



For the purposes of the provisions of article 273 of the Capital Companies Act, it is noted that, as a result of the distribution of the extraordinary dividend, the value of the Company's net assets is not less than the share capital, as can be seen in the Company's balance sheet as at 31 December 2023.

The execution of the resolution to pay the dividend is delegated to the Board of Directors, empowering it to adopt the necessary measures for this purpose, including establishing the voluntary reserves against which the extraordinary dividend will be paid, setting the date of payment and, in short, to carry out whatever is necessary for the purposes of this resolution.

6. Re-election of Directors and category ((Separate votes on the following proposals for resolutions): 6.1. Re-election of Ms. María Eugenia Girón Dávila Ucín; 6.2. Re-election of Ms. Claudia Pickholz; 6.3. Re-election of Mr. Carlos March Delgado; 6.4. Re-election of Mr. Juan March de la Lastra.

6.1. Re-elect Ms. María Eugenia Girón Dávila as Director of the Company for a period of four years. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Ms. Girón Dávila has been classified as Independent Director.

6.2. Re-elect Ms. Claudia Pickholz as Director of the Company for a period of four years. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Ms. Pickholz has been classified as Independent Director.

6.3. Re-elect Mr. Carlos March Delgado as Director of the Company for a period of four years. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Mr. March Delgado has been classified as Proprietary Director.

6.4. Re-elect as Director of the Company for a period of four years Mr. Juan March de la Lastra. For the purposes provided in Article 529 duodecies, subsection 6, of the Capital Companies Act, it is here placed on record that Mr. March Juan has been classified as Proprietary Director.

7. Annual report on Board remuneration

Approve on a consultative basis the Report on the Remuneration of the Board of Directors for the financial year 2023, presented before the General Meeting for consideration.

8. Multi-annual variable remuneration system.

Approve, in accordance with Article 219 of the Capital Companies Act and Article 39 of the Corporate Bylaws, variable remuneration (the "Plan") for the Directors and staff of Corporación Financiera Alba, S.A. as determined by the



Board of Directors of the Company (hereinafter, the "Beneficiaries"), in order to tie them more directly to the process of creating value for the shareholders of Corporación Financiera Alba, S.A.

The basic characteristics of the Plan will be as follows:

a) The Company will assign to the Beneficiaries units entitling them, once three years have elapsed from the date of the resolution of the Board of Directors implementing and developing the Plan, to receive remuneration comprising the product of said units multiplied by the difference between the "initial" net asset value ("Initial NAV") and the "final" value ("Final NAV") per share of Corporación Financiera Alba, S.A., as specified below.

b) The Beneficiaries of the Plan will be those people determined by the Board of Directors, in use of the delegation established below.

c) A maximum of 300,000 units may be awarded to the Beneficiaries as a whole by virtue of this Plan.

d) The rights derived from the Plan will be non-transferable, except in the event of the death of the Beneficiary, and will be subject to any conditions that might be established by the Board of Directors.

e) The variable remuneration to be received per unit should be equal to the difference between the "Final NAV" and "Initial NAV" per share of Corporación Financiera Alba, S.A., where:

- The "Initial NAV" of each share will be the mean net asset value per share of Corporación Financiera Alba, S.A. during the ten stock market sessions prior to the "initial date" of the Plan. The "initial date" of the Plan will be 1st July 2024, or any subsequent date that might be agreed by the Board of Directors.
- The "Final NAV" of each share will be the mean net asset value per share of Corporación Financiera Alba, S.A. during the ten stock market sessions up to and including the "final date" of the Plan. The "final date" of the Plan will be the date when three years (from date to date) have elapsed since the "initial date" of the Plan.

Calculation of the "Initial NAV" and the "Final NAV" will be performed by deducting treasury stock and without taking into account taxes derived from the theoretical settlement.

