

## **PLÁSTICOS COMPUESTOS, S.A.**

### **PROPOSED RESOLUTIONS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

- 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 positions of Chairman and Secretary for the meeting.

- 2. Examination and approval, if applicable, of the annual financial statements and management report for the year ended December 31, 2022.**

#### *Proposed Agreement*

To approve the Company's financial statements for the year ended December 31, 2022, comprising the balance sheet, income statement, statement of changes in equity, statement of cash flows and notes, all in ordinary form, as prepared by the Board of Directors and verified by the Company's auditor as per the corresponding auditor's report.

To approve the management report for the year ended December 31, 2022, as prepared by the Board of Directors. The annual accounts and the management report were made available to the shareholders, both at the Company's registered office and on the Company's website, prior to the date of publication of the notice of meeting.

- 3. Approval of the proposed appropriation of income for the year ended December 31, 2022.**

#### *Proposed Agreement*

The approved profit and loss account shows that the Company, during the year ended December 31, 2022, has obtained a negative result (loss) of 1,349,632 euros, which is resolved to be applied in accordance with the proposal made by the Board of Directors and, consequently, as follows:

- 1,349,632 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 fiscal year 2022.**

#### *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 fiscal year ended December 31, 2022.

- 5. Approval of the remuneration of the members of the Board of Directors for the fiscal year 2024.**

*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 ONE HUNDRED FORTY-EIGHT THOUSAND FIVE HUNDRED EUROS (€148,500.00) for the performance of their duties in their capacity as such for the fiscal year ending December 31, 2024.

**6. Re-election of Ms. Sandra Duch Balust as member of the Board of Directors.**

*Proposed Agreement*

Due to the expiration of the statutory term, it is resolved to re-elect and, where necessary, appoint as member of the Board of Directors of the Company, for the statutory term of four (4) years and effective as of the present date, Ms. Sandra Duch Balust, of legal age, Spanish nationality, domiciled for these purposes at Carrer Basters 15, Palau Solità i Plegamans (Barcelona).

Ms. Sandra Duch Balust, present in this act, accepts the position for which she has been re-elected, promising to fulfill it well and faithfully and declaring not to be incurring in any legal or statutory prohibition, incapacity or incompatibility, in particular, those contained in Law 3/2015, of March 30, or in any other applicable legal provision of national or autonomous character.

**7. Appointment of the Company's auditor for fiscal years 2023, 2024 and 2025.**

*Proposed Agreement*

It is resolved to appoint Ernst & Young, S.L. as the Company's auditor for a period of three (3) years, that is, to audit the individual annual accounts of the Company for fiscal years 2023, 2024 and 2025, domiciled at Calle Raimundo Fernandez Villaverde, 65, Madrid (Spain), with tax identification number B78970506, registered in the Mercantile Registry of Madrid in Volume 12,749, Book 0, Folio 215, Section 8, Page M-23,123, and registered in the Official Registry of Account Auditors (ROAC) under number S0530.

Ernst & Young, S.L., will accept the position by means of a separate document that will be attached to the certification of the Minutes for its inscription in the Mercantile Registry.

**8. Authorization to the Board of Directors so that, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, it may increase the capital on one or more occasions and at any time, within a period of 5 years, by means of monetary contributions and in a maximum nominal amount of 3,646,710 euros. Delegation for the exclusion of the pre-emptive subscription right, in accordance with the provisions of Article 506 of the Capital Companies Act.**

*Proposed Agreement*

It is resolved to empower the Board of Directors, as broadly as may be necessary in Law, so that, pursuant to the provisions of Article 297.1.b) of the Capital Companies Act, it may resolve to increase the share capital once

or several times up to a specific amount at the time and in the amount it may decide, in accordance with the following conditions:

