

LÍNEA DIRECTA ASEGURADORA, S.A., COMPAÑÍA DE SEGUROS Y
REASEGUROS

FULL TEXTS OF THE PROPOSED RESOLUTIONS

GENERAL SHAREHOLDERS' MEETING

One.- Examination and approval of the individual Financial Statements and the Individual Management Report of Línea Directa Aseguradora, S.A. Compañía de Seguros y Reaseguros, and of the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the financial year ended 31 December 2024.

Approval of the individual Financial Statements and the individual Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros as well as approval of the consolidated Financial Statements and the consolidated Management Report of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its subsidiaries, all corresponding to the financial year ended 31 December 2024, as drawn up by the Company's Board of Directors at its meeting on 27 February 2025.

Two.- Examination and approval of the consolidated Non-Financial Information Statement and Sustainability Information corresponding to the financial year ended 31 December 2024, included in the consolidated Group Management Report.

Approval of the consolidated Non-Financial Information Statement and Sustainability Information for the financial year ended 31 December 2024, as prepared by the Board of Directors as part of the consolidated Group Management Report.

Three.- Examination and approval of the proposed distribution of earnings and dividends for the financial year ended 31 December 2024.

Approval of the distribution of profits earnings by the Company in the financial year ended 31 December 2024 amounting to 62,456,465.55 euros by distributing it as follows:

- To dividend distribution:
 - To interim dividends 30,000,000.00 euros
 - To the final dividend 15,000,000.00 euros
- To the voluntary reserve 9,661,218.40 euros
- To interim equalisation reserve 7,795,247.15 euros

The Company's Board of Directors, at meetings held on 23 July and 12 December 2024, agreed to pay the shareholders the gross amounts of 0.0138 and 0.0138 euros per share, respectively, at each of the aforementioned meetings, representing a total amount of 30,000,000 euros, as interim dividends.

These dividends were paid, with Banco Santander, S.A. acting as payment agent, on 1 August 2024 and 19 December 2024, respectively. It is agreed to ratify as necessary the resolutions of the Board of Directors of 23 July 2024 and 12 December 2024.

Consequently, the final dividend to be paid to shareholders is 0.0138 euros gross per share, which is a gross total amount of approximately 15 million euros. The amount corresponding to treasury shares has been applied pro rata to the remaining shares.

Payment of the final dividend will be made in accordance with IBERCLEAR's operating regulations, with Banco Santander, S.A. acting as payment agent, with the relevant dates for this purpose being as follows:

- Last trading date on which the Company's shares are traded with the right to receive the dividend (*Last Trading-Date*): 14 April 2025
- Date as from which the Company's shares are traded without the right to receive the dividend (*Ex-date*): 15 April 2025
- Date on which the registered holders who can claim their payment from the Company are identified (*Record date*): 16 April 2025
- Payment date: 22 April 2025

The total dividend for the 2024 financial year amounts to 45,000,000 euros, i.e., 0.0414 euros gross per share.

Four.- Examination and approval of the management of the Board of Directors during the financial year ended 31 December 2024.

Approval of the corporate management and the actions carried out by the Company's Board of Directors during the financial year ended 31 December 2024.

Five.- Re-election of the auditors of the Company and the consolidated Group for 2025.

In accordance with the proposal made by the Company's Audit and Compliance Committee, to re-elect as Auditors of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros and its Consolidated Group, for the 2025 financial year, PricewaterhouseCoopers Auditores, S.L., with registered office in Madrid, Paseo de la Castellana no. 259 B and holder of tax identification number B-79031290, registered in the Official Register of Accounts Auditors of Spain with the number S-0242, and registered in the Mercantile Registry of Madrid, volume 9,267, book 8,054, folio 75, section 3, page 87250-1. It is also entrusted with the performance of the other audit services required by the Law specified by the Company for the 2025 financial year.

The Company's Board of Directors is expressly authorised, with power of delegation to the CEO, to enter into the corresponding service lease agreement with PricewaterhouseCoopers Auditores, S.L. for the corresponding term and under the conditions and clauses as may be required.

Six.- Re-election and appointment of Board Members. Establishment of the number of directors.

Six 1º.- Re-election of Mr. Alfonso Botín-Sanz de Sautuola y Naveda as an external proprietary director.

To re-elect, as a proposal made by the Board of Directors, Mr. Alfonso Botín-Sanz de Sautuola y Naveda as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external proprietary director, for the statutory term of four years.

Six 2º.- Re-election of Mr. Fernando Masaveu Herrero as an external proprietary director.

