

**REPORT OF THE ETHICS, COMPLIANCE
AND ESG COMMITTEE PERTAINING TO
THE FINANCIAL YEAR OF 2022**

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I. ORGANISATION OF THE ETHICS, COMPLIANCE AND ESG COMMITTEE

1. Composition

The Ethics, Compliance and ESG Committee of **SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.** was created by way of a resolution by the Board of Directors on 12 February 2020.

In accordance with the provisions of the Corporate Articles of Association and the Regulations of the Board of Directors, the composition of the Ethics, Compliance and ESG Committee complies with the following rules:

1. The Ethics, Compliance and ESG Committee will be made up of three non-executive directors, appointed by the Board of Directors, at least two of whom must be independent directors, appointed by the Board of Directors. They will hold office for a period of two years and may be re-elected.
2. The Chairman of the Ethics, Compliance and ESG Committee shall be designated from amongst the independent directors who form part thereof and he/she must be replaced every two years and may be re-elected once one year has elapsed since his/her termination.
3. The Secretary of the Board of Directors will act as secretary of the Committee.

As at 31 December 2022, the composition of the Ethics, Compliance and ESG Committee was as follows:

<u>Name</u>	<u>Position</u>	<u>Nature of position</u>
Ms. Elena Pisonero Ruiz	Chair	Independent director
Mr. Manuel Azpilicueta Ferrer	Member	Other external Director
Mr. Carlos Francisco Abad Rico	Member	Independent director

At the meeting of the Board of Directors held on 23 February 2022, the composition of the Committee was restructured, being made up of the aforementioned members.

Ms. Elena Pisonero Ruiz

A graduate in Economics majoring in Applied Economics and Executive Management Program from Stanford University Graduate School of Business.

She is currently a member of the Advisory Board of the Spanish Committee of UNICEF, of the Board of Directors of the European think tank Bruegel and a member of the Board of Directors of the Italian company AVIO, SpA, where she chairs its Sustainability Committee.

Previously, she was the President of Hispasat, the Non-executive Director of Hisdesat, Secretary of State for Commerce, Tourism and Small and Medium-sized Enterprises, Member of Parliament and Spokesperson for Economy of Grupo Popular, the Spanish Ambassador to the OECD (Paris) and a Partner at KPMG.

Mr. Manuel Azpilicueta Ferrer

Commercial Technician and State Economist.

Between 1976 and 1985 he was Deputy Chairman of the National Institute of Industry (INI), the Chairman of Banco Unión and Chairman of Repsol Butano.

He was CEO of Russell Reynolds Associates, a leading international human resources consultancy, for 15 years.

He is currently a member of various Boards of Directors and Advisory Boards. He is also the Honorary President of the Círculo de Empresarios, an association of which he was the President.

Mr. Carlos Francisco Abad Rico

A graduate in Business Sciences from the Universidad Complutense de Madrid and an MBA from Columbia University in New York.

He is currently the President of Haya Real Estate.

Previously, for five years he was a Global Partner of Arthur D. Little S.L. and its Managing Director for Spain. For 15 years he was the CEO of Sogecable (formerly Sociedad de TV Canal+). He worked for 11 years at Mckinsey & Co. where he was elected a partner.

He is a member of the Board of Directors of Seguros Caser and the founding patron of its Foundation, and a member of the Círculo de Empresarios.

2. Functions and responsibilities

The duties of the Ethics, Compliance and ESG Committee include the following:

- a) To propose to the Board of Directors the approval of an Ethics, Compliance and ESG strategy and policy, as well as its periodic review and update.

- b) To know and supervise the degree of compliance with the company's objectives and practices in terms of Ethics, Compliance and ESG.
- c) To supervise the non-financial risk management and control systems.
- d) To supervise the reporting process of non-financial and diversity information in accordance with applicable regulations and reference standards.
- e) To supervise the company's relations with stakeholders.
- f) To supervise the sanctioning procedure in matters of Ethics, Compliance and ESG, and to report, when appropriate, to the Audit Committee.
- g) Any other duties related with matters within its competence and which are requested by the Board of Directors or its Chairman.

3. Operation

- 3.1. The regime provided for in the Regulations of the Board establishes the valid formation of the Ethics, Compliance and ESG Committee when more than half of its members attend the meeting, present or represented. The representation of absent members may be bestowed upon another member of the Ethics, Compliance and ESG Committee by any written means addressed to the Chairman.
- 3.2. The adoption of the resolutions by the Ethics, Compliance and ESG Committee will be by the majority of the attendees present and represented. In the event of a tie, the issue will be referred to the Board of Directors.

II. SESSIONS HELD

1. Sessions and convenings

The Ethics, Compliance and ESG Committee, in accordance with its regulations, meets as many times as it is convened with the agreement of the Committee itself or its Chairman, and at least once every half-year.

The Ethics, Compliance and ESG Committee shall meet up whenever convened by its Chairman who must do so whenever the board or its chairman requests the issuance of a report or the adoption of proposals and, in any case, whenever this proves appropriate for the smooth performance of its duties.

Furthermore, the meetings of the Ethics, Compliance and ESG Committee may be held in separate rooms or places, in this case having the audio-visual media and systems available, including phone conference, videoconference systems or other remote communication equipment that allows the recognition and identification of attendees by the Secretary, the

permanent intercommunication between the assistants in real time and the exercising of the rights to speak and vote; in any case, the attendees at any of the different venues will be considered, to all intent and purposes, as having status as attendees of the Ethics, Compliance and ESG Committee meeting. The resolutions will be deemed to have been adopted at the registered office.

2. Quorum

The Ethics, Compliance and ESG Committee is deemed to have been validly formed when the majority of its members are present.

A resolution will be valid when the majority of the members of the Committee vote in favour thereof.

3. Meetings of the Ethics, Compliance and ESG Committee

During 2022, 4 sessions of the Ethics, Compliance and ESG Committee were held, with the participation of all its members.

Furthermore, during the 2023 and to date, 2 sessions of the Ethics, Compliance and ESG Committee have been held, also with the participation of all its members.

III. ACTIVITIES OF THE ETHICS, COMPLIANCE AND ESG COMMITTEE

This section contains a summary of the activity of the Ethics, Compliance and ESG Committee during 2022 and up to the date of this report, grouping the activities for their presentation around its basic duties.

1. Sustainability Reports

The Committee has supervised the preparation of the Sustainability Report of the Company for the financial years of 2021 and 2022, which were approved by the Board of Directors.

2. ESG Targets 2022-2030

The Committee has put forward the targets of the Company for the period 2022-2030 that were approved by the Board of Directors.

3. Biodiversity Protection Policy

The Committee has proposed to the Company's Board of Directors the approval of ESG documents and policies, in order to introduce and update the Company's internal regulations in line with the best practices in ESG matters. In this regard, the Committee has proposed the Biodiversity Protection Policy which was approved by the Board of Directors.

IV. CONCLUSION

The Ethics, Compliance and ESG Committee has appropriately exercised its relevant responsibilities.

V. APPROVAL

This report was approved by the Ethics, Compliance and ESG Committee of Solaria Energía y Medio Ambiente, S.A. at its meeting on 24 May 2023.