



## **INMOCEMENTO, S.A.**

### **FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING CALLED FOR JUNE 12, 2025, AT FIRST CALL OR, AS THE CASE MAY BE, ON JUNE 13, 2025, AT SECOND CALL**

#### **1. Annual accounts and corporate management:**

##### **1.1. Examination and approval, as the case may be, of the annual accounts and management reports, corresponding to fiscal year 2024, of INMOCEMENTO, S.A. and its Consolidated Group.**

It is proposed: "To approve the annual accounts and the management report for the fiscal year ended December 31, 2024 of INMOCEMENTO, S.A. (the "**Company**" or "**INMOCEMENTO**"), as well as those of its Consolidated Group. These documents have been favorably reported by the Audit and Control Committee and verified by the Company's Auditor."

##### **1.2. Examination and approval, if applicable, of the corporate management during fiscal year 2024.**

It is proposed: "To approve the management of the Board of Directors of the Company during the fiscal year ended December 31, 2024".

##### **1.3. Examination and approval, as the case may be, of the statement of non-financial information corresponding to fiscal year 2024 and forming part of the consolidated management report.**

It is proposed: "To approve the consolidated statement of non-financial information for the year December 31, 2024, which is an integral part of the consolidated management report for the year ended December 31, 2024. This document has been verified by an independent expert".

##### **1.4. Examination and approval, the case may be, of the proposal for the application of the profit for fiscal year 2024.**

In view of the profit shown in the profit and loss account for the Company's fiscal year ended December 31, 2024, it is proposed:

"To apply the result of fiscal year 2024, with a loss of 630,918.01 euros, to offset negative results of previous years."

#### **2. Ratification of the categories of Board Members:**

The categories of the directors forming the Board of Directors of INMOCEMENTO were determined in accordance with the definitions contained in the Regulations of the Board of Directors and in Article 529 duodecies of the Capital Companies Act, having been ratified by the Appointments and Remuneration Committee. In this regard, it is proposed to the General Meeting of the Company to ratify the categories to which the members of the Board of Directors of INMOCEMENTO are currently assigned.



The identity, curriculum vitae and the category to which each of the members of the Board of Directors belongs, as well as the corresponding report of the Appointments and Remuneration Committee are available to shareholders on the Company's corporate website.

**2.1 Ratification of the category of proprietary director of Mr. Juan Rodríguez Torres.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Mr. Juan Rodríguez Torres".

**2.2 Ratification of the category of proprietary director of Mr. Gerardo Kuri Kaufmann.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Mr. Gerardo Kuri Kaufmann".

**2.3 Ratification of the category of proprietary director of Ms. Alicia Alcocer Koplowitz.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Ms. Alicia Alcocer Koplowitz".

**2.4 Ratification of the category of executive director of Mr. Pablo Colio Abril.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.1 of the Capital Companies Act, the category of executive director of Mr. Pablo Colio Abril".

**2.5 Ratification of the category of proprietary director of Mr. Carlos Slim Helú.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Law, the category of proprietary director of Mr. Carlos Slim Helú".

**2.6 Ratification of the category of proprietary director of Ms. Esther Alcocer Koplowitz.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Ms. Esther Alcocer Koplowitz".

**2.7 Ratification of the category of proprietary director of Mr. Alejandro Aboumrads González.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Mr. Alejandro Aboumrads González".



**2.8 Ratification of the category of proprietary director of Ms. Esther Koplowitz Romero de Juseu.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.3 of the Capital Companies Act, the category of proprietary director of Ms. Esther Koplowitz Romero de Juseu".

**2.9 Ratification of Ms. Gisselle Morán Jiménez as independent director.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.4 of the Capital Companies Act, the category of independent director of Ms. Gisselle Morán Jiménez".

**2.10 Ratification of the category of independent director of Mr. Álvaro Vázquez de Lapuerta.**

It is proposed: "To ratify, following a report from the Appointments and Remuneration Committee, and in accordance with the provisions of article 529 duodecies.4 of the Capital Companies Act, the category of independent director of Mr. Álvaro Vázquez de Lapuerta".

**2.11 Fixing from number of members of the Board of Directors of INMOCEMENTO, S.A. Board of INMOCEMENTO, S.A.**

It is proposed: "Within the minimum and maximum number determined in the Company's Bylaws, to set the number of members of the Board of Directors of the Company at ten (10)".

**3. Remuneration of the members of the Board of :**

**3.1 Submission to a consultative vote of the Annual Report on Directors' Remuneration for fiscal year 2024.**

In accordance with the provisions of Articles 541 of the Capital Companies Act, 34.10 of Bylaws and 28.3 of the Regulations of the Board of Directors, the Board must prepare an annual report on the remuneration of the directors. At its meeting held on February 24, 2025, the Company's Board of Directors, following a favorable report from the Appointments and Remuneration Committee, approved the Annual Report on Directors' Remuneration, which was published as Other Relevant Information on the website of the National Securities Market Commission on February 26, 2025 and has been made available to shareholders on the Company's website from the time of publication of the notice of the call to the General Shareholders' Meeting.

