

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

### NOTICE OF ORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors of Solaria Energía y Medio Ambiente, S.A. (the "Company"), has resolved on May 13, 2021 to call the Ordinary General Shareholders' Meeting, to be held exclusively by telematic means, on first call, on June 29, 2021, at 11:00 a.m., and, if applicable, on second call, on June 30, 2021, in the same manner and at the same time (the Meeting will foreseeably be held on second call, unless otherwise announced in the press with sufficient advance notice).

The General Meeting will be held exclusively by telematic means, i.e. without the physical presence of shareholders and proxies, taking into account the extraordinary health alert situation generated by the Covid-19 pandemic and the limitations applicable to the holding of meetings with multiple attendees, by virtue of the provisions of Royal Decree-Law 34/2020, of urgent measures to support business solvency and the energy sector, and in tax matters, pursuant to the amendments approved by Royal Decree-Law 5/2021, of extraordinary measures to support business solvency in response to the Covid-19 pandemic, and other applicable provisions that establish preventive measures to address the aforementioned health crisis.

The General Meeting shall be deemed to be held at the Company's registered offices located at Calle Princesa, 2, 4th floor, 28008 Madrid.

The purpose of the General Shareholders' Meeting shall be to deliberate and resolve on the matters included in the following

### AGENDA

#### I. MATTERS TO BE APPROVED

**One.-** Examination and approval, if applicable, of the individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the individual management report of the Company, as well as the consolidated financial statements and management report of the consolidated Group for the year ended December 31, 2020.

**Two.-** Examination and approval, as the case may be, of the proposed application of the Company's profit for the year ended December 31, 2020.

**Three.-** Examination and approval, as the case may be, of the management carried out by the Board of Directors of the Company during fiscal year 2020.

**Four.-** Board of Directors: reelection and appointment of Directors.

**Four. A.-** Reelection of Mr. Enrique Díaz-Tejeiro Gutiérrez.

**Four. B.-** Reelection of Mr. Manuel Azpilicueta Ferrer.

**Four. C.-** Reelection of Mr. Carlos Francisco Abad Rico.

**Four. D.-** Reelection of Ms. Elena Pisonero Ruiz.

**Four. E.-** Acceptance of the resignation of Corporación Arditel, S.L. and appointment of Mr. Arturo Díaz-Tejeiro Larrañaga.

**Five.-** Determination of the remuneration of the Company's Directors for the year 2021.

**Six.-** Amendment of the following articles of the Company's Bylaws:

**Six. A.-** Modification of Article 27 ("Place and time of celebration").

**Six. B.-** Modification of Article 30 ("Right of Assistance").

**Six. C.-** Modification of Article 36 ("Minutes of the Meeting").

**Six.D.-** Amendment of Article 48 ("Audit Committee; Composition, Competencies and Operation").

**Seven.-** Amendment of the following articles of the Regulations of the General Shareholders' Meeting of the Company:

**Seven. A.-** Creation of a new article 10 ter ("Exclusively Telematic Assistance").

**Seven. B.-** Amendment of Article 27 ("Minutes of the General Shareholders' Meeting").

**Eight.-** Re-election of Ernst & Young, S.L. as auditors of the Company and the consolidated Group.

**Nine.-** Authorization to the Board of Directors for the interpretation, correction, supplementation, execution and development of the resolutions adopted by the Shareholders' Meeting, as well as to substitute the powers received from the Shareholders' Meeting, and the granting of powers to convert such resolutions into a public instrument.

## **II. MATTERS FOR ADVISORY VOTE**

**Ten.-** Annual Report on Directors' Remuneration.

## **III. MATTERS FOR INFORMATION**

**Eleven.-** Non-voting report on the amendments to the "Rules of Procedure of the Board of Directors".

## **ADDITIONAL NOTICE OF GENERAL SHAREHOLDERS' MEETING AND SUBMISSION OF NEW PROPOSALS**

Shareholders representing at least three percent (3%) of the share capital may request the publication of a supplement to this notice of the General Meeting, including one or more items on the agenda, provided that the new items are accompanied by a

justification or, as the case may be, a justified proposed resolution, and they may also submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the notice of the meeting. Said proposals shall be published continuously on the Company's website as they are received.

