



## **AUDAX RENOVABLES, S.A.**

In accordance with the provisions of article 227 of Law 6/2023, of 17 March 2023, on the Securities Markets and Investment Services, Audax Renovables, S.A. (the "**Company**") informs of the following:

### **OTHER IMPORTANT INFORMATION**

During its meeting on 22 May 2023 the board of directors of the Company resolved to call the shareholders to the ordinary general meeting of shareholders of the Company, which is to be held at Hotel Marina Badalona - Avinguda d'Eduard Maristany, 227, 08912 Badalona, Barcelona, on 30 June 2023 at 12:00 noon. The attached appendix features the notice calling the ordinary general meeting of shareholders and the proposed resolutions related to the items on the agenda.

Moreover, we inform that the call notice for the ordinary general meeting of shareholders of the Company to be held at one of the aforementioned dates will be published in the El País (Edición Cataluña) daily newspaper and on the corporate website of the Company ([www.audaxrenovables.com](http://www.audaxrenovables.com)).

The board of directors has resolved that attendance to the general meeting may be carried out through the use of electronic means which allow to connect in real time to the location where the meeting is held.

The documents referred to in section "Right of information" of the attached notice will be made available to the shareholders at the Company's head office and on the corporate website of the Company, on the terms stipulated in the notice, and will be available uninterruptedly on the Company's website at least until the date of the ordinary general meeting of shareholders.

Badalona, 22 May 2023

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Francisco José Elías Navarro  
Chairman of the board of directors  
of Audax Renovables, S.A.



## **AUDAX RENOVABLES, S.A.**

### **NOTICE CALLING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

The board of directors of Audax Renovables, S.A. (the "**Company**"), in compliance with applicable legal and internal regulations, has resolved to call the shareholders of the Company to the ordinary general meeting, which is to be held in Hotel Marina Badalona - Avinguda d'Eduard Maristany, 227, 08912 Badalona, Barcelona on 30 June 2023 at 12:00 noon, in order to debate and resolve the matters featured on the meeting agenda indicated below.

The board of directors has resolved that attendance to the general meeting may be carried out through the use of electronic means which allow to connect in real time to the location where the meeting is held, as specified below.

The ordinary general meeting of shareholders of the Company is called in order to debate and resolve the matters featured on the meeting agenda:

#### **AGENDA**

1. Examination and approval of the individual annual accounts and of the individual directors' report for the year 2022.
2. Examination and approval of the consolidated annual accounts and of the consolidated directors' report for the year 2022.
3. Examination and approval of the proposal for allocation of results for the year 2022.
4. Examination and approval of the non-financial information statement for the year 2022.
5. Approval of the management performed by the board of directors and its committees in the year 2022.
6. Reappointment of Mr Ramiro Martínez-Pardo del Valle as independent director of the Company.
7. Consultative vote on the annual report on the remuneration of directors for the year 2022.
8. Approval of the directors' remuneration policy of the Company.
9. Approval of the maximum amount of remuneration to all the directors in their capacity as such
10. Approval of the annual amount of remuneration to all the directors with executive duties



11. Approval of the amendments to the Company's objects and of the subsequent amendment to article 2 of the Company's articles of association.
12. Approval of the re-election of KPMG Auditores, S.L. as the auditors of the individual and consolidated financial statements of the Company for the year 2023.
13. Any other business.
14. Delegation of powers for the full formalisation and implementation, interpretation, rectification, supplementation or elaboration and registration of all the resolutions adopted by the general meeting of shareholders.

