

**TO THE NATIONAL SECURITIES MARKET COMMISSION****SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.**

Madrid, 27 May 2026

Solaria Energía y Medio Ambiente, S.A. (“Solaria” or the “Company”), for the purposes of complying with Article 227 of Law 6/2023 of March 17 on Securities Markets and Investment Services, hereby provides the following

**OTHER RELEVANT INFORMATION****NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors of Solaria Energía y Medio Ambiente, S.A. (the “Company”), has resolved to convene an Ordinary General Shareholders’ Meeting on 27 May 2026, to be held exclusively online, on first call, on 29 June 2026, at 12:00 p.m., and on the second call, on 30 June 2026, in the same manner and at the same time (the Meeting is expected to convene on the second call, unless otherwise announced in the press with sufficient advance notice).

In accordance with the provisions of Articles 27 and 30 of the Company’s Articles of Association, the General Meeting will be held exclusively online, that is, without the physical presence of shareholders and representatives.

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

## AGENDA

### 1. MATTERS FOR APPROVAL

**First.-** Review and approval, if applicable, of the Company's individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement, and notes to the financial statements) and the individual management report, as well as the consolidated financial statements and the consolidated Group's management report, for the fiscal year ended 31 December 2025.

**Second.-** Review and approval, if applicable, of the proposal for the appropriation of the Company's net income for the fiscal year ended 31 December 2025.

**Third.-** Review and approval, if applicable, of the performance of the Company's Board of Directors during the 2025 fiscal year.

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

- Item A. Re-election of Mr. Enrique Díaz-Tejeiro Gutiérrez
- Item B.- Re-election of Mr. Carlos Francisco Abad Rico
- Item C. Re-election of Ms. María Dolores Larrañaga Horna
- Item D.- Re-election of Mr. Arturo Díaz-Tejeiro Larrañaga
- Item E. Re-election of Mr. Manuel Azpilicueta Ferrer
- Item F.- Ratification of the appointment of Mr. Felipe Morenés Botín-Sanz de Sautuola
- Item G.- Appointment of Ms. Teresa Paz-Ares Rodríguez

**Fifth.-** Approval, if applicable, of the Directors' Compensation Policy

**Sixth.-** Setting the compensation for the Company's Directors for the 2026 fiscal year and the maximum total amount of Directors' compensation.

**Seventh.-** Authorization of the Board of Directors, with powers of substitution, to increase the share capital over a period of five years and up to a maximum amount of half the share capital, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, with the power to exclude the preemptive subscription right up to a limit of 20% of the share capital.

**Eighth.-** Authorization of the Board of Directors to acquire treasury shares, either directly or through group companies, for a period of five years.

**Ninth.-** Authorization of the Board of Directors to interpret, amend, supplement, execute, and implement the resolutions adopted by the Meeting, as well as to exercise the powers delegated to it by the Meeting, and authorization to have such resolutions recorded in a public deed.

## 2. MATTERS FOR CONSULTATIVE VOTE

**Tenth.-** Annual report on directors' compensation.

### **SUPPLEMENT TO THE NOTICE OF THE GENERAL 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 its agenda, provided that the new items are accompanied by a justification or, where applicable, a justified proposed resolution, and may also submit reasoned proposed resolutions on matters already included or to be included on the agenda of the meeting. Such proposals shall be published continuously on the Company's website as they are received.

These rights must be exercised by means of certified notification to the Company's Board of Directors, which must be received at the registered office (Calle Princesa, 2, 4th Floor, 28008 – Madrid) or via email to the following address [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), within five days of the publication of the notice, with proof of the identity of the shareholders exercising the right and the number of shares they hold, specifying the items to be included on the agenda or the proposed resolutions regarding the matters included on the agenda. The request to include an addendum to the notice must be accompanied by a justification or, where applicable, a justified proposed resolution.

### **ELECTRONIC SHAREHOLDER FORUM**

In accordance with current regulations, an Electronic Shareholder Forum has been established on the Company's website ([www.solariaenergia.com/gobierno-corporativo/](http://www.solariaenergia.com/gobierno-corporativo/)), the use of which shall comply with its legal purpose and the guarantees and operating rules established by the Company; this forum may be accessed by shareholders and shareholder groups who are duly authorized.

