompanied by an ID document) may also be presented to the person responsible for registering shareholders by the appointed representative who is physically attending the General Meeting, on the day and at the place where the General Meeting is held and prior to the commencement of same. This shall serve the purpose of due notification as stipulated in the provisions of Article 522 of the Spanish Companies Act.

Powers of representation and voting instructions (as well as details of the representative’s appointment and notification thereof) that are received by postal mail or e-mail shall be admitted so long as they are received at least twenty-four (24) hours before the General Meeting is held on first call (i.e. 21 June 2023), and so long as they meet the established requirements, notwithstanding the aforementioned option for the representative to present the proxy attendance and voting card to the person responsible for registering shareholders prior to the General Meeting.

If a shareholder sends the Company a duly signed proxy attendance and voting card without stating the name of the representative on it, the power of representation thus conferred by the shareholder shall be exercised by the Chair of the Board of Directors.



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Notwithstanding the provisions of Articles 186, 187 and 526 of the Spanish Companies Act, if the power of representation is granted in accordance with the foregoing instructions or in favour of the Board of Directors or its Chair, and without express voting instructions, it shall be understood that the shareholder's decision is to vote in favour of all of the resolutions proposed by the Board of Directors.

Unless otherwise stated, power of representation is automatically extended to include: proposed resolutions on items that have been added to the Agenda by means of a call supplement; alternative proposed resolutions that are designed to replace, interpret or clarify those that have been published, including those presented during the course of the General Meeting; and items not included in the Agenda. In such cases, unless expressly stated otherwise, the precise instruction to the representative is to vote against, except in the event that the proposed resolutions are presented by the Board of Directors, in which case it shall be understood that the instruction is to vote in favour.

If the designated representative has a conflict of interest with regard to voting on any of the proposed resolutions submitted to the General Meeting (whether on or off the Agenda), and the represented party has not given specific voting instructions, the representative shall be authorised to grant power of representation to a third party who does not have a conflict of interest and who may exercise the power of representation conferred.

Voting: In accordance with the provisions of Article 521 of the Spanish Companies Act, Article 18 of the Company's Articles of Association and Article 10 of the Rules of Procedure for General Meetings of Shareholders, those shareholders who have voting rights may exercise this right via: (i) postal mail or (ii) by sending an e-mail, in PDF, JPEG or TIFF format, to *accionista@miquelcostas.com*, citing the reference "Ref: Voting 2023 Meeting". In all cases, votes must be received by the Company at least twenty-four (24) hours before the date indicated for the first call of the Meeting (i.e. 21 June 2023) and must be accompanied by the attendance card supplied by the organisations that form part of Iberclear, with the section containing the remote voting form duly completed and signed. In the event that the attendance card does not cover this possibility, shareholders must fill out and send the remote voting form (available on the corporate website) along with the aforementioned attendance card. In all cases, a copy of the National ID Card or another proof of identity (Passport or



miquel y costas & miquel, s. a.

NIE card) – and for legal entities, a document that sufficiently proves the representative’s power of representation – must be submitted along with the aforementioned documents. Any shareholder who exercises their right to vote remotely shall be considered as present for the purposes of holding the General Meeting.

If the shareholder does not provide instructions by marking the corresponding boxes, it shall be understood that they are voting in favour of the resolutions proposed by the Board of Directors.

Information: In accordance with the provisions of Articles 272.2 and 518 of the Spanish Companies Act, shareholders may examine the following, at the corporate address in Barcelona (Calle Tuset 8-10, 7^a planta) and on the corporate website (www.miquelycostas.com): the proposed resolutions and the documents to be submitted for approval or information purposes at the General Meeting of Shareholders; reports drawn up by accounts auditors; reports drawn up by the Board of Directors and the competent bodies with regard to those items in the Agenda that require it; and, in relation to item Four on the Agenda, the Annual Report on Directors’ Remuneration. They may withdraw said documents or request to be sent a copy thereof immediately and free of charge.

