



**PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL  
SHAREHOLDERS' MEETING OF APPLUS SERVICES, S.A. CONVENED FOR  
19 AND 20 DECEMBER 2024 ON FIRST AND SECOND CALL, RESPECTIVELY**

## **RESOLUTION REGARDING ITEM FIRST OF THE AGENDA**

**Amendment of the Company's By-laws in order to adapt their content to the Company's new status as a non-listed company, incorporate technical improvements, and simplify their wording.**

### **1 Amendment of article 3 of the Company's By-laws**

Amend article 3 of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 3.- Registered office and corporate webpage*

*3.1 The Company's registered office is in Madrid, calle Campezo 1, Edificio 3, Parque Empresarial Las Mercedes.*

*3.2 The management body will have authority to decide on transferring the registered office to another location in the same municipality and creating, eliminating or transferring branches, agencies and offices required or advisable for the corporate business in Spain or abroad.*

*3.3 The address of the Company's website shall be [www.applus.com](http://www.applus.com).*

*3.4 Changes, transfer or removal of the website may be determined by the management body, in which case it shall be authorized to modify the previous paragraph of this article. The agreement to modify, transfer or remove the webpage shall be recorded in accordance with the Spanish Companies Act.”*

### **2 Amendment of article 5 of the Company's By-laws**

Amend article 5 of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 5.- Share capital and shares*

*5.1 The share capital is TWELVE MILLION NINE HUNDRED AND SEVEN THOUSAND FOUR HUNDRED AND THIRTEEN EUROS AND THIRTY CENTS OF EURO (€12,907,413.30), divided into ONE HUNDRED AND TWENTY-NINE MILLION SEVENTY-FOUR THOUSAND ONE HUNDRED AND THIRTY-THREE (129,074,133) common shares, all of the same class and series, each having a par value of TEN CENTS OF EURO (€ 0.10), fully subscribed and paid up.*

*5.2 The shares are represented by book entries and they shall be governed by the relevant regulation.*

*5.3 The register of the Company's book-entries shall be carried out by the company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and its participating entities.*

*5.4 The Company shall acknowledge as a shareholder any party that appears entitled thereto as owner in the entries of the corresponding book-entry registry. Likewise, if the Company provides any service to the person who appears as a shareholder according to the accounting registry, it will be released from the corresponding liability, even if that person is not the current owner of the share, provided that the Company acted in good faith*

### **3 Amendment of article 6 of the Company's By-laws**

Amend article 6 of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 6.- Shareholder's rights and obligations*

*6.1 Each share of the Company confers its legitimate holder the status of shareholder and vests such holder with the rights and obligations established by the Spanish Companies Act and these By-laws.*

*6.2 The ownership of a share entails the compliance with these By-laws and the decisions of the Management Body and the General Shareholders' Meeting, without prejudice to the rights of challenge and removal provided for by Law."*

### **4 Repeal of article 9 of the Company's By-laws and renumbering of the remaining articles**

Repeal article 9 of the Company's By-laws

Likewise, renumber the following articles (10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39 and 40) that will be, renumbered, respectively as articles number (9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38 and 39).

### **5 Amendment of article 10 (article 9 after renumbering) of the Company's By-laws**

Amend article 10 (article 9 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*Article 9.- Governing bodies*

*9.1 The Company's governing bodies are the General Shareholders' Meeting and the Management Body, and in those matters not foreseen in these By-laws, they shall be governed by the terms of the Spanish Companies Act.*

9.2 *Powers that have not been assigned by law or by these By-laws to the General Shareholders' Meeting shall correspond to the Management Body.*"

**6 Amendment articles 11, 12, 13, 14, 15, 16, 17, 19, 20 and 21 (articles 10, 11, 12, 13, 14, 15, 16, 18, 19 and 30, after renumbering) of the Company's By-laws**

6.1 Amend article 11 (article 10 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 10.- General Shareholders' Meeting*

