CONSOLIDATED TEXT OF APRIL 29, 2026

BYLAWS OF SOLARIA ENERGÍA Y MEDIO AMBIENTE S.A.

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TITLE I.—NAME, PURPOSE, DURATION, AND REGISTERED OFFICE

Article 1. Corporate Name and Legal Status

The Company is named "SOLARIA ENERGÍA Y MEDIO AMBIENTE, S.A." and shall be governed by the law, these Bylaws, and any other provisions applicable to it at any given time.

Article 2. Corporate Purpose

1. The Company's corporate purpose is to carry out the following activities:

   a) Installation and repair of solar, thermal, and photovoltaic energy systems, wind energy systems, and any other type of renewable energy system;

   b) Manufacture of modules, cells, and components for solar, thermal, and photovoltaic energy, wind energy, and any other type of renewable energy;

   c) Installation and repair of plumbing, gas, electrical, cooling, heating, and air conditioning systems;

   d) Design and implementation of technical projects related to sections (a) through (c) above;

   e) Provision of maintenance and upkeep services for works carried out either by the Company itself or by third parties.

   f) Representation and marketing, by any legal means permitted by law, including import and export, of all goods and services related to the described activity.

   g) Delivery of courses to third parties on all subjects covered in this Article.

   h) Construction, sale, and lease of real estate.

   i) Marketing of computer and electronic products and services related to the study and analysis of processes for mechanical treatment, programming for electronic data recording equipment on computer media, as well as the sale of software and other items related to computing and data processing.

2. The Company may carry out the activities comprising its corporate purpose in whole or in part, directly or indirectly through the ownership of shares or interests in companies with an identical or similar corporate purpose.

3. Excluded from the corporate purpose are all activities for the performance of which the law requires special requirements that are not met by this Company.

4. If the legal provisions for the exercise of any of the activities included in the corporate purpose require a professional license, administrative authorization, or registration in public records, such activities must be carried out by persons holding such professional qualifications and, in any case, may not be initiated before the required administrative requirements have been met.

Article 3. Registered Office

1. The registered office is established in Madrid, at Calle Princesa, number 2, postal code 28008.

2. The Company's governing body may approve a change of registered office consisting of its relocation within the same municipal district; it shall also be the body competent to decide on the creation, closure, or relocation of the Company's branches, agencies, or offices in locations within Spain or abroad that it deems appropriate to the Company's interests.

Article 4. Duration

The duration of the Company shall be indefinite, and it commenced its corporate operations on the date of execution of the articles of incorporation.

TITLE II.—SHARE CAPITAL AND SHARES

Article 5. Share Capital and Shares

The share capital is 1,326,381.64 euros. It is divided into 132,638,164 common shares, each with a par value of ONE CENT (0.01) euro, belonging to a single class and series. All shares are fully subscribed and paid up and confer the same rights on their holders.

Article 6. Representation of shares

1. The shares shall be represented by book entries and shall be constituted as such by virtue of their entry in the corresponding accounting register, which shall reflect the details set forth in the deed of issuance and whether or not they are fully paid up. The shares shall be governed by the provisions of the Securities Market Law and other supplementary provisions.

2. The maintenance of the Company's book-entry accounting register shall be the responsibility of the entity or entities to which, in accordance with the law, such function is assigned.

3. The right to exercise shareholder rights, including, where applicable, the transfer of shares, is established through registration in the accounting records, which presumes legitimate ownership and entitles the registered holder to demand that the Company recognize him or her as a shareholder. Such entitlement may be proven by presenting the appropriate certificates issued by the entity responsible for maintaining the relevant accounting register. If the Company performs any act in favor of the person presumed to be entitled, it is released from the corresponding obligation, even if that person is not the actual owner of the share, provided that the Company acted in good faith and without gross negligence.

4. In the event that the person or entity appearing as entitled in the accounting records holds such entitlement by virtue of a fiduciary title or other instrument of similar significance, the Company may require them to disclose the identity of the beneficial owners of the shares, as well as any acts of transfer or encumbrance thereon.

5. Entities that, in accordance with securities market regulations, are required to maintain records of securities represented by book entries are obligated to provide the issuing company, at any time upon request and regardless of whether its shares are required by law to be registered, the information necessary to identify the shareholders, including the addresses and contact details available to them, to enable communication with them.

Article 7. Non-voting shares

1. The General Meeting may resolve to issue non-voting shares for a par value not exceeding half of the paid-in capital.

2. Holders of non-voting shares shall be entitled to receive a minimum dividend paid per non-voting share, which must be agreed upon by the General Meeting; once the minimum dividend has been agreed upon, holders of non-voting shares shall be entitled to the same dividend as that corresponding to common shares.

