

**PROPOSED RESOLUTIONS SUBMITTED FOR APPROVAL  
AT THE GENERAL SHAREHOLDERS' MEETING OF ERCROS, S.A.**

Barcelona, 27 May 2026

Proposed resolutions submitted by the board of directors of Ercros, S.A. (“Ercros” or the “Company”) in relation to the agenda of the general shareholders’ meeting.

## **MATTERS SUBMITTED FOR APPROVAL AT THE MEETING**

### **First**

**Review and approval, as appropriate, of the annual accounts and management report of the Company and its consolidated Group, which includes the annual corporate governance report in a separate document; and of the corporate management, corresponding to the financial year ended 31 December 2025.**

- a) To approve the individual annual accounts of the Company (comprising the balance sheet, the profit and loss account, the statement of changes in equity, the cash flow statement and the notes to the financial statements) and the consolidated annual accounts of the Company and its controlled companies (comprising the consolidated statement of financial position, the consolidated statement of comprehensive income, the consolidated statement of changes in total consolidated equity, the consolidated cash flow statement and the consolidated notes to the financial statements), corresponding to the financial year ended 31 December 2025.
- b) To approve the management report of the Company and its consolidated Group (which includes, in a separate document, the annual corporate governance report), corresponding to the financial year ended 31 December 2025.
- c) To approve the corporate management carried out by the board of directors during the financial year ended 31 December 2025.

The annual accounts and the management report of the Company and its consolidated Group correspond to those prepared by the board of directors on 20 February 2026 and are available on the Company’s website ([www.ercros.es](http://www.ercros.es)).

### **Second**

**Review and approval, as appropriate, of the non-financial information statement (corporate sustainability report) of the Company and its consolidated Group, corresponding to the financial year ended 31 December 2025.**

To approve the non-financial information statement (“NFIS”) of the Company and its consolidated Group, corresponding to the financial year ended 31 December 2025, in compliance with the provisions of articles 44 of the Commercial Code and 253 and 262 of the Spanish Corporate Enterprises Act (“CEA”). The NFIS forms part of the management reports of the Company and the consolidated Group but is presented in a separate document, as permitted by the applicable regulations.

The NFIS, which is presented within the corporate sustainability report (“CSR”), has been verified by the external company Bureau Veritas.

The content of the NFIS is in accordance with the provisions of:

- Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (“**Directive 2013/34/EU**”), regarding sustainability reporting standards.
- Law 11/2018, of 28 December, amending the Commercial Code, the consolidated text of the Spanish Corporate Enterprises Act approved by Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, on Auditing, regarding non-financial information and diversity.
- Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment and amending Regulation (EU) 2019/2088, known as the EU Taxonomy Regulation.

Likewise, the requirements established in Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council as regards sustainability reporting standards have been taken into consideration.

The NFIS-CSR, approved by the board of directors on 20 February 2026, is available on the Company’s website ([www.ercros.es](http://www.ercros.es)).

### **Third**

**Approval of the delisting from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges of the shares representing the Company’s share capital and of the formulation by Bondalti Iberica S.L.U. of the consequent tender offer for the Company’s shares.**

#### **Delisting**

To approve the delisting from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the “**Spanish Stock Exchanges**”) and, consequently, the termination of trading through the Spanish Stock Exchange Interconnection System (“**SIBE**”), of all the shares representing the Company’s share capital; all in accordance with the provisions of article 65 of Law 6/2023, of 17 March, on Securities Markets and Investment Services (the “**LMVSI**”) and article 10 and related provisions of Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids (the “**Royal Decree 1066/2007**”).

The justification for the delisting is contained in the supporting explanatory report prepared by the board of directors of the Company on 27 May 2026, in compliance with the provisions of article 65.3 of the LMVSI, which has been made available to shareholders in connection with the notice of call of this general shareholders’ meeting.

## Tender offer for the Company's shares for delisting purposes

To take note of the resolutions adopted by the sole shareholder and the board of directors of Bondalti Iberica, S.L.U. (“**Bondalti**” or the “**Offeror**”), majority shareholder of the Company, to promote a takeover bid for the delisting of the Company's shares, all in accordance with the inside information notice published on 27 May 2026.

