



FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF PUIG BRANDS, S.A. TO BE HELD ON 29 MAY AND 1 JUNE 2026 ON FIRST AND SECOND CALL, RESPECTIVELY

27 April 2026

*(Translation of a document originally issued in Spanish.
In the event of a discrepancy, the Spanish language version prevails)*



1.- Examination and approval of the Company's separate annual accounts and the separate management report for the financial year ended 31 December 2025.

To approve the separate annual accounts of Puig Brands, S.A. ("**Puig**" or the "**Company**"), consisting of the balance sheet, the income statement, the statement of recognised income and expenses, statement of changes in equity, cash flow statement, and the notes to the annual accounts, and the separate management report for the Company for the year ended 31 December 2025 prepared by the Company's Board of Directors at its meeting held on 16 February 2026.

The separate annual accounts have been audited and the management report reviewed by Ernst & Young, S.L., with its registered office at Raimundo Fernández Villaverde, 65, 28003, Madrid and tax identification number B-78970506, registered under number S0530 on the Official Register of Auditors of Spain's Accounting and Auditing Institute of the Ministry of Economy, Trade, and Enterprise.

2.- Examination and approval of the Company's consolidated group annual accounts and management report for the financial year ended 31 December 2025.

To approve the annual accounts of the Company's consolidated group, consisting of the consolidated balance sheet, the consolidated income statement, the comprehensive income statement, the consolidated statement of changes in equity, the consolidated cash flow statement, and the notes to the consolidated annual accounts, and the consolidated management report for the year ended 31 December 2025, prepared by the Company's Board of Directors at its meeting held on 16 February 2026.

The consolidated annual accounts have been audited and the management report reviewed by Ernst & Young, S.L., with its registered office at Raimundo Fernández Villaverde, 65, 28003, Madrid and tax identification number B-78970506, registered under number S0530 on the Official Register of Auditors of Spain's Accounting and Auditing Institute of the Ministry of Economy, Trade, and Enterprise.



3.- Examination and approval of the consolidated non-financial information statement and the sustainability report for the Company and its subsidiaries for the financial year ended 31 December 2025.

To approve the consolidated non-financial information statement (NFIS) and sustainability report for the Company and its subsidiaries for the financial year ended 31 December 2025, prepared by the Company's Board at its meeting held on 16 February 2026 and verified by the independent verification service provider, Ernst & Young, S.L.

4.- Examination and approval of the proposed allocation of the results for the financial year ended on 31 December 2025. Distribution of dividend.

To approve the proposed allocation of the profit for the Company's financial year ended 31 December 2025, in the amount of four hundred and thirty-five million, five hundred and forty-eight thousand euros (€435,548,000) as formulated by the Board of Directors, to be distributed as follows:

To dividends	€237,478,322.76
To other (voluntary) reserves	€198,069,677.24
TOTAL	€435,548,000.00

It is therefore resolved to pay out a gross dividend of €0.42159 per share, excluding treasury shares, in accordance with the provisions of Article 148(a) of the Spanish Companies Act.

Likewise, the total amount of the agreed dividend shall be increased or reduced, charged to the other voluntary reserves account, by the amount necessary to ensure that the gross amount received per outstanding share remains at €0.42159 per share, excluding treasury shares, in accordance with the provisions of Article 148(a) of the Spanish Companies Act.

The above dividend is to be paid out to the shareholders from 17 June 2026, through the *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.*



(Iberclear) participating entities with which shareholders have deposited their shares. Tax withholding will be deducted from the gross amount of the dividend payable as required by the applicable legislation as necessary.

5.- Examination and discharge of the Board of Directors' management activities during the financial year ended 31 December 2025.

To approve the Board's management of the Company and the actions it has taken during the financial year ended 31 December 2025.

6.- Re-election of the auditor for the Company and its consolidated group for the 2026 financial year.

At the proposal of the Company's Audit and Compliance Committee, to reappoint as auditors of the annual accounts of the Company and its consolidated group to verify the separate and consolidated annual accounts and management reports of the Company and its consolidated group for the financial year ending 31 December 2026 the firm of Ernst & Young, S.L., with its registered office at Calle Raimundo Fernández Villaverde, 65, 28003, Madrid and tax identification number B-78970506, registered under number S0530 on the Official Register of Auditors of Spain's Accounting and Auditing Institute of the Ministry of Economy, Trade, and Enterprise and at the Companies Register of Madrid in Volume 9364, general Companies Book 8130, section 3, sheet 68, page no. 87690-1, entry 1.

Acceptance of the appointment is to be confirmed in due course if required.

