

Mr. Cristóbal Valdés Guinea, in his capacity as Chief Executive Officer (*Consejero Delegado*) of DEOLEO, S.A. (the "**Company**" or "**Deoleo**"), with registered office at Alcolea (Córdoba) Ctra. N-IV (km 388) – 14610, whose shares are admitted to trading on the Madrid, Bilbao, Valencia and Barcelona Stock Exchanges,

HEREBY STATES

In accordance with the provisions of Article 227 of Law 6/2023 of 17 October, which approves the Securities Market and Investment Services Act (*Ley 6/2023, de 17 de octubre, de los Mercados de Valores y Servicios de Inversión*), hereby informs of the following

OTHER RELEVANT INFORMATION

The Company informs that it has agreed to issue bonds for an amount of four million euros (€4,000,000), with a nominal unit value of one thousand euros (€1,000) for each bond to be subscribed exclusively by the holders of shares of the Company (the "**2026 Bonds**" and the "**Issuance**") by virtue of: (i) the delegation granted by the General Shareholders' Meeting of the Company in favor of its Board of Directors on 4 June 2025 to issue bonds; and (ii) the resolution adopted by the Company's Board of Directors on 25 March 2026 approving the Issuance.

The 2026 Bonds are offered to all shareholders of the Company in accordance with the procedure detailed below in section 3 of this notice.

1. Reason for Issuance

As explained in the notice of other relevant information dated 9 July 2025, with registration number 35,775, by virtue of which the Company issued the so-called "2025 Bonds", the Issuance is due to:

- i. the notification received from the Italian court of second instance of an unfavourable ruling relating to a tax claim on the application of the "Inward Processing Regime" affecting its subsidiary, Carapelli Firenze, S.p.A. ("**Carapelli Firenze**"), initiated in 2014 and described in Note 12.5 of the Company's Annual Accounts for the financial year 2024 (the "**Italian Tax Contingency**"), referred to in the inside information notice issued by the Company on 21 November 2024; and
- ii. the commitments assumed in the context of the refinancing of the debt of the group controlled by the Company (the "**Group**"), the closing of which was announced by means of an inside information notice issued by the Company on 19 March, 2025 (the "**Refinancing**"). As a necessary condition to reach an agreement on the terms of the Refinancing, the creditors required the execution of a series of agreements in order to implement a commitment by the main direct or indirect shareholders of the Company's subsidiary, Deoleo Holding, S.L. ("**Deoleo Holding**"), to provide or make available the necessary funds to support the Group in meeting the liabilities faced by its subsidiary

Carapelli Firenze in relation to the Italian Tax Contingency (the "**Shareholders' Commitment**"). The main terms of the Shareholders' Commitment are summarized in the report issued by the Company's Audit and Control Committee on 25 February, 2025, communicated by means of an announcement of Other Relevant Information dated 19 March, 2025.

As a condition to participate in the Refinancing, the Group's main creditors required that the Shareholders' Commitment be provided by the Group's main shareholders, i.e. by funds and vehicles managed and/or advised by CVC Capital Partners and Alchemy Special Opportunities Limited, as these entities had obtained the internal approval of the lenders due to their solvency, regulations and internal operations.

In consideration for the obligations assumed by the Group's main direct and indirect shareholders under the Shareholders' Commitment, each time the amounts derived from the Shareholders' Commitment are contributed to Deoleo Holding by Deoleo, ASO Lux 3, S.à r.l. ("**ASO 3**") and ASO Lux 4 S.à r.l. ("**ASO 4**") (entities managed and/or advised by Alchemy Special Opportunities Limited), Deoleo Holding has undertaken to issue notes (the "**B Holding Notes**") in an amount equivalent to the shareholder financing provided by Deoleo, ASO 3 and ASO 4. The B Holding Notes will accrue annual interest of 20% from the date of issuance, which will be capitalized on each anniversary of the disbursement date of the B Holding Notes, in addition to the outstanding principal of the B Holding Notes. The B Holding Notes will be subscribed by Deoleo, ASO 3 and ASO 4 whenever these entities provide funds to the Group to finance the Italian Tax Contingency.

