

**PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF
DIRECTORS OF ATALAYA MINING COPPER, S.A. TO THE 2026
SHAREHOLDERS' GENERAL MEETING ("AGM")**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you have any questions we recommend that you contact your independent professional advisor immediately.

If you have sold or otherwise transferred all of your shares or your *CREST Depository Interests* ("**CDIs**") in Atalaya Mining Copper, S.A. (the "**Company**" or "**Atalaya**"), please forward this document and any accompanying documentation you have received in respect of such shares to the purchaser or acquirer, or to the stockbroker or intermediary through whom the sale or transfer was executed, for transmission to the purchaser or acquirer.

ANNUAL ACCOUNTS AND CORPORATE GOVERNANCE

1 APPROVAL OF THE AUDITED ANNUAL ACCOUNTS AND MANAGEMENT REPORTS OF THE COMPANY AND ITS CONSOLIDATED GROUP (INCLUDING UK MARKET VERSION) FOR THE 2025 FINANCIAL YEAR

Explanation:

The directors present the audited individual annual accounts and management report 2025 of the Company and the audited consolidated annual accounts and management report 2025 of the Company and its subsidiaries, together with the auditors' reports (including a UK market version of them), to the Shareholders' General Meeting for approval. According to Spanish Companies Act, the Shareholders' General Meeting must approve the relevant audited annual accounts and the sustainability report within six months from year end.

Draft Resolution:

FIRST RESOLUTION

"To approve the audited individual annual accounts and management report of Atalaya Mining Copper, S.A. and the audited consolidated annual accounts and management report of Atalaya Mining Copper, S.A. and its subsidiaries for the year ended 31 December 2025, formulated by the Board of Directors on 18 March 2026".

2 APPROVAL OF THE SUSTAINABILITY REPORT FOR THE FINANCIAL YEAR 2025

Explanation:

The directors present to the shareholders at the AGM the 2025 Sustainability Report, which forms part of the consolidated management report of the Company and its subsidiaries for the financial year 2025.

In accordance with article 49.6 of the Spanish Commercial Code, the Sustainability Report is submitted as a separate item on the agenda for approval by the Shareholders' General Meeting.

Draft Resolution:

SECOND RESOLUTION

"To approve the 2025 Sustainability Report which shall be considered part of the consolidated management report of Atalaya Mining Copper, S.A. and its subsidiaries for the year ended 31 December 2025, formulated by the Board of Directors on 18 March 2026."

3 APPROVAL OF THE BOARD OF DIRECTORS' MANAGEMENT DURING THE FINANCIAL YEAR 2025

Explanation:

The Board of Directors requests the approval of its management during the financial year 2025, in accordance with article 164 of the Spanish Companies Act (*Ley de Sociedades de Capital*).

Draft Resolution:

THIRD RESOLUTION

"To approve the Board of Directors' management during the financial year ended 31 December 2025."

APPLICATION OF THE RESULT

4 APPROVAL OF THE PROPOSAL FOR THE ALLOCATION OF THE RESULTS CORRESPONDING TO THE FINANCIAL YEAR 2025

Explanation:

In accordance with article 164 of the Spanish Companies Act (*Ley de Sociedades de Capital*), the Board of Directors proposes to the Shareholders' General Meeting to allocate the Company's results corresponding to the financial year 2025 (i.e., EUR 18,623 thousands), in the amount which exceeds the amount that has to be allocated to legal reserve (i.e., EUR 1,862 thousands), to the payment of dividends (EUR 16,187 thousands) and to voluntary reserves (EUR 574 thousands).

Draft Resolution:

FOURTH RESOLUTION

"Approve to allocate the Company's results corresponding to the financial year 2025 (i.e., EUR 18,623 thousands) as follows:

- (i) EUR 1,862 thousands to legal reserve;*
- (ii) EUR 16,187 thousands to dividends;*
 - (i) EUR 6,193 thousands paid in full prior to this Shareholders' General Meeting as an interim dividend by virtue of the resolution adopted by the Board of Directors at its meeting on 11 August 2025, which it is resolved to ratify to the extent necessary; and*
 - (ii) EUR 9,994 thousands to be paid as final dividend (corresponding to a fixed dividend per share of EUR 0.065) in accordance with Fifth Resolution; and*
- (iii) EUR 574 thousands to voluntary reserves"*

5 APPROVAL OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2025

Explanation:

In this resolution the Board of Directors proposes to the Shareholders' General Meeting to approve the distribution of a final dividend amounting in total to EUR 9,994 thousands charged against 2025 profits. Therefore, the final dividend per share to be paid on the date set forth in the Resolution below shall amount to EUR 0.065 (USD 0.075 according to the exchange rate published by the European Central Bank on 18 March 2026, the day before the final dividend that the Board is proposing was announced to the market).

Draft Resolution:

FIFTH RESOLUTION

"To distribute a final dividend in cash, out of profit for 2025, of EUR 0.065 per outstanding share of the Company entitled to receive it on the date on which payment is made.

Payment of this final dividend shall be made on 22 July 2026.

The withholdings required by the applicable legislation from time to time shall be deducted from the gross amounts paid.

For such purposes, to authorise the Board of Directors, on the broadest terms, with the express power of substitution, to adopt all decisions and perform all steps necessary or appropriate, for the payment of the final dividend approved above, including, in particular and without limitation, to establish the terms and conditions of the distribution in all matters not provided for above, to designate the entity or entities that is/are to act as paying agent and sign the relevant contract(s) on the terms and conditions it sees fit, to draw from current accounts for such purpose, to make the appropriate communications and notifications and, in general, to take any other steps that may be necessary or appropriate for the successful completion of the approved distribution.”

RE-ELECTION, APPOINTMENT AND RESOLUTIONS ON DIRECTORS' REMUNERATION

6 RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR A PERIOD OF ONE YEAR

The Board of Directors submits to the AGM the re-election of the following directors of the Company: Mr Jesús Fernández López, Mr Neil Dean Gregson, Mr Alberto Arsenio Lavandeira Adán, Ms Kate Jane Richards (Harcourt), Ms Carole Helene Whittall and Ms María Del Coriseo González-Izquierdo Revilla and the election of Dr Michael Graham Armitage and Mr Hendrik Johannes Faul as director for a term of one year, on the recommendation of the Nominations & Governance Committee.

Biographies of the Directors seeking re-election and appointment are set out below. In respect of each Director, their main areas of expertise and experience set out indicate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

The Board reviewed the independence of the Directors, and each Director's independence status is set out below. Further information as to how the Board has reached its determination can be found on page 65 of the UK Market version of the Annual Report and Financial Statements for the year ended 31 December 2025 (the "**Annual Report**").

In January 2026, the Board commissioned a formal external effectiveness review encompassing an evaluation of the Board as a whole, its committees and individual directors. Details of that review can be found on page 72 of the Annual Report. The Board also considered individual external commitments and meeting attendance during 2025, details of which can be found on page 65 of the Annual Report.

Each proposal for re-election and appointment of each director shall be subject to a separate vote.

