



Proposed Resolutions

Ordinary General Shareholders' Meeting

Cox ABG Group, S.A.

Convened to be held on 22 or 23 May 2026, on first or second call, respectively.



Proposal in relation to item 1 of the Agenda:

Annual Accounts and corporate management:

1.1. Approval of the Annual Accounts and the Management Report of both the Company and its consolidated Group for the financial year 2025.

It is proposed: "To approve the Individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Statement of Cash Flows and Notes to the Financial Statements), the Consolidated Annual Accounts (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Consolidated Notes to the Financial Statements), as well as the Management Reports of Cox ABG Group, S.A. and of its consolidated group of companies, corresponding to the financial year ended 31 December 2025, as prepared by the Board of Directors at its meeting held on 25 February 2026.

The individual and consolidated Annual Accounts, together with their respective Management Reports, have been audited by the auditors of Cox ABG Group, S.A. (hereinafter also referred to as "**Cox**" or the "**Company**")."

1.2. Approval of the Non-Financial Information Statement and Sustainability Information of the consolidated Group for the financial year 2025.

It is proposed: "To approve the Consolidated Non-Financial Information Statement and Sustainability Information of the consolidated group of companies of which Cox ABG Group, S.A. is the parent company, corresponding to the 2025 financial year, as included in the Consolidated Management Report of Cox ABG Group, S.A. and its group of companies for such financial year.

The Consolidated Non-Financial Information Statement and Sustainability Information has been subject to verification in accordance with the applicable regulations."



1.3. Approval of the management activities of the Board of Directors of the Company during the financial year 2025.

It is proposed: "To approve the corporate management carried out by the Board of Directors of Cox ABG Group, S.A. during the 2025 financial year."



Proposal in relation to item 2 of the Agenda:

Approval of the proposal for the allocation of the Company's results for the financial year 2025.

It is proposed: "To approve the following allocation of the results of Cox ABG Group, S.A. for the financial year ended 31 December 2025, which amount to a profit of EUR 255,104.37, as follows:

- to the legal reserve: EUR 25,510.44
- to negative results from prior years: EUR 229,593.93."



Proposal in relation to item 3 of the Agenda:

Re-election of the statutory auditor of the Company and its consolidated Group for the financial year 2026.

It is proposed: "To re-elect, upon a proposal from the Audit Committee, as statutory auditor of the Company and of its group of companies, for a term of one (1) year, i.e., for the 2026 financial year, PricewaterhouseCoopers Auditores, S.L., with registered office at Paseo de la Castellana No. 259B, Madrid, with Spanish tax identification number (NIF) B-79031290, and registered with the Official Register of Auditors (ROAC) under number S0242."



Proposal in relation to item 4 of the Agenda:

Amendment of Article 1 of the Articles of Association (“Company name and legal regime”).

It is proposed: “To amend Article 1 of the Articles of Association with respect to the corporate name of the Company. Consequently, the new wording of Article 1 of the Articles of Association shall be as follows:

“Article 1. Corporate name and legal regime

1. The Company is named “Cox Infrastructure Group, S.A.” (hereinafter, the “Company”) and is incorporated as a public limited company of Spanish nationality.
2. The Company shall be governed by these Articles of Association, by the provisions governing public limited companies and by any other applicable legal provisions.”



Proposal in relation to item 5 of the Agenda:

Directors' Remuneration:

5.1. Amendment of the Directors' Remuneration Policy.

Article 529 novodecies of the revised text of the Spanish Companies Act (Ley de Sociedades de Capital), approved by Royal Legislative Decree 1/2010, of 2 July, establishes the obligation for listed companies to submit any amendment to the remuneration policy for approval by the General Shareholders' Meeting, on the basis of a reasoned proposal from the Board of Directors accompanied by a specific report from the Appointments and Remuneration Committee.

In this regard, it is proposed: "To approve, following a report from the Appointments and Remuneration Committee, the amendment to the Directors' Remuneration Policy for the purposes of clarifying the wording of sections 3.5, 4.2 and 4.3 thereof."

5.2. Approval of the fixed remuneration for Directors in the form of the delivery of shares and/or cash for the financial year 2026.

It is proposed: "To approve a fixed remuneration for the Directors of COX ABG GROUP, S.A. (the "Company") in the form of the delivery of shares, in order to fairly compensate for the additional work and dedication that the performance of their duties throughout 2026 will entail, taking into account the Company's growth situation and the level of dedication required in light of the increasing complexity of the ongoing operations, thereby remunerating the commitment, dedication, performance and responsibility of each Director in the discharge of their duties, without such remuneration compromising the Directors' independence of judgement.

The delivery of shares as part of the fixed remuneration is provided for in the Company's Articles of Association and in the Directors' Remuneration Policy in force for the 2025, 2026 and 2027 financial years.