In the event that any amount related to the Italian Tax Contingency becomes payable, Ole Investments B.V. ("**Ole Investments**"), a company through which the funds managed by CVC Capital Partners VI Limited indirectly hold their interest in the Company, will promote a fundraising or bond issuance process to provide Deoleo with the funds it has committed to provide under the Shareholders' Commitment. This will allow minority shareholders to participate in an instrument with economic rights that seek to replicate, to the extent possible, the economic rights of the B Holding Notes (*i.e.*, the 2026 Bonds). In this context, Ole Investments informed the Company in February 2025 of its intention to promote a capital increase or fundraising in the Company for a total amount equivalent to 51% of the funds required under the Shareholders' Commitment. With this Issuance, all minority shareholders of the Company will have the opportunity to request the subscription of the 2026 Bonds on the same terms as Ole Investments and to subscribe for them to the extent that they are allocated in accordance with the allocation rules described below. Likewise, Ole Investments will subscribe to this Issuance to the extent necessary to ensure its successful completion.

2. Main features of the 2026 Bonds

The main features of the 2026 Bonds, which are substantially identical to those of the 2025 Bonds, are described below:

- i. Destination of the funds. The funds raised in the Issuance will be used to finance: (i) an amount equivalent to 51% of the payments that Carapelli Firenze will have to make in the next 12 months in relation to the Italian Tax Contingency under the instalment payment schedule, as explained in the information document published by the Company in connection with the Issuance; and/or (ii) any other disbursements related to the Italian

Tax Contingency including, without limitation, any payments that Carapelli Firenze may have to make if it were to enter into a settlement agreement with the Italian tax authorities.

- ii. Amount. The amount of the Issuance amounts to four million euros (€4,000,000).
- iii. Subscription Price. The 2026 Bonds will be issued at par value, with the subscription price of each of them being its nominal unit value (the "**Subscription Price**").
- iv. Subordinate nature. The 2026 Bonds are subordinated in nature and rank after all of Deoleo's ordinary creditors and ahead of the share capital. In the event of insolvency proceedings against the Company, the holders of the 2026 Bonds would have a subordinated credit.
- v. Interest rate. Interest on the principal of each Bond will accrue during the period between (i) 5 June, 2026; and (ii) the day immediately prior to its redemption date, both inclusive. Interest will accrue at a rate of 20% per annum, calculated on the basis of the number of days elapsed and a year of 365 days, and will be automatically capitalized on an annual basis, being added to the outstanding principal amount of each 2026 Bond at the end of each one-year period. These provisions will be modified by the limitations arising from the "Limited recourse" section below.

Given that the 2025 Bonds and the 2026 Bonds rank ahead of the Company's share capital, the corresponding shareholder value (*equity value*) will be reduced as the interest on the 2025 Bonds and the 2026 Bonds is capitalized until their redemption date.

- vi. Payment of interest. Deoleo will pay, on the final maturity or redemption date of the 2026 Bonds, to those who appear as holders in the records of Iberclear and its Participating Entities, their nominal value plus the accrued and capitalized interest up to the redemption date (or accrued but not yet capitalized interest for the current year at the time of redemption).
- vii. Limited recourse. Both the 2026 Bonds and the B Holding Notes are issued to finance the payments that Carapelli Firenze may have to make in connection with the Italian Tax Contingency. Therefore, the 2026 Bonds are linked to the B Holding Notes that are issued in favor of Deoleo to finance a total amount equivalent to 51% of the required funds. In this context, in the event that Deoleo Holding fails to meet its payment obligations in relation to the B Holding Notes (an "**Event of Default of Deoleo Holding**"), Deoleo shall have no obligation to pay the Bondholders any interest that has accrued and, where applicable, been capitalized. Notwithstanding the foregoing, if Deoleo subsequently obtains or recovers amounts in its capacity as holder of the B Holding Notes, either as a subordinated creditor in the event of insolvency proceedings of Deoleo Holding or in any other circumstances, it shall distribute such amounts to the holders of the 2026 Bonds, net of expenses and taxes.
- viii. Maturity. The final maturity date will be 18 March, 2039.
- ix. No listing. The 2026 Bonds will not be listed on any official or unofficial secondary market.
- x. Repayment. The 2026 Bonds will be repaid early, upon written notice sent by the Company to the Commissioner of the bondholders' syndicate, which will be published on the CNMV and the Company's websites, in the following cases:

