



Annual Shareholders Meeting, May 23, 2023

Antiga Fábrica Estrella Damm, 12:00 am

Draft resolutions that the Board of Directors of SOCIEDAD ANÓNOMA DAMM submits for approval to the Ordinary and Extraordinary Annual Shareholders' Meeting to be held on Tuesday 23th of May, 2023.

ATTENDANCE, PROXY AND VOTING CARD

ATTENDING OR REPRESENTED SHAREHOLDER IDENTIFICATION

Name / Company name: _____

ID number/Tax Id. Number: _____

a) Attendant:

Attending Shareholder signature: _____

b) Proxy Representation:

I grant a proxy for my representation in order to exercise the rights to be heard and to vote associated to my shares in favour of Mr / Mrs _____, with ID number _____.

If you wish to provide any voting instructions to your proxy, please use the following table:

	Proposed Resolutions – Ordinary Annual Shareholders Meeting	For	Against	Abst.
1	Review and approval, as the case may be, of the Individual Annual Accounts of S.A. DAMM relating to calendar year 2022, which includes the Balance Sheet, Profit and Loss Account, Changes in Equity Statement, Cash Flow Statement and Annual Report, as well as the Management Report and Audit Report thereof.			
2	Review and approval of the proposed profits allocation.			

In the event of legal or voluntary proxy, you have to provide all required information about the person being is represented, such as name, surname, and copy of the ID card of the shareholder.

Without prejudice to shareholders' grouping rights, the right to attend to the Annual Shareholders meeting requires the ownership of registered shares for a nominal value of, at least, €5.000 and that they be registered in the relevant shareholders book at least five days before the day on which the Annual Shareholders' Meeting is to be held. Shareholders may attend the Annual Shareholders meeting personally or by a proxy. Shareholders may grant a proxy to another shareholder or to a third person solely in those cases provided for by Law and the Articles of Association.

3	Review and approval of the Consolidated Annual Accounts of S.A. DAMM relating to calendar year 2022, as well as the Management Report and Audit Report thereof.			
4	Review and approval of the Boards of Directors' management of the company during calendar year 2022.			
5	Review and approval of the No Financial Information Statement of year 2022.			
6	Re- appointment of DELOITTE as the Annual Accounts auditor of the Company and its consolidated company group for calendar year 2023.			
7	Accept the resignation tendered by D. Ernst Schröder from its position on the Board of Directors.			
8	Accept the resignation tendered by Dr. August Oetker from its position on the Board of Directors.			
9	Set the number of members of the Board of Directors.			
10	Re-appointment of D. Demetrio Carceller as member of the Board of Directors for a term of one (1) year.			
11	Re-appointment of D. Ramón Agenjo I Bosch as member of the Board of Directors for a term of one (1) year.			
12	Appointment of Mr. Rudolf Luis Schweizer as member of the Board of Directors for a term of one (1) year.			
13	Re- appointment of DISA CORPORACIÓN PETROLÍFERA, S.A as member of the Board of Directors for a term of one (1) year.			
14	Re- appointment of DISA FINANCIACIÓN S.A.U as member of the Board of Directors for a term of one (1) year.			
15	Re- appointment of SEEGRUND, B.V. as member of the Board of Directors for a term of one (1) year.			
16	Re-appointment of HARDMAN CERES, S.L. as member of the Board of Directors for a term of one (1) year.			
17	Approve, as the case may be, the amendment of Article 23 of the Articles of Association, regarding the remuneration system for the Board of Directors.			
18	Replacement of the Eighth (1) agreement recorded in the minutes of the General Shareholders' Meeting of June 25, 2019.			
19	Replacement of the Eighth (2) agreement recorded in the minutes of the General Shareholders' Meeting of June 25, 2019.			
20	Replacement of the Eighth (4) agreement recorded in the minutes of the General Shareholders' Meeting of June 25, 2019.			
21	Appointment, as the case may be, of two controllers so as to approve the Minute of the Annual Shareholders Meeting.			
22	Proxy and granting of powers to notarize the resolutions passed at the Annual Shareholders Meeting by a public deed.			

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