



Madrid, 16 January 2025

**National Securities Market Commission**

c/ Edison, 4  
28006 – MADRID

Dear Sirs,

In accordance with the provisions of article 227 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, and for the purposes set forth in article 228 thereof, we hereby inform this National Commission of the following

**OTHER NON-SENSITIVE INFORMATION**

The Extraordinary General Meeting of Shareholders of Corporación Financiera Alba, S.A. ("**ALBA**" or the "**Company**"), held on 16 January 2025, on first call, has passed the resolutions submitted for its consideration, and in particular the resolution to delist the shares representing the entire share capital of the Company from trading on the Madrid, Barcelona and Bilbao Stock Exchanges, by launching a public takeover bid by the Company, together with Mr. Carlos March Delgado y Son Daviú, S.L.U., a company wholly owned by the latter, for the shares of ALBA at a price of eighty-four euros and twenty euro cents (€84.20) per share (the "**Takeover Bid**").

The Takeover Bid will effectively target a maximum of 3,053,610 shares, representing 5.06% of the share capital, excluding: (i) 185,659 shares currently held by the Company as treasury shares, representing 0.31% of the share capital; (ii) 12,969,340 shares held by Mr. Carlos March Delgado and Son Daviú, S.L.U. representing 21.51% of the share capital; and, (iii) 44,096,577 shares, held by shareholders who have voted in favour of the delisting, have frozen their shares and have undertaken not to transfer them until the expiry of the acceptance period for the Takeover Bid, representing 73.12% of the share capital.

Details of the above agreements will be available to shareholders from today on ALBA's website ([www.corporacionalba.es](http://www.corporacionalba.es)) and hereby attached as Schedule I.

It is also hereby notified that the Board of Directors of the Company at its meeting held on 16 January 2025, following the Extraordinary General Meeting, and in exercise of powers delegated to it by the General Meeting, unanimously resolved to approve the launching of the Takeover Bid, setting the terms and conditions thereof, and to grant special powers in relation to said Takeover Bid.

The Company intends to submit the application for approval of the Takeover Bid to the CNMV in the next few days.

Yours faithfully,

José Ramón del Caño  
Secretary of the Board



## Schedule I

### CORPORACIÓN FINANCIERA ALBA, S.A.

#### RESOLUTIONS OF THE GENERAL SHAREHOLDERS' MEETING

The General Shareholders' Meeting of CORPORACIÓN FINANCIERA ALBA, S.A. hold on 16 January 2025, has approved the following resolutions:

**1. Delisting of the shares representing the Company's entire share capital from the Madrid, Barcelona and Bilbao Securities Markets and, to this effect, launching of a delisting public takeover bid in conjunction with Mr Carlos March Delgado and Son Daviú, S.L.U., for all the shares of Corporación Financiera Alba, S.A., in accordance with the provisions of Article 65 of the Securities Markets and Investment Services Act 6/2023, of 17 March, and Articles 10 and concordant provisions of Royal Decree 1066/2007, of 27 July, on the system of public takeover bids for the acquisition of securities.**

**1.1.- Delisting of the Company's shares from the Madrid, Barcelona and Bilbao Securities Markets.**

Delist the shares representing the Company's entire capital from the Madrid, Barcelona and Bilbao Securities Markets, and request authorisation to that end from the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) ("**CNMV**"), subject to the provisions of Article 65 of the Securities Markets and Investment Services Act 6/2023, of 17 March (the "**LMVSI**") and Article 10 of Royal Decree 166/2007, of 27 July, on the system of public takeover bids for the acquisition of securities (the "**RD 1066/2007**").

The justification for this delisting is set out in the report issued by the Board of Directors on 12 December 2024 in relation to the delisting, the launching of a delisting takeover bid and the price offered therein, in accordance with the provisions of Article 65.3 LMVSI, which was made available to shareholders when this Meeting was called.

