

ANNEX II

Full texts of the proposed resolutions

PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTORS TO THE ORDINARY ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 29 MAY 2024 AT FIRST CALL OR, FORESEEABLY, ON 30 MAY 2024 AT SECOND CALL.

FIRST.- Examination and approval of the individual annual accounts of Adolfo Domínguez, S.A. and the consolidated annual accounts of the Company and its Group, as well as the individual management reports of the Company and the consolidated management reports of the Company and its Group, all corresponding to the financial year commencing on 1 March 2023 and ending on 29 February 2024.

It is resolved to approve:

- The individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Annual Report), verified by the Company's auditors, as well as the individual Management Report of Adolfo Domínguez, S.A. corresponding to the financial year commencing on 1 March 2023 and ending on 29 February 2024, as prepared by the Board of Directors.

- The Consolidated Annual Accounts (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Recognised Income and Expenses, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, Notes to the Consolidated Financial Statements and their Appendices) of Adolfo Domínguez, S.A. and its subsidiaries, audited by the Company's auditors, as well as the Consolidated Directors' Report for the year beginning on 1 March 2023 and ending on 29 February 2024, as prepared by the Board of Directors.

SECOND.- Examination and approval of the consolidated non-financial information statement for the financial year commencing on 1 March 2023 and ending on 29 February 2024.

It is resolved to approve the consolidated non-financial information statement of Adolfo Domínguez, S.A. and its subsidiaries for the financial year beginning on 1 March 2023 and ending on 29 February 2024, as prepared by the Board of Directors.

THIRD.- Examination and approval of the corporate management carried out by the Board of Directors of Adolfo Domínguez, S.A. during the financial year commencing on 1 March 2023 and ending on 29 February 2024.

It is resolved to approve the corporate management carried out by the Board of Directors of Adolfo Domínguez, S.A. during the financial year commencing on 1 March 2023 and ending on 29 February 2024.

FOURTH.- Examination and approval of the proposed distribution of the profit of Adolfo Domínguez, S.A. for the year beginning on 1 March 2023 and ending on 29 February 2024.

In compliance with the provisions of article 273.1 of the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, and having incurred losses at Adolfo Domínguez, S.A. in the year ended 29 February 2024 in the amount of 468,907 euros, it is resolved to apply the profit for the year to "Negative result to be offset in subsequent years".

FIFTH.- Examination and approval of the re-election of the auditor of Adolfo Domínguez, S.A. and its consolidated group for the financial year commencing on 1 March 2024 and ending on 28 February 2025.

Following the expiry of the appointment of the current auditor of Adolfo Domínguez, S.A. and its consolidated group, which took place after the audit of the annual accounts for the financial year ended 29 February 2024, it is resolved to re-appoint, at the proposal of the Audit Committee, Mazars Auditores, S.L.P. (whose name will become Forvis Mazars Auditores, S.L.P. from 1 June 2024) to carry out the audit of the individual and consolidated annual accounts of Adolfo Domínguez, S.A. for the financial year beginning on 1 March 2024 and ending on 28 February 2025.

It is hereby stated for the record that Mazars Auditores, S.L.P. (whose corporate name as of 1 June 2024 will become Forvis Mazars Auditores, S.L.P.), with tax identification number (NIF) B-61622262 and number S1189 in the Official Register of Auditors (ROAC), has its registered office in Barcelona, Calle Diputació, 260 (08007 Barcelona), and is registered in the Mercantile Register of Barcelona, 1st entry, page B-180111, folio 212, volume 30,734.

SIXTH.- Examination and approval of the maximum amount of the annual remuneration to be paid to all the directors in their capacity as such for the year commencing on 1 March 2024 and ending on 28 February 2025.

For the purposes of the provisions of article 23.1 of the Articles of Association, it is resolved to set the maximum amount of annual remuneration payable to all the Directors of the Company in their capacity as such for the financial year commencing on 1 March 2024 and ending on 29 February 2025 at 427,000 euros.

The Board of Directors shall distribute this maximum amount among the non-executive Directors in accordance with the provisions of the Company's remuneration policy, taking into account the duties and responsibilities attributed to each Director, their membership of the Committees of the Board of Directors, as well as any other circumstances it deems relevant.

SEVENTH.- Authorisation to the Board of Directors for the derivative acquisition of own shares.