The Directors' Remuneration Policy for the 2025–2027 financial years requires, pursuant to Article 219 of the Spanish Companies Act, that the General Shareholders' Meeting approve the maximum number of shares that may be allocated in each financial year



(2026 in this case), as well as the value of the shares to be taken as a reference, as applicable.

Each Director shall be entitled to receive a maximum number of 15,150 shares, with the reference value of the shares being set at EUR 10.23 per share. The General Shareholders' Meeting approves the delegation to the Board of Directors of the determination of the timing of delivery, the final allocation among the Directors, as well as the authority to decide whether, in the best interest of the Company, the fixed remuneration is to be settled in shares, in cash in accordance with the established equivalent value, or partially in cash and in shares.

Directors shall be required to retain the shares until they cease to hold office. This shall not apply to such number of shares as may need to be disposed of, where applicable, to cover the costs and taxes related to their acquisition. In this regard, the Company, through the Board of Directors, may structure the share delivery process in a manner that facilitates compliance with such commitment.

All of the above is in accordance with Recommendation 57 of the Good Governance Code of Listed Companies of the Spanish National Securities Market Commission."

5.3. Approval of the long-term incentive plan, including the delivery of shares and/or cash, addressed to senior executives, including executive Directors.

It is proposed: "To approve a long-term incentive plan to be settled in shares (the "**Plan**") of COX ABG GROUP, S.A. ("**COX**" or the "**Company**"), addressed to the executive directors of the Company and members of its management team (the "**Beneficiaries**"), in accordance with Article 219 of the Spanish Companies Act.

The Plan is approved subject to the following main terms and conditions, which shall be further developed in the Long-Term Incentive Plan 2025–2028 Regulations (the "**Regulations**") to be approved by the Board of Directors of the Company (the "**Board of Directors**") upon proposal of the Appointments and Remuneration Committee:

a) *Description and purpose:*

The Plan will allow its Beneficiaries to receive, after a certain period of time, an incentive payable in COX shares, provided that certain strategic objectives of the Company are met and the requirements established in the Plan Regulations are fulfilled.



The Plan aims to (i) incentivise the sustainable achievement of the Company's Strategic Plan objectives, (ii) offer Beneficiaries the opportunity to share in value creation, (iii) promote a sense of belonging and shared purpose, (iv) ensure competitiveness, and (v) align with the requirements of institutional investors, proxy advisors and best corporate governance practices, in particular those resulting from the recommendations of the CNMV Good Governance Code.

The Plan shall be implemented through the grant to each Beneficiary of a certain number of "Performance Shares" (the "**Performance Shares**"), which will serve as the basis for determining, depending on the degree of achievement of certain objectives (the "**Level of Achievement**") and subject to the fulfilment of the conditions established in the Plan, the number of COX shares to be delivered, if any, to each Beneficiary (the "**Incentive**").

Until such time as the delivery of the Company's shares is carried out, the Plan shall not grant the Beneficiaries the status of shareholders of the Company. The Performance Shares shall under no circumstances entail the granting of economic or voting rights over the Company's shares, nor any other rights associated with shareholder status. Beneficiaries shall become shareholders of the Company upon the settlement of the Plan and, where applicable, the delivery of the corresponding COX shares.

b) *Beneficiaries of the Plan:*

The Beneficiaries of the Plan shall be the executive directors of the Board of Directors (the "**Executive Directors**") and the members of COX's management team who are expressly invited by the Board of Directors of COX. The invitation to participate in the Plan shall be made by the Company through the corresponding invitation letter (the "**Invitation Letter**").

c) *Term and settlement of the Plan:*

The performance measurement period (the "**Performance Period**") shall commence on 1 January 2026 (the "**Start Date of the Performance Period**") and shall end on 31 December 2028 (the "**End Date of the Performance Period**") for all Beneficiaries, without prejudice to specific cases regulated in the Plan Regulations.



The Plan shall formally commence on the date of approval by the 2026 General Shareholders' Meeting (the "Plan Approval Date"). For Beneficiaries joining the Plan after the Start Date of the Performance Period, a later start date may be set in the Invitation Letter.

The effective settlement of the Plan shall take place within thirty (30) days following the approval of the 2028 annual accounts by the General Shareholders' Meeting (the "**Settlement Date**").

The total Incentive payable will therefore be received by the Beneficiaries prior to 30 July 2029.

At the discretion of the Board of Directors, the Plan may be settled entirely in cash, or partially in cash and in shares, under the terms provided in the Regulations.

d) *Determination of the number of Performance Shares:*

The Company shall determine in the Invitation Letter the initial incentive (the "**Initial Incentive**") granted to each Beneficiary, except in the case of Executive Directors, whose Initial Incentive shall be set by the General Shareholders' Meeting. The Initial Incentive shall consist of a certain number of Performance Shares, the number of which shall be determined in accordance with the provisions set forth in the Plan Regulations.

