



miquel y costas & miquel, s. a.

**MIQUEL Y COSTAS & MIQUEL, S.A.
Ordinary and Extraordinary General Meeting**

On 25 April 2022, the Board of Directors resolved to convene the Annual and Extraordinary General Meeting of Miquel y Costas & Miquel, S.A. (hereinafter, the 'Company'), to be held in Barcelona, at Círculo Ecuéstre, calle Balmes 169, Planta Tercera, **on 21 June 2022, at 12 noon, on first call** or on the following day, at the same place and time, on second call. The Annual General Meeting (AGM) is expected to be held **on first call**.

The General Meeting will consider the matters included on the following

Agenda

One.- Annual Accounts, distribution of earnings and management of the financial year ending on 31 December 2021:

- 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 year 2021.
- 1.2. Examination and approval of the proposal for the distribution of the Company's earnings for the year 2021.
- 1.3. Examination and approval of the management work of the Board of Directors during the year 2021.

Two.- Examination and approval of the Consolidated Group's Non-financial Information Statement, including the Management Report for the year 2021.

Three.- Re-election of Directors.

- 3.1. Re-election and appointment of Mr Jorge Mercader Barata as a Director, with the status of Executive Director.
- 3.2. Re-election and appointment of Mr Eusebio Díaz-Morera Puig-Sureda as a Director, with the status of Executive Director.



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Four.- Re-election of the accounts auditors for the years 2022 and 2023.

Five.- Amendment and/or deletion of the following articles from the Articles of Association:

- 5.1. Amendment of Articles 15, 16, 18, 20 and 21, all included in CHAPTER THREE, Section A, on 'GENERAL MEETINGS'.
- 5.2. Amendment of Article 23, included in CHAPTER THREE, Section B, on 'THE BOARD OF DIRECTORS'.
- 5.3. Deletion of Article 23 bis, included in CHAPTER THREE, Section B, on 'THE BOARD OF DIRECTORS'.

Six.- Amendment of the following articles of the Rules of Procedure for Annual General Meetings:

- 6.1. Amendment of Article 4 of Chapter II on 'POWERS OF THE GENERAL MEETING'.
- 6.2. Amendment of Articles 7 and 8 of Chapter III on 'CALLING A GENERAL MEETING'.
- 6.3. Amendment of Article 9 of Chapter IV on 'HOLDING AND CONDUCTING A GENERAL MEETING'.

Seven.- Resolutions regarding directors' remuneration:

- 7.1. Approval of the remuneration to be received by the directors, in their capacity as such, for their attendance at meetings of the Board of Directors.
- 7.2. Calculation of the specific percentage share of the directors, in their capacity as such, in the annual profits within the maximum established in the Articles of Association.
- 7.3. Approval of the amendment to the Directors' Remuneration Policy for the years 2022, 2023 and 2024.



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Eight.- Voting, with a consultative nature, on the Annual Remuneration Report for the members of the Board of Directors for the year 2021.

Nine.- Information on the amendments introduced in the following articles of the Rules of Procedure for the Board of Directors.

Ten.- Delegation of powers to formulate, complete, develop, interpret, correct, formalise, publish, register and execute resolutions adopted and to conduct the compulsory filing of the Annual Accounts with the Mercantile Register.

Inclusion of matters on 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 Annual General Meeting be published, including one or more items on the Agenda, as long as the new items are accompanied by a justification or, where applicable, a justified proposed resolution. Such notification must be received at the corporate address within five (5) days from the date of publication of the present call and the call supplement must be published with a minimum of fifteen (15) days' notice prior to the date scheduled for the first call of the AGM. In 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 term as mentioned above, submit well-founded proposed resolutions on matters already included in or which must be included in the Agenda of the Meeting called. The Company shall ensure that these proposed resolutions and any attached documents are published on the Company's website.

