

**APPLICATION FOR AUTHORIZATION OF THE VOLUNTARY
TAKEOVER BID LAUNCHED BY INOC, S.A. FOR ALL SHARES COMPRISING THE
SHARE CAPITAL OF GRUPO CATALANA OCCIDENTE, S.A.**

This application for authorization is made public pursuant to the provisions of article 17 of Royal Decree 1066/2007, of 27 July, on the regime applicable to takeover bids for securities ("**Royal Decree 1066/2007**"), and refers to an offer that is subject to the mandatory authorization of the Spanish Securities Market Commission (the "**CNMV**").

The detailed terms and characteristics of the Offer will be included in the prospectus to be published upon receipt of the CNMV authorization (the "**Prospectus**").

TO THE SPANISH SECURITIES MARKET COMMISSION

Inoc, S.A. ("**Inocsa**" or the "**Bidder**"), a Spanish public limited company ("*sociedad anónima*"), with Tax Identification Number (N.I.F.) A-28.082.626, registered office at Calle Méndez Álvaro 31, Madrid, registered with the Commercial Registry of Madrid under sheet M-658.999 and holding Legal Entity Identifier (LEI) code 95980020140005716775, duly represented by Mr. Francisco José Arregui Laborda, of legal age, of Spanish nationality, holder of National Identity Document (D.N.I.) number 46.214.416-X, valid and in force, who is duly authorized to act on behalf of the Bidder in his capacity as secretary director of the board of directors of the Bidder and attorney-in-fact pursuant to the resolutions adopted by the board of directors of Inocsa on 27 March 2025.

DECLARES

1. DECISION TO LAUNCH THE OFFER

Inocsa has decided to launch a voluntary takeover bid (the "**Offer**") for all the shares comprising the share capital of Grupo Catalana Occidente, S.A. ("**GCO**" or the "**Target Company**"), under the terms and conditions set forth in the prior announcement made public on 27 March 2025, in this application for authorization, and in the Prospectus, all pursuant to the resolution approved by its board of directors in its meeting held on 27 March 2025.

In the aforementioned board of directors meeting, the convening of the general shareholders' meeting of the Bidder was also approved, to be held on 30 April or 5 May 2025, on first or second call, respectively, to deliberate about and approve, among other resolutions: (i) the launch of the Offer by the Bidder, as well as the ratification of its terms and conditions, and the approval and ratification of the actions undertaken by the board of directors to ensure the successful completion of the Offer; and (ii) the delegation of powers of attorney to the board of directors of the Bidder to execute the relevant share capital increase to be subscribed through contributions in kind consisting of the GCO shares that accept the Offer under the exchange consideration mechanism and to establish the execution date of such share capital increase and any other conditions not foreseen by the aforementioned general shareholders' meeting.

Apart from the approval of the aforementioned corporate resolutions, the Offer does not require any further authorization from the shareholders or governing bodies of any other company within the group to which the Bidder belongs.

2. CHARACTERISTICS OF THE OFFER

The Offer is considered voluntary according to the provisions of article 13 of the Royal Decree 1066/2007.

On 27 March 2025, the prior announcement of the Offer was made public as a communication of inside information with registration number 2679 (available on the CNMV website) (the "**Prior Announcement**"), in accordance with the provisions of article 117 of Law 6/2023, of 17 March, on the Securities Markets and Investment Services (the "**Securities Market Law**"), article 16 of Royal Decree 1066/2007, and the Rule One of Circular 8/2008, of 10 December, of the CNMV, approving the forms to which the announcements and applications for authorization of takeover bids must conform.

By means of this application for authorization, all information and characteristics of the Offer contained in the Prior Announcement are confirmed and ratified, with it being stated that no variations have occurred regarding said information. The terms and details of the Offer will also be set forth and detailed in the Prospectus, which will be made public upon obtaining the aforementioned authorization from the CNMV.

3. GUARANTEE OF THE OFFER

In order to ensure the execution and payment of the cash consideration offered under the Offer, and in accordance with the provisions of articles 15 and 17 of Royal Decree 1066/2007, Inocsa will submit to the CNMV an unconditional first demand bank guarantee issued by Caixabank, S.A. for an amount of €2,277,947,900, within the maximum period set forth in article 17 of Royal Decree 1066/2007. The amount of the bank guarantee covers all payment obligations that may arise from the cash settlement of the Offer.