7.- Appointment of the sustainability reporting verifier for the 2026 financial year.

At the proposal of the Company's Audit and Compliance Committee, to appoint as verifier of the sustainability reporting of the Company and its consolidated group for the financial year ending 31 December 2026 Ernst & Young, S.L., with its registered office at Calle Raimundo Fernández Villaverde, 65, 28003, Madrid and tax identification number B-78970506, registered under number S0530 on the Official Register of



Auditors of Spain's Accounting and Auditing Institute of the Ministry of Economy, Trade, and Enterprise and at the Companies Register of Madrid in Volume 9364, general Companies Book 8130, section 3, sheet 68, page no. 87690-1, entry 1.

Acceptance of the appointment is to be confirmed in due course if required.

Appointment is conditional upon its being necessary or feasible under the Spanish act transposing Directive (EU) 2022/2464 of 14 December 2022 into Spanish law.

Since transposition has not taken effect as at this date, the Board is expressly authorised to interpret, implement, supplement, and adapt this resolution to the requirements of law for it to be effective, including those arising from future changes to the law, such as transposition of the above Directive into Spanish law.

8.- Re-election and appointment of members of the Board of Directors and determination of the number of Board members.

In accordance with the provisions of Article 197 *bis*.2 of the Spanish Companies Act, each of these resolutions shall be subject to separate voting.

8.1. Re-election of Mr. Marc Puig Guasch as member of the Board of Directors, in the category of Executive Director.

To re-elect Mr. **Marc Puig Guasch**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Executive Director, and for the statutory term of three (3) years. Mr. Marc Puig Guasch shall continue to perform his role as Executive Chairman of the Board of Directors.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act and the Company's Board of Directors' Regulations, the proposal for the reappointment of Mr. Marc Puig Guasch has been made by the Board of Directors and has the favourable reports of the Appointments and Remuneration Committee and of



the Board of Directors, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.2. *Re-election of Mr. Nicolas Mirzayantz as member of the Board of Directors, in the category of Independent Director.*

To reappoint Mr. **Nicolas Mirzayantz**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Independent Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act, the proposal for the reappointment of Mr. Nicolas Mirzayantz has been made at the proposal of the Appointments and Remuneration Committee and has the favourable reports of the Board of Directors and of that Committee, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.3. *Re-election of Mr. Daniel Lalonde as member of the Board of Directors, in the category of Independent Director.*

To reappoint Mr. **Daniel Lalonde**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Independent Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act, the proposal for the reappointment of Mr. Daniel Lalonde has been made at the proposal of the Appointments and Remuneration



Committee and has the favourable reports of the Board of Directors and of that Committee, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.4. *Re-election of Ms. Ángeles García-Poveda Morera as member of the Board of Directors, in the category of Independent Director.*

To reappoint Ms. **Ángeles García-Poveda Morera**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Independent Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act, the proposal for the reappointment of Ms. Ángeles García-Poveda Morera has been made at the proposal of the Appointments and Remuneration Committee and has the favourable reports of the Board of Directors and of that Committee, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.5. *Re-election of Mr. Jordi Constans Fernández as member of the Board of Directors, in the category of Other External Director.*

To re-elect Mr. **Jordi Constans Fernández**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Other External Director, and for the statutory term of three (3) years.



In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act and the Company's Board of Directors' Regulations, the proposal for the reappointment of Mr. Jordi Constans Fernández has been made by the Board of Directors and has the favourable reports of the Appointments and Remuneration Committee and of the Board of Directors, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.6. *Re-election of Mr. Ioannis Petrides as member of the Board of Directors, in the category of Other External Director.*

To re-elect Mr. **Ioannis Petrides**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Other External Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act and the Company's Board of Directors' Regulations, the proposal for the reappointment of Mr. Ioannis Petrides has been made by the Board of Directors and has the favourable reports of the Appointments and Remuneration Committee and of the Board of Directors, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.7. *Re-election of Mr. Rafael Cerezo Laporta as member of the Board of Directors, in the category of Other External Director.*

To re-elect Mr. **Rafael Cerezo Laporta**, whose personal details are recorded in the Commercial Registry and have



not changed, as member of the Board of Directors of the Company, with the category of Other External Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act and the Company's Board of Directors' Regulations, the proposal for the reappointment of Mr. Rafael Cerezo Laporta has been made by the Board of Directors and has the favourable reports of the Appointments and Remuneration Committee and of the Board of Directors, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.8. *Re-election of Ms. Christine Ann Mei as member of the Board of Directors, in the category of Independent Director.*

To reappoint Ms. **Christine Ann Mei**, whose personal details are recorded in the Commercial Registry and have not changed, as member of the Board of Directors of the Company, with the category of Independent Director, and for the statutory term of three (3) years.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act, the proposal for the reappointment of Ms. Christine Ann Mei has been made at the proposal of the Appointments and Remuneration Committee and has the favourable reports of the Board of Directors and of that Committee, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.