It is resolved, in accordance with the provisions of article 146 of the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July (the "Capital Companies Act"), to authorise the Board of Directors of Adolfo Domínguez, S.A. (the "Company") to carry out, directly or indirectly, and to the extent it deems appropriate in view of the circumstances, the derivative acquisition of shares in the Company within the legal

limits existing from time to time, all in accordance with the terms and conditions set forth below:

(a) Maximum number of shares to be acquired: the nominal value of the shares acquired, directly or indirectly, added to those already held by the Company and its subsidiaries, may not exceed 10% of the subscribed share capital or the maximum amount that may be legally established.

(b) Minimum and maximum consideration when the acquisition is for valuable consideration: the minimum acquisition price or minimum consideration shall be the par value of the treasury shares acquired, while the maximum acquisition price or maximum consideration shall be the quoted market value of the Company's shares on the date of acquisition.

(c) Acquisition methods: the shares may be acquired through purchase and sale transactions, swaps or any other form of business for consideration permitted by law, as circumstances may dictate.

(d) Duration of the authorisation: this authorisation is granted for a maximum period of five (5) years from the adoption of this resolution.

Likewise, for the purposes set forth in the Capital Companies Act, it is resolved to grant express authorisation for the acquisition of shares in the Company by any of the subsidiaries under the same terms resulting from this resolution.

It is expressly stated for the record that the authorisation granted to acquire treasury shares may be used, in whole or in part, for their delivery or transfer to directors, executives or employees of the Company or of companies in its group, either directly or as a result of the exercise by them of option rights, all within the framework of the remuneration systems referenced to the listed value of the Company's shares approved in due form.

It is resolved to empower the Board of Directors, to the fullest extent required by law and with express powers of substitution in the Chairwoman of the Board of Directors, the Chief Executive Officer and the Secretary of the Board of Directors, as well as in any other person expressly empowered by the Board of Directors for this purpose, so that any of them, indistinctly and with their sole signature, may carry out all actions necessary or advisable for the execution of this resolution and, in particular, by way of indication and without limitation, to determine the method for implementing the acquisition of treasury stock, as well as to request such authorisations and adopt such resolutions as may be necessary or advisable in order to comply with the legal regulations in force and for the execution and successful completion of this resolution.

The approval of this resolution implies that the previous authorisation resolution to the Board of Directors approved under item eight of the agenda of the Ordinary Annual General Meeting of Shareholders of the Company held on 23 July 2019 shall be rendered null and void.

EIGHTH.- Examination and approval of the amendment of articles 2 ("Purpose") and 20 ("Positions on the board") of the Articles of Association.

It is resolved to amend the wording of articles 2 ("Purpose") and 20 ("Positions on the board") of the Articles of Association, which shall henceforth read as follows, respectively:

"ARTICLE 2.- PURPOSE

2.1. The company's corporate purpose is as follows:

- a) The manufacture, acquisition, sale and retail and wholesale marketing, import and export of ready-made garments, footwear, handbags, leather goods, scarves, stationery, perfumery and costume jewellery, glasses and all kinds of accessories, as well as household linen, furniture and decorative items, fabrics, knitwear and textiles, articles of clothing and personal adornments, as well as the sale of the same through electronic means (online sales).
- b) Creation and marketing of designs, sketches, patterns and brands for said products.
- c) Creation, operation and management of shops and warehouses for the storage of goods of all kinds.
- d) Provision of commercial services, search and selection of suppliers and providers of goods and services, purchasing management, control of suppliers and of the quality and price of the products supplied, logistical advice and control, administrative and advisory services, management, marketing, accounting, studies and management of business systems, advertising, and quality controls, standardisation, homologation and technological innovation.
- e) Research and development of new products and improvement and optimisation of manufacturing, distribution and sales processes in the textile, clothing and design fields.
- f) Conducting technological improvement courses and providing technological services in the field of textiles, clothing and design.

2.2. The Company may also carry out the activities comprising the corporate purpose, in whole or in part, indirectly through the ownership of shares or holdings in companies with an identical or similar purpose.

2.3. In carrying out its corporate purpose, the Company shall ensure that it generates a positive social impact for society, persons related thereto, other stakeholders and the environment".

"ARTICLE 20. POSITIONS ON THE BOARD

The Board of Directors shall appoint a Chair and a Vice-Chair from among its members unless they are appointed by the Annual General Meeting at the time of their election.

In order to hold the office of Chair, it shall be necessary:

- (a) have previously held the office of Director for at least three years, or the office of Chair, whichever is the longer; or
- b) be elected with the favourable vote of two-thirds of the Directors.

