

PROPOSALS FOR RESOLUTIONS BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 2 JUNE 2026 ON FIRST CALL OR, IN ALL LIKELIHOOD, ON 3 JUNE 2026 ON SECOND CALL

FIRST.- Consideration and approval of the separate financial statements of Adolfo Domínguez, S.A. and the consolidated financial statements of the Company and its Group, as well as the separate management report of the Company and the consolidated management report of the Company and its Group, all relating to the financial year commencing on 1 March 2025 and ending on 28 February 2026.

It is resolved to approve:

- The individual annual accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes to the Accounts), audited by the Company's auditors, as well as the separate management report of Adolfo Domínguez, S.A. for the financial year beginning 1 March 2025 and ending 28 February 2026, as prepared by the Board of Directors.
- The consolidated financial statements (Statement of Financial Position, Income Statement, Statement of Recognised Income and Expenses, Statement of Changes in Equity, Cash Flow Statement, Notes to the Financial Statements, all of which are consolidated, and their Appendices) of Adolfo Domínguez, S.A. and its subsidiaries, audited by the Company's auditors, as well as the consolidated Management Report for the financial year commencing on 1 March 2025 and ending on 28 February 2026, as prepared by the Board of Directors.

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SECOND.- Review and approval of the consolidated non-financial statement for the financial year beginning 1 March 2025 and ending 28 February 2026.

It is resolved to approve the consolidated non-financial statement of Adolfo Domínguez, S.A. and its subsidiaries for the financial year beginning on 1 March 2025 and ending on 28 February 2026, as prepared by the Board of Directors.

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THIRD.- Review 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 2025 and ending on 28 February 2026.

It is resolved to approve the management of the company by the Board of Directors of Adolfo Domínguez, S.A. during the financial year commencing on 1 March 2025 and ending on 28 February 2026.

FOURTH.- Review and approval of the proposed allocation of profits of Adolfo Domínguez, S.A. for the financial year beginning on 1 March 2025 and ending on 28 February 2026.

In compliance with the provisions of Article 273.1 of the consolidated text of the Companies Act approved by Royal Legislative Decree 1/2010 of 2 July, and given that Adolfo Domínguez, S.A. made a profit of 359,940 euros in the financial year ending 28 February 2026, it is agreed to allocate €15,521 to the legal reserve until the legally established percentage is reached in accordance with applicable regulations, and to apply €344,419 of the profit for the financial year to the settlement of losses from previous financial years.

FIFTH.- Consideration and approval of the re-election of the audit firm Forvis-Mazars for the Company and its consolidated group for the financial year commencing 1 March 2025 and ending 28 February 2026.

It is resolved, upon the recommendation of the Audit Committee, to re-appoint Forvis-Mazars Auditores, S.L.P. to audit the annual, separate and consolidated accounts of Adolfo Domínguez, S.A. for the financial year commencing on 1 March 2025 and ending on 28 February 2026.

It is hereby noted that 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, at Calle Diputació, 260 (08007 Barcelona), and is registered in the Barcelona Commercial Register, 1st entry, sheet B-180111, page 212, volume 30,734.

SIXTH.- Review and approval of the Remuneration Policy for Directors of Adolfo Domínguez, S.A. for the period 2026–2028.

It is agreed to approve, following the report of the Appointments and Remuneration Committee and at the proposal of the Board of Directors, the Remuneration Policy for Directors of Adolfo Domínguez, S.A. for the period 2026–2028.

This new Remuneration Policy supersedes and replaces the remuneration policy approved by the Annual General Meeting at its meeting on 30 July 2025 and shall apply during the financial years 2026 (once approved by the Annual General Meeting), 2027 and 2028, unless the Annual General Meeting resolves to amend or replace it during its term of validity.

SEVENTH.- Approval of the Long-Term Incentive Plan, provided for in the Directors' Remuneration Policy, for the Company's executive directors and, where applicable, for certain senior executives, based on the grant of shares, applicable for the financial years 2026 to 2028.

