



**ORDINARY GENERAL SHAREHOLDERS' MEETING  
SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.**

**RESOLUTIONS ADOPTED AND VOTING RESULTS**

The Ordinary General Shareholders' Meeting of the Company held on June 30, 2023, on second call, has approved with a quorum with voting rights of 75.292% of the share capital (94,078,251 shares), each and every one of the resolutions submitted to vote included in the agenda, in the terms set forth in the documentation sent and made available to the Shareholders.

The General Shareholders' Meeting has adopted the following resolutions included in the agenda of the meeting, which have been approved in all cases with the vote in favor of a number of shares higher than the number of shares required by law or by the bylaws for the valid approval of the resolutions.

**I. ITEMS FOR APPROVAL**

**FIRST ITEM ON THE AGENDA: 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 THE MANAGEMENT REPORT OF THE CONSOLIDATED GROUP, FOR THE YEAR ENDED DECEMBER 31, 2022.**

To approve the individual annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and annual report) and the individual management report of the Company, as well as the consolidated annual accounts and the management report of the Consolidated Group, for the year ended December 31, 2022.

The Annual Financial Statements and Management Reports approved correspond to those prepared by the Board of Directors of the Company at its meeting held on February 23, 2023.

Upon a vote, the resolution was approved with the following result:

- Votes in favor: 94,032,481 shares (99.951 % of votes).
- Votes against: 1,073 shares (0.001 % of votes).
- Abstentions: 44,697 shares (0.048 % of votes).

**SECOND ITEM ON THE AGENDA: EXAMINATION AND APPROVAL, AS THE CASE MAY BE, OF THE PROPOSAL FOR THE APPLICATION OF THE COMPANY'S PROFIT FOR THE YEAR ENDED DECEMBER 31, 2022.**

Approve the application of the result proposed by the Board of Directors of the Company, as follows:

**Individual Accounts:**

(Thousands of Euros)

**Proposed distribution of results:**

<b>POSITIVE RESULTS (PROFIT):</b>	<b>102.474 €</b>
<b>OFFSET NEGATIVE RESULTS FROM PREVIOUS YEARS:</b>	<b>50.182 €</b>
<b>VOLUNTARY RESERVES:</b>	<b>52.292 €</b>

**Consolidated Accounts:**

(Thousands of Euros)

**Proposed distribution of the Parent Company's income:**

<b>POSITIVE RESULTS (PROFIT):</b>	<b>102.474 €</b>
<b>OFFSET NEGATIVE RESULTS FROM PREVIOUS YEARS:</b>	<b>50.182 €</b>
<b>VOLUNTARY RESERVES:</b>	<b>52.292 €</b>

The resolution was put to the vote and approved with the following result:

- Votes in favor: 94,076,586 shares (99.998 % of votes).
- Votes against: 1,249 shares (0.001 % of votes).
- Abstentions: 416 shares (0.000 % of votes).

**ITEM THREE ON THE AGENDA: EXAMINATION AND APPROVAL, AS THE CASE MAY BE, OF THE MANAGEMENT CARRIED OUT BY THE BOARD OF DIRECTORS OF THE COMPANY DURING FISCAL YEAR 2022.**

To approve the management of the Board of Directors of the Company corresponding to fiscal year 2022.

The resolution was put to the vote and was approved with the following result:

- Votes in favor: 90,118,212 shares (95.791 % of votes).
- Votes against: 3,872,655 shares (4.116 % of votes).
- Abstentions: 87,384 shares (0.093 % of votes).

**ITEM FOUR ON THE AGENDA: BOARD OF DIRECTORS: REELECTION AND APPOINTMENT OF DIRECTORS.**

Upon the expiration of the term of office of Mr. Enrique Díaz-Tejeiro Gutiérrez, it was proposed that he be re-elected as a Proprietary Director.

Upon the expiration of the term of office of Mr. Manuel Azpilicueta Ferrer, it was proposed that he be re-elected as Other External Director.

Upon the expiration of the term of office of Mr. Carlos Francisco Abad Rico, it was proposed that he be re-elected as an Independent Director.

Upon the expiration of the term of office of Mr. Arturo Díaz-Tejeiro Larrañaga, it was proposed that he be re-elected as Executive Director.

Likewise, the appointment of Mrs. María José Canel Crespo as a new Independent Director was proposed.

It was noted that the proposal for the re-election and appointment of the Independent Directors corresponded to the Appointments and Remuneration Committee, while the proposal for the re-election of the other Directors corresponded to the Board of Directors, following a favorable report from the Appointments and Remuneration Committee.

For these purposes, the proposal for re-election and appointment was preceded by the corresponding reports from the Appointments and Remuneration Committee and the Board of Directors, in accordance with the provisions of article 529 decisi of the Capital Companies Act.

The identity, curriculum vitae and the category to which each of them belongs, as well as the aforementioned proposal and reports, were made available to the Shareholders from the publication of the notice of the General Shareholders' Meeting.

As a consequence of the foregoing, the Board of Directors is formed by 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.

Likewise, the services rendered to the Board Member Ms. Elena Pisonero Ruiz were thanked, and the performance of her duties during her term of office was highly valued.