Article 8. Status of Shareholder. Rights Inherent in Such Status

1. A share confers upon its legitimate holder the status of shareholder and implies the holder's acceptance of these Bylaws and of the resolutions validly adopted by the Company's governing bodies, while also entitling the holder to exercise the rights inherent to such status, in accordance with these Bylaws and the Law.

2. In accordance with the provisions of the Law, and except in the cases provided for therein, the share confers upon its holder, at a minimum, the following rights:

   a) To participate in the distribution of corporate profits and in the assets resulting from liquidation.

   b) Preemptive subscription rights in the issuance of new shares or bonds convertible into shares.

   c) To attend and vote at General Meetings under the terms set forth in these Bylaws and to challenge corporate resolutions.

   d) The right to vote may not be exercised by a shareholder who is in default on the payment of outstanding contributions, nor with respect to any non-voting shares that may exist.

   e) Information, in accordance with the terms established by law.

Article 9. Joint Ownership of Shares

Shares are indivisible. The co-owners of a share are jointly and severally liable to the Company for all obligations arising from their status as shareholders, and must designate a single person to exercise on their behalf the rights inherent in their status as shareholders. The identity of such person must be notified to the Company, where applicable. Likewise, jointly owned shares shall be recorded in the corresponding accounting register in the name of all co-owners. The same rule shall apply to all other cases of joint ownership of rights in shares.

Article 10. Usufruct of Shares

1. Shares and the economic rights derived therefrom, including the right of subscription. In the case of usufruct of shares, the status of shareholder resides with the bare owner, but the usufructuary shall in any event be entitled to the dividends agreed upon by the Company during the term of the usufruct.

2. The usufructuary is obligated to facilitate the bare owner's exercise of their rights. In relations between the usufructuary and the bare owner, the provisions of the instrument

establishing the usufruct; in the absence thereof, the provisions of the Capital Companies Act and, subsidiarily, the Civil Code.

Article 11. Pledge and Attachment of Shares

1. In the event of a pledge of shares, the owner of the shares shall be entitled to exercise shareholder rights.
2. The pledgee shall be obligated, from the moment the pledge is established, to facilitate the exercise by the owner of the shares of the rights derived from his status as a shareholder of the Company, a circumstance that must be recorded in the document establishing the pledge.
3. If the owner of the shares fails to fulfill the obligation to make outstanding payments, the pledgee may fulfill this obligation itself or proceed to enforce the pledge.
4. In the event of the attachment of shares, the provisions of this article shall be observed, provided that this is possible and not incompatible with the specific rules governing the attachment.
5. In the case of other limited real rights over shares, the exercise of voting rights corresponds to the holder of direct ownership.

Article 12. Transfer of Shares

1. Shares are transferable by all means permitted by law.
2. Transfers of new shares may not take effect until the capital increase has been registered in the Commercial Registry.
3. The transfer of shares shall take place by book entry.
4. The registration of the transfer in favor of the transferee shall have the same effect as the physical delivery of the certificates.
5. The creation of limited real rights or other types of encumbrances on the shares must be recorded in the corresponding account of the accounting register.
6. The registration of the pledge shall be equivalent to the transfer of physical possession of the security.

Article 13. Outstanding Payments

1. A shareholder who is in default on the payment of outstanding contributions may not exercise the right to vote. The value of their shares shall be deducted from the share capital for the purpose of calculating the quorum.
2. Where shares are partially paid up, the shareholder must pay the unpaid portion at the time determined by the Board of Directors, within a maximum period of five years from the date of the capital increase resolution. The form and other circumstances of the payment shall be governed by the provisions of the capital increase resolution.

3. The requirement to pay outstanding installments shall be notified to those affected or announced in the Official Gazette of the Commercial Registry. There must be a period of at least one month between the date of sending the notice or the date of the announcement and the payment date.

4. In the event of a transfer of shares with outstanding payments, the transferee shall be jointly and severally liable for payment with all prior transferors. The liability of the transferors shall last for three years from the date of the respective transfer.

5. Without prejudice to the legally established consequences of default, any delay in the payment of outstanding installments shall accrue statutory default interest in favor of the Company as of the due date and without the need for judicial or extrajudicial notice, and the Company may also exercise the remedies authorized by law in such cases.

Article 14. Redeemable Shares

1. The Company may issue shares that are redeemable, at the request of the Company, the holders of such shares, or both, for a nominal amount not exceeding one-fourth of the share capital. Such shares must be fully paid up at the time of subscription. The terms for exercising the redemption right shall be set forth in the resolution authorizing the issuance. If said right is granted exclusively to the Company, it may not be exercised until three years have elapsed from the date of issuance.