*10.1 The General Shareholders' Meeting is the Company's senior decision-making body in matters within their power.*

*10.2 The Resolutions of the duly constituted General Shareholders' Meeting, adopted in accordance with these By-laws and the legal provisions in force, shall be binding on all shareholders, including shareholders who are absent, dissenting, abstain from voting, or without voting rights.*

*10.3 In all matters not provided for in these By-laws, the provisions of the Law shall apply."*

6.2 Amend article 12 (Article 11 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 11.- Call to the General Shareholders' Meetings*

*11.1. The General Shareholders' Meetings, whether ordinary or extraordinary, must be formally called through an announcement published in the form and with the minimum requirements stipulated by Law, at least one month prior to the date set for the meeting, except in those cases in which the law requires a superior period notice.*

*11.2 The announcement of the call to the meeting must set forth the date and time of the meeting and all matters to be dealt with, the way to hold the meeting (in person or on a remote basis) and, where appropriate, the place of the meeting. Moreover, it must include the right of shareholders to examine at the registered office, and if necessary to immediately obtain at no cost, a copy of the documents to be submitted to the approval of the meeting and, where appropriate, the report of the external auditors and the corresponding technical reports.*

*The announcement may also, if appropriate, set forth the date on which, if appropriate, the General Shareholders' Meeting will meet on second call. At least twenty- four (24) hours must elapse between the first and second meeting.*

11.3 *The notice of the meeting must be disseminated using at least the following means:*

- a) *The Official Journal of the Commercial Registry or one of the most widely circulated newspapers in Spain.*
- b) *The Company's website.*

11.4 *The General Shareholders' Meeting may be called to be held in the municipality where the registered office is located or, when the Chairman considers it appropriate for reasons of logistics and necessity, in any place in the province of Barcelona. When the place of the meeting is not indicated in the notice of the meeting, it shall be deemed to be called to be held at the registered office. The General Shareholders' Meeting held exclusively by telematic means shall be deemed to be held at the registered office.*

11.5 *Notwithstanding the above, a General Shareholders' Meeting may be held without prior notice if all the share capital is present, and the attendees unanimously agree to hold the meeting and the agenda for the meeting."*

- 6.3** Amend article 13 (article 12 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 12.- Types of meeting*

*12.1. The General Shareholders' Meetings may be ordinary or extraordinary and must be called by the Company's Management Body.*

*12.2 The ordinary General Shareholders' Meeting, previously called for this purpose, shall necessarily meet within the first six (6) months of each financial year in order to review corporate management, approve the individual accounts and, where appropriate, the consolidated accounts for the prior financial year, and decide upon the allocation of results from such financial year, without prejudice to the body's authority to address and settle any other issues appearing on the agenda, providing that the number of shareholders and the percentage of the share capital, legally or statutorily required, is present, as the case may be.*

*12.3 The ordinary General Shareholders' Meeting shall be valid even if it has been called or held beyond the deadline.*

*12.4 Any General Shareholders' Meeting not provided for in the preceding paragraphs shall be deemed to be an Extraordinary General Shareholder Meeting."*

- 6.4 Amend article 14 (article 13 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 13.- Shareholders' rights in relation to the notice calling the General Shareholder Meeting*

*13.1 The Management Body shall call the General Shareholders' Meeting whenever it deems it convenient for the company's interests and, in any case, on the dates or in the periods determined by law or the by-laws and when requested by a number of shareholders representing at least five per cent (5%) of the share capital, stating in the request the matters to be discussed. In the latter case, the General Shareholders' Meeting must be called to be held within two (2) months following the date on which the Management Body was requested by the notary to call it, and the matters requested must necessarily be included on the agenda.*