The Board of Directors of the Company may grant new Performance Shares by incorporating new Beneficiaries or increase the number of Performance Shares initially granted to the Beneficiaries, except in the case of the Executive Directors, for whom such allocation shall be resolved by the General Shareholders' Meeting. In such cases, the Company shall use the reserve of Performance Shares, if any, established for these purposes.

The maximum Initial Incentive for the Executive Directors is set at four million (EUR 4,000,000), and therefore the maximum number of shares that may be allocated for the purposes of the Plan is three hundred and ninety-one thousand and six (391,006) shares. Additionally, the Board of Directors of COX may establish a maximum number of shares exclusively for members of the management team who are beneficiaries of the Plan, excluding the Executive Directors.



e) *Determination of the number of shares to be delivered upon settlement of the Plan:*

The total number of shares to be delivered to each Beneficiary of the Plan on the Settlement Date (the "**Final Incentive**") shall be determined in accordance with the formula established in the Plan Regulations.

In any event, on the Settlement Date of the Plan, the Company shall deduct from the shares to be delivered to the Beneficiaries (arising from the Performance Shares) the number of shares necessary for the Company to make the corresponding withholding on account of personal income tax (IRPF) or any other tax that may be applicable, which shall in all cases be borne by the Beneficiary. Likewise, the Beneficiaries shall bear the cost of any taxes (including, where applicable, the Financial Transaction Tax) that may arise in connection with the acquisition of shares.

The maximum number of shares approved by the General Shareholders' Meeting shall also include the shares necessary to grant new Performance Shares to new Beneficiaries, or to grant additional Performance Shares to existing Beneficiaries (the "**Performance Shares Reserve**"). In such case, such allocation must be resolved by the Board of Directors of the Company, except in the case of the Executive Directors, for whom such allocation must be approved by the General Shareholders' Meeting.

f) *Maximum number of shares to be delivered:*

The number of shares to be delivered as a result of the initial allocation of Performance Shares shall be that resulting from dividing the Target Incentive allocated to all Beneficiaries by EUR 10.23 per share.

Likewise, this number of shares includes the potential number of shares to be delivered, without deducting the shares that may, as the case may be, be used to cover the corresponding withholding on account of personal income tax (IRPF) or, where applicable, any other tax, in the event of application of the maximum coefficients relating to the achievement of the established objectives.

Additionally, the Plan may contemplate shares that could be delivered to the Beneficiaries as a result of the granting of new Performance Shares (the "Performance Shares Reserve"). In no event shall the number of shares to be delivered to all Beneficiaries under this Plan exceed 3% of the share capital of



the Company, including those that may correspond to the Executive Directors.

Among other means, the Company may allocate treasury shares to cover the Plan or make use of such financial instrument as may in each case be deemed most appropriate.

g) *Reference value of the shares:*

The reference value of the shares for the Plan shall be EUR 10.23 per share.

h) *Objectives:*

The Level of Achievement of the Incentive shall depend on the Level of Achievement of the Objectives to which the Plan is linked.

The specific number of COX shares to be delivered to each Beneficiary on the Settlement Date, if the conditions established for such purpose are met, shall be determined based on the Level of Achievement of the objectives and indicators during the Performance Measurement Period, as established in the Regulations.

The Board of Directors shall determine in each case, and depending on the level of the Beneficiaries, the weighting of the objectives for the purposes of determining the Final Incentive to be paid.

For each of the objectives, a corresponding Level of Achievement of the Incentive shall be established.

In the event of significant internal or external changes (for example, with respect to the Company's perimeter, macroeconomic environment or regulation) which evidence the need to review the established objectives, the Board of Directors may amend the terms of the Plan, its objectives and metrics.

i) *Requirements for entitlement to the Final Incentive:*

The requirements for a Beneficiary to be entitled to receive the Final Incentive arising from this Plan are as follows:



1. The objectives to which the Plan is linked must be achieved in accordance with the terms and conditions set forth in the Plan Regulations.
2. The Beneficiary must remain with the Company until the End Date of the Performance Measurement Period of the Plan in order to receive the Incentive, except in special circumstances such as death, permanent disability and other circumstances set forth in the Regulations and to be approved by the Board of Directors of the Company. In the event of voluntary resignation, fair dismissal or termination for cause, the Beneficiary shall therefore lose the right to receive any Incentive not received at the time of termination, without prejudice to the possible additional application of the malus and clawback provisions set forth in section j) below.

j) *Malus and clawback provisions:*

The Plan shall include the corresponding reduction (“malus”) and recovery (“clawback”) provisions, which shall be incorporated into the Plan Regulations. The Board of Directors shall determine, where applicable, whether the circumstances triggering the application of such provisions have occurred and the portion of the Final Incentive which, where appropriate, must be reduced or recovered.

k) *Delivery of shares:*

The shares that may, where applicable, arise from the settlement of the Plan shall be delivered to the Beneficiary by means of book-entry registration, or any stock market procedure that may be applicable, in the corresponding securities account.