2. The redemption of redeemable shares must be funded from retained earnings or unrestricted reserves, or from the proceeds of a new share issue approved by the General Meeting or, where applicable, by the Board of Directors, for the purpose of financing the redemption. If these shares are redeemed using retained earnings or unrestricted reserves, the Company must establish a reserve equal to the par value of the redeemed shares. However, in the event that there are insufficient profits or unrestricted reserves, nor are new shares issued to finance the transaction, the redemption may only be carried out in accordance with the requirements established for a reduction of share capital through the return of contributions.

TITLE III.— CAPITAL INCREASE AND REDUCTION

Article 15. Capital Increase

1. A capital increase may be carried out by issuing new shares or by increasing the par value of existing shares, and in both cases, the capital increase may be funded by new monetary or non-monetary contributions to the company's equity, including the contribution of claims against the company, or by drawing upon profits or reserves already reflected in the most recent approved balance sheet. The capital increase may be carried out in part through new contributions and in part through available reserves.

2. If the capital increase has not been fully subscribed within the period specified for that purpose, the capital shall be increased by the amount actually subscribed, unless the resolution provides otherwise.

Article 16. Authorized Capital

1. The General Meeting may delegate to the board of directors the authority to resolve, on one or more occasions, to increase the share capital up to a specified amount, at the time and in the amount it deems appropriate, and within the limits established by law. Such delegation may include the authority to exclude the right of first refusal.

2. The General Meeting may also delegate to the board of directors the power to determine the date on which the resolution already adopted to increase the capital is to take effect and to set its terms and conditions in all matters not provided for by the General Meeting.

Article 17. Waiver of Preemptive Subscription Rights

1. The General Meeting or, where applicable, the Board of Directors that approves the capital increase may agree to the total or partial elimination of the preemptive subscription right for reasons of corporate interest.

2. In particular, the company's interests may justify the waiver of the preemptive subscription right when this is necessary to facilitate

   i. the Company's acquisition of assets (including shares or interests in companies) suitable for the pursuit of the corporate purpose;

   ii. the placement of new shares in capital markets that allow access to sources of financing;

   iii. the raising of funds through the use of placement techniques based on demand forecasting suitable for maximizing the issue price of the shares;

   iv. the incorporation of an industrial or technological partner; and

   v. in general, the execution of any transaction deemed appropriate for the Company.

3. There shall be no preemptive subscription right when the capital increase is carried out through non-monetary contributions or is due to the conversion of debentures into shares or the absorption of another company or of all or part of the assets spun off from another company.

Article 18. Capital Reduction

1. A capital reduction may be carried out by decreasing the par value of the shares, through their redemption or consolidation for exchange, and, in such cases, may be intended for the return of contributions, the waiver of outstanding payments, the creation or increase of reserves, or the restoration of the balance between capital and shareholders' equity.

2. In the case of a capital reduction through the return of contributions, payment to shareholders may be made, in whole or in part, in kind, provided that the three conditions set forth in Article 61 are simultaneously met.

Article 19. Compulsory Redemption

1. The General Meeting may resolve, in accordance with the provisions of the law, to reduce capital in order to redeem a specific group of shares, provided that such group is defined based on substantive, uniform, and non-discriminatory criteria. In this case, the measure must be approved by the General Meeting and by a majority of both the shares held by shareholders belonging to the affected group and the shares held by the remaining shareholders who remain in the Company.

2. The amount to be paid by the Company may not be less than the arithmetic mean of the closing prices of the Company's shares on the Continuous Market of the Stock Exchanges during the month preceding the date of adoption of the capital reduction resolution.

TITLE IV.—BOND ISSUANCE

Article 20. Issuance of Bonds

1. The Company may issue numbered series of debentures or other securities that acknowledge or create debt.

2. The General Shareholders' Meeting shall have the authority to approve the issuance of bonds convertible into shares or bonds that entitle bondholders to a share in the Company's profits.

3. The Board of Directors is authorized to approve the issuance and admission to trading of bonds, as well as to approve the provision of guarantees for the issuance of bonds as established in the Capital Companies Act.

4. Notwithstanding the foregoing, the General Meeting may delegate to the board of directors the authority to issue convertible and/or exchangeable bonds. Likewise, it may authorize the board to determine the timing of the agreed-upon issuance and to set any other conditions not provided for in the resolution of the General Meeting.

Article 21. Convertible and Exchangeable Bonds

1. Convertible and/or exchangeable bonds may be issued with a fixed exchange ratio (fixed or determinable) or with a variable exchange ratio.