*13.2 The Management Body may call the General Shareholders' Meeting to be held exclusively by telematic means, i.e. without the physical attendance of the shareholders or their proxies. In such a case, the notice of meeting shall include the formalities and procedures to be followed for the registration and drawing up of the list of attendees, for the exercise of their rights and for the proper recording of the proceedings of the meeting in the minutes. Attendance may in no case be made conditional upon registration being made more than one hour before the scheduled start of the meeting. The exclusively telematic General Shareholders' Meeting shall be deemed to be held at the registered office, regardless of where the Chairman of the General Shareholders' Meeting is located.*

*13.3 Likewise, once the General Shareholders' Meeting has been called, shareholders holding five per cent (5%) of the share capital may request, by means of due notification to be received at the registered office of the Company within the following five (5) days from the publication of the notice calling the General Shareholders Meeting, that a supplement to the notice calling the General Shareholders Meeting, be published, including one or more items on the agenda of the notice calling the General Shareholders Meeting, provided that the new items requested are accompanied by a justification or, where appropriate, a justified proposal for a resolution. The supplement to the call must be published at least fifteen (15) days prior to the date set for the General Shareholders' Meeting.”*

- 6.5 Amend article 15 (article 14 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 14.- Right to attend General Shareholders' Meetings*

*14.1 Shareholders entitled to attend General Shareholders' Meetings shall be the holders of one or more voting shares whose ownership is recorded in the corresponding book entries registry at least five (5) days prior to the date on which the General Shareholders' Meeting is to be held. This circumstance must be evidenced by showing, at the registered office or at the entities indicated in the notice of meeting, the corresponding proxy, and absentee voting card, validation certificate or in any other valid way of verification permitted by the law.*

*14.2 Directors, managers, experts and any other persons with an interest in the proper conduct of the company's affairs may also attend the General Shareholders' Meeting when they are required to do so by the Chairman of the General Shareholders' Meeting. The members of the Company's Management Body must attend all meetings of the General Shareholders' Meeting.*

*14.3 Likewise, the Chairman of the General Shareholders' Meeting may authorise the attendance of other persons when he deems it appropriate, although the General Shareholders' Meeting itself may revoke such authorisation.*

*In all matters not provided for in this article regarding the right of attendance to the General Shareholder's Meeting, the terms of the Spanish Companies Act shall apply."*

- 6.6** Amend article 16 (article 15 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 15.- Proxies*

*15.1. All shareholders having the right to attend may be represented at the General Shareholders' Meeting by proxy, regardless on whether the other person is a shareholder. The proxy must be granted in the terms and to the extent established by the law.*

*15.2 Proxies may also be granted by electronic means of communication, provided that the proxy is recorded on a medium, film, magnetic tape or computer and that the identity of the shareholder and the appointed proxy is guaranteed.*

*15.3 The Chairman, the Secretary of the General Shareholders' Meeting or the people appointed through them shall be empowered to determine the validity of the granted proxies and compliance with the requirements for attendance at the General Shareholders' Meeting.*

*15.4 The proxy shall comprise all the shares held by the shareholder represented.*

*15.5 A proxy is always revocable. The personal attendance by the shareholder granting the proxy at the General Shareholders' Meeting shall have the effect of revocation."*

- 6.7** Amend article 17 (article 16 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 16. – Electronic means of communication and remote voting*

*16.1 Shareholders may attend and vote at the General Shareholders' Meeting by telematic or remote means of communication, provided that the Management Body so decides. The Management Body may also decide that the General Shareholders' Meeting shall be held exclusively by telematic means, without the physical attendance of the shareholders or their proxies.*

*16.2 The conditions and limitations of this form of attendance and voting shall be as provided by the Spanish Companies Act and this by laws at each moment."*

- 6.8** Amend article 19 (article 18 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 18.- Adoption of resolutions*

*18.1 Each voting share present or represented at the General Shareholders' Meeting shall give the right to one vote.*

*18.2 Shareholders acting at the General Shareholders' Meeting shall adopt resolutions by a simple majority of the votes of the present or represented shareholders at the General Shareholders' Meeting, being adopted when it obtains more favourable votes than opposing votes of the share capital presented or represented, except in those cases in which the law or these by-laws require a qualified majority.*