This notwithstanding, the Company may also choose to settle the Plan through payment in shares valued at the quoted price at the close of the day before the date when they are transferred to the Beneficiaries.



f) The "initial NAV" shall be adjusted downwards in the event of any dilution of the share capital as a result of a capital increase, whether by contribution in cash or in kind (even in the event of a merger or takeover, the "initial NAV" shall be adjusted downwards by the theoretical value of the pre-emptive subscription right, even if this is not exercisable). A similar adjustment will be made in the case where), it is agreed to distribute an extraordinary dividend or any other event producing a similar economic effect. The "Initial NAV" will also be adjusted upwards or downwards, as appropriate, in the event of any changes in the Company's ordinary Shareholders' Remuneration Policy during the three years of the Plan compared to that in force on 1 July 2024.

g) The maximum difference to be received by the beneficiaries for each unit awarded may not exceed 50 per cent of the initial NAV per share. In calculating this maximum, the adjustments mentioned in the previous point shall not be taken into account.

In the event that this maximum limit is applicable to the Plan maturing on 30 June 2024, the "initial NAV" per share of this new Plan will correspond to the value of the final NAV per share used in the settlement of the Plan maturing on 30 June 2024.

The Board of Directors is empowered, on the broadest terms required in Law, for the application, development, interpretation and execution of this resolution, being entitled to establish the Beneficiaries or groups of Beneficiaries, the number of units that may be attributed, the definition of the concept of "net asset value", adjustments for the dilution of shares, development of cases where the right to receive the remuneration would be retained, circumstances of accelerated maturity in special cases, and any aspects requiring definition for the full effectiveness of this resolution.

The Plan must in any event be implemented by the end of the 2024 financial year.

9. Authorisation for the acquisition of treasury shares, within the limits and with the requirements established in the Capital Companies Act and, where applicable, to reduce the share capital.

1. To authorise, for the purposes of article 146 of the Capital Companies Act, the derivative acquisition, subject to the requirements of the provisions applicable for this purpose, of shares in this Company, under the following conditions:
 - (i) The authorisation extends to acquisitions made by subsidiaries of Corporación Financiera Alba, S.A. within the limit indicated.
 - ii) Acquisitions shall be made by purchase and sale, swap, or any other means permitted by law.



- iii) Acquisitions may be made, from time to time, up to the maximum amount permitted by law.
 - iv) The acquisition price shall be that corresponding to the stock market price on the day on which it is made or that authorised, as the case may be, by the competent stock exchange body.
 - v) This authorisation is granted for a period of five (5) years from the date of adoption of this resolution.
 - vi) As a result of the acquisition of shares, including those that the Company or the person acting in his own name, but on behalf of the Company, had previously acquired and held in portfolio, the resulting net assets may not be reduced below the amount of the share capital plus the legal or statutorily unavailable reserves, all in accordance with the provisions of letter b) of article 146.1 of the Capital Companies Act.
 - vii) The shares acquired as a result of this authorisation may be used both for their disposal or redemption and for the application of the remuneration systems contemplated in the third paragraph of letter a) of article 146.1 of the Capital Companies Act, as well as for the development of programmes that encourage participation in the Company's capital or alternative remuneration to monetary remuneration, such as, for example, share buy-back programmes, dividend reinvestment plans, loyalty bonuses or other similar instruments.
2. Reduce the share capital for the amortisation of any treasury shares that the Company might hold on its Balance Sheet, charged to the amount of share capital for the par value of the shares amortised, and charged to profits or available reserves with regard to the remainder up to the amount paid for the acquisition thereof, for the amount that would be desirable or necessary at this time, and up to a maximum of the treasury shares in existence at this moment.
3. Delegate to the Board Directors (with express powers of substitution) the execution of the above capital reduction resolution, said body being entitled to perform this on one or more occasions within a maximum period of five (5) years from the date when this General Meeting is held, performing all procedures, administrative acts and authorisations that might be required or imposed by the Capital Companies Act and other applicable provisions, specifically being delegated powers, within the deadline and limits indicated for the execution thereof, to establish the date or dates of the specific capital reduction or reductions, the suitability and desirability thereof, taking into account market conditions, the share price, the economic and financial