### **Right of information**

From the moment of publication of this notice calling the general meeting the shareholders may check at the Company's office and view on its website ([www.audaxrenovables.com](http://www.audaxrenovables.com)) the documents specified below, and obtain from the Company a free copy of the documents:

- Notice calling the general meeting of shareholders.
- Total number of shares and voting rights at the date of the notice.
- Proposed resolution regarding each item on the agenda, submitted by the board of directors for the approval of the general meeting.
- Annual accounts and directors' report of the Company and of its consolidated group of companies for the year 2022, which include the non-financial information statement, with regard to the consolidated directors' report, and the auditor's reports, both individual and consolidated, as well as the independent verification report concerning the non-financial information statement.
- Annual report on the remuneration of directors for the year 2022.
- Annual report on corporate governance for the year 2022.
- Information on the annual evaluation of the activities of the audit committee and of the appointments and remuneration committee for the year 2022.
- Report on auditor's independence.
- Report on related party transactions carried out by the Company in the year 2022.
- Proposition of reappointment of independent director drawn up by the appointments and remuneration committee.



- Report drawn up by the board of directors regarding the proposition of reappointment of independent director.
- Proposal for the directors' remuneration policy and the information of the appointments and remuneration committee issued for that purpose.
- Information prepared by the board of directors regarding the amendment to article 2 of the Company's articles of association.
- Attendance card, proxy appointment and remote voting.
- Rules governing proxy appointment and remote voting.
- Rules governing remote attendance.
- Access instructions for the purpose of following the live transmission of the meeting (*streaming*).

Until the fifth day inclusive before the date of the general meeting, the shareholders, by submitting a written notice to the directors, may request information or explanations or ask questions regarding the items featured on the agenda or regarding the information accessible to the public and submitted by the Company to the Comisión Nacional del Mercado de Valores (National Securities Market Commission) since the last general meeting, i.e. since 16 June 2022, and regarding the auditor's report.

The information requests shall comply with the rules established in article 4 of the regulations of the general meeting of shareholders.

Likewise, in accordance with the provisions of article 518 of the Corporate Enterprises Act ("LSC"), from the moment of publication of this notice and until the date of the general meeting, the shareholders at their discretion may consult on the Company's website the information specified in that article.

In order to comply with article 539 LSC, a Shareholder Electronic Forum has been made available on the Company's website. The rules of the forum as well as the form necessary for participation in the forum are available on the Company's website.

### **Right to attend the general meeting**

The right to attend the general meeting belongs to every shareholder who, at least five days before the scheduled date of the general meeting, confirm their registration in the registers of particulars of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and, in the case of attendance through electronic means, are duly registered in the Company's website according to the procedure specified in this notice or, in the case of in-person attendance, obtain - through the relevant participating entity or in any other way allowed by applicable law - suitable attendance card or certificate issued by the corresponding depository entity.



The registration of attendance cards shall begin one hour before the scheduled time of commencement of the general meeting.

### **Right to attend by proxy**

Every shareholder who has the right to attend the general meeting may appoint a proxy, who is not required to be a shareholder to attend the general meeting, upon fulfilling the requirements and formalities demanded by law, by article 10 of the Company's articles of association and by article 5 of the regulations of the general meeting of shareholders. The proxy form may be also submitted via post or electronic correspondence, as indicated in the following section. The proxy holder must keep the voting instructions for one year after the date the general meeting was held. Should no specific instructions be given, it shall be understood that the vote is in favour of the proposals formulated by the board of directors.

Every shareholder may have only one proxy at the general meeting. However, the proxy holder may represent several shareholders, in which case the proxy may cast different votes depending on the instructions obtained from each shareholder.

The proxy may always be revoked, and the remote attendance of the represented shareholder at the general meeting shall have the meaning of such revocation.

In the case of open representation request, the document of proxy shall contain, apart from the information specified in the previous paragraph, the meeting agenda and the indication of the way in which the proxy should vote in the case when no specific instructions were given. It shall be understood that specific voting instructions were given in favour of the proposals formulated by the board of directors when in the proxy document there is no indication that the vote should be against the proposal.