The exercise of these rights must be made by means of reliable 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 five days following the publication of the call, with proof of the identity of the shareholders exercising the right and the number of shares they hold, stating the items to be included in the agenda or the proposed resolutions on the matters included in the agenda. The request for the inclusion of a supplement to the notice of meeting must be accompanied by a justification or, as the case may be, a justified proposed resolution.

## **SHAREHOLDERS' FORUM**

Pursuant to current legislation, the Company has created on its website (<https://www.solariaenergia.com>) an electronic forum for its shareholders', the use of which will be limited to its legal purpose and will be in observance of the Company's guarantees and rules of use. The forum is available for all duly registered shareholders and groups of shareholders.

## **RIGHT OF INFORMATION**

As from the date of publication of this notice of call, shareholders are entitled to examine at the registered office, to request immediate delivery or shipment free of charge, and to obtain through the corporate website (<https://www.solariaenergia.com>) copies of 1) the annual accounts and individual management reports of the Company and those consolidated with its subsidiaries, together with the respective audit reports corresponding to fiscal year 2020, 2) the mandatory reports of the directors and Board committees, 3) the proposed resolutions corresponding to all the items on the agenda, as well as 4) any other information that must necessarily be made available to them on the occasion of this General Shareholders' Meeting.

Pursuant to the provisions of the Capital Companies Act, until the fifth day prior to the date scheduled for the General Shareholders' Meeting, shareholders may request from the Company's directors (by registered mail with return receipt requested or in person at calle Princesa, 2, 4ª Planta, 28008-Madrid, or by e-mail to [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com)), the information or clarifications that they deem necessary, or ask the questions they deem pertinent, regarding the matters included in the agenda, the information accessible to the public that has been provided by the Company to the National Securities Market Commission since October 28, 2020, the date of the last General Shareholders' Meeting, and the Auditor's report, without prejudice to the shareholders' right to present requests for information or clarification verbally during the Meeting. Valid requests for information, clarifications or questions made and the answers provided by the directors shall be included on the Company's website.

Shareholders have at their disposal on the Company's website (<https://www.solariaenergia.com>), in the section relating to the 2021 General Shareholders' Meeting, on an uninterrupted basis, among others, the documentation and information listed below:

> The full text of the notice of the General Shareholders' Meeting.

> The full text of the proposed resolutions, corresponding to each and every one of the items on the Agenda of the General Meeting, formulated by the Board of Directors or, in relation to those items of a purely informative nature, a report from the competent bodies commenting on each of said items and, if applicable, the supplement to the call and the proposed resolutions submitted by the shareholders with the documentation that, if applicable, is attached.

> The annual financial statements, the management report and the auditors' report for the 2020 financial year, as well as the consolidated financial statements, the Group management report and the auditors' report for the same financial year.

> The statement of responsibility for the annual financial statements.

> The rules applicable to proxy voting by remote means of communication.

> The total number of shares and voting rights on the date of the meeting.

> The annual report on the remuneration of directors.

> The Annual Report on Corporate Governance.

> The annual report of the Audit Committee.

> The Annual Report of the Appointments and Remuneration Committee.

> The Annual Report of the Ethics, Compliance and ESG Committee.

> The model attendance, proxy and remote voting card.

> The rules of operation of the Shareholders' Portal and Electronic Shareholders' Forum.

> The current text of the Company's Bylaws.

> The current text of the Regulations of the General Shareholders' Meeting.

> The current text of the Regulations of the Board of Directors.

> Identity, curriculum and category of the Directors to be re-elected or appointed, as well as the proposal and reports referred to in article 529 decies of the Capital Companies Act.

> Report issued by the Board of Directors for the purposes of article 286 of the Capital Companies Act, justifying the amendments to the Company Bylaws referred to in item Six of the Agenda.