The shares received under this Plan shall be fully paid-up, admitted to trading and free from any lien or encumbrance.

l) *Early settlement scenarios of the Plan:*

The Plan may provide for early settlement scenarios in the event of a takeover or change of control of the Company, or a corporate event or transaction which, in the opinion of the Board of Directors, would significantly affect the Plan.

To delegate to the Board of Directors of COX the decisions deemed appropriate for the proper management and administration of the Plan, as well as for the implementation, development, formalisation, execution and settlement of the Plan when and as it deems



appropriate, adopting such resolutions and signing such documents, whether public or private, as may be necessary or advisable for the full effectiveness thereof, with authority even to remedy defects, rectify, amend or supplement this resolution. And, in general, to adopt such resolutions and carry out such actions as may be necessary or merely advisable for the successful completion of this resolution and of the implementation, execution and settlement of the Plan.

In particular, the Board of Directors of COX, upon proposal of the Appointments and Remuneration Committee, shall, in each case, take the decisions deemed appropriate for the proper management and administration of the Plan. Specifically, the Board of Directors is empowered, in the broadest terms, and such powers may be delegated by the Board of Directors in favour of the Appointments and Remuneration Committee, or any other person expressly authorised for such purpose by the Board of Directors, for the execution of this resolution and for the implementation, development, formalisation, execution and settlement of the Plan when and as it deems appropriate, adopting such resolutions and signing such documents, whether public or private, as may be necessary or advisable for the full effectiveness thereof, with authority even to remedy defects, rectify, amend or supplement this resolution.

And, in general, to adopt such resolutions and carry out such actions as may be necessary or merely advisable for the successful completion of this resolution and of the implementation, execution and settlement of the Plan, including, by way of example only, and always within the framework of the terms and conditions set forth in this resolution, the following powers:

- i. Implement and execute the Plan when it deems appropriate and in the specific manner it considers suitable.
- ii. Develop and set the specific terms and conditions of the Plan in all matters not provided for in this resolution.
- iii. To the extent that the legal regime applicable to certain COX Beneficiaries so requires or advises, or if it were necessary or advisable for legal, regulatory, operational or other reasons of a similar nature, to adapt the basic terms indicated, either generally or specifically, including, by way of illustration and without limitation, the possibility of adapting the mechanisms for delivery of the shares, without altering the maximum



- number of shares linked to the Plan, and to provide for and carry out the total or partial cash settlement of the Plan.
- iv. Decide not to implement the Plan or to render it totally or partially ineffective, as well as to exclude certain groups of potential COX Beneficiaries when circumstances so advise.
 - v. Draft, execute and submit such notices and ancillary documentation as may be necessary or advisable before any public or private body for the purposes of the implementation, execution or settlement of the Plan, including, where necessary, the relevant prior notifications and information brochures.
 - vi. Carry out any action, declaration or filing before any body, entity or public or private register, in order to obtain any authorisation or verification required for the implementation, execution or settlement of the Plan and the delivery of COX shares.
 - vii. Negotiate, agree and enter into any agreements of any kind with financial institutions or other entities freely designated by it, on such terms and conditions as it considers appropriate, as may be necessary or advisable for the better implementation, execution or settlement of the Plan, including, where necessary or advisable due to the legal regime applicable to certain Beneficiaries, or where necessary or advisable for legal, regulatory, operational or other reasons of a similar nature, the establishment of any legal arrangement or the entering into agreements with any type of entities for the deposit, custody, holding and/or administration of the shares and/or their subsequent delivery to the Beneficiaries within the framework of the Plan.
 - viii. Draft and publish such announcements as may be necessary or advisable.
 - ix. Draft, execute, grant and, where applicable, certify, any type of document relating to the Plan.
 - x. Adapt the content of the Plan to the circumstances and corporate transactions that may occur during the Performance Measurement Period, both in relation to COX and to the companies forming part of the comparison group at any given time, on such terms and conditions as may be deemed necessary or advisable at any given time in order to preserve the purpose of the Plan, including settling it early. Specifically, to modify



the composition of the comparison group of companies as a result of corporate transactions that entail changes to or the disappearance of such companies, to set the references for determining the Performance Shares to be allocated, and to establish and adjust the metrics and their respective weightings and scales for achievement of objectives in accordance with the Company's situation at any given time. All of the foregoing, within the limits of the approval of the Plan by the General Shareholders' Meeting.

