

## To the National Securities Market Commission (CNMV)

Madrid, May 26th, 2023

**SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.** ("Solaria" or the "Company"), in compliance with article 227 of Law 6/2023 of March 17, on the Securities Market and Investment Services, informs the following;

### OTHER RELEVANT INFORMATION

#### **SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.**

#### **CONVENING OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of Solaria Energía y Medio Ambiente, S.A. (the "Company" or the "Firm") decided on 24 May 2023 to convene an Ordinary General Shareholders' Meeting, which will be held **exclusively online**, on first convening, on 29 June 2023 at 12:00 p.m., and, where appropriate, on second convening, on 30 June 2023, in the same form and at the same time (**the Board will foreseeably meet on second convening, unless otherwise announced in the press sufficiently in advance**).

Pursuant to the provisions of articles 27 and 30 of the Company's Articles of Association, the General Meeting will be held exclusively online, in other words, without the physical presence of shareholders and representatives.

The General Meeting shall be understood to be held at the registered office of the Company located at Calle Princesa, número 2, 4ª planta, 28008 Madrid.

The purpose of the General Meeting will be to deliberate and make a decision on those matters included on the following

## AGENDA

### I. ITEMS FOR APPROVAL

**One** - Examination and approval, where applicable, of the individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and report) and of the individual directors' report of the Company, as well as of the consolidated annual accounts and the directors' report of the consolidated Group, pertaining to the year ending on 31 December 2022.

**Two** - Examination and approval, where applicable, of the proposal for the distribution of the Company's profit pertaining to the year ending on 31 December 2022.

**Three** - Examination and approval, where appropriate, of the management carried out by the Board of Directors of the Company during the financial year of 2022.

**Four** - Board of Directors: re-election and appointment of directors.

**Four. A.-** Re-election of Mr. Enrique Díaz-Tejeiro Gutiérrez.

**Four. B.-** Re-election of Mr. Manuel Azpilicueta Ferrer.

**Four. C.-** Re-election of Mr. Carlos Francisco Abad Rico.

**Four. D.-** Re-election of Mr. Arturo Díaz-Tejeiro Larrañaga.

**Four. E. -** Appointment of Ms. María José Canel Crespo.

**Five** - Approval, where applicable, of the remuneration policy for Directors.

**Six** - Establishment of the remuneration of the Company Directors for the financial year of 2023 and of the maximum total remuneration amount of the Directors.

**Seven** - Amendment to article 39 ("Term of office") of the Company's Articles of Association.

**Eight** - Authorisation to the Board of Directors for the interpretation, rectification, complementing, implementation and performance of the resolutions adopted by the Meeting, as well as to substitute any powers it receives from the Meeting, and the granting of powers for the notarisation of said resolutions.

### II. ITEMS FOR CONSULTATIVE VOTE

**Nine** - Annual report on Directors' remunerations.

## **SUPPLEMENT TO THE CONVENING OF THE GENERAL MEETING AND SUBMISSION OF NEW PROPOSALS**

Shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to the present convening of a General Meeting, including one or more items on its agenda, provided that the new items are accompanied by a justification or, where applicable, a duly justified draft resolution, and they may also submit duly founded proposals in accordance with the resolutions already included on the agenda of the convening. Said proposals will be published uninterruptedly at the Company's website as and when they are received.

The exercising of these rights must be made by way of an official notification to the Board of Directors of the Company, which must be received at the registered office (Calle Princesa, 2, 4ª Planta, 28008 - Madrid) or by e-mail to the following address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), within the five days following the publication of the convening, providing proof of the identity of the shareholders who are exercising the right and the number of shares they own, stating the items to be included on the agenda or of the draft agreements on the items included on the agenda. The request for the inclusion of a complement to the convening must be accompanied by a justification or, where appropriate, a justified draft resolution.

## **ELECTRONIC SHAREHOLDER FORUM**

In accordance with current regulations, an Electronic Shareholders' Forum has been enabled at the Company's website (<https://www.solariaenergia.com>) whose usage will be in accordance with its legal purpose and with the guarantees and operating rules established by the Company, and the latter may be accessed by duly authorised shareholders and groups of shareholders.