With respect to the exchange consideration, in accordance with the provisions of article 14.5. of Royal Decree 1066/2007, the board of directors of Inocsa approved, at its meeting held on 27 March 2025, the convening of the general shareholders' meeting of the Bidder to be held on 30 April or 5 May 2025, on first or second call, respectively, to deliberate about and approve, among other resolutions, the share capital increase to be subscribed through contributions in kind consisting of GCO shares that accept the Offer under the exchange consideration mechanism, including the delegation to the board of directors of the Bidder to execute the share capital increase and to establish the execution date and any other conditions not foreseen by the aforementioned general shareholders' meeting.

4. DOCUMENTATION ACCOMPANYING THIS APPLICATION FOR AUTHORIZATION

In accordance with the provisions of articles 17 and 20 of Royal Decree 1066/2007 and Annex II of Circular 8/2008, of December 10, of the CNMV, the following documentation is attached to this application for authorization:

- (i) a duly signed copy of the Prospectus;
- (ii) the documentation evidencing the corporate resolutions adopted by the board of directors of the Bidder regarding the launching of the Offer, as well as the representative powers of attorney of the individual responsible for the Prospectus and signatory of this application for authorization of the Offer;
- (iii) the documentation evidencing the corporate resolutions adopted by the board of directors of Co Sociedad de Gestión y Participación, S.A. regarding the launching of the Offer;
- (iv) the certification issued by the Commercial Registry of Madrid evidencing the valid incorporation and registration of the Bidder and its current bylaws;
- (v) the certification issued by the Commercial Registry of Madrid evidencing the valid incorporation and registration of Co Sociedad de Gestión y Participación, S.A. and its current bylaws;
- (vi) a copy of the confidentiality agreement entered into between the Bidder and the Target Company on 14 January 2025;
- (vii) a breakdown of the shares attributed to Co Sociedad de Gestión y Participación, S.A. under article 5 of Royal Decree 1066/2007;
- (viii) the individual annual accounts of the Bidder, corresponding to the financial year ending on 31 December 2024, duly audited by DQ Auditores de Cuentas, S.L.P.;
- (ix) the consolidated annual accounts of Co Sociedad de Gestión y Participación, S.A., corresponding to the financial year ending on 31 December 2024, duly audited by DQ Auditores de Cuentas, S.L.P.;
- (x) the letters from Co Sociedad de Gestión y Participación, S.A. and La Previsión 96, S.A. confirming their commitment not to pledge their shares in the Target Company until the completion of the Offer;
- (xi) the valuation report for the shares of the Target Company issued by Deloitte Strategy, Risk & Transactions, S.L.U. on 27 March 2025;
- (xii) the valuation report for the shares of the Bidder issued by Deloitte Strategy, Risk & Transactions, S.L.U. on 27 March 2025; and
- (xiii) the letter delivered by the Bidder to the CNMV regarding the advertising of the Offer.

The bank guarantee issued as guarantee for the cash consideration of the Offer; the commitment letter regarding the non-execution of pledges on the shares of the Target Company owned by the Bidder until the completion of the Offer, issued by Caixabank, S.A., in its capacity as pledgee; the form of the Offer announcement to be published in the

Spanish Stock Exchange official bulletins; and the certificates of entitlement issued by Banco Bilbao Vizcaya Argentaria, S.A., in its capacity as the depositary bank, evidencing the ownership of the Target Company's shares by Co Sociedad de Gestión y Participación, S.A., Inocsa and La Previsión 96, S.A. will be delivered within the 7 business days period set forth in article 17 of Royal Decree 1066/2007.

5. NOTIFICATIONS

The Bidder designates the following address for notifications and communications related to this application for authorization and the corresponding file before the CNMV:

Cuatrecasas Legal, S.L.P.
Attn. Gerard Correig Ferré and Roger Freixes Portes
Avenida Diagonal, 191
08018 Barcelona
Tel.: +34 93 290 55 00
E-mail: gerard.correig@cuatrecasas.com / roger.freixes@cuatrecasas.com

By virtue of the above,

REQUESTS

That the CNMV considers this application for authorization as duly submitted, along with the Prospectus of the Offer and the other accompanying documentation, acknowledges the representations made therein and kindly proceed to process them and authorize the launching of the Offer.

In Sant Cugat del Vallès (Barcelona), on 28 April 2025.

On behalf of Inoc, S.A., as the Bidder

Mr. Francisco José Arregui Laborda
Secretary director and attorney in fact