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 UPON FIRST CONVENING ON 26 JUNE 2025 AND, WHERE APPLICABLE, UPON SECOND CONVENING ON 27 JUNE 2025

The resolutions proposed by the Board of Directors at the meeting held on 22 May 2025, to be submitted to the Ordinary General Shareholders' Meeting convened, are the following:

DRAFT RESOLUTION RELATING TO THE FIRST ITEM ON THE AGENDA:

EXAMINATION AND APPROVAL, WHERE APPLICABLE, OF THE INDIVIDUAL ANNUAL ACCOUNTS (BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN EQUITY, CASH FLOW STATEMENT AND REPORT) AND OF THE INDIVIDUAL DIRECTORS' REPORT OF THE COMPANY, AS WELL AS OF THE CONSOLIDATED ANNUAL ACCOUNTS AND THE DIRECTORS' REPORT OF THE CONSOLIDATED GROUP, PERTAINING TO THE YEAR ENDING ON 31 DECEMBER 2024.

It has been proposed to the General Meeting to approve the individual annual accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and report) and the individual directors' report of the Company, as well as the consolidated annual accounts and the directors' report of the Consolidated Group, pertaining to the year ending on 31 December 2024.

The Annual Accounts and Directors' Reports, whose approval is proposed hereby, pertain to those drawn up by the Company's Board of Directors at its meeting on 25 February 2025.

DRAFT RESOLUTION RELATING TO THE SECOND ITEM ON THE AGENDA:

EXAMINATION AND APPROVAL, WHERE APPLICABLE, OF THE PROPOSAL FOR THE DISTRIBUTION OF THE COMPANY'S PROFIT/LOSS PERTAINING TO THE YEAR ENDING ON 31 DECEMBER 2024.

It is proposed to the General Meeting to approve the distribution of the profit/loss proposed by the Board of Directors of the Company, as follows:

Individual Accounts:

(Thousands of euros)

Proposed distribution of profit:

PROFIT:	**€ 171,375**
TO OFFSET LOSSES FROM PREVIOUS FINANCIAL YEARS:	**€ 0**
TO VOLUNTARY RESERVES:	**€ 171,375**

Consolidated Accounts:

(Thousands of euros)

Proposed distribution of the profit of the Parent Company:

PROFIT:	**€ 171,375**
TO OFFSET LOSSES FROM PREVIOUS FINANCIAL YEARS:	**€ 0**
TO VOLUNTARY RESERVES:	**€ 171,375**

DRAFT RESOLUTION RELATING TO ITEM THREE ON THE AGENDA:

EXAMINATION AND APPROVAL, WHERE APPROPRIATE, OF THE MANAGEMENT CARRIED OUT BY THE BOARD OF DIRECTORS OF THE COMPANY DURING THE FINANCIAL YEAR OF 2024.

To approve the management of the Board of Directors of the Company for the financial year 2024.

DRAFT RESOLUTION RELATING TO ITEM FOUR ON THE AGENDA:

BOARD OF DIRECTORS: RE-ELECTION AND APPOINTMENT OF DIRECTORS.

As the position of the Director Mr. Enrique Díaz-Tejeiro Gutiérrez has ended, his re-election as Proprietary Director is proposed.

As the position of the Director Mr. Carlos Francisco Abad Rico has ended, his re-election as an Independent Director is proposed.

As the position of the Director Ms. María Dolores Larrañaga Horna has ended, her re-election as Proprietary Director is proposed.

As the position of the Director Mr. Arturo Díaz-Tejeiro Larrañaga has ended, his re-election as Executive Director is proposed.

As the position of the Director Ms. María José Canel Crespo has ended, her re-election of Independent Director.

As the position of the Director Mr. Manuel Azpilicueta Ferrer has ended, his re-election as Other External Director is proposed.

It is noted that the proposal for re-election of the Independent Directors pertained to the Appointments and Remunerations' Committee, whilst the proposal for re-election of the other Directors pertained to the Board of Directors, further to a favourable report from the Appointments and Remunerations' Committee.

For these purposes, the re-election and appointment proposal is preceded by the respective reports from the Appointments and Remunerations' Committee and the Board of Directors, in accordance with the provisions of art. 529 decis of the Corporations' Act.