In addition, the Board shall elect a Secretary and may appoint a Vice-Secretary, appointments which may be made by one of its members or by persons from outside the Board who are qualified to perform the duties of these offices.

Should the appointment of Secretary and/or Vice-Secretary fall to persons outside the Board, the persons holding such offices shall have a voice but no vote in the resolutions adopted by the Board of Directors.

The category of each director shall be explained by the Board to the Annual General Meeting of Shareholders, which shall approve or ratify his/her appointment.

In the event that the Chair of the Board is an executive director, the Board of Directors, with the abstention of the executive directors, shall appoint a co-ordinating director from among the independent directors, who shall be especially empowered to request the calling of a Board meeting or the inclusion of new items on the agenda of a Board meeting already called, to coordinate and bring together the non-executive directors and to direct, where appropriate, the periodic evaluation of the Chair of the Board.

The Board of Directors shall ensure that the procedures for the selection of its members favour diversity of gender, age, experience and knowledge and do not entail any implicit biases that could imply any form of discrimination and, in particular, that they facilitate the selection of female directors.

Furthermore, in the performance of their duties, directors shall take into account in their decisions and actions the effects of such decisions or actions on the interests of shareholders, employees of the Company and its subsidiaries, customers, suppliers and other parties directly or indirectly related to the Company, such as, for example, the community in which the Company directly or indirectly operates. They shall also ensure the protection of the local and global environment and the short-term and long-term interests of the Company".

NINTH.- Examination and approval of the re-election of Mr Adolfo Domínguez Fernández as director of the Company.

It is resolved, following a report from the Appointment and Remuneration Committee, to re-elect Mr Adolfo Domínguez Fernández as director of the Company, with the classification of proprietary director, for the statutory term of four (4) years as from the date of adoption of this resolution.

TENTH.- Delegation of powers to formalise, interpret, correct, execute and register, if appropriate, the resolutions adopted by the Annual General Meeting.

Without prejudice to the delegations included in the previous resolutions, it is proposed to empower the Executive Chairwoman, Adriana Domínguez González; the Chief Executive Officer, Antonio Puente Hoces; the Secretary of the Board, María Pilar Vila Villar; the Vice-Secretary of the Board, Marta Ríos Estrella, and the heads the Company's legal advice, Fernando Trebolle and Pilar Vázquez; so that any of them, indistinctly and to the full extent required by law, may supplement, implement and develop, technically modifying, where necessary, any of the foregoing resolutions, correcting any omissions or errors contained therein, and for their interpretation, jointly and severally granting the aforementioned persons the power to execute the appropriate public deeds recording the resolutions adopted, with the broadest powers to carry out such acts as may be necessary relating to the resolutions of

this Annual General Meeting, executing such documents as may be necessary to execute the registration of the aforementioned resolutions in the Companies Register and, in particular, to:

(a) Correct, clarify, specify or complete the resolutions adopted by this Annual General Meeting or those contained in any deeds and documents executed in execution thereof and, in particular, any omissions, defects or errors of substance or form that may prevent the entry of these resolutions and their consequences into the Companies Register, Land Register, Industrial Property Register or any others, as well as, in particular, to carry out the mandatory filing of the accounts with the Companies Register.

(b) Make such announcements, acts or legal transactions, contracts or operations as may be necessary or advisable for the execution of the resolutions adopted by this Annual General Meeting, including, in particular, and among other powers, the power to appear before a Notary Public to execute or formalise such public or private documents as may be deemed necessary or advisable for the fullest effectiveness of these resolutions.

(c) Delegate all or part of the powers deemed appropriate of those expressly conferred by this Annual General Meeting, jointly or severally.

(d) Determine, in short, all other circumstances that may be necessary, adopting and executing the necessary resolutions, publishing the notices and providing the relevant guarantees for the purposes provided by law, as well as formalising the necessary documents and completing whatever formalities may be appropriate, complying with whatever requirements may be necessary in accordance with the law for the fullest execution of the resolutions passed by the Annual General Meeting.

ADVISORY ITEM

ELEVENTH.- Advisory vote on the Annual Report on Remuneration of the Directors of the Company corresponding to the financial year commencing on 1 March 2023 and ending on 29 February 2024.

It is resolved to approve, on an advisory basis, the Annual Report on Remuneration of the Directors of Adolfo Domínguez, S.A., corresponding to the financial year commencing on 1 March 2023 and ending on 29 February 2024, approved by the Board of Directors, following a favourable report from the Appointments and Remuneration Committee, on 24 April 2024, and published on the website of the Company and the National Securities Market Commission.

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