2. The preemptive subscription right for convertible bonds may be waived in accordance with the legal and statutory rules applicable to the waiver of the preemptive subscription right for shares.

Article 22. Other Securities

1. The Company may issue promissory notes, warrants, or other negotiable securities other than those provided for in the preceding articles.

2. Without prejudice to the powers conferred by the Capital Companies Act on the General Meeting and the Board, the General Meeting may delegate to the Board of Directors the power to issue such securities. The Board of Directors may exercise such delegation on one or more occasions and for a maximum period of five years.

3. The General Meeting may also authorize the Board of Directors to determine the timing of the agreed-upon issuance, as well as to establish any other conditions not provided for in the General Meeting's resolution, in accordance with the terms provided by law.

4. The Company may also provide a guarantee for securities issued by its subsidiaries.

TITLE V. – GOVERNANCE AND ADMINISTRATION OF THE COMPANY

Article 23. Governing Bodies of the Company

1. The governing bodies of the Company are the General Meeting of Shareholders and the Board of Directors, which have the powers assigned to them, respectively, in these bylaws and which may be delegated in the manner and to the extent determined therein.

2. Powers not legally or statutorily assigned to the General Meeting of Shareholders shall be exercised by the Board of Directors.

3. The legal and statutory regulation of the aforementioned bodies shall be developed and supplemented by, respectively, the Rules of Procedure of the General Meeting and the

Bylaws of the Board of Directors, which shall be approved by a majority vote at a meeting of each of these bodies, established in accordance with the provisions of the Act.

SECTION I. - THE GENERAL MEETING

Article 24. General Meeting

1. The General Meeting, duly convened and constituted, shall represent all shareholders, and all shareholders shall be bound by its decisions regarding matters within its jurisdiction, including dissenting shareholders and those not attending the meeting, without prejudice to the rights of challenge established by law.

2. The General Meeting is governed by the provisions of the Law, the Bylaws, and the Rules of Procedure of the General Meeting, which supplement and elaborate on the legal and statutory regulations regarding matters pertaining to its call, preparation, holding, and conduct, as well as the exercise of shareholders' rights to information, attendance, representation, and voting. The Rules of Procedure of the General Meeting must be approved by the General Meeting, upon proposal by the Board of Directors.

3. The Company shall ensure, at all times, equal treatment of all shareholders who are in the same position, particularly with regard to information, participation, and the exercise of voting rights at the Meeting.

Article 25. Types of General Meetings

1. General Shareholders' Meetings may be ordinary or extraordinary.

2. The Ordinary General Meeting must be held within the first six months of each fiscal year to, where applicable, approve the management report, the financial statements for the previous fiscal year, and resolve on the appropriation of earnings, without prejudice to its authority to discuss and decide

on any other matter included on the agenda. The Ordinary General Meeting shall be valid even if it has been called or held after the deadline.

3. Any General Meeting other than that provided for in the preceding paragraph shall be considered an Extraordinary General Meeting and shall be held whenever it is called by the Company's Board of Directors on its own initiative or by virtue of a request from shareholders holding at least three percent of the share capital, with the request specifying the matters to be discussed at the Meeting; in this case, the General Meeting must be convened to be held within two months following the date on which the directors were formally requested by a notary to convene it.

4. All Meetings, whether ordinary or extraordinary, are subject to the same rules of procedure and jurisdiction. This is without prejudice to any specific provisions established by law or in the Articles of Association for extraordinary meetings.

Article 26. Convening of General Meetings

1. The call for both ordinary and extraordinary General Meetings shall be made by means of a notice published in the Official Gazette of the Commercial Registry or one of the newspapers with the widest circulation in Spain, on the company's website, and on the website of the National Securities Market Commission, at least one month prior to the date set for the meeting, except in cases where the law establishes a different notice period, in which case the provisions of the law shall apply. However, in cases where the law so permits, Extraordinary General Meetings may be called with a minimum of fifteen (15) days' notice.

2. From the publication of the notice of the meeting until the general meeting is held, the company must continuously publish on its website at least the following information:

   a) The notice of the meeting.

   b) The total number of shares and voting rights as of the date of the notice, broken down by class of shares, if any.

   c) The documents to be submitted to the general meeting and, in particular, the reports of the directors, auditors, and independent experts.

   d) The full texts of the proposed resolutions on each and every item on the agenda or, in the case of items of a purely informative nature, a report from the competent bodies commenting on each of those items. As they are received, proposed resolutions submitted by shareholders shall also be included.

   e) In the case of the appointment, ratification, or reelection of members of the board of directors, the identity, curriculum vitae, and category to which each belongs, as well as the proposal and reports required by law. If the appointee is a legal entity, the information must include that pertaining to the natural person to be appointed for the permanent exercise of the duties of the position.

   f) The forms to be used for proxy and remote voting, unless they are sent directly by the company to each shareholder. If they cannot be published on the website for technical reasons, the company must indicate on

how to obtain the paper forms, which it must send to any shareholder who requests them.