> Report issued by the Board of Directors justifying the amendments to the Regulations of the General Shareholders' Meeting referred to in item Seven of the Agenda.

> Report issued by the Board of Directors on the amendments made to the Regulations of the Board referred to in item Eleventh on the Agenda.

> Report of the Audit Committee on the independence of the auditors.

## **RIGHT OF ATTENDANCE**

In accordance with the provisions of Article 30 of the Company's Bylaws, shareholders owning at least seven hundred shares (700) - or, if such number of shares is greater than

one per thousand of the capital stock, the lowest number of shares representing such one per thousand -, who have them recorded in the corresponding accounting register five days prior to the date of the Meeting, may attend the Meeting. In order to accredit their ownership and in accordance with the provisions of the Company's Bylaws, the shareholders must request, from the publication of the call to the Meeting until the Meeting is held, from the entities adhered to the corresponding accounting registry, the certificate of legitimacy or attendance card for the Meeting. Shareholders holding less than seven hundred (700) shares may group together and confer their representation to other shareholders, so that they complete, at least, seven hundred (700) shares. The grouping must be carried out especially for this General Meeting and must be recorded in writing.

## **PROCEDURES TO AUTHORIZE REPRESENTATION AND TO EXERCISE RIGHT TO VOTE BY REMOTE COMMUNICATION MEDIA**

The Board of Directors, by virtue of the authorization granted by Articles 33 of the Company's Bylaws and 24 of the Shareholders' Meeting Regulations, has authorized the following procedure and requirements for the exercise of proxy and voting rights by remote means of communication at the General Shareholders' Meeting:

### **1. Representation by remote means of communication.**

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

#### **a) Delivery, regular mail or email**

Representation shall be conferred by filling in the section included for such purpose on the attendance card.

The card, duly completed and signed, must be sent by post or delivered by hand to the Company's registered office (calle Princesa, 2, 4ª Planta 28008 - Madrid), as well as through the Shareholders' Portal that has been set up on the Company's website (<https://www.solariaenergia.com>), in the section relating to the General Shareholders' Meeting 2021, together with proof of identity by means of an identity card or passport and, if applicable, a power of attorney. In the event that the shareholder grants the proxy through the form provided by the company, it must be accompanied by the corresponding authenticated certificate.

Any delegation of representation that does not contain a nominative expression of the person to whom it is delegated shall be understood to be conferred in favor of the Secretary of the Board of Directors. Only one representative may be present at the Meeting.

The documents or, as the case may be, the platform containing the proxies shall reflect the voting instructions, it being understood that, if no express instructions are given, the proxy shall vote in favor of the proposed resolutions submitted for the approval of the Meeting on the matters included in the agenda.

In the event that any other matter not appearing on the agenda may be submitted to the vote of the Meeting, the proxy may cast his vote in the sense he deems appropriate in the interests of the Company and of his principal.

## **b) Verification of representation**

The designated representative attending the Meeting must prove his/her identity in the same manner as required for telematic attendance, as detailed below.

The representative may exercise the representation and vote in accordance with the provisions of the "Telematic Attendance" section of this notice.

### **2. Vote by remote communication media: delivery, regular mail or email**

Shareholders may exercise their right to vote, without the need to attend the General Meeting, using delivery, postal correspondence or electronic voting, as indicated below. Shareholders casting their vote in this way shall be considered present for the purposes of the constitution of the Meeting.

The exercise of the right to vote by delivery or postal correspondence shall 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 that issued it, for subsequent forwarding by the latter to the Company, or it may be delivered to the registered office of the Company itself (calle Princesa, 2, 4ª Planta, 28008 - Madrid) or sent to said registered office by postal correspondence. In the event that the shareholder exercises the vote through the model provided by the Company, it must be accompanied by the corresponding certificate of legitimacy.

Likewise, shareholders may exercise their right to vote prior to the holding of the General Shareholders' Meeting through the Shareholders' Portal set up for this purpose on the Company's website (<https://www.solariaenergia.com>), in the section relating to the 2021 General Shareholders' Meeting, proving their identity by means of an identity card or passport and providing the attendance card, power of attorney, if applicable, and other information detailed therein. During the completion of the form, the shareholder will be informed of the actions to be carried out in order to vote by this means.