*18.3 In any event, the exercise of voting rights by shareholders who are under one of the causes of conflict of interest set forth in the Spanish Companies Act shall be governed by the Spanish Companies Act."*

- 6.9** Amend article 20 (article 19 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 19°.- Shareholders' right to information*



*Shareholders' rights to information and participation in relation to the General Shareholders' Meeting shall be governed by the regulations applicable to the Company at each moment."*

- 6.10** Amend article 21 (article 20 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 20. - Presiding Committee of the General Shareholders' Meeting*

*20.1 The Presiding Committee (Mesa) of the General Shareholders' Meeting shall consist of a Chairman and a Secretary. If the Management Body of the Company is a Board of Directors, the Chairman of the Board or, in his absence, the Vice-Chairman shall be Chairman of the Meeting, and the Secretary of the Meeting shall be the Secretary of the Board or, in his absence, the Vice-Secretary. If there are several Secretaries and/or Vice-Secretaries, the order established in accordance with article 24.1 will be followed. In the absence of all the above, the persons designated by the shareholders present at the beginning of the meeting shall act as Chairman and/or Secretary, as the case may be.*

*20.2 In all matters not provided for in this Article with respect to the Presiding Committee, the provisions of the Law shall apply."*

**7 Amendment of articles 22, 23, 24 and 25 (articles 21, 22, 23 and 24 after renumbering) and title of Section Two of Chapter III of the Company's By-laws**

- 7.1** Amend the title of Section Two of Chapter III of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Section Two: The Management Body"*

- 7.2** Amend article 22 (article 21 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*"Article 21. - Management of the Company*

*21.1 The Company shall be governed and managed, with the broadest powers at law, except those vested in the General Shareholders' Meeting in accordance with the law and these by-laws, by the Management Body.*

*21.2 At the discretion of the General Shareholders Meeting, the management of the Company may be entrusted:*

- (a) A sole director, who is vested with the power to represent the Company;*

- (b) *Two joint directors, the power of representation will be exercised by both of them. The calling of the General Shareholders Meeting by either of the two joint directors shall be valid;*
- (c) *Two or more joint and several directors, each of whom has the power to represent the company individually; or*
- (d) *A Board of Directors, consisting of a minimum of 3 and a maximum of 12 members, the General Shareholders Meeting deciding on the number of Board members from time to time.*

*The General Shareholders' Meeting may opt for one or other of the above-mentioned systems or modes of management without the need to amend the by-laws. Any resolution altering the mode of management of the Company shall be recorded in a public deed and filed with the Spanish Commercial Register.”*

- 7.3** Amend article 23 (article 22 after renumbering) of the Company’s By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 22. – Appointment*

*22.1 The powers to appoint the members of the Management Body corresponds exclusively to the General Shareholders’ Meeting, without prejudice to the possibility of co-optation in accordance with the provisions of the Spanish Companies Act.*

*22.2 In order to be appointed director, it shall not be necessary to be a shareholder, and both natural persons and legal entities may be shareholders (except in the event of co-optation). If the appointment falls to a legal entity, the latter shall appoint a natural person as representative to perform the functions of the post.*

*22.3 The term of office shall be six (6) years from the date of acceptance, and they may be re-elected one or more times for periods of the same maximum duration. At the end of this term, the appointment shall expire when the next General Shareholders’ Meeting has been held or when the legal deadline for holding the Meeting that must resolve on the application of the previous year's accounts has elapsed.*

*However, directors may be removed from office at any time by the General Shareholders’ Meeting, even if the removal is not on the agenda.*

*22.4 Directors may not be directors if they are subject to any legal cause of prohibition, incapacity or incompatibility as set out by legislation in force.”*

- 7.4 Amend article 24 (article 23 after renumbering) of the Company's By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 23. – The Board of Directors*

*When the administration of the Company is entrusted to a Board of Directors, the following rules shall be observed:*