- xi. And, in general, to carry out any actions, adopt any decisions and execute any documents that may be necessary or merely advisable for the validity, effectiveness, implementation, development, execution, settlement and successful completion of the Plan and of the resolutions previously adopted."

5.4. Advisory vote on the Annual Directors' Remuneration Report for the financial year 2025.

In accordance with the provisions of Article 541 of the Spanish Companies Act, the Board of Directors must prepare annually a report on directors' remuneration in the terms established by the applicable regulations. This report must be made available to shareholders upon the calling of the ordinary General Shareholders' Meeting and submitted for a consultative vote as a separate item on the agenda.

The Board of Directors of the Company, at its meeting held on 25 February 2026, and following a report from the Appointments and Remuneration Committee, approved the Annual Directors' Remuneration Report for the 2025 financial year, which has been made available to shareholders since the publication of the notice calling the General Shareholders' Meeting.

In accordance with the foregoing, it is proposed: "To approve, on a consultative basis, the Annual Remuneration Report for the 2025 financial year."



Proposal in relation to item 6 of the Agenda:

Delegation to the Board of Directors, with express powers of substitution, of the authority to increase the share capital through cash contributions, within the legal limits and pursuant to Article 297.1.b) of the Spanish Capital Companies Act, with express authority to exclude pre-emptive subscription rights in accordance with Article 506 of the Spanish Capital Companies Act.

It is proposed:

1. Authorised capital, amount and term.

To authorise the Board of Directors of the Company, in accordance with Article 297.1(b) of the Spanish Companies Act and to the fullest extent permitted by law, without prior consultation with the General Shareholders' Meeting, to increase the share capital by means of cash contributions up to one half of the share capital of the Company at the date of this resolution (taking into account, for these purposes, the capital increases carried out under other existing authorisations granted by the General Shareholders' Meeting), within a maximum period of five years from the date of this resolution, in one or several tranches and at such time, amount and under such conditions as it may in each case freely determine.

2. Scope of the delegation

It is resolved to authorise the Board of Directors to carry out all actions necessary or advisable for the execution of this resolution and, in particular, to determine all the terms and conditions of the capital increases and the characteristics of the shares, as well as to determine the investors and markets to which the capital increases are addressed and the placement procedure and formalities to be followed before supervisory authorities and public and/or private bodies, to freely offer the new shares not subscribed during the pre-emptive subscription period, to establish, in the event of incomplete subscription, that the capital increase shall be rendered void or that the capital shall be increased only in the amount of the subscriptions made, and to amend the article of the Articles of Association relating to the share capital of the Company accordingly.



3. Exclusion of pre-emptive subscription rights

In accordance with Article 308 in relation to Article 506 of the Spanish Companies Act, the Board of Directors is expressly granted the power to exclude, in whole or in part, pre-emptive subscription rights in respect of all or any of the issuances carried out under this authorisation, up to a maximum amount equivalent to 20% of the share capital of the Company at the date of effectiveness of this resolution (taking into account, for these purposes, the capital increases carried out with exclusion of pre-emptive subscription rights under other existing authorisations granted by the General Shareholders' Meeting).

The Board of Directors may exercise the power granted under this section 3 when the interests of the Company so require, provided that the nominal value of the shares to be issued, together with any share premium, corresponds to the fair value of the Company's shares and, in all cases, in compliance with all applicable legal requirements.

4. Application for admission to trading

It is resolved to authorise the Board of Directors of the Company to carry out all necessary steps before any public and/or private bodies for the purposes of applying for admission to trading of the new shares issued on the Spanish Stock Exchanges or on such other regulated or unregulated, domestic or foreign markets on which the Company's shares are traded, in compliance with the rules applicable in such markets, as well as to apply for the registration of the new shares in the book-entry registers of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) or any other relevant entity.

5. Power of substitution

It is resolved to authorise the Board of Directors so that it may, in turn, delegate in favour of any member of the Board of Directors the powers granted under this resolution and, in particular, to declare the closing of the capital increase.

6. Effectiveness of the resolution

This resolution shall be effective as from the date of its approval, thereby revoking, at that time and to the extent not used, the previous authorisation granted to the Board of



Directors by the General Shareholders' Meeting of the Company held on 30 October 2024."



Proposal in relation to item 7 of the Agenda:

Delegation to the Board of Directors, with express powers of substitution, of the authority to issue, on one or more occasions, bonds or other similar fixed-income securities convertible into newly issued shares and/or exchangeable for existing shares, as well as warrants or other 1 similar securities or instruments of an analogous nature that may entitle their holders, directly or indirectly, to subscribe for and/or acquire shares of the Company, with express authority to exclude pre-emptive subscription rights pursuant to Article 511 of the Spanish Capital Companies Act, as well as to increase the share capital by the amount necessary to cover the conversion or exercise of the warrants. Establishment of the criteria for determining the bases and modalities of conversion and/or exchange and the exercise of the warrants.