The following resolutions were voted individually in compliance with the legal requirements.

#### **FOURTH. A.- REELECTION OF MR. ENRIQUE DÍAZ-TEJEIRO GUTIÉRREZ.**

To re-elect Mr. Enrique Díaz-Tejeiro Gutiérrez, whose personal data are already recorded in the Mercantile Registry, as member of the Board of Directors for the statutory term.

The resolution was submitted to a vote and was approved with the following result:

- Votes in favor: 69,233,353 shares (73.591 % of votes).
- Votes against: 24,452,246 shares (25.991 % of votes).
- Abstentions: 392,652 shares (0.417 % of votes).

D. Enrique Díaz-Tejeiro Gutiérrez, present at the event, accepted his re-election as a member of the Board of Directors of the Company, expressly declaring that he is not subject to any of the prohibitions or incompatibilities provided for in Spanish legislation and, in particular, in any of those provided for in the Capital Companies Act, in Law 3/2015, of March 30, in Law 14/1995, of April 21 of the Autonomous Community of Madrid and other applicable state and autonomous community legislation.

#### **FOURTH. B.- REELECTION OF MR. MANUEL AZPILICUETA FERRER.**

To re-elect Mr. Manuel Azpilicueta Ferrer, whose personal data are already recorded in the Mercantile Registry, as member of the Board of Directors for the statutory term.

The resolution was put to the vote and was approved with the following result:

- Votes in favor: 78,842,295 shares (83.805 % of votes).
- Votes against: 15,193,845 shares (16.150 % of votes).
- Abstentions: 42,111 shares (0.045 % of votes).

D. Manuel Azpilicueta Ferrer, present at the event, accepted his re-election as a member of the Board of Directors of the Company, expressly declaring that he is not subject to any of the prohibitions or incompatibilities provided for in Spanish legislation and, in particular, none of those provided for in the Capital Companies Act, in Law 3/2015, of March 30, in Law 14/1995, of April 21 of the Autonomous Community of Madrid and other applicable state and autonomous community legislation.

#### **FOURTH. C.- REELECTION OF MR. CARLOS FRANCISCO ABAD RICO.**

To re-elect Mr. Carlos Francisco Abad Rico, whose personal data are already recorded in the Mercantile Registry, as member of the Board of Directors for the statutory term.

The resolution was submitted to a vote and was approved with the following result:

- Votes in favor: 78,673,603 shares (83.626 % of votes).
- Votes against: 14,517,223 shares (15.431 % of votes).
- Abstentions: 887,425 shares (0.943 % of votes).

D. Carlos Francisco Abad Rico, present at the event, accepted his re-election as a member of the Board of Directors of the Company, expressly declaring that he is not subject to any of the prohibitions or incompatibilities provided for in Spanish legislation and, in particular, none of those provided for in the Capital Companies Act, in Law 3/2015, of March 30, in Law 14/1995, of April 21 of the Autonomous Community of Madrid and other applicable state and autonomous community legislation.

#### **FOURTH. D- REELECTION OF MR. ARTURO DÍAZ-TEJEIRO LARRAÑAGA.**

To re-elect Mr. Arturo Díaz-Tejeiro Larrañaga, whose personal data are already recorded in the Mercantile Registry, as member of the Board of Directors for the statutory term.

The resolution has been approved with the following voting results:

- Votes in favor: 89,903,069 shares (95.562 % of votes).
- Votes against: 3,773,330 shares (4.011 % of votes).
- Abstentions: 401,852 shares (0.427 % of votes).

D. Arturo Díaz-Tejeiro Larrañaga, present at the event, accepted his re-election as a member of the Board of Directors of the Company, expressly declaring that he is not subject to any of the prohibitions or incompatibilities provided for in Spanish legislation and, in particular, none of those provided for in the Capital Companies Act, in Law 3/2015, of March 30, in Law 14/1995, of April 21 of the Autonomous Community of Madrid and other applicable state and autonomous community legislation.

#### **FOURTH. E.- APPOINTMENT OF MRS. MARÍA JOSÉ CANEL CRESPO.**

To appoint as member of the Board of Directors Ms. María José Canel Crespo, of legal age, of Spanish nationality, with address for these purposes at calle Princesa, number 2, 4th floor, 28008 Madrid and with ID number 16038988-F, for the statutory term.

Subjected to a vote, the resolution was declared approved with the following result:

- Votes in favor: 93,974,365 shares (99.890 % of votes).
- Votes against: 90,700 shares (0.096 % of votes).
- Abstentions: 13,186 shares (0.014 % of votes).

Ms. María José Canel Crespo, present at the meeting, accepted her appointment as a member of the Board of Directors of the Company, expressly declaring that she is not subject to any of the prohibitions or incompatibilities provided for in Spanish legislation and, in particular, none of those



provided for in the Capital Companies Act, in Law 3/2015, of March 30, in Law 14/1995, of April 21 of the Autonomous Community of Madrid and other applicable state and autonomous community legislation.