situation of the Company, its cash flow, reserves and the evolution of the enterprise, and any other aspect that might influence this decision; specify the amount of the capital reduction; establish the allocation of the amount of the reduction, either to an unavailable reserve, or otherwise to freely available reserves, with the relevant guarantees being provided, and the legally imposed requirements fulfilled; adapt Article 5 of the Corporate Bylaws to reflect the new amount of share capital; request delisting of the amortised securities, and in general pass any resolutions that might be required for the purposes of said amortisation and the corresponding capital reduction, appointing those persons entitled to act in the formalisation thereof.

4. Revoke the authorisation granted by the General Shareholders' Meeting held on 19 June 2023 for the acquisition of treasury stock within the limits and requirements established in the Capital Companies Act, and, where applicable, to reduce the share capital.

10. Authorisations to the Board of Directors to increase the share capital in accordance with the provisions of article 297.1.b) of the Capital Companies Act (separate vote on each of the following proposed resolutions): 10.1 Authorisation to increase the share capital by eliminating pre-emptive subscription rights, pursuant to the provisions of articles 308 and 506 of the said Act; 10.2 Authorisation to increase the share capital without eliminating pre-emptive subscription rights; 10.3 Maximum limit of the authorisation.

10.1. To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent to twenty per cent of the share capital, that is, by a maximum amount of 12,061,037 euros; the increases agreed by virtue of this delegation must be carried out by means of monetary contributions and within a maximum period of five (5) years from today's date, the Board being authorised to eliminate the pre-emptive subscription right, subject to compliance with the requirements established by law for this purpose, to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to set the other conditions thereof and, in particular, the rate of issue of the new shares, which may be at par or with a share premium requirement, the amount of which may also be set by the Board, unless the pre-emptive subscription right is excluded, in which case the rate of issue must be the fair value of the shares as determined by the auditor; and to apply for the shares issued to be listed on the stock exchange.

10.2. To delegate to the Board of Directors, in accordance with the provisions of article 297.1.b) of the Capital Companies Act, the power to resolve, on one or more occasions, to increase the share capital up to an amount equivalent



to half the share capital, i.e. by a maximum of 30,152,593 euros; the increases agreed by virtue of this delegation must be carried out by means of cash contributions and within a maximum period of five (5) years from today's date, without excluding the pre-emptive subscription right, the Board being authorised to redraft the article of the Articles of Association relating to share capital, once the increase(s) has (have) been agreed and implemented, as well as to fix the other terms and conditions thereof and, in particular, the type of issue of the new shares, which may be at par or subject to a share premium, the amount of which may also be fixed by the Board; and to apply for the shares issued to be listed on the stock exchange.

10.3. Under no circumstances may the Board of Directors exceed the maximum amounts established in this resolution and in articles 297.1.b) and 506 of the Capital Companies Act in the exercise of its delegated powers, in relation to the capital increases that may be adopted under resolutions 10.1. and 10.2. above, taken individually or as a whole.

11. Delegation of the power to issue fixed-income securities, including convertible and/or exchangeable into shares, even eliminating pre-emptive subscription rights, pursuant to the provisions of article 511 of the Capital Companies Act.

11.1. To delegate to the Board of Directors, in accordance with the general rules on bond issues and pursuant to the provisions of article 319 of the Companies Registry Regulations, the power to freely issue debentures, bonds or other fixed-income securities of the company, whether simple or secured, convertible and/or exchangeable or not, into shares of the company, as well as to issue bonds, debentures or other fixed-income securities of the company, whether convertible and/or exchangeable or not, into shares of the Company, as well as warrants, futures, options, debentures, bonds or other securities or financial instruments that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, whether newly issued or already in circulation, or securities held by the Company, in accordance with the following conditions:

1. The issue of the securities which the Board of Directors is empowered to issue pursuant to this resolution (hereinafter the "Securities") may be made on one or more occasions, at any time, within a maximum period of five (5) years from the date of adoption of this resolution.