6.1 RE-ELECTION OF MR. JESÚS FERNÁNDEZ LÓPEZ AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Mr Jesús Fernández López as a director.

6.1.1 Mr Jesús Fernández López's professional and biographical profile:

- (i) Main areas of expertise: M&A, Mining, capital markets, UK Markets, International business, corporate finance, finance and accounting, legal, leadership, strategic, fund raising.
- (ii) Current external positions: none.
- (iii) Previous professional experience: He was Head of Mergers and Acquisitions for Trafigura. He joined Trafigura in 2004 and has extensive experience in mergers and acquisitions and providing financing solutions to mining companies. He established the Trafigura Group's mining investment arm in 2005. Prior to joining Trafigura, he worked in the project finance team at International Power plc in London.
- (iv) Board independence: Not independent. He was appointed by a significant shareholder who has a right to appoint under the shareholder agreement. As a result, the Board does not consider him to be independent. However, he

adds valuable insight as he can provide an investor perspective to the management team and challenge them accordingly.

6.1.2 Date of his first and last re-appointment as a director of the Company:

Mr Jesús Fernández López was appointed as a director for the first time on 23 June 2015 and re-elected most recently on 24 June 2025.

Draft Resolution:

RESOLUTION 6.1

"To re-elect Mr Jesús Fernández López as a director for a period of one year. "

6.2 RE-ELECTION OF MR NEIL DEAN GREGSON AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Mr Neil Dean Gregson as a director.

6.2.1 Mr Neil Dean Gregson's professional and biographical profile:

- (i) Main areas of expertise: Mining, corporate finance, finance, UK Market, capital markets, international business, leadership, strategic, fund raising, M&A communications, sustainability.
- (ii) Current external positions: Independent Director of TSX-listed Meridian Mining UK Societas and Non-executive Director of TSX-listed Uranium Royalty Corp.
- (iii) Previous professional experience: He has over 30 years of experience investing in mining and oil and gas companies. From 2010 to 2020, he was a Managing Director at J.P. Morgan Asset Management, where he was a member of the equity team and a portfolio manager investing in mining and energy companies globally. Previously, from 1990 to 2009, he was Head of Emerging Markets and Related Sector Funds (including natural resources funds) at Credit Suisse Asset Management. Prior to that, he held various positions in mining companies, including a role as mining investment analyst with Gold Fields of South Africa.
- (iv) Board independence: Independent on first appointment. He was no longer considered independent upon his appointment as Chair of the Board on 1 July 2024.

6.2.2 Date of his first and last appointment as a director of the Company:

Mr Neil Dean Gregson was appointed as a director for the first time on 10 February 2021, and re-elected most recently on 24 June 2025.

Draft Resolution:

RESOLUTION 6.2

"To re-elect Mr Neil Dean Gregson as a director for a period of one year "

6.3 RE-ELECTION OF MR ALBERTO ARSENIO LAVANDEIRA ADÁN AS A DIRECTOR.

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Mr Alberto Arsenio Lavandeira Adán.

6.3.1 Mr Alberto Arsenio Lavandeira Adán's professional and biographical profile:

- (i) Main areas of expertise: Mining, operations, processing, exploration, commercial, capital market, international business, leadership, strategic, fund raising, M&A, governance, project management, permitting, government relations, CEO, sustainability.
- (ii) Current external positions: Non-executive Director of ASX-listed Black Dragon Gold Corp and Non-executive Director of ASX-listed Predictive Discovery Limited.
- (iii) Previous professional experience: He brings over 40 years of experience operating and developing mining projects. He was previously President, CEO and COO of Rio Narcea Gold Mines which built three mines including Aguablanca and El Vallés-Boinas in Spain and Tasiast in Mauritania. He was also involved in the key stages of development of the Mutanda mine in the Democratic Republic of Congo. Earlier in his career, he worked within group companies of Anglo American, Rio Tinto and Cominco (now Teck).
- (iv) Board independence: Non-independent.

6.3.2 Date of his first and last appointment as a director of the Company:

Mr Alberto Arsenio Lavandeira Adán was appointed as a director for the first time on 24 December 2014, and re-elected most recently on 24 June 2025.

Draft Resolution:

RESOLUTION 6.3

"To re-elect Alberto Arsenio Lavandeira Adan as a director for a period of one year".

6.4 RE-ELECTION OF MS KATE JANE RICHARDS (HARCOURT) AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Ms Kate Jane Richards (Harcourt) as a director.

6.4.1 Ms Kate Jane Richards (Harcourt)'s professional and biographical profile:

- (i) Main areas of expertise: Mining, sustainability, health, safety, environment.
- (ii) Current external positions: Independent Director of TSX-listed Fortuna Mining Corp and Independent Director of TSX-listed Orezone Gold.
- (iii) Previous professional experience: She has extensive experience as an independent environmental and social adviser to the mining industry. She has held roles with a range of UK-linked mining companies, including Cornish Lithium and Adriatic Metals, has worked for the International Finance Corporation (IFC), and has participated in many due diligence projects for mining assets as part of a multidisciplinary team. Prior to 2010, she was

Director of Health, Safety, Environment, Communities and Security at Mag Industries, Senior Environmental Scientist at Golder Associates (UK) Ltd, Senior Environmental Scientist at Wardell Armstrong and Environmental Scientist at SRK (UK) Ltd.

(iv) Board independence: Independent

6.4.2 Date of her first and last appointment as a director of the Company:

Ms Kate Jane Richards (Harcourt) was appointed as a director for the first time on 17 May 2022, and re-elected most recently on 24 June 2025.

Draft Resolution:

RESOLUTION 6.4

"To re-elect Ms Kate Jane Richards (Harcourt) as a director for a period of one year".

6.5 RE-ELECTION OF MS CAROLE HELENE WHITTALL AS A DIRECTOR.

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Ms Carole Helene Whittall as a director.

6.5.1 Ms Carole Helene Whittall's professional and biographical profile:

(i) Main areas of expertise: Management, accounting, financing, banking and M&A in the mining industry.

(ii) Current external positions: Executive Director and Chief Financial Officer of AIM-quoted Yellow Cake plc and Director and co-founder of Mining Strategies Limited, which provides M&A and transaction advisory services to the metals and mining sector.

(iii) Previous professional experience: She is a senior executive with over 25 years of experience in the natural resources sector across a broad range of functions including management, finance and M&A. She was Vice President, Head of M&A at ArcelorMittal Mining and a member of its Mining Executive Team, responsible for global M&A, including acquisitions, divestments, and joint ventures, as well as portfolio company management and restructuring, government relations and corporate and social responsibility. Previously she was at Rio Tinto where she held various senior commercial and business development roles. Her prior career was with JP Morgan.

(iv) Board independence: Independent.

6.5.2 Date of her first and last appointment as a director of the Company:

Ms Carole Helene Whittall was originally appointed as a director by the Board on 3 June 2024, and elected by shareholders for the first time on 24 June 2025.

