



## PROPOSED RESOLUTIONS FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

ISPD NETWORK, S.A.

(June 27<sup>th</sup>, 2024)

The following is a transcription of the proposed resolutions to be submitted to the ordinary and extraordinary general shareholders' meeting of ISPD Network, S.A. (hereinafter, the "Company"):

### Points regarding the re-appointment of members of the board of directors:

#### 1. Re-appointment of Fernando Rodés Vilà as director.

It is proposed to re-appoint Fernando Rodés Vilà as member of the board of directors for the statutory term of 4 years. His details appear in the Companies Registry and have not changed.

By signing the minutes, Fernando Rodés Vilà will accept the position conferred upon him and promise to perform it with the diligence of an orderly businessman and loyal representative, and declare that he is not subject to any legal or statutory prohibition or incompatibility for the exercise of his position and, in particular, those of article 213 LSC and Law 3/2015, of 30 March.

#### 2. Re-appointment of Richard Pace as director.

It is proposed to re-appoint Richard Pace as member of the board of directors for the statutory term of 4 years. His details appear in the Companies Registry and have not changed.

By signing the minutes, Richard Pace will accept the position conferred upon him and promise to perform it with the diligence of an orderly businessman and loyal representative, and declare that he is not subject to any legal or statutory prohibition or incompatibility for the exercise of his position and, in particular, those of article 213 LSC and Law 3/2015, of 30 March.

### Points regarding the annual accounts, the allocation of results and the performance of the directors:

#### 3. Examination and approval, as the case may be, of the individual annual accounts —the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement and the annual report—, together with the individual management report and auditors' report, corresponding to the financial year ended December 31<sup>st</sup>, 2023.

After reviewing the documents made available to the shareholders, it is proposed to approve the individual annual accounts of the Company for the fiscal year ended December 31<sup>st</sup>, 2023 —the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement and the annual report—, and the individual management report, as such documents were prepared on March 27<sup>th</sup>, 2024 by the board of directors of the Company and which reflect a negative result of 398.046 €; as well as the audit report of the aforementioned accounts.

#### 4. Examination and approval, as the case may be, of the annual accounts of the consolidated group —the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows and the annual report—, together with the consolidated management report and auditors' report for the financial year ended December 31<sup>st</sup>, 2023.

After reviewing the documents made available to the shareholders, it is proposed to approve the annual accounts of the consolidated group for the year ended December 31<sup>st</sup>, 2023 —the balance sheet, the profit and loss account, the statement of changes in equity, the statement of cash flows and the annual report— and the consolidated management report, as such

documents were prepared on March 27<sup>th</sup>, 2024 by the board of directors of the Company, as well as the audit report on the aforementioned accounts.

**5. Approval, as the case may be, of the proposed allocation of the result of the Company corresponding to the financial year closing on December 31<sup>st</sup>, 2023.**

It is proposed to allocate the result obtained in the financial year ended December 31<sup>st</sup>, 2023 in relation to the Company's individual accounts, which reflect losses for the tax year in the amount of 398.046 €, and the allocation of the result intended for all of the losses to negative results from previous tax years:

Result obtained in the financial year 2023	€ -398.046
To losses from previous years	€ -398.046

**6. Examination and approval, as the case may be, of the board of directors' performance during the financial year ended on December 31<sup>st</sup>, 2023.**

It is proposed to approve the board of directors' performance during the year ended December 31<sup>st</sup>, 2023 both at Company and group level.

**Points regarding the compensation of losses from previous years against reserves:**

**7. Compensation of losses from previous years against voluntary reserves.**

After applying the results for fiscal year 2023, the Company's balance sheet shows losses from previous years in the amount of €6,243,625 and voluntary reserves in the amount of €12,654,953. In order to eliminate the losses from the balance sheet, it is proposed to offset all losses against voluntary reserves, after which the latter will be reduced to €6,411,328, with effects from the date of adoption of the resolution.

**Point regarding the appointment of auditor:**

**8. Appointment or, as the case may be, re-election of the auditor of the Company and its consolidated group.**

It is proposed to re-appoint GRANT THORNTON, S.L.P. as auditors for the verification of individual and consolidated accounts and the management report of the Company and Consolidated Group, corresponding to the 2024 financial year.