## **RIGHT TO INFORMATION.**

As at the date of publication of this notice of convening, shareholders have the right to examine at the registered office, to request immediate and free delivery or shipment, and to obtain via the corporate website (<https://www.solariaenergia.com>) a copy of 1) the individual annual accounts and directors' reports of the Company and consolidated with their subsidiaries, together with the respective audit reports corresponding to the year 2022, 2) the mandatory reports of the directors and committees of the Board, 3) the draft resolutions corresponding to all the items on the agenda, 4) the proposal for a new Directors' remuneration policy, as well as 5) any other information which, on the occasion of the holding of this General Shareholders' Meeting, must necessarily be made available to them.

In accordance with the provisions of the Corporations' Act, until the fifth day prior to that foreseen for the holding of the General Meeting, shareholders may request from the Company's directors (by recorded delivery with acknowledgement of receipt or in person at Calle Princesa, 2, 4ª Planta, 28008-Madrid or by e-mail to the address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com)), the information or clarifications that they deem necessary, or ask the questions that they deem pertinent, regarding the matters included on the agenda, of the information accessible to the public that has been provided by the Company to the National Securities Market Commission as from 30 June 2022, the date of the last General Shareholders' Meeting, and regarding the Auditor's report, and this without prejudice to the right of shareholders to submit requests for information or clarification verbally

during the Meeting. Valid requests for information, clarifications or questions made and the answers provided by the directors will be included at the Company's website.

Shareholders have at their disposal at the Company's website (<https://www.solariaenergia.com>), in the section relating to the 2023 General Shareholders' Meeting, without interruption, inter alia, the documentation and information listed below:

- > The full text of the notice of convening of the General Meeting.
- > The full text of the draft resolutions, corresponding to each and every one of the items on the agenda of the General Meeting, drawn up by the Board of Directors or, in relation to those items of a merely informative nature, a report from the competent bodies commenting on each of said items and, where appropriate, the supplement to the convening and the draft resolutions submitted by the shareholders with the documentation which, where applicable, has been attached.
- > The annual accounts, the directors' report and the auditors' report for the financial year of 2022, as well as the consolidated accounts, the directors' report of the Group and the auditors' report for the same year.
- > The liability statement for the annual accounts.
- > The rules applicable to the delegation of votes via remote communication and the exercising of remote voting.
- > The total number of shares and voting rights on the date of convening.
- > The annual report on the Directors' remuneration.
- > The Annual Report on Corporate Governance.
- > The Annual Report of the Audit Committee.
- > The Annual Report of the Appointments and Remunerations' Committee.
- > The annual report of the Ethics, Compliance and ESG Committee.
- > The attendance, proxy and remote voting card template.
- > The Electronic Shareholder Forum.
- > The current text of the Corporate Articles of Association.
- > The current text of the General Meeting Regulations.
- > The current text of the Regulations of the Board of Directors.
- > Identity, CV and category of the Directors who will be subject to re-election or appointment, as well as the proposal and reports referred to in article 529 decies of the Corporations' Act.

- > Proposal for the remunerations policy of the Board of Directors and the attendant report of the Appointments and Remunerations' Committee.
- > Report issued by the Board of Directors for the purposes of article 286 of the Corporations' Act, justifying the modification of the Corporate Articles of Association referred to in item seven on the agenda.
- > Report of the Audit Committee on the independence of the auditors.

## **RIGHT TO ATTEND**

In accordance with the provisions of article 30 of the Corporate articles of association, shareholders holding at least seven hundred (700) shares may attend the Meeting - or, if said number of shares is greater than one thousandth of the share capital, the smallest number of shares constituting said one thousandth - who have them registered on the attendant accounting register, giving five days' notice before the date of the Meeting. In order to prove their ownership and in accordance with the provisions of the Corporate articles of association, shareholders must request, as from the publication of the convening until the holding of the Meeting, from the entities adhered to the corresponding accounting registry, the certificate of legitimation or attendance card thereof. Shareholders holding less than seven hundred (700) shares may group together and grant their representation to other shareholders, in order to make up at least seven hundred (700) shares. The grouping must be carried out with a special nature for each General Meeting and be laid down in writing.