- a. Voluntary early repayment. The 2026 Bonds may be repaid in whole or in part by the Company on a voluntary basis at any time at their nominal value (including, where applicable, interest that has already been capitalized) at that time plus any interest accrued up to the redemption date, without penalty.
 - b. Likewise, the Company shall mandatorily repay all or part of the 2026 Bonds when it receives any amounts from Deoleo Holding (whether principal or interest) by way of redemption of the B Holding Notes issued by Deoleo Holding in favour of the Company and which are linked to the 2026 Bonds. In the event that Deoleo Holding redeems the B Holding Notes that are linked to the 2026 Bonds by cash, the Company will redeem the 2026 Bonds for an equivalent amount, net of expenses and taxes.
 - c. Total mandatory early repayment. The 2026 Bonds shall be mandatorily redeemed upon the issuance of a final judgment by the Italian Court of Cassation in favor of Carapelli Firenze providing that no amount is payable in relation to the Italian Tax Contingency, in which case Deoleo Holding is obliged to redeem the B Holding Notes. Once Deoleo receives the amounts corresponding to the mandatory redemption of the B Holding Notes, it shall proceed with the full early repayment of the 2026 Bonds.
- xi. Underwriting of the Issuance. Ole Investments, holder of shares representing 56.961% of the Company's share capital, has undertaken to subscribe for the 2026 Bonds that are not subscribed for by the remaining shareholders of the Company in accordance with the procedure described in section 3 below. Consequently, the full issuance and disbursement of the 2026 Bonds is guaranteed.
 - xii. Transferability. Once subscribed, paid up and recorded in the registers of Iberclear and its Participating Entities, the 2026 Bonds will be freely transferable by all means permitted by law for book-entry negotiable securities.
 - xiii. No listing. Deoleo has not requested and does not currently intend to apply for the admission of the 2026 Bonds to trading on an official or unofficial market, without prejudice to its right to do so at a later time, without it being necessary to obtain the consent of the holders of the 2026 Bonds or their Commissioner.
 - xiv. Agent entity. Banco Santander, S.A. (the "**Agent Entity**") acts as the Agent Entity for the Issuance. The registered office of the Agent Entity is Paseo de Pereda, 9-12, 39004 Santander.
 - xv. Representation. The 2026 Bonds will be represented in book-entry form. The entities responsible of maintaining the accounting records are Iberclear and its Participating Entities.
 - xvi. Commissioner. The Commissioner of the 2026 Bonds, as applicable, will be GLAS Loan Administration, S.L.
 - xvii. Territorial restrictions.

The Issuance constitutes a public offering in Spain exempt from the obligation to publish a prospectus in accordance with the provisions of article 35.2(b) of the Securities Market Law.

The Company has not taken and will not take any action in any country or jurisdiction other than Spain that would require compliance with special regulations in order to carry out a public offering of the 2026 Bonds or the possession or distribution of any material relating to the Issuance. The 2026 Bonds have not been, and will not be, registered in accordance with the U.S. Securities Act of 1933, as amended from time to time (the "**U.S. Securities Act**"), and may not be offered, sold or exercised, directly or indirectly, in the United States of America (including its territories and possessions, the "**United States**") or to, or for the account of, or for the benefit of, U.S. persons ("**U.S. persons**") (as defined in Rule S of the U.S. Securities Act ("**Regulation S**")) without registration or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There shall be no public offering of securities in the United States or any other country or jurisdiction that would require compliance with special regulations.