Draft Resolution:

RESOLUTION 6.5

"To re-elect Ms Carole Helene Whittall as a director for a period of one year."

6.6 RE-ELECTION OF MS MARIA DEL CORISEO GONZÁLEZ-IZQUIERDO REVILLA AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the re-election of Ms María del Coriseo González-Izquierdo Revilla as a director.

6.6.1 Professional and biographical profile of Ms María del Coriseo González-Izquierdo Revilla:

- (i) Main areas of expertise: Finance, geopolitics, international trade and economics, energy, government relations, accounting, human resources, governance, leadership, strategy, and sustainability.
- (ii) Current external positions: Independent Director of Aena S.M.E., S.A., an IBEX 35-listed airport operator.
- (iii) Previous professional experience: She was Chief Executive Officer of ICEX – Spain Trade and Investment and has held a number of economic and commercial executive roles in Spain, Japan, West Africa, U.S.A., the Middle East, and China. She has also served as a director on the boards of Instituto de Crédito (the Spanish Government's financial agency), CESCE (Spanish export credit agency), CDTI (Spanish agency for technology development) and HUNOSA (coal mining). Until March 2025 she was Director of Corporate Planning and Management at OMIE, a private company that manages the spot electricity market in the Iberian Peninsula.
- (iv) Board independence: Independent.

Ms María del Coriseo González-Izquierdo Revilla was originally appointed as a director by the Board on 21 January 2025, and elected by shareholders for the first time on 24 June 2025.

Draft Resolution:

RESOLUTION 6.6

"To re-elect Ms María del Coriseo González-Izquierdo Revilla as director for a period of one year".

6.7 APPOINTMENT OF DR MICHAEL GRAHAM ARMITAGE AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the appointment of Dr Michael Graham Armitage as a director.

6.7.1 Professional and biographical profile of Dr Michael Graham Armitage:

- (i) Main areas of expertise: Exploration, geology, resource estimation, leadership.

- (ii) Current external positions: Managing Director of the Welsh gold exploration company, Sarn Helen Gold Ltd. and an Independent Non-executive Director of AIM-quoted Central Asia Metals Plc and of AIM-quoted Tertiary Minerals Plc.
- (iii) Previous professional experience: He has four decades of experience in the mining industry. After spending his early career working underground as a geologist in South Africa, in 1991 he joined SRK Consulting where he held varied roles. In addition to his technical work at SRK, producing resource estimates and managing feasibility and due diligence studies, his roles have included Managing Director and Chairman of SRK's UK practice and Chairman of SRK's Russia and Kazakhstan practices as well as SRK Exploration. He also spent six years as Chairman of SRK Global.
- (iv) Board independence: Independent.

Draft Resolution:

RESOLUTION 6.7

"To appoint Dr Michael Graham Armitage as director for a period of one year".

6.8 APPOINTMENT OF MR HENDRIK JOHANNES FAUL AS A DIRECTOR

Explanation:

In this resolution, the Board of Directors proposes to the Shareholders' General Meeting the appointment of Mr Hendrik Johannes Faul as a director.

6.8.1 Professional and biographical profile of Mr Hendrik Johannes Faul:

- (i) Main areas of expertise: Mining, operations, processing, exploration, leadership, strategic, accounting, financing project management, permitting.
- (ii) Current external positions: Independent Non-executive Director of JSE-listed Valterra Platinum Limited, of LSE-listed ACG Metals Limited, and of JSE-listed Master Drilling Group Limited.
- (iii) Previous professional experience: He has over 30 years of mining industry experience as a qualified mining engineer and senior manager. He has led operational, project, and ESG functions across five continents, covering various mine categories and processes. He was previously employed by Anglo American, joining the business in 2004, and holding senior engineering roles and later became group head of mining. From August 2013, until July 2019, he was CEO of Anglo American's Copper Business, overseeing operations in Chile and Peru.
- (iv) Board independence: Independent.

Draft Resolution:

RESOLUTION 6.8

"To appoint Mr Hendrik Johannes Faul as director for a period of one year".

7 CONSULTATIVE VOTE ON THE ANNUAL REPORT ON DIRECTORS' REMUNERATION FOR THE FINANCIAL YEAR 2025

Explanation:

Detailed information regarding directors' remuneration is set out in the annual report on directors' remuneration for the financial year 2025 prepared in accordance with the applicable regulations.

The annual report on directors' remuneration is submitted to a consultative vote at the Annual General Meeting as a separate item on the agenda.

Draft Resolution:

SEVENTH RESOLUTION

"To approve, on a consultative basis, the annual report on remuneration of directors of Atalaya Mining Copper, S.A. for 2025."

8 APPROVAL OF A MAXIMUM AGGREGATE ANNUAL AMOUNT FOR THE DIRECTORS' REMUNERATION

EXPLANATION:

Being the Company a Spanish public limited company (*sociedad anónima*) since its redomiciliation to Spain in 2024 whose shares are admitted to trading on the Main Market of the London Stock Exchange according to Article 495.3 of the Spanish Companies Act (*Ley de Sociedades de Capital*) the rules applicable to listed companies under Title XIV of the Spanish Companies Act (*Ley de Sociedades de Capital*) are deemed satisfied by complying with the functionally equivalent rules applicable to UK listed companies, which do not include the need to submit a maximum aggregate directors' remuneration amount for shareholders' approval.

Notwithstanding the above, the Board considers appropriate that the shareholders set out a maximum aggregate amount for the remuneration of the directors in their capacity as such (excluding remuneration paid to executive directors for their executive functions), in line with article 23.3 of the Company's articles of association and following the practice of Spanish listed companies, which are obliged to do so, and a significant number of UK listed companies, which voluntarily include such a cap in their articles of association.

The proposed maximum aggregate annual amount has been set at EUR 1,000,000, in order to provide the Board with appropriate flexibility, subject to the remuneration policy approved by the AGM in 2025, to reflect the growing level of activity and commitment expected of directors, and will remain in force for so long as it is not amended by the General Shareholders' Meeting. The aggregate remuneration paid to directors in their capacity as such during 2025 amounted to EUR 724,000 and the aggregate remuneration expected to be paid during 2026 to EUR 894,125, in both cases within the proposed cap, as set out in further detail in the annual remuneration report submitted under Resolution 7.

Draft Resolution:

EIGHTH RESOLUTION

"To approve a maximum aggregate annual amount of EUR 1,000,000 for the remuneration of the directors of Atalaya Mining Copper, S.A. in their capacity as such."

**AMENDMENT OF THE LONG-TERM INCENTIVE PLAN AND APPROVAL OF THE
MAXIMUM NUMBER OF SHARES OF THE COMPANY THAT MAY BE ALLOTTED FOR
THE GRANTING OF SHARE RIGHTS**

9 AMENDMENT OF THE LONG-TERM INCENTIVE PLAN

The Atalaya's share-based remuneration plan for executive directors and employees of the Company and other Atalaya Group companies (the "**Long-Term Incentive Plan**") was approved by the AGM in 2020 (prior to the completion of the redomiciliation to Spain) and ratified by the 2025 AGM.