8.9. *Appointment of Mr. Jose Manuel Albesa Muniesa as new member of the Board of Directors, in the category of Executive Director.*

To appoint Mr. **Jose Manuel Albesa Muniesa** as member of the Board of Directors of the Company, with the category of Executive Director, and for the statutory term of three (3) years. The personal details of the director shall be recorded in the certificate to be issued for the purposes of registration with the Commercial Registry of Barcelona.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act and the Company's Board of Directors' Regulations, the proposal for the appointment of Mr. Jose Manuel Albesa Muniesa has been made by the Board of Directors and has the favourable reports of the Appointments and Remuneration Committee and of the Board of Directors, which have been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.10. *Appointment of Ms. Julie Van Ongevalle as new member of the Board of Directors, in the category of Independent Director.*

To appoint Ms. **Julie Van Ongevalle** as member of the Board of Directors of the Company, with the category of Independent Director, and for the statutory term of three (3) years. The personal details of the director shall be recorded in the certificate to be issued for the purposes of registration with the Commercial Registry of Barcelona.

In accordance with the provisions of Article 529 *decies* of the Spanish Companies Act, the proposal for the appointment of Ms. Julie Van Ongevalle as Independent Director has been made at the proposal of the Appointments and Remuneration Committee and has the favourable reports of the Board of Directors and of that Committee, which have been made available to shareholders on the Company's website since the



publication of the call of the Annual General Shareholders' Meeting.

Acceptance of the appointment is to be confirmed in due course if required.

8.11. Acknowledgement of the resignation of Mr. Josep Oliu Creus as Board member.

To acknowledge and, as necessary, accept, with effect as of today, the resignation submitted by letter addressed to the Company dated on the date hereof by Mr. **Josep Oliu Creus**. The personal details of the Board member are recorded in the Commercial Registry of Barcelona.

For all intents and purposes, it is hereby expressly stated that, as set forth in the aforementioned letter sent by Mr. Josep Oliu Creus, his resignation as of this date is motivated exclusively by the approaching expiration of his term as a Board member, which is to take place on 18 December 2026, following the completion of the three (3) years of his last appointment. His resignation as of today facilitates the alignment of the terms of appointment and renewal for members of the Board of Directors, thereby also allowing a new phase in the composition and structure of the Company's Board of Directors to begin as of this date.

The Company hereby expresses its gratitude for the services rendered by the Board member during his term of office.

8.12. Determination of the number of Board members.

In view of the resolutions adopted in the preceding points and in accordance with the provisions of Article 22 of the Bylaws, to set the number of members of the Board of Directors of the Company at thirteen (13).

9.- Approval of the Directors' Remuneration Policy.

In accordance with the provisions of Article 529 *novodecies* of the Spanish Companies Act, and in view of the report of the Appointments and Remuneration Committee and the reasoned



proposal of the Board of Directors, to approve the Directors' Remuneration Policy which shall apply from the date of approval by this General Shareholders' Meeting and during the financial years 2027, 2028 and 2029.

10.- Approval of the delivery of Class B shares to the executive directors as payment of the variable components of their remuneration.

Mr. Marc Puig Guasch and Mr. Jose Manuel Albesa Muniesa are beneficiaries of the long-term incentive plan approved by the Company's General Shareholders' Meeting held on 28 May 2025 (the "**Incentive Plan**"). Pursuant to the Incentive Plan, and in respect of cycle 1, which commenced on 1 January 2025 and will end on 31 December 2027, they are entitled to receive 522,430 and 447,368 Class B shares of the Company, respectively, subject to the terms and conditions set out therein.

In relation to cycle 2 of the Incentive Plan, which commenced on 1 January 2026 and will end on 31 December 2028, approval is sought from the General Shareholders' Meeting for the entitlement of Mr. Marc Puig Guasch and Mr. Jose Manuel Albesa Muniesa to receive, taking into account (i) the average closing market price of the Company's Class B shares (rounded to two decimal places) over the fifteen (15) trading sessions up to and including 31 December 2025, and (ii) their annual fixed remuneration in force in 2026, a maximum number of Class B shares—assuming maximum achievement of the Incentive Plan targets—of 495,613 and 482,251 shares of the Company, respectively.