If the identity of the proxy is not specified, it shall be understood that the proxy has been granted to whichever of the following: the chairman or the non-member secretary of the board of directors. Should the appointed proxy be affected by conflict of interest when voting any of the proposals, on or off the agenda, submitted to the general meeting, and if the proxy grantor did not give specific voting instructions, the proxy shall be understood to have been granted individually to whichever of the following and in the following order - for the case when any of them would also be affected by conflict of interest-: (i) the chairman of the board of directors; and (ii) the non-member secretary of the board of directors.

The entities authorised in their capacity as registered shareholders, but acting on behalf of several persons, may in any case split their vote and cast it in divergent ways following different voting instructions received. These intermediary entities may delegate the voting right to each indirect holder or to a third party designated by them, without restriction on the number of delegations granted.



In any case, the proxy, before being appointed, should provide detailed information to the shareholder regarding the existence of conflict of interest. If the conflict appears after the appointment and the represented shareholder was not aware of its possible existence, the proxy shall give such information immediately. In both cases, if no new voting instructions are given for the vote regarding each of the items to be voted on behalf of the shareholder, the proxy shall abstain from casting the vote.

### **Delegation of voting rights and remote voting**

In accordance with the decision of the board of directors, the shareholders with the right to attend the general meeting may delegate their voting rights or cast their vote concerning the proposals featured on the agenda before the general meeting by means of remote communication, providing that the identity of the person exercising the right to vote or to delegate the vote is duly ascertained and the security of the electronic communication is guaranteed. The shareholder who intends to appoint a proxy or to vote remotely shall indicate if they mean to vote for or against each item featured on the agenda. As mentioned in the previous section, if there is no indication whether the vote should be cast for or against any of the items on the agenda, it shall be understood that the vote is in favour of the proposal of the board of directors regarding the items featured on the agenda. In the case when the proxy is extended to items not featured on the agenda specified in the notice calling the general meeting, if not indicated otherwise by the shareholder, it shall be understood that the shareholder gave specific instructions to the proxy holder to vote against such items not featured on the agenda.

In order to facilitate the remote attendance to those shareholders who wish to use it, in accordance with the provisions of article 10 of the articles of association, the proxy granted or vote cast by means of remote communication until one day before the scheduled date of the general meeting, i.e. until 12:00 noon on 29 June 2023. This term is set for the Company to be able to check whether the person granting proxy or voting by remote communication means is a shareholder and the number of shares they hold, to which effect the Company shall compare the information provided by each shareholder with the data made available by the entity in charge of the register of shares. With regard to granting proxies and voting by electronic means, the Company shall implement a system of electronic time tracking through a third party and based on an objective source of time certification (time stamping system) in order to confirm the moment of reception of the proxy or electronic vote.

The means of communication which may be validly used to grant a proxy or to vote remotely are specified below:

(a) By post

In order to appoint a proxy or to vote by post, the shareholders shall fill in and sign the Proxy Card or Remote Voting Card, whichever is relevant, published for this purpose by the Company on its website ([www.audaxrenovables.com](http://www.audaxrenovables.com)). After filling in and signing - with handwritten signature - the card in the relevant section, the shareholder shall send it to the Company's official address (Calle de la Electrónica 19, Planta 7, Puerta C, 08915 Badalona), together with a copy of the shareholder's identity document, the certificate of ownership of shares and, if applicable, of the relevant delegation or proxy document.



(b) By electronic means of communication

The delegation of rights or, if applicable, the act of voting by means of electronic communication may be carried out through whichever of the following ways:

(i) By downloading from the Company's website, from the section "General Meeting 2023", the Proxy Card or the Remote Voting Card, whichever is relevant, and sending it duly filled in and signed - with handwritten signature - together with a copy of the identity document of the shareholder and the certificate of ownership of shares as well as, if applicable, of the relevant delegation or proxy document, by electronic mail to the following address "investor.relations@audaxrenovables.com".