## **PROCEDURE TO BESTOW REPRESENTATION AND EXERCISE THE REMOTE VOTING RIGHTS BY MEANS OF REMOTE MEDIA**

The Board of Directors, under the authorisation conferred by article 33 of the Corporate articles of association and article 24 of the Regulations of the Meeting, has authorised the following procedure and requirements for the exercising of representation and voting rights by means of remote media at the General Shareholders' Meeting:

### **1. Representation via remote media**

Shareholders who do not attend the Meeting may delegate their representation to another person who does not need to be a shareholder, by any of the means indicated below.

#### **a) Delivery, postal or electronic correspondence**

Representation will be conferred by filling in the section included for this purpose on the attendance card.

The card, duly completed and signed, must be sent by post or delivered by hand to the registered office of the Company (Calle Princesa, 2, 4ª Planta 28008 - Madrid), or by e-mail to the address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), along with proof of identity by means of DNI or Passport and, where appropriate, power of attorney. In the event that the shareholder grants representation by means of the template provided by the company, it must be accompanied by the corresponding

certificate proving shareholder status.

Any delegation of representation that does not contain a nominative expression of the person to whom it is delegated shall be assumed to have been bestowed upon the Secretary of the Board of Directors. It will not be possible to have more than one representative at the Meeting.

The documents containing the representations will reflect the instructions on how to vote, it being assumed that, if specific instructions are not given, the representative will vote in favour of the draft resolutions that are submitted for approval by the Board on those items included on the agenda.

In the event that any other item that was not on the agenda could be submitted to a vote by the Meeting, the representative may cast his/her vote as he/she deems appropriate, taking into account the interest of the Company and the party he/she represents.

#### **b) Proof of representation**

The designated representative who attends the Meeting must prove his/her identity in the same way as is required for electronic attendance detailed below.

The representative may exercise representation and vote pursuant to the provisions of the "Electronic Attendance" section of this notice of convening.

#### **2. Voting by remote media: delivery, post or electronic voting**

Shareholders may exercise their right to vote, without having to attend the General Meeting, by delivery, post or electronic voting, as indicated below. Shareholders casting their votes in this way shall be regarded as present for the purposes of the formation of the Meeting.

The exercising of the right to vote by delivery or post will be carried out by filling in the section included for this purpose on the attendance card, which may be delivered to the depositary entity of the shares which issued it for its subsequent referral by the latter to the Company, or it may be delivered at the registered office of the Company itself (Calle Princesa, 2, 4ª Planta, 28008 - Madrid) or sent to said registered office by post. In the event that the shareholder exercises the vote using the template provided by the company, it must be accompanied by the corresponding certificate of legitimation.

Furthermore, shareholders may exercise their right to vote prior to the holding of the General Meeting by e-mail to the address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), proving their identity by DNI or Passport and including the attendance card, power of attorney, where applicable, and any other information detailed therein.

In the event that the shareholder fails to indicate which way to vote on the attendance card, it will be assumed that the shareholder should vote in favour of each of the proposals made by the Board of Directors in relation to the agenda published in the notice of convening.

### **3. Common rules for the exercising of representation and voting rights by remote media**

#### **a) Attendance card**

The Company reserves the right to compare the information provided by each shareholder with that provided by the entity responsible for the posting in the accounts of the Company's shares (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal - Iberclear-). In the event of a discrepancy between the number of shares communicated by the shareholder issuing its delegation or vote by remote media and the number recorded in the book entries communicated by Iberclear, the number of shares communicated by Iberclear will be deemed valid for the purposes of quorum and voting.

#### **b) Legal Persons**

In the case of shareholders which are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the natural person acting on behalf of the shareholder.

#### **c) Term for receipt by the Company**

In order to be valid, both the delegations conferred and the votes cast by remote media must be received by the Company before 11:59 p.m. (CET) on the day before the General Meeting is held. Otherwise, the delegation vote shall be deemed not to have been issued or cast.