The Board, on the recommendation of the Remuneration Committee, approved certain amendments to the Long-Term Incentive Plan at its meeting on 28 May 2025 (following the issuance of the 2025 AGM call notice), including: (i) the introduction of a discretionary right of the Company to settle share options in cash (applicable to participants other than directors); (ii) the removal of references to TSX and AIM, as following the redomiciliation the Company's shares are listed solely on the London Stock Exchange; and (iii) the updating of references to the Company's new name and registered office address.

A further review of the Long-Term Incentive Plan was subsequently carried out with a view to aligning it more closely with UK Main Market practice, resulting in additional amendments relating to dividend equivalents, adjustments to vesting, discretionary net settlement of options and holding periods. In addition, Spanish legal counsel, which has confirmed that the Long-Term Incentive Plan complies with applicable Spanish law, has recommended the inclusion of clarifications to two definitions therein, namely "control" and "subsidiary".

Although under Spanish law the Board of Directors has authority to approve long-term incentive plans without the intervention of the AGM, and the Long-Term Incentive Plan expressly permits the Board of Directors to amend its terms without obtaining the approval of the AGM, given that the Long-Term Incentive Plan involves an executive director, any changes thereto require the approval of the Shareholders' General Meeting pursuant to Article 219 of the Spanish Companies Act.

Accordingly, the amended Long-Term Incentive Plan is submitted to the Shareholders' General Meeting for ratification, and its terms are submitted for approval to the extent that they affect the CEO and any other director who may benefit from it from time to time.

The new text of the Long-Term Incentive Plan, as approved by the Board of Directors, has been made available to shareholders.

Draft Resolution:

NINTH RESOLUTION

*"To ratify the amendments to the long-term incentive plan of Atalaya Mining Copper, S.A., as originally approved by the Shareholders' General Meeting in 2020 and ratified by the Shareholders' General Meeting in 2025 (the "**Long-Term Incentive Plan**"), in the terms approved by the Board of Directors on 19 May 2026; and to approve the terms thereof insofar as they affect the directors of Atalaya Mining Copper, S.A."*

10 APPROVAL OF THE MAXIMUM NUMBER OF SHARES THAT MAY BE ALLOTTED TO SATISFY SHARE AWARDS UNDER SHARE INCENTIVE PLANS DURING THE 2026 FINANCIAL YEAR

Explanation:

As at the 2025 AGM, it is proposed to approve the maximum number of shares that may be allocated under the Long-Term Incentive Plan during the financial year 2026 (including the shares that may be allocated to executive directors, so that complying with article 219 of the Spanish Companies Act and article 23.5 of the Company's Articles of Association).

The requested authorisation will permit the allotment of a maximum of 5,277,047 ordinary shares under incentive plans during the financial year 2026.

In line with the Remuneration Principles published by the UK Investment Association in respect of Long-Term Incentives, in accordance with the principal terms of the Long-Term Incentive Plan, no more than 10% of the issued ordinary share capital of the Company will or may be issued under the Long-Term Incentive Plan and any other employee share plan operated by the Company over a 10-year period. This limit will apply in addition to those imposed by the authorisation applied for.

The Company monitors the number of shares allocated for the purpose of Long-Term Incentive Plan and its impact on the dilution limits. Taking into account the authorisation requested, total dilution will not exceed 10% for all employee share plans and discretionary plans, over a 10-year period, in accordance with UK Investment Association guidelines. As at 1 May 2026, 6.63% of the share capital has been allocated under these plans since 1 May 2016.

Draft Resolution:

TENTH RESOLUTION

"To authorise the allotment of a maximum of 5,277,047 ordinary shares of nominal value each, in respect of incentive plans.

The authority granted under this resolution will allow for the grant of shares under the Long-Term Incentive Plan or any other approved incentive plans in respect of the financial year 2026.

In order to satisfy the rights under the Long-Term Incentive Plan or any other approved incentive plans, the Company may allot its own shares or issue new shares when the legal requirements established for this purpose are met or use any other appropriate financial instrument as determined by the Company."

**AUTHORISATIONS FOR THE ACQUISITION OF OWN SHARES, FOR THE ISSUANCE OF
SHARES AND CONVERTIBLE OR EXCHANGEABLE SECURITIES AND FOR THE
EXCLUSION OF PRE-EMPTIVE RIGHTS**

**11 AUTHORISATION FOR THE ACQUISITION OF THE COMPANY'S OWN SHARES,
DIRECTLY AND/OR THROUGH ITS SUBSIDIARIES.**

Explanation:

Pursuant to the provisions of the Spanish Companies Act, the Company requires the authorisation of the Shareholders' General Meeting to acquire treasury shares, either directly or indirectly through its subsidiaries. This resolution gives the Company the authorisation to purchase treasury shares on the market, whereby a maximum number of shares representing 10% of the Company's share capital (the maximum percentage provided for under Spanish law and in accordance with the standard practice of Spanish listed companies) may be acquired. The minimum purchase price per share shall be the nominal value and the maximum price shall be the higher of: (i) an amount equal to the result of a five per cent increase in the average share price on the relevant stock exchange during the five business days immediately preceding the day on which the transaction is carried out, and (ii) the higher of the of the last independent transaction and the highest price independently offered on the trading platforms at the time the transaction is carried out.

Once acquired by the Company, the ordinary shares may be held as treasury shares, in particular, to be delivered directly to employees or directors of the Company or its subsidiaries or as a result of the exercise of options held by them, or redeemed.

As at 1 May 2026, the Company has outstanding options on 6,777,260 shares representing 4,41% of its share capital (excluding existing treasury shares). If full use were made of the authorisation under resolution 11, these shares would represent 3,97% of the Company's share capital (excluding treasury shares).

The authorisation will expire once 15 months have elapsed from the adoption of this resolution or at the conclusion of the Shareholders' General Meeting to be held in 2027, whichever is earlier.

Draft Resolution:

ELEVENTH RESOLUTION

"To authorise the acquisition of shares of Atalaya Mining Copper, S.A. within the scope of articles 146 and 509 of the Spanish Companies Act, complying with the applicable legislation and subject to the following conditions:

- (i) The acquisitions may be made directly by Atalaya Mining Copper, S.A. or indirectly through its subsidiaries, on the same terms resulting from this resolution.*
- (ii) The acquisitions shall be made through purchase, exchange or any other transaction permitted by the law.*
- (iii) The acquisitions may be made from time to time up to the maximum amount permitted by the law.*
- (iv) The minimum price which may be paid for a share is its nominal value.*
- (v) The maximum price which may be paid for a share is the highest of:*

- a) *an amount equal to five per cent above the average of the middle market quotations for the shares as taken from the relevant stock exchange for the five business days immediately preceding the day on which the transaction is performed; and*
- b) *the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the transaction is carried out at the relevant time;*

in each case, exclusive of expenses.