- (i) The capital stock may be increased once or several times within a maximum period of five (5) years from the date of this Meeting.
- (ii) **Maximum amount:** The maximum total amount of the capital increase or increases agreed under this authorization shall not exceed the maximum amount of €3,646,710, which is half of the current capital stock of the Company rounded down.
- (iii) **Scope:** Capital increases under this authorization will be carried out through the issuance and placement into circulation of new shares - with or without a premium- the consideration for which will consist of cash contributions. In relation to each increase, the Board of Directors will be responsible for deciding whether the new shares to be issued are ordinary or non-voting. The Board of Directors may also determine, in all matters not provided for, the terms and conditions of the capital increases and the characteristics of the shares, as well as freely offer the new unsubscribed shares within the period or periods for exercising the pre-emptive subscription right.
- (iv) **Incomplete increase: Pursuant to the** provisions of Article 311.1 of the Capital Companies Act, the Board of Directors may also establish that, in the event of incomplete subscription, the capital shall be increased only by the amount of the subscriptions made.
- (v) **Amendment of the Bylaws:** By virtue of this authorization, the Board of Directors is empowered to redraft, if necessary, the article of the Bylaws relating to capital stock, once the increase has been agreed upon and executed.
- (vi) **Exclusion of pre-emptive subscription rights.** Likewise, in relation to capital increases carried out under this authorization, the Board of Directors is empowered to exclude, in whole or in part, the pre-emptive subscription right under the terms of Article 506 of the Capital Companies Act, although this power shall be limited to capital increases carried out under this delegation up to the maximum amount corresponding to 20% of the Company's share capital at the time of this authorization rounded down (i.e., up to 1,458,684 euros).

Capital increases carried out by the Company to cover the conversion of fixed income securities or warrants issued under the authorizations granted by the General Shareholders' Meeting in force from time to time for the issuance of this type of financial instruments shall be considered to be included in the maximum limits set forth in this authorization, it being understood that in those issues in which, pursuant to articles 417 and 511 of the Capital Companies Act, the preemptive subscription right is excluded, the limit indicated in the preceding paragraph shall also apply.

The Company shall request, where appropriate, the admission to trading of the shares issued by virtue of this authorization on BME Growth and EURONEXT, as well as on foreign markets as appropriate, and the Board of

Directors shall also be empowered to carry out, in such case, the procedures and actions necessary for such admission to trading before the competent bodies of the different domestic or foreign securities markets.

The board of directors is authorized to delegate (with the power of substitution when appropriate) to any director with delegated powers, the powers conferred by virtue of this resolution that may be delegated, all without prejudice to the powers of attorney that exist or may be conferred in relation to the contents of this resolution.

**9. Authorization to the Board of Directors to issue securities convertible into shares of the Company within a period of 5 years. Establishment of criteria for determining the bases and modalities of conversion and attribution of powers to increase capital. Delegation for the exclusion of the pre-emptive subscription right, in accordance with the provisions of Article 506 of the Capital Companies Act.**

*Proposed Agreement*

It is resolved to empower the Board of Directors, as broadly as is legally necessary to:

- (i) that, in accordance with the provisions of the general rules on the issuance of debentures and pursuant to the provisions of Article 319 of the Mercantile Registry Regulations, may be issued:
  - debentures, bonds, preferred participations and other fixed-income securities or debt instruments of a similar nature in any form permitted by law, convertible into shares of the Company, including warrants or other similar securities that may directly or indirectly entitle the holder to subscribe shares of the Company, payable by physical delivery or by differences;
  - at one or more times, at any time, within a period of 5 years from the date of this meeting;
- (ii) determine, for each issue, (a) its amount, always within the aforementioned overall quantitative limit; (b) the place of issue - domestic or foreign- and the currency or currency and, in the case of foreign currency, its equivalence in Euros; (c) the denomination, whether bonds, debentures, preferred shares or any other denomination permitted by law; (d) the date or dates of issue; (e) whether the securities are necessarily, contingently or voluntarily convertible, and, if voluntarily convertible, at the option of the holder of the securities or of the issuer; (f) the interest rate, dates and procedures for payment of the coupon; (g) whether the securities are redeemable or not (including, if applicable, the possibility of redemption by the issuer) and, if applicable, the terms and conditions of redemption (total or partial), whether they are perpetual or forward and, in the latter case, the maturity date; (h) the type of redemption, premiums and lots; (i) the guarantees, including mortgages; (j) the form of representation, by

