

Grupo Catalana Occidente SA ANNUAL MEETING OF SHAREHOLDERS  
**APRIL 28, 2022**  
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Mr José Maria Serra Farré,  
Dear Mr Hugo Serra Calderón,  
Dear Mr José Ignacio Álvarez Juste,  
Dear Members of the Board,

As one of the largest asset managers in Europe, ahead of your 2022 Annual Shareholders' Meeting, we would like to share our questions with you. As a responsible investor in Grupo Catalana Occidente SA, it is part of our fiduciary duty at DWS to express our expectations on sustainability in the best interest of our clients. Our commitment to responsible environmental and social practices and sound governance and (ESG) is not only a crucial element of our responsibilities but also forms an integral part of our investment process.

We appreciate the constructive dialogue we had to date and would like to ask you a couple of questions ahead of your annual meeting of shareholders this year. Thank you for your consideration and answers in advance. We would highly appreciate if we could receive your answers in written form. Please note that we will be also sharing our questions on our [www.dws.com](http://www.dws.com) website on the day of your AGM.

## **Independence**

Qualified, experienced and independent directors are essential for competent and efficient decision-making processes at board level. Having a majority of independent members serving on boards and committees, as well as respective independent Chairs, is important for us to ensure objective-driven decision making and challenging discussions within the Board. In the case where one person assumes a combined CEO and Chair role or the Chair is considered not independent due to our Policy (for example, due to a tenure of more than ten years), a qualified and strong lead independent director must be in place in order to counterbalance the presence of a non-independent Chair and to ensure the proper work of the Board.

### **QUESTION 1: When do you plan to appoint an independent Chairperson or a lead independent director?**

Moreover, the overall level of the Board's independence is less than 50% because three members of the Board are also executive directors, four members are shareholder representatives and one member has served the Board for more than ten years.

### **QUESTION 2: Do you have plans to further raise the independence of the Board in the near future and if so, when?**

Furthermore, DWS expects audit committees to be led by an independent chair and staffed with independent financial experts. However, we consider the chair of your audit committee, Mr Juan Ignacio Guerrero Gilabert, not independent because of his tenure of more than ten years on the Board.

**QUESTION 3: When can we expect the appointment of an independent chair of the audit committee?**

**Gender diversity**

Qualified, experienced and independent directors are essential for competent and efficient decision-making processes at Board level. DWS has a holistic understanding of diversity that encompasses age, gender, qualifications, internationalization, cultural backgrounds, independence, sector experience and tenure. These factors should reflect the structure and nature of the company in order to make better-informed decisions. In this context, gender diversity should provide for a more dynamic, well rounded Board of directors, bringing unique perspectives, experience, talents and expertise together.

Since the European Union is currently working on a directive to increase gender balance on corporate Boards, DWS appreciates that Grupo Catalana Occidente SA seeks to increase gender diversity on its Board by proposing Ms Beatriz Molins Domingo for election.

**QUESTION 4: How will Grupo Catalana Occidente SA integrate gender diversity into the Board's recruitment, nomination and refreshment process?**

**Attendance**

As transparency plays a major role in assessing the governance quality and the board effectiveness and efficiency, DWS expects investee companies to disclose the individual attendance of Board and committee members.

**QUESTION 5: When will you disclose the attendance at board meetings on an individual basis for the last financial year?**

**Executive remuneration**

Executive pay is one of the most important aspects of good corporate governance as it is one of the signals for a well-operated and supervised business. Our expectation is that the Board ensures full transparency, clear and plausible key performance indicators for investors, the structure of the incentives encourages the achievement of corporate financial, social and environmental objectives, and the amount ultimately granted is in line with performance. Furthermore, a rigorous remuneration system should achieve the alignment of the interests of shareholders and management.

In this context, DWS discovered that there are no Share Ownership Guidelines in place at the moment. Therefore, DWS could not support the approval of your Remuneration Policy.

**QUESTION 6: When can we expect the introduction of Share Ownership Guidelines?**

## **Sustainability**

Climate change is one of the greatest environmental challenges. Therefore, corporations and investors, as owners and lenders, have a key role to play towards the need for emissions to be reduced in the mutual goal of coping with the impacts of global warming. In this regard, we are supporter of the Climate Action 100+ and the Net Zero Asset Managers initiatives with the aim to enhance the governance of climate change risks and opportunities, curb emissions and strengthen climate-related financial disclosures. Our active ownership approach revolves around carefully monitoring our investees and engaging with them with the aim of improving their financial and non-financial performance, building a sound understanding of their business and a constructive dialogue on their sustainable development.

**QUESTION 7: Can you please explain what steps the company and its sustainability committee took last year to improve the governance of climate change risks and opportunities, to curb emissions and to strengthen climate-related financial disclosures?**

To conclude, we would like to thank all members of the Board and all the Grupo Catalana Occidente SA employees cordially on their commitment and dedication over the past year.

A special thank you in advance for your answers.