#### **d) Revocation and priority**

Attendance at the General Meeting, as well as that deriving from votes cast remotely, implies the revocation of any delegation of representation, whatever the date of the latter.

The representation and exercising of the right to vote are always revocable and they must be carried out specifically and via the same means used for their issuance, within the term established for said issuance.

Votes cast remotely will be null and void in the event of the disposal of the shares whose ownership confers the right to vote, which the Company finds out about at least five days before the date scheduled for holding the General Meeting.

#### **e) Service availability**

The Company shall not be liable for any damages that may be caused to the shareholder deriving from the poor operation of the postal service or any other eventuality of an identical or similar nature, which are beyond the control of the Company and which may make difficult or prevent the shareholder from exercising its remote representation or voting rights.

### **ELECTRONIC ATTENDANCE**

Electronic attendance at the General Meeting will be subject to the provisions of the Law and the

following basic rules which, where applicable, may be supplemented and developed by those published at the Company's corporate website (<https://www.solariaenergia.com>), in the space dedicated to the 2023 General Shareholders' Meeting:

(i) Identification: To ensure the identity of the attendees, as well as the proper exercising of their rights and the suitable staging of the Meeting, the shareholders (or representatives) must send an e-mail to the address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com) requesting electronic attendance, before 11:00 a.m. (CET) on the day the General Meeting is held, having to prove their identity by means of a copy of their DNI or Passport and providing the attendance card, power of attorney, where appropriate, and other information detailed therein.

The Company reserves the right to request from the shareholders the additional means of identification that it deems necessary to verify their status as shareholders and guarantee the authenticity of the vote, delegation or electronic attendance.

(ii) Connection: In order to allow the proper management of the electronic attendance systems, the shareholder or representative who has previously registered to attend the General Meeting electronically must connect via the link provided in the space dedicated to the 2023 General Shareholders' Meeting at the Company's corporate website (<https://www.solariaenergia.com>), at least 30 minutes before the time when the meeting is held.

When the meeting starts, the final list of attendees will be drawn up, not including for quorum purposes those shareholders who are accredited later. Shareholders who wish to attend electronically once the General Meeting has started may use the access codes previously provided to them to access as "guests", but they will not be deemed to be present for quorum purposes nor will they have the right to vote.

(iii) Intervention: In accordance with the provisions of the Corporations' Act, shareholders or representatives who attend electronically and who intend to participate in the General Meeting and, where appropriate, draw up draft resolutions in those cases established by law, or request information or clarifications during the holding thereof, must express said intention as from the time when they access the online platform and until the Chairman or, where appropriate, the Secretary of the Meeting, announces the commencement of the turns to take the floor at the Meeting. Shareholders who wish their participation to be recorded in the minutes of the Meeting must specifically communicate this when they take the floor. Requests for information or clarification made by shareholders who attend the Meeting electronically may be answered verbally during the General Meeting or, where appropriate, in writing during the seven days following the Meeting.

(iv) Voting: Shareholders and representatives who attend electronically, duly registered in accordance with the provisions above, may cast their vote via the online platform itself or, where appropriate, under the terms established therein and in accordance with the respective voting form.

The period for casting said vote on the proposals relating to items included on the agenda will comprise, as from the time of connection as an attendee by the shareholder or, where applicable, by the representative, the day the Meeting is held and until the Chairman or, where appropriate, the Secretary of the Board, announces the conclusion of the voting period.



As regards the voting period on draft resolutions which, by legal imperative, should not appear on the agenda, those attending electronically may cast their votes as from such time as said proposals are read in order to vote on them and until the Chairman or, as the case may be, the Secretary of the Board, announces the end of the voting period for said proposals.

Shareholders, present or represented, who fail to cast their vote via the platform at the aforementioned times, will be assumed to have voted in favour of the draft resolutions.

(v) Leaving the meeting: Any electronic attendee who wishes to notify that they are leaving the Meeting, must do so by indicating this directly in the system by leaving the app enabled for this purpose. Once their specific wish to leave the meeting has been communicated, all the actions that they take subsequently will be deemed not to have been carried out.

