



PUIG

Treasury Stock Policy



1.	Purpose	4
2.	Scope of application and entry into force	4
3.	Definitions	4
4.	Policy and basic principles	5
5.	Guidelines	7





The Board of Directors of Puig Brands, S.A. (the "Company"), in accordance with the provisions of Article 7 of the Regulations of the Board of Directors, has the responsibility to approve, among others, the treasury stock policy (the "Treasury Stock Policy" or the "Policy").

English translation for
information purposes
only
In case of discrepancy,
the Spanish version shall
prevail

1. Purpose

The purpose of this document is to establish the framework for the control and management of the Treasury Stock Transactions (as defined below) and the risk associated with them.

2. Scope of application and entry into force

This Policy applies to the performance of Treasury Stock Transactions by Puig Brands, S.A., either by the Company or by any of the subsidiary and investee companies in which the Company has control of its management in accordance with the provisions of Article 42 of the Spanish Commercial Code (the "Group").

Likewise, this Policy applies to the risks derived from the Treasury Stock Transactions.

This Treasury Stock Policy will enter into force at the time of the effective admission to trading of the Class B shares of the Company on the Spanish Stock Exchanges and their inclusion in the Spanish Stock Exchange Interconnection System.

3. Definitions

For the purposes of this Policy, the following definitions shall apply:

"RIC Chief Compliance Officer": The person appointed at any time by the Board of Directors to perform the functions attributed to him/her by the RIC.

"Treasury Stock Managers": The Head of Treasury Stock Management and those persons that the RIC Chief Compliance Officer, at the proposal of the Chief Financial Officer, appoints from among the professionals of the Finance Department, being those in charge of the management of the Company's treasury stock.

"LMV": Spanish Act 6/2023, of March 17, on Securities Markets and Investment Services.



“Treasury Stock Transactions”: Treasury Stock Transactions shall mean those transactions carried out, directly or indirectly, by the Company and involving Negotiable Securities or Financial Instruments.

“RAM”: Regulation 596/2014 of the European Parliament and of the Council, of April 16, on Market Abuse, as amended from time to time.

“Head of Treasury Stock Management”: The person appointed by the Finance Department of the Company as responsible for coordinating the Treasury Stock Managers.

“RIC”: The Internal Code of Conduct in the Securities Markets of the Company (“Reglamento Interno de Conducta en los Mercados de Valores”).

“Negotiable Securities or Financial Instruments”: Negotiable Securities or Financial Instruments shall mean:

- (i) Class A shares and Class B shares of the Company;
- (ii) any other negotiable securities issued by any company of the Group that are admitted to trading, or whose admission to trading has been requested, on regulated markets, on multilateral trading systems, on organized trading systems or on other organized secondary markets (hereinafter, jointly, "secondary markets");
- (iii) the financial instruments and contracts of any kind that grant the right to acquire the abovementioned securities, including those that are not traded on secondary markets and may be settled by physical delivery or in cash; and
- (iv) the financial instruments and contracts, including those not traded on secondary markets, whose underlying is or is related to the previous securities or instruments and may be settled by physical delivery or in cash;

This definition shall be understood as broad as legally necessary, including, therefore, the definitions of these terms of the LMV, the RAM, the Spanish Royal Decree 1362/2007, of October 19, on transparency requirements (the "RD 1362/2007") and their respective implementing regulations, as amended from time to time.

4. Policy and basic principles

The Treasury Stock Transactions shall be carried out in accordance with the provisions of the legislation in force at any time, the bylaws of the Company,



the RIC and the resolutions adopted by the General Shareholders' Meeting and the Board of Directors of the Company in this regard and shall be aimed at:

- Favoring the liquidity of Class B shares in the market by giving such market depth or minimizing any temporary imbalances between supply and demand, without intervening in the free process of market price formation or favoring certain shareholders of the Company.
- Taking advantage, for the benefit of all shareholders, from situations of weakness in the price of Class B shares in relation to the medium-term outlook.
- Allowing the Company access to Class B shares that enable it to meet its obligations to deliver Class B shares assumed by virtue of issues of securities or financial instruments such as convertible or exchangeable bonds, corporate transactions, or remuneration or loyalty plans for shareholders (for example, dividend reinvestment plans), Directors, senior officers or employees.
- Any other purposes that the Board of Directors of the Company approves at any time within the legal limits and those set by the General Shareholders' Meeting.