Based on the foregoing, it is proposed: "To approve, on a consultative basis, the Annual Report on INMOCEMENTO's Directors' Remuneration for fiscal year 2024".

**3.2 Ratification and approval of the Directors' Remuneration Policy.**

Pursuant to the provisions of the Capital Companies Act, the General Shareholders' Meeting of listed companies is responsible for approving the remuneration policy for their directors, as a separate item on the agenda and for its application for a maximum period of three fiscal years. In this regard, the sole shareholder of



INMOCEMENTO approved the current Directors' Remuneration Policy for the remainder of fiscal year 2024 following the admission to trading of the Company's shares on the Spanish Stock Exchanges and for fiscal years 2025 and 2026, and without prejudice to its application from the time of the aforementioned admission to trading of the Company's shares on the Spanish Stock Exchanges, it is submitted for approval and ratification by the Ordinary General Shareholders' Meeting, as this is the first General Shareholders' Meeting of the Company since INMOCEMENTO became a listed company.

The Remuneration Policy sets out the principles, structure and content of the remuneration package for directors (both in their capacity as such and for the performance of executive functions) and has been prepared in accordance with the provisions of Articles 217 and 529 novodecies of the Capital Companies Act, 34 of the Bylaws and 28 of the Regulations of the Board of Directors.

Within the framework of the foregoing, it is proposed: "To ratify the content and approve the Company's Directors' Remuneration Policy applicable for fiscal years 2024, 2025 and 2026, the text of which has been made available to the shareholders since the date of publication of the notice of call of the General Meeting together with the reasoned proposal of the Board of Directors and the report of the Appointments and Remuneration Committee."

**4. Ratification and approval of the General Meeting Regulations approved by decision of the sole shareholder of INMOCEMENTO, S.A. on October 28, 2024.**

Pursuant to the provisions of Article 512 of the Capital Companies Act, the General Shareholders' Meeting must have a specific regulation that covers all matters that concern the General Shareholders' Meeting, respecting the provisions of the Law and the Bylaws. In this regard, on October 28, 2024, the sole shareholder of INMOCEMENTO approved the current Regulations of the General Shareholders' Meeting, which were registered in the Mercantile Registry of Barcelona on November 7, 2024 and are applicable as from the admission to trading of the Company's shares on the Spanish Stock Exchanges.

Based on the foregoing, it is proposed: "To ratify the content and approve the Regulations of the General Shareholders' Meeting of the Company in same terms of the current Regulations of the General Shareholders' Meeting and which have also been included in the Report of the Board of Directors and which is available to the shareholders on the corporate website".

**5. Authorization to the Board of Directors, with powers of substitution, to increase, once or several times, the capital stock by means of monetary contributions, in accordance with Article 297.1.b) of the Capital Companies Law, up to half the amount of the capital stock, within a maximum period of 5 years, and with the power, if applicable, to exclude the preemptive subscription right up to a maximum of 20% of the capital stock.**

It is proposed: "To authorize the Board of Directors of INMOCEMENTO, S.A. ("INMOCEMENTO" or the "Company"), in accordance with the provisions of Article 297.1.b) of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010 (the "Capital Companies Act") and as broadly as legally necessary, to increase, once or several times, the share capital of the Company by means of monetary contributions, in a maximum nominal amount up to 50% of the share capital as of the date of this authorization, without the need for a call or subsequent resolution of the General Meeting.



The capital increase or increases, if any, that may be agreed, must be carried out within a maximum period of 5 years from the date of adoption of this resolution by the General Shareholders' Meeting.

capital increase or increases, if any, will be carried out through the issuance and circulation of new shares, ordinary or any other admitted shares, with or without an issue premium and with or without voting rights, the consideration for the new shares consisting of cash contributions.

It is also resolved to authorize the Board of Directors of INMOCEMENTO so that, in all matters not provided for, it may establish the terms and conditions of the capital stock increases and the characteristics of the new shares, as well freely offer the new unsubscribed shares within the term or terms for the exercise of the pre-emptive subscription right. The Board of Directors shall be empowered, by virtue of this authorization, to establish that, in the event of incomplete subscription, the share capital of INMOCEMENTO shall be increased only by the amount of subscriptions made in accordance with the provisions Article 311.1 of the Capital Companies Act. In turn, the power is delegated to redraft the article of the Company's Bylaws relating to the Company's capital stock, once the corresponding capital increase resolution has been agreed and executed.