Consequently, to approve that the majority shareholder of the Company (Bondalti Iberica) launch a tender offer for the Company's shares in accordance with the provisions of article 65 of the LMVSI and article 10 of Royal Decree 1066/2007, on the occasion of the delisting of all the shares of the Company from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and, consequently, the termination of trading through the SIBE (the “**Offer**”), such Offer to be launched by the majority shareholder of the Company, namely Bondalti Iberica, in accordance with the following terms and conditions:

### Offeror

The offeror company is Bondalti Iberica, S.L.U., a limited liability company of Spanish nationality, holding Tax Identification Number (N.I.F.) B-70705728 and LEI number 213800OS115SWM3H6L38, with registered office at Calle de Roc Boronat, 147, Floor 10, 08018 Barcelona, registered with the Commercial Registry of Barcelona in Volume 49,143, Folio 97 and Sheet B-609334.

Bondalti Iberica is the holder of 70,615,637 shares of the Company, representing 77.23% of its share capital.

Bondalti Iberica is wholly owned, directly, by Bondalti Chemicals, S.A. and, indirectly, by its parent company, Bondalti Capital, S.A., both of which are, in turn, wholly owned by José de Mello Capital, S.A. (“**José de Mello Capital**”). Consequently, Bondalti Iberica is indirectly controlled by José de Mello Capital in accordance with the provisions of Spanish legislation (article 42 of the Commercial Code, article 4 of the LMVSI and article 4 of Royal Decree 1066/2007) and Portuguese legislation (article 21 of the Portuguese Securities Code, approved by Decree-Law No. 486/99, of 13 November).

### Securities to which the Offer is addressed

The Offer is addressed to all the shares of the Company, except for those shares whose holders vote in favour of the delisting at the forthcoming general shareholders' meeting and which, additionally, immobilise their shares of the Company until the expiry of the acceptance period of the Offer referred to in article 23 of Royal Decree 1066/2007.

Bondalti Iberica has agreed to vote in favour of the delisting and to immobilise all of the Company's shares held by it at that time (70,615,637 Company shares representing 77.23% of its share capital) until the end of the acceptance period of the Offer and, therefore, the Offer will not be addressed to such shares.

As there are no subscription rights, convertible or exchangeable bonds into shares, warrants or any other securities or instruments in the Company that may give entitlement, directly or indirectly, to the subscription or acquisition of shares of the Company, the Offer shall not be addressed to such securities or instruments.

### Consideration

In accordance with the provisions of article 10.3 of Royal Decree 1066/2007, the Offer is formulated as a sale and purchase transaction, the entire consideration consisting of cash, which shall be paid in cash at the time the Offer is settled.

The price of the Offer is 3.505 euros per share.

Such price complies with the criteria established in articles 9, 10.5 and 10.6 of Royal Decree 1066/2007.

The justification of the Offer price is detailed in the report issued by the board of directors of the Company dated 27 May 2026, all in accordance with the provisions of article 65.3 of the Securities Markets and Investment Services Act (“LMVSI”) and related legislation. The aforementioned report of the board of directors has been made available to shareholders at the time of the calling of this general shareholders’ meeting.

### Purpose

The Offer is formulated for the purpose of promoting the delisting of the shares of the Company from the Spanish Stock Exchanges and, consequently, the termination of trading through the SIBE.

### Absence of conditions

The effectiveness of the Offer is not subject to any condition. In any event, (a) the formulation of the Offer requires its prior approval by the general shareholders’ meeting of the Company under the terms set forth in the proposed resolution submitted by the board of directors of the Company for the consideration and approval of its shareholders, and (b) the Offer is subject to the mandatory authorisation of the National Securities Market Commission (“CNMV”).

### Squeeze-out and sell-out

In the event that, as a result of the Offer, the conditions set out in article 47.1 of Royal Decree 1066/2007 are met on the settlement date of the Offer, Bondalti Iberica intends to require the remaining holders of shares in the Company to sell their shares compulsorily at the same price as the Offer, namely at a price of 3.505 euros per share. Likewise, should the aforementioned conditions be met, any shareholder of the Company who so wishes may require Bondalti Iberica to compulsorily purchase all of their shares in the Company at the same Offer price indicated above.

## **Fourth**

### **Determination of the number of members of the board of directors at seven.**

In accordance with the provisions of articles 25 of the Articles of Association and 8 of the Regulations of the Board of Directors, which establish that the board shall be composed of a minimum of five members and a maximum of fifteen members and that the exact number of members shall be determined by the shareholders’ meeting, to determine the number of members of the board of directors of the Company at seven.