### **RIGHT TO ATTEND**

In accordance with the provisions of Article 30 of the Articles of Association, shareholders holding at least seven hundred (700) shares—or, if such number of shares exceeds one-thousandth of the share capital, the lesser number of shares representing said one-thousandth—who have such shares registered in the relevant accounting register at least five days prior to the date of the Meeting, may attend. In order to prove their ownership and in accordance with the provisions of the Articles of Association, shareholders must request, from the publication of the notice of the Meeting until the date of the Meeting, from the entities affiliated with the relevant accounting register, the certificate of entitlement or attendance card for the Meeting. Shareholders holding fewer than seven hundred (700) shares may form a group and confer their representation upon other shareholders, thereby reaching a total of at least seven hundred (700) shares. Such grouping must be established specifically for this General Meeting and must be documented in writing.

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## PROCEDURE FOR EXERCISING VOTING RIGHTS VIA REMOTE COMMUNICATION MEANS

The Board of Directors, pursuant to the authority granted by Article 33 of the Articles of Incorporation and Article 24 of the Meeting Regulations, has authorized the following procedure and requirements for the exercise of proxy and voting rights via remote communication means at the General Shareholders' Meeting:

### 1. Representation via Remote 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 following means:

#### a) In person, by mail, or by email

Proxy authorization shall be granted by completing the section provided for this purpose on the attendance card.

The card, duly completed and signed, must be sent by mail or delivered in person to the Company's registered office (Calle Princesa, 2, 4th Floor, 28008 – Madrid), or via email to [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), along with proof of identity via ID card or passport and, if applicable, a power of attorney. If the submission is made using the form provided by the company, it must be accompanied by the corresponding certificate proving shareholder status.

Any proxy that does not specifically name the person to whom authority is delegated shall be deemed to have been granted to the Secretary of the Board of Directors. No more than one representative may be present at the Meeting.

Documents evidencing representation must include voting instructions; it is understood that, in the absence of express instructions, the representative shall vote in favor of the proposed resolutions submitted for approval by the Meeting regarding the matters on the agenda.

In the event that any other matter not included on the agenda is put to a vote at the Meeting, the representative may cast their vote as they deem appropriate, taking into account the interests of the Company and the person they represent.

#### b) Proof of Representation

The designated representative attending the Meeting must verify their identity in the same manner required for remote attendance, as detailed below.

The representative may exercise representation and voting rights in accordance with the provisions of the “Remote Participation” section of this notice.

## **2. Voting by remote means: in-person delivery, mail, or electronic voting**

Shareholders may exercise their right to vote without attending the General Meeting by using in-person submission, mail, or electronic voting, as indicated below. Shareholders who cast their vote in this manner shall be considered present for the purposes of the quorum of the Meeting.

The exercise of the right to vote by delivery or postal mail shall be carried out by completing the section provided for this purpose on the attendance card, which may be delivered to the depositary of the shares that issued it, for subsequent forwarding by the depositary to the Company, or may be delivered to the Company’s registered office (Calle Princesa, 2, 4th Floor, 28008 – Madrid) or sent to said registered office by mail. In the event that the shareholder exercises their vote through the means provided by the company, it must be accompanied by the corresponding certificate proving shareholder status.

Likewise, shareholders may exercise their right to vote prior to the General Meeting by sending an email to [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com), verifying their identity with a National ID or passport and providing the attendance card, power of attorney (if applicable), and any other information specified therein.

If the shareholder does not indicate the direction of their vote on the attendance card, it will be understood that the shareholder votes in favor of each of the proposals made by the Board of Directors regarding the agenda published in the notice of meeting.

## **3. Common rules governing the exercise of proxy and voting rights via remote communication means**

### **a) Attendance Card**

The Company reserves the right to verify the information provided by each shareholder against that provided by the entity responsible for the book-entry registration of the Company’s shares (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, Sociedad Anónima Unipersonal –Iberclear–). In the event of a discrepancy between the number of shares reported by the shareholder casting their proxy or vote via remote communication means and the number recorded in the book-entry records provided by Iberclear, the number of shares reported by Iberclear shall be considered valid for quorum and voting purposes.

**b) Legal Entities**

In the case of corporate shareholders, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the individual acting on behalf of the shareholder.

**c) Deadline for receipt by the Company**

To be valid, both proxies granted and votes cast via remote communication must be received by the Company before 11:59 p.m. (CET) on the day prior to the General Meeting on first call. Otherwise, the proxy or vote shall be deemed not to have been granted or cast.

**d) Revocation and Priority**

Attendance at the General Meeting, as well as attendance resulting from a vote cast remotely, constitutes revocation of any proxy, regardless of its date.