2. The maximum total amount of the issue or issues of the Securities to be agreed under this delegation shall be FIVE HUNDRED MILLION EUROS (500,000,000 euros) or its equivalent in another currency.

3. By virtue of the powers delegated herein and by way of illustration only and not limitation, the Board of Directors shall be responsible for determining, for each issue, the amount thereof, always within the aforesaid overall



quantitative limit; the place of issue -domestic or foreign- and the currency or currency and, if foreign, its equivalence in euros; the denomination, whether bonds, debentures -including subordinated bonds-, warrants or any other legally admissible denomination; the date or dates of issue; the number of securities and their nominal value, which in the case of bonds and debentures shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price - which may be fixed or variable - and the procedure, term and other conditions applicable to the exercise of the right to subscribe or acquire the underlying shares; the interest rate, fixed or variable, the dates and procedures for payment of the coupon; the perpetual or redeemable nature of the issue and, in the latter case, the redemption period and maturity date; the type of redemption, premiums and lots, the guarantees; the form of representation, by means of securities or book entries; pre-emptive subscription rights or, where applicable, the exclusion thereof, as well as the subscription regime; applicable law; apply, where appropriate, for admission to trading on official or unofficial secondary markets, organised or otherwise, domestic or foreign, of the securities issued, in accordance with the requirements established in each case by prevailing legislation, and, in general, any other conditions of the issue, as well as, where appropriate, appoint the Commissioner and approve the basic rules governing the legal relations between Corporación Financiera Alba, S. A. and the Syndicate. A. and the Syndicate of holders of the securities issued, should the creation of such Syndicate be necessary.

4. For the purposes of determining the bases and modalities of the conversion and/or exchange, it is agreed to establish the following criteria:

4.1. Convertible and/or exchangeable bonds and debentures:

(i) The fixed-income securities (whether bonds, debentures or any other legally admissible securities) issued under this agreement shall be convertible into new shares of Corporación Financiera Alba, S.A. and/or exchangeable for outstanding shares of the Company itself in accordance with a conversion and/or exchange ratio to be established by the Board of Directors, which shall also be empowered to determine whether they are convertible and/or exchangeable, as well as to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in the event that they are voluntarily convertible and/or exchangeable, at the option of the holder or the issuer, with the frequency and during the period established in the issue resolution, which may not exceed fifteen (15) years from the date of issue.

(ii) The Board may also establish, in the event that the issue is convertible and/or exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or their exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of



conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares, and even to settle the difference in cash. In any case, the issuer must respect the equal treatment of all holders of the debt securities that it converts and/or exchanges on the same date.

(iii) For the purposes of the conversion and/or exchange, the fixed-income securities and shares shall be valued at the exchange rate or in accordance with the procedure determined for this purpose in the resolution of the Board of Directors in which the delegation of authority is used, in any event ensuring that the conversion value of the shares of Corporación Financiera Alba, S.A. is not less than the fair value in the event that the issue is made excluding the pre-emptive subscription right. Under no circumstances may the value of the share for the purposes of the share-bond conversion ratio be less than the nominal value.

When approving an issue of convertible bonds pursuant to the authorisation granted by the Annual General Meeting, the Board of Directors shall issue a Directors' report setting out and specifying, on the basis of the criteria described above, the bases and terms and conditions of the conversion specifically applicable to the issue in question. This report shall be accompanied by the corresponding auditor's report referred to in articles 414 and 511 of the Capital Companies Act.

4.2. Warrants, futures, options, debentures, bonds or other similar securities or financial instruments that may directly or indirectly give the right to subscribe and/or acquire shares in the Company, whether newly created or already in circulation, or other securities issued by other entities but forming part of the portfolio of Corporación Financiera Alba, S.A. or its subsidiaries.