It is proposed: "To delegate to the Board of Directors, to the fullest extent permitted by law and with express powers of substitution in favour of any of its members, in accordance with the general regime governing the issuance of bonds and pursuant to Articles 297.1 (b) and 511 of the Spanish Companies Act, as well as Article 319 of the Commercial Registry Regulations, the power to issue, on one or more occasions and without prior consultation with the General Shareholders' Meeting, bonds or other fixed-income securities convertible into newly issued shares of the Company and/or exchangeable for shares outstanding of the Company, as well as warrants or other similar instruments or instruments of an analogous nature which may entitle, directly or indirectly, to the subscription and/or acquisition of shares of the Company, whether newly issued or already in circulation, in accordance with the following conditions:

1. Securities subject to issuance

The transferable securities referred to in this delegation may be bonds, notes and other fixed-income securities of a similar nature, convertible (including contingently) into newly issued shares of the Company and/or exchangeable for shares outstanding of the Company. This delegation may also be used to issue warrants (options to subscribe for new shares of the Company) or other similar or analogous instruments which may entitle, directly or indirectly, to the subscription and/or acquisition of shares of the Company, to be settled by physical delivery of the shares or, as the case may be, by differences, which



may, where applicable, be linked to or in any way related to each issuance of bonds, notes or other fixed-income securities of a similar nature carried out under this delegation, or to other borrowings or financing instruments by means of which the Company acknowledges or creates indebtedness.

2. Term of the delegation

The issuance of the securities subject to this delegation may be carried out on one or more occasions within a period of five years from the date of this resolution.

3. Maximum amount of the delegation

The aggregate maximum amount of the issuance or issuances of securities resolved under this delegation may not exceed a total amount of one hundred and fifty million (EUR 150,000,000) or its equivalent in any other currency.

4. Scope of the delegation

The delegation to issue the securities referred to in this resolution shall extend to the determination of the terms and conditions of each issuance, including, by way of example and without limitation, their amount, nominal value, type of issuance, redemption price, premiums and exercise price in the case of warrants, currency of the issuance, interest rate, amortisation, anti-dilution mechanisms, ranking and, where applicable, subordination, guarantees of the issuance, place of issuance, admission to trading, conversion scenarios, form of representation, etc., and to the carrying out of all actions necessary or advisable for the execution of this resolution, including all procedures and formalities before supervisory authorities and public and/or private bodies, all in accordance with the applicable regulations. Likewise, the Board of Directors is authorised, whenever it deems it appropriate, and subject, where applicable, to obtaining the relevant authorisations and the consent of the meetings of holders of the securities, to amend the conditions of the securities issued under this authorisation.

5. Bases and terms of conversion and/or exchange

In the event of the issuance of convertible and/or exchangeable bonds or other fixed-income securities, and for the purposes of determining the bases and terms of the conversion and/or exchange, the following criteria are established:



- i. The securities issued under this resolution may be convertible (including contingently) into newly issued shares of the Company and/or exchangeable for shares outstanding of the Company, pursuant to a fixed (determined or determinable) or variable conversion and/or exchange ratio (which may include maximum and/or minimum limits to the conversion and/or exchange price), the Board of Directors being authorised to decide whether they are convertible and/or exchangeable, as well as to determine whether they are mandatorily, voluntarily or contingently convertible or only in certain scenarios, and, in the case that they are voluntarily convertible, at the option of their holder or the issuer, with such frequency and during such minimum term as may be established in the issuance resolution, which may be an indefinite term in the case of perpetual securities that are convertible.
- ii. The Board of Directors may establish, in the event that the issuance is convertible and exchangeable, that the Company reserves the right at any time to choose between conversion into newly issued shares or exchange for shares outstanding, the nature of the shares to be delivered being determined at the time of the conversion or exchange, and it may even opt to deliver a combination of newly issued shares of the Company and shares outstanding or an equivalent amount in cash. In any event, the Company must respect equal treatment among all holders of fixed-income securities who convert and/or exchange on the same date.
- iii. In the case of a fixed conversion and/or exchange ratio, for the purposes of conversion, the fixed-income securities shall be valued at their nominal amount and the shares at the value determined or determinable set out in the Board of Directors' resolution, based on the market value of the Company's shares on the dates or periods, which may be only one, taken as reference in such resolution, with or without discount or premium, and the Board of Directors may determine such conversion criteria as it deems appropriate.
- iv. In the case of a variable conversion and/or exchange ratio, the price of the shares for the purposes of conversion and/or exchange shall be determined by the Board of Directors and may include a premium or, where applicable, a discount on the



price per share, which may differ for each conversion and/or exchange date of each issuance (or, where applicable, for each tranche of an issuance).