Proxy representation and the exercise of voting rights are always revocable and must be revoked expressly and through the same means used for their issuance, within the period established for such issuance.

A remote vote shall be rendered void upon the transfer of the shares whose ownership confers the right to vote, provided the Company is notified of such transfer at least five days prior to the date scheduled for the General Meeting.

**e) Availability of the Service**

The Company shall not be liable for any damages that may be incurred by the shareholder arising from the malfunctioning of the postal service or any other event of a similar nature, beyond the Company's control, that may hinder or prevent the shareholder from exercising their voting or proxy rights remotely.

**TELEMATIC ATTENDANCE**

Remote attendance at the General Meeting shall be subject to the provisions of the Law and the following basic rules, which, where applicable, may be supplemented and elaborated upon by those published on the Company's corporate website ([www.solariaenergia.com/gobierno-corporativo/](http://www.solariaenergia.com/gobierno-corporativo/)), in the section dedicated to the 2026 General Shareholders' Meeting:

**(i) Identification:** To verify the identity of attendees, ensure the proper exercise of their rights, and facilitate the smooth conduct of the Meeting, shareholders must request to attend via remote means by 11:00 a.m. (CET) on the day of the General Meeting through the link published on the Company's website. During the pre-registration process, you will be asked to verify your identity by providing a copy of your ID card or passport and submitting the attendance card and other information detailed therein.

Proxies (representing another shareholder or a legal entity) must request participation via electronic means by sending an email to [toaccionistas@solariaenergia.com](mailto:toaccionistas@solariaenergia.com), attaching a copy of the attendance card duly completed and signed by the shareholder they represent, and verifying their identity by providing a copy of their ID card or passport and, if applicable, the power of attorney.

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

(ii) Connection: In order to ensure the proper management of the remote attendance systems, shareholders or representatives who have previously registered to attend the General Meeting remotely must connect via the link provided in the section dedicated to the 2026 General Shareholders' Meeting on the Company's corporate website ([www.solariaenergia.com/gobierno-corporativo/](http://www.solariaenergia.com/gobierno-corporativo/)) at least 30 minutes prior to the meeting's start time.

Once the meeting begins, the final list of attendees will be compiled, and shareholders who register after that time will not be counted for quorum purposes. Shareholders who wish to attend remotely after the General Meeting has begun may use the access code previously provided to them to log in as "guests," but they will not be considered present for quorum purposes nor will they have the right to vote.

(iii) Participation: In accordance with the provisions of the Capital Companies Act, shareholders or representatives attending via teleconference who intend to participate in the General Meeting—where applicable, to propose resolutions in the cases provided for by law or to request information or clarifications during the meeting—must express such intent from the moment they access the online platform until the Chair or, where applicable, the Secretary of the Meeting, announces the start of the question-and-answer session at the Meeting. Shareholders who wish to have their participation recorded in the minutes of the Meeting must expressly state so during their intervention. Requests for information or clarification made by shareholders attending the Meeting remotely must be answered verbally during the General Meeting or, where applicable, in writing within seven days following the Meeting.

(iv) Voting: Shareholders and representatives attending via teleconference, duly registered in accordance with the foregoing provisions, may cast their vote through the online platform itself or, where applicable, under the terms established therein and in accordance with the corresponding voting form.

The period for casting such votes on proposals regarding items on the agenda shall begin from the moment the shareholder or, where applicable, the representative, connects as an attendee on the day of the Meeting and shall continue until the Chair or, where applicable, the Secretary of the Meeting, announces the conclusion of the voting period.

With respect to the voting period on proposed resolutions that, by legal requirement, must not appear on the agenda, attendees participating via teleconference may cast their votes from the moment such proposals are read aloud for voting until the Chairman or, where 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 via the online platform within the aforementioned timeframes shall be deemed to have voted in favor of the proposed resolutions.

(v) Withdrawal from the meeting: Any participant attending via teleconference who wishes to expressly withdraw from the Meeting must do so by indicating this directly in the system, through the application provided for that purpose. Once their express intention to withdraw from the meeting has been communicated, any actions they take thereafter shall be deemed not to have been performed.

The Company shall in no event be liable for any damages that may be incurred by the shareholder as a result of malfunctions, overloads, line outages, connection failures, or any other event of a similar nature beyond the Company's control that prevents the use of the provided electronic mechanisms. Consequently, such circumstances shall not constitute an unlawful deprivation of the shareholder's right to attend.

In all matters not covered by the provisions of this notice, the same rules applicable to physical attendance at the General Meeting shall apply to shareholders attending the Meeting remotely.