In the event that the shareholder does not indicate on the attendance card or on the form provided for this purpose on the website the direction of his vote, it shall be understood that the shareholder votes in favor of each of the proposals made by the Board of Directors in relation to the agenda published in the notice of the meeting.

### **3. Common rules on exercising of representation and voting by remote communication media**

#### **a) Card authorizing attendance**

The Company reserves the right to contrast the information provided by each shareholder with that provided by the entity in charge of the accounting record 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 discrepancy between the number of shares communicated by the shareholder issuing his proxy or vote by remote means of communication and that recorded in the book-entry records communicated by Iberclear, the number of shares communicated by Iberclear shall be deemed valid for quorum and voting purposes.

#### **b) Legal entities**

In the case of shareholders who are legal entities, 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) Periodo f receipt by the Company**

In order to be valid, both proxies granted and votes cast by remote means of communication must be received by the Company before 10:00 a.m. (CET) on the day of the General Meeting. Otherwise, the proxy or vote shall be deemed not to have been granted or not to have been cast.

#### **d) Revocation and precedence**

Attendance at the General Shareholders' Meeting, as well as attendance resulting from remote voting, implies the revocation of any proxy, regardless of the date thereof.

Representation and the exercise of voting rights are always revocable, and must be expressly revoked by the same means used to cast the vote, within the period established for the vote to be cast.

Remote voting shall be rendered ineffective by the disposal of the shares whose ownership confers the right to vote, of which the Company is aware at least five days prior to the date set for the holding of the General Shareholders' Meeting.

#### **e) Availability of the service**

The Company shall not be liable for any damages that may be caused to the shareholder as a result of the malfunctioning of the mail service or any other eventuality of the same or a similar nature, beyond the Company's control, which may hinder or prevent the shareholder from exercising his voting or proxy rights remotely.

### **REMOTE ATTENDANCE**

Telematic attendance at the General Shareholders' Meeting shall be subject to the provisions of the Law and to the following basic rules which, if applicable, may be supplemented and developed by those published on the Company's corporate website (<https://www.solariaenergia.com>), in the space dedicated to the 2021 General Shareholders' Meeting:

(i) Identification: In order to guarantee the identity of the attendees as well as the correct exercise of their rights and the proper development of the Meeting, the shareholders (or representatives) must register on the platform for attendance by telematic means through the Shareholders' Portal available on the Company's website (<https://www.solariaenergia.Com>), in the section relating to the General Shareholders' Meeting 2021, before 10:00 a.m. (CET) on the day of the General Shareholders' Meeting, following the instructions and completing the information required for registration, proving their identity by means of their National Identity Card or Passport and providing the attendance card, power of attorney, if applicable, and other information detailed therein.

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

(ii) Connection: In order to allow for the proper management of the telematic attendance systems, the shareholder or representative who has previously registered to attend the General Meeting telematically must connect through the Shareholder Portal enabled in the space dedicated to the 2021 General Shareholders' Meeting on the Company's corporate website (<https://www.solariaenergia.com>), at least 30 minutes before the time of the date of the call in question. In the event that the General Shareholders' Meeting is held, as is foreseeable, on second call, those attending by telematic means who have connected on first call must do the same in order to attend the General Shareholders' Meeting telematically on second call.

Once the start time of the Meeting has arrived, the definitive list of attendees will be drawn up, not counting for quorum purposes those shareholders who are accredited at a later date. Shareholders who wish to attend telematically once the General Shareholders' Meeting has begun may contact [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com) to send them a new access to the meeting for viewing, but they will not be considered present for quorum purposes and will not have the right to vote.

Once the existence of a quorum has been ascertained, the meeting will be held. Otherwise, the Company will inform the shareholders that the Meeting will be held on second call (as foreseeable).