The Board of Directors is authorised to determine, in the broadest terms, the criteria applicable to the exercise of the rights to subscribe and/or acquire shares in the Company or other securities issued by other entities but held by it or its subsidiaries, derived from the securities or financial instruments issued under the delegation granted herein, applying in relation to such issues the criteria established in section 4.1 above, with the necessary adaptations in order to make them compatible with the legal and financial regime of this class of securities or instruments.

5. Until such time as the conversion and/or exchange into shares of the Securities that may be issued under this delegation is possible, the holders thereof shall have all the rights recognised to them under prevailing legislation and especially, if applicable, those relating to pre-emptive subscription rights and the anti-dilution clause in the legal cases, unless the General Meeting or the Board of Directors, on the terms and subject to the requirements of articles 417 and 511 of the Capital Companies Act, decides to exclude in whole or in part the pre-emptive subscription rights of



shareholders and holders of convertible debentures, warrants and other securities similar to these.

6. The powers delegated to the Board of Directors shall also include, but not be limited to, the following powers:

(i) The power to increase the capital by the amount necessary to meet requests for conversion and/or exercise of the right to subscribe shares. This power may only be exercised to the extent that the Board, adding together the capital increased to cover the issue of convertible bonds, warrants and other securities similar to these, and the other capital increases agreed under the authorisation granted by the General Meeting of the company, does not exceed the limit of half the amount of share capital provided for in article 297.1 b) of the Capital Companies Act. This authorisation to increase capital includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise of the right to subscribe shares, as well as the authorisation to redraft the article of the Articles of Association relating to the amount of the capital and, where appropriate, to cancel the part of the capital increase that has not been necessary for the conversion and/or exercise of the right to subscribe shares.

(ii) The power to develop and specify the bases and modalities of the conversion, exchange and/or exercise of the rights to subscribe and/or acquire shares, deriving from the securities to be issued, taking into account the criteria established in number four above.

11.2. The Board of Directors, at the successive General Meetings held by the Company, shall inform the shareholders of the use, if any, made to date of the proxies referred to in this resolution.

11.3. To delegate to the Board of Directors, with express power of substitution in the Director or Directors it deems appropriate, the broadest powers necessary in law for the interpretation, application, execution and development of the above resolutions to issue fixed-income securities, including those convertible and/or exchangeable into shares of the company or forming part of its portfolio of holdings or those of its subsidiaries, on one or several occasions, and the corresponding capital increase, if appropriate, also granting it powers for the correction and supplementation of the same in all that may be necessary, and to comply with any requirements that may be legally required to bring them to a successful conclusion, and may remedy any omissions or defects in such resolutions, indicated by any national or foreign authorities, officials or bodies, being also empowered to adopt any resolutions and execute any public or private documents it deems necessary or advisable to adapt the aforementioned resolutions for the issue of convertible or exchangeable securities and the corresponding increases or capital increases to the verbal or written qualification of the Registrar of



Companies or the Registrar of Companies, as the case may be, in order to ensure that the aforementioned resolutions are duly approved by the Registrar of Companies. Registrar of Companies or, in general, of any other competent national or foreign authorities, officials or institutions.

12. Authorisation for execution of the resolutions passed at the General Meeting.

Grant the Board of Directors authorisation to the fullest extent required in Law, subject to no form of limitation, in order that it might, in interpretation of the decisions reached at this General Shareholders' Meeting, pass any resolutions that might in its judgment be necessary or desirable for the development of the aforementioned decisions and/or the execution thereof, all the foregoing to the fullest extent, including modification of the resolutions passed in non-substantive and specific aspects in order to adapt them in accordance with the classification of the Companies Register, entitling for this purpose the Directors Mr Carlos March Delgado, Mr Juan March de la Lastra, Mr Juan March Juan and Mr José Ramón del Caño Palop, in order that any of them might on a joint and several basis sign any public and/or private instruments deemed necessary, or in their opinion desirable, in order to place on record the resolutions passed at this General Meeting, and at the relevant time in each case, in accordance with the provisions of each resolution and by virtue of the powers granted for the execution and development thereof, proceed to rectify deeds and perform any acts deemed necessary or desirable to achieve registration with the Companies Register.