Under no circumstances shall the Company be liable for any damages that may be caused to the shareholder deriving from malfunctions, overloads, line failures, connection failures or any other eventuality of an identical or similar nature, which are beyond the control of the Company and which prevent the use of the electronic mechanisms. Accordingly, said circumstances shall not constitute an illegitimate deprivation of the shareholder's attendance rights.

In all those matters which are not regulated by the provisions of this convening, the same rules established for physical attendance of the General Meeting will apply to shareholders who attend the Meeting electronically.

#### **DATA PROTECTION**

The personal data that the shareholders or shareholders' representatives send to the Company to exercise their rights to information, attendance, delegation and voting at the General Meeting or which are provided by banking entities and Securities Companies and Agencies with which said shareholders have their shares deposited through Iberclear will be processed for the purposes of managing the development, compliance and control of the shareholder relationship and, where appropriate, of the existing representation.

Furthermore, the shareholders or shareholders' representatives are hereby informed that said data may be incorporated into an automated file owned by the Company with regard to which the shareholders will have the possibility of exercising their rights in accordance with the provisions of Organic Act 3 enacted on 5 December 2018 on the protection of personal data and guarantee of digital rights, by way of a written communication addressed to the Company (Princesa, 2, 4ª Planta, 28008 – Madrid) or by e-mail [dpdatos@solariaenergia.com](mailto:dpdatos@solariaenergia.com).

#### **CONFLICTS OF INTEREST**

For the purposes of the provisions of articles 523 and 526 of the Corporations' Act (LSC), it is hereby informed that the Chairman of the General Meeting, as well as any other member of the Board of Directors, may be involved in a conflict of interest (i) with respect to item four on the agenda (ii) and in those cases included in sections b) or c) of article 526.1 LSC (removal of directors and exercising of corporate liability action), which may not be on the agenda according to the Law. In relation to all of them, if the party represented has failed to provide precise voting instructions, the

representation, unless specifically indicated otherwise, shall be deemed to have been bestowed upon the Secretary of the General Shareholders' Meeting.

#### **INTERVENTION OF NOTARY AT THE MEETING**

The Board of Directors has decided to require the presence of a Notary to draw up the minutes of the General Meeting, in accordance with the provisions of article 521 of the Corporations' Act.

Madrid: 26 May 2023. The Secretary of the Board of Directors, Mr. Alfonso López Iglesias.

**SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A. ("THE COMPANY")****FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING TO BE HELD UPON FIRST CONVENING ON 29 JUNE 2023 AND, WHERE APPLICABLE, UPON SECOND CONVENING ON 30 JUNE 2023**

The resolutions proposed by the Board of Directors at the meeting held on 24 May 2023, to be submitted to the Ordinary General Shareholders' Meeting convened, are the following:

**DRAFT RESOLUTION RELATING TO THE FIRST ITEM ON THE AGENDA:**

**EXAMINATION AND APPROVAL, WHERE APPLICABLE, OF THE INDIVIDUAL ANNUAL ACCOUNTS (BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN EQUITY, CASH FLOW STATEMENT AND REPORT) AND OF THE INDIVIDUAL DIRECTORS' REPORT OF THE COMPANY, AS WELL AS OF THE CONSOLIDATED ANNUAL ACCOUNTS AND THE DIRECTORS' REPORT OF THE CONSOLIDATED GROUP, PERTAINING TO THE YEAR ENDING ON 31 DECEMBER 2022.**

It has been proposed to the General Meeting to approve the individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and report) and the individual directors' report of the Company, as well as the consolidated annual accounts and the directors' report of the Consolidated Group, pertaining to the year ending on 31 December 2022.

The Annual Accounts and Directors' Reports, whose approval is proposed hereby, pertain to those drawn up by the Company's Board of Directors at its meeting on 23 February 2023.