- (vi) *The authorisation is granted for a term expiring at the date of next year's Shareholders' General Meeting (or if earlier, 15 months from the date of passing of this resolution).*
- (vii) *As a result of the acquisition of shares, including those that the Company or the person acting in their own name but on behalf of the Company has previously acquired and holds in treasury, the resulting shareholders' equity (patrimonio neto) cannot decrease to below the amount of the share capital plus the restricted reserves required by the law or the bylaws, all as provided in letter b) of Section 146.1 of the Spanish Companies Act.*

For the purposes of Article 146 of the Spanish Companies Act, it is expressly stated that the shares acquired pursuant to this authorisation may be used for either transfer, including to be applied to the remuneration systems provided for in the third paragraph of letter a) of Section 146.1 of the Spanish Companies Act, or redemption."

12 AUTHORISATION TO THE BOARD OF DIRECTORS, WITH EXPRESS POWER OF SUB-DELEGATION, TO RESOLVE TO INCREASE THE SHARE CAPITAL IN ACCORDANCE WITH ARTICLE 297.1.B) OF THE SPANISH COMPANIES ACT.

Explanation:

Pursuant to the provisions of the Spanish Companies Act, the authorisation of the Shareholders' General Meeting is required to grant the directors the power to increase the share capital of the Company by issuing new shares with cash contributions.

The authorisation under this resolution shall enable the Board of Directors to issue new shares up to an amount equal to 50% of the share capital (which amount shall be reduced by the maximum amount by which the share capital needs to be increased for the conversion or exchange of securities issued under resolution 13).

Shareholders shall have pre-emptive subscription rights in respect of the new shares to be issued pursuant to this authorisation, unless such pre-emptive rights are excluded on the terms and subject to the limits set out in resolutions 14.1 and 14.2 (if passed) and, accordingly, shall be entitled to subscribe for the new shares in proportion to their previous shareholding in the Company. Such pre-emptive subscription rights are, by operation of the law, represented by securities detached from the shares from which they derive and may be traded separately for a period of time before the subscription payment is due.

Therefore, any such capital increase (unless pre-emptive subscription rights are excluded under the terms and subject to the limits set out in resolutions 14.1 and 14.2 (if approved)) will take the form of a rights issue in accordance with the Listing Rules under Part IV of the Financial Services and Markets Act 2000. In this respect, the Company adheres to the

provisions of the guidelines on share capital management established by the Investment Association as if they were applicable to Spanish companies.

There are no current plans to use this authority to issue new shares under this resolution 12. However, the Board of Directors considers it desirable to have the flexibility permitted by applicable regulations, corporate governance practices and the requirements of major shareholders to respond market changes and to be able to proceed with the issuance of shares, if it deems it appropriate, without incurring the cost and time involved in holding a Shareholders' General Meeting for the purpose of requesting the specific authorisation for the share issue.

This authorisation will expire once 15 months have elapsed from the adoption of this resolution or at the conclusion of the Shareholders' General Meeting to be held in 2027, whichever is earlier.

The Board of Directors has issued a report in order to justify this proposed resolution in accordance with articles 286, 297.1.b) and 506 of the Spanish Companies Act.

Draft Resolution:

TWELFTH RESOLUTION

"To authorise the Board of Directors, to the fullest extent permitted under applicable law, with express power of subdelegation, and in accordance with Article 297.1.b) of the Spanish Companies Act, to increase the share capital of the Company, without prior consultation with the Shareholders' General Meeting, on one or more occasions and when required, through the issuance and placement into circulation of new shares (with or without a premium) the consideration for which shall be cash contributions, under the following terms:

1.- Term of the authorisation.- *The capital increases subject to this authorisation may be done for a term expiring at the date of next year's Shareholders' General Meeting (or if earlier, 15 months from the date of passing of this resolution).*

2.- Maximum amount authorised.- *The aggregate maximum amount of the issuance or issuances of ordinary shares shall be 50 per cent of the share capital on the date of passing this resolution (this is, a nominal value of 6,919,156 euro), such amount to be reduced by the maximum amount that the share capital may need to be increased on the conversion or exchange of any securities issued under resolution 13).*

3.- Scope of the authorisation.- *The Board of Directors may establish, as to all matters not otherwise contemplated under this resolution, the terms and conditions of the share capital increase and may also freely offer the new shares that are not subscribed for within the period or periods for the exercise of pre-emptive rights. The Board of Directors may also resolve that, in the event of incomplete subscription, the share capital shall be increased only by the amount of the subscriptions made and amend the article of the bylaws relating to share capital and number of shares.*

4.- Admission to listing.- *The Company shall, when appropriate, apply for listing on regulated markets, multilateral trading systems or other stock exchanges, organised or otherwise, regulated or not, in the United Kingdom, the European Union or any other market, of the shares issued under this authorisation and the Board of Directors shall be authorised to carry out all acts and formalities that may be required for admission to listing with the appropriate authorities of the relevant securities markets.*

5.- Power of sub-delegation.- *The Board of Directors is expressly authorised to sub-delegate on the Chief Executive Officer (consejero delegado) or any other director the powers delegated under this resolution, as permitted by Article 249.bis I) of the Spanish Companies Act.*

This authorisation to the Board of Directors replaces that conferred by the Shareholders' General Meeting of the Company held on 24 June 2025, which is rendered without effect to the extent not utilised.

It is noted that the relevant directors' report justifying the proposed authorisation to increase the share capital has been made available to the shareholders".

13 AUTHORISATION TO THE BOARD OF DIRECTORS, WITH EXPRESS POWER OF SUB-DELEGATION, TO ISSUE SECURITIES (INCLUDING WARRANTS) CONVERTIBLE AND/OR EXCHANGEABLE FOR SHARES IN THE COMPANY. ESTABLISHMENT OF THE CRITERIA FOR THE DETERMINATION OF THE BASE AND THE TERMS AND CONDITIONS APPLICABLE TO CONVERSION OR EXCHANGE.

Explanation:

The authorisation under this resolution shall permit the directors to issue securities (including warrants) convertible into or exchangeable for shares of the Company up to a maximum nominal amount of 6,919,156 euros or its equivalent in any other currency, provided that the amount by which the share capital needs to be increased for the conversion or exchange of securities issued shall not exceed 50% of the share capital at the date of approval of the resolution (which amount shall be reduced by the amount by which the share capital has been increased pursuant to the provisions of resolution 12).

Shareholders will have pre-emptive subscription rights in respect of any new convertible securities issued pursuant to this authorisation, unless such pre-emptive rights are excluded on the terms and subject to the limits set out in resolutions 14.1 and 14.2 (if passed).

There are no current plans to use this authority to issue any kind of convertible or exchangeable securities under this resolution 13. However, the Board of Directors considers it desirable to retain the ability to respond to market changes and to be able to issue them without the need to incur the delays and costs associated with holding a Shareholders' General Meeting to seek specific authorisation for this purpose.

The Company adheres to the provisions of the guidelines on share capital management established by the Investment Association Share Capital Management Guidelines as if they were applicable to Spanish companies.