## RIGHT TO INFORMATION

As of the date of publication of this notice of meeting, shareholders have the right to examine at the registered office, to request immediate and free delivery or mailing, and to obtain via the corporate website ([www.solariaenergia.com/gobierno-corporativo/](http://www.solariaenergia.com/gobierno-corporativo/)) a copy of: 1) the annual financial statements and individual management reports of the Company and consolidated financial statements with its subsidiaries, together with the respective audit reports for the 2025 fiscal year, and 2) the required reports of the directors and Board committees, 3) the proposed resolutions corresponding to all items on the agenda, as well as 4) any other information that must necessarily be made available to them in connection with the holding of this General Shareholders' Meeting.

In accordance with the provisions of the Capital Companies Act, up to the fifth day prior to the date scheduled for the General Meeting, shareholders may request from the Company's directors (by registered mail with return receipt or in person at the address Calle Princesa, 2, 4th Floor, 28008–Madrid, or via email to [accionistas@solariaenergia.com](mailto:accionistas@solariaenergia.com)), any information or clarifications they deem necessary, or ask any questions they deem relevant, regarding the matters on the agenda, the publicly available information provided by the Company to the National Securities Market Commission since 28 June 2025, the date of

of the last General Shareholders' Meeting, and regarding the Auditor's report, without prejudice to the shareholders' right to submit requests for information or clarification verbally during the meeting. Valid requests for information, clarifications, or questions submitted, along with the responses provided by the directors, will be posted on the Company's website.

Shareholders have at their disposal on the Company's website ([www.solariaenergia.com/gobierno-corporativo/](http://www.solariaenergia.com/gobierno-corporativo/)), in the section regarding the 2026 Annual General Meeting, on a continuous basis, among other items, the documentation and information listed below:

- The full text of the notice of the General Meeting.
- The full text of the proposed resolutions corresponding to each and every item on the agenda of the General Meeting, formulated by the Board of Directors or, in relation to items of a purely informative nature, a report from the competent bodies commenting on each of said items and, where applicable, the supplement to the notice of meeting and the proposed resolutions submitted by the shareholders, together with any accompanying documentation.
- The annual financial statements, the management report, and the auditors' report for the 2025 fiscal year, as well as the consolidated financial statements, the Group's management report, and the auditors' report for the same fiscal year.
- The statement of responsibility regarding the annual financial statements.
- The rules applicable to the delegation of votes via remote communication means and the exercise of remote voting.
- The total number of shares and voting rights as of the date of the notice of meeting.
- The Annual Report on Directors' Compensation.
- The Annual Corporate Governance Report.
- The Annual Report of the Audit Committee.
- The Annual Report of the Nominating and Compensation Committee.
- The Annual Report of the Ethics, Compliance, and ESG Committee.
- The attendance, proxy, and remote voting card form.
- The Electronic Shareholder Forum.
- The current text of the Articles of Incorporation.
- The current text of the General Meeting Regulations.
- The current text of the Board of Directors' Regulations.
- Identity, curriculum vitae, and category of the Directors who will be subject to reelection or appointment, as well as the proposal and reports referred to in Article 529-decies of the Capital Companies Act.

- Proposal for the Board of Directors' compensation policy and the corresponding report from the Nominating and Compensation Committee.
- Report of the Audit Committee on the independence of the auditors.

## DATA PROTECTION

Personal data that shareholders or their representatives submit to the Company to exercise their rights to information, attendance, proxy, and voting at the General Meeting, or that is provided by the banks and securities firms and agencies with which such shareholders have deposited their shares, through Iberclear, will be processed for the purpose of managing the development, fulfillment, and oversight of the shareholder relationship, and, where applicable, the existing representation.

Likewise, shareholders or their representatives are hereby informed that such data may be incorporated into an automated file owned by the Company, regarding which shareholders may exercise their rights in accordance with the provisions of Organic Law 3/2018 of 5 December on the protection of personal data and the guarantee of digital rights, by sending a written notice to the Company (Calle Princesa, 2, 4th Floor, 28008 - Madrid) or via email to [dpdatos@solariaenergia.com](mailto:dpdatos@solariaenergia.com).