Attendance: Rights of attendance and representation at the AGM will be regulated in accordance with the provisions of the Spanish Companies Act, the Articles of Association and the Company's Rules of Procedure for Annual General Meetings. Shareholders who can prove they hold one hundred (100) shares or more, registered in their name in the corresponding Accounts Record of the company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U., (Iberclear), with at least five (5) days' notice before the AGM is held on first call and who have the attendance card provided to them at the corporate address or made available to shareholders on the Company website (accompanied in this latter case by the shareholder's national



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identity document or Passport) and, in the case of a corporation, a document that sufficiently proves its representation or the attendance card issued by the organisations that form part of Iberclear, are entitled to attend the AGM. 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 AGM by another person, it being necessary to comply with the requirements and formalities set forth in the Articles of Association, the Rules of Procedure for Annual General Meetings and the Act. Representation must be conferred with a special character for each meeting. Attendance in person of the represented party will cancel the representation. The proxy may also be cancelled by the same means by which it was granted. In the event of a public request for representation, this will be bound by Articles 186, 187 and 526 of the Spanish Companies Act.

Appointment of a representative and notification of the appointment may be performed (i) by remote means of communication, postal mail or e-mail, or (ii) by completing the proxy attendance and voting card and the representative lodging it with the person responsible for registering shareholders on the day the General Meeting is held.

In the event of opting to confer and notify representation via a remote means of communication, the duly completed and signed proxy form available to shareholders on the Company's 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 mailed to the corporate address or e-mailed in PDF, JPEG or TIFF format to the address accionista@miquelycostas.com, including the reference 'Ref: Proxy 2022 Meeting'. In the case of a proxy form, a copy of the representative's National Identity Document or another document proving their identity (Passport or NIE) must be included, along with, in the case of a corporation, a document that sufficiently proves its representation.

The duly completed and signed proxy attendance and voting card may be lodged with the person responsible for registering shareholders, together with an identification document, by the appointed representative if they physically attend the General Meeting, on the day and at the place where the General



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Meeting is held and before it begins. This will have the effect of notification as set forth in Article 522 of the Spanish Companies Act.

Proxies and voting instructions, along with appointment and notification of the representative, received by postal mail or e-mail will be admitted so long as they are received at least twenty-four (24) hours before the General Meeting is held on first call (21 June 2022), and so long as they meet the established requirements, notwithstanding the above for the representative to lodge the proxy attendance and voting card with 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 proxy on it, the representation conferred by the shareholder will be exercised by the Chair of the Board of Directors.

Notwithstanding the provisions of Articles 186, 187 and 526 of the Spanish Companies Act, if the proxy is awarded in accordance with the section above or in favour of the Board of Directors or its Chair, without express voting instructions, it will be understood that the shareholder's decision is to vote affirmatively to all resolutions proposed by the Board of Directors.

Unless otherwise stated, proxies are automatically extended to proposed resolutions on items that have been included in the Agenda through a supplement to the notice of meeting, to alternative proposed resolutions made to replace, interpret or clarify those published, including those presented during the course of the General Meeting, and to items not set out in the Agenda. In such cases, unless expressly stated otherwise, the precise instruction to the representative is to vote against, except in the case that such proposed resolutions are presented by the Board of Directors, in which case the instruction is to vote in favour.

If the proxy representative is in a conflict of interest in voting on any of the proposed resolutions submitted to the Meeting, on or off the Agenda, and the represented party has not given specific voting instructions, the representative shall be authorised to grant proxy to a third party who is not in a conflict of interest and who shall exercise the representation conferred.

Voting: In accordance with the provisions of Article 521 of the Spanish Companies Act, Article 18 of the Articles of Association and Article 10 of the



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Rules of Procedure for Annual General Meetings, shareholders with voting rights may exercise this right via postal correspondence, which must be received by the company at least twenty-four (24) hours before the day indicated for the first call of the Meeting (21st June 2022), sending the Company 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 send the remote voting form available to them on the Company's website together with the aforementioned attendance card. Any shareholder who exercises their right to vote remotely shall be considered as present for the purposes of calling the Meeting.