This authority will expire once 15 months have elapsed from the adoption of this resolution or at the conclusion of the Shareholders' General Meeting to be held in 2027, whichever is earlier.

The Board of Directors has issued a report in order to justify this proposed resolution in accordance with articles 286, 297 and 511 of the Spanish Companies Act.

Draft Resolution:

THIRTEENTH RESOLUTION

"To authorise the Board of Directors, with the express power of subdelegation, pursuant to the general provisions governing the issuance of debentures and the provisions of Articles

286, 297 and 511 of the Spanish Companies Act and Article 319 of the Regulations of the Commercial Registry (Reglamento del Registro Mercantil), to issue securities under the following terms:

- 1.- Securities to be issued.- The securities contemplated in this authorisation may be debentures, bonds, preference shares, and other fixed-income securities or instruments of a similar nature, including warrants (options to subscribe for new shares of the Company or to acquire existing shares of the Company) that are convertible into newly issued shares or may confer the right to subscribe to newly issued shares or exchangeable into shares of the Company.
- 2.- Term of the authorisation.- The securities subject to this authorisation may be issued on one or more occasions and when required, within the term expiring at the date of next year's Shareholders' General Meeting (or if earlier, 15 months from the date of passing of this resolution).
- 3.- Maximum amount authorised.- The maximum aggregate nominal amount of the issuance or issuances of securities approved under this delegation shall be 6,919,156 euros or the equivalent thereof in another currency, provided that the aggregate share capital that may need to be increased on the conversion or exchange of all such securities may not be higher than 50 per cent of the share capital as at the date of passing this resolution (such amount to be reduced by the amount that the share capital has been increased under resolution 12).

For the purpose of calculating the aforementioned limit, in the case of warrants, the sum of premiums and exercise prices of the warrants of the issuances agreed upon under this delegation will be taken into account.

- 4.- Scope of authorisation.- This authorisation extends, as broadly as is permitted by law, to the establishment of the various terms and conditions of each issuance. By way of example and not of limitation, the Board of Directors shall be authorised to do the following with respect to each issuance: determine the amount thereof, always within the aforementioned overall quantitative limit; the place of issuance; the domestic or foreign currency, and in the case of a foreign currency, its equivalence in euros; the denomination or form of the securities, whether they be bonds or debentures, including subordinated debentures, warrants (which may in turn be settled by means of the physical delivery of the shares or, if applicable, through the payment of differences in price), or any other denomination or form permitted by law; the date or dates of issuance; the number of securities and the par value thereof, which, in the case of convertible and/or exchangeable bonds or debentures, shall not be less than the par 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, period and other terms and conditions applicable to the exercise of the right to subscribe for the underlying shares or, if applicable, the exclusion of such right; the interest rate (whether fixed or variable), and the dates and procedures for payment of the coupon; whether the issuance is perpetual or subject to repayment and, in the latter case, the repayment period and the maturity date or dates; guarantees, reimbursement rate, premiums and lots; the form of representation, as securities or book entries; anti-dilution provisions; the rules applicable to subscription; the rank of the securities and the subordination clauses, if any; the law applicable to the issuance; the power to make application, where appropriate, for the listing of the securities to be issued on Spanish or foreign, regulated or not, organised or other stock exchanges, subject to the

requirements established by applicable regulations in each case; and, in general, any other terms of the issuance as well as, if applicable, the appointment of the security-holders' syndicate representative (comisario) and the approval of the basic rules that are to govern the legal relationships between the Company and the syndicate of holders of the securities to be issued, in the event that such syndicate must or is decided to be created.

Furthermore, the Board of Directors is empowered to, when it deems appropriate, and subject, where applicable, to obtaining the appropriate authorisations and the approval of the meetings of the security holders, modify the terms of the securities issued under this authorisation.

5.- Basis for and terms and conditions applicable to the conversion and/or exchange.- In the case of issuance of convertible and/or exchangeable debentures or bonds, and for purposes of determining the basis for and the terms and conditions applicable to the conversion and/or exchange, it is resolved to establish the following criteria:

- a) The securities issued pursuant to this resolution shall be convertible into shares of the Company and/or exchangeable into shares of the Company, in accordance with a fixed or variable conversion and/or exchange ratio determined or to be determined, with the Board of Directors being authorised to decide whether they are convertible and/or exchangeable, as well as to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and if voluntarily, at the option of the holder thereof and/or of the Company, at the intervals and during the period established in the resolution providing for the issuance and which shall not exceed 10 years from the date of issuance. The aforementioned maximum term shall not apply to perpetual securities that are convertible.
- b) In the event that the issuance is convertible and exchangeable, the Board may also provide that the issuer reserves the right at any time to elect between conversion into new shares or the exchange thereof for outstanding shares of the Company, with the nature of the shares to be delivered being determined at the time of conversion or exchange, and may also elect to deliver a combination of newly-issued shares and existing shares of the Company and even to settle the difference in cash.
- c) For purposes of the conversion and/or exchange, the securities shall be valued at the nominal amount thereof (including, should it be the case, accrued and not paid interests). The new shares to be issued will be valued at the rate determined by the resolution of the Board of Directors, which may be (i) fixed and determined by the resolution of the Board of Directors itself, (ii) fixed and determinable on the date or dates specified in the resolution of the Board of Directors, or (iii) variable. The fixed determinable rate or the variable rate may be set either based on the stock market value of the Company's shares on the date or dates, or in the period or periods chosen as reference, or based on any other criteria established by the Board of Directors. Furthermore, the Board of Directors may set a rate with a premium or discount, which can differ for each conversion date of each issue (or, if applicable, each tranche of an issue).
- d) When the conversion takes place, any fractional shares that should be delivered to the holder of the securities will be rounded down to the nearest whole number,

and each holder will receive in cash, if provided for in the terms of the issuance, the difference that may result in such case.

- e) *In no event may the value of the share for purposes of the ratio for conversion of debentures into shares be less than the par value thereof. In addition, pursuant to the provisions of Article 415 of the Spanish Companies Act, debentures may not be converted into shares when the nominal value of the former is less than the par value of the latter.*
- f) *When approving an issuance of convertible bonds or debentures under the authorisation contained in this resolution, the Board of Directors shall issue a report elaborating and detailing, based on the criteria described above, the bases and modes of the conversion specifically applicable to the indicated issuance.*

6.- *Basis and terms and conditions for the exercise of warrants.*- *In the case of issuances of warrants, to which the provisions of the Spanish Companies Act on convertible debentures shall apply by analogy, the Board of Directors is authorised to determine, in the broadest terms, in connection with the basis for and the terms and conditions applicable to the exercise of such warrants, the criteria applicable to the exercise of rights to subscribe for or of rights to acquire shares of the Company arising from the securities of this kind issued under the delegation granted hereby. The criteria set forth in section 5 above shall apply to such issuances, with such adjustments as may be necessary in order to bring them into compliance with the legal and financial rules governing these kinds of securities.*

7.- *Other powers delegated.*- *This authorisation to the Board of Directors also includes, without limitation, the delegation thereto of the following powers:*

- a) *The power to increase the share capital to the extent required to attend requests for conversion and/or for exercise of the right to subscribe for new shares.*

These powers can only be exercised to the extent that the Board of Directors, summing up the capital increase to address the issuance of convertible securities and, where applicable, other capital increases approved under the authorization granted under resolution 12, does not exceed the limit of 50 per cent of the share capital as at the date of passing this resolution provided in Article 297.1.b) of the Spanish Companies Act, and the limits set forth in resolution 14 below in cases where the issuance of convertible securities excludes pre-emptive subscription rights.