Likewise, the Annual Corporate Governance Report for the 2022 financial year (approved by the Board of Directors on 27 March 2023), this announcement of the calling of the General Meeting, the number of shares and voting rights as of the date of the call, the proxy form and the remote voting form have all been made available to shareholders via the corporate website. Additionally, with regard to each director whose re-election or appointment (as applicable) is proposed under item Three on the Agenda, their identification details, curriculum vitae and category, as well as the corresponding reports from the Board of Directors and the Human Resources, Appointments and Remuneration Committee, are also available to shareholders via the website.

In accordance with the provisions of Articles 197 and 520 of the Spanish Companies Act, shareholders may (whether in writing up until the fifth day before the General Meeting, or verbally during the Meeting itself) ask the Board of Directors for any information or clarification they may require regarding the items on the Agenda, any publicly available information that the Company has supplied to the National Securities Market Commission since the last General Meeting was held (21 June 2022), or the Auditors’ Report, or otherwise put any



miquel y costas & miquel, s. a.

questions they consider relevant in writing. During the General Meeting, the Company's shareholders may verbally request any information or clarification they consider relevant regarding the matters listed on the Agenda. If the shareholder's request cannot be satisfied then and there, they shall be provided with the information requested, in writing, within seven (7) days following the conclusion of the General Meeting.

Shareholders' e-Forum: In accordance with the provisions of Article 539.2 of the Spanish Companies Act, the Company has set up a Shareholders' e-Forum on the corporate website (www.miquelycostas.com) following the publication of this call. The e-Forum shall remain available on the website until the General Meeting takes place. In order to facilitate communication prior to the General Meeting, both individual shareholders and voluntary shareholder associations (provided they have been lawfully established and are registered with the Barcelona Company Register, as well as with the special register enabled for this purpose at the National Securities Market Commission) are welcome to access the e-Forum, with all due guarantees. Use of and access to the Shareholders' e-Forum is limited with regard to certain matters and regulated by the e-Forum Operating Standards approved by the Board of Directors, which the Company has made available to shareholders via its website.

Notarial intervention in the General Meeting: The Board of Directors has agreed to request the presence of a notary public to draft the minutes of the General Meeting, in accordance with the provisions of Article 203 of the Spanish Companies Act.

Anticipated scheduling of the General Meeting: The Board of Directors anticipates that the General Meeting will most likely be held on second call, i.e. **on 22 June 2023 at 12:00 noon.**

Personal data protection: Any personal data that is provided by the Company's shareholders in order to exercise their right to attend, grant power of representation or vote remotely in the General Meeting, or any personal data (namely, identification details of the shareholder and information about the shares they hold) that might be provided by Iberclear members with which said shareholders have deposited their shares, shall be processed in line with Regulation (EU) 2016/679 of 27 April 2016 by Miquel y Costas & Miquel, S.A., which has its corporate address in Barcelona at Calle Tuset 8-10, 7^a planta. The purpose of said processing is to manage and monitor the shareholding



miquel y costas & miquel, s. a.

relationship and ensure compliance, while the legitimate basis for the processing is the legal relationship derived from ownership of the shares. The processing of shareholders' personal data is therefore required for said purpose. The aforementioned information shall be stored for the amount of time required to manage the General Meeting that has been called.

The Company may disclose to the competent public authorities any personal data and other information that is in its possession or accessible via its systems when it is required to do so under the applicable laws and regulations, as well as by virtue of a court order.

Shareholders are also informed that they may at any time, and under the terms established by the legislation in force, exercise their rights of access, rectification or erasure of data, request that the processing of their personal data be restricted, object to said processing or request the portability of their data, provided that this does not impede the management of this General Meeting. They can exercise these rights by sending a written communication to the Company's Shareholders' Office (address: Calle Tuset 8-10, 7^a planta, 08006 Barcelona), which must clearly indicate the right the shareholder in question wishes to exercise and be accompanied by their National ID Card or other proof of identity (Passport or NIE card).

In all cases, shareholders may file a complaint with the Spanish Data Protection Agency if they consider that the processing does not comply with the regulations in force.

For further information, please e-mail the Shareholders' Office (accionista@miquelycostas.com).

Barcelona, 11 May 2023
Chair of the Board of Directors
Mr Jorge Mercader Miró