means of securities or book entries; (k) the number of securities and the number of shares, including mortgages; (l) the type of securities, including mortgages, and, in the case of the latter, the maturity date; (k) the number of securities and their par value, which, in the case of convertible securities, shall not be less than the par value of the shares; (l) the preemptive subscription right, if any, and subscription regime; (m) the applicable legislation, whether domestic or foreign; (n) request, as the case may be, the admission to trading on secondary markets or official or unofficial trading centers, organized or not, domestic or foreign, of the securities to be issued with the requirements established in each case by current legislation, and, in general, any other condition of the issue (the foregoing list of powers being, therefore, enunciative and not limitative in nature), as well as, where applicable, appointing the Chairman of the Board of Directors and, where applicable, the Secretary of the Board of Directors, when applicable, to appoint the Commissioner and approve the fundamental rules that shall govern the legal relations between the Company and the Syndicate of holders of the securities to be issued, if any, and to appoint and, to the extent necessary, remove all those persons or entities that must participate in the issues, including underwriters, listing and paying agents, etc., and to formalize with such entities such contracts, agreements or other documents as may be necessary, fixing their commissions or the terms of their remuneration;

- (iii) likewise, to decide, in each case, on the conditions of redemption of the securities issued in use of this authorization, being able to use, to the extent applicable, the means of redemption referred to in Article 430 of the Capital Companies Act or any others that may be applicable. Likewise, the Board of Directors is empowered, when it deems appropriate, and subject to obtaining the necessary official authorizations and, if applicable, the approval of the Meetings of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the redemptions of the securities issued and their respective term and the interest rate, if any, accrued by those included in each of the issues made under this authorization;
- (iv) pursuant to the provisions of Articles 308, 417 and 511 of the Capital Companies Act, to exclude, in whole or in part, the pre-emptive subscription rights of the shareholders when this is required in order to raise financial resources on domestic and/or international markets, to use techniques for prospecting demand or when otherwise justified by the Company's interest in the context of a specific issue of convertible securities, and in the event of deciding to make use of this power to exclude the pre-emptive subscription rights, it must, at the time of approving the issue and in accordance with the applicable regulations, draw up a report detailing the specific reasons for such measure, which may be the subject of a corresponding report from an independent expert (other than the statutory auditor), at the time of approving the issue and in accordance with the applicable regulations, draw up a report detailing the specific reasons of corporate interest justifying such measure, which may be subject to the correlative report of an independent expert (other than the Company's auditor), appointed by the Mercantile Registry, when voluntarily requested by the Company

or required by the applicable regulations, as referred to in Articles 414, 417 and 511 of the Capital Companies Act. The directors' report and, if applicable, the independent expert's report shall be made available to the shareholders and communicated to the first general meeting held after the issue resolution, and shall be immediately included on the Company's corporate website;

- (v) increase the share capital by the amount necessary to meet the conversion requests, and may exercise this power to the extent that the board, adding the capital to be increased to meet the convertible bond issue and, if applicable, the remaining capital increases agreed under the authorizations granted by the shareholders' meeting, does not exceed the limit of one half of the share capital figure provided for in Article 297.1.b) of the Capital Companies Act or 20% of said total amount of share capital in the event that the issue of convertible securities excludes the shareholders' pre-emptive subscription rights. This authorization to increase the capital includes the authorization to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion, as well as the authorization to redraft the article of the Articles of Association relating to the amount of the capital and, if applicable, to cancel the part of the capital increase that has not been necessary for the conversion into shares; and
- (vi) to request, where appropriate, the admission to trading on secondary markets or official or unofficial trading centers, whether organized or not, domestic or foreign, of the securities issued by virtue of this delegation, empowering the Board of Directors to carry out the necessary formalities and actions for admission to trading before the competent bodies of the various domestic or foreign securities markets.

The Board of Directors shall report, at successive General Meetings held by the Company, on the use made to date of this delegation.