Lastly, if the convertible securities provide in their terms and conditions for the possibility of paying the coupon in newly issued shares, the maximum number of shares that could be issued from the issuance to the maturity of the securities to cater for the coupon payment will also be considered for calculating the maximum amount utilised under this authorisation.

This authorisation to increase the share capital includes the authorisation to issue and list, on one or more occasions, the shares representing such capital that are necessary to carry out the conversion and/or to exercise the right to subscribe for new shares, as well as the power to amend the article of the bylaws relating to the amount of the share capital and the number of shares and, if appropriate, to cancel the portion of such capital increase that was not required for the conversion of shares and/or the exercise of the right to subscribe for new shares.

- b) *The power to elaborate on and specify the basis for and the terms and conditions applicable to the conversion, exchange and/or exercise of the rights to subscribe for and/or acquire shares arising from the securities to be issued, taking into account the criteria set out in sections 5 and 6 above.*
- c) *The delegation to the Board of Directors includes the broadest powers that may be required by law in order to interpret, apply, implement and develop the resolutions providing for the issuance of securities that are convertible into or exchangeable for shares of the Company, on one or more occasions, and to carry out the corresponding capital increase, as well as the power to correct and supplement such resolutions as to all matters that may be necessary and to comply with all legal requirements for the successful implementation thereof. To such end, the Board of Directors may correct any omissions or defects in the aforementioned resolutions that may be identified by any Spanish or foreign authorities, officers or bodies, and may also adopt all such resolutions and execute all such public or private documents as it may deem necessary or appropriate in order to adjust the preceding resolutions for the issuance of convertible or exchangeable securities and the corresponding capital increase to the oral or written assessment of the Commercial Registrar or, in general, of any other Spanish or foreign competent authorities, officers or entities.*
- 8.- Admission to trading.- *The Company shall, where appropriate, apply for listing on regulated markets, multilateral trading systems or other stock exchanges, organised or otherwise, regulated or not, in the United Kingdom, the European Union or any other market, of the securities issued by the Company under this delegation, and the Board of Directors is authorised, as fully as is required by law, to conduct all acts and formalities that may be necessary for admission to listing before the appropriate authorities of the relevant securities markets.*
- 9.- Guarantee of issues of convertible and/or exchangeable securities or warrants by subsidiaries.- *The Board of Directors is also authorised to guarantee on behalf of the Company, within the limits set forth above, new issuances of convertible and/or exchangeable securities or warrants by subsidiaries during the effective period of this resolution.*
- 10.- Power of sub-delegation.- *The Board of Directors is expressly authorised to sub-delegate on the Chief Executive Officer (consejero delegado) or any other director the powers delegated under this resolution, as permitted by Article 249 bis I) of the Spanish Companies Act.”*

14 AUTHORISATION TO THE BOARD OF DIRECTORS, WITH EXPRESS POWER OF SUB-DELEGATION, TO EXCLUDE PRE-EMPTIVE SUBSCRIPTION RIGHTS IN RELATION TO CAPITAL INCREASES AND ISSUES OF CONVERTIBLE OR EXCHANGEABLE SECURITIES APPROVED BY THE BOARD OF DIRECTORS UNDER AUTHORISATIONS GRANTED IN RESOLUTIONS 12 AND 13:

Explanation:

In connection with the capital increases and the issue of convertible or exchangeable securities that the Board of Directors may approve pursuant to the authorisations granted under resolutions 12 or 13 (if passed), resolutions 14.1 and 14.2 are intended to empower in a limited way the Board of Directors, when it makes use of these authorisations, to disapply

the shareholders' pre-emptive subscription rights, which the Spanish Companies Act allows provided that the shares to be issued do not represent more than 20% of the issued share capital.

Specifically, these resolutions propose a general limit of 10% to which an additional 10% could be added if the transaction is justified by a specific acquisition or capital expenditure, which the Board considers consistent with the fact that the Company is incorporated under the laws of Spain but has a sole listing on the Main Market of the London Stock Exchange and therefore operates primarily within the UK regulatory and market environment.

The proposed boundaries respect Spanish law while being in line with the UK Pre-emption Group's Statement of Principles, which recognise the need for flexibility in equity capital raisings and permit disapplication of pre-emption rights up to a maximum of 20% of the Company's issued ordinary share capital, and the UK Pre-emption Group's Guidance, which applies to companies with a listing on the Main Market of the London Stock Exchange (irrespective of jurisdiction of incorporation) and allows disapplication of pre-emption rights in respect of up to 10% of a company's ordinary share capital (excluding treasury shares) without restriction and up to an additional 10% to be used for an acquisition or specific capital investment, subject to appropriate disclosure.

ISS Continental Europe's Proxy Voting Guidelines generally recommend a vote for issuance authorities without pre-emptive rights up to a maximum of 10%, but the Company considers that, given its sole listing on the London Stock Exchange and its primary investor base aligned with UK markets, it is more appropriate to follow ISS's United Kingdom and Ireland Proxy Voting Guidelines. Under those guidelines, ISS supports resolutions to disapply pre-emption rights up to 20% of issued ordinary share capital (10% for general purposes and a further 10% for a specific acquisition or specified capital investment), consistent with the current UK market norm.

The Board believes that this level of authority will afford the Company the necessary flexibility and optionality to respond quickly and cost-effectively to the right opportunities, while still maintaining appropriate safeguards and transparency for shareholders. The Board will continue to apply any authority to disapply pre-emption rights in a manner consistent with the UK Pre-emption Group's Statement of Principles and the Company's corporate governance obligations and will ensure that any such use of the authority is properly disclosed to shareholders in accordance with applicable listing and disclosure rules.

As with resolutions 12 and 13, the powers conferred under resolutions 14.1 and 14.2 (which will be subject to a separate vote) will expire once 15 months have elapsed from the adoption of this resolution or at the conclusion of the Shareholders' General Meeting to be held in 2027, whichever is earlier.

The Board of Directors of the Company has issued a report in order to justify these proposed resolutions in accordance with articles 506 and 511 of the Spanish Companies Act.