With the aim of aligning the objectives of the Chair and Chief Executive Officer and certain senior executives of the Company (the "Beneficiaries") with the achievement of the Company's short- and long-term business objectives and budgets, as well as with the interests of the shareholders, the Board of Directors, following a proposal from the Appointments and Remuneration Committee, has agreed to submit for approval at this Ordinary General Meeting of Shareholders a new Long-Term Incentive Plan (2026–2028) (the "Plan"), payable in shares, in favour of the Beneficiaries, the main features of which are as follows:

1. General description of the Plan

This is a long-term variable incentive (*Performance Shares*) consisting of the allocation of a specified number of shares in the Company to the Plan Beneficiaries (the "Incentive"), after a period of three financial years, depending on the degree to which pre-determined metrics (the "Metrics") have been achieved, as well as compliance with the other requirements and conditions set out in the Regulations governing the Plan (the "Regulations").

2. Beneficiaries

The Plan is intended for the current Executive Chair and Chief Executive Officer, as well as for the senior executives of Adolfo Domínguez as determined by the Board of Directors from time to time.

The foregoing is without prejudice to (i) the specific rules applicable in cases of internal lateral transfers, promotion and removal from post, (ii) the cases of "Good Leaver" and "Bad Leaver", and (iii) the possibility of new beneficiaries joining the Scheme during its first two years of operation, all in accordance with the terms set out in the relevant Plan Regulations.

3. Duration

The Plan runs for three (3) financial years, commencing on 1 March 2026 ("Commencement Date") and ending on 28 February 2029 ("Expiry Date").

4. Maximum number of Adolfo Domínguez shares that may be allocated to the 2026–2028 Plan

The maximum total number of Adolfo Domínguez shares which, pursuant to the Plan, will ultimately be awarded to the Beneficiaries should the terms and conditions set out for this purpose be met, shall be 311,101 shares, which is the result of dividing (i) the amount equivalent to the maximum achievement level for each of the established Metrics and for all the Beneficiaries of the Plan initially envisaged, by (ii) €5.67 per share, calculated as the average share price of Adolfo Domínguez taking into account the last thirty (30) trading days of the 2025 financial year and the first thirty (30) trading days of the 2026 financial year, in accordance with the Madrid Stock Exchange calendar, plus an upward adjustment factor of 5%.

The maximum number of shares that may be granted under the Scheme shall be the number obtained by dividing the amount equivalent to a maximum achievement level

for each of the established Metrics and for all the Plan Beneficiaries initially envisaged, by the Share Reference Price.

Specifically, the maximum number of shares to be allocated to the Executive Chair and Chief Executive Officer shall correspond to a total of 121,727 ordinary shares in the Company.

5. Requirements for the grant of shares

Notwithstanding any other conditions or requirements that may be established, the accrual of the Incentive is subject to (i) the Plan Beneficiary maintaining, without interruption, their employment relationship (whether ordinary or senior management) or commercial relationship, as applicable, with the Company or with other companies in its group as at the End Date, without prejudice to the special cases set out in the Regulations, as well as (ii) on the minimum threshold for meeting the targets set out in the Plan and the other conditions laid down in the Regulations being met.

6. Coverage

The Adolfo Domínguez shares to be delivered to the Beneficiaries may come from:

- Treasury shares acquired or to be acquired by either Adolfo Domínguez or any company within its group, subject to compliance with the legal requirements established for that purpose.
- Newly issued shares resulting from a capital increase carried out for the purpose of settling debts.
- Shares arising from the exercise of an *equity* swap agreement entered into with a financial institution, or from any other agreement with financial institutions or other entities freely designated by the Company, on such terms and conditions as it deems appropriate, and which are necessary or desirable for the best implementation, execution or settlement of the Plan.
- A combination of the above.

7. Authorisation to the Board of Directors

It is agreed to authorise the Company's Board of Directors, to the full extent permitted by law and with express powers of substitution, to develop, formalise, execute and settle the Plan whenever and however it deems appropriate, adopting such resolutions and signing such documents, whether public or private, as may be necessary or expedient for the Plan to take full effect, and, in particular, by way of example only, with the following powers:

- (i) To amend, rectify, modify or supplement this resolution as may be necessary.
- (ii) To implement and execute the Plan when it deems it appropriate and in the specific manner it considers appropriate.
- (iii) To develop and establish the specific terms and conditions of the Scheme in respect of any matters not provided for in this agreement, and to be authorised to approve and publish operating regulations for the Scheme, including, by way of example and without limitation, the identification of the Scheme's Beneficiaries, the allocation of the shares to be delivered to them under the Scheme, and the delivery of the shares net of tax, that is to say, reducing the number of shares to be delivered to each Beneficiary by an amount equivalent to the withholding tax or

an advance payment of personal income tax or equivalent tax, and any other deductions applicable to them in accordance with current legislation.

