

**PROPOSED AGREEMENTS SUBMITTED FOR APPROVAL
OF THE SHAREHOLDERS' MEETING OF ERCROS, S.A.**

Barcelona, 25 April 2024

Proposed resolutions presented by the board of directors of Ercros, S.A. ("Ercros" or "the Company") in relation to the agenda of the general shareholders' meeting, convened for 27 June 2024, at Avenida Diagonal, 514, 6th floor, 08006 Barcelona, at 12:00 noon, on first call, and for 28 June 2024, at the same place and time, on second call.

MATTERS SUBMITTED TO THE SHAREHOLDERS MEETING APPROVAL

First

Examination and approval, if applicable, of the financial statements and directors' report of the Company and its consolidated Group, which includes the annual corporate governance report in a separate document, and the social management.

- a) Approve the Company's individual annual accounts (comprising the balance sheet, profit and loss account, statement of changes in equity, statement of cash flows and annual report) and consolidated annual accounts of the Company and its parent companies (comprising the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of changes in total equity, the consolidated statement of cash flows and the consolidated annual report), for the year ended December 31, 2023.
- b) Approve the management report of the Company and its consolidated Group (which includes, in a separate document, the annual corporate governance report), for the year ended December 31, 2023.
- c) Approve the corporate management carried out by the board of directors during the year ended December 31, 2023.

The annual accounts and management report of the Company and its consolidated Group correspond to those drawn up by the board of directors on 23 February 2024 and are available on the Company's website (www.ercros.es).

Second

Examination and approval, if applicable, of the proposed distribution of individual profit obtained by Ercros, S.A., which includes the distribution of a dividend in the amount of EUR 0.096 gross per share, payable on 10 July 2024, all for the year ended 31 December 2023

To approve the application of the individual result obtained by Ercros, S.A. for the year ended December 31, 2023, which is a profit of 26,825,633.79 euros, in accordance with the following:

<u>Euros</u>	<u>Fiscal year 2023</u>
<u>Distribution basis:</u>	
Earnings for the year	26,825,633.79
<u>Application:</u>	
Dividend payments	8,777,875.10
Capitalization reserve	-
Voluntary reserves	18,047,758.69

The proposed dividend payment amounts EUR 0.096 gross for each Ercros share held and represents a payout of 32.7% of the profit obtained by the Company in 2023.

The dividend will be paid on 10 July 2024, through the entities participating in the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.* ("Iberclear"), empowering for this purpose the board of directors, with express power of substitution, to designate the entity that must act as paying agent and carry out any other necessary or convenient actions for the successful completion of the distribution.

Third

Examination and approval, if applicable, of the non-financial information statement (annual corporate social responsibility report) of the Company and its consolidated Group for the year ended 31 December 2023

To approve the statement of non-financial information ("SNFI") of the Company and its consolidated Group, corresponding to the year ended December 31, 2023, in compliance with the provisions of articles 44 of the Commercial Code and 253 and 262 of the Corporate Enterprises Act. The SNFI is part of the management reports of the Company and the consolidated Group, but it is presented in a separate document as permitted by the regulations.

The structure and content of the SNFI is in accordance with the provisions of Article 49 of the Commercial Code, which was amended by Law 11/2018, of 28 December; in accordance with that article, the SNFI has been verified by the external company Bureau Veritas.

The SNFI is presented as part of the annual corporate social responsibility report ("CSRR"), which also explains the degree of compliance with the 183 indicators of the guide for the application of CSR in the chemical and life sciences sector, promoted by the Federation of the Spanish Chemical Industry ("Feique") in collaboration with Forética.

The CSRR, approved by the board of directors on 23 February 2024, is available on the Company's website (www.ercros.es).

Fourth

Appointment of PricewaterhouseCoopers Auditores, S.L., as annual accounts auditor of the Company and its consolidated Group for the fiscal years 2024, 2025 and 2026.

Approve the appointment for the fiscal years 2024, 2025 and 2026 of PricewaterhouseCoopers Auditores, S.L. as auditor of the Company's individual annual accounts and the consolidated annual financial statements of the Group of which the Company is the parent company pursuant to the provisions of article 264 of the Corporate Enterprises Act.

The board of directors is empowered, with express power of substitution, to enter into the corresponding service lease contract, with the clauses and conditions it deems appropriate, and is also empowered to make the pertinent modifications in accordance with the legislation in force at any given time.

This resolution is adopted on the proposal of the board of directors, and following a proposal, in turn, of the audit committee.

PricewaterhouseCoopers Auditores, S.L. will accept its appointment by any legally valid means, stating that it is not subject to any legal incompatibility

PricewaterhouseCoopers Auditores, S.L., has its registered office in Madrid, Torre PwC, Paseo de la Castellana 259 B, and is registered in the Commercial Registry of Madrid, sheet 87250-1, page 75, volume 9,267, book 8,054, section 3, with Tax ID number B-79031290, and in the Official Register of Auditors with number S0242.

Fifth

Re-election of Mr. Antonio Zabalza Martí as executive director.