For the purposes of the provisions of Article 414 of the Capital Companies Law and as regards the issue of securities convertible into new shares of the Company, the following bases and modalities of the conversion are established:

- (i) The securities issued under this agreement may be convertible into new shares of the Company in accordance with a fixed (determined or determinable) or variable conversion ratio (which may include maximum and/or minimum limits on the conversion price), the board of directors being authorized to determine whether they are necessarily, contingently or voluntarily convertible, and in the event that they are voluntarily convertible, at the option of the holder or the issuer, the frequency and term, which will be established in the issuance agreement. The aforementioned maximum term shall not apply to perpetual securities that are convertible.
- (ii) In the event that a fixed conversion ratio is established, for the purposes of conversion, the fixed income securities will be valued at

their nominal amount and the shares at the exchange rate determined in the resolution of the Board of Directors in which this delegation is used, or at the exchange rate determinable on the date or dates indicated in the Board resolution itself, and based on the listed value of the Company's shares on the date or dates or period or periods taken as a reference in the same resolution, with or without premium or with or without discount, and in any case with a minimum that may not be less than the greater of (a) the average change (whether arithmetic or weighted) of the shares on BME Growth or EURONEXT, according to the closing quotations, average quotations or other quotation reference, during a period to be determined by the Board, not more than three months nor less than three calendar days, prior to the date of the Board of Directors' meeting which, making use of this delegation, approves the issue of the securities; and (b) the exchange of the shares on BME Growth itself or on EURONEXT according to the closing price on the day prior to the adoption of the aforementioned issuance resolution.

- (iii) In the event that it is agreed to issue the convertible fixed-income securities with a variable conversion ratio, the price of the shares for conversion purposes will be the average (either arithmetic or weighted) of the closing prices, average prices or other quotation reference of the Company's shares on BME Growth or EURONEXT during a period to be determined by the Board of Directors, not exceeding three months and not less than three calendar days, which must end no later than the day before the conversion date, if applicable, with a premium or discount on such price per share. The premium or discount may be different for each conversion date of each issue (or, as the case may be, each tranche of an issue), although if a discount on the price per share is established, it may not exceed 30%. In addition, a minimum and/or maximum reference price of the shares may be established for the purposes of their conversion, under such terms as the Board may deem appropriate.
- (iv) The Board of Directors may establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into newly issued shares or their exchange for outstanding shares, specifying the nature of the shares to be delivered at the time of the conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares. In any case, the issuer must respect the equality of treatment among all the holders of the fixed income securities converted or exchanged on the same date.
- (v) In the event of conversion, any fractions of shares to be delivered to the holder of the debentures shall be rounded down to the next lower whole number. The Board of Directors shall be responsible for deciding whether or not to pay each holder in cash the difference that may arise in such case.
- (vi) In no case may the value of the share for the purposes of the conversion ratio of debentures into shares be less than its par value. Pursuant to Article 415.2 of the Capital Companies Law, debentures

may not be converted into shares when the par value of the debentures is less than the par value of the shares. Nor may convertible debentures be issued for less than their par value.

At the time of approving an issue of convertible securities under the authorization granted by the Shareholders' Meeting, the Board of Directors shall issue a Directors' report developing and specifying, based on the criteria described above, the bases and modalities of the conversion specifically applicable to the aforementioned issue. This report shall be accompanied, when the Company deems it appropriate or when so required by the applicable regulations, by the report of an independent expert (other than the Company's auditor) referred to in Articles 414, 417, 510 and 511 of the Capital Companies Act. These reports shall be made available to the shareholders and communicated to the first general meeting to be held after the adoption of the issue resolution and shall be included on the Company's corporate website.

The foregoing rules, including, in particular, those relating to the powers to increase capital, suppress pre-emptive subscription rights and determine the bases and methods of conversion, shall be applicable, *mutatis mutandis*, in the event of the issuance of warrants or other similar securities that may directly or indirectly give the right to subscribe newly issued shares of the Company, and the delegation shall include the broadest powers, with the same scope provided therein, to decide all that it deems appropriate in relation to such class of securities.

The board of directors is authorized to delegate (with the power of substitution when appropriate) to any director with delegated powers, the powers conferred by virtue of this resolution that may be delegated, all without prejudice to the powers of attorney that exist or may be conferred in relation to the contents of this resolution.

## **10. Delegation of powers.**

### *Proposed Agreement*

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

## **11. Questions and Answers**

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



**12. Drafting, reading and, if applicable, approval of the minutes.**

*[Approve the minutes of the meeting].*