

ITEM ONE OF THE AGENDA

Approval of the individual and consolidated annual accounts of the Company corresponding to the financial year 2023.

RESOLUTION

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 annual report) and the consolidated annual accounts (consolidated statements of financial status, consolidated income statement, consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated cash flow statements and consolidated annual report), corresponding to the financial year ended 31 December 2023, which were drawn up by the Board of Directors at its meeting held on 28 February 2024.

ITEM TWO OF THE AGENDA

Approval of the individual management reports of the company and of the consolidated management report of the company with its subsidiaries for the 2023 financial year.

AGREEMENT

To approve the individual management report of TALGO, S.A. and the consolidated report with its subsidiaries corresponding to the financial year ended 31 December 2023, which were drawn up by the Board of Directors at its meeting held on 28 February 2024.

ITEM THREE OF THE AGENDA

Approval of the statement of non-financial information corresponding for the 2023 financial year contained in the 2023 Corporate Sustainability Report.

AGREEMENT

To approve the statement of non-financial information of the consolidated group of Talgo, S.A., corresponding to financial year 2023, in accordance with the provisions of Law 11/2018, of 28 December, which amends the Code of Commerce, the revised text of the Capital Companies Act approved by Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, on Auditing of Accounts and its implementing regulations approved by Royal Decree 2/2021, of 12 January, in relation to non-financial information and diversity.

The statement of non-financial information of the consolidated group of Talgo, S.A., the approval of which is hereby proposed, corresponds to the information contained in the management report of the consolidated group of Talgo, S.A. for the year ended 31 December 2023, drawn up by the Board of Directors at its meeting held on 28 February 2024.

The General Shareholders' Meeting is informed that the Board of Directors, at its meeting held on 28 February 2024, also approved the Corporate Sustainability Report (CS) 2023 prepared by the company.

The statement of non-financial information contained in the aforementioned consolidated group management report, as well as the Corporate Sustainability Report has been audited by Deloitte, S.L. and is available on the company's corporate website, in the section corresponding to the Ordinary General Shareholders' Meeting.

ITEM FOUR OF THE AGENDA

Approval of the management and activities of the Board of Directors during the 2023 financial year.

AGREEMENT

To approve the corporate management and the actions carried out by the Board of Directors of TALGO, S.A. during the financial year ended 31 December 2023.

ITEM FIVE OF THE AGENDA

Approval of the proposed application of results for the 2023 financial year.

AGREEMENT

To approve the proposal for the allocation of profits made by the Board of Directors at its meeting held on 28 February 2024, as detailed below:

To apply to reserves all the profits obtained in the parent company Talgo, S.A. in the year ended 31 December 2023, amounting to 12,759,612 euros.

ITEM SIX OF THE AGENDA

Consultative vote regarding the annual directors' remuneration Report corresponding for the financial year 2023.

AGREEMENT

To approve, on a consultative basis, the Annual Directors' Remuneration Report for the 2023 financial year, the full text of which was made available to shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the call notice.

ITEM SEVEN OF THE AGENDA

Approval, if appropriate, of the remuneration of the members of the Board of Directors for the financial year 2024.

AGREEMENT

To approve the continuation in financial year 2024 of the criteria for determining the remuneration of directors and to set the maximum amount of such remuneration for the year 2024, for all directors (executive and non-executive), for all items of remuneration (thus, by way of example and without limitation: fixed remuneration, variable remuneration, remuneration in kind, incentive plans or payments derived therefrom, present or future, remuneration for attendance at meetings of the Board of Directors and its committees, premiums or contributions to life and/or health insurance, contributions to pension plans or Social Security contributions, as well as payments for any indemnity item) in the amount of FOUR MILLION TWO HUNDRED AND FORTY-NINE THOUSAND TWO HUNDRED AND FIVE EUROS (€4,249,205).

ITEM EIGHT OF THE AGENDA

Approval of the directors' remuneration policy in accordance with the provisions of article 529 novodecies of the Capital Companies Act.

AGREEMENT

Pursuant to the provisions of article 529 novodecies of the Capital Companies Act, to approve the remuneration policy for directors of Talgo, S.A. for the 2024 financial year, in accordance with the reasoned proposal of the Board of Directors, accompanied by the report of the Remuneration and Appointments Committee.

ITEM NINE OF THE AGENDA

Re-election of DELOITTE as statutory Auditor of the Company and its consolidated group for a term of one (1) year, i.e. for the financial year 2024.

AGREEMENT

To re-elect the company Deloitte, S.L. as auditor of the accounts of TALGO, S.A. and its consolidated group, to carry out the audit for the financial year 2024, granting the Board of Directors, with express power of substitution, the power to enter into the corresponding service agreement, with the clauses and conditions it deems appropriate, being likewise entitled to make the relevant amendments thereto in accordance with the legislation in force from time to time.

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

Deloitte, S.L. has its registered office in Madrid, Plaza Pablo Ruiz Picasso, 1, Edificio Torre Picasso, 28020, and tax identification number B-79104469.

It is recorded in the Mercantile Register of Madrid, folio 188, volume 6,350, 8th Section, page M-5444414, 96th entry, and in the Official Register of Auditors (ROAC) under number S0692.

ITEM TEN OF THE AGENDA

Acknowledgement, in accordance with the provisions of Article 528 of the Capital Companies Act, of the amendment to the Regulations of the Board of Directors

AGREEMENT

Acknowledgement, in accordance with the provisions of article 528 of the Capital Companies Act, of the amendment to the Regulations of the Board of Directors agreed by this body on 21 May 2024, the full text of which, and the reasoned proposal of the Board of Directors, was made available to shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the call notice.

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 Chief Executive Officer, and the Secretary to the Board of Directors, so that any one of them may, to the fullest extent required, implement the resolutions adopted by the shareholders 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.