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LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS

## **FULL TEXTS OF THE PROPOSED RESOLUTIONS**

### **GENERAL SHAREHOLDERS' MEETING**

**One. Examination and approval of the individual Financial Statements and the Individual Management Report of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros as well as the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the tax year ended 31 December 2021.**

Approval of the individual Financial Statements and the individual Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros as well as approval of the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the financial year ended 31 December 2021, as drawn up by the Company's Board of Directors at its meeting on 17 February 2022.

**Two. Examination and approval of the Consolidated Statement of Non-Financial Information corresponding to the financial year ended 31 December 2021, included in the Consolidated Group Management Report.**

Approval of the consolidated Non-Financial Information Statement for the financial year ended 31 December 2021, as prepared by the Board of Directors as part of the consolidated Group Management Report.

**Three. Examination and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2021.**

Approval of the distribution of profits earnings by the Company in the financial year ended 31 December 2021, amounting to 108,115,361.60 euros, by distributing it as follows:

- Dividend distribution:
  - Interim dividends 77,663,912.36 euros
  - To the final dividend 21,459,125.13 euros
  
- To the voluntary reserve 8,992,324.11 euros

The Company's Board of Directors, at meetings held on 29 June 2021, 23 September 2021, and 13 December 2021, agreed to pay the shareholders the gross amounts of 0.0244, 0.0236 and 0.0232 euros per share, respectively, at each of the aforementioned meetings, representing a total amount of 77,663,912.36 euros, as interim dividends. These dividends were paid, with Banco Santander, S.A. acting as payment agent, on 7 July 2021, 7 October 2021, and 23 December



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2021, respectively. In this regard, it was agreed to ratify as necessary the resolutions of the Board of Directors of 29 June 2021, 23 September 2021, and 13 December 2021.

Consequently, the final dividend to be paid to shareholders is 0.019730 euros gross per share, which is a gross total amount of approximately 21.4 million euros. The amount corresponding to treasury shares has been applied pro rata to the remaining shares.

Payment of the final dividend will be made in accordance with IBERCLEAR's operating regulations, with Banco Santander, S.A. acting as payment agent, with the relevant dates for this purpose being as follows:

- Last trading date on which the Company's shares are traded with the right to receive the dividend (*Last Trading-Date*): 28 March 2022
- Date as from which the Company's shares are traded without the right to receive the dividend (*Ex-date*): 29 March 2022
- Date on which the registered holders who can claim their payment from the Company are identified (*Record date*): 30 March 2022
- Payment date: 31 March 2022

The total dividend for the 2021 financial year amounts to 99,123,037.49 euros, i.e. 0.091 euros gross per share.

#### **Four. Examination and approval of the management of the Board of Directors during the fiscal year ended 31 December 2021.**

Approval of the corporate management and the actions carried out by the Company's board of directors during the financial year ended 31 December 2021.

#### **Five. Re-election of the Auditors of the Company and the consolidated Group for 2022.**

In accordance with the proposal made by the Company's Audit and Compliance Committee, to re-elect as Auditors of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its Consolidated Group, for the 2022 financial year, PricewaterhouseCoopers Auditores, S.L., with registered office in Madrid, Paseo de la Castellana no. 259 B and holder of tax identification number B-79031290, registered in the Official Register of Accounts Auditors of Spain with the number S-0242, and registered in the Mercantile Registry of Madrid, volume 9,267, book 8,054, folio 75, section 3, page 87250-1. It is also entrusted with the performance of the other audit services required by the Law specified by the Company for the 2022 financial year.

The Company's board of directors is expressly authorised, with the power of delegation for the CEO, to enter into the corresponding service lease agreement with PricewaterhouseCoopers Auditores, S.L. for the corresponding term and under the conditions and clauses as may be required.



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### **Six. Ratification of the appointment by co-option and re-election of Patricia Ayuela de Rueda as executive director of the Company.**

Ratify the appointment by co-option of Patricia Ayuela de Rueda agreed by the Board of Directors at the meeting held on 17 February 2022, to fill the vacancy generated on the Board of Directors as a result of the resignation from the position of director of Miguel Ángel Merino González and re-elect her for the legal and statutory term of four years, prior favourable report from the Appointments, Remuneration and Corporate Governance Committee, as an executive director, with effect from the date of adoption of this agreement.

In compliance with the provisions of Sections 4 and 5 of Article 529 decies of the Spanish Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, it is recorded that: (i) the Company's Board of Directors and Appointments, Remuneration and Corporate Governance Committee have proposed the ratification of the appointment and re-election of Patricia Ayuela de Rueda at their meetings dated 15 and 17 February 2022; (ii) the proposal for ratification and re-election was seconded by the mandatory report on the assessment of the suitability of Patricia Ayuela de Rueda that was formulated by the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee on 15 and 17 February 2022, attaching this report to the respective minutes of the meetings of the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee.

### **Seven. Approval of the Remuneration Policy for Directors of Línea Directa Aseguradora, S.A..**

In accordance with Article 529 *novodecies* of the Spanish Corporate Enterprises Law, approve the Línea Directa Director Remuneration Policy, which will be valid from the date that it is approved by the 2022 Annual General Meeting until 31 December 2025. The full text has been provided to shareholders, along with the other documents relating to this General Meeting, from the date that it is called (the "**New Remuneration Policy**").

As a result, it has been agreed that the New Remuneration Policy will replace, for all purposes, the remuneration policy that was agreed by the Annual General Meeting on 18 March 2021 (which was initially stipulated to remain in force until 31 December 2023).

### **Eight. Approval, until the celebration of the Ordinary General Meeting next year, of reducing the deadline for convening the Extraordinary General Meetings to fifteen days, in accordance with article 515 of the Spanish Corporate Enterprises Law.**

Approval, until the holding of the Ordinary General Shareholders' Meeting next year, of reducing the deadline for convening the Extraordinary General Meetings to 15 days, in accordance with article 515 of the Spanish Corporate Enterprises Law.



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### **Nine. Delegation of powers to interpret, complement, correct, execute and formalise the resolutions adopted by the General Shareholders' Meeting.**

Notwithstanding the powers delegated in the foregoing resolutions, to empower the Board of Directors, with the express power to sub-delegate, the Chairman of the Board of Directors, the Chief Executive Officer, and the Secretary of the Board of Directors, to the fullest extent required by law, so that any of them may implement the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, modify, correct errors or omissions and adapt the resolutions set out above subject to the verbal or written approval of the Mercantile Registry and any competent authority, official or entity; (ii) prepare and publish the legally required announcements; (iii) to implement the above resolutions and to issue any public and/or private document deemed necessary or advisable for their implementation; (iv) to file any documentation with the Mercantile Registry or other competent registers; and (v) to carry out any such acts as may be necessary or advisable for their satisfactory implementation and, in particular, for their registration with the Mercantile Registry or any other competent register.

### **Ten. Advisory vote on the 2021 Report on the Remuneration of the members of the Board of Directors.**

To approve, in an advisory capacity, the annual remuneration report for the 2021 financial year, approved by the board of directors, the full text of which has been made available to the shareholders, together with the rest of the documentation of the General Meeting, from the date of its notice.