- v. In no event, pursuant to Article 415.1 of the Spanish Companies Act, may convertible bonds be issued for an amount below their nominal value. Likewise, pursuant to Article 415.2 of the Spanish Companies Act, bonds may not be converted into shares when the nominal value of the former is lower than that of the latter. Finally, in no case may the value of the share for the purposes of the conversion ratio of the bonds into shares be lower than its nominal value.
- vi. When conversion and/or exchange takes place, fractions of shares which, where applicable, would need to be delivered to the holder of the securities shall be rounded down to the nearest whole number and, if so provided in the terms and conditions of the issuance, each holder shall receive in cash the difference that may arise in such event.
- vii. At the time of approving an issuance of convertible and/or exchangeable securities under the authorisation contained in this resolution, the Board of Directors shall issue a report developing and specifying, based on the criteria described above, the bases and terms of the conversion specifically applicable to such issuance, as well as, where applicable, the reasonableness of the financial conditions of the issuance and the appropriateness of the conversion ratio and its adjustment formulas to avoid dilution of shareholders' economic interest.

6. Bases and terms of the exercise of warrants or other analogous securities

In the event of issuances of warrants or other analogous instruments which may grant, directly or indirectly, the right to subscribe for or acquire shares of the Company, to which the provisions of the Spanish Companies Act relating to convertible bonds shall apply by analogy, the Board of Directors is authorised to determine, in the broadest terms, the criteria applicable to the exercise of subscription rights to shares of the Company arising from such securities, applying the criteria established above for convertible and/or exchangeable securities, with such necessary adaptations as may be required to ensure compatibility with the legal and financial regime applicable to such instruments.



7. Rights of holders of convertible securities

The holders of securities which may be issued under the authorisation contained in this resolution shall be entitled to all rights recognised by the applicable regulations governing the issuance and by the issuance resolution.

8. Capital increase and exclusion of pre-emptive subscription rights

The delegation to issue convertible securities and warrants over newly issued shares shall include:

- a. The power to increase the share capital by the amount necessary to meet conversion requests or the exercise of warrants over newly issued shares. Such power is subject to the condition that the aggregate amount of share capital increases resolved by the Board of Directors, including both those carried out under this delegation and those carried out under other existing authorisations granted by the General Shareholders' Meeting, does not exceed the limit of one half of the share capital provided for in Article 297.1(b) of the Spanish Companies Act as at the date of this resolution. For the purposes of calculating such limit, the maximum number of shares into which the bonds may be converted shall be taken into account, based on their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, without prejudice to any adjustments that may be made subsequently. Finally, where convertible bonds provide for the possibility of payment of coupons in newly issued shares, the maximum number of shares that could be issued from the issuance date until maturity to meet the payment of such coupons shall also be taken into account.

This authorisation to increase capital includes the power to issue and place into circulation, on one or more occasions, the shares necessary to effect conversion or the exercise of warrants, as well as to amend the article of the Articles of Association relating to share capital and, where appropriate, to cancel the portion of the capital increase not required.

- b. The power to exclude, in whole or in part and in accordance with Article 511 of the Spanish Companies Act, pre-emptive subscription rights up to a maximum of the underlying share capital equivalent to 20% of the



Company's share capital at the date of effectiveness of this resolution (together with capital increases with exclusion of pre-emptive rights carried out under other existing authorisations), when required for raising financial resources in international markets, through demand-based placement techniques or when required in the interest of the Company. In any event, if the Board resolves to exclude such rights, it shall comply with all applicable legal requirements.

- c. The power to develop and specify the bases and terms of conversion or exercise set out in sections 5 and 6 above, including determining the timing, the holder of the conversion right, and the form of settlement.

9. Admission to trading of issued securities

The Board of Directors is authorised to take all necessary steps before any relevant public or private bodies in order to apply for the admission to trading of the securities issued under this authorisation on any regulated or unregulated markets, domestic or foreign, and the admission to trading of new shares on the Spanish Stock Exchanges or other markets where the Company's shares are traded, as well as to apply for their registration with Iberclear or any other relevant entity.

10. Effectiveness

This resolution shall be effective as from the date of its approval, thereby revoking, at that time and to the extent not used, the previous authorisation granted by the General Shareholders' Meeting held on 30 October 2024."



Proposal in relation to item 8 of the Agenda

Authorisation to the Board of Directors for the derivative acquisition of treasury shares, directly or through Group companies, in accordance with applicable regulations.