*23.1 Charges and Operation*

*23.1.1 Provided that these appointments have not been made by the General Shareholders' Meeting, the Board shall appoint from among its members a Chairman and, if it deems it appropriate, one or more Vice-Chairmen, who shall perform the same functions as the Chairman in his absence or inability to act. If there are several Vice-Chairpersons, each Vice-Chairperson shall be numbered. Priority in number shall determine the order in which the Vice-Presidents shall, where appropriate, replace the President. In the absence or impossibility of the Chairman and the Vice-Chairmen, the longest-serving director shall act as Chairman and, if there are two or more directors with the same length of service, the oldest shall act as Vice-Chairman.*

*23.1.2 Likewise, provided these appointments have not been made by the General Shareholders' Meeting, the Board shall appoint the person to hold the office of Secretary and, if it deems appropriate, one or more Deputy Secretaries, who may be non-directors, in which case they shall act at the meetings of the body with voice but without vote. In the event of a plurality of Deputy Secretaries, each of the Deputy Secretaries shall be numbered. Priority in number shall determine the order in which the Vice-Secretaries shall replace, where appropriate, the Secretary. In the absence of the Secretary and the Deputy Secretaries, the director appointed by the Board of Directors from among those attending the meeting in question shall act as such. The Secretary and the Vice-Secretary, where appropriate, if they are not directors, shall have the right to speak but not to vote.*

*23.2 Frequency and convening of Board meetings*

*23.2.1 The Board of Directors shall meet as often as required by the law, and, in addition, as often as called by the Chairman (or acting Chairman), on his own initiative or at the request of a number of directors constituting at least one third of the members of the Board. In the latter case, the Chairman shall call the extraordinary meeting within a maximum period of one month from receipt of the request, to be held within the following month, including the items on the agenda. In the event that the Chairman, without justification, does not call such a meeting within one month, the directors who requested it may call a meeting of the Board of Directors, indicating the agenda, to be held in the place where the registered office of the Company is located.*

*23.2.2 The notice call of meetings of the Board of Directors shall be given at least seven (7) calendar days prior to the meeting, by letter, e-mail or fax or any other written or electronic means that ensures its receipt. In the event of urgency, as considered by the Chairman, the minimum notice shall be twenty-four (24) hours. The notice shall state the date, place and time of the meeting and the agenda, and shall be accompanied by the information necessary for the proper preparation of the meeting.*

*A meeting of the Board of Directors shall be validly convened without prior notice when all the members of the Board of Directors are present and unanimously decide to hold a meeting.*

*23.2.3 The Board of Directors shall be validly constituted when half plus one of its members are present or represented by a Director at the meeting.*

*23.2.4 Directors shall personally attend the meetings that are held. Notwithstanding the foregoing, when unable to attend, directors may be represented at the meetings of the Board of Directors by another Director.*

*23.2.5 Meetings shall be held at the Company's registered office or at any location designated in advance by the President as notified in the calling of the meeting.*

*23.2.6 Meetings of the Board of Directors may be held via telephone conference call, video conference, or any other similar system that allows for the recognition and identification of attendees, continuous communication among them, and participation and voting in real time, with the session in such case being deemed to have been held at the registered office.*

### *23.3 Adoption of agreements*

*23.3.1 The Chairman shall submit the items on the agenda for discussion. Once the Chairman considers that a matter has been sufficiently debated, he shall put it to the vote, with each member of the Board of Directors, present in person or represented, having one vote. The Chairman shall not have a casting vote.*

*23.3.2 Without prejudice to those cases in which higher legal majorities are applicable, resolutions shall be adopted by an absolute majority of the directors attending the meeting, present or represented.*

*23.3.3 Minutes of the meetings of the Board of Directors shall be drawn up in Spanish or English and signed by at least the Chairman or the Vice-Chairman replacing him, and the Secretary or one of the Vice-Secretaries, as applicable, and the resolutions adopted shall be binding from the moment they are adopted.*