With respect to cycle 3 under the Incentive Plan, which will commence on 1 January 2027 and will end on 31 December 2029, and in accordance with the Directors' Remuneration Policy submitted for approval under the preceding item, approval is sought from the General Shareholders' Meeting for the entitlement of Mr. Marc Puig Guasch and Mr. Jose Manuel Albesa Muniesa to receive, upon maximum achievement of the Incentive Plan targets and at the end of such cycle, a maximum number of Class B shares of the Company determined by reference to an amount equivalent to 400% of their annual fixed remuneration in force in 2027.



For these purposes, the number of shares shall be calculated by reference to the average closing market price of the Company's Class B shares (rounded to two decimal places) over the fifteen (15) trading sessions up to and including 31 December 2026.

In all cases, the number of Class B shares to be delivered under each cycle of the Incentive Plan shall be subject to the allocation approved by the Board of Directors and to the level of achievement of the Incentive Plan targets.

11.- Consultative vote on the Annual Director Remuneration Report for the financial year ended 31 December 2025.

In accordance with the provisions of Article 541 of the Spanish Companies Act and Article 31.5 of the Company's Board of Directors' Regulations, to approve, on a consultative basis, the Annual Director Remuneration Report for the financial year ended 31 December 2025, approved by the Board of Directors at its meeting of 16 February 2026, following a favourable report from the Appointments and Remuneration Committee, the full text of which has been made available to shareholders, together with the rest of the documentation for the General Shareholders' Meeting, since the date of publication of the call of the meeting.

Furthermore, since the date of publication of the call of the meeting, an informative document has been made available to shareholders as a supplement to the Annual Director Remuneration Report for the 2025 financial year, in which the metrics and weightings of the 2026-2028 Long-Term Incentive Plan are detailed, which will also be included in the Annual Director Remuneration Report for the 2026 financial year.

12.- Authorization for the sale of the "Aromas de Castilla" trademark in accordance with Article 17bis of the Bylaws.

In view of the report prepared by the Board of Directors at its meeting of 27 April 2026, which has been made available to shareholders on the Company's website since the publication of the call of the Annual General Shareholders' Meeting, it is resolved to authorise the sale of the "Aromas de Castilla" trademark on the terms set out in the report.



For the appropriate purposes, it is noted that the “Aromas de Castilla” trademark, the registration details of which are set out in the said report, has been owned by an entity of the Puig group for a continuous period of more than ten (10) years. For this temporal reason, and in accordance with Article 17bis of the Bylaws and Articles 160(f) and 511bis.2 of the Spanish Companies Act, it is considered an essential asset, which means that its disposal requires prior authorisation from the General Shareholders’ Meeting.

Notwithstanding the foregoing, it is also expressly noted that the trademark does not constitute an essential asset by reason of its economic value, nor is it materially relevant in terms of volume of assets, revenue figures or contribution to Puig’s business, its classification as an essential asset being considered exclusively linked to the aforementioned period of ownership of the trademark.

The Board of Directors is authorised, with express power of substitution in any of its members, or in the Secretary or Vice Secretary of the Board of Directors, to develop, supplement, execute and interpret this resolution, negotiate and sign any agreements, deeds and documents as may be necessary, and carry out any procedures and steps as may be required before any body, authority or public registry, both in Spain and abroad, for the full effectiveness of the authorised disposal.

13.- Delegation of powers to formalize, interpret, correct, and implement the resolutions passed by the General Shareholders’ Meeting.

To delegate to the Board of Directors, with express power to delegate to any person whom the Board of Directors expressly authorises for this purpose, the requisite authority, as broad as required by law, to correct, implement, and execute, at whatever time it deems most suitable, each of the resolutions approved at this General Shareholders’ Meeting.

Specifically, to confer on the Chairman and the Vice Chairman of the Board of Directors, and to specially confer on the Secretary and the Vice Secretary, with authority as broad as required by law, such that any of them, jointly and severally, may formalize the resolutions passed at this General Shareholders’



Meeting and proceed with registration at the Commercial Registry and any other Registries necessary, in particular including, but not limited to, authority to execute notarised public deeds and notarial acts necessary or appropriate for those purposes, together with the necessary authority for interpretation, correction, ratification, supplementation, execution, and implementation of those deeds and acts, and the necessary authority to proceed with the mandatory filing of the separate annual accounts at the Commercial Registry. The authority to make corrections is to include the possibility of making such amendments, ratifications, and additions as may be necessary or appropriate as a result of observations or requirements by the securities market regulatory authorities, stock exchanges, the Commercial Registry, or any other public authority with jurisdiction relating to the resolutions passed.