



Befesa S.A.
société anonyme
68-70, Boulevard de la Pétrusse, L-2320 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 177697
(the “**Company**”)

**REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY TO THE ANNUAL GENERAL
MEETING OF THE SHAREHOLDERS TO BE HELD ON 19 JUNE 2025
IN ACCORDANCE WITH ARTICLE 441-7 OF THE LAW DATED 10 AUGUST 1915
CONCERNING COMMERCIAL COMPANIES, AS AMENDED**

In accordance with the provisions of article 441-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, the board of directors of the Company (the “**Board of Directors**”) reports to the annual general meeting of shareholders convened for 19 June 2025 that

- (i) the Board of Directors at its meeting held on 30 October 2024 deliberated and resolved on the recommendations of the Nomination and Remuneration Committee of the Company with respect to the remuneration of the executive directors for 2025 and a revised LTI grant methodology; and
- (ii) the Board of Directors at its meeting held on 26 February 2025 deliberated and resolved on the recommendations of the Nomination and Remuneration Committee of the Company with respect to setting and paying-out of the performance bonus of the executive directors for 2024 and with respect to setting and paying-out of Tranche V of the Company’s Long-Term Incentive Performance Stock Plan.

WHEREAS, in connection with the matters outlined above under i) and ii), each of the two executive directors of the Company, namely, Javier Molina Montes and Asier Zarraonandia Ayo declared an interest of a financial nature, conflicting with that of the Company.

WHEREAS, it was noted that, due to such conflict of interest, each of Javier Molina Montes and Asier Zarraonandia Ayo refrained from deliberating and voting on the resolution regarding the these aforementioned matters which were validly and unanimously approved by the remaining non-executive members of the Board of Directors – who did not declare any conflict of interest – after considering that it was in the best interest of the Company.

Luxembourg, 16 May 2025

The Board of Directors