- (iv) Assess the extent to which the objectives linked to compliance with the Incentive Plan have been achieved and proceed with their settlement, for which it may, where appropriate, rely on the assessment of the Appointments and Remuneration Committee.
- (v) To adapt the content of the Plan to any corporate circumstances or transactions that may arise during its term, whether relating to the Company or to the companies forming part of its group at any given time, or due to legal, regulatory, operational or other similar reasons or circumstances, in accordance with the terms and conditions deemed necessary or appropriate at any given time to uphold the Plan's purpose.
- (vi) To the extent that the legal regime applicable to certain Beneficiaries or specific group companies so requires or advises, or if it is necessary or appropriate for legal, regulatory, operational or other similar reasons, to adapt the terms of the Plan, including the mechanisms for the delivery of shares, without altering the maximum number of shares linked to the Plan, as well as to provide for and implement, where applicable, in exceptional circumstances, the total or partial settlement of the Plan in cash, in the cases specifically provided for in the Regulations governing the Plan.
- (vii) To decide not to implement or to terminate the Plan in whole or in part, as well as to exclude potential Beneficiaries where circumstances so advise.

The circumstances that would lead to the Plan not being implemented or being wholly or partially terminated include, but are not limited to, the dissolution and liquidation of the Company, in accordance with the provisions of the applicable company law at any given time. Furthermore, the circumstances that would lead to the exclusion of potential beneficiaries from the Scheme would include, but are not limited to, a breach of the obligations regarding confidentiality and/or data protection relating to the Scheme, in accordance with the terms set out in the Regulations governing it.

The foregoing is without prejudice to the possibility that the Board of Directors may propose to the General Meeting the approval, where appropriate, of a new long-term incentive scheme, in cash or in Company shares.

- (viii) To draft, sign and submit any communications and supplementary documentation that may be necessary or appropriate to any public or private body for the purposes of implementing, executing or winding up the Plan, including, where necessary, the relevant disclosures to the CNMV and information prospectuses.
- (ix) To draft and publish any announcements that may be necessary or appropriate.
- (x) To prepare and deliver letters of invitation to the Plan Beneficiaries setting out the conditions applicable to each of them, to which the Plan Regulations approved by the Board of Directors shall be attached; the Beneficiaries must sign and accept said letter and its annex as a condition for participating in the Plan.

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- (xi) To take any action, make any declaration or carry out any procedure before any body, entity or public or private register, in order to obtain any authorisation or verification necessary for the implementation, execution or settlement of the Plan and the transfer of the Adolfo Domínguez shares.
- (xii) To acquire the Company's own shares within the limits and on the terms established by law in order, where applicable, to provide cover for the implementation of the Plan, or to take whatever action is necessary to ensure the fulfilment of the commitments undertaken under the Plan, including the remaining hedging transactions referred to in section 6 above.
- (xiii) To negotiate, agree and enter into such contracts of any kind as it may freely designate with financial or other entities, on such terms and conditions as it deems appropriate, necessary or expedient for the best implementation, coverage, execution or settlement of the Plan, including, where necessary or expedient under the legal regime applicable to certain Beneficiaries or to certain companies within their group, or where necessary or expedient for legal, regulatory, operational or other similar reasons, the establishment of any legal structure (including *trusts* or other similar structures) or the conclusion of agreements with any type of entity for the deposit, custody, holding and/or administration of the shares and/or their subsequent delivery to the Beneficiaries within the framework of the Plan.
- (xiv) To adapt the content of the Plan to any corporate circumstances or transactions that may arise during its term, whether relating to the Company or to the companies forming part of its group at any given time, on such terms and conditions as are deemed necessary or appropriate to uphold the purpose of the Plan.
- (xv) To draft, sign, execute and, where applicable, certify any type of document relating to the Plan.
- (xvi) To carry out the remaining administrative tasks relating to the Plan, as set out by way of example and without limitation in the Regulations governing the Plan.
- (xvii) And, in general, to take whatever actions, adopt whatever decisions and sign whatever documents may be necessary or merely advisable for the validity, effectiveness, implementation, development, execution, settlement and successful completion of the Plan and of the agreements previously adopted.

8. Expiry

This resolution shall lapse should the Board of Directors of Adolfo Domínguez fail to make use of the authorisation granted by the General Meeting to implement the Plan within a reasonable period from the date of its approval, except in respect of those other powers relating to the administration of the Plan which require a longer period.

