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

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On 28 April 2025, the Board of Directors has agreed 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 bis, Planta Tercera, on 18 June 2025 at 12:00 noon (first call) or on the following day, **19 June 2025 (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 profit and management of the financial year ending on 31 December 2024:

- 1.1. Review and approval of the Company’s Annual Accounts and Directors’ Report, as well as the consolidated Annual Accounts and Directors’ Report for the year 2024.
- 1.2. Review and approval of the proposal for the distribution of the Company’s profit for the year 2024.
- 1.3. Review and approval of the management work of the Board of Directors during the year 2024.

**Two.-** Review and approval of the consolidated Non-Financial Information Statement for the Group, which is included in the Directors’ Report for the 2024 financial year.

**Three.-** Approval of a Company Stock Option Plan. Delegation to the Board of Directors, with express power of substitution, to develop and implement the Plan.



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**Four.-** Voting, on an advisory basis, on the Annual Report on the Board of Directors' Remuneration for the 2024 financial year.

**Five.-** Delegation of powers to formulate, complete, develop, interpret, correct, formalise, publish, register and execute the agreements adopted and to carry out the compulsory filing of the Annual Accounts with the Company's 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 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 Annual General Meeting. 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 Annual General Meeting 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 (18 June 2025), 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



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ID Card or another proof of identity (passport or NIE card). 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 entities participating in 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 Annual General Meeting 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 that the proxy is granted and notified by remote means of communication, it will be necessary to submit either the corresponding proxy attendance card provided by the entities participating in Iberclear or the proxy form available to shareholders on the Company's website. In the event that postal correspondence is preferred, the card or form must be duly completed and signed by hand. If the submission is made by e-mail, it must be sent in PDF, JPEG or TIFF format, duly signed by handwritten signature or electronic signature issued by a certification entity recognised in Spain, to the address [accionista@miquelcostas.com](mailto:accionista@miquelcostas.com) indicating for reference *Re: Proxy 2025 Meeting*. In all cases (postal mail or e-mail), 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.



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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 18 June 2025 (i.e. before 12 noon on 17 June 2025), 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.

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



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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@miquelycostas.com](mailto:accionista@miquelycostas.com), citing the reference "*Re: Proxy 2025 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 (18 June 2025) and must be accompanied by the attendance card supplied by the entities participating in 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 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 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 Annual General Meeting of Shareholders, the auditors' reports and, in relation to point Four of 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.



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Similarly, the Annual Corporate Governance Report for the 2024 financial year, approved by the Board of Directors on 31 March 2025, 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 (20 June 2024), or the Auditors' Report, or otherwise 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' 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 Company's Register of Barcelona and on the special register enabled for this purpose at the National Securities 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.



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**Order of Precedence:** The attendance at the General Meeting of a shareholder who has previously granted a proxy or cast their vote remotely, regardless of the means used, shall render such proxy or vote null and void.

In the event that a shareholder validly exercises both remote voting and proxy voting, the former shall prevail. Likewise, votes cast by e-mail shall prevail over votes cast by post. Similarly, a proxy granted by e-mail shall prevail over a proxy sent by post.

If the Company receives two or more votes by post or e-mail from the same shareholder, the vote received at the later date shall prevail. The same rule shall also apply in the event that the Company receives two or more proxies by post or e-mail from the same shareholder.

**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 19 June 2025 at 12:00 noon.**

**Personal data protection:** *Responsibility:* Miquel y Costas & Miquel, S.A., corporate address in Barcelona, at Calle Tuset 8-10, 7<sup>a</sup> planta. Ordinary and Extraordinary General Meeting of Shareholders 2025. *Data Protection Officer:* can be contacted via e-mail at [direccionlegal@miquelycostas.com](mailto:direccionlegal@miquelycostas.com)

*Data subject to processing:* (i) the personal data that shareholders provide to the Company in the exercise of their rights to information, attendance, representation and vote at the Meeting; (ii) the personal data provided by the banks, companies and securities agencies in which such shareholders have their shares deposited, through Iberclear; or (iii) the personal data, including their voice, that may result from the audio recording of the Meeting.

*Purposes and legal basis for processing:* (i) the management of the call to the Meeting and the holding of the Meeting itself, including the processing of votes cast and proxies granted, the control of attendance and the exercise of rights, shall be handled on the basis of the legitimacy of the execution of the shareholder relationship between the Company and the shareholder; (ii) the recording of the Meeting (the voice of physical attendees may be recorded) shall be carried out on the basis of the Company's legitimate interest in recording the Meeting in order to comply with the rules and principles of transparency; (iii) handling requests for information, clarifications or questions submitted by the



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shareholder, based on the execution of the shareholder relationship between the Company and the shareholder; and (iv) establishing, managing and supervising the operation of the Shareholders' e-Forum in order to comply with the legal obligations incumbent on the Company.

*Communication of personal data:* these may be communicated to the following recipients: (i) the authorities or entities necessary to comply with legal obligations; (ii) the Notary who will attend the General Meeting and take the Minutes of the Meeting.

*Rights of the data subject:* to access, to rectification, to object, the right not to be subject to decisions based solely on automated processing, erasure, restriction of processing, and the right to withdraw consent. In processing operations based on the legitimate interest of the Data Controller, and without prejudice to the foregoing, the data subject has the right to object and the right to request information on the assessment carried out by the Data Controller. Likewise, at any time, complaints may be lodged with the corresponding supervisory authority (in Spain, the Spanish Data Protection Agency or AEPD - [www.aepd.es](http://www.aepd.es)).

*Duration of processing:* for as long as the individual remains a shareholder and, once the relationship has been terminated, the data will be kept for a further 6 years or, where applicable, until the end of the statute of limitations period for any legal or contractual liabilities that may arise for the Company. Exceptionally, the data may be blocked in accordance with the provisions of the regulations in force and during the legal statute of limitations. In the event that the shareholder includes third-party data (e.g. in the event that the attendance, proxy and remote voting card includes third-party personal data) and in the event that a third party attends the Meeting, the shareholder shall be responsible for informing them of the content of this section, which applies, in similar terms, to the processing of third-party data, and for complying with any other requirements for the proper transfer of personal data to the Company, without the Company having to take any further action in terms of information or consent.

For further information, please e-mail the shareholders' office ([accionista@miquelycostas.com](mailto:accionista@miquelycostas.com)).

Barcelona, 28 April 2025  
Chair of the Board of Directors  
Jorge Mercader Barata