Neither this communication nor any other document published in connection with the Issuance constitutes an offer or invitation to purchase securities in the United States or by U.S. persons. Neither this communication nor any other documents published in connection with the Issuance, nor any part thereof, may be sent, communicated or distributed in the United States or to persons physically resident or present in the United States by any means or to U.S. persons. Offers and sales of the 2026 Bonds are directed only to persons other than U.S. persons in an "offshore transaction" as that term is defined in Regulation S of the U.S. Securities Act.

3. Subscription process

The Company's shareholders may subscribe for the 2026 Bonds in accordance with the procedure described below:

a. Subscription and allocation of the 2026 Bonds

Subscription rights

The 2026 Bonds may only be subscribed by shareholders of Deoleo, S.A., who have acquired shares (and, therefore, such acquisition has been settled) no later than 30 April, 2026 (the "**Record Date**"). The Company will grant the corresponding subscription rights to the shareholders of Deoleo that appear in the records of Iberclear as of the date of this communication (the "**Entitled Shareholders**"). The subscription rights will be transferable between the Entitled Shareholders. Therefore, the Company will not recognize any subscription rights to those who do not qualify as Entitled Shareholders. The subscription rights will not be listed on any official or unofficial market, but will be transferable in favor of other shareholders by all means permitted by law for book-entry securities in Iberclear and its Participating Entities.

Accordingly, those shareholders who do not hold sufficient subscription rights to purchase a 2026 Bond may acquire additional subscription rights from other shareholders or sell them. Taking into account that one subscription right will be granted for each share to the current shareholders of Deoleo and that the share capital of the Company consists of 500,000,004 shares, in order to subscribe for a 2026 Bond, it will be necessary to hold or acquire a minimum of 100,000 subscription rights.

The subscription period will begin on 4 May and end on 22 May, 2026, both dates inclusive (the "**Subscription Period**"). Within the Subscription Period, the Entitled

Shareholders may acquire subscription rights in the proportion necessary to subscribe for the 2026 Bonds and subscribe for the corresponding 2026 Bonds. Subscription rights not exercised during the Subscription Period will automatically expire at the end of such period.

The 2026 Bonds will be allocated to the Entitled Shareholders in accordance with the allocation rules detailed below. To this end, the Entitled Shareholders must send their corresponding subscription request within the Subscription Period through the Participating Entity with which they have deposited their shares in the Company. The 2026 Bonds may only be subscribed by those who are Entitled Shareholders. In no case does this Issuance constitute an offer to the general public or to anyone who does not qualify as an Entitled Shareholder. It shall be the responsibility of the Participating Entity to verify that only those who hold the status of Entitled Shareholder on the Record Date subscribe for 2026 Bonds.

Allocation Rules

i. Exercising subscription rights

Entitled Shareholders must indicate in their corresponding subscription application the number of 2026 Bonds they request to subscribe. To exercise the subscription rights, the Entitled Shareholders must contact the Participating Entity in whose accounting register they have registered the subscription rights (i.e., the Participating Entity in which they have deposited the shares of the Company that confer the rights), indicating their willingness to exercise the aforementioned subscription right and the number of 2026 Bonds they request to subscribe.

Once the Subscription Period has ended, the Agent Entity will, in a first allocation round, allocate the bonds to shareholders holding at least 100,000 subscription rights, and their corresponding multiples. The 2026 Bonds not subscribed for (the "**Remaining 2026 Bonds**") will be allocated in a second round.

ii. Request for Additional 2026 Bonds

During the Subscription Period, the Entitled Shareholders may, at the time of exercising their subscription rights through the Participating Entity with which such rights are held, additionally request, on an unconditional and irrevocable basis, the subscription of an unlimited number of additional 2026 Bonds (the "**Additional 2026 Bonds**") that they wish to acquire in the event that there are any Remaining 2026 Bonds and, therefore, in the event that the total amount of the Issuance has not been fully covered in the first allocation round.

iii. Pro rata allocation

If the number of Additional 2026 Bonds initially requested exceeds the number of Remaining 2026 Bonds, the Agent Entity will carry out a pro rata allocation in accordance with the following rules:

- a) The Remaining 2026 Bonds will be allocated proportionally to the volume of Additional 2026 Bonds requested, using the percentage that the Additional 2026 Bonds requested by each subscriber represent out of

the total Additional 2026 Bonds requested. The percentages to be used for the proportional allocation will be rounded down to three decimal places (*i.e.*, for example, 0.098983% will be rounded to 0.098%).

