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**FULL TEXT OF THE PROPOSED RESOLUTIONS THAT THE
BOARD OF DIRECTORS SUBMITS TO THE ORDINARY
GENERAL SHAREHOLDERS' MEETING OF 9 MAY 2024**



ORDINARY GENERAL SHAREHOLDERS' MEETING

AGENDA

1. Review and approval, where appropriate, of the Financial Statements and Management Report of the Company and its Consolidated Group for financial year 2023, and of the management of the Board of Directors during such year.
2. Review and approval, where appropriate, of the Consolidated Report of the Non-Financial Statement of the Company and its subsidiaries for financial year 2023.
3. Review and approval, where appropriate, of the proposed appropriation of profit/loss for the financial year ended on 31 December 2023.
4. Ratification and reappointment of the following board members as external proprietary directors for the period of five years stipulated in the Articles of Association:
 - a) Ratification of the appointment through co-option of Zubita Investments Holding B.V. and reappointment as director; and
 - b) Reappointment of Castillo Spanish Holdings LP.
5. Reappointment of the auditor for the Company and its Consolidated Group for the financial year 2024.
6. Delegation of powers for the development, documentation and execution of the resolutions adopted by the General Meeting.



ITEM ONE ON THE AGENDA

Review and approval, where appropriate, of the Financial Statements and Management Report of the Company and its Consolidated Group for financial year 2023, and of the management of the Board of Directors during such year.

The Board of Directors proposes the adoption of the following resolution:

"To approve the Financial Statements and Management Report of the Company and its Consolidated Group for financial year 2023, as well as the management of the Board of Directors during such year."

The Financial Statements and Management Reports that are put before the General Meeting for approval were prepared by the Board of Directors at its meeting held on 21 March 2024, and they have been verified by the auditor of the Company and the Consolidated Group.

The documents representing both the Financial Statements and the Management Reports, together with the Audit Reports, which state a favourable opinion without any reservations or qualifications, have been made available to the Company shareholders.



ITEM TWO ON THE AGENDA

Review and approval, where appropriate, of the Consolidated Report of the Non-Financial Statement of the Company and its subsidiaries for financial year 2023.

The Board of Directors proposes the adoption of the following resolution:

“To approve the Consolidated Report of the Non-Financial Statement of the Company and its subsidiaries for financial year 2023.”

The Consolidated Report of the Non-Financial Statement of the Company and its subsidiaries for financial year 2023, which forms an integral part of the Consolidated Management Report, was prepared by the Board of Directors at its meeting on 21 March 2024 and subjected to independent review by the auditor of the Company and its Consolidated Group.

This Consolidated Report of the Non-Financial Statement, as well as the report containing the independent review, are at the disposal of the Company’s shareholders.



ITEM THREE ON THE AGENDA

Review and approval, where appropriate, of the proposed appropriation of profit/loss for the financial year ended on 31 December 2023.

The Board of Directors submits to the Ordinary General Meeting for approval a proposal for the appropriation of profit amounting to 300,665,210.11 euros earned in the financial year 2023, expressly noting that, in the calculation of the final dividend, the financial rights inherent to treasury shares were allocated in proportion to all remaining shares in the share capital as per section 148 of the Spanish Companies Act.

As a result, the Board of Directors proposes the adoption of the following resolution:

“To approve the proposed appropriation of profit for the financial year ended on 31 December 2023, amounting to 300,665,210.11 euros, in the manner stated below:

- To charge the interim dividend amounting to 243,221,798.08 euros, which has already been distributed, to profit for the year.*
- To distribute the sum of 57,441,342.94 euros as a final dividend, which will be paid to all Company shares with right to receive it on 22 May 2024.*
- To allocate 2,069.09 euros to voluntary reserves.”*



ITEM FOUR ON THE AGENDA

Ratification and reappointment of the following board members as external proprietary directors for the period of five years stipulated in the Articles of Association:

The Board of Directors proposes the adoption of the following resolutions:

- a) *"Ratification of the appointment through co-option of the external proprietary director Zubita Investments Holding B.V. as approved by the Board of Directors and reappointment as Board member for the period established in the Articles of Association of five years."*

- b) *"Reappointment of Castillo Spanish Holdings LP as external proprietary director for the period of five years stipulated in the Articles of Association."*



ITEM FIVE ON THE AGENDA

Reappointment of the auditor for the Company and its Consolidated Group for the financial year 2024.

With the ending of the one-year period - financial year 2023 - for which the Ordinary General Meeting of 4 May 2023 reappointed the firm Deloitte, S.L. as auditor for the Company and its Consolidated Group, and in accordance with the proposal made by the Audit Committee, the Board of Directors submits the following resolution to the General Meeting for approval:

"To reappoint, for a period of one year - financial year 2024 - the firm Deloitte, S.L. as Auditor of the Company and its Consolidated Group".



ITEM SIX ON THE AGENDA

Delegation of powers for the development, documentation and execution of the resolutions adopted by the General Shareholders' Meeting.

The Board of Directors proposes the adoption of the following resolution:

“To empower the Board of Directors, and particularly the Chairwoman and the Secretary of the aforementioned body, so that any one of them may, without distinction, perform whatever actions may be necessary with regard to registration in the Companies Registry of the resolutions adopted, being authorised, if necessary, to appear before a Notary for this purpose in order to execute the public instrument or instruments and records that may be necessary, with express power to rectify errors or defects that the resolutions of this General Meeting may contain, without altering their nature, scope or meaning.”