13. Approval of the minutes.

Approve the minutes of the General Meeting.

B) Board of Directors

The Board of Directors of CORPORACIÓN FINANCIERA ALBA, S.A. at its meeting held on 17 June 2024, following the General Meeting, unanimously adopted the following resolutions, among others:

1. Appointment and reelection of members of the Board Committees

To adopt the following resolutions in relation to the different Board Committees:

- Reelect Mr. Carlos March Delgado (Proprietary Director), as member of the Appointments and Remuneration Committee.
- Reelect Mr. Juan March de la Lastra (Proprietary Director), as member of the Investments Committee.
- Reelect Ms. María Eugenia Girón Dávila (Independent Director), as member and Chairman of the Appointments and Remuneration Committee.



- Reelect Ms. María Eugenia Girón Dávila (Independent Director), as member of the Audit and Compliance Committee.
- Appoint Ms. Claudia Pickholz (Independent Director), as member of the Audit and Compliance Committee.
- Reelect Ms. Claudia Pickholz (Independent Director), as member of the Investments Committee.
- Reelect Ms. Ana María Plaza Arregui (Independent Director) as Chairwoman of the Audit and Compliance Committee.

As a result of the appointments and re-elections, the composition of the Board and its Committees, as well as the category of Directors, is as follows:

Composition of the Board and Category of Directors

The Board of Directors of the Company shall consist of the following members, with the category of Director indicated below:

Chairman:	Mr. Carlos March Delgado (Proprietary)
1 st Vice Chairman:	Mr. Juan March de la Lastra (Proprietary)
2 nd Vice Chairman:	Mr. Juan March Juan (Proprietary)
Members:	Mr. Antón Pradera Jáuregui (Independent)
	Mr. Ignacio de Colmenares Brunet (Independent)
	Dña. María Eugenia Girón Dávila (Independent)
	Dña. María Luisa Guibert Ucín (Independent)
	Mr. Santos Martínez-Conde Gutiérrez-Barquín (Other Externals)
	Dña. Ana María Plaza Arregui (Independent)
	Dña. Claudia Pickholz (Independent)

Secretary
non Director: Mr. José Ramón del Caño Palop

Composition of the Board Committees

The composition of the Committees of the Board of Directors is as follows:

Audit and Compliance Committee:

Chairwoman:	Ms. Ana María Plaza Arregui (Independent)
Members:	Ms. Claudia Pickholz (Independent)
	Ms. María Eugenia Girón Dávila (Independent)

Secretary
non member: Mr. José Ramón del Caño Palop

Appointments and Remuneration Committee:



Chairwoman: Ms. María Eugenia Girón Dávila (Independent)
Members: Ms. María Luisa Guibert Ucín (Independent)
Mr. Carlos March Delgado (Proprietary)
Mr. Santos Martínez-Conde Gutiérrez-Barquín
(Other Externals)

Secretary
non member: Mr. José Ramón del Caño Palop

Investments Committee:

Chairman: Mr. Antón Pradera Jáuregui (Independent)
Members: Mr. Ignacio de Colmenares Brunet (Independent)
Mr. Juan March de la Lastra (Proprietary)
Mr. Juan March Juan (Proprietary)
Mr. Santos Martínez-Conde Gutiérrez-Barquín
(Other Externals)
Ms. Ana María Plaza Arregui (Independent)
Ms. Claudia Pickholz (Independent)

Secretary
non member: Mr. José Ramón del Caño Palop

Coordinator Director for Independent Directors:

- Mr. Antón Pradera Jáuregui (Independent)

Madrid, 17 June 2024