**1.2.- Launching, in accordance with the provisions of Article 65.2 of the Securities Markets and Investment Services Act 6/2023, of 17 March, and Article 10 of RD 1066/2007, of 27 July, on the system of public takeover bids for the acquisition of securities, of a public takeover bid by the Company in conjunction with Mr Carlos March Delgado and Son Daviú, S.L.U., for all the Company's shares for their delisting.**

For the purpose of executing the delisting of the Company's shares from the Madrid, Barcelona and Bilbao Securities Markets, the Company launches, in conjunction with Mr Carlos March Delgado and Son Daviú, S.L.U., a company wholly controlled by the former (the "**Bidders**"), a public takeover bid for all the Company's shares so that they are delisted (the "**Takeover Bid**"), according to the following terms:

- a) The purpose of the Takeover Bid is the delisting of the Company's shares from the Madrid, Barcelona and Bilbao Securities Markets.
- b) The Takeover Bid is for all the shares affected by the delisting, that is, the shares representing the entire share capital.

The above notwithstanding, the Takeover Bid is not directed to the treasury shares and to the shares held by the shareholders who vote in favour of the delisting and who, in



addition, freeze their shares until the Takeover Bid acceptance period has elapsed, in accordance with the provisions of Article 10.2 RD 1066/2007.

It is hereby stated that:

- (i) the shares held by the Company as treasury stock as of today amount to 185,659, representing 0.31% of the share capital;
- (ii) in addition to Mr Carlos March Delgado and Son Daviú, S.L.U., shareholders who together hold 12,969,340 shares, representing 21.51% of the share capital, other shareholders holding in aggregate 44,096,577 shares, representing 73.12% of the share capital, have vote in favour of the Takeover Bid, have frozen their shares in order to not take part in it, and have undertaken not to transfer their shares in any other way.

Consequently, it is envisaged that the Takeover Bid will effectively target the acquisition of a maximum number of 3,053,610 shares, representing 5,06% of the Company's total capital.

- c) The shares included in the acceptances received will be distributed among the Bidders in accordance with the following distribution rule:
  - (i) First, Mr Carlos March Delgado, direct or indirectly through Son Daviú, S.L.U., a company wholly owned by the former, will acquire the shares representing up to a maximum of 904,578 shares of the Company, representing 1.5% of the share capital; and,
  - (ii) the remaining shares included in the acceptances of the Takeover Bid will be acquired by the Company.

For this purpose, on 12 December 2024, the Board of Directors of Son Daviú, S.L.U. agreed to launch the above-mentioned delisting bid.

- d) The Takeover Bid will take the form of a sale and purchase by the Bidders, with the consideration offered being eighty-four euros and twenty cents (€84.20) per share.

The justification for the price set in the Takeover Bid is contained in the supporting report issued by the Board of Directors on 12 December 2024, in accordance with the provisions of Article 65.3 LMVSI, that was made available to the shareholders when the General Meeting was called.

- e) The Takeover Bid period will be indicated in the prospectus and will be set at between 15 and 70 calendar days from the trading day following the date of publication of the first of the notices referred to in Article 22 RD 1066/2007 in the Official Trading Journal of the Madrid, Barcelona and Bilbao Securities Markets and in, at least, one national newspaper. The acceptance period will end at 24:00 hours on the last day of the period.
- f) In order to ensure compliance with the obligations of the Takeover Bid, the Bidders, in accordance with the provisions of Article 15 RD 1066/2007, will obtain and submit to the CNMV one or more on-demand bank guarantees issued by one or more credit institutions. It is hereby stated that, in the event a single guarantee is submitted to cover



all the obligations that may result from the Bidders' Takeover Bid, Mr Carlos March Delgado and Son Daviú, S.L.U. will bear the proportional part of the guarantee costs corresponding to their respective payment obligations.

- g) The Takeover Bid will not be subject to any conditions, and will therefore be valid and will take full effect regardless of the number of shares offered to the Company by the shareholders who accept it.

In any case, the Takeover Bid will be subject to authorisation by the CNMV, which will be requested after this General Meeting is held.

- h) As there are no convertible obligations or other instruments that may give rise to Company share subscription or acquisition rights, the Takeover Bid is directed exclusively at the holders of the Company's shares.

- i) Since it is a delisting takeover bid made in part by the Company over its shares, the circumstances envisaged in Article 47 RD 1066/2007 do not exist and, therefore, there will be no exercise of compulsory sale and purchase rights.