- b) As a general rule, in the event of fractions in the allocation, these will be rounded down to the nearest whole number so that each Entitled Shareholder is allocated an exact number of Additional 2026 Bonds.
- c) If, after applying paragraphs (a) and (b) above, there are Remaining 2026 Bonds not allocated as a result of rounding, these will be distributed one by one, in order from the highest to the lowest request and, in the event of equal requests, in alphabetical order of the Entitled Shareholders based on the first position (and, in case of equal requests, the next or following positions) of the field "names and surnames or corporate name", whatever its content, which appears in the electronic transmissions submitted by the Participating Entities, starting with the letter "A".

In the event that the total sum of all subscription requests is lower than the amount offered, the Remaining 2026 Bonds will be subscribed in full by Ole Investments.

b. Submission of subscription requests

From the date of this communication until 22 May, 2026, the Company's shareholders may submit the corresponding subscription requests for the 2026 Bonds through the Participating Entity with which their shares in the Company are deposited.

c. Payment of the 2026 Bonds

Once the Bonds have been allocated, full payment of the Subscription Price of the 2026 Bonds shall be made before 3 June, 2026 through the corresponding Participating Entity that submitted the subscription request. The Agent Entity will publish an operating instruction through Iberclear setting out the operational details for the settlement of the subscription instructions.

d. Execution of the subscription agreement

The Entitled Shareholders who have been allocated 2026 Bonds must sign a subscription agreement. The subscription agreement, which will be made available to the successful bidders on the website of Deoleo, S.A. (www.deoleo.com), shall be signed by the subscriber and sent to the Agent Entity by the Participating Entity that has submitted the relevant subscription request. Failure to sign the subscription agreement shall be considered a complete waiver of its allocation, with the successful bidder having no right to claim any amount or expense whatsoever from Deoleo. The bonds allocated to the Entitled Shareholders who have not signed the subscription agreement shall be allocated to Ole Investments, which will subscribe for this Issuance to the extent necessary to guarantee its successful completion.

e. Registration in IBERCLEAR

Once the 2026 Bonds have been subscribed and paid up, they will be recorded in the book-entry register of IBERCLEAR and its Participating Entities in favor of the subscribers.

Once recorded in the book-entry register of IBERCLEAR and its Participating Entities, the holders of the 2026 Bonds issued will have the right to obtain from the Participating Entities the certificates of entitlement corresponding to such 2026 Bonds, in accordance with the provisions of Law 6/2023 of 17 October, which approves the Securities Market and Investment Services Law, and its implementing regulations as applicable from time to time.

The Company will only consider as holders of the 2026 Bonds those who appear entitled as such in the book-entry records held by Iberclear and its Participating Entities, being fully released from its obligations once it complies with them towards those who appear entitled as such, and having no obligation whatsoever towards the person who initially subscribed the bonds, to the extent that they have been transferred and have been recorded in the registers of Iberclear and its Participating Entities.

4. **Additional documentation**

The following information has been made available to shareholders on the Company's website (www.deoleo.com):

- i. an information document containing the Company's historical information and detailing the specific risks of the Company and those of this Issuance (the "**Information Document**"); and
- ii. the subscription agreement to be signed by each Entitled Shareholder who subscribes for 2026 Bonds (the "**Subscription Agreement**"). It is expressly stated that, by executing the Subscription Agreement, each subscriber of the 2026 Bonds must declare that they have read, are aware of and accept the risks and information provided for in the Information Document, which will be attached as a schedule to said contract.

In Madrid, on 30 April 2026.

Mr. Cristóbal Valdés Guinea