3. The notice shall state the name of the company, the date, place, and time of the meeting on first call, and the position of the person or persons issuing the notice, along with all matters to be discussed and any other issues that, where applicable, must be included therein in accordance with the provisions of the law and the General Meeting Regulations. The notice may also state the date on which, if applicable, the meeting will be held on second call. There must be a period of at least twenty-four hours between the first and second meetings.

4. Shareholders representing at least three percent of the share capital may request the publication of a supplement to the notice of an Ordinary General Meeting of Shareholders, including one or more items on the agenda, provided that the new items are accompanied by a justification or, where applicable, a justified proposed resolution. Under no circumstances may this right be exercised with respect to the notice of extraordinary general meetings.

5. This right must be exercised by means of a certified notice, which must be received at the registered office within five days following the publication of the notice of meeting. The supplement to the notice of meeting shall be published at least fifteen days prior to the date set for the meeting. Failure to publish the supplement to the notice of meeting within the legally established period shall constitute grounds for challenging the meeting in accordance with the law.

6. Shareholders representing at least three percent of the share capital may, within the same period provided for in the preceding paragraph, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the convened meeting. The company shall ensure the distribution of these proposed resolutions and any accompanying documentation to the remaining shareholders, in accordance with the provisions of subparagraph (d) of paragraph 2 above.

7. If the duly convened General Meeting, regardless of its type, cannot be held on first call and the date of the second call has not been specified in the notice, the holding of the second meeting must be announced, with the same agenda and the same publicity requirements as the first, within fifteen (15) days following the date of the unheld meeting and at least ten (10) days prior to the date set for the meeting.

8. If the ordinary General Meeting is not convened within the legal timeframe, it may be convened, at the request of the members and after hearing the directors, by the Commercial Court Judge of the registered office.

9. In the event of the death or resignation of the majority of the members of the Board of Directors, with no alternates available, any shareholder may request that the Commercial Court Judge of the registered office convene a General Meeting for the appointment of directors. Furthermore, any of the directors remaining in office may convene the General Meeting for that sole purpose.

10. The provisions of this article shall be without effect when a legal provision requires different requirements for Meetings dealing with specific matters, in which case the specific provisions must be observed.

11. The notice of meeting shall include a reference to the shareholders' right to examine at the registered office, to consult on the Company's website, and, where applicable, to obtain, free of charge and immediately, the draft resolutions to be submitted for approval by the Meeting, the necessary or mandatory documents or reports, and any others that, although not mandatory, are determined by the Board of Directors in each case.

Article 27. Place and Time of the Meeting

1. The General Meeting shall be held within Spanish territory, at the location determined in each case by the Board of Directors, which shall be duly indicated in the notice of meeting.

2. The General Meeting may decide to adjourn itself for one or more consecutive days, upon a proposal by the directors or by a number of shareholders representing at least one-fourth of the share capital present at the meeting. Regardless of the number of sessions, the General Meeting shall be considered a single meeting, and a single set of minutes shall be drawn up for all sessions. The General Meeting may also be temporarily suspended in the cases and manner provided for in its Bylaws.

3. If the meeting is held exclusively online, it shall be deemed to have been held at the registered office regardless of the location of the meeting's chairperson.

Article 28. Constitution

1. The General Meeting, whether ordinary or extraordinary, shall be validly constituted on first call when the shareholders present or represented hold at least twenty-five percent of the subscribed capital with voting rights, and on second call, it shall be validly constituted regardless of the amount of capital present.

2. However, for the General Meeting, whether ordinary or extraordinary, to validly resolve on the issuance of debentures, an increase or decrease in capital, the transformation, merger, or spin-off of the Company, the global transfer of assets and liabilities, the elimination or limitation of the right of first refusal for new shares, the transfer of the registered office abroad, and, in general, any amendment to the bylaws, the attendance of shareholders present or represented holding at least fifty percent of the subscribed capital with voting rights shall be required at the first call. At the second call, twenty-five percent of said capital shall suffice.

3. Shareholders entitled to attend who cast their vote remotely in accordance with the provisions of Article 33 below shall be considered present for the purposes of constituting the General Meeting in question.

