



CORPORACIÓN FINANCIERA ALBA, S.A.

**PROPOSAL OF RESOLUTIONS TO BE SUBMITTED TO THE
GENERAL SHAREHOLDERS' MEETING
OF 16 SEPTEMBER 2025**

1. Reduction of the share capital through a redemption of shares with the return of contributions to shareholders and consequent amendment of Article 5 of the Articles of Association.

Reduction of share capital through a redemption of shares with the return of contributions

To reduce the capital of the Company, which currently amounts to sixty million, three hundred and five thousand, one hundred and eighty-six euros (€60,305,186), by the amount of three hundred and forty-six thousand, seven hundred and sixty-three euros (€346,763), through the redemption and cancellation of three hundred and forty-six thousand seven hundred and sixty-three shares, each with a face value of one euro (€1), to the new figure of fifty-nine million, nine hundred fifty-eight thousand, four hundred and twenty-three euros (€59,958,423).

The redemption affects the shares belonging to shareholders of the Company who own less than 26,000 shares, taking as the reference date the fifth day preceding the one indicated for this Meeting.

It is noted that the capital reduction is intended to return the value of the contributions to the shareholders holding the shares subject to redemption and cancellation, at a share price of **83.24 euros**. Consequently, the total sum to be paid by the Company to the aforementioned shareholders is twenty-eight million, eight hundred sixty-four thousand, five hundred and fifty-two euros and twelve cents (€28,864,552.12).

Likewise, to designate Banco Santander, S.A. as agent entity (the "**Agent Bank**").

Payment will be made through entities affiliated with Sociedad de Gestión de los Sistemas de Registro Compensación y Liquidación de Valores S.A. (Sociedad Unipersonal) (IBERCLEAR), within a maximum period of 30 business days from the publication of the last of the notices envisaged in Article 319 of the Spanish Companies Act. If for any reason it is not possible to follow this general payment procedure with regard to certain shares, the redemption value will be available to the shareholders of the Company (for the legally required period) at the offices of the Agent Bank, for payment against proof of ownership of the redeemed shares.

In the event that any of the shares to be redeemed are frozen, pledged, subject to usufruct or any other charges or encumbrances, the corresponding amount will be

paid to the person entitled to receive the redemption value of those shares.

In accordance with Article 335(c) of the Spanish Companies Act, to allocate a reserve from unrestricted reserves (*reservas libres*) for the face value of the shares to be redeemed (i.e., €346,763), which will only be drawn on when the same requirements as those stipulated for the share capital reduction are met.

As such, in accordance with that Article, the creditors of the Company will not have the right of opposition envisaged in Article 334 of the Spanish Companies Act in relation to this resolution.

Finally, so that the shareholders receive the same amount per share as the amount offered in the delisting Takeover Bid process, less the dividends paid by the Company in the period between the settlement of the Takeover Bid and the date of the reduction, and there is no difference in treatment, the Company will assume the amount equivalent to the Transfer Tax and Stamp Duty (*Transmisiones Patrimoniales y Actos Jurídicos Documentados*) quota (levied on Corporate Transactions (*Operaciones Societarias*), at a rate of 1%) payable by the shareholder as the taxpayer of the aforementioned tax, retaining the corresponding amount for this purpose.

Amendment of Article 5 of the Articles of Association

Taking into account all the above, to amend Article 5 of the Company's Articles of Association, which will henceforth read as follows:

"Article 5.- The share capital, without prejudice to any successive increases or reductions that may be agreed, totals FIFTY-NINE MILLION, NINE HUNDRED AND FIFTY-EIGHT THOUSAND, FOUR HUNDRED AND TWENTY-THREE EUROS (59,958,423 euros), represented by FIFTY-NINE MILLION, NINE HUNDRED AND FIFTY-EIGHT THOUSAND, FOUR HUNDRED AND TWENTY-THREE (59,958,423) shares, each with a face value of ONE euro, represented by book entries and all belonging to the same class."

Separate resolution

For the purposes envisaged in Articles 293 and 329 of the Spanish Companies Act, it is stated that both the shareholders affected by this share capital reduction resolution and those not affected by it must vote and, as the case may be, adopt this resolution separately for its full effectiveness.

Authorisation for the execution of the resolutions adopted at the General Meeting.

To authorise the Board of Directors as fully as is necessary in law, without any kind of limitation, so that, interpreting the resolutions of this Extraordinary General Shareholders' Meeting, it adopts as many resolutions or decisions as it considers necessary or appropriate for the implementation of the above resolutions and/or execution thereof, all with the greatest extent, including the power to modify and adjust the amount of the share capital reduction according to the number of shareholders ultimately affected by the redemption of their shares, and to amend the resolutions adopted, in specific non-substantive aspects, to adapt them to the decision of the Commercial Registry, empowering to this end the Directors Mr Carlos

March Delgado, Mr Juan March de la Lastra, Mr Juan March Juan and the secretary Mr José Ramon del Caño Palop, so that any of them can sign as many public and/or private documents as he deems necessary, or in his opinion appropriate, to record the resolutions of this General Meeting and, at the time in each case, in accordance with the provisions of each resolution, in accordance with the powers granted for its execution and implementation, proceed with the correction of the deeds and performance of the acts that he deems necessary or appropriate until its registration in the Commercial Registry.

2. Authorisation for the execution of the resolutions adopted at the General Meeting.

To 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.

3. Approval of the minutes

Approve the minutes of the General Meeting.

Madrid, 21 July 2025