## **Fifth**

### **Removal of Mr Joan Casas Galofré as proprietary director.**

To remove, with immediate effect, **Mr Joan Casas Galofré** as proprietary director of the board of directors of Ercros.

The mandatory report of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed removal of Mr Casas Galofré is available on the Company's website ([www.ercros.es](http://www.ercros.es)).

## **Sixth**

### **Ratification of the appointment by co-optation of proprietary director Mr Antonio Valero Solanellas and his appointment for the legally established term.**

To ratify the current appointment of **Mr Antonio Valero Solanellas** as member of the board of directors by co-optation, approved by the board of directors at its meeting held on 7 April 2026, and to appoint him in the category of “proprietary” director for the legally established term of four years, following the favourable report issued by the appointments, remuneration, sustainability and corporate social responsibility committee.

The mandatory reports of the board of directors and of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed appointment by co-optation of Mr Valero Solanellas as proprietary director are available on the Company's website ([www.ercros.es](http://www.ercros.es)).

## **Seventh**

### **Ratification of the appointment by co-optation of executive director Mr João Maria Guimarães José de Mello and his appointment for the legally established term.**

To ratify the current appointment of **Mr João Maria Guimarães José de Mello** as member of the board of directors by co-optation, approved by the board of directors at its meeting held on 7 April 2026, and to appoint him in the category of “executive” director for the legally established term of four years, following the favourable report issued by the appointments, remuneration, sustainability and corporate social responsibility committee.

The mandatory reports of the board of directors and of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed appointment by co-optation of Mr Guimarães José de Mello as executive director are available on the Company's website ([www.ercros.es](http://www.ercros.es)).

## **Eighth**

### **Ratification of the appointment by co-optation of executive director Mr André Cabral Côte-Real de Albuquerque and his appointment for the legally established term.**

To ratify the current appointment of **Mr André Cabral Côte-Real de Albuquerque** as member of the board of directors by co-optation, approved by the board of directors at its meeting held on 7 April 2026, and to appoint him in the category of “executive” director for the legally established term of four years, following the favourable report issued by the appointments, remuneration, sustainability and corporate social responsibility committee.

The mandatory reports of the board of directors and of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed appointment by co-optation of Mr Cabral Côte-Real de Albuquerque as executive director are available on the Company’s website ([www.ercros.es](http://www.ercros.es)).

## **Ninth**

### **Appointment of Mr Luís Augusto Nesbitt Rebelo da Silva as executive director for the legally established term.**

To appoint **Mr Luís Augusto Nesbitt Rebelo da Silva** as “executive” director for the legally established term of four years.

The mandatory reports of the board of directors and of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed appointment of Mr Rebelo da Silva as executive director are available on the Company’s website ([www.ercros.es](http://www.ercros.es)).

## **Tenth**

### **Appointment of Mr Agustín Franco Blasco as executive director for the legally established term.**

To appoint **Mr Agustín Franco Blasco** as “executive” director for the legally established term of four years.

The mandatory reports of the board of directors and of the appointments, remuneration, sustainability and corporate social responsibility committee regarding the proposed appointment of Mr Franco Blasco as executive director are available on the Company’s website ([www.ercros.es](http://www.ercros.es)).

## **Eleventh**

### **Repeal of the shareholder remuneration policy approved by the board of directors on 9 May 2025 and ratified by the meeting held on 27 June 2025.**

In view of the existing corporate and economic circumstances, to approve the repeal of the current shareholder remuneration policy charged against the profits for the financial years 2025 to 2028, approved by the board of directors on 9 May 2025 and ratified by the meeting held on 27 June 2025, leaving it without effect as from the date of adoption of this resolution.

It is stated for the record that the repeal of the shareholder remuneration policy shall not affect any dividends or remuneration that may already have been paid to shareholders prior to the date of adoption of this resolution.

To grant powers to the board of directors, with express powers of substitution, with the broadest powers required by law for the interpretation, application, implementation and development of this resolution, as well as for the correction and supplementation thereof in all respects necessary, and being authorised to carry out any actions, declarations or formalities before any public or private body, entity or registry that may be necessary or appropriate for the full effectiveness of this resolution.

## **Twelfth**

### **Repeal of the directors' remuneration policy approved by the board of directors on 9 May 2025 and ratified by the meeting held on 27 June 2025.**

To approve, in accordance with the provisions of article 529 novodecies of the Spanish Corporate Enterprises Act ("CEA"), the repeal of the current directors' remuneration policy of the Company, approved by the board of directors on 9 May 2025 and ratified by the general shareholders' meeting held on 27 June 2025, leaving it without effect as from the date of adoption of this resolution.