4. Absences occurring after the General Meeting has been constituted shall not affect the validity of its holding.

Article 29. Universal Meeting

The General Meeting shall in all cases be deemed to have been convened and shall be validly constituted to consider and resolve any matter, provided that the entire share capital is present and those in attendance unanimously agree to its holding.

Article 30. Right to Attend

1. All shareholders who can prove ownership of at least 700 shares—or, if such number of shares exceeds one-thousandth of the share capital, the lesser number of shares representing said one-thousandth—may attend the General Meeting, provided they do so at least five days prior to the date set for its convening. Shareholders holding a smaller number of shares may delegate their representation to a shareholder entitled to attend or join with others to reach the required minimum. Such grouping must be established specifically for each General Meeting and recorded in writing. The grouped shareholders must appoint one of their number as their representative.

2. The Company's Board of Directors may, upon the call for each General Meeting, authorize remote attendance by shareholders and representatives via electronic means that duly guarantee the identity of attendees and their simultaneous and instantaneous communication; in such cases, the Board of Directors shall set forth in the call the procedure for the exercise of shareholders' rights through this method.

3. Where permitted by applicable regulations, the Board of Directors may decide, upon the call for each General Meeting, that it be held exclusively by electronic means, without the physical attendance of shareholders or their representatives. The holding of the meeting exclusively via teleconference shall be subject, in any case, to the identity and standing of the shareholders and their representatives being duly verified and to all attendees being able to effectively participate in the meeting through appropriate remote communication means and exercise their corresponding rights, including the rights to speak, receive information, make proposals, and vote, in accordance with the terms required by law. Likewise, the notice of the meeting shall set forth the procedure to be followed for registration and the preparation of the list of attendees, as well as for the exercise of their rights.

4. To attend the General Meeting, a shareholder must have their ownership of shares registered in the corresponding book-entry register at least five days prior to the date of the Meeting and must be in possession of the corresponding attendance card or the document that, in accordance with the law, certifies them as a shareholder.

5. The members of the Board of Directors must attend the General Meetings held, although the fact that any of them does not attend for any reason shall in no case prevent the valid constitution of the Meeting.

6. The Chair of the General Meeting may authorize the attendance of the Company's executives, managers, and technical staff, as well as other persons with an interest in the proper conduct of the Company's affairs, and may extend invitations to such persons as he or she deems appropriate.

From the publication of the notice of the meeting until the General Meeting is held, the Company shall continuously publish on its corporate website information regarding the means of remote communication, including electronic ones, that shareholders may use to exercise their rights of representation, voting, and, where applicable, attendance. Likewise, the deadlines, forms, and methods for exercising the rights of shareholders attending the Meeting by electronic or telematic means shall be included, if this possibility is provided for.

Article 31. Representation for Attending Meetings

1. Without prejudice to the attendance of shareholder legal entities through the person holding the power of attorney for their representation, any shareholder entitled to attend may be represented at the General Meeting by another person, even if that person is not a shareholder. Proxy must be granted specifically for each Meeting, in writing or through the means of remote communication that, duly guaranteeing the identity of the principal and the proxy, the board of directors determines, where applicable, upon the call for each Meeting, in accordance with the provisions of the Law and the Company's General Shareholders' Meeting Regulations.

2. Prior to their appointment, the representative must inform the shareholder in detail of any conflict of interest. If the conflict arises after the appointment and the represented shareholder has not been warned of its possible existence, the representative must inform the shareholder immediately. In both cases, if the representative has not received specific voting instructions for each of the matters on which they are to vote on behalf of the shareholder, they must abstain from voting.

3. In anticipation of the possibility of a conflict, the proxy may be granted alternatively to another person

4. The Chairperson, the Secretary of the General Meeting, or persons designated by them, shall be deemed authorized to determine the validity of the proxies granted and compliance with the requirements for attendance at the Meeting.

5. The provisions of the preceding paragraphs shall not apply when the proxy holder is the spouse or an ascendant or descendant of the principal, nor when the proxy holder holds a general power of attorney granted in a public document with authority to administer all of the principal's assets within the national territory.

6. A proxy is always revocable, and the personal attendance of the principal at the Meeting shall be deemed a revocation.

Article 32. Right to Information

1. From the very day of publication of the notice of the General Meeting and up to and including the fifth day prior to the date scheduled for its holding, shareholders may request in writing any information or clarifications they deem necessary or submit in writing any questions they deem relevant regarding the matters included on the agenda.

2. In addition, shareholders may request from the directors, in writing within the same period or verbally during the meeting, any clarifications they deem necessary regarding the publicly available information that the company has provided to the National Securities Market Commission since the last General Meeting and regarding the auditor's report.

