

**PROPOSAL OF RESOLUTIONS
OF THE ORDINARY SHAREHOLDERS MEETING
OF OBRASCON HUARTE LAIN, S.A.
(27 and 28 June 2024)**

One.- To approve the Annual Accounts formed by the Balance Sheet, Profit and Loss Accounts, the Statement in Changes of Net Equity, the Statement of Cash Flow and the Report as well as the relevant Management Report as of 31st December 2023, both for the Company and its Consolidated Group.

This proposal is supported by the favourable report of the Audit and Compliance Commission.

Two.- To approve the statement of consolidated non-financial information of the year as of 31st December 2023 and which forms part of the management report of the consolidated group of OBRASCON HUARTE LAIN, S.A.

This proposal is supported by the favourable report of the Appointments and Remuneration Commission.

Three.- To approve the proposal to allocate the results of the Company as of 2023 showing losses for an amount of €47,046,973.30 to Negative results carried over.

This proposal is supported by the favourable report of the Audit and Compliance Commission.

Four.- To approve the management of the Board of Directors of the Company during 2023.

Five.- To re-elect Ernst&Young, S.L. as auditor of accounts of OBRASCON HUARTE LAIN, S.A. and of its Consolidated Group for a new one-year period, starting on 1st January and ending on 31st December 2024 pursuant to article 264 of the Law on Corporations.

This proposal is supported by the favourable report of the Audit and Compliance Commission.

Six.- To refer to advisory vote the Annual Report on Remunerations of directors corresponding to 2023 approved by the Board of Directors dated 20 March 2024.

This proposal is supported by the favourable report of the Appointments and Remunerations Commission.

Seven.- Acknowledge the amendment of the Regulations of the Board of Directors pursuant to the report of the Board of Directors made available to the shareholders.

Eight.- To vest on the Board of Directors of the Company subject to the general regime on the issuance of obligations and to the provisions of articles 286, 297, 414, 417, 510 and 511 of the Law on Corporations and of article 319 of the Regulations of the Commercial Registry the faculty to issue marketable securities readily convertible into cash or which entitle to the acquisition or subscription of newly issued shares of the Company as per the following conditions pursuant to the following conditions:

(a) Securities object of emission: The marketable securities object of this delegation may be obligations, bonds or other fixed income securities of a similar nature, convertible (including contingently) into newly issued shares of the Company. This delegation may also be used to issue preference shares (if legally admissible) and warrants (options to subscribe newly issued shares of

the Company) and other similar values which may entitle either directly or indirectly to the subscription of newly issued shares of the Company.

(b) Duration of delegation: The issuance of securities object of delegation may take place in one or several times within the maximum period of five years from the date of adoption of this resolution.

(c) Maximum amount of delegation: The maximum aggregated amount in par value of the issuance or issuances of securities object of this delegation shall be of one thousand five hundred million euros (€1,500,000,000) or its equivalent in another currency.

For the purposes of the calculation of the previous threshold, as for the case of warrants, it shall consider the total of premiums and strike price of warrants of issuances agreed under the light of the present delegation.

(d) Scope of delegation: In use of the delegation of faculties herein agreed and only as way of example and without limitation, the Board of Directors shall determine for each issuance:

- i. Its amount always within the aforementioned global quantitative threshold, the place of issuance –national or international- and the currency and, in case of a foreign currency, its equivalent in euros;
- ii. The specific denomination and instrument to be issued, either obligations or bonds, even subordinated, warrants, preferred shares or any other admitted by the Law;
- iii. The date or dates of issuance;
- iv. The number of securities and their par value which shall never be below the par value of shares;
- v. The issue price and/or if applicable, premium and/or strike price;
- vi. The fixed or variable interest rate, payment dates and procedures of the coupon; the perpetual or depreciable nature, and in this case, the period of amortization and maturity date or dates;
- vii. The guarantees, type of reimbursement, premiums and lots;
- viii. The representation by means of certificates or book entries;
- ix. Anti-dilution provisions;
- x. The underwriting regime;
- xi. The range of securities and their eventual subordination provisions;
- xii. The legislation applicable to the issuance;
- xiii. The request, if applicable, of the admission to trading in regulated markets, multilateral negotiation systems, organized or unorganized contracting systems, national or international, of securities issued with the requirements provided for by the legislation in force as the case may be;
- xiv. And in general any other condition of the issuance.
- xv. As well as, if applicable, to appoint a Commissioner and approve the ground regulations to govern the legal relationship between the Company and the syndicate of holders of securities issued, should the creation of such syndicate were necessary or decided.

(e) Bases and types of conversion: The following criteria are hereby agreed:

- (i) Securities issued under the light of this resolution shall be convertible into new shares of the Company subject to a fixed or variable conversion ratio determined or to be determined, the Board of Directors being empowered to determine whether they are necessarily, voluntarily or possibly convertible and, should they be voluntarily convertible, at the discretion of their holder or of the Company, with the periodicity or during the period provided for in the issuance agreement which shall never exceed 5 years from the date of issuance. Such maximum period shall not be applicable to convertible perpetual securities.

(ii) For the purposes of conversion, obligations, bonds or fixed income securities shall be valued at their nominal value. New shares to be issued shall be valued at the ratio 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 to be determined on the date or dates mentioned in the resolution of the Board of Directors itself or (iii) variable. The fixed ratio to be determined or the variable ratio may be determined either depending on the market value of the shares of the Company on the date or dates or in the period or periods determined as reference, either depending on any other criteria provided for by the Board of Directors. Moreover, the Board of Directors may determine a ratio with or without premium or discount, which may be different for each conversion date of each issuance (or, if applicable, each tranche of an issuance).