EIGHTH.- Consideration and approval of the re-election of Ms Valeria Domínguez González as a Proprietary Director of the Company's Board of Directors.

It is agreed, following a report from the Appointments and Remuneration Committee, to re-elect Ms Valeria Domínguez González as a Director of the Company's Board of Directors, with the status of shareholder representative, for the statutory term of 4 years from the date of adoption of this resolution.

- NINTH. Delegation to the Board of Directors of the power to issue bonds, debentures and other fixed-income securities, exchangeable and/or convertible into shares of the Company or other companies, whether or not within its Group, as well as promissory notes, warrants and any other financial instruments entitling the holder to acquire newly issued shares or outstanding shares of the Company or other companies, whether or not within its Group, with the power to exclude pre-emptive subscription rights up to a limit of 20% of the share capital and authorisation for the Company to guarantee fixed-income securities issues carried out by subsidiary companies.**

It is proposed to delegate to the Board of Directors, subject to a report from the Board of Directors, in accordance with the general regime governing the issue of debentures and in accordance with the provisions of Articles 286, 297, 417 and 511 of the Companies Act, as currently in force, and Article 319 of the Commercial Register Regulations, the power to issue negotiable securities in accordance with the following conditions:

1. Securities to be issued: The negotiable securities referred to in this authorisation may be debentures, bonds and other fixed-income securities of a similar nature, exchangeable for shares in the Company or in any other company, whether or not it belongs to its Group, and/or convertible into newly issued shares of the Company. This authorisation may also be used to issue promissory notes, warrants (options to subscribe for new shares or to acquire existing shares of the Company or of any other company, whether or not it belongs to the Group) and other financial instruments incorporating the option right to subscribe for new shares or to acquire outstanding shares of the Company or of any other company, whether or not it belongs to the Group.
2. Term of the authorisation: The issue of the securities covered by this authorisation may be carried out on one or more occasions within a maximum period of five years from the date of adoption of this resolution.
3. Maximum amount of the authorisation: The total maximum amount of the issue or issues of securities agreed under this authorisation shall be €40,000,000 or its equivalent in another currency.

For the purposes of calculating the above limit, in the case of warrants, the sum of the premiums and exercise prices of the warrants from the issues agreed under this authorisation shall be taken into account.

4. Scope of the delegation: In exercise of the powers delegated herein, and by way of example only and in no way limited thereto, the Board of Directors shall be responsible for determining, for each issue, its amount, always within the stated overall quantitative limit, the place of issue —domestic or foreign— and the currency, and, in the case of a foreign currency, its equivalent in euros; the denomination or type, whether bonds or debentures, including subordinated ones, warrants (which may in turn be settled by the physical delivery of the shares or, where applicable, by cash settlement), promissory notes or any other form permitted by law; the issue date or dates; the number of securities and their nominal value, which in the case of convertible and/or exchangeable bonds or debentures shall not be less than the nominal value of the shares; in the case of warrants and similar securities, the issue price and/or premium, the exercise price —which may be fixed or variable—

and the procedure, time limit and other conditions applicable to the exercise of the subscription right in respect of the underlying shares or, where applicable, the exclusion of such a right; the interest rate, whether fixed or variable, and the dates and procedures for coupon payments; whether the debt to be issued is perpetual or redeemable and, in the latter case, the redemption period and the maturity date or dates; the guarantees, the redemption rate, premiums and lots; the form of representation, by means of certificates or book entries; the anti-dilution clauses; the subscription arrangements; the ranking of the securities and any subordination clauses; the legislation applicable to the issue; to apply, where appropriate, for the admission to trading on official or unofficial secondary markets, organised or otherwise, domestic or foreign, of the securities to be issued, in accordance with the requirements laid down in each case by the regulations in force; and, in general, any other condition of the issue, as well as, where applicable, appointing the administrator and approving the fundamental rules governing the legal relations between the Company and the syndicate of holders of the securities to be issued, should the establishment of such a syndicate prove necessary or be decided upon.

Furthermore, the Board of Directors is authorised, whenever it deems appropriate, and subject, where applicable, to obtaining the necessary authorisations and the approval of the meetings of the relevant classes of security holders, to amend the terms and conditions of the securities issued pursuant to this authorisation.