**ITEM FIVE ON THE AGENDA: APPROVAL, IF APPLICABLE, OF THE DIRECTORS' COMPENSATION POLICY.**

To approve, in accordance with the provisions of article 529 novodecis of the Capital Companies Act, the new remuneration policy for the Directors for fiscal years 2023, 2024 and 2025, in accordance with the reasoned proposal of the Board of Directors, which was accompanied by the mandatory report of the Appointments and Remuneration Committee.

In accordance with the provisions of the aforementioned article 529 novodecis, both documents were made available to the Shareholders on the Company's website from the date of the call of the General Shareholders' Meeting.

The resolution was put to the vote and declared approved with the following result:

- Votes in favor: 90,401,864 shares (96.092 % of votes).
- Votes against: 3,557,398 shares (3.781 % of votes).
- Abstentions: 118,989 shares (0.126 % of votes).

**ITEM SIX ON THE AGENDA: FIXING THE REMUNERATION OF THE COMPANY'S DIRECTORS FOR THE 2023 FISCAL YEAR AND THE MAXIMUM OVERALL AMOUNT OF THE DIRECTORS' REMUNERATION.**

To establish as monetary remuneration to be received by the Board of Directors of the Company in the fiscal year 2023, the amount of €620,001.

The distribution of this amount among the different Board Members will be made in accordance with the provisions of the Remuneration Policy.

Likewise, a modification of the maximum annual amount of the remuneration of all the Board Members was approved, in such a way that it was fixed indefinitely, until the General Shareholders' Meeting approves its modification, at the aforementioned amount of €620,001.

Subjected to a vote, the resolution was declared approved with the following result:

- Votes in favor: 92,022,589 shares (97.815 % of votes).
- Votes against: 2,038,685 shares (2.167 % of votes).
- Abstentions: 16,977 shares (0.018 % of votes).



**AGENDA ITEM SEVEN: AMENDMENT OF ARTICLE 39 ("TERM OF OFFICE") OF THE COMPANY'S BYLAWS.**

To amend Article 39 of the Company's Bylaws, in accordance with the Directors' report that was made available to the Shareholders since the publication of the notice of the General Shareholders' Meeting, in order to (i) establish that the term of office of the Directors shall be set at one year and (ii) adapt its wording in accordance with the provisions in force of the Capital Companies Act.

Consequently, the aforementioned Article 39 is amended with the following wording, with the repeal of its previous text:

*"Article 39.- Term of office.*

*1. The Directors shall hold office for a term of one year, at the end of which they may be re-elected one or more times for periods of the same maximum duration.*

*2. The appointment of the Directors shall expire when, once the term has expired, the next General Meeting has been held or the legal term for the holding of the Meeting that is to resolve on the approval of the accounts of the previous year has elapsed.*

*3. Directors appointed by cooptation shall hold office until the date of the first General Meeting.*

*4. The Board Members may not hold the position of director or executive in companies that are competitors of the Company, with the exception of the positions that they may hold, if applicable, in group companies, unless expressly authorized by the General Shareholders' Meeting, and without prejudice to the provisions in this regard in the Capital Companies Act".*

Subjected to a vote, the resolution was declared approved with the following result:

- Votes in favor: 94,067,380 shares (99.988 % of votes).
- Votes against: 1,473 shares (0.002 % of votes).
- Abstentions: 9,398 shares (0.010 % of votes).

**ITEM EIGHT ON THE AGENDA: AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE INTERPRETATION, CORRECTION, SUPPLEMENTATION, EXECUTION AND DEVELOPMENT OF THE RESOLUTIONS ADOPTED BY THE MEETING, AS WELL AS TO SUBSTITUTE THE POWERS IT RECEIVES FROM THE MEETING, AND THE GRANTING OF POWERS TO CONVERT SUCH RESOLUTIONS INTO A PUBLIC INSTRUMENT.**

To empower the Chairman and each of the members of the Board of Directors of the Company, as well as the Secretary of the Board of Directors, as broadly as legally required, so that together or alone and indistinctly, they may proceed to develop, execute, interpret, delegate and, if necessary, correct, complement, modify or clarify the resolutions adopted at the Ordinary General Shareholders' Meeting, subscribing for such purpose as many public or private documents as may be necessary and carrying out the actions that may be pertinent for the execution and registration of the resolutions.



The resolution was submitted to a vote and was approved with the following result:

- Votes in favor: 94,063,576 shares (99.984 % of votes).
- Votes against: 1,453 shares (0.002 % of votes).
- Abstentions: 13,222 shares (0.014 % of votes).

## **II. ITEMS FOR ADVISORY VOTE.**

### **AGENDA ITEM NINE: ANNUAL REPORT ON DIRECTORS' COMPENSATION.**

To approve, on a consultative basis, the annual report on the remuneration of the Company's Board Members, the full text of which was made available to the Shareholders together with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the notice of the meeting.

The resolution was put to the vote and was approved with the following result:

- Votes in favor: 91,624,028 shares (97.391 % of votes).
- Votes against: 2,437,826 shares (2.591 % of votes).
- Abstentions: 16,397 shares (0.017% of votes).

In Madrid, on July 5, 2023.

SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.