(ii) Through the service of delegation of voting rights and remote voting made available in the section provided to this purpose on the Company's website, by filling in the Delegation Form or the Voting Form, whichever is relevant, following the instructions indicated therein, as well as any other instruction specified on each of the screens of the digital application. In order to send the delegation of voting rights or to vote remotely by this way, the shareholders shall identify themselves by one of the following means:

- Electronic identity document
- Digital certificate which is recognised and valid, has not been revoked, in accordance with the provisions of Law 59/2003, of 19 December 2003, *on electronic signature*, issued by the Certification Authority (Autoridad Pública de Certificación Española - Ceres) branch of the Spanish Royal Mint (Fábrica Nacional de Moneda y Timbre).
- Credentials of "user and password", which the shareholder or their proxy shall receive at their email address once their identity and shareholding is verified, at their request and through the section provided to this purpose on the Company's website. The shareholder wishing to prove their identity through credentials of "user and password" shall request these from the Company before 12:00 noon on 29 June 2023. Likewise, the attorney-in-fact or proxy wishing to apply for credentials on behalf of a legal person in their capacity as shareholder shall prove beforehand their authorisation to act on behalf of the legal person shareholder and their identity by sending the Proxy Card or the Remote Voting Card issued for the legal person shareholder by the Company or by the entity in which the legal person shareholder has deposited their shares, duly filled in and signed, together with a copy of the National Identity Card, Foreigner Identification Number or passport of the attorney-in-fact or proxy and a copy of the document granting power or authorisation to act on behalf of the legal person in their capacity of shareholder, to the e-mail address "investor.relations@audaxrenovables.com", by 12:00 noon of 29 June 2023.



Once the documents are received and verified by the Company, the proxy shall receive a confirmation and the credentials applied for. The authorisation shall not be deemed revoked, unless the Company is credibly informed otherwise.

The Company reserves the right to modify, restrict, suspend or cancel the delegation or remote voting mechanisms where technical or security reasons so suggest or require, and shall bear no liability to third parties for any of such decisions, independent of the Company's will, if in consequence the delegation of voting rights or remote voting is made impossible. The Company shall also not be held liable for any harm which may be caused by overload, breakdown, failed connection, faulty connection or similar as well as any other event beyond the Company's control, which may temporarily hinder the use of said systems of delegation of voting rights or remote voting.

### **Remote attendance**

The board of directors has resolved that attendance to the general meeting may also be carried out through the use of electronic means which allow to connect in real time to the location where the meeting is held, according to the rules approved to this effect and published on the Company's website in the section of "General Meeting 2023".

#### **(a) Registration of shareholders and proxy holders for the purpose of remote attendance**

The shareholders who wish to attend remotely the general meeting shall register on the Company's website ([www.audaxrenovables.com](http://www.audaxrenovables.com)), from the date of publication of this notice, until 12:00 noon of 29 June 2023. No connection in order to exercise the right to attend the meeting remotely will be allowed off the indicated time frame. In order to prove their identity, the shareholders or their proxy holders shall identify themselves by one of the following means:

- (i) Electronic identity document
- (ii) Digital certificate which is recognised and valid, has not been revoked, in accordance with the provisions of Law 59/2003, issued by the Certification Authority (Autoridad Pública de Certificación Española - Ceres) branch of the Spanish Royal Mint (Fábrica Nacional de Moneda y Timbre).
- (iii) The credentials of "user and password", which the shareholder or their proxy holders have received at their email address once their identity and shareholding is verified, at their request and through the section provided to this purpose on the Company's website. The shareholder wishing to prove their identity through credentials of "user and password" shall request these from the Company before 12:00 noon on 29 June 2023.



Likewise, the attorney-in-fact or proxy wishing to apply for credentials on behalf of a legal person in their capacity as shareholder shall prove beforehand their authorisation to act on behalf of that legal person shareholder and their identity by sending a copy of the National Identity Card, Foreigner Identification Number or passport of the attorney-in-fact or proxy and a copy of the document granting power or authorisation to act on behalf of the legal person shareholder, to the e-mail address "investor.relations@audaxrenovables.com", by 12:00 noon of 29 June 2023. Once the documents are received and verified by the Company, the proxy shall receive a confirmation and the credentials applied for. The authorisation shall not be deemed revoked, unless the Company is credibly informed otherwise.