The identity, CV and the category to which each of them belongs, as well as the proposal and reports mentioned above, have been made available to the Shareholders as from the publication of the notice of convening of the General Meeting.

In light of the above, if this proposal is fully approved, the Board of Directors will be made up of the following six (6) members:

- Mr. Enrique Díaz-Tejeiro Gutiérrez, Proprietary Director.
- Ms. María Dolores Larrañaga Horna, Proprietary Director.
- Mr. Manuel Azpilicueta Ferrer, Other External Director.
- Mr. Carlos Francisco Abad Rico, Independent Director.
- Mr. Arturo Díaz-Tejeiro Larrañaga, Executive Director.
- Ms. María José Canel Crespo, Independent Director.

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

Proposed resolutions:

FOUR. A.- RE-ELECTION OF MR. ENRIQUE DÍAZ-TEJEIRO GUTIÉRREZ.

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Enrique Díaz-Tejeiro Gutiérrez, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

FOUR. B.- RE-ELECTION OF Mr. CARLOS FRANCISCO ABAD RICO.

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Carlos Francisco Abad Rico, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

FOUR. C.- RE-ELECTION OF Ms. MARÍA DOLORES LARRAÑAGA HORNA.

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Ms. María Dolores Larrañaga Horna, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

FOUR. 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 the Director Mr. Arturo Díaz-Tejeiro Larrañaga, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

FOUR. E. – RE-ELECTION OF Ms. MARÍA JOSÉ CANEL CRESPO.

It is proposed to the General Meeting to re-elect as a member of the Board of Directors Ms. Maria Jose Canel Crespo**,** whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

FOUR. F.- RE-ELECTION OF Mr. MANUEL AZPILICUETA FERRER.

It is proposed to the General Meeting to re-elect as a member of the Board of Directors the Director Mr. Manuel Azpilicueta Ferrer, whose personal data have already been recorded at the Registrar of Companies, for the statutory term.

DRAFT RESOLUTION RELATING TO ITEM FIVE ON THE AGENDA:

ESTABLISHMENT OF THE REMUNERATION OF THE COMPANY DIRECTORS FOR THE FINANCIAL YEAR OF 2025 AND OF THE MAXIMUM TOTAL REMUNERATION AMOUNT OF THE DIRECTORS.

The Board of Directors, subject to a favourable report from the Appointments and Remunerations' Committee, proposes the following draft resolution in relation to item six on the Agenda of the General Meeting:

To determine as the monetary remuneration to be received by the Board of Directors of the Company in the financial year of 2025 the sum of €620,001.

The distribution of said amount amongst the various Directors will be carried out in accordance wit the provisions of the Remunerations' Policy.

It is also proposed to approve an amendment to the maximum annual amount of the remunerations of all the Directors, in such a way that it remains fixed indefinitely, until the General Meeting approves its modification for the aforementioned amount of €620,001.

DRAFT RESOLUTION RELATING TO ITEM SIX ON THE AGENDA:

APPROVAL OF THE APPOINTMENT OF THE COMPANY'S AUDITORS FOR FISCAL YEAR 2025-2027.

The General Meeting is proposed to authorize the appointment of the company's current auditors, Ernst and Young (E&Y), for the 2025, 2026 and 2027 financial years.

DRAFT RESOLUTION RELATING TO ITEM SEVEN ON THE AGENDA:

AUTHORIZATION TO THE BOARD OF DIRECTORS, WITH POWERS OF SUBSTITUTION, TO ISSUE DEBENTURES, BONDS, AND OTHER FIXED-INCOME SECURITIES, NOT EXCHANGEABLE OR CONVERTIBLE INTO SHARES, FOR A PERIOD OF FIVE (5) YEARS AND UP TO A MAXIMUM AMOUNT OF 800 MILLION EUROS, AS WELL AS TO GUARANTEE THE ISSUANCES MADE BY SUBSIDIARY COMPANIES.