5. Terms and conditions of conversion and/or exchange: In the event of the issue of convertible and/or exchangeable bonds, and for the purposes of determining the terms and conditions of conversion and/or exchange, it is agreed to establish the following criteria:
 - a. The securities issued pursuant to this agreement shall be exchangeable for shares in the Company or in any other company, whether or not it belongs to its Group, and/or convertible into shares in the Company or in other companies, whether or not they belong to its Group, in accordance with a fixed or variable conversion and/or exchange ratio, which is either determined or determinable, with the Board of Directors being empowered to determine whether they are convertible and/or exchangeable, as well as to determine whether they are mandatorily or voluntarily convertible and/or exchangeable, and, where they are voluntarily convertible, at the option of the holder or the Company, at the intervals and for the period set out in the issue agreement, which may not exceed 15 years from the date of issue, unless the securities are issued on a perpetual basis.
 - b. The Board may also stipulate, in the event that the issue is convertible and exchangeable, that the Company reserves the right to choose at any time between conversion into new shares or exchange for the Company's existing shares, with the nature of the shares to be delivered being specified at the time of conversion or exchange; it may even choose to deliver a combination of newly issued shares and pre-existing shares of the Company, or even to settle the difference in cash. In any event, the Company must ensure equal treatment of all holders of fixed-income securities who convert and/or exchange their securities on the same date.
 - c. For the purposes of conversion and/or exchange, the securities shall be valued at their nominal value and the new shares to be issued upon conversion, or

the outstanding shares to be exchanged, in accordance with a fixed conversion and/or exchange ratio (fixed or determinable) to be established in the resolution of the Board of Directors in which this delegation is exercised, or at a variable rate to be determined on the date or dates specified in the Board resolution itself, based on the market price of the Company's shares on the date(s) or during the period(s) taken as a reference in that resolution.

In any event, the fixed exchange rate thus determined may not be lower than the arithmetic or weighted average exchange rate – as decided in each issue resolution – of the shares on the Continuous Market of the Spanish stock exchanges on which the Company's shares are admitted to trading, based on closing prices, over a period to be determined by the Board of Directors, not exceeding three months nor falling below 15 calendar days prior to the date of adoption of the resolution to issue the fixed-income securities by the Board of Directors or the date of payment for the securities by the subscribers, with a premium or, where applicable, a discount on said price per share, although, should a discount on the price per share be set, this may not exceed 25% of the value of the shares taken as a reference in accordance with the provisions set out above.

- d. It may also be agreed to issue convertible and/or exchangeable securities with a variable conversion and/or exchange ratio. In this case, the share price for the purposes of conversion and/or exchange shall be the arithmetic or weighted average, as determined in each issue agreement, of the closing prices of the Company's shares on the Continuous Market during a period to be determined by the Board of Directors, not exceeding three months nor less than 15 calendar days prior to the conversion and/or exchange date, with a premium or, where applicable, a discount on said price per share. The premium or discount may differ for each conversion and/or exchange date of each issue (or, where applicable, each tranche of an issue); however, if a discount on the price per share is set, it may not exceed 25% of the value of the shares taken as a reference in accordance with the provisions above.
- e. Where conversion and/or exchange is applicable, any fractional shares that might otherwise be required to be delivered to the bondholder shall be rounded down to the nearest whole number, and each holder shall receive in cash, if so provided for in the terms of issue, any difference that may arise in such circumstances.
- f. Under no circumstances may the value of the share, for the purposes of the conversion ratio of the debentures into shares, be less than its nominal value. Furthermore, in accordance with the provisions of Article 415 of the Companies Act, debentures may not be converted into shares where the nominal value of the former is less than that of the latter.

Upon approving an issue of convertible and/or exchangeable bonds or debentures pursuant to the authorisation contained in this resolution, the Board of Directors () of the Board of Directors (Consejo) of the Board of Directors () of the Board of Directors (Administración) shall issue a report (informe) setting out (desarrollando) and

specifying, on the basis of the criteria described above, the terms and conditions of conversion specifically applicable to the aforementioned issue. This report shall be accompanied by the corresponding report from the auditors referred to in Article 414 of the Companies Act, provided that the issue of convertible and/or exchangeable debentures or bonds exceeds 20% of the Company's share capital.

