

**PLÁSTICOS COMPUESTOS, S.A.**

**PROPOSAL OF RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS**

- 1. Ratification of the valid constitution of the Ordinary General Shareholders' Meeting, the agenda and the offices of Chairman and Secretary.**

*Proposed agreement*

To ratify the valid constitution of the ordinary general shareholders' meeting, its agenda and the offices of chairman and secretary for the meeting.

- 2. Examination and approval, if appropriate, of the annual accounts and management report for the year ended 31 December 2021.**

*Proposed agreement*

To approve the annual accounts of the Company for the year ended 31 December 2021, comprising the balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements, all in ordinary form, as prepared by the board of directors and verified by the Company's auditor as set out in the relevant auditor's report.

To approve the management report for the year ended 31 December 2021, as prepared by the board of directors. The annual accounts and the management report were made available to shareholders at the registered office and on the Company's website prior to the date of publication of the announcement of the call to meeting.

- 3. Approval of the proposal for the appropriation of the result for the year ended 31 December 2021.**

*Proposed agreement*

From the approved profit and loss account it appears that the Company, during the year ended 31 December 2021, has obtained a negative result (loss) of 367,807 euros, which is resolved to be applied in accordance with the proposal made by the board of directors and, consequently, as follows:

- 367,807 € to the "Prior years' losses" account.

- 4. Examination and approval of the management and performance of the Board of Directors and its audit committee during the financial year 2021.**

*Proposed agreement*

To approve the management of the members of the board of directors and all acts performed by the board of directors and its audit committee during the financial year ended 31 December 2021.

- 5. Approval of the remuneration of the members of the Board of Directors for the financial years 2022 and 2023.**

*Proposed agreement*

In application of the statutory remuneration system, it is resolved to set the maximum remuneration of the members of the Board of Directors of the Company at four hundred and twenty thousand euros (€420,000) for the performance of their duties in their capacity as such for the financial year ending 31 December 2022.

In application of the statutory remuneration system, it is resolved to set the maximum remuneration of the members of the Board of Directors of the Company at four hundred and twenty thousand euros (€420,000) for the performance of their duties in their capacity as such for the financial year ending 31 December 2023.

**6. Ratification of the appointment of Mr. Guillermo Ferrer Sistach as independent director by the co-optation system as a result of the vacancies that have occurred since the last General Shareholders' Meeting to date.**

*Proposed agreement*

Ratification of the appointment by co-optation of Mr Guillermo Ferrer Sistach, who was appointed as a director by resolution of the Board of Directors of the Company on 22 September 2021, to fill the vacancy existing on the Board of Directors. In accordance with the foregoing, it is resolved to ratify the resolution to appoint Mr Guillermo Ferrer Sistach by the co-optation system and to elect him as a member of the Board of Directors, as an independent director, for the statutory term of four (4) years, effective as from the date of adoption of this resolution. It is expressly stated for the record that in this case the provisions of the Capital Companies Act do not apply in relation to the appointment of directors by cooptation.

For the appropriate purposes, it is also expressly stated that Mr. Guillermo Ferrer Sistach accepted his position at the time of his appointment by cooptation. Also present at this act, Mr. Guillermo Ferrer Sistach. Guillermo Ferrer Sistach ratifies his acceptance of the position to which he has been appointed, undertaking to perform his duties faithfully and diligently and declares that he is not subject to any of the causes of incapacity or incompatibility established by law and, in particular, those set forth in the revised text of the Capital Companies Act, in Act 3/2015, of 30 March, regulating the exercise of the High Office of the General State Administration and in the other applicable provisions (including, without limitation, autonomous community legislation), and signs below as a sign of acceptance:

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D. Guillermo Ferrer Sistach

**7. Appointment of a member of the Board of Directors.**

*Proposed agreement*

It is resolved to appoint Ms. Nuria Matellán Martín, with professional address at carrer Basters 15, 08184 Palau Solità i Plegamans (Barcelona), DNI 45680854W, as a member of the Company's board of directors for the statutory term of four (4) years. As a result of this appointment, the Board of Directors of the Company will comprise nine (9) members.

D. Nuria Matellán Martín, present at this act, accepts the appointment made in her favour, undertaking to perform her duties faithfully and diligently and declares that she is not affected by any of the causes of incapacity or incompatibility established by law and, in particular, those set forth in the revised text of the Capital Companies Act, in Act 3/2015, of 30 March, regulating the exercise of senior positions in the General State Administration and in other applicable provisions (including, without limitation, regional legislation) and signs below as a sign of acceptance:

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D. Nuria Matellán Martín

**8. Authorisation for the purposes of Article 146 of the Capital Companies Act for the**

## **possible acquisition of treasury stock**

### *Proposed agreement*

To authorise and empower the Board of Directors, with power of substitution, for the derivative acquisition of the Company's own shares, in accordance with the provisions of article 146 of the Capital Companies Act, on the following terms:

1. Acquisitions may be made directly by the Company.
2. Acquisitions may be made by purchase and sale, exchange or any other legally permitted transaction.
3. The maximum number of shares that may be acquired shall be the maximum number permitted by law.
4. The minimum price of the shares shall be their nominal value and the maximum price shall not exceed 110% of their quoted price on the date of acquisition.
5. The shares acquired may subsequently be disposed of on such terms and conditions as may be freely determined.
6. This authorisation is granted for a maximum period of 5 years from the adoption of this agreement.

For the purposes of the provisions of article 146 of the Capital Companies Act, it is expressly stated for the record that the shares acquired under this authorisation may be, in whole or in part, delivered directly to the employees or directors of the Company or of the companies belonging to its Group, or as a result of the exercise of option rights held by them or others contemplated in incentive plans that may be approved. Likewise, the shares acquired as a result of this authorisation may be used, in whole or in part, both for their disposal or redemption and for the achievement of potential corporate or business operations or decisions, as well as for any other legally possible purpose.

To rescind, as from the approval of this resolution, the resolutions previously approved by the General Meeting of Shareholders regarding the acquisition of treasury shares.

## **9. Delegation of powers.**

### *Proposed agreement*

Expressly empower each and every one of the directors (in office from time to time), as well as the non-director secretary and non-director vice-secretary (in office from time to time), in the broadest terms and with express power of substitution, so that, jointly and severally, that is, any of them acting indistinctly on behalf and in representation of the Company, they may carry out all the necessary formalities and actions; to execute such public or private documents, including those for correction and rectification in the broadest terms, as may be necessary to convert the resolutions adopted into public deeds; and to take such steps as may be necessary for the execution and successful completion of the resolutions and their registration, in whole or in part, where appropriate, in the corresponding public registers.

## **10. Questions and Answers**

*[Depending on the interventions of those attending the meeting, if any].*

## **11. Drafting, reading and, where appropriate, approval of the minutes.**

*[Approve the minutes of the meeting].*