## CONFLICT OF INTEREST

For the purposes of Articles 523 and 526 of the Capital Companies Act (LSC), it is hereby noted that the Chair of the General Meeting, as well as any other member of the Board of Directors, may have a conflict of interest (i) with respect to the fourth item on the agenda, (ii) and in the cases set forth in subsections (b) or (c) of Article 526.1 of the LSC (removal of directors and exercise of the corporate action for liability), which may arise outside the agenda in accordance with the law. With respect to all of the above, if the principal has not provided specific voting instructions, the proxy, unless expressly indicated otherwise, shall be deemed to have been granted to the Secretary of the General Shareholders' Meeting.

## NOTARIAL PRESENCE AT THE MEETING

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the General Meeting, in accordance with the provisions of Article 521 of the Capital Companies Act.

Madrid, 27 May 2026. The Secretary of the Board of Directors, **Mr. Javier Monzón Sánchez**.

**SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A. (“THE COMPANY”)****FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING TO BE HELD ON FIRST CALL ON 29 JUNE 2026, AND, IF NECESSARY, ON THE SECOND CALL ON 30 JUNE 2026**

The resolutions proposed by the Board of Directors at its meeting held on 27 May 2026, to be submitted to the Ordinary General Meeting of Shareholders convened, are as follows:

**PROPOSED RESOLUTION REGARDING THE FIRST ITEM ON THE AGENDA:**

**REVIEW AND APPROVAL, IF APPROPRIATE, OF THE INDIVIDUAL ANNUAL FINANCIAL STATEMENTS (BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN EQUITY, CASH FLOW STATEMENT, AND NOTES TO THE FINANCIAL STATEMENTS) AND THE COMPANY’S INDIVIDUAL MANAGEMENT REPORT, AS WELL AS THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AND THE CONSOLIDATED GROUP MANAGEMENT REPORT, FOR THE FISCAL YEAR ENDED 31 DECEMBER 2025.**

It is proposed that the General Meeting approve the Company’s individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement, and notes to the financial statements) and the Company’s individual management report, as well as the consolidated financial statements and the consolidated group management report, for the fiscal year ended 31 December 2025. The Annual Financial Statements and Management Reports, the approval of which is proposed herein, correspond to those prepared by the Company’s Board of Directors at its meeting on 25 February 2026.

**PROPOSED RESOLUTION REGARDING ITEM TWO ON THE AGENDA:**

**REVIEW AND APPROVAL, IF APPROPRIATE, OF THE PROPOSAL FOR THE ALLOCATION OF THE COMPANY’S NET INCOME FOR THE FISCAL YEAR ENDED 31 DECEMBER 2025.**

It is proposed that the General Meeting approve the appropriation of net income proposed by the Company’s Board of Directors, as follows:

<b>Individual and Consolidated Financial Statements (<i>Thousands of euros</i>)</b>	
<b>Proposed allocation of net income:</b>	
Net Income (Profit)	180,125
To offset net losses from prior years	0
To voluntary reserves	180,125

**PROPOSED RESOLUTION REGARDING ITEM THREE ON THE AGENDA:****REVIEW AND APPROVAL, IF APPROPRIATE, OF THE MANAGEMENT OF THE COMPANY'S BOARD OF DIRECTORS DURING THE 2025 FISCAL YEAR.**

To approve the performance of the Company's Board of Directors for the 2025 fiscal year.

**PROPOSED RESOLUTION REGARDING ITEM FOUR ON THE AGENDA:****BOARD OF DIRECTORS: RE-ELECTION AND APPOINTMENT OF DIRECTORS.**

As the term of office of Director Mr. Enrique Díaz-Tejeiro Gutiérrez has expired, his reelection as a Proprietary Director is proposed.

As the term of office of Director Mr. Carlos Francisco Abad Rico has expired, his reelection as an Other External Director is proposed.

As the term of Director Ms. María Dolores Larrañaga Horna has expired, her reelection as a Proprietary Director is proposed.

As the term of Director Mr. Arturo Díaz-Tejeiro Larrañaga has expired, his reelection as an Executive Director is proposed.

As the term of Director Mr. Manuel Azpilicueta Ferrer has expired, his reelection as an Other External Director is proposed.

It is hereby noted that the Board of Directors, at its meeting held on September 25, 2025, agreed to appoint, through the co-optation procedure, Mr. Felipe Morenés Botín-Sanz de Sautuola as a member of the Company's Board of Directors to fill the vacancy created by the resignation of Ms. María José Canel Crespo.

Consequently, in accordance with the provisions of applicable regulations and the Articles of Incorporation, it is proposed that the appointment of Mr. Felipe Morenés Botín-Sanz de Sautuola as a director of the Company, in the capacity of a Proprietary Director, be ratified.

