

ITEM ONE OF THE AGENDA

Approval of the individual and consolidated annual accounts of the Company corresponding to the financial year 2024.

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 2024, which were drawn up by the Board of Directors at its meeting held on 28 February 2025.

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 2024 financial year.

RESOLUTION

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 2024, which were drawn up by the Board of Directors at its meeting held on 28 February 2025.

ITEM THREE OF THE AGENDA

Approval of the statement of non-financial information corresponding for the financial year 2024 contained in the Corporate Sustainability Report 2024.

RESOLUTION

To approve the statement of non-financial information of the consolidated group of Talgo, S.A., corresponding to financial year 2024, 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 2024, drawn up by the Board of Directors at its meeting held on 28 February 2025.

The General Shareholders' Meeting is informed that the Board of Directors, at its meeting held on 28 February 2025, also approved the Corporate Sustainability Report (CS) 2024 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 2024 financial year.

RESOLUTION

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 2024.

ITEM FIVE OF THE AGENDA

Approval of the proposed application of results for the 2024 financial year.

RESOLUTION

To approve the proposal for the allocation of profits made by the Board of Directors at its meeting held on 28 February 2025, as detailed below:

To apply to 'Voluntary reserves' the total losses obtained in the parent company Talgo, S.A. in the year ended 31 December 2024, amounting to 2,234,000 euros.

ITEM SIX OF THE AGENDA

Consultative vote regarding the annual directors' remuneration Report corresponding for the financial year 2024.

RESOLUTION

To approve, on a consultative basis, the Annual Directors' Remuneration Report for the 2024 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 2025.

RESOLUTION

To approve the continuation in financial year 2025 of the criteria for determining the remuneration of directors and to set the maximum amount of such remuneration for the year 2025, 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 THREE MILLION EUROS (€3,000,000).

ITEM EIGHT 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 2025.

RESOLUTION

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 2025, 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 NINE OF THE AGENDA

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

RESOLUTION

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 27 June 2025, 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 TEN OF THE AGENDA

Authorisation to reduce the period for convening Extraordinary General Meetings, in accordance with the provisions of article 515 of the Capital Companies Act.

RESOLUTION

Pursuant to the provisions of article 515 of the Capital Companies Act, to authorise that the Extraordinary General Meetings of the Company may be called at least fifteen (15) calendar days in advance, provided that the Company offers all shareholders the effective possibility of exercising their voting rights by accessible electronic means.

This authorisation shall be valid for all Extraordinary General Meetings held from the date of adoption of this resolution until the next Ordinary General Meeting of the Company is held.

ITEM ELEVEN OF THE AGENDA

Re-election of Mr Gonzalo Urquijo Fernández de Araoz as director, with the classification of executive director.

RESOLUTION

To re-elect Mr Gonzalo Urquijo Fernández de Araoz as director, following a favourable report from the Remuneration and Appointments Committee, for the term of four years established in the Articles of Association, with the classification of executive director.

ITEM TWELVE OF THE AGENDA

Re-election of Ms Marisa Poncela García as director, with the classification of external independent director.

AGREEMENT

To re-elect Ms Marisa Poncela García as director, following a favourable report from the Remuneration and Appointments Committee, for the term of four years established in the Articles of Association, with the classification of independent external director.

ITEM THIRTEEN 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.

RESOLUTION

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.