1. To delegate to the Company's Board of Directors, in accordance with the general regime on the issuance of debentures and pursuant to the provisions of Articles 297.1.b), 417, and 511 of the Spanish Companies Act and Article 319 of the Mercantile Registry Regulations, for a period of five (5) years from the adoption of this resolution, the authority to issue, on one or more occasions, any debentures, bonds, and other fixed-income securities, not convertible into or exchangeable for shares of the Company or of other companies within the Group, up to a maximum total amount of eight hundred million euros (€800,000,000.00).

2. The delegation to the Company's Board of Directors set out in point 1 above shall be subject to the following conditions:

a) Securities subject to issuance. The securities to which this delegation refers may consist of debentures, bonds, and other fixed-income securities, not convertible into or exchangeable for shares of the Company or of other companies within or outside the Company's Group.

b) Term. The issuance of the securities may take place on one or more occasions, at any time, within the maximum period of five (5) years from the date of adoption of this resolution.

c) Maximum amount of the delegation. The total maximum amount of the issuance(s) of securities to be agreed under this delegation shall be eight hundred million euros (€800,000,000.00) or its equivalent in another currency.

d) Scope of the delegation. The delegation referred to in this resolution shall extend, as broadly as required by law, to the determination of the various aspects and conditions of each issuance. In particular, and for illustrative but not exhaustive purposes, the Board of Directors of the Company shall have the power to determine, for each issuance, its amount (always within the total quantitative limits stated), form of payment, place of issuance (whether domestic or international), currency (and, if foreign, its euro equivalent), name or type of securities, issuance date(s), number of securities, and nominal value, which shall not be lower than the nominal value of the Company's

shares.

The delegation also includes granting the Board of Directors the authority to decide on the terms and conditions for the redemption of the securities issued under this authorization, using any methods permitted under the Spanish Companies Act. Furthermore, the Board of Directors shall be authorized, whenever deemed appropriate and subject to obtaining any official authorizations that may be required, and, where applicable, to the agreement of the assemblies of the relevant syndicates of bondholders for the securities issued under this authorization, to modify the terms and conditions of such securities.

3. Admission to trading. The Company shall apply, when appropriate, for the admission to trading of the securities issued under this delegation on official or unofficial, regulated or unregulated, domestic or foreign secondary markets, authorizing the Board of Directors to carry out all necessary steps and formalities for listing before the competent bodies of the respective securities markets.

4. Guarantee of securities issuances by Group companies. The Board of Directors of the Company shall also be authorized to guarantee, in the name of the Company and within the limits set forth above, the new issuances of securities that may be carried out by Group companies during the effective term of this resolution.

5. Delegation and substitution powers and granting of powers of attorney. The Board of Directors is hereby authorized to further delegate to any of its members and/or the Secretary of the Board of Directors any delegable powers conferred by virtue of this resolution.

DRAFT RESOLUTION RELATING TO ITEM EIGHT ON THE AGENDA:

AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE INTERPRETATION, RECTIFICATION, COMPLEMENTING, IMPLEMENTATION AND PERFORMANCE OF THE RESOLUTIONS ADOPTED BY THE MEETING, AS WELL AS TO SUBSTITUTE ANY POWERS IT RECEIVES FROM THE MEETING, AND THE GRANTING OF POWERS FOR THE NOTARISATION OF SAID RESOLUTIONS.

To empower the Chairman and each one of the members of the Board of Directors of the Company, as broadly as allowed by Law, as well as the Secretary of the Board of Directors so that together or alone and indistinctly, they will proceed to carry out, implement, interpret, delegate and if applicable, rectify, complement, modify or clarify the resolutions adopted at the Ordinary General Shareholders' Meeting, signing any public or private documents necessary and carrying out those actions which are relevant for the implementation and registration of the resolutions.

DRAFT RESOLUTION RELATING TO ITEM NINE ON THE AGENDA:

ANNUAL REPORT ON DIRECTORS' REMUNERATIONS

It is proposed to approve, on a consultative basis, the annual report on the remuneration of the Directors of the Company, whose full text was made available to the Shareholders along with the rest of the documentation related with the General Shareholders' Meeting as from the date of publication of the convening thereof.

Madrid, 22 May 2025, Board of Directors of Solaria Energía y Medio Ambiente, S.A.

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