(iii) Upon conversion, fractions of shares which may have to be delivered to the holder of the obligations shall be rounded up by default to the whole number immediately under and each holder shall receive in cash, if this is so considered in the issuance conditions, the difference which may appear in such case.

(iv) Under no circumstance shall the value of the share for the purposes of the conversion ratio of obligations for shares be under its par value. Moreover, pursuant to the provisions of article 415 of the Law on Corporations, obligations shall not be converted into shares when the par value of the former is below the par value of the latter.

(v) Along with the approval of the issue obligations or convertible bonds under the light of the authorization contained herein, the Board of Directors shall issue a report specifying and explaining, based on the criteria aforementioned the basis and types of conversion specifically applicable to such issue. As required by article 412.2 of the Law on Corporations, this report will include the relevant report of the auditor of accounts, different from the Company's auditor, appointed for these purposes by the Commercial Registrar. This requirement shall not apply if the issue does not reach 20% of the share capital pursuant to the provisions of article 510 of the Law on Corporations.

(f) Bases and types of exercise of warrants and other analogue securities: In the event of the issuance of warrants, it is hereby agreed to establish the following criteria:

In case of issuance of warrants which shall be subject by analogy the provisions of the Law on Corporations for convertible obligations for the determination of the basis and types of their exercise, the Board of Directors is empowered to determine, in the broadest possible terms, the criteria applicable to the exercise of the rights for the subscription of shares of the Company arising from the securities of this type issued under the delegation herein granted, applying to such issuances the criteria provided for in section (e) above with the necessary adaptations in order to make them compatible with the legal and financial regime of this type of securities.

(g) This authorization to the Board of Directors includes also as way of example but without limitation, the delegation of the following faculties:

(i) The power for the Board of Directors, pursuant to the provisions of Article 511 of the Capital Companies Law, in connection with Article 417 of said Law, to exclude, in whole or in part, the shareholders' pre-emptive subscription rights. If the Board of Directors decides to suppress the pre-emptive subscription rights of the shareholders in relation to a specific issue of convertible obligations or bonds, warrants and other securities similar to these that it may decide to carry out under this authorization, it shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of corporate interest justifying such measure which, when so required by the applicable regulations, will be subject to the correlative report of an independent expert appointed by the Commercial Registry, as referred to in Articles 414, 417, 510 and 511 of the Law on Corporations. The report, or reports, as applicable, will be made available to the shareholders and communicated to the first General Meeting held after the issue resolution.

This faculty shall be limited to those increases of share capital under the light of the present authorization up to a maximum par value equal to 20% of the share capital as of the date of adoption of this resolution (i.e., 29,556,229.15 euros par value).

(ii) The power to increase the share capital in the necessary amount to attend conversion applications and/or for the exercise of the right of subscription of shares. Unless for the provisions of the previous paragraph, such faculty may only be exercised in the extent that the Board, adding the share capital increased to attend the issue of convertible obligations, warrants and other similar securities and all other increase of share capital agreed under the light of the authorizations granted by the General Meeting, does not exceed in nominal amount, the threshold of half the figure of the share capital foreseen in article 297.1.b) of the Law on Corporations. This authorization to increase the capital includes that of issuing and putting into circulation, one or several times, the shares representing it which may be necessary to accomplish the conversion and/or exercise of the right to the subscription of shares as well as that of rewriting the article of the Articles of Association regarding the figure of the share capital and, if applicable, to cancel the part of such increase of capital not necessary for the conversion and/or exercise of the right to subscribe shares.

(iii) The faculty to develop and specify the bases and types of conversion and/or exercise of the rights of subscription of shares derived from the securities to be issued considering the criteria envisaged in sections (e) and (f) above.

(iv) The delegation on the Board of Directors includes the broadest faculties deemed necessary in Law for the interpretation, application, execution and development of the resolutions to issue securities convertible into shares of the Company in one or several times and the relevant increase of capital granting also the faculties to correct and complement them in anything necessary as well as for the fulfilment of all requirements legally enforceable to bring it to a successful end, being able to correct omissions or defects of such resolutions pointed out by any authority, officer or body, both national and international, being also empowered to adopt all resolutions and execute all public or private documents considered necessary or convenient to adapt these resolutions to issue convertible securities and the relevant increase of capital to the verbal or written authorization of the Commercial Registrar or in general, of any other authority, officer or national or international institution competent.

(v) Moreover the Board of Directors shall be empowered to obtain from the relevant authorities and with the approval of the assemblies of holders of securities when considered deemed and if applicable, the amendment of the conditions of the securities issued subject to this authorization.

(h) Request for admission to trading: The Board of Directors is hereby authorized to request, when due, the admission to trading in regulated markets or multilateral trading systems both national and international of the obligations and/or convertible bonds or warrants issued by the Company in virtue of this delegation and of the shares issued as a consequence of its conversion and/or exercise and if applicable, the subsequent exclusion to trading if considered deemed, for the development of the proceedings and actions necessary for the admission to trading before the relevant bodies of the different national or international stock markets.

(i) Faculty to sub-delegate: The Board of Directors is expressly authorized to entrust the faculties mentioned in this resolution to any of the members of the Board of Directors or any third party either member or not of such body.

Nine.- To delegate on the Board of Directors the faculty to complete and correct resolutions approved and expressly entrust the President, Secretary and Vice-Secretary empowered with all faculties necessary to appear before the Notary to execute the resolutions adopted and proceed with all aspects necessary until their entry when applicable with the public registries as well as to make the relevant deposit of annual accounts at the Commercial Registry and grant, when applicable, clarification and correction documents requesting the partial entry following the verbal or written qualification of the Commercial Registry.

The Board of Directors

22 May 2024.