6. Terms and conditions for the exercise of warrants and other similar securities: In the case of issues of warrants, it is agreed to establish the following criteria:
 - a. In the event of the issue of warrants, to which the provisions of the Companies Act relating to convertible bonds shall apply by analogy with regard to the determination of the terms and conditions for their exercise, the Board of Directors is authorised to determine, in the broadest terms, the criteria applicable to the exercise of rights to subscribe for or acquire shares in the Company or in another company, whether or not part of the Group, or a combination of either, arising from securities of this class issued under the authority granted herein, with the criteria set out in paragraph 5 above applying in relation to such issues, with the necessary adaptations to make them compatible with the legal and financial regime governing this class of securities.
 - b. The above criteria shall apply, to the extent that they are applicable, in relation to the issue of securities entitling the holder to acquire shares already issued by the Company (or a combination of new shares and shares already issued) or by another company, whether or not it belongs to the Group.
7. Delegation of powers, exclusion of pre-emptive subscription rights and capital increase. This authorisation to the Board of Directors also includes, by way of example and without limitation, the delegation to it of the following powers:
 - a. The power of the Board of Directors, pursuant to the provisions of section 511 of the Companies Act, in conjunction with Article 417 of that Act, to exclude, in whole or in part, the shareholders' pre-emptive subscription rights in a capital increase carried out in relation to a specific issue under this delegation, subject to a limit of 20% of the number of shares comprising the share capital at the time of this authorisation. In any event, should the Board of Directors decide to waive shareholders' pre-emptive subscription rights in relation to a specific issue of debentures or convertible bonds, warrants and other similar securities which it may decide to carry out under this authorisation, it shall issue, at the time of approving the issue and in accordance with applicable regulations, a report detailing the specific reasons of corporate interest justifying such a measure, which shall be the subject of a corresponding report by an auditor appointed by the Commercial Registry other than the Company's auditor, as referred to in Articles 414 and 511 of the Companies Act, provided that the issue of convertible and/or exchangeable debentures or bonds exceeds 20% of the Company's share capital. Such reports shall be made available

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made available to shareholders and communicated at the first General Meeting held following the resolution to issue shares.

This power shall in any event be limited to those capital increases carried out under this authorisation, as well as to those carried out within the scope of the authorisation provided for under item Seven of the Agenda of the Company's General Meeting held on 31 May 2023, up to a maximum nominal amount, in total, equal to 20% of the share capital as at the date of adoption of this resolution, that is, for a maximum aggregate amount of €1,113,132.96.

- b. The power to increase the share capital by the amount necessary to meet requests for conversion and/or the exercise of subscription rights. This power may only be exercised to the extent that the Board, when adding the capital increased to meet the issue of convertible bonds, warrants and other similar securities, together with any other capital increases it may have agreed under authorisations granted by the General Meeting, does not exceed the limit of half the amount of the share capital provided for in Article 297.1.(b) of the Companies Act. This authorisation to increase the capital includes the power to issue and put into circulation, on one or more occasions, the shares representing such capital as may be necessary to effect the conversion and/or exercise of the right to subscribe for shares, as well as the authorisation to amend the article of the Articles of Association relating to the amount of capital, to apply for the admission to trading of such shares and, where appropriate, to cancel that part of the capital increase which was not necessary for the conversion and/or exercise of the right to subscribe for shares.
- c. The power to draw up and specify the terms and conditions governing the conversion, exchange and/or exercise of subscription and/or purchase rights in respect of the shares to be issued, taking into account the criteria set out in paragraphs 5 and 6 above.
- d. The delegation to the Board of Directors encompasses the broadest powers required by law for the interpretation, application, implementation and execution of resolutions relating to the issue of securities convertible or exchangeable into shares of the Company, on one or more occasions, and the corresponding capital increase, and is also granted powers to rectify and supplement such agreements in any respect necessary, as well as to comply with any legally required conditions to bring them to a successful conclusion, being authorised to rectify any omissions or defects in said agreements identified by any authorities, officials or bodies, whether domestic or foreign, and being further authorised to adopt such resolutions and execute such public or private documents as it deems necessary or appropriate to adapt the aforementioned agreements for the issue of convertible or exchangeable securities and the corresponding capital increase to the verbal or written assessment of the Registrar of Companies or, in general, of any other competent domestic or foreign authorities, officials or institutions.

8. Admission to trading: The Company shall, where appropriate, apply for admission to trading on official or unofficial secondary markets, whether organised or not, domestic or foreign, of the securities issued by the Company pursuant to this delegation, empowering the Board of Directors, to the fullest extent required by law, to carry out the necessary procedures and actions for admission to listing before the competent bodies of the various domestic or foreign securities markets.