*23.3.4 Votes of the Board of Directors meetings may also be held in writing and without a meeting, provided that no Director objects.*

#### *23.4 Delegation of Powers*

*24.4.1 Without prejudice to the general or special powers that may be conferred on third parties, and without prejudice to the provisions of article 234 of the Spanish Companies Act, the Board of Directors may delegate its powers, provided that the powers can be delegated in accordance with legal or statutory requirements, in whole or in part, to one or more managing directors or to an executive committee, establishing the content, limits and methods of delegation.*

*The permanent delegation of any of the powers of the Board of Directors to the executive committee or to the managing director and the appointment of the directors who are to occupy such positions shall require the favourable vote of two thirds (2/3) of the members of the Board in order to be valid and shall not take effect until they are registered in the Mercantile Register.*

*24.4.2 When a member of the Board of Directors is appointed managing director or is attributed executive duties by virtue of another title, a contract must be concluded between him/her and the Company, which must first be approved by the Board of Directors with the favourable vote of two thirds (2/3) of its members. The director concerned must abstain from attending the deliberation and from voting. The contract must comply with all legal requirements and, once approved, must be annexed to the minutes of the meeting.”*

- 7.5** Amend article 25 (article 24 after renumbering) of the Company’s By-laws, which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 24.- Remuneration of the Management Body*

*24.1 The position of director is unpaid.*

*24.2 However, the Company is authorised to take out a civil liability insurance for its directors.*

*24.3 Directors shall also be entitled, if appropriate, to the payment or reimbursement of expenses incurred as a result of their attendance at meetings and other tasks directly related to the performance of their duties, such as travel, accommodation, meals and any other expenses they may incur, and upon delivery of the supporting documentation for such expenses.*

*24.4 If any of the directors has a relationship with the Company, whether of ordinary or special employment, senior management, commercial, civil or*

*service provision relationship, other than those referred to in this article 24, the salaries, remuneration, delivery of shares or share options, remuneration indexed to the value of the shares, indemnities, pensions or compensation of any kind, established in general or specifically for these members of the Board for any of these relationships, shall be compatible with and independent of any other remuneration they may receive.”*

**8 Repeal of articles 26, 27, 28, 29, 30, 31, 32 and 33 (articles 24, 26, 27, 28, 29, 30, 32 and 32 after renumbering) of the Company’s By-laws and renumbering of the remaining articles**

Repeal articles 26, 27, 28, 29, 30, 31, 32 and 33 (articles 24, 26, 27, 28, 29, 30, 32 and 32 after renumbering) of the Company’s By-laws.

Likewise, renumber the following articles (34, 35, 36, 37, 38, 39 and 40) that will be, renumbered, respectively as articles number (25, 26, 27, 28, 29, 30 and 31).

**9 Amendment of articles 35 and 36 (articles 26 and 27 after renumbering) of the Company’s By-laws**

**9.1** Amend article 35 of the Company’s By-laws (article 26 after renumbering), which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 26. – Annual Accounts*

*No later than three (3) months from the end of each financial year, the Management Body shall prepare the annual accounts, a management report and the proposal of distribution of profits or losses and, where appropriate, the annual accounts and a consolidated management report in accordance with the evaluation criteria and the structure required by the Law and other regulations applicable to the Company.”*

**9.2** Amend article 36 of the Company’s By-laws (article 27 after renumbering), which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 27. – Profit Distribution*

*27.1 Dividends may only be distributed in accordance with the profit for the year, or from unrestricted reserves, if all of the necessary allocations set forth by the Law and the By-laws have been covered, and provided that the net equity is, or does not fall as a result of the distribution, lower than the share capital. If there are losses from previous financial years which cause the net equity of the Company fall below the share capital amount, the profits shall be allocated to offset such losses.*

*27.2 The remaining profits may be allocated at General Shareholders' Meeting's choice. The dividend distribution resolution will be subject, in any case, to the legal requirements, and will set forth the time and way of payment.*

