REPORT OF THE ETHICS, COMPLIANCE, AND ESG COMMITTEE FOR FISCAL YEAR 2025

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I. ORGANIZATION OF THE ETHICS, COMPLIANCE, AND ESG COMMITTEE

1. Composition

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

In accordance with the provisions of the Articles of Incorporation and the Board of Directors' Regulations, the composition of the Ethics, Compliance, and ESG Committee is governed by the following rules:

1. The Ethics, Compliance, and ESG Committee shall consist 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 shall serve for a term of two years and may be reelected.

2. The Chair of the Ethics, Compliance, and ESG Committee shall be appointed from among the directors serving on the Committee, must be replaced every two years, and may be reelected one year after the date of their term ends.

3. The Secretary of the Board of Directors shall serve as secretary of the Committee.

As of December 31, 2025, the composition of the Ethics, Compliance, and ESG Committee is as follows

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

Mr. Manuel Azpilicueta Ferrer

A Commercial Technician and State Economist, he has an outstanding track record in the business and institutional sectors. Between 1976 and 1985, he held senior positions 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

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.

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 attained 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 chair of the Audit Committee of Plan International Spain.

2. Duties 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 a strategy and policy regarding Ethics, Compliance, and ESG, as well as their periodic review and update.

b) Monitoring and assessing the degree of compliance with the company's objectives and practices regarding Ethics, Compliance, and ESG.

c) Overseeing the management and control systems for non-financial risks.

d) Oversee the reporting process for non-financial and diversity information in accordance with applicable regulations and relevant standards.

e) To oversee the company's relationships with stakeholders.

f) To oversee the disciplinary procedure regarding Ethics, Compliance, and ESG, and to report, when appropriate, to the Audit Committee.

g) Any other functions related to matters within its purview and requested by the Board of Directors or its Chair.

3. Operating Procedures

3.1. The provisions set forth in the Board Regulations establish that the Ethics, Compliance, and ESG 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 Ethics, Compliance, and ESG Committee by any written means addressed to the Chair.

3.2. Resolutions of the Ethics, Compliance, and ESG Committee shall be adopted 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. MEETINGS HELD

1. Meetings and Notices

The Ethics, Compliance, and ESG 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, once every six months.

The Ethics, Compliance, and ESG 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 deemed appropriate for the proper performance of its duties.

Likewise, the meetings of the Ethics, Compliance, and ESG 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 Ethics, Compliance, and ESG Committee. Resolutions shall be deemed adopted at the registered office.

2. Quorum

The Ethics, Compliance, and ESG Committee is considered to be 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 Ethics, Compliance, and ESG Committee

During 2025, two meetings of the Ethics, Compliance, and ESG Committee were held, with all members in attendance.

III. ACTIVITIES OF THE ETHICS, COMPLIANCE, AND ESG COMMITTEE

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

1. Sustainability Reports

The Committee oversaw the preparation of the Company's Sustainability Report for fiscal year 2025, which was approved by the Board of Directors.

2. 2025-2026 ESG Roadmap

The Committee monitors the Group's ESG roadmap for the 2025–2026 period by reviewing compliance with established objectives and updating those already achieved.

3. Corporate Risk Map

The Committee has supervised 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, and sustainability risks.

IV. CONCLUSION

The Ethics, Compliance, and ESG Committee has adequately fulfilled its 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 May 27, 2026.