**DRAFT RESOLUTION RELATING TO THE SECOND ITEM ON THE AGENDA:**

**EXAMINATION AND APPROVAL, WHERE APPLICABLE, OF THE PROPOSAL FOR THE DISTRIBUTION OF THE COMPANY'S PROFIT/LOSS PERTAINING TO THE YEAR ENDING ON 31 DECEMBER 2022.**

It is proposed to the General Meeting to approve the distribution of the profit/loss proposed by the Board of Directors of the Company, as follows:

**Individual Accounts:**

(Thousands of euros)

**Proposed distribution of profit:**

<b>PROFIT:</b>	<b>€ 102,474</b>
<b>TO OFFSET LOSSES FROM PREVIOUS FINANCIAL YEARS:</b>	<b>€ 50,182</b>
<b>TO VOLUNTARY RESERVES:</b>	<b>€ 52,292</b>

**Consolidated Accounts:**

(Thousands of euros)

**Proposed distribution of the profit of the Parent Company:**

<b>PROFIT:</b>	<b>€ 102,474</b>
<b>TO OFFSET LOSSES FROM PREVIOUS FINANCIAL YEARS:</b>	<b>€ 50,182</b>
<b>TO VOLUNTARY RESERVES:</b>	<b>€ 52,292</b>

**DRAFT RESOLUTION RELATING TO ITEM THREE ON THE AGENDA:****EXAMINATION AND APPROVAL, WHERE APPROPRIATE, OF THE MANAGEMENT CARRIED OUT BY THE BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR OF 2022.**

To approve the management of the Board of Directors of the Company for the financial year 2022.

**DRAFT RESOLUTION RELATING TO ITEM FOUR ON THE AGENDA:****BOARD OF DIRECTORS: RE-ELECTION AND APPOINTMENT OF DIRECTORS.**

As the position of the Director Mr. Enrique Díaz-Tejeiro Gutiérrez has ended, his re-election as Proprietary Director is proposed.

As the position of the Director Mr. Manuel Azpilicueta Ferrer has ended, his re-election as Other External Director is proposed.

As the position of the Director Mr. Carlos Francisco Abad Rico has ended, his re-election as an Independent Director is proposed.

As the position of the Director Mr. Arturo Díaz-Tejeiro Larrañaga has ended, his re-election as Executive Director is proposed.

The appointment has also been proposed of Ms. María José Canel Crespo as a new Director with the capacity of Independent Director.

It is noted that the proposal for re-election and appointment of the Independent Directors pertained to the Appointments and Remunerations' Committee, whilst the proposal for re-election of the other Directors pertained to the Board of Directors, further to a favourable report from the Appointments and Remunerations' Committee.

For these purposes, the re-election and appointment proposal is preceded by the respective reports from the Appointments and Remunerations' Committee and the Board of Directors, in accordance with the provisions of art. 529 decís of the Corporations' Act.

The identity, CV and the category to which each of them belongs, as well as the proposal and reports mentioned above, have been made available to the Shareholders as from the publication of the notice of convening of the General Meeting.

In light of the above, if this proposal is fully approved, the Board of Directors will be made up of the following six (6) members:

- Mr. Enrique Díaz-Tejeiro Gutiérrez, Proprietary Director.
- Ms. María Dolores Larrañaga Horna, Proprietary Director.
- Mr. Manuel Azpilicueta Ferrer, Other External Director.
- Mr. Carlos Francisco Abad Rico, Independent Director.
- Mr. Arturo Díaz-Tejeiro Larrañaga, Executive Director.
- Ms. María José Canel Crespo, Independent Director.

Furthermore, the services rendered to the Director Ms. Elena Pisonero Ruiz, assessing the performance of her position during her terms of office very positively.

The following proposals will be voted on individually in compliance with legal requirements.

