



## EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING FEBRUARY 2026

Full text of the proposed resolutions corresponding to the items on the agenda of the meeting

### FIRST ITEM ON THE AGENDA

**Resignation or, where applicable, dismissal of Mr. Gonzalo Urquijo Fernández de Aroz as a member of the Board of Directors.**

#### RESOLUTION

Acknowledgement of the resignation tendered by Mr. Gonzalo Urquijo Fernández de Aroz from his position as a member of the Board of Directors of Talgo, S.A., such resignation having been duly accepted and taking full force and effect as of the date of the resignation letter and, in any event, as of today.

Alternatively, the dismissal of Mr. Gonzalo Urquijo Fernández de Aroz from his position as a member of the Board of Directors of Talgo, S.A., with effect as of today.

### SECOND ITEM ON THE AGENDA

**Ratification of the appointment by co-optation of Mr. José Antonio Jainaga Gómez as Director, agreed by the Board of Directors at its meeting held on 17 December 2025, and re-election of said director for the statutory term of four (4) years, following a favourable report from the Appointments and Remuneration Committee, with the category of proprietary director.**

#### RESOLUTION

To ratify the appointment as a proprietary director made by the Board of Directors through the co-optation procedure of Mr José Antonio Jainaga Gómez and to re-elect the said Mr José Antonio Jainaga Gómez as a director, following a favourable report issued by the Company's Appointments and Remuneration Committee in compliance with the provisions of Article 529 decies of the Capital Companies Act and Articles 10.2,

10.5 and 26 of the Company's Board of Directors Regulations, for the statutory term of four (4) years, with the status of proprietary director.

Mr José Antonio Jainaga Gómez will accept his re-election by any means valid in law.



### **THIRD ITEM ON THE AGENDA**

**Ratification of the appointment by co-optation of Ms. María Teresa Echarri López as director, agreed by the Board of Directors at its meeting held on 17 December 2025, and re-election of said director for the statutory term of four (4) years, following a favourable report from the Appointments and Remuneration Committee, as a proprietary director.**

#### **RESOLUTION**

To ratify the appointment as a proprietary director made by the Board of Directors through the co-optation procedure of Ms. María Teresa Echarri López and to re-elect said Ms María Teresa Echarri López as a director, following a favourable report issued by the Appointments and Remuneration Committee of the Company in compliance with the provisions of Article 529 decies of the Capital Companies Act and Articles 10.2, 10.5 and 26 of the Company's Board of Directors Regulations, for the statutory term of four (4) years, with the status of proprietary director.

Ms María Teresa Echarri López will accept her re-election by any means valid in law.

### **FOURTH ITEM ON THE AGENDA**

**Appointment of Mr. Juan Antonio Sánchez Corchero as a director of the Company for the statutory term of four (4) years, following a favourable report from the Appointments and Remuneration Committee, with the status of proprietary director.**

#### **RESOLUTION**

To appoint, as a director of the Board of Directors of Talgo, S.A., following a favourable report issued by the Company's Appointments and Remuneration Committee in compliance with the provisions of Article 529 decies of the Capital Companies Act and Articles 10.2, 10.5 and 26 of the Company's Board of Directors Regulations, for a term of four (4) years, Mr Juan Antonio Sánchez Corchero, with the status of proprietary director.

Mr Juan Antonio Sánchez Corchero shall accept his appointment by any means valid in law.

### **FIFTH ITEM ON THE AGENDA**

**Appointment of Mr Ricardo Chocarro Melgosa as a director of the Company for the statutory term of four (4) years, with the status of independent external director, as proposed by the Appointments and Remuneration Committee.**

#### **RESOLUTION**



To appoint, as a director of the Board of Directors of Talgo, S.A., in accordance with the supporting report issued by the Company's Appointments and Remuneration Committee and at its proposal, in compliance with the provisions of Article 529 decies of the Capital Companies Act and Articles 10.2 and 26 of the Company's Board of Directors Regulations, for a term of four (4) years, Mr Ricardo Chocarro Melgosa.

Mr Ricardo Chocarro Melgosa is appointed as a member of the Board of Directors of Talgo as an Independent External Director.

Mr Ricardo Chocarro Melgosa will accept his appointment by any means valid in law.

#### **SIXTH ITEM ON THE AGENDA**

**Appointment of Ms Aránzazu Estefanía Larrañaga as a director of the Company for the statutory term of four (4) years, with the status of independent external director, as proposed by the Appointments and Remuneration Committee.**

#### **RESOLUTION**

To appoint, as a director of the Board of Directors of Talgo, S.A., in accordance with the supporting report issued by the Company's Appointments and Remuneration Committee and at its proposal, in compliance with the provisions of Article 529 decies of the Capital Companies Act and Articles 10.2 and 26 of the Company's Board of Directors Regulations, for a term of four (4) years, Ms Aránzazu Estefanía Larrañaga.

Ms Aránzazu Estefanía Larrañaga is appointed as a member of the Board of Directors of Talgo as an Independent External Director.

Ms Aránzazu Estefanía Larrañaga will accept her appointment by any means valid in law.

#### **SEVENTH ITEM ON THE AGENDA**

**Delegation of powers for the formalisation and execution of all resolutions adopted by the Extraordinary General Shareholders' Meeting, for their elevation to public instrument and for their interpretation, correction, supplementation, development and registration.**

#### **RESOLUTION**

To jointly empower the Board of Directors, the non-director secretary and the non-director deputy secretary of the Board of Directors so that any of them, individually and with all necessary authority, may execute the resolutions adopted by this Extraordinary General Shareholders' Meeting, and to this end may:



1. Develop, clarify, specify, interpret, complete and amend them.
2. Perform whatever legal acts or transactions are necessary or convenient to execute the agreements, grant whatever public or private documents are deemed necessary or convenient for their full effectiveness, and correct whatever omissions, defects or errors, whether substantive or formal, that would prevent their entry in the Commercial Register.
3. Determine all other necessary circumstances, adopting and executing the necessary agreements, publishing the announcements and providing the relevant guarantees for the purposes provided for by law, as well as formalising the necessary documents and completing any appropriate procedures, proceeding to comply with any requirements necessary in accordance with the law for the fullest execution of what has been agreed by this Extraordinary General Shareholders' Meeting.