In order for the shareholder to be able to log onto the Company's website and attend remotely the general meeting by a proxy or attorney-in-fact, the proxy or attorney-in-fact who will complete on their behalf the registration process shall prove beforehand their authorisation to act on behalf of the shareholder and their identity by sending the attendance card issued to the shareholder by the Company or by the entity where the shareholder keeps deposited their shares, duly filled in and signed - with handwritten signature - together with a copy of the identity document, Foreigner Identification Number or passport of the proxy or attorney-in-fact, in order to attend remotely the general meeting, as well as a copy of the document granting power or confirming the position which allows them to act on behalf of the shareholder, to the e-mail address "investor.relations@audaxrenovables.com", before 12:00 noon of 29 June 2023. Once the documents are received and verified by the Company, the proxy or PoA holder may attend the meeting remotely and exercise their power according to the procedure approved by the board of directors.

The shareholders and their proxies or attorneys-in-fact who do not fulfil the registration requirements on the terms and within the deadlines specified in previous sections will not be able to attend the general meeting remotely, because no additional remote attendance will be allowed after the deadline hour established for the registration process.

(b) Connection and attendance at the general meeting

The shareholder (or, if applicable, their proxy) registered beforehand in accordance with the rules specified in the previous section, shall connect to the general meeting through the remote attendance platform between 10:00 a.m. and 11:45 a.m. on 30 June 2023. No connection in order to exercise the right to attend the meeting remotely will be allowed off the indicated time frame.

(c) Right to speak, be informed and submit proposals

The addresses, information requests and resolution proposals, when appropriate, may be submitted in writing through the link made available for that purpose on the Company's website from the moment of registration and until the end of the debate turn, which shall be duly indicated throughout the meeting.



The documents shall be of maximum length of 2,000 characters and be made available to the rest of shareholders through the website mentioned above. Moreover, the remote participants shall be able to participate in real time in the meeting by video through the link made available for that purpose on the Company's website in order to exercise their right to speak, be informed and submit proposals. If the shareholder or their representative wishes that their address be included in the minutes of the general meeting, they should indicate such wish clearly and expressly at the beginning of their document or at the beginning of their video presentation. Information or explanation requests submitted by the shareholders and their representatives attending remotely will be answered verbally during the general meeting or in writing within seven days after the meeting.

(d) Right to vote

The shareholders and shareholders' proxies attending the general meeting through electronic means may vote the proposals of resolutions concerning the agenda items through the link and ballot made available for that purpose on the Company's website from the moment of registration until the moment when the vote on the proposal is declared concluded, which will be indicated accordingly during the general meeting. The Company shall send to each shareholder an electronic confirmation of receipt of their vote. Remote voting on proposals concerning items not featured on the agenda, if applicable, will be carried out through the link and ballot made available for that purpose on the Company's website from the moment when the proposal is read and put to a vote until the moment when the vote on the proposal is declared concluded, which also will be indicated accordingly during the general meeting.

(e) Preference rules

In-person or remote attendance of the shareholder or of their proxy shall invalidate any vote cast previously through any procedure established by the Company. Should the shareholder validly exercise their right to vote as well as their right to delegate the vote, the former will prevail over the latter. Likewise, the vote and the delegated vote cast through the means of electronic communication shall prevail over the vote cast by post.