(iii) Participation: In accordance with the provisions of the Capital Companies Act, shareholders or proxies attending by telematic means who intend to participate in the General Shareholders' Meeting and, if applicable, make proposed resolutions in the cases established by law or request information or clarifications during the Meeting, must express such intention at the time of registering on the online platform and, in any case, prior to the start of the Meeting. Shareholders who wish their participation to be recorded in the minutes of the Meeting must expressly state this intention in their written statement. Requests for information or clarification made by shareholders attending the Meeting telematically may be answered verbally during the General Meeting or, as the case may be, in writing within seven days following the holding of the Meeting.

If the General Meeting, as is foreseeable, is held on second call, the telematic attendees who, having connected to the meeting on first call, have sent their interventions in the manner described above, will have to send them again the following day in the terms described above, otherwise they will be considered as not having been made.

(iv) Voting: Shareholders and proxies attending by telematic means, duly registered in accordance with the above provisions, may cast their vote through the online platform itself or, as the case may be, under the terms established therein and in accordance with the corresponding voting form.

The period for casting such vote on proposals relating to items included in the agenda shall be from the time the shareholder or, as the case may be, the proxy holder is connected as an attendee on the day of the Meeting until the Chairman or, as the case may be, the Secretary of the Meeting, announces the end of the voting period.

With respect to the voting period on proposed resolutions that, by law, should not be included in the agenda, those attending by telematic means may cast their votes from the time such proposals are read out for voting and until the Chairman or, if applicable, the Secretary of the Meeting, announces the conclusion of the voting period for such proposals.



Shareholders, present or represented, who do not cast their vote through the platform within the aforementioned times, shall be deemed to vote in favor of the proposed resolutions.

(v) Leaving the meeting: The attendee by telematic means who wishes to expressly leave the Meeting must do so by indicating it directly in the system, by leaving the application enabled for this purpose. Once the express wish to leave the meeting has been communicated, all subsequent actions shall be deemed not to have been carried out.

The Company shall in no case be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, which prevent the use of the electronic mechanisms. Consequently, such circumstances shall not constitute an illegitimate deprivation of the shareholder's attendance rights.

In all those matters that are not regulated by the provisions of this notice, the same rules shall apply to shareholders who attend the Meeting telematically as those established for physical attendance at the General Shareholders' Meeting.

## **DATA PROTECTION**

The personal data that the shareholders or representatives of the shareholders send to the Company for the exercise of their rights of information, attendance, delegation and vote at the General Meeting or that are provided by the banking entities and Securities Companies and Agencies in which said shareholders have their shares deposited, through Iberclear, shall be processed for the purpose of managing the development, compliance and control of the shareholder relationship and, if applicable, of the existing representation.

Likewise, shareholders or representatives of shareholders are informed that such data may be incorporated into an automatic file owned by the Company on which shareholders will have the possibility of exercising their rights in accordance with the provisions of Organic Law 3/2018, of December 5, on the protection of personal data and guarantee of digital rights, by means of written communication addressed to the Company (Princesa, 2, 4<sup>a</sup> Planta, 28008 - Madrid) or through the email [dpdatos@solariaenergia.com](mailto:dpdatos@solariaenergia.com).

## **CONFLICT OF INTEREST**

For the purposes of the provisions of Articles 523 and 526 of the Capital Companies Act (LSC), it is hereby stated that the Chairman of the General Shareholders' Meeting, as well as any other member of the Board of Directors, may be in conflict of interest (i) with respect to item Four of the Agenda (ii) and in the cases set forth in paragraphs b) or c) of Article 526.1 LSC (separation of directors and exercise of corporate action for liability), which may arise outside the Agenda in accordance with the Law. In relation to all of them, if the represented party has not given precise voting instructions, the proxy, unless expressly indicated to the contrary, shall be deemed to have been granted to the Secretary of the General Shareholders' Meeting.

## **APPEARANCE OF NOTARY AT THE MEETING**

The Board of Directors has agreed to request the presence of a Notary Public to prepare the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203 of the Capital Companies Act.

Madrid, 26 May 2021. Secretary of the Board of Directors, Mr. Alfonso López Iglesias.