



#### **ITEM ONE OF THE AGENDA**

**Approval of the individual and consolidated annual accounts of the Company corresponding to the financial year 2019.**

##### **AGREEMENT**

To approve the individual annual accounts of TALGO, S.A. (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and accompanying notes) and the consolidated annual accounts of the Company (consolidated statements of financial position, consolidated profit and loss statement, consolidated statements of overall profit and loss, consolidated statements of changes in equity, consolidated cash flow statement and consolidated accompanying notes) for the financial year ended 31 December 2019, which were formulated by the Board of Directors at its meeting held on 27 February 2020.

#### **ITEM TWO OF THE AGENDA**

**Approval of the individual management reports of the company and of the management reports of the company consolidated with its subsidiaries for financial year 2019.**

##### **AGREEMENT**

To approve the individual management report of TALGO, S.A. and the management report of TALGO, S.A. consolidated with its subsidiaries for the financial year ended 31 December 2019, which were formulated by the Board of Directors at its meeting held on 27 February 2020.

#### **ITEM THREE OF THE AGENDA**

**Approval of the statement of non-financial information corresponding to financial year 2019.**

##### **AGREEMENT**

To approve the statement of non-financial information of the consolidated group of Talgo, S.A., for the financial year 2019, in accordance with the provisions of Law 11/2018, of December 28, 2018 amending the Commercial Code, the revised Capital Companies Law approved by Legislative Royal Decree 1/2010, of July 2, 2010 and Audit Law 22/2015, of July 20, 2015, as regards non-financial information and diversity

The statement on the non-financial information of the consolidated group of Talgo, S.A., whose approval is proposed in this act, corresponds to the information contained in the management report of the consolidated group of Talgo, S.A., corresponding to the financial year ended 31 December 2019, formulated by the Board of Directors at its meeting held on 27 February 2020.

The state of non-financial information contained in the aforementioned report has been subject to verification by Deloitte, S.L. and is available on the company's corporate website, in the section corresponding to the General Shareholders' Meeting.



#### **ITEM FOUR OF THE AGENDA**

**Approval of the management and activities of the Board of Directors during financial year 2019.**

AGREEMENT

To approve the management of the Company and the activities of the Board of Directors of TALGO, S.A. during the financial year ended 31 December 2019.

#### **ITEM FIVE OF THE AGENDA**

**Approval of the proposed application of results for financial year 2019.**

AGREEMENT

To approve the proposed application of the results formulated by the Board of Directors at its meeting held on 27 February, 2020 which is described below:

To apply to reserves all the benefits obtained in the year ended 31 December 2019 in the parent Company Talgo. S.A. for the amount of 53,084,942.32 euros.

#### **ITEM SIX OF THE AGENDA**

**Consultative vote regarding the annual directors' remuneration Report corresponding to financial year 2019.**

AGREEMENT

To approve, on a consultative basis, the annual director remuneration Report corresponding to financial year 2019, whose full text was made available to the shareholders together with the rest of the documentation related to the General Shareholders' Meeting from the date of publication of its call.

#### **ITEM SEVEN OF THE AGENDA**

**Approval, if appropriate, the director's retribution for the members to the Board of Directors for the financial year 2020.**

AGREEMENT

To approve the maintenance for the financial year 2020 of the same criteria for the determination of the remuneration of the members' to the Board of Directors and determine the maximum amount of such remuneration for the year 2020, for all the directors (executives and non-executives), for all the remuneration concepts, in the amount of ONE MILLION AND SIX HUNDRED THOUSAND EUROS (1,600,000€).



## ITEM EIGHT OF THE AGENDA

**Reduction in the share capital up to a nominal amount of 1,071,798.09 euros, through the redemption of 3,560,791 own shares, each with a nominal value of €0.301. Delegation of powers to the Board of Directors, with express powers to delegate, in order to set the other conditions for the reduction in any aspect not provided for by the General Shareholders' Meeting, including, amongst others, the power to rewrite Article 5 of the Company's Bylaws relating to share capital, and to request the exclusion from trading and the cancellation of the accounting entries of the shares that are redeemed.**

The General Shareholders' Meeting of Talgo, S.A. (the "**Company**") resolves to undertake a reduction in the share capital through the redemption of own shares, all in accordance with the terms and conditions indicated below.

For the purposes of the provisions of this agreement, all words whose initial letter begins with a capital letter and that are not expressly defined, shall have the same meaning as that established for them in the Directors' Report from which this agreement derives.

### **1. Share capital reduction**

It is agreed that the Company's share capital be reduced by a nominal amount of 1,071,798.09 euros, through the redemption of 3,560,791 shares, each with a nominal value of 0.301 euros.

### **2. Purpose of the capital reduction**

The purpose of the capital reduction is the redemption of own shares, whereby making a contribution to the Company's shareholder remuneration policy by increasing the earnings per share.

### **3. Procedure for the capital reduction reserves against which the charge is made**

The proposed capital reduction does not imply the return of contributions to the shareholders since, at the time of the execution of the capital reduction, the Company is the owner of the shares to be redeemed.