(f) Others

The Company may modify, restrict, suspend or cancel the mechanisms of remote attendance at the general meeting should technical or security reasons so suggest or require. In such case, the Company shall make known such circumstance in due form and in good time through any means considered appropriate and shall inform of any alternative mechanism which might be set up and of the other means of remote communication made available to the shareholders for the purpose of casting or delegating a vote. The Company shall bear no liability to third parties for any of such decisions, independent of the Company's will, which may restrict or hinder the plans concerning the features of the remote attendance. The Company shall also not be held liable for any harm which may be caused by overload, breakdown, failed connection, faulty connection or similar as well as any other event beyond the Company's control, which may temporarily hinder the use of the systems of remote attendance.



### **Transmission of the general meeting of shareholders**

There will be a live transmission (streaming) of the general meeting on the Company's website ([www.audaxrenovables.com](http://www.audaxrenovables.com)), where the shareholders shall also find access instructions. The shareholders should note that mere access to the live transmission of the general meeting through the indicated website is not equivalent to remote attendance, nor will it allow them to exercise their right to vote or right to speak during the meeting, for which purpose they should follow the procedure and access rules expressly approved to this end, outlined in the previous section.

### **Presence of a notary**

The board of directors has decided to require the presence of a notary to record the minutes of the ordinary general meeting pursuant to article 203 LSC.

### **Supplement to the notice calling the general meeting and submission of proposals**

The shareholders representing at least three per cent of the share capital may request the publication of a supplement to this notice, adding one or more items to the agenda, providing that the new items come with due justification or a justified resolution proposal. To this end, the shareholders must duly prove to the Company that they represent at least the required percentage of the share capital.

This right may be exercised by submitting in duly form the information on the supplement to the notice calling the general meeting, which shall be received at the Company's registered address within five days of the publication of this notice.

Moreover, the shareholders representing at least three per cent of the share capital may, within five days from the publication of this notice, submit justified proposals for resolutions regarding the items already featured or which should be featured on the agenda.

### **Personal data protection**

The personal data provided by the shareholders to the Company for the purpose of exercising their right to attend the meeting, delegate their powers and vote, or provided by banks and companies and brokerage firms with whom the shareholders have deposited their shares, through the entity legally entrusted with keeping the book entry register, Iberclear, as well as the audiovisual recording of the general meeting, in order to facilitate the following and broadcast of the meeting, shall be processed for the purpose of managing the development, fulfilment and control of the shareholding relationship with the Company, as well as submitting the information requested by the shareholder. The shareholders are likewise informed that the data shall be processed for the stated purposes. The shareholders shall have the possibility to exercise their rights of access, rectification, erasure, restriction, objection, data portability and the right to revoke their consent pursuant to the provisions of the General Data Protection Regulation and other applicable regulations, by means of written communication addressed to Audax Renovables, S.A.: Calle de la Electrónica 19, Planta 7, Puerta C, 08915 Badalona (Reference: Personal data).



### **Additional information**

The Company recommends that the shareholders attend the general meeting through electronic means, and shall inform on its website if there are any changes to be made or special measures to be taken for that reason with regard to the meeting. In any event, the shareholders are requested to check - within days before the general meeting - any possible additional instructions which may be posted on the corporate website ([www.audaxrenovables.com](http://www.audaxrenovables.com)), where the most recent information available at any time shall be displayed in order to enable all interested shareholders to exercise fully their rights, without physical presence at the general meeting.

Badalona, 22 May 2023.

Francisco José Elías Navarro  
Chairman of the board of directors



**FULL TEXT OF THE PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE  
ORDINARY GENERAL MEETING OF SHAREHOLDERS 2023 OF AUDAX RENOVABLES,  
S.A.**

**AGENDA**

**1. Examination and approval of the individual annual accounts and of the individual directors' report for the year 2022**

*Proposed resolution*

To approve the Company's individual annual accounts for the financial year ended on 31 December 2022, comprised of the balance sheet, the income statement, the statement of changes in the net equity, the cash flow statement and the notes to the financial statements, all of them in the ordinary form, as drawn up by the board of directors and verified by the Company's accounts auditor whose opinion is stated in the auditor's report. To approve the individual directors' report for the financial year ended on 31 December 2022 (including the annual report on corporate governance), as drawn up by the board of directors.