Proposed resolutions:

**FOUR. A.- RE-ELECTION OF MR.ENRIQUE DÍAZ-TEJEIRO GUTIÉRREZ.**

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Enrique Díaz-Tejeiro Gutiérrez, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

**FOUR. B.- RE-ELECTION OF Mr. MANUEL AZPILICUETA FERRER.**

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Manuel Azpilicueta Ferrer, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

**FOUR. C.- RE-ELECTION OF Mr. CARLOS FRANCISCO ABAD RICO.**

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Carlos Francisco Abad Rico, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

**FOUR. D- RE-ELECTION OF Mr. ARTURO DÍAZ-TEJEIRO LARRAÑAGA.**

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Arturo Díaz-Tejeiro Larrañaga, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

**FOUR. E. - APPOINTMENT OF Ms. MARÍA JOSÉ CANEL CRESPO.**

It is proposed to the General Meeting to appoint as a member of the Board of Directors Ms. Maria Jose Canel Crespo, of legal age, of Spanish nationality, residing for these purposes at Calle Princesa, número 2, 4ª planta, 28008 Madrid and holding DNI number 16038988-F, for the statutory term.

**DRAFT RESOLUTION RELATING TO ITEM FIVE ON THE AGENDA:**

**APPROVAL, WHERE APPLICABLE, OF THE REMUNERATIONS POLICY FOR DIRECTORS.**

It is proposed to the General Meeting to approve, in accordance with the provisions of article 529 novodecis of the Corporations' Act, the new remunerations policy for Directors for the years 2023, 2024 and 2025, pursuant to the duly well-founded proposal of the Board of Directors, which is accompanied by the mandatory report of the Appointments and Remunerations' Committee.

In accordance with the provisions of the aforementioned article 529 novodecis, both documents have been made available to the Shareholders at the Company's website as from the convening of the General

Meeting.

**DRAFT RESOLUTION RELATING TO ITEM SIX ON THE AGENDA:**

**ESTABLISHMENT OF THE REMUNERATION OF THE COMPANY DIRECTORS FOR THE FINANCIAL YEAR OF 2023 AND OF THE MAXIMUM TOTAL REMUNERATION AMOUNT OF THE DIRECTORS.**

The Board of Directors, subject to a favourable report from the Appointments and Remunerations' Committee, proposes the following draft resolution in relation to item six on the Agenda of the General Meeting:

To determine as the monetary remuneration to be received by the Board of Directors of the Company in the financial year of 2023 the sum of €620,001.

The distribution of said amount amongst the various Directors will be carried out in accordance with the provisions of the Remunerations' Policy.

It is also proposed to approve an amendment to the maximum annual amount of the remunerations of all the Directors, in such a way that it remains fixed indefinitely, until the General Meeting approves its modification for the aforementioned amount of €620,001.

**DRAFT RESOLUTION RELATING TO ITEM SEVEN ON THE AGENDA:**

**AMENDMENT TO ARTICLE 39 ("TERM OF OFFICE") OF THE COMPANY'S ARTICLES OF ASSOCIATION.**

The amendment to Article 39 of the Corporate Articles of Association is proposed to the General Meeting, in accordance with the directors' report that has been made available to the Shareholders as from the publication of the notice of convening of the General Meeting in order to (i) establish that the term of office of the Directors should be set at one year and (ii) adapt its wording in accordance with the current provisions of the Corporations' Act.

Accordingly, if the proposal is approved, the aforementioned Article 39 will have the following wording, repealing its previous text:

***"Article 39.- Terms of office***

- 1. The directors shall perform their posts for the term of one year, whereafter they may be re-elected on one or more occasions for periods of an equal maximum duration.*
- 2. The appointment of the Directors shall expire when, once the term has ended, the subsequent General Meeting has been held or the legal term has elapsed for holding the Meeting which must make a decision on the approval of the accounts for the previous financial year.*
- 3. Directors designated by co-opting shall exercise their posts until the date of the first General Meeting.*
- 4. The Directors may not perform the post of director or manager in companies which are regarded as competitors of the Company, with the exception of those posts which they may hold, where applicable,*

*in group companies, unless specifically authorised by the General Meeting and without prejudice to the provisions in this regard of the Corporations' Act."*

**DRAFT RESOLUTION RELATING TO ITEM EIGHT ON THE AGENDA:**

**AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE INTERPRETATION, RECTIFICATION, COMPLEMENTING, IMPLEMENTATION AND PERFORMANCE OF THE RESOLUTIONS ADOPTED BY THE MEETING, AS WELL AS TO SUBSTITUTE ANY POWERS IT RECEIVES FROM THE MEETING, AND THE GRANTING OF POWERS FOR THE NOTARISATION OF SAID RESOLUTIONS.**

To empower the Chairman and each one of the members of the Board of Directors of the Company, as broadly as allowed by Law, as well as the Secretary of the Board of Directors so that together or alone and indistinctly, they will proceed to carry out, implement, interpret, delegate and if applicable, rectify, complement, modify or clarify the resolutions adopted at the Ordinary General Shareholders' Meeting, signing any public or private documents necessary and carrying out those actions which are relevant for the implementation and registration of the resolutions.

