REPORT OF THE NOMINATIONS AND COMPENSATION COMMITTEE FOR FISCAL YEAR 2025

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I. ORGANIZATION OF THE NOMINATING AND COMPENSATION COMMITTEE

1. Composition

The Appointments and Remuneration Committee of **SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A.** was established by resolution of the Board of Directors dated May 24, 2007.

In accordance with the provisions of the Capital Companies Act, the composition of the Appointments and Remuneration Committee is governed by the following rules:

1. It consists of three non-executive directors appointed by the Board of Directors, at least two of whom are independent directors, having been selected based on their knowledge, skills, and experience appropriate to the duties they are called upon to perform.

2. The Committee Chair has been selected from among the independent directors who serve on the Committee and will be replaced every two years, with the possibility of reelection one year after the date of their term ends.

3. The secretary of the Appointments and Compensation Committee is the Secretary of the Board of Directors.

As of December 31, 2025, the composition of the Appointments and Compensation Committee is as follows:

Name	Position	Nature of position
Mr. Carlos Francisco Abad Rico	Chair	Independent Director
Mr. Manuel Azpilicueta Ferrer	Member	Another External Director
Mr. Enrique Díaz-Tejeiro Gutiérrez	Member	Proprietary Director

Mr. Carlos Francisco Abad Rico

He holds a degree in Business Administration from the Complutense University of Madrid and an MBA from Columbia University (New York), and has a solid track record in strategic consulting and business management. He was a Global Partner at Arthur D. Little and its CEO for Spain for five years, having previously spent part of his career at McKinsey & Co., where he worked for 11 years and rose to the rank of partner. Subsequently, he served for 15 years as CEO of Sogecable (formerly Sociedad de TV Canal+). In the institutional sphere, he is a member of the Governing Board of the Círculo de Empresarios, a trustee and member of the Executive Committee of the Caser Foundation, and

a trustee, treasurer, and chairman of the Audit Committee of Plan International Spain.

Mr. Manuel Azpilicueta Ferrer

A Certified Public Accountant and State Economist, he has an outstanding career in the business and institutional sectors. Between 1976 and 1985, he held senior leadership roles as Vice President of the National Institute of Industry (INI), as well as President of Banco Unión and Repsol Butano. Subsequently, he served as CEO of Russell Reynolds Associates, one of the leading international human resources consulting firms, a position he held for 15 years. He has served as President of the Círculo de Empresarios, where he currently holds the position of Honorary President, and is President of Bodegas Marqués de Terán, S.L. He is also a member of the Governing Board of the Instituto de Estudios Bursátiles.

Mr. Enrique Díaz-Tejeiro Gutiérrez

A Senior Industrial Engineer with extensive experience in the energy and industrial sectors. Throughout his career, he has held executive positions such as Director of Camping Gas Española and General Manager of Divigrasa, as well as Technical Director of Transmission Networks at ASEI, a company within the Enagás group. Since March 1991, he has continuously engaged in various business activities closely linked to the energy sector. He currently serves as a joint administrator at Instalaciones Díaz Tejeiro, S.L. and DTL Corporación, S.L.

2. Duties and Responsibilities

The duties of the Appointments and Compensation Committee include the following:

a) Assessing the skills, knowledge, and experience required on the board of directors. To this end, it will define the functions and aptitudes required of candidates to fill each vacancy and evaluate the time and dedication necessary for them to effectively carry out their duties.

b) Establish a goal of parity and equality in representation on the Board of Directors and develop guidelines on how to achieve that goal.

c) Submit to the board of directors proposals for the appointment of independent directors for their appointment by co-optation or for submission to the decision of the general meeting of shareholders, as well as proposals for the reelection or removal of such directors by the general meeting of shareholders.

d) Report proposals for the appointment of the remaining directors for their appointment by co-optation or for submission to the decision of the general meeting of shareholders, as well as proposals for their reelection or removal by the general meeting of shareholders.

e) Formulate and review the criteria to be followed for the composition of the Company's management team, and report on proposals for the appointment and removal of senior executives and the basic terms of their contracts.