The individual annual accounts and the directors' report were made available to the shareholders both at the Company's headquarters and on the Company's website from the publication date of the notice calling the general meeting.

**2. Examination and approval of the consolidated annual accounts and of the consolidated directors' report for the year 2022**

*Proposed resolution*

To approve the Company's consolidated annual accounts for the financial year ended on 31 December 2022, comprised of the balance sheet, the income statement, the statement of changes in the net equity, the cash flow statement and the notes to the financial statements, all of them consolidated, as drawn up by the board of directors and verified by the Company's accounts auditor whose opinion is stated in the pertinent auditor's report. To approve likewise the consolidated directors' report for the year ended on 31 December 2022 (including the non-financial information statement and the corresponding independent verification report, as well as the annual report on corporate governance), as drawn up by the board of directors and verified by an independent provider of verification services as stated in the pertinent verification report.

The consolidated annual accounts and consolidated directors' report were made available to the shareholders both at the Company's headquarters and on the Company's website from the publication date of the notice calling the general meeting.

**3. Examination and approval of the proposal for allocation of profit for the year 2022**

*Proposed resolution*

According to the approved individual income statement, in the financial year ended on 31 December 2022 the Company obtained a negative result (loss) in the amount of EUR 1,706,583 which should be allocated in the way proposed by the board of directors, i.e. as follows:

To losses from previous years: EUR 1,706,583

**4. Examination and approval of the non-financial information statement for the year 2022**

*Proposed resolution*

Pursuant to the provisions of Law 11/2018, of 28 December 2018, *on non-financial information and diversity*, to approve the non-financial information statement of the Company for the year ended on 31 December 2022, as drawn up by the board of directors and verified by an independent provider of verification services as stated in the pertinent verification report.

The above mentioned statement is included in the consolidated directors' report for the year ended on 31 December 2022 and is an integral part thereof.

**5. Approval of the management performed by the board of directors and its committees in the year 2022**

*Proposed resolution*

To approve the management and all actions performed by the members of the board of directors and its committees in the year ended on 31 December 2022.

**6. Reappointment of Mr Ramiro Martínez-Pardo del Valle as independent director of the Company**

*Proposed resolution*

To reappoint Mr Ramiro Martínez-Pardo del Valle, of legal age, Spanish nationality, holder of valid identity document number 02187181-L, as independent director, for a new term of four (4) years pursuant to the Company's articles of association.

In compliance with the provisions of section 4 and 5 of article 529 *decies* LSC (Corporate Enterprises Act) we inform of the following: (i) the appointments and remuneration committee at its meeting on 22 May 2023 proposed the reappointment of Mr Ramiro Martínez-Pardo del Valle; and (ii) the reappointment proposal was endorsed by the mandatory report recognising the competence, experience and merits of Mr Ramiro Martínez-Pardo del Valle, issued by the board of directors at its meeting on 22 May 2023, attaching the copy of the report as an appendix to the minutes of the meeting.

**7. Consultative vote on the annual report on the remuneration of directors for the year 2022**

*Proposed resolution*

To approve, for consultative purposes, the annual report on the remuneration of directors for the year ended on 31 December 2022, which includes information on the Company's remuneration policy in force for the current year, a comprehensive overview of how the remuneration policy was applied during the year 2022 and detailed information on the individual remuneration accrued by each director.

The full text of the document was made available to the shareholders together with the rest of documents pertaining to the general meeting of shareholders in advance of the publication date of the notice calling the general meeting.

**8. Approval of the directors' remuneration policy of the Company**

*Proposed resolution*

Upon viewing the appointments and remuneration committee's report, the shareholders decide to approve the Company directors' remuneration policy for the period between 1 July and the end of the current year and the three subsequent years, i.e. 2024, 2025 and 2026, formulated by the Company's board of directors on 22 May 2023 in compliance with the provisions of article 529 novodecies.2 of the Corporate Enterprises Act.