On the other hand, the capital reduction shall be made with a corresponding charge against freely available reserves. A reserve shall be provided for an amount equal to the nominal value of the redeemed shares, which may only be drawn down in accordance with the same requirements as those demanded for the share capital reduction. As a result, in accordance with the provisions of Article 335.c) of the Capital Companies Act, there would be no place for the creditors' right of opposition set forth in Article 334 of the same Law.

### **4. Execution period for the capital reduction**

The date of execution of the capital reduction will take place once the appropriate procedures have been completed and, in any case, no later than June 10, 2021.



## 5. Delegation of powers

It is agreed that the Board of Directors shall be empowered, with express powers to delegate to the Chairman of the Board of Directors and the Chief Executive Officer of the Company so that any of them, without distinction and with their sole signature, may carry out all the necessary or appropriate actions to execute this agreement and, in particular, for indicative purposes and not limited to, in order to:

- (i) Expand and develop this agreement, establishing the terms and conditions for the capital reduction in all matters not foreseen, in particular, without being exhaustive, to establish the date on which the share capital reduction must be carried out.
- (ii) Declare when the capital reduction.
- (iii) Draft new wording for the Article that relates to share capital in the Company's Bylaws to adapt it to the new share capital figure.
- (iv) Carry out any actions, declarations or procedures that are deemed necessary in relation to the provision of public information about the capital reduction and any actions that, where appropriate, need to be carried out before the CNMV, the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear) and the Stock Exchanges on which the Company's shares are admitted for trading.
- (v) Negotiate, agree and sign as many contracts, agreements, commitments or instructions as necessary or convenient for the successful completion of the capital reduction.
- (vi) Carry out the procedures and actions that are necessary or convenient, and present the necessary documents to the competent bodies, so that, once the redemption of the Company's shares has taken place and the capital reduction deed has been granted and registered in the Mercantile Registry, the redeemed shares shall be excluded from trading on the Stock Exchanges on which the shares of the Company are admitted for trading and the corresponding accounting entries shall be cancelled.
- (vii) Not execute this agreement when, in their opinion, the market conditions in general, or other circumstances that may negatively affect the Company, mean that it is not advisable or it is not possible for it to be executed.
- (viii) Carry out as many actions as necessary or convenient to execute and formalise the capital reduction before any public or private entities and organisations, Spanish and foreign, including the declaration, complementing or correction of defects or omissions that could prevent or hinder the full effectiveness of the preceding agreements.

## ITEM NINE OF THE AGENDA

**Re-election of Mr. Juan José Nárdiz Amurrio as director, with the status of external independent director.**

AGREEMENT



To re-elect Mr. Juan José Nárdiz Amurrio as director, after a favourable report of the Remuneration and Appointment Committee, for the by-law mandated four-year term, with the status of external independent director.

Mr. Juan José Nárdiz Amurrio shall accept his appointment by any means valid at law.

#### **ITEM TEN OF THE AGENDA**

**Re-election of Deloitte as Auditor of the company and its consolidated group for a term of one (1) year, this is, for the financial year 2020.**

##### **AGREEMENT**

To re-elect Deloitte, S.L. as auditor of TALGO, S.A. and of its consolidated group to carry out the audit for financial year 2020 authorising the Board of Directors, with express power of substitution, to enter into the respective services agreement, on the terms and conditions it deems appropriate, with authority to make such amendments therein as may be required in accordance with the law applicable at any time.

This resolution is adopted at the proposal of the Board of Directors and upon a prior proposal, in turn, of the Audit Committee.

Deloitte, S.L. has its registered office in Madrid, at Plaza Pablo Ruiz Picasso, 1, Edificio Torre Picasso, 28020, Tax Identification Number B-79104469. It is registered with the Madrid Commercial Registry at Folio 188, volume 6350, page M- 544414 and with the Official Auditors' Registry (Registro Oficial de Auditores de Cuentas) (ROAC) under number S 0692.

#### **ITEM ELEVEN OF THE AGENDA**

**Delegation of powers to formalise and implement all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion into a public instrument, and for the interpretation, correction, supplementation, further development and registration.**

##### **AGREEMENT**

To jointly and severally authorise the Board of Directors, the chairman or the CEO, and the secretary to the Board of Directors, such that any of them, to the fullest extent required, may implement the resolutions adopted by the shareholders acting at this General Shareholders' Meeting, for which purpose they may:

- (a) Further develop, clarify, make more specific, interpret, complete and correct them.
- (b) Carry out such acts or legal transactions as may be necessary or appropriate for the implementation of the resolutions, execute such public or private documents as they deem necessary or appropriate for the full effectiveness thereof, and correct all omissions, defects, or errors, whether substantive or otherwise, that might prevent the recording thereof with the Commercial Registry.



- (c) Determine all other circumstances that may be required, adopt and implement the necessary resolutions, publish the notices, and provide the guarantees that may be required for the purposes established by law, formalise the required documents, and carry out all necessary proceedings and comply with all requirements under the law for the full effectiveness of the resolutions adopted by the shareholders at this General Shareholders' Meeting.