14.1 UP TO A MAXIMUM AMOUNT OF 10% OF THE SHARE CAPITAL, WITHOUT RESTRICTION.

Draft Resolution:

RESOLUTION 14.1

"To authorise the Board of Directors, with the express power of subdelegation, to totally or partially exclude the pre-emptive rights, as permitted by Article 506 and Article 511 of the

Spanish Companies Act in connection with issuances of shares or convertible or exchangeable securities that the Board of Directors may approve under the authority given under resolutions 12 and 13 above provided that such capital increases and issuances of convertible or exchangeable securities are subject to an aggregate maximum nominal amount of the shares so allotted and that may be allotted on conversion or exchange of such securities of 10 per cent of the Company's share capital (excluding any shares held in treasury) as at the date of passing this resolution (this is, a nominal value of 1,383,831 euro).

If the Board of Directors decides to exclude the pre-emptive rights in any or all issues of shares or convertible and/or exchangeable securities carried out under resolutions 12 and 13 above, it must prepare, upon the adoption of the relevant issuance resolution, a report detailing the specific reasons in the corporate interests that justify such measure and such other content as required by Articles 308 (for the issuance of shares) and 417 (for issuance of convertible and/or exchangeable securities) of the Spanish Companies Act which may also be the subject, if applicable, to the relevant report by an auditor appointed by the Commercial Registry other than the Company's auditor, according to the Spanish Companies Act. These reports must be made available to shareholders and communicated to the first shareholders' general meeting held following the issuance resolution.

The Board of Directors is expressly authorised to sub-delegate on the Chief Executive Officer (consejero delegado) or any other director the powers delegated under this resolution, as permitted by Article 249 bis I) of the Spanish Companies Act".

14.2 UP TO A MAXIMUM OF AN ADDITIONAL 10% OF THE SHARE CAPITAL, TO BE USED FOR A SPECIFIC ACQUISITION OR CAPITAL INVESTMENT.

Draft Resolution:

RESOLUTION 14.2

" In addition to the authority given to the Board of Directors under resolution 14.1 above, to authorise the Board of Directors, with the express power of subdelegation, to totally or partially exclude the pre-emptive rights, as permitted by Article 506 and Article 511 of the Spanish Companies Act in connection with issuances of shares or convertible or exchangeable securities that the Board of Directors may approve under the authority given under resolutions 12 and 13 above, provided that such capital increases and issuances of convertible or exchangeable securities are subject to an aggregate maximum nominal amount of the shares so allotted and that may be allotted on conversion or exchange of such securities of 10 per cent of the Company's share capital (excluding any shares held in treasury) as at the date of passing this resolution (this is, a nominal value of 1,383,831 euro); such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment.

If the Board of Directors decides to exclude the pre-emptive rights in any or all issues of shares or convertible and/or exchangeable securities carried out under resolutions 12 and 13 above, it must prepare, upon the adoption of the relevant issuance resolution, a report detailing the specific reasons in the corporate interests that justify such measure and such other content as required by Articles 308 (for the issuance of shares) and 417 (for issuance of convertible and/or exchangeable securities) of the Spanish Companies Act which may also be the subject, if applicable, to the relevant report by an auditor appointed by the Commercial Registry other than the Company's auditor, according to the Spanish

Companies Act. These reports must be made available to shareholders and communicated to the first shareholders' general meeting held following the issuance resolution.

The Board of Directors is expressly authorised to sub-delegate on the Chief Executive Officer (consejero delegado) or any other director the powers delegated thereto under this resolution, as permitted by Article 249 bis I) of the Spanish Companies Act."

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

15 **AMENDMENT OF ARTICLE 23.6 OF THE ARTICLES OF ASSOCIATION ON EXECUTIVE DIRECTORS' REMUNERATION**

Explanation:

With this resolution proposal, the Board of Directors raises to the AGM an amendment of Article 23.6 of the Company's Articles of Association, that currently provides that an executive director may also be remunerated for items set out in his or her service contract in addition to any remuneration received in his or her capacity as a director. As currently drafted, this Article may be interpreted in the sense that executive directors must receive necessarily also a specific remuneration in their capacity as directors.

The Board proposes to amend this Article 23.6 in order to make clear also the possibility that executive directors receive remuneration exclusively under their service contracts (without receiving separate remuneration in his or her capacity as a director). The board will have this way more flexibility when negotiating the compensation arrangements with executive directors.

The proposed new wording maintains the rest of the current content of Article 23.6, including that the remuneration received by executive directors under their contracts with the Company must in all cases be in accordance with the remuneration policy agreed by shareholders.

A report prepared by the Board of Directors justifying the proposed amendment is made available to shareholders.

Draft Resolution:

FIFTEENTH RESOLUTION

"Approve the amendment of paragraph 23.6 of the Company's Articles of Association, which shall read as follows:

"The managing director and other directors given executive duties may also receive other remuneration components under their respective contracts with the Company, exclusively or, if so decided, in addition to any that they may receive for their position as directors. Such other remuneration components must be in accordance with the remuneration policy agreed by shareholders.

Contracts may include the following types of remuneration:

- (i) an annual fixed cash sum;*
- (ii) subsistence allowances for attendance at meetings of the board and advisory or board committees;*
- (iii) a share in the Company's annual profits;*
- (iv) a variable component, earned on a yearly or multi-year basis, based on the achievement of certain economic/financial and sustainability objectives;*
- (v) a system of remuneration in the form of shares or share options or tied to the Company's share value;*

*(vi) a benefits component that may consist of savings, pension or insurance schemes;
and*

(vii) compensation in the case of exit, removal or any other form of termination of the contractual relationship with the Company not due to breach attributable to the director.”

DELEGATION OF POWERS

16 DELEGATION OF POWERS TO FORMALISE AND EXECUTE ALL RESOLUTIONS ADOPTED BY THE SHAREHOLDERS' GENERAL MEETING.

Explanation:

In this resolution, the Board of Directors requests the delegation of the necessary powers and authorisations to execute all the above resolutions in accordance with the applicable legislation.

Draft Resolution:

SIXTEENTH RESOLUTION

"Without prejudice to the powers delegated in the preceding resolutions, to confer authority on the Board of Directors, with the express power of subdelegation, to the Chief Executive Officer (consejero delegado), any other Director, the Secretary, the Vice-Secretary and Mr. César Sánchez Fernández (Chief Financial Officer), to the fullest extent permitted by law, so that any of them may execute the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, amend, remedy errors or omissions and adapt the aforementioned resolutions according to the verbal or written qualifications of the Commercial Registry and any competent authorities, civil servants or institutions; (ii) draw up and publish the announcements required by law; (iii) notarise the aforementioned resolutions and grant any public and/or private documents they deem necessary or advisable for their implementation; (iv) deposit the annual accounts and other mandatory documentation at the Commercial Registry or in other applicable registries, and (v) engage in any acts that may be necessary or advisable to successfully implement them and, in particular, to have them filed at the Commercial Registry or in other applicable registries."

APPROVAL OF THE MINUTES

17 APPROVAL OF THE MINUTES.

Explanation:

In this resolution, the Board of Directors requests to the AGM the approval of the minutes containing the resolutions adopted by the AGM.

Draft Resolution:

SEVENTEENTH RESOLUTION

"To approve the minutes of the meeting read by the secretary, then signed by the secretary and chairman."

21 May 2026