The aforementioned report of the appointments and remuneration committee and the text of the directors' remuneration policy of the Company were made available to the shareholders together with the rest of the documents pertaining to the general meeting of shareholders on the date when the call for the meeting was published.

**9. Approval of the maximum amount of remuneration to all the directors in their capacity as such**

*Proposed resolution*

In accordance with article 18 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the directors in their capacity as such for the year 2023 shall amount to EUR 650,000.

**10. Approval of the annual amount of remuneration to all the directors with executive duties**

*Proposed resolution*

In accordance with article 13 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the executive directors for the performance of their executive duties for the year 2023 shall amount to EUR 650,000.

**11. Approval of the amendments to the Company's objects and of the subsequent amendment to article 2 of the Company's articles of association**

*Proposed resolution*

To extend the Company's objects in order to include the whole range of business activities carried out by the Company. For this purpose, to resolve (i) to modify the wording of section 2 and 5 of article 2 of the Company's articles of association and (ii) to add new section 6.

Consequently, article 2 of the Company's articles of association shall have the following contents:

**“Article 2.-** *The company's object is: 1. Performing all kinds of activities related to the production of electrical power based on renewable energy sources, for which purpose it may incorporate, acquire and hold shares, bonds, interests and rights in companies whose objects consist of developing, building and operating electrical power plants based on renewable energy; 2. The retail of energy, purchase and sale of electricity, including import and export, trading of fuels for the production of energy, purchase and sale of energy products and the representation activity in the production market; 3. The retail of natural gas, of CO2 emissions and of telecommunication; 4. Treasury management and, in general, allocation of financial resources to companies of the company's group (in the sense established in article 4 of the Securities Market Act) and related companies, excluding from the company's objects those activities for the exercise of which the Law demands requirements or authorisation that are not fulfilled by the company; 5. The provision of services and supply of products connected with the improvement of the energy efficiency, energy management and promotion of innovation in the technological development in relation with whichever of the previous activities; and 6. The performance of all kinds of activities which are accessory or related to those previously mentioned, including the brokerage in trading of all kinds of products and services related to the company's objects”.*

These amendments to the articles of association were featured in the report by the board of directors, pursuant to article 286 of the Corporate Enterprises Act, copy of the report along with the complete text of the proposed amendments and the rest of the documents pertaining to the general meeting of shareholders was made available to the shareholders on the date when the call for the meeting was published.

**12. Approval of the re-election of KPMG Auditores, S.L. as the auditors of the individual and consolidated financial statements of the Company for the year 2023**

*Proposed resolution*

To re-elect for the position of auditors of the Company and of its consolidated group of companies, for the term of one (1) year, namely, for the task of carrying out the audit of the individual and consolidated annual accounts of the Company for the financial year between 1 January 2023 and 31 December 2023, the company KPMG Auditores, S.L. with its registered office in Madrid, Paseo de la Castellana, número 295 C, with tax identification number (NIF) B-78.510.153 and entered into the Commercial Register of Madrid in volume 11.961, folio 90, section 8ª, page M-188.007 and in the Official Register of Auditors under number S-0702.

**13. Any other business**

*[According to the requests, if any, of the participants at the general meeting]*

**14. Delegation of powers for the full formalisation and implementation, interpretation, rectification, supplementation or elaboration and registration of all the resolutions adopted by the general meeting of shareholders**

*Proposed resolution*

To authorise each and every member of the Company's board of directors, including the non-member secretary, each and any one of them, in the broadest terms, to act for and on behalf of the Company in order to complete all the necessary formalities and procedures, execute any public or private deed, including corrective documents in the broadest terms, necessary in order to notarise the resolutions adopted by the General Meeting of Shareholders and attain their successful implementation as well as registration and/or submission, in full or in part, when applicable, to the appropriate public registers.