3. During the General Meeting, shareholders may verbally request any information or clarifications they deem appropriate regarding the matters on the agenda. The board of directors is obligated to provide such information at that time or, if this is not possible, must provide it in writing within seven days following the conclusion of the general meeting.

4. The directors are required to provide the information requested in accordance with the preceding paragraphs in the manner and within the time limits provided by law, unless such information is unnecessary for the protection of the shareholder's rights, or there are objective reasons to believe that it could be used for purposes unrelated to the company, or its disclosure would harm the company or its affiliated companies. The requested information may not be denied when the request is supported by shareholders representing at least twenty-five percent of the share capital.

5. Valid requests for information, clarifications, or questions made in writing and the responses provided in writing by the directors shall be posted on the company's website.

   Where, prior to the submission of a specific question, the requested information is available in a clear, explicit, and direct manner to all shareholders on the company's website in a question-and-answer format, the directors may limit their response to referring to the information provided in that format.

6. The General Meeting Regulations shall set forth the rules governing the right to information. The Company shall include on its website the relevant explanations regarding the exercise by shareholders of their right to information.

Article 33. Remote Voting

1. Shareholders entitled to attend may cast their vote on proposals regarding items on the agenda of any type of general meeting remotely by mail: by sending the attendance and voting card issued by the entity or entities responsible for maintaining the book-entry register, signed and completed for that purpose.

2. A vote cast by the means specified in the preceding paragraph shall only be valid if it is received by the Company no later than midnight on the day immediately preceding the date set for the meeting on first call. Otherwise, the vote shall be deemed not to have been cast.

3. The Board of Directors, in accordance with the provisions of the General Meeting Regulations, may implement the foregoing provisions by establishing rules, means, and procedures appropriate to the state of the art for facilitating the casting of votes and the granting of proxy representation by remote means, complying, where applicable, with the regulations issued for that purpose. The implementing rules adopted pursuant to the provisions of this section shall be published on the website.

4. Personal attendance at the General Shareholders' Meeting by a shareholder or their representative shall have the effect of revoking a vote cast by mail.

Article 34. Chairmanship of the Meeting

1. The General Meeting shall be chaired by the Chairman of the Board of Directors or, in his absence, by any of the Vice Chairmen and, as a last resort, by a director designated by the Board itself or by a shareholder chosen by the General Meeting.

2. The Chair shall be assisted by a Secretary, a Deputy Secretary, or both. The Secretary of the Board of Directors shall serve as Secretary of the General Meeting; if the Secretary is not

be present in person, the Deputy Secretary. In their absence, the person chosen by the attendees shall act as Secretary; this person may be a non-shareholder, in which case they shall have a voice but no vote.

Article 35. Deliberation and Adoption of Resolutions

1. Once the list of attendees has been drawn up, the Chairperson, if appropriate, shall declare the General Meeting validly constituted and shall determine whether it may proceed to consider all matters included on the agenda or, conversely, must limit itself to some of them.

2. The Chair shall submit the items on the agenda for deliberation.

   Matters that are substantially independent must be voted on separately. In any case, even if they appear under the same agenda item, the following must be voted on separately:

   a) the appointment, ratification, reelection, or removal of each director.

   b) in the amendment of the bylaws, that of each article or group of articles that is self-contained.

   c) those matters for which the Articles of Incorporation so provide.

   The Chairman shall preside over the discussions to ensure that the meeting proceeds in an orderly manner. To this end, he shall have the necessary powers of order and discipline, including the authority to expel those who disrupt the normal course of the meeting and even to order a temporary suspension of the session. The Chairman, even when present at the session, may entrust the conduct of the debate to the Secretary or to the member of the Board of Directors he deems appropriate.

3. Shareholders may request information in accordance with the terms set forth in Article 32 above.

4. Any shareholder may also speak, at least once, during the discussion of the agenda items; however, the Chair, in the exercise of his or her powers, is authorized to take measures of order such as limiting speaking time, establishing speaking order, or closing the list of speakers.

5. Once the matter has been sufficiently debated, the Chairperson shall put it to a vote. It is the Chairperson's responsibility to establish the voting system deemed most appropriate and to conduct the corresponding process, complying, where applicable, with the implementing rules set forth in the General Meeting Regulations.

6. Each share with voting rights present or represented at the General Meeting shall entitle the holder to one vote. A shareholder with voting rights may exercise such rights by postal mail, email, or any other means of remote communication that, while duly guaranteeing the identity of the shareholder exercising their voting rights, the Board of Directors may determine, as appropriate, upon the call for each General Meeting, in accordance with the provisions of the Company's General Meeting Regulations.

