



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

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

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On 29 April 2024, 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 Equestre, Calle Balmes 169, Planta Tercera, on 19 June 2024 at 12:00 noon (first call) or on the following day, **20 June 2024 (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 management of the financial year ending on 31 December 2023:

- 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 2023.
- 1.2. Examination and approval of the proposal for the distribution of the Company’s earnings for the year 2023.
- 1.3. Examination and approval of the management work of the Board of Directors during the year 2023.

**Two.-** Examination and approval of the consolidated Non-Financial Information Statement for the Group, which is included in the Management Report for the 2023 financial year.

**Three.-** Appointment of the accounts auditor for the years 2024, 2025 and 2026.

**Four.-** Approval of the Company’s share capital reduction, up to a maximum amount corresponding to 10% of the share capital as at the date of the agreement, through the redemption of own shares acquired with the purpose of



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being redeemed. The possibility of executing the reduction totally or partially, all at once or over several occasions, is delegated to the Board of Directors.

**Five.- Amendment and/or incorporation of the following articles in the Articles of Association:**

5.1. Amendment of Article 23 of the Articles of Association.

5.2. Incorporation of Article 24 bis, which regulates the figure of the Honorary Chair, into the Articles of Association.

**Six.- Resolutions regarding directors' remuneration:**

6.1. Modification of the specific percentage share of the directors, in their capacity as such, in the Company's annual profits within the maximum established in the Articles of Association.

6.2. Approval of the Directors' Remuneration Policy for the years 2024, 2025 and 2026.

**Seven.-** Voting, on an advisory basis, on the Annual Report on the Board of Directors' Remuneration for the 2023 financial year.

**Eight.-** Information on the incorporation of a new Article 8 bis and a new Section 6 within Article 11 of the Rules of Procedure for the Board of Directors.

**Nine.-** 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 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. Such notification must be received at the corporate address within five (5) days from the date of



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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. 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 (19 June 2024), 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 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.



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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.

If a shareholder opts to confer power of representation and provide notification via a remote means of communication, the 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, duly completed and signed (handwritten signature or electronic signature issued by a certification entity recognised in the Spanish state), must be (i) sent by post to the corporate address or (ii) e-mailed in PDF, JPEG or TIFF format to [accionista@miquelycostas.com](mailto:accionista@miquelycostas.com), citing the reference "*Re: Proxy 2024 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.

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 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.

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 on 19 June 2024 (i.e. before 12 noon on 18 June 2024), 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 staff responsible for registering shareholders prior to the General Meeting.



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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 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](mailto:accionista@miquelcostas.com), citing the reference "*Re: Proxy 2024 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 (19 June 2024) 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 (handwritten signature or electronic signature issued by a certification entity recognised in the Spanish state). In the event that the



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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. In all cases, a copy of the National ID Card or another proof of identity (passport or 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 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:** Shareholders, in accordance with the provisions of Articles 272.2 and 518 of the Spanish Companies Act, may examine at the registered office in Barcelona, at Calle Tuset 8-10, 7<sup>a</sup> planta, as well as consult on the corporate website ([www.miquelycostas.com](http://www.miquelycostas.com)), the proposed resolutions and the documents to be submitted for approval or information of the General Meeting of Shareholders, the auditors' reports, the 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 Seven on the Agenda, the Annual Report on Directors' Remuneration, documents which they may withdraw or request to be sent a copy of immediately and free of charge.

Similarly, the Annual Corporate Governance Report for the 2023 financial year, approved by the Board of Directors on 25 March 2024, 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.

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 (22 June 2023), or the Auditors' Report, or otherwise put any questions they consider relevant in writing. During the General Meeting, the



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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' e-Forum:** In accordance with the provisions of Article 539.2 of the Spanish Companies Act, the Company has enabled a Shareholders' e-Forum on the corporate website ([www.miquelcostas.com](http://www.miquelcostas.com)) at the time of the publication of the call of 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' 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 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 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 20 June 2024 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 and the implementing provisions in force by Miquel y Costas & Miquel, S.A., which has its corporate address in Barcelona at Calle Tuset 8-10, 7<sup>a</sup> planta. The purpose of said processing is to manage and monitor the shareholding relationship and ensure compliance,



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while the lawful basis for the processing is 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<sup>a</sup> 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 [foreign nationals' identity number]).

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](mailto:accionista@miquelycostas.com)).

Barcelona, 29 April 2024  
Chair of the Board of Directors  
Jorge Mercader Barata