It is expressly stated that, in the event of a subsequent application for delisting, this shall be adopted in accordance with the same formalities as the application for admission, to the extent that they are applicable, and, in such a case, the interests of shareholders or bondholders who opposed or did not vote on the resolution shall be safeguarded in accordance with the terms provided for in current legislation. Likewise, it is expressly declared that the Company shall be subject to the rules that exist or may be enacted in the future regarding stock exchanges and, in particular, regarding listing, continued listing and delisting.

9. Guarantee of issues of convertible and/or exchangeable fixed-income securities or warrants by subsidiary companies: The Board of Directors is also authorised to guarantee, on behalf of the Company, within the limits set out above, new issues of convertible and/or exchangeable fixed-income securities or warrants carried out by subsidiary companies during the term of this resolution.
10. Power of substitution: The Board of Directors is hereby expressly authorised to delegate, in accordance with the provisions of Article 249.2 of the Companies Act, the powers referred to in this resolution.

It is hereby noted that the relevant directors' report justifying the proposal to delegate the power to issue the aforementioned securities has been made available to the shareholders.

Finally, it is proposed to replace and repeal the Eleventh Resolution adopted by the Company's General Meeting of Shareholders held on 31 August 2021, pursuant to which the Company's Board of Directors was authorised, for a period of five years, to issue bonds, debentures and other fixed-income securities, exchangeable and/or convertible into shares, warrants, promissory notes and any other financial instruments entitling the holder to acquire shares.

TENTH.- Delegation of powers for the formalisation, interpretation, rectification, execution and registration, where applicable, of the resolutions adopted by the General Meeting.

Without prejudice to the delegations of authority set out in the foregoing resolutions, it is proposed to authorise the Chief Executive, Ms Adriana Domínguez González; the non-board member Secretary of the Board, Ms María Pilar Vila Villar; the Deputy Non-Executive Secretary of the Board, Ms Cristina Vidal Otero; and the heads of the Company's legal department, Mr Fernando Trebolle and Ms Pilar Vázquez; so that any one of them, without distinction and to the fullest extent permitted by law, may supplement, execute and implement, making technical amendments where necessary, all the foregoing resolutions, rectifying any omissions or errors they may contain, and for their interpretation, granting the aforementioned persons joint and several authority to execute the appropriate public deeds setting out the resolutions adopted, with the broadest powers to perform whatever acts may be necessary in relation to the resolutions of this General Meeting, executing the documents required to secure the registration of the aforementioned resolutions in the Commercial Register and, in particular, to:

- a) To rectify, clarify, specify or supplement the resolutions adopted by this General Meeting or those contained in any deeds and documents executed in pursuance thereof and, in particular, to rectify any omissions, defects or errors of substance or form that might prevent the registration of these resolutions and their consequences in the Commercial Register, the Land Registry, the Industrial Property Register or any other relevant register, as well as, in particular, to carry out the mandatory filing of accounts with the Commercial Register.
- b) To carry out whatever announcements, legal acts or transactions, contracts or operations may be necessary or expedient for the implementation of the resolutions adopted by this General Meeting, including, in particular, and amongst other powers, that of appearing before a Notary to execute or formalise whatever public or private documents may be deemed necessary or expedient for the fullest effectiveness of these resolutions.
- c) To delegate all or part of the powers it deems appropriate from among those expressly conferred upon it by this General Meeting, either jointly or severally.
- d) To determine, in short, all other necessary matters, adopting and implementing the necessary resolutions, publishing the required notices and providing the relevant guarantees for the purposes set out in the Act, as well as drawing up the necessary documents and completing all formalities required for the full effectiveness of the resolutions adopted.

ITEM OF A CONSULTATIVE NATURE

ELEVENTH. - Consultative vote on the Annual Report on Directors' Remuneration, relating to the financial year commencing on 1 March 2025 and ending on 28 February 2026.

It is agreed to approve, in an advisory capacity, the Annual Report on Directors' Remuneration of Adolfo Domínguez, S.A., for the financial year commencing on 1 March 2025 and ending on 28 February 2026, approved by the Board of Directors, following a favourable report from the Appointments and Remuneration Committee dated 28 April 2026, and published on the Company's website and that of the National Securities Market Commission.

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