By virtue of this authorization, the Board of Directors is also authorized to carry out all the necessary formalities before any public and/or private bodies so that the new shares subject to the capital increase are admitted to trading on the Spanish Stock Exchanges or on any other regulated or unregulated, domestic or foreign markets, on which the Company's shares are listed, and to carry out the necessary formalities and actions to obtain such admission to trading, in accordance with the procedures established in each of such markets, and to request the registration of the new shares in the accounting records of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or such other entity as may be appropriate.

The Board of Directors is expressly empowered to exclude, in whole or in part, the preemptive subscription right in accordance with the provisions of Article 308, in connection with Article 506 of the Capital Companies Act, up to a maximum nominal amount, in , equal to 20% of the share capital at the time of this authorization in connection with all or any of the issues agreed upon on the basis of this authorization.

In any case, if the Board of Directors decides to suppress the pre-emptive subscription right in relation to any or all of the aforementioned capital increases, it shall issue a report detailing the specific reasons of corporate interest justifying such measure and the type of issue proposed, which shall be accompanied, if mandatory in accordance with the applicable regulations, by the corresponding report of an independent expert other than the auditor. These reports would be made available to the shareholders and communicated to the first General Meeting to be held after the capital increase resolution.

The Board of is expressly authorized, pursuant to the provisions of Article 249 bis.1) of the Capital Companies Act, to subdelegate (with the power of substitution when appropriate) to the director or directors it deems appropriate, each and every one of the delegable powers conferred on the Board of Directors by virtue of this resolution, all without prejudice to the powers of attorney that may be granted for the specific acts of execution.



It is hereby stated for the record that the Board of Directors has made available to the shareholders the corresponding directors' report justifying the proposed authorization to increase the capital stock."

**6. Reduction of the period for calling extraordinary general meetings.**

Article 515 of the Corporations Law allows for a reduction of the notice period for Extraordinary General Meetings to at least fifteen days in advance, provided that the Company allows all its shareholders to vote by electronic means and that such reduction is agreed at an Ordinary General Meeting with the favorable vote of shareholders representing at least two thirds of the subscribed voting capital stock. The Law provides that the resolution to reduce the term will only be in force until the date of the next Ordinary General Meeting.

Based on the foregoing, it is proposed: "To approve, in accordance with the provisions of Article 515 of the Capital Companies Act, that Extraordinary General Shareholders' Meetings may be called, where appropriate, at least fifteen days in advance. This resolution shall be effective until the date of the next Ordinary General Meeting of the Company."

**7. Delegation for the development, elevation to public, registration, correction and execution of the resolutions adopted.**

It is proposed: "To empower the Board of Directors, the Secretary (non-Board Member) and the Vice-Secretary (non-Board Member) of the Board of Directors and the members of the Board as broadly as necessary in Law, so that any of them may, jointly and severally, interpret, correct, complement, execute and develop the resolutions adopted at this Meeting, as well as to: (i) elevate the aforementioned resolutions to the public and agree on all that is necessary for their development and compliance; (ii) raise the aforementioned resolutions to the public and agree on all that is necessary for their development and fulfillment: (i) elevate the aforementioned resolutions to a public document and agree on everything necessary for their development and compliance; (ii) sign as many public or private documents as may be necessary or convenient, and carry out as many actions as may be convenient for their execution, including the publication of legal notices, before any public or private bodies or authorities, until they are registered in the Mercantile Registry or any other, and may even grant deeds of ratification, rectification, correction and clarification, in view of the verbal suggestions or the written qualification of the corresponding registrar -and may even proceed to request the partial registration of the registrable resolutions- and of any other competent public or private body; and (iii) draw up such public or private documents as may be necessary or appropriate and carry out such formalities as may be pertinent before the CNMV, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), the Governing Companies of the Stock Exchanges and any other public or private body, entity or registry, both national and international, in order to execute and bring to a successful conclusion the resolutions approved, as well as to process the files and documentation of any kind that may be necessary before public or private bodies and, in general, for any actions relating to the resolutions adopted at this General Shareholders' Meeting.

The Board of Directors is expressly authorized, pursuant to the provisions of Article 249 bis.1) of the Capital Companies Act, so that it may subdelegate (with the power of substitution when appropriate) to the director or directors it deems appropriate, each and every one of the powers granted to the Board of Directors by virtue of this resolution."

**8. Information to the General Meeting on the approval of the Regulations of the Board of on November 7, 2024.**

The Board of Directors informs , at its meeting held on November 7, 2024, and pursuant to the provisions of Article 528 of the Capital Companies Law, it approved



The Regulations of the Board of Directors of the Company in order to include the main aspects of the composition, operation and competencies of the Board of Directors and its Committees, having been registered in the Mercantile Registry of Barcelona on November 15, 2024.

In order to explain the content of the Board Regulations, the Board of Directors has approved the Report which is available to the Company's shareholders on the corporate website.

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