If the shareholder does not provide instructions by marking the corresponding boxes, it will 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 at the registered office in Barcelona, at Calle Tuset 8-10, 7ª planta, as well as by consulting the corporate website (www.miquelycostas.com), the proposed resolutions and the documents to be submitted for approval or information of the Annual General Meeting, auditors' reports, reports drawn up by the Board of Directors and the competent bodies on the items on the Agenda that require it and, in relation to item eight on the Agenda, the Annual Directors' Remuneration Report. They may withdraw such documents or request to be sent a copy thereof immediately and free of charge.

Similarly, the Annual Corporate Governance Report for the year 2021, approved by the Board of Directors on 28 March 2022, the present announcement of the call to meet, the number of shares and voting rights at the date of the call, the proxy form and the remote voting form are also available to shareholders' on the Company's website. As are, in relation to each director whose re-election is proposed under item Three of the Agenda, their identity, curriculum vitae and category, as well as the corresponding reports from the Board of Directors and the Human Resources, Appointments and Remuneration Committee.

In accordance with the provisions of Articles 197 and 520 of the Spanish Companies Act, shareholders may, in writing up until the fifth day before the General Meeting that has been called, or verbally during the Meeting, ask the



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Board of Directors for any information or clarification they require regarding points on the Agenda, the information available to the public which the Company has supplied to the Spanish Stock Market Commission since the last General Meeting was held or information on the Auditors' Report, or put any questions they consider relevant in writing. During the General Meeting, the Company's shareholders may verbally seek any information or clarification they consider appropriate regarding the matters listed on the Agenda and, if the shareholder's request cannot be satisfied then and there, they will be provided with this information in writing within seven (7) days following the end of the General Meeting.

Shareholders' Electronic Forum: In accordance with the provisions of Article 539.2 of the Spanish Companies Act, the Company has set up a Shareholders' Electronic Forum on the corporate website (www.miquelycostas.com) at the time of calling the Meeting, which will remain on the site until the Meeting called herein is held. Both individual shareholders and validly established voluntary shareholder associations registered on the Mercantile Register of Barcelona and on the special register enabled for this purpose at the Spanish Stock Market Commission are welcome to access the e-forum with due guarantees, in order to facilitate communications prior to the General Meeting. Use of and access to the Shareholders' Electronic 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 on its website.

Notarial intervention in the 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 the new wording of Article 521 of the Spanish Companies Act.

Prediction regarding the Meeting: Given the quorum required to hold the first call of the Meeting, the Board of Directors predicts it will most likely be held at the first call, i.e., on 21 June 2022 at 12 noon.

Personal data protection: Any personal data provided by the Company's shareholders to exercise their rights to attendance, proxy representation and remote voting in the General Meeting or that might be provided by Iberclear members in which such shareholders have their shares deposited (identification details of the shareholder and information about the shares they hold), will be processed in line with Regulation (EU) 2016/679 of 27 April 2016, by Miquel y



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Costas & Miquel, S.A., with registered address in Barcelona, at Calle Tuset 8-10, 7^a planta, with the aim of managing the development, compliance and control of the shareholding relationship, the lawful basis for processing being the legal relationship derived from ownership of the shares. The processing of their personal data is, therefore, required for that purpose. Such information will be stored for the amount of time required to manage the General Meeting called.

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

Shareholders are also informed that they may at any time exercise, under the terms established by current legislation, their rights of access, rectification or erasure of data, as well as request that the processing of their personal data be restricted, object to such processing or request the portability of their data, provided that this does not impede the management of this General Meeting, by means of a written communication to be addressed to the Company's Shareholders' Office, located in Barcelona, at Calle Tuset 8-10, 7^a planta (C. P. 08006), clearly indicating the right they wish to exercise and accompanied by a National Identity Document or another document proving the shareholder's identity in question (Passport or NIE).

They 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, 25 April 2022
Chair of the Board of Directors
Mr. Jorge Mercader Miró