**DRAFT RESOLUTION RELATING TO ITEM NINE ON THE AGENDA:**

**ANNUAL REPORT ON DIRECTORS' REMUNERATIONS**

It is proposed to approve, on a consultative basis, the annual report on the remuneration of the Directors of the Company, whose full text was made available to the Shareholders along with the rest of the documentation related with the General Shareholders' Meeting as from the date of publication of the convening thereof.

Madrid, 24 May 2023, Board of Directors of Solaria Energía y Medio Ambiente, S.A.

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**REPORT OF THE BOARD OF DIRECTORS OF SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A. IN RELATION TO THE DRAFT AMENDMENT OF ARTICLE 39 (TERM OF OFFICES) OF THE CORPORATE ARTICLES OF ASSOCIATION.**

**1. OBJECT OF THE REPORT**

This report has been drawn up by the Board of Directors of Solaria Energía y Medio Ambiente S.A. (hereinafter, “**Solaria**” or the “**Company**”) as provided for in article 286 of the Redrafted Text of the Corporations’ Act (hereinafter, the “**Corporations’ Act**” or “**LSC**”, indistinctly), to justify the draft amendment of Article 39 (“Term of offices”) of the Corporate Articles of Association that will be submitted to the approval of the General Shareholders' Meeting, convened to be held exclusively electronically on 29 June 2023 at 12:00 p.m., upon first convening and, at the same time, on 30 June 2023, upon second convening, under item seven of the agenda.

The amendment is proposed of Article 39 (Term of offices) of the Corporate Articles of Association in order to (i) establish that the term of office of the Directors should be set at one year and (ii) adapt its wording in accordance with the current provisions of the Corporations’ Act.

To facilitate a better understanding by the Shareholders of the proposed changes in Article 39 of the Corporate Articles of Association, a verbatim transcription has been included of both texts, in double columns, with the current wording and the proposed wording.

CURRENT WORDING	PROPOSED WORDING
<p>Article 39 - Term of offices</p> <p>1. The Directors shall perform their posts for the term of two years, whereafter they may be re-elected on one or more occasions for periods of an equal duration.</p> <p>2. The appointment of the Directors shall expire when, once the term has ended, the subsequent General Meeting has been held or the legal term has elapsed for holding the Meeting which must make a decision on the approval of the accounts for the previous financial year.</p> <p>3. Directors designated by co-opting shall exercise their posts until the date of the first General Meeting.</p>	<p>Article 39 - Term of offices</p> <p><b>1. The Directors shall perform their posts for the term of one year</b>, whereafter they may be re-elected on one or more occasions for periods of an equal maximum duration.</p> <p>2. The appointment of the Directors shall expire when, once the term has ended, the subsequent General Meeting has been held or the legal term has elapsed for holding the Meeting which must make a decision on the approval of the accounts for the previous financial year.</p> <p>3. Directors designated by co-opting shall exercise their posts until the date of the first General Meeting.</p>

<p>4. Neither the Directors nor the natural persons who represent them may perform duties as a director or manager in companies which are competitors of the Company, with the exception of those posts which they may hold, where applicable, in group companies, unless specifically authorised by the General Meeting and without prejudice to the provisions in this regard of the Corporations' Act.</p>	<p>4. <b>The Directors may not perform the post</b> of director or manager in companies which are regarded as competitors of the Company, with the exception of those posts which they may hold, where applicable, in group companies, unless specifically authorised by the General Meeting and without prejudice to the provisions in this regard of the Corporations' Act.</p>
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Madrid: 24 May 2023