Likewise, it is proposed to appoint Ms. Teresa Paz-Ares Rodríguez as a new director in the capacity of an Independent Director.

It is hereby noted that the proposal for the appointment of the Independent Director was made by the Nominating and Compensation Committee, while the proposal for the reelection or ratification of the other Directors was made by the Board of Directors, following a favorable report from the Nominating and Compensation Committee.

To this end, the proposal for reelection, ratification, and appointment is preceded by the corresponding reports from the Appointments and Remuneration Committee and the Board of Directors, in accordance with the provisions of Article 529-decies of the Capital Companies Act.

The identity, curriculum vitae, and category to which each of them belongs, as well as the aforementioned proposal and reports, have been available to the Shareholders since the publication of the notice of the General Meeting.

Consequently, should this proposal be approved in its entirety, the Board of Directors will consist of the following seven (7) members:

- Mr. Enrique Díaz-Tejeiro Gutiérrez, Proprietary Director.
- Mr. Carlos Francisco Abad Rico, Other Outside Director.
- Ms. María Dolores Larrañaga Horna, Proprietary Director.
- Mr. Arturo Díaz-Tejeiro Larrañaga, Executive Director.
- Mr. Manuel Azpilicueta Ferrer, Other Outside Director.
- Mr. Felipe Morenés Botín-Sanz de Sautuola, Proprietary Director.
- Ms. Teresa Paz-Ares Rodríguez, Independent Director.

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

Proposed Resolutions:

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

It is proposed to the General Meeting to re-elect Director Mr. Enrique Díaz-Tejeiro Gutiérrez, whose personal details are already on record in the Commercial Registry, as a member of the Board of Directors for the term specified in the Articles of Association.

**FOURTH. B.- RE-ELECTION OF MR. CARLOS FRANCISCO ABAD RICO.**

It is proposed to the General Meeting that Director Mr. Carlos Francisco Abad Rico, whose personal details are already on record in the Commercial Registry, be re-elected as a member of the Board of Directors for the term specified in the Articles of Association.

**FOURTH. C.—RE-ELECTION OF MS. MARÍA DOLORES LARRAÑAGA HORNA.**

It is proposed to the General Meeting to re-elect Director Ms. María Dolores Larrañaga Horna, whose personal details are already on record in the Commercial Registry, as a member of the Board of Directors for the term specified in the Articles of Association.

**FOURTH. D.—RE-ELECTION OF MR. ARTURO DÍAZ-TEJEIRO LARRAÑAGA.**

It is proposed to the General Meeting to re-elect as a member of the Board of Directors Mr. Arturo Díaz-Tejeiro Larrañaga, whose personal details are already on file with the Commercial Registry, for the term specified in the Articles of Association.

**FOURTH. E. RE-ELECTION OF MR. MANUEL AZPILICUETA FERRER.**

It is proposed to the General Meeting to accept the resignation of Mr. Manuel Azpilicueta Ferrer, whose personal details are already on file with the Commercial Registry.

**FOURTH. F.—RATIFICATION OF THE APPOINTMENT OF MR. FELIPE MORENÉS BOTÍN-SANZ DE SAUTUOLA.**

It is proposed to the General Meeting to ratify the appointment of Mr. Felipe Morenés Botín-Sanz de Sautuola, whose personal details are already on record in the Commercial Registry, for the term specified in the Articles of Association.

**FOURTH. G.—APPOINTMENT OF MS. TERESA PAZ-ARES RODRÍGUEZ.**

It is proposed to the General Meeting to appoint Ms. Teresa Paz-Ares Rodríguez, of legal age, a Spanish national, with address for these purposes at Calle Torrebeleña 1, PBJ G, 28035, Madrid, and with valid National Identity Card number 05414872M, as a member of the Board of Directors for the term specified in the Articles of Association.

**PROPOSED RESOLUTION REGARDING ITEM FIVE OF THE AGENDA:****APPROVAL, IF APPLICABLE, OF THE DIRECTORS' REMUNERATION POLICY.**

It is proposed that the General Meeting approve, in accordance with the provisions of Article

529-novodecies of the Capital Companies Act, the new remuneration policy for Directors for the fiscal years 2026, 2027, and 2028, in accordance with the reasoned proposal of the Board of Directors, to which the required report of the Appointments and Remuneration Committee is attached.

In accordance with the provisions of the aforementioned Article 529-novodecies, both documents have been made available to the Shareholders on the Company's website since the call for the General Meeting.