## 2. Delegation for the execution of the resolutions adopted at the Meeting.

Delegate to the Board of Directors, with the express power of substitution and of sub-delegation, even if it entails the legal concept of self-dealing (autocontratación), multiple representation (multiple representación) or there is a conflict of interest (conflict de interés), so that, interpreting the resolutions of this Extraordinary General Shareholders' Meeting, it adopts any resolutions or decisions that it deems necessary or appropriate for the implementation and execution of the foregoing decisions, including, but not limited to, the following powers:

1. Establish and implement the terms and conditions of the Takeover Bid, (i) including, as the case may be, the modification of the price offered, if required for the authorisation of the Takeover Bid by the CNMV; (ii) establishing the acceptance period and the other terms and conditions of the Takeover Bid; and (iii) reflecting, as appropriate, in the Company's best interests, any observations that the CNMV or any other competent body may make, in writing or verbally, in relation to the Takeover Bid for the purposes of its authorisation, without the need for consultation with the Company's General Shareholders' Meeting.
2. Draft, negotiate, subscribe, grant and/or execute any document related and/or linked to the Takeover Bid and its submission to the CNMV, including by way of example: (i) the request for authorisation of the Takeover Bid; (ii) the Takeover Bid prospectus and its supplementary documentation; (iii) any supplement to the Takeover Bid prospectus and its supplementary documentation; (iv) as well as any other document that is useful, necessary, advisable and/or related to the promotion of the Takeover Bid and/or its execution and settlement, including payments of the corresponding amounts, and assuming, as legally appropriate, responsibility for its content and providing any data and information necessary for this purpose until its authorisation.
3. Make appropriate contacts with the CNMV in order, among other things, to initiate the necessary procedures for the authorisation of the Takeover Bid and the approval of the corresponding prospectus by the CNMV.
4. Publish any announcements and notices relating to the Takeover Bid that are



necessary or appropriate.

5. Formalise the documents necessary to obtain, establish, amend and, as the case may be, extend the guarantees to ensure compliance with the obligations resulting from the Takeover Bid, requesting, as the case may be, reductions in the guarantees as appropriate, as well as the lifting thereof, for the purposes of the provisions of Article 15 RD 1066/2007.
6. Hire any advisers necessary or merely appropriate in the context of the implementation and execution of the Takeover Bid, as well as designating the entities or companies that are to act on behalf of the Company to carry out the actions necessary for the intermediation and settlement of the Takeover Bid.
7. Cease the execution of the Takeover Bid, in the event of exceptional circumstances that make it inadvisable to execute it as it is not in the Company's best interests.
8. Withdraw the Takeover Bid in those cases where it is legally possible and advisable for the Company.
9. Acquire Company shares, on behalf of the Company, in the context of the Takeover Bid and subject to the terms and conditions thereof, for the full execution of the resolutions adopted.
10. Carry out all the actions necessary following the Takeover Bid to obtain the delisting of the Company's shares which must automatically be delisted from official trading once the Takeover Bid has been settled, in accordance with the provisions of RD 1066/2007.
11. Carry out, in general, all actions, procedures and formalities that are necessary or appropriate before the CNMV, the Governing Companies (Sociedades Rectoras) of the Madrid, Barcelona and Bilbao Securities Markets, the Management Company of the Securities Registry, Clearing and Settlement Systems (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores) (Iberclear), the Commercial Registry and before any other public or private entity, body and registry, for the full execution of the resolutions adopted.
12. Appear before a notary public in order to execute the resolutions adopted as a public deed, and to take any action that may be necessary or appropriate to achieve their fullest execution and registration, where appropriate, in the corresponding public registries and, in particular, at the corresponding Commercial Registry; this delegation includes to the power to remedy, clarify, interpret, specify or supplement, as the case may be and in the broadest terms, the resolutions adopted in any deeds or documents granted in their execution, the publication thereof, and, in particular, any defects, omissions or errors, in form or substance, that prevent the resolutions adopted and their consequences being recorded at the above-mentioned Commercial Registries, including, on its own authority, any modifications that may be necessary or are highlighted in the classification, whether oral or written, from the Commercial Registrar or requested by the competent authorities, without the need for further consultation with the Company's General Shareholders' Meeting.

### 3. Approval of the minutes

Approve the minutes of the General Meeting.

Madrid, 16 January 2025