The repeal of the remuneration policy is adopted for the purpose of adapting the remuneration system of the directors to the new composition of the board of directors, without prejudice to the approval of a new remuneration policy submitted for approval at this general shareholders' meeting under the following thirteenth resolution.

It is stated for the record that, until such time as a new remuneration policy is approved, the directors shall not accrue any remuneration whatsoever other than that resulting from the remuneration system provided for in the articles of association and which does not require the existence of a current remuneration policy.

To grant powers to the board of directors, with express powers of substitution, with the broadest powers required by law for the interpretation, application, implementation and development of this resolution, adopting any resolutions and signing any public or private documents that may be necessary or appropriate for its full effectiveness, including, in particular, the communication of this resolution to the National Securities Market Commission ("CNMV") and any other bodies as may be appropriate.

### **Thirteenth**

#### **Review and approval, as appropriate, of the new 2026 directors' remuneration policy.**

In accordance with the report and proposal prepared by the board of directors of the Company, to approve the new directors' remuneration policy of the Company under the terms resulting from the aforementioned report.

The aforementioned report of the board of directors regarding the proposed approval of the new 2026 directors' remuneration policy is available on the Company's website ([www.ercros.es](http://www.ercros.es)).

The text of the directors' remuneration policy, approved by the board of directors on 27 May 2026, and the report setting forth the grounds thereof, issued by the appointments, remuneration, sustainability and corporate social responsibility committee, held on the same date, are available on the Company's website ([www.ercros.es](http://www.ercros.es)).

### **Fourteenth**

#### **Advisory vote on the annual report on directors' remuneration corresponding to the financial year ended 31 December 2025.**

To submit to advisory vote the annual report on directors' remuneration corresponding to the financial year ended in 2025, which contains information regarding the directors' remuneration policy for the current year and the overall summary and individual detail of how the remuneration policy was applied during 2025, in accordance with the provisions of article 541.4 of the Spanish Corporate Enterprises Act ("CEA").

The annual report on directors' remuneration, approved by the board of directors on 20 February 2026, following the proposal of the appointments, remuneration, sustainability and corporate social responsibility committee held on 13 February 2026, is available on the Company's website ([www.ercros.es](http://www.ercros.es)).

### **Fifteenth**

#### **Delegation of powers to the board of directors and to the non-director secretary and deputy secretary thereof for the interpretation, correction, supplementation, execution and development of the resolutions adopted by the meeting, and delegation of powers for the execution as a public document and registration of the resolutions and, where appropriate, for their correction.**

To delegate to the board of directors and to the non-director secretary and deputy secretary thereof, with powers of substitution in favour of any of their members, all such powers as may be necessary for the purposes of interpreting, correcting, supplementing, executing and developing any of the resolutions adopted by the general shareholders' meeting, and for such purposes to carry out any modifications, amendments and additions that may be necessary or appropriate for the effectiveness and proper execution of such resolutions.

Likewise, to delegate indistinctly to any current member of the board of directors and to the non-director secretary and deputy secretary thereof all such powers as may be necessary for the purposes of formalising, registering and giving full effect to the resolutions adopted at this

general shareholders' meeting, being authorised to carry out any actions and formalities necessary for such purposes, in particular those required by Law 6/2023, of 17 March, on Securities Markets and Investment Services and supplementary provisions, and, for the aforementioned purposes, to sign and execute any public and private documents that may be necessary for the aforementioned purposes, and in particular the public deeds necessary for the full legal effectiveness of the foregoing resolutions, with express powers to correct therein, or in the documents formalising the same, any defects, errors or omissions that may have been incurred and which could prevent their total or partial registration with the Commercial Registry.

Likewise, it is proposed to authorise the chairman of the board of directors so that, without prejudice to the powers legally corresponding to the non-director secretary and deputy secretary of the board of directors, he may execute, where appropriate, any public or private documents necessary for the full legal effectiveness of the foregoing resolutions, being authorised to correct therein, or in the documents formalising the same, any defects, errors or omissions that may have been incurred and which could prevent their total or partial registration with the Commercial Registry.

Mr Pere Kirchner Baliu  
Non-member Secretary of the board of directors of Ercros

Barcelona, 27 May 2026

*In the event of any discrepancy between the English and Spanish versions of this document, the Spanish version shall prevail.*