**PROPOSED RESOLUTION REGARDING ITEM SIX OF THE AGENDA:****SETTING THE REMUNERATION OF THE COMPANY'S DIRECTORS FOR THE 2026 FISCAL YEAR AND THE MAXIMUM TOTAL AMOUNT OF DIRECTORS' REMUNERATION.**

The Board of Directors, following a favorable report from the Appointments and Remuneration Committee, proposes the following draft resolution regarding the sixth item on the agenda of the General Meeting:

To set the monetary remuneration to be received by the Company's Board of Directors for the 2026 fiscal year at €330,000.

The distribution of this amount among the various Directors shall be made in accordance with the provisions of the Remuneration Policy.

Likewise, it is proposed to maintain the maximum annual amount of remuneration for all Directors, such that it be set indefinitely—until the General Meeting approves its modification—at the aforementioned amount of €330,000.

**PROPOSED RESOLUTION REGARDING ITEM SEVEN ON THE AGENDA:**

**AUTHORIZATION OF THE BOARD OF DIRECTORS, WITH THE POWER OF SUBSTITUTION, TO INCREASE THE SHARE CAPITAL OVER A PERIOD OF FIVE YEARS AND UP TO A MAXIMUM AMOUNT OF HALF THE SHARE CAPITAL, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 297.1.B) OF THE CORPORATE LAW, WITH THE AUTHORITY TO EXCLUDE PREEMPTIVE SUBSCRIPTION RIGHTS UP TO A LIMIT OF 20% OF THE SHARE CAPITAL.**

To authorize the Board of Directors so that, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, to increase the share capital over a period of five years and up to a maximum of half of the share capital at the time of authorization, on one or more occasions, through the issuance of new shares, with or without voting rights. Likewise, to delegate to the Board of Directors, under the terms established in Article 506 of the Capital Companies Act, the authority to exclude the preemptive subscription right, if the company's interests so require, up to a limit of 20% of the current share capital.

To empower the Board of Directors, to the fullest extent permitted by law, so that, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, it may increase the share capital on one or more occasions and at any time, within a period of five years from the date of this Meeting, by a maximum amount of 663,190.82 euros, equivalent to 50% of the current share capital, through the issuance of new shares, with or without voting rights, common or preferred, with or without a premium, with the consideration for the new shares to be issued consisting of cash contributions, and the Board being authorized to set the terms and conditions of the capital increase and the characteristics of the shares, as well as to freely offer any new shares not subscribed for during the period or periods of preemptive subscription, and to establish that, in the event of incomplete subscription, the capital shall be increased exclusively by the amount of the subscriptions made, and to amend the article of the Articles of Association relating to share capital.

Likewise, to authorize the Board of Directors to exclude, in whole or in part, the right of preemptive subscription under the terms of Article 506 of the Capital Companies Act, in relation to share issuances made pursuant to this resolution, up to a limit of 20% of the share capital, and to amend the article of the Articles of Association relating to share capital. To apply for the admission to trading of the shares that may be issued pursuant to this resolution on the national stock exchanges where the Company's shares are listed at the time each capital increase is executed, subject to compliance with applicable regulations, and to authorize for this purpose the Chairman or any member of the Board of Directors, as well as the Secretary, so that any of them, jointly and severally, may execute whatever documents and perform whatever acts are necessary for this purpose.

To also authorize the Board of Directors so that, in accordance with the provisions of Article 249 bis, paragraph (I) of the Capital Companies Act, it may substitute the powers delegated to it by the General Meeting in favor of any of its members and/or the Secretary of the Board of Directors.

This authorization supersedes that granted for this same purpose at the General Shareholders' Meeting held on 28 June 2024, which, consequently, shall be deemed void insofar as it has not been utilized to date.

#### **PROPOSED RESOLUTION REGARDING ITEM EIGHT ON THE AGENDA:**

#### **AUTHORIZATION OF THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF TREASURY SHARES, EITHER DIRECTLY OR THROUGH GROUP COMPANIES, FOR A PERIOD OF FIVE YEARS.**

1.- To authorize the Company so that, directly or through any of its Group companies, for a maximum period of five years from the date of this Meeting, it may acquire, at any time and as often as it deems appropriate, shares of the Company by any means permitted by law, including against profits for the fiscal year and/or freely available reserves, as well as to subsequently dispose of or redeem such shares, all in accordance with Articles 146, 509, and related provisions of the Capital Companies Act.