Re-elect Mr. Antonio Zabalza Martí as executive director of the Company, for the maximum term established by law, as the term for which he was appointed has ended.

Mr. Zabalza Martí has been chairman and CEO of the board of directors of Ercros since 1996 and chairman of the strategy and investment committee.

The mandatory reports of the board of directors and the appointments, remuneration, sustainability and corporate social responsibility committee on the proposal for the re-election of Mr. Zabalza Martí are available on the Company's website (www.ercros.es).

Sixth

Re-election of Mrs. Lourdes Vega Fernández, as independent director.

Re-elect, at the proposal of the appointments, remuneration, sustainability and corporate social responsibility committee, Ms. Lourdes Vega Fernández as an independent director, for the maximum period established by law, as the term for which she was appointed has ended.

Ms. Vega Fernández has been a member of the board of directors of Ercros since 2016, of which she is alternate coordinator. She is also chair of the appointments, remuneration, sustainability

and corporate social responsibility committee and a member of the audit and strategy and investment committees.

The mandatory report of the board of directors and the proposal of the appointments, remuneration, sustainability and corporate social responsibility committee on the re-election of Ms. Vega Fernández are available on the Company's website (www.ercros.es).

Seventh

Re-election of Mr. Laureano Roldán Aguilar, as external director.

Re-elect Mr. Laureano Roldán Aguilar as external director, for the maximum term established by law, as the term for which he was appointed has ended.

Mr. Roldán Aguilar has been a member of the board of directors of Ercros since 1996 and a member of the audit committee.

The mandatory reports of the board of directors and the appointments, remuneration, sustainability and corporate social responsibility committee on the proposal for the re-election of Mr. Roldán Aguilar are available on the Company's website (www.ercros.es).

Eighth

Re-election of Mr. Eduardo Sánchez Morrondo, as external director.

Re-elect Mr. Eduardo Sánchez Morrondo as external director, for the maximum term established by law, as the term for which he was appointed has ended.

Mr. Sánchez Morrondo has been a member of the board of directors of Ercros since 2004 and is currently a member of the appointments, remuneration, sustainability and corporate social responsibility committee.

The mandatory reports of the board of directors and the appointments, remuneration, sustainability and corporate social responsibility committee on the proposal for the re-election of Mr. Sánchez Morrondo are available on the Company's website (www.ercros.es).

Ninth

Re-election of Mr. Joan Casas Galofré, as proprietary director.

Re-elect Mr. Joan Casas Galofré as proprietary director, for the maximum term established by law, as the term for which he was appointed has ended.

Mr. Casas Galofré has been a member of the board of directors of Ercros since 2020 and a member of the as the term for which he was appointed has ended.

The mandatory reports of the board of directors and the appointments, remuneration, sustainability and corporate social responsibility committee on the proposal for the re-election of Mr. Casas Galofré are available on the Company's website (www.ercros.es).

Tenth

Advisory vote on the annual directors' remuneration report for 2023

Submit to an advisory vote the annual directors' remuneration report, corresponding to the year ended 2023, which contains information on the directors' remuneration policy for the current year and the overall summary and individual detail of how the remuneration policy was applied during 2023, in accordance with the provisions of article 541.4 of the Corporate Enterprises Act.

The annual directors' remuneration report, approved by the board of directors on 23 February 2024, at the proposal of the remuneration, sustainability and corporate social responsibility appointments committee held on the same day, is available on the Company's website (www.ercros.es).

Eleventh

Delegation of powers to the managing director and the secretary of the board of directors for the interpretation, correction, supplementation, execution, and development of the agreements adopted by the shareholders' meeting, and delegation of powers for the elevation to public instrument and registration of the agreements, and, if necessary, for their correction.

Delegate to the manager director and the secretary of the aforementioned body as many powers as may be necessary for the purposes of interpreting, correcting, supplementing, executing and developing any of the resolutions adopted by the general meeting, being able to carry out for this purpose any modifications, amendments and additions that may be necessary or convenient for the effectiveness and proper completion of said resolutions.

Likewise, to delegate indiscriminately to the manager director and the secretary of the board of directors, all powers necessary to formalize, register, and fully implement the agreements adopted in this general meeting, being able to carry out all necessary procedures and transactions for such purposes, especially those required by Law 6/2023, of March 17, on Securities Markets and Investment Services and complementary provisions, being able, for the aforementioned purposes, to subscribe and execute any necessary public and private documents for the aforementioned purposes, particularly the public deeds necessary for the full legal effectiveness of the foregoing agreements, with the express authority to rectify in them, or in the documents formalized, any defects, errors, or omissions that may have been committed which could prevent their total or partial registration in the Commercial Registry.

Likewise, it is proposed to authorize the chairman of the board of directors to, without prejudice to the powers legally vested in the secretary of the board of directors, grant, if necessary, any public or private documents required for the full legal effectiveness of the foregoing agreements, being able to rectify in them, or in the documents formalized, any defects, errors, or omissions that may have been committed which could prevent their total or partial registration in the Commercial Registry.

Daniel Ripley Soria
Secretary of the board of directors of Ercros

Barcelona, 25 April 2024