Likewise, the Treasury Stock Transactions shall be carried out with the aim of optimizing the financial result, the cash flow and the balance sheet of the Group, maintaining its financial leverage ratio and the credit rating, as the case may be, in accordance with the established objectives and those that have been made public and mitigating the risk associated with such transactions.

The management of the Treasury Stock Transactions shall be developed in line with the principles established at the corporate level and shall comply with the following basic principles of action:

- Centralize all Treasury Stock Transactions in the Head of Treasury Stock Management and the Treasury Stock Managers.
- Ensure the correct use of the instruments for the hedging of the risks of Negotiable Securities or Financial Instruments by implementing the appropriate procedures for their analysis and approval and applying the principles of financial prudence in all actions carried out with them.



- Register all transactions in accordance with the requirements established in the International Financial Reporting Standards.
- Report transparently to the supervisors and the governing bodies of the markets on the Treasury Stock Transactions and the associated risks.
- Act at all times in accordance with the legislation in force and the principles and obligations set forth in the RIC, and in particular, maintain confidentiality in relation to the Treasury Stock Transactions without prejudice to the information obligations established by the applicable legislation.

5. Guidelines

5.1 Rules of conduct in the management of the treasury stock

In the management of the Company's treasury stock, the following rules of conduct shall be observed in all cases:

- Protect the integrity of the financial markets and the confidence of investors in them.
- To not manipulate or attempt to manipulate the market, including in particular the prohibitions of transmitting false or misleading signals of the supply, demand or price of Class B shares and not to create a price tendency, nor to intervene in the free formation of the same.
- To not carry out any Treasury Stock Transactions when the persons in charge of executing it have inside information (for the purposes of this Policy, as defined in the applicable legislation and in the RIC). For this purpose, the independence of the Treasury Stock Managers shall be guaranteed and that they are not in possession of inside information, all in accordance with the provisions of the RIC.
- To not carry out Treasury Stock Transactions during "blackout periods" established by the applicable legislation and the RIC.
- Report transparently on the Treasury Stock Transactions, according to the applicable legislation.

5.2 Guidelines for the control and management of risk



To adequately mitigate the risk associated with the Treasury Stock Transactions, the following guidelines and limits are established:

- The sum of the daily volume contracted through Treasury Stock Transactions, the prices and the orders shall comply at all times with the provisions of the Commission Delegated Regulation (EU) No 2016/1052 of March 8, 2016 supplementing the RAM.
- The management of the treasury stock or of a specific program shall be entrusted to the Head of Treasury Stock Management, as responsible for coordinating the Treasury Stock Managers, who shall act autonomously and separately.
- Notwithstanding the foregoing, the Company may delegate to a financial entity the performance of the Treasury Stock Transactions on a discretionary and autonomous basis.
- Likewise, the Company may agree to enter into a liquidity contract with a financial intermediary subject to compliance with the provisions for such contracts in the applicable regulations.
- Timely information on the Treasury Stock Transactions shall be provided to the Sustainability and Social Responsibility Committee.
- Unless exceptionally authorized by the RIC Chief Compliance Officer for justified reasons, the Company shall not carry out Treasury Stock Transactions if it has decided to delay the disclosure of inside information.
- In the cases where the trading of Class B shares of the Company is suspended, the Company shall not introduce, directly or indirectly, orders during the auction period prior to the lifting of the suspension until operations have been crossed in the value. In case of unexecuted orders, these shall be withdrawn.
- Unless exceptionally authorized by the RIC Chief Compliance Officer for justified reasons, the Company shall not execute Treasury Stock Transactions within the period of the thirty natural days prior to the calendar established for the publication of financial information.
- The Company shall use, other than in exceptional cases and for justified reasons, a single market member for the execution of the Treasury Stock Transactions.