2.- To approve the limits or requirements for these acquisitions, which shall be as follows:

- That the par value of the shares acquired directly or indirectly, when added to those already held by the Company and its subsidiaries, does not exceed ten percent (10%) of the Company's subscribed capital stock, or, where applicable, the maximum amount authorized by applicable law at any given time, while in all cases complying with the limitations established for the acquisition of treasury stock by the regulatory authorities of the markets where the Company's stock is listed.

- That a restricted reserve equivalent to the amount of the treasury shares recorded as assets may be established within the Company's equity. This reserve must be maintained as long as the shares are not sold or retired.

- That the acquired shares be fully paid up, unless the acquisition is made free of charge, and that they not entail any obligation to provide ancillary benefits.

- The purchase price shall not be less than the par value nor more than 20 percent above the market price or any other value at which the shares are valued on the date of acquisition. Transactions involving the acquisition of treasury shares shall comply with the rules and practices of the securities markets.

- The acquisition, including shares that the Company or a person acting in their own name but on the Company's behalf had previously acquired and held in their portfolio, shall in no case result in net equity falling below the amount of the share capital plus the legal or statutory reserves that are unavailable for distribution.

3.- It is expressly authorized that the shares acquired by the Company or its subsidiaries pursuant to this authorization may be allocated, in whole or in part,

be distributed to the Company's workers, employees, or directors, when there is a recognized right—either directly or as a result of the exercise of option rights held by such persons—for the purposes set forth in the last paragraph of Article 146, subsection (a), of the Capital Companies Act.

4.- To reduce the share capital in order to redeem the Company's treasury shares that may be held on its balance sheet, charged to retained earnings or unrestricted reserves and in the amount deemed appropriate or necessary at any given time, up to the maximum number of treasury shares existing at any given time.

5.- To delegate to the Board of Directors, with the power to delegate further, the implementation of the foregoing resolution regarding the capital reduction; the Board may carry this out in one or more stages within a maximum period of five years from the date of this General Meeting, undertaking all procedures, formalities, and authorizations that are necessary or required by the Capital Companies Act and other applicable provisions, and, in particular, it is delegated to the Board, within the timeframe and limits set for such execution, to set the date or dates of the specific capital reduction or reductions, as well as their timing and appropriateness, taking into account market conditions, the share price, the Company's economic and financial situation, its cash position, reserves, and business performance, and any other factor influencing such a decision; to specify the amount of the capital reduction; to determine the allocation of the amount of the reduction, either to a restricted reserve or to freely available reserves, providing, where applicable, the guarantees and complying with the legally required conditions; amend the Articles of Association to reflect the new amount of share capital; request the delisting of the redeemed securities and, in general, adopt whatever resolutions are necessary for the purposes of said redemption and consequent capital reduction, designating the persons authorized to execute such formalities.

This authorization supersedes the one granted for this same purpose at the General Shareholders' Meeting held on 30 June 2022, which, consequently, shall be rendered null and void insofar as it has not been utilized to date.

#### **PROPOSED RESOLUTION REGARDING ITEM NINE ON THE AGENDA:**

#### **AUTHORIZATION OF THE BOARD OF DIRECTORS TO INTERPRET, CORRECT, SUPPLEMENT, IMPLEMENT, AND EXECUTE THE RESOLUTIONS ADOPTED BY THE MEETING, AS WELL AS TO SUBSTITUTE THE POWERS GRANTED BY THE MEETING, AND GRANTING OF POWERS TO HAVE SUCH RESOLUTIONS RECORDED AS PUBLIC DEEDS.**

To grant, to the fullest extent permitted by law, authority to the Chairman and to each member of the Company's Board of Directors, as well as to the Secretary of the Board of Directors, so that, jointly or individually and without distinction, they may proceed to implement, execute, interpret, delegate, and, where appropriate, correct, supplement, amend, or clarify the resolutions adopted at the Ordinary General Shareholders' Meeting, signing for this purpose as many public or private documents as necessary and taking the actions deemed appropriate for the execution and registration of the resolutions.

**PROPOSED RESOLUTION REGARDING ITEM TEN OF THE AGENDA:**

**ANNUAL REPORT ON DIRECTORS' REMUNERATION**

It is proposed to approve, on an advisory basis, the annual report on the remuneration of the Company's Directors, the full text of which was made available to the Shareholders along with the rest of the documentation relating to the General Shareholders' Meeting from the date of publication of the notice of the meeting.

Madrid, 27 May 2026, Board of Directors of Solaria Energía y Medio Ambiente, S.A.