It is proposed: "To authorise the Board of Directors of the Company so that, in accordance with the provisions of Articles 146 and 509 of the Spanish Companies Act, it may carry out the derivative acquisition of treasury shares, both directly by the Company itself and indirectly through its subsidiaries, under the terms set forth below:

- The acquisition may be carried out by way of purchase, exchange, donation, allocation or payment in kind and, in general, by any other method permitted by law. The acquisition of shares may be carried out through any of the aforementioned methods, on one or more occasions, provided that the shares acquired, together with those already held by the Company and its subsidiaries, do not at any time exceed 10% of the share capital of the Company in accordance with Article 509 of the Spanish Companies Act, and provided that the limitations established for the acquisition of treasury shares by the regulatory authorities of the markets where the Company's shares are admitted to trading are complied with at all times.
- The price or consideration shall range between a minimum of EUR 0.01 and a maximum equivalent to 105% of the market price of the Company's shares on the Spanish Continuous Market (Mercado Continuo) at the time of acquisition, or the closing price of the last trading session prior to the acquisition if the acquisition is carried out outside the trading hours of the Continuous Market.
- The term of validity of the authorisation shall be five (5) years from the day following the approval of this resolution.
- The acquisition, including shares that the Company or a person acting in its own name but on behalf of the Company may have previously acquired and holds in treasury, shall not result in the Company's equity being reduced below the amount of the share capital plus legal or statutorily non-distributable reserves. For these purposes, equity shall be understood as the amount determined as such in accordance with the criteria for the preparation of the annual accounts, reduced



by the amount of profits directly allocated thereto and increased by the amount of subscribed share capital not called up, as well as by the amount of the nominal value and share premium of subscribed share capital recorded as a liability.

- The shares acquired pursuant to this authorisation may be used, in whole or in part, for disposal or cancellation, for potential corporate or business transactions, or for the implementation of remuneration systems, plans or arrangements based on the delivery of shares and share options to members of the Board of Directors and senior management of the Company or its Group that may be in force at any given time. It is expressly authorised that the shares acquired by the Company or its subsidiaries under this authorisation, as well as those owned by the Company at the date of this General Shareholders' Meeting, may be used, in whole or in part, to facilitate compliance with such plans or arrangements, as well as for the development of programmes that encourage participation in the share capital of the Company, such as, for example, dividend reinvestment plans, loyalty bonuses or other similar instruments, as well as for any other purpose permitted by law.

This resolution shall be effective as from the date of its approval, thereby revoking, at that time, the previous authorisation granted to the Board of Directors by the General Shareholders' Meeting of the Company held on 30 October 2024."



Proposal in relation to item 9 of the Agenda:

Reduction of the notice period for Extraordinary General Shareholders' Meetings.

Article 515 of the Spanish Companies Act allows listed companies that offer their shareholders the effective possibility to vote by electronic means accessible to all of them to reduce the notice period for Extraordinary General Shareholders' Meetings to a minimum notice of fifteen days, provided that such reduction has been approved at an Ordinary General Shareholders' Meeting with the favourable vote of at least two thirds of the subscribed share capital with voting rights.

In this regard, Article 16 of the Company's Articles of Association provides for the possibility of voting by electronic means.

In accordance with the foregoing, it is proposed: "To approve, in accordance with the provisions of Article 515 of the Spanish Companies Act, that, until the next Ordinary General Shareholders' Meeting of the Company is held, the Extraordinary General Shareholders' Meetings of Cox ABG Group, S.A. may, where appropriate, be convened with a minimum notice period of fifteen days."



Proposal in relation to item 10 of the Agenda:

Delegation of powers for the interpretation, rectification, implementation, formalisation and registration of the resolutions adopted.

It is proposed: "To empower the Board of Directors, with express powers of substitution, as well as the Executive Chairman of the Board of Directors and the Secretary of the Board of Directors so that, without prejudice to any delegations included in the foregoing resolutions and to any powers of attorney for execution in public form that may already exist, any of them, severally and jointly, may exercise all powers necessary to appear before a notary and to execute, in the name and on behalf of the Company, the public deeds that may be necessary or advisable in relation to the resolutions adopted by the General Shareholders' Meeting, and may, where appropriate, appear before the relevant Spanish Commercial Registry or any other registries and carry out all acts necessary or advisable for the effective registration of the resolutions adopted by the General Shareholders' Meeting, including to interpret, clarify, rectify, remedy defects, complete, duly execute and fully effect the resolutions adopted by the General Shareholders' Meeting, including the execution of any public or private documents that may be necessary, the publication of any notices legally required, the registration with any registries that may be appropriate and the performance of any acts and formalities necessary for such purposes and, in particular, to remedy any defects, omissions or errors that may be noted, including those identified in the verbal or written qualification of the Commercial Registry, and which could hinder the effectiveness of the resolution."

This document is an English translation of the original Spanish version. In the event of any discrepancy, the Spanish version shall prevail.