f) Analyze, formulate, and periodically review proposals for policies regarding the hiring and retention of new executives.

g) Examine and organize the succession of the Chairman of the Board of Directors and the Company's chief executive officer and, where appropriate, make proposals to the Board of Directors to ensure that such succession occurs in an orderly and planned manner.

h) Propose to the Board of Directors the compensation policy for directors and general managers or those performing senior management functions under the direct supervision of the board, executive committees, or chief executive officers, as well as the individual compensation and other contractual terms of executive directors, ensuring compliance therewith.

i) Analyze, formulate, and periodically review proposals for executive compensation policies, weighing their appropriateness and performance.

j) Ensure transparency in remuneration.

k) Report on transactions that involve or may involve conflicts of interest.

3. Operation

3.1. The provisions set forth in the Board Regulations establish that the Nomination and Compensation Committee is validly constituted when more than half of its members are present or represented at the meeting. Absent members may grant proxy to another member of the Nomination and Compensation Committee by any written means addressed to the Chair.

3.2. Resolutions adopted by the Appointments and Remuneration Committee shall be approved by a majority of the members present and represented. In the event of a tie, the matter shall be referred to the Board of Directors.

II. PAST SESSIONS

1. Meetings and Notices

The Appointments and Compensation Committee, in accordance with its regulations, meets as often as it is convened by resolution of the Committee itself or its Chair, and at least four times a year.

The Appointments and Compensation Committee shall meet on all occasions when convened by the Chair, who must do so whenever the Board or its Chair requests the issuance of a report or the adoption of proposals, and in any case, whenever it is

appropriate for the proper performance of its duties.

Likewise, the meetings of the Appointments and Remuneration Committee may be held in separate rooms or locations, in which case audiovisual systems and means—including conference calls, videoconferencing systems, or other remote communication equipment—shall be made available to allow the Secretary to recognize and identify attendees, ensure continuous real-time communication among attendees, and enable the exercise of the rights to speak and vote; in any case, attendees at any of the different venues shall be considered, for all purposes, as attendees of the meeting of the Appointments and Remuneration Committee. Resolutions shall be deemed adopted at the registered office.

2. Quorum

The Appointments and Remuneration Committee is considered validly constituted when a majority of its members are present.

A resolution shall be valid when a majority of the Committee members vote in favor.

3. Meetings of the Appointments and Compensation Committee

During 2025, six meetings of the Appointments and Remuneration Committee were held, with all members in attendance.

III. ACTIVITIES OF THE NOMINATIONS AND COMPENSATION COMMITTEE

This section contains a summary of the activities of the Nominating and Compensation Committee during 2025 and up to the date of this report, grouping the activities for presentation according to the Committee's core functions.

1. Re-election and Appointment of Directors

The members of the Appointments and Remuneration Committee review the résumés of the Directors standing for reelection. Based on their qualifications and experience, and considering their performance during the previous term, they deem the nominated Directors suitable for the position and agree to propose their reelection to the Board of Directors for the statutory term.

2. Proposal for the Re-election of the Chairman

The members of the Appointments and Remuneration Committee agree to propose to the Board of Directors Mr. Enrique Díaz-Tejeiro Gutiérrez as Chairman of the Company and, consequently, issue a favorable report, in accordance with the provisions of Article 529-sexies, paragraph 1 of the Capital Companies Act.

3. Proposal for the Appointment of the Chief Executive Officer

In light of the reelection of Mr. Arturo Díaz-Tejeiro Larrañaga as a Director of the Company, it is agreed to propose to the Board his reelection as Chief Executive Officer, so that he may continue to exercise all the powers of the Board of Directors jointly and severally, except those that cannot be delegated in accordance with the law or the Company's Articles of Association.

4. Approval of the 2025 Director Compensation Policy

The members of the Appointments and Remuneration Committee approve the Directors' Remuneration Policy for subsequent approval by the Board.

IV. CONCLUSION

The Nominating and Compensation Committee has properly fulfilled its responsibilities.

V. APPROVAL

This report was approved by the Appointments and Remuneration Committee of Solaria Energía y Medio Ambiente, S.A. at its meeting on May 27, 2026.