The auditor's data required by Article 38 of the Companies Registry Regulations are hereby stated for the purposes of registration of the appointment:

"Grant Thornton, S.L.P., Sole-Shareholder Company, Paseo de la Castellana, 81, 11th Floor - 28046 Madrid, CIF B-08914830, registered in the Madrid Companies Registry at T. 36.652, F. 159, H. M-657.409 and in the ROAC n° S0231."

**Point regarding the approval of the annual remuneration for the board of directors for the financial year 2024:**

**9. Approval of the remuneration for the board of directors for the 2024 financial year.**

It is proposed to approve, in accordance with article 22 of the bylaws, the amount of the global and annual allowance that the Company may pay to all of its directors for the current financial year 2024, which arises to the gross amount of 1,500,000 euros, which will remain in force for the following tax years unless otherwise approved.

The remuneration is reasonably proportionate to the size of the Company, its economic situation at any given time and the market standards of comparable companies. The established remuneration system is aimed at promoting the long-term profitability and sustainability of the

Company and incorporates the necessary precautions to avoid excessive risk-taking and the rewarding of unfavourable results.

## **Point regarding the authorisation to acquire treasury shares by the Company:**

### **10. Authorization for the acquisition by the Company of treasury shares under the terms established in the applicable regulation.**

According to Articles 146 and the followings of the Law of Capital Companies, it is proposed to authorize and empower the board of directors so that the Company, directly or through any of its subsidiaries, may acquire at any time and as often as it deems appropriate, shares of the Company by any of the means permitted by law, even from the profits of the financial year and/or unrestricted reserves under the following conditions:

- (a) The acquisitions may be performed directly by the Company or indirectly through subsidiaries under the same terms of this resolution.
- (b) The acquisitions shall be performed by means of sale purchase, swap or any other permitted by law.
- (c) The nominal value of the treasury shares acquired directly or indirectly by the Company, in addition to that which they acquiring company and its subsidiaries already hold and if the case the parent company and its subsidiaries, may not be greater than ten (10%) of the subscribed capital.
- (d) The acquisitions may not be performed at a price greater than 15 Euros nor less than 1 Euro per share.
- (e) This authorization is granted for a maximum period of eighteen (18) months from the adoption of this resolution.
- (f) As a consequence of the acquisition of shares, including those that the Company had acquired previously and had in its portfolio, the resulting net equity shall not be reduced below the amount of share capital plus the unavailable statutory or legal reserves, in accordance with letter (b) of Article 146.1 of the Law of Capital Companies.

It is expressly noted that the shares that are acquired as a consequence of this authorization may be designated to:

- (i) its divestment or amortization;
- (ii) to the application of the remuneration systems envisaged in the third paragraph of letter a) of Article 146.1 of the Law of Capital Companies as well as the development of programs that encourage ownership in the capital of the Company such as, delivery of shares or options on shares or remuneration reference to the value of the shares and other similar instruments, which must be delivered directly to the workers or directors of the Company and as a consequence of the rights to options that the latter may hold;
- (iii) to ensure the liquidity of the share by means of the intermediation of an investor service provider by means of a "liquidity agreement";
- (iv) to the acquisition of shares in other companies, in which case the number of treasury shares allotted to said purpose may not be greater than five (5%) percent.

As a consequence of the resolution adopted, the general meeting hereby agrees to revoke in its entirety (and the part not used) the authorization granted to the board of directors for the acquisition of treasury shares approved by the general meeting of shareholders on June 22<sup>nd</sup>, 2023.

## **Points regarding general matters:**

### **11. Delegation of powers.**

# ISPD

It is proposed to authorize each and every one of the members of the board of directors in order that any of them jointly and severally and with one sole signature be able to appear before a Notary Public and execute as many public and private documents that were necessary for the registration of the preceding resolutions, thereby being able to perform rectifications and clarifications or remedy the omissions that were necessary or appropriate in order to achieve, if the case, their corresponding registration in the Mercantile Registry or any other Registry, Body and Administrative Entity that corresponds, as well as request the partial registration of the adopted resolutions in conformity with that set forth in Article 63 of the Regulation of the Mercantile Registry. Likewise, they will be especially authorized to proceed with all the steps that are necessary and/or appropriate as an entity the shares of which are admitted to trade on the Euronext-Growth in Paris.

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