*27.3 The General Shareholders' Meeting may decide that the dividend be paid in whole or in part in kind, provided that all legal requirements are met.*

*27.4 Both the General Shareholders' Meeting and the Management Body may resolve to distribute an interim dividend, provided that the requirements established by the legislation in force are met.”*

**10 Amendment of article 38 (article 29 after renumbering) of the Company's By-laws**

Amend article 38 of the Company's By-laws (article 29 after renumbering), which shall henceforth, and with the repeal of its previous version, read as follows:

*“Article 29. - Liquidation*

*29.1 The members of the Management Body, at the time of the company's dissolution, shall become liquidators, unless upon approval of the winding-up the General Shareholders' Meeting designates others for the office. The liquidators shall hold the office indefinitely. If three (3) years elapse from the beginning of the liquidation procedure without the final liquidation balance being submitted to the General Shareholders' Meeting, any shareholder or other person with a legitimate interest may apply to the Court Clerk or the Commercial Registrar for the liquidators to be removed in the way provided by the Spanish Companies Act.*

*29.2 Once all creditors have been paid or their debts with the Company have been duly consigned, and once other debts which are not due at such time have been secured, the remaining corporate assets will be divided between the shareholders in proportion to their respective shareholdings in the Company's share capital.”*

It is stated that the amendments to the bylaws do not constitute an amendment to the corporate purpose of the Company that could give rise to a right of withdrawal as foreseen in article 346.1.a) of the Spanish Companies Act, nor an amendment to the share transfer regime, not being applicable article 123.1 of the Spanish Companies Act.

**RESOLUTION REGARDING ITEM SECOND OF THE AGENDA**

**Repeal of the Regulations of the General Shareholders Meeting.**

Completely repeal and render ineffective the Regulations of the General Shareholders' Meeting of the Company in order to simplify its corporate governance structure and adapt it to the new circumstances of the Company after its delisting.



**RESOLUTION REGARDING ITEM THIRD OF THE AGENDA**

**Repeal of the Company's Director's Remuneration Policy.**

Completely repeal and render ineffective the Company's Directors' Remuneration Policy in order to adapt the regulations to the Company's new governance structure.

**RESOLUTION REGARDING ITEM FOURTH OF THE AGENDA**

**Amendment of the Management Body of the Company to a Sole Director.**

Modify the Company's management body, currently consisting of a Board of Directors, which shall henceforth be governed and administered by a Sole Director.

**RESOLUTION REGARDING ITEM FIFTH OF THE AGENDA**

**Appointment of Mr. Joan Amigó i Casas as Sole Director of the Company.**

Appoint Mr. Joan Amigó i Casas, of legal age, married, with Spanish Tax ID (D.N.I.) nr. 46.226.360-V and with professional address at Campus UAB, Ronda de la Font del Carme s/n, Bellaterra, Cerdanyola del Vallés (Barcelona), as the new Sole Director of the Company with effect from the date of this resolution and for a statutory term of 6 years.

**RESOLUTION REGARDING ITEM SIXTH OF THE AGENDA**

**Delegation of powers.**

Delegate to the Sole Director, as broadly as possible, including the power to delegate all or part of the powers received, all necessary powers to complement, interpret, develop, clarify, execute, and rectify any of the resolutions adopted by the General Shareholders' Meeting, as well as to fulfil any requirements that may be legally necessary for their effectiveness. The power to rectify shall include the authority to make any necessary or convenient modifications, amendments, and additions as a result of objections or observations made by the Commercial Registry, and any other public authority with competences related to the adopted resolutions.

To delegate individually to the Sole Director the necessary powers to execute the preceding corporate resolutions into public deeds, to appear before Notary and grant in the name of the Company all necessary or convenient public deeds in relation to the resolutions adopted by the General Shareholders' Meeting, and to register those subject to this requirement, in whole or in part, being able to grant all types of public or private documents for the completion or rectification of such resolutions.