To re-elect, as a proposal made by the Board of Directors, Mr. Fernando Masaveu Herrero as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external proprietary director, for the statutory term of four years.

Six 3º.- Re-election of Mr. John de Zulueta Greenebaum as an external independent director.

To re-elect, as a proposal made by the Nomination, Compensation and Corporate Governance Committee, Mr. John de Zulueta Greenebaum as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external independent director, for the statutory term of four years.

Six 4º.- Re-election of Mrs. Ana María Plaza Arregui as an external independent director.

To re-elect, as a proposal made by the Nomination, Compensation and Corporate Governance Committee, Mrs. Ana María Plaza Arregui as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external independent director, for the statutory term of four years.

Six 5º.- Re-election of Mrs. Rita Estévez Luaña as an external independent director.

To re-elect, as a proposal made by the Nomination, Compensation and Corporate Governance Committee, Mrs. Rita Estévez Luaña as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external independent director, for the statutory term of four years.

Six 6º.- Appointment of Mr. Iñaki Berenguer Mediavilla as an external independent director.

To appoint, as a proposal made by the Nomination, Compensation and Corporate Governance Committee, Mr. Iñaki Berenguer Mediavilla as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external independent director, for the statutory term of four years.

Six 7º.- Appointment of Mrs. Marina Specht Blum as an external independent director.

To appoint, as a proposal made by the Nomination, Compensation and Corporate Governance Committee, Mrs. Marina Specht Blum as a Board member of Línea Directa Aseguradora, S.A., Compañía de Seguros y Reaseguros, as an external independent director, for the statutory term of four years.

Six 8º.- Establishment of the number of directors at eight (8).

To establish at (8) the effective number of members of the board of directors within the limit set forth in article 23.3º of the corporate by-laws.

It is hereby stated that, the reports required by Law and By-Laws for this item of the agenda, have been properly disclosed on the corporate website since the publication of the call for the General Shareholding Meeting.

The detail of the rest of the candidates personal data will be stated, in case of approval, in the certificate issued to register the appointments and re-election within the Mercantile Registry of Madrid.

Seven.- Approval of the Directors' Remuneration Policy of Línea Directa Aseguradora, S.A.

In accordance with Article 529 novodecies of the Spanish Companies Act, to approve the Línea Directa Directors' Remuneration Policy, which will be valid, in case of approval, from such approval date, and will have effect for the determination of the 2025 annual remuneration, and the three following financial years, 2026, 2027 and 2028. The full text has been provided to shareholders, along with the Nomination, Compensation and Corporate Governance Report and other documents relating to this General Meeting, from the date that it is called (the "New Remuneration Policy").

As a result, it is agreed that the New Remuneration Policy will replace, for all purposes, the remuneration policy that was agreed by the Annual General Meeting on 24 March 2022 (which was initially stipulated to remain in force until 31 December 2025), Without prejudice of the consolidated effects produced when it was valid.

It is expressly stated that the New Remuneration Policy includes the maximum annual amount for the remuneration of directors as such, to the effects provided in articles 217.3 and 529 septdecies of the Spanish Companies Act, as well as the information required by article 219 about remuneration linked to shares of the Company.

Eight.- Delegation of powers to interpret, complement, correct, execute and formalise the resolutions adopted by the General Shareholders' Meeting.

Notwithstanding the powers delegated in the foregoing resolutions, to empower the Board of Directors, with the express power to sub-delegate, the Chairman of the Board of Directors, the Chief Executive Officer, and the Secretary of the Board of Directors, to the fullest extent required by law, so that any of them may implement the foregoing resolutions, for which purpose they may: (i) establish, interpret, clarify, complete, develop, modify, correct errors or omissions and adapt the resolutions set out above subject to the verbal or written approval of the Mercantile Registry and any competent authority, official or entity; (ii) prepare and publish the legally required announcements; (iii) implement the above resolutions and issue any public and/or private document deemed necessary or advisable for their implementation; (iv) file any documentation with the Mercantile Registry or other competent registers; and (v) carry out any such acts as may be necessary or advisable for their satisfactory implementation and, in particular, for their registration with the Mercantile Registry or any other competent register.

Nine.- Advisory vote on the 2024 Report on the Remuneration of the members of the Board of Directors.

To approve, in an advisory capacity, the annual remuneration report for the 2024 financial year, approved by the board of directors, the full text of which has been made available to the shareholders, together with the rest of the documentation of the General Meeting, from the date of its notice.