



**miquel y costas & miquel, s. a.**

**PROPOSED RESOLUTIONS TO BE SUBMITTED FOR APPROVAL AT THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR MIQUEL Y COSTAS & MIQUEL, S.A. (HEREINAFTER, THE "COMPANY"), CONVENED FOR 21 JUNE 2023 (FIRST CALL) AND 22 JUNE 2023 (SECOND DAY).**

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**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.**

Approve the Annual Accounts (comprising the Balance Sheet, Profit and Loss Account, Recognised Income and Expenses Statement, Changes in Net Assets Statement, Cash Flow Statement and Annual Report), the consolidated Annual Accounts (comprising the Balance Sheet, Profit and Loss Account, Recognised Income and Expenses Statement, Changes in Net Assets Statement, Cash Flow Statement and Annual Report) and the Corporate Management Report, all with regard to the financial year ending on 31 December 2022.

Ratify, wherever necessary, the Board of Directors' resolutions adopted in the meetings held on 27 September and 28 November 2022, by virtue of which two gross dividends were distributed against the earnings for the 2022 financial year. The first of these, in the amount of €3.7 million, was paid on 17 October 2022 and the second, in the amount of €4 million, was paid on 14 December 2022.

Likewise ratify, wherever necessary, the Board of Directors' resolution adopted at a meeting held on 27 March 2023, by virtue of which a third gross dividend - in the amount of €4.3 million - was distributed on 20 April 2023 against the earnings for the 2022 financial year.

Distribute a complementary gross dividend of €4.8 million, charged against the earnings for the 2022 financial year, among shareholders in proportion to the paid-up capital, to be carried out on 13 July 2023.



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Place on record that, with the distribution of the complementary dividend, the total gross dividend for the 2022 financial year is in the amount of €16.8 million.

**1.2.- Examination and approval of the proposal for the distribution of the Company's earnings for the 2022 financial year.**

Allocate the individual earnings for the 2022 financial year, which amount to TWENTY-SEVEN MILLION, EIGHT HUNDRED AND SIX THOUSAND, FIVE HUNDRED AND EIGHTY-SEVEN EUROS AND SEVENTY CENTS (€27,806,587.70), as follows:

Statutory reserve	€0
Capitalisation reserves	€1,138,467.97
Voluntary reserves	€9,868,119.73
Dividends	€16,800,000.00
TOTAL	€27,806,587.70

**1.3.- Examination and approval of the management work carried out by the Board of Directors during the 2022 financial year.**

Approve the management work carried out by the Board of Directors during the 2022 financial year, in view of the individual and consolidated Management Reports that have been made available to the shareholders.

**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.**

Approve the consolidated Non-Financial Information Statement for the 2022 financial year, which has been prepared by the Board of Directors in accordance with the content and structure stipulated in Article 49 of the Spanish Commercial Code.

The Non-Financial Information Statement has been independently verified in line with the provisions of the regulations in force and is published (as part of the Management Report) on the corporate website, where it shall remain for the legally stipulated period.



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

At the proposal of the Human Resources, Appointments and Remuneration Committee with regard to the independent and non-independent directors, and at the proposal of the Board of Directors in all other cases (and subject to a justification report issued beforehand by the Board, in all cases), re-elect the following directors owing to the expiry of their respective mandates or, where applicable, appoint the following new directors:

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

Re-elect Mr. Jorge Mercader Miró, whose details are recorded in the Company Register, as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr. Jorge Mercader Miró shall have the status of Executive Director. It is also stated for the record that, in accordance with Article 146.1 of the Company Register Regulation, Mr. Jorge Mercader Miró shall continue to hold the position he has held to date.

**3.2.- Re-election and appointment of Mr. Francisco Javier Basañez Villaluenga as a Director, with the status of Other External Director.**

Re-elect Mr. Francisco Javier Basañez Villaluenga, whose details are recorded in the Company Register, as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr. Francisco Javier Basañez Villaluenga shall have the status of Other External Director.



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**3.3.- Re-election and appointment of Mr. Álvaro de la Serna Corral as a Director, with the status of Proprietary Director.**

Re-elect Mr. Álvaro de la Serna Corral, whose details are recorded in the Company Register, as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr Álvaro de la Serna Corral shall have 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.**

Re-elect Ms. Marta Lacambra i Puig, whose details are recorded in the Company Register, as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Ms. Marta Lacambra i Puig shall have 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.**

Re-elect Mr. José Claudio Aranzadi Martínez, whose details are recorded in the Company Register, as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr. José Claudio Aranzadi Martínez shall have the status of Independent Director.



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**3.6.- Appointment of Mr. Narcís Serra Serra as a Director, with the status of Independent Director.**

Appoint Mr. Narcís Serra Serra as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr. Narcís Serra Serra shall have the status of Independent Director.

**3.7.- Appointment of Ms. María Teresa Busto del Castillo as a Director, with the status of Independent Director.**

Appoint Ms. María Teresa Busto del Castillo as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Ms. María Teresa Busto del Castillo shall have the status of Independent Director.

**3.8.- Appointment of Mr. José Miquel Vacarisas as a Director, with the status of Proprietary Director.**

Owing to the expiry of the mandate of the directorship held by Joanfra, S.A., and in accordance with the modification of Article 529 bis of the Spanish Companies Act introduced by Law 5/2021 of 12 April (by virtue of which the Boards of Directors of listed companies must be comprised exclusively of natural persons), appoint Mr. José Miquel Vacarisas as a member of the Board of Directors for a term of four (4) years, as from today's date, in accordance with the provisions of Article 529.undecies.1 of the Spanish Companies Act.

It is hereby stated for the relevant purposes, and in accordance with the provisions of Article 529 duodecies of the Spanish Companies Act, that Mr. José Miquel Vacarisas shall have the status of Proprietary Director in his capacity as a representative of the shareholder Joanfra, S.A.



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It is hereby stated for the record that the foregoing re-elections and appointments are the subject of a justification report drawn up by the Board of Directors, in which the competences, experience and merits of each of the re-elected and appointed directors are assessed. This report shall be attached to the minutes of this General Meeting, as stipulated in Article 529.decies.5 of the Spanish Companies Act. The Company has also published the curricula vitae of these directors on its website, in accordance with Article 518.e) of the Spanish Companies Act.

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

Approve, on an advisory basis and in accordance with Article 541.4 of the Spanish Companies Act, the Annual Report on the Board of Directors' Remuneration for the financial year ending on 31 December 2022, approved by the Company's Board of Directors on 27 March 2023.

This Report was delivered to the National Securities Market Commission within the legally stipulated period.

**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.**

Authorise all members of the Board of Directors and the Non-Board Member Secretary so that any of them, without distinction, may: (i) appear before a notary public in order to place the aforementioned resolutions on public record, with the capacity to authorise any public or private documents that may be necessary in order to implement the aforementioned resolutions and register them with the Company Register and other public registers, with the authority to include in said documents whichever statements or decisions they consider necessary or appropriate; and to make any clarifications or rectifications that the Company Registrar may deem necessary, with the capacity to request, where applicable, that the Company Registrar partially register the adopted resolutions, if the Registrar will not register them in full; and to carry out the foregoing with the broadest powers and without restrictions of any kind; (ii) execute said resolutions, drafting and signing the communications and other



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documents that must be registered with the National Securities Market Commission and delivered to the Stock Exchange Management Companies and other competent organisations, and (iii) carry out the compulsory filing of the Company's Annual Accounts, as well as the consolidated Annual Accounts, with the Company Register.

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