

## **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 JULY 29, 2025 AT FIRST CALL OR, FORESEEABLY, ON JULY 30, 2025, AT SECOND CALL**

**FIRST. Examination and approval of the individual financial statements of Adolfo Domínguez, S.A. and the consolidated financial statements 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 fiscal year beginning on March 1, 2024, and ending on February 28, 2025.**

It was agreed to approve:

- The individual Annual Financial Statements (Balance Sheet, Profit and Loss Statement, Statement of Changes in Equity, Statement of Cash Flows and Annual Report), verified by the Company's auditors, as well as the individual Management Report of Adolfo Domínguez, S.A. for the year commencing on March 1, 2024, and ending on February 28, 2025, as prepared by the Board of Directors.
- The Consolidated Annual Accounts (Consolidated Statement of Financial Position, Consolidated Income Statement, Consolidated Statement of Recognized 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 March 1, 2024 and ending on February 28, 2025, as prepared by the Board of Directors.

**SECOND. Examination and approval of the consolidated non-financial information statement for the financial year commencing on March 1, 2024, and ending on February 28, 2025.**

It is resolved to approve the consolidated non-financial information statement of Adolfo Domínguez, S.A. and its subsidiaries for the financial year commencing on March 1, 2024, and ending on February 28, 2025, 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 March 1, 2024, and ending on February 28, 2025.**

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 March 1, 2024, and ending on February 28, 2025.

**FOURTH. Examination and approval of the proposed distribution of the profit of Adolfo Domínguez, S.A. for the year beginning on March 1, 2024 and ending on February 28, 2025.**

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 July 2, and having produced losses in Adolfo Domínguez, S.A. in the year ended February 28, 2025 for an amount of 66.334 euros, it is resolved to apply the profit of the year to "Negative result to be offset in subsequent years".

**FIFTH Examination and approval of the re-election of auditors Forvis-Mazars and rotation of the audit partner signing the audit of the accounts of Adolfo Domínguez, S.A. and its consolidated group for the financial year commencing on March 1, 2025, and ending on February 28, 2026.**

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 February 28, 2025, it is resolved to reappoint, at the proposal of the Audit Committee, Forvis Mazars Auditores, S.L.P. to carry out the audit of the individual and consolidated annual accounts of Adolfo Domínguez, S.A. for the financial year beginning on March 1, 2025 and ending on February 28, 2026.

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

**SIXTH Examination and approval, of the Remuneration Policy for the Directors of Adolfo Domínguez, S.A. for the period 2025-2028.**

It is resolved to approve, following a report from the Appointments and Remuneration Committee and at the proposal of the Board of Directors, the Remuneration Policy for the Directors of Adolfo Domínguez, S.A. for the period 2025-2028.

**SEVENTH Consideration and approval of the re-election of Ms. Adriana Domínguez González as Executive Director of the Board of Directors of the Company.**

It is resolved, following a report from the Appointments and Remuneration Committee, to re-elect Ms. Adriana Domínguez González as Executive Director of the Board of Directors of the Company, with the classification of executive, for the statutory term of four (4) years as from the date of adoption of this resolution.

**EIGHT Consideration and approval of the re-election of Ms. Diana Morato Feliciano as an independent director of the Board of Directors of the Company.**

It is resolved, following a report from the Appointments and Remuneration Committee, to re-elect Ms. Diana Morato Feliciano as an independent Director of the Board of Directors of the Company, with the classification of independent, for the statutory term of four (4) years as from the date of adoption of this resolution.

**NINTH Consideration and approval of the re-election of Mr. Rafael Prieto Martín as an independent Director of the Board of Directors of the Company.**

It is resolved, following a report from the Appointments and Remuneration Committee, to re-elect Mr. Rafael Prieto Martín as an independent Director of the Board of Directors of the Company, with the classification of independent, for the statutory term of four (4) years as from the date of adoption of this resolution.

**TENTH                      Consideration and approval of the re-election of Mr. José Luis Sainz Díaz as an independent Director of the Board of Directors of the Company.**

It is resolved, following a report from the Appointments and Remuneration Committee, to re-elect Mr. José Luis Sainz Díaz as an independent Director of the Board of Directors of the Company, with the classification of independent, for the statutory term of four (4) years as from the date of adoption of this resolution.

**ELEVENTH                Consideration and approval of the appointment of Mr. Álvaro Alonso Cristobo as Independent Director of the Board of Directors of the Company.**

It is resolved, following a report from the Appointments and Remuneration Committee, to appoint Mr. Álvaro Alonso Cristobo as an independent Director of the Board of Directors of the Company, with the classification of independent, for the statutory term of 4 years as from the date of adoption of this resolution.

**TWELFTH                Delegation of powers to formalize, 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 Chairman, Ms. Adriana Domínguez González; the Non-advisory Secretary of the Board, Ms. María Pilar Vila Villar; the Non-advisory Deputy Secretary of the Board, Ms. Cristina Vidal Otero, and the persons responsible for the Company's legal counsel, Mr. Fernando Trebolle and Ms. 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 that 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 as many acts as may be necessary in relation to the resolutions of this Annual General Meeting, executing such documents as may be necessary to achieve the registration of the aforementioned resolutions in the Mercantile Registry and, in particular, to:

- a) To correct, clarify, specify or complete the resolutions adopted by this Annual General Shareholders' 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 prevent the entry of these resolutions and their consequences into the Companies Registry, Property Registry, Land Register, Industrial Property Registry or any others, as well as, in particular, to carry out the mandatory filing of the accounts with the Companies Registry.
- 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 Shareholders Meeting, including, in particular, and among other powers, the power to appear before a Notary Public to execute or formalize 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 Shareholders' 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 the Law, as well as formalizing the necessary documents and completing whatever formalities may be appropriate, complying with whatever requirements maybe necessary in accordance with the Law for the fullest execution of the resolutions passed by the Annual General Meeting.

### **ADVISORY ITEM**

**THIRTEENTH      Advisory vote on the Annual Report on the Remuneration of the Directors of the Company, corresponding to the financial year commencing on March 1, 2024, and ending on February 28, 2025.**

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 March 1, 2024 and ending on February 28, 2025, approved by the Board of Directors, following a favorable report from the Appointments and Remuneration Committee on 6 May, 2025, and published on the website of the Company and on the National Securities Market Commission.

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