REPORT OF THE ETHICS, COMPLIANCE AND ESG COMMITTEE PERTAINING THE FINANCIAL YEAR OF 2024

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I. ORGANISATION OF THE ETHICS, COMPLIANCE AND ESG COMMITTEE

1. Composition

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

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

1. The Ethics, Compliance and ESG Committee will be made up of three non-executive directors, appointed by the Board of Directors, at least two of whom must be independent directors, appointed by the Board of Directors. They will hold office for a period of two years and may be re-elected.

2. The Chairman of the Ethics, Compliance and ESG Committee shall be designated from amongst the independent directors who form part thereof and he/she must be replaced every two years and may be re-elected once one year has elapsed since his/her termination.

3. The Secretary of the Board of Directors will act as secretary of the Committee.

As at 31 December 2024, the composition of the Ethics, Compliance and ESG Committee was as follows:

Name	Position	Nature of position
Mr. Manuel Azpilicueta Ferrer	Chair	Other External director
Ms. María José Canel Crespo	Member	Independent Director
Mr. Carlos Francisco Abad Rico	Member	Independent director

Ms. María José Canel Crespo

PhD in Communication (University of Navarra, Spain), Public Management Leadership Program (IESE), Professor of Political Communication and Public Sector, Universidad Complutense de Madrid, Spain. Visiting Scholar at the London School of Economics (1992), Jyväskylä University (2014, 2015), George Washington University (2016-2017), KU Leuven (2022).

She is Co-Chair of the Political Marketing and Communication section of the European Group for Public Administration (EGPA) and founding president of ACOP. Advisor and General Director of the Cabinet of the Minister of Education, Culture and Sport (00-04). Leading researcher in political communication, she is the 2nd most cited author in Spain, and Victory Awards to one of the 12 most influential women in Political Communication (Washington, 2016).

She has more than a hundred publications in Spain, United States, Italy, United Kingdom, Poland, Brazil, Mexico, Colombia, and Argentina (she has published in Portuguese, Italian, English, Polish, Catalan and Spanish).

She has worked in several electoral campaigns and in the coordination of government and presidential communication, as well as in the communication of migration, educational, cultural, equality and environmental policies of national, regional and local public administrations.

Mr. Manuel Azpilicueta Ferrer

Commercial Technician and State Economist.

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

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

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

Mr. Carlos Francisco Abad Rico

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

He is currently the President of Haya Real Estate.

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

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

2. Functions and responsibilities

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

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

b) To know and supervise the degree of compliance with the company's objectives and practices in terms of Ethics, Compliance and ESG.

b) To supervise the non-financial risk management and control systems.

c) To supervise the reporting process of non-financial and diversity information in accordance with applicable regulations and reference standards.

d) To supervise the company's relations with stakeholders.

e) To supervise the sanctioning procedure in matters of Ethics, Compliance and ESG, and to report, when appropriate, to the Audit Committee.

f) Any other duties related with matters within its competence and which are requested by the Board of Directors or its Chairman.

3. Operation

3.1. The regime provided for in the Regulations of the Board establishes the valid formation of the Ethics, Compliance and ESG Committee when more than half of its members attend the meeting, present or represented. The representation of absent members may be bestowed upon another member of the Ethics, Compliance and ESG Committee by any written means addressed to the Chairman.

3.2. The adoption of the resolutions by the Ethics, Compliance and ESG Committee will be by the majority of the attendees present and represented. In the event of a tie, the issue will be referred to the Board of Directors.

II. SESSIONS HELD

1. Sessions and convenings

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

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

Furthermore, the meetings of the Ethics, Compliance and ESG Committee may be held in separate rooms or places, in this case having the audio-visual media and systems available, including phone conference, videoconference systems or other remote communication equipment that allows the recognition and identification of attendees by the Secretary, the permanent intercommunication between the assistants in real time and the exercising of the rights to speak and vote; in any case, the attendees at any of the different venues will be considered, to all intent and purposes, as having status as attendees of the Ethics, Compliance and ESG Committee meeting. The resolutions will be deemed to have been adopted at the registered office.

2. Quorum

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

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

3. Meetings of the Ethics, Compliance and ESG Committee

During 2024, 3 sessions of the Ethics, Compliance and ESG Committee were held, with the participation of all its members.

III. ACTIVITIES OF THE ETHICS, COMPLIANCE AND ESG COMMITTEE

This section contains a summary of the activity of the Ethics, Compliance and ESG Committee during 2024 and up to the date of this report, grouping the activities for their presentation around its basic duties.

1. Sustainability Reports

The Committee has supervised the preparation of the Sustainability Report of the Company for the financial year 2024, which was approved by the Board of Directors.

2. ESG road map 2024-2025

The Committee monitors the Group's ESG roadmap for the 2024–2025 period by reviewing compliance with the established objectives and updating those that have already been achieved.

3. Corporate risk map

The Committee has overseen and approved the update of the corporate risk map, which identifies, assesses, and prioritizes the risks to which the company is exposed, incorporating new types of risks such as strategic, operational, or sustainability-related risks.

IV. CONCLUSION

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

V. APPROVAL

This report was approved by the Ethics, Compliance and ESG Committee of Solaria Energía y Medio Ambiente, S.A. at its meeting on 22 May 2025.