7. Corporate resolutions shall be adopted by a simple majority of the votes of the shareholders present or represented at the General Meeting, a resolution being deemed adopted when it obtains more votes in favor than against of the capital present or represented.

This is without prejudice to cases in which the law or these Articles of Association stipulate a higher majority. In particular, for the adoption of resolutions regarding capital reduction, any other amendment to the Articles of Association, the issuance of debentures, the elimination or limitation of the right of first refusal for new shares, as well as the transformation, merger, the spin-off or the global transfer of assets and liabilities, and the transfer of the registered office abroad—resolutions referred to in Article 194 of the Capital Companies Act or any regulation replacing it—if the capital present or represented exceeds fifty percent, it shall be sufficient for the resolution to be adopted by an absolute majority.

However, the affirmative vote of two-thirds of the capital present or represented at the meeting shall be required when, at the second call, shareholders representing twenty-five percent or more of the subscribed capital with voting rights are present, without reaching fifty percent.

8. Voting rights may not be transferred, even through the delegation of representation, in exchange for any form of consideration or financial advantage.

9. For each resolution, the number of shares for which valid votes were cast, the proportion of share capital represented by such votes, the total number of valid votes, the number of votes in favor and against each resolution, and, where applicable, the number of abstentions shall be determined.

10. The approved resolutions and the results of the votes shall be published in full on the Company's website within five (5) days following the conclusion of the General Meeting.

Article 36. The Minutes of the Meeting

1. The minutes of the Meeting may be approved by the Meeting itself immediately following its conclusion, to be signed by the Chair and the Secretary, or, failing that, within fifteen days, by the Chair and two auditors, one representing the majority and the other the minority. The minutes approved in any of these ways shall be enforceable as of the date of their approval. The minutes shall be transcribed into the Company's Minutes Book or preserved in any form permitted by law.

2. Certifications of the minutes shall be issued by the Secretary or the Deputy Secretary of the Board of Directors with the approval of the Chairman or the Vice Chairman, as applicable, and the resolutions shall be notarized by the persons authorized to do so, in accordance with these Bylaws and the Commercial Registry Regulations.

3. The governing body may require the presence of a Notary Public to draw up the minutes of the Meeting, and shall be obligated to do so whenever shareholders representing at least 1% of the share capital so request at least five days prior to the scheduled date of the Meeting. In both cases, the Notarial Minutes shall be deemed to be the minutes of the General Meeting.

   If the Meeting is held exclusively online, the Notary may attend remotely, using real-time remote communication methods that adequately ensure the performance of the notarial function.

SECTION II. - THE BOARD OF DIRECTORS

Article 37. Board of Directors

1. The Company shall be managed by a Board of Directors.

2. The Board of Directors shall be governed by the applicable legal provisions and by these Bylaws. The Board of Directors shall develop and implement such provisions through the appropriate Board of Directors Regulations, the approval of which it shall report to the General Meeting.

Article 38. Appointment and Composition of the Board of Directors

1. The members of the Board of Directors shall be appointed by the General Meeting of Shareholders or, in the event of an early vacancy, by the Board itself through co-optation.

   Co-optation shall be governed by the provisions of the Capital Companies Act or any regulation that replaces it, with the following exceptions:

   a) The director appointed by the Board need not necessarily be a shareholder of the company.

   b) If a vacancy arises after the general meeting has been called and before it is held, the Board of Directors may appoint a director until the next general meeting is held.

   The appointment of alternates shall not apply.

   The proposal for the appointment or reelection of members of the board of directors is the responsibility of the Nominating and Compensation Committee in the case of independent directors, and of the Board itself in all other cases. The proposal must in all cases be accompanied by a report justifying the

   Board assessing the competence, experience, and merits of the proposed candidate, which shall be attached to the minutes of the general meeting or of the Board itself.

   The proposal for the appointment or reelection of any non-independent director must also be preceded by a report from the Appointments and Remuneration Committee.

   The provisions of this section shall also apply to individuals appointed as representatives of a director that is a legal entity. The proposal for an individual representative must be subject to a report from the Appointments and Remuneration Committee.

2. The Board of Directors shall consist of a minimum of 4 and a maximum of 12 members.

The General Shareholders' Meeting is responsible for determining the number of directors.

3. The General Meeting shall endeavor to ensure that, to the extent possible, the number of external or non-executive directors on the Board of Directors constitutes a majority relative to the number of executive directors.

4. For these purposes, executive directors are those who perform management functions in the company or its group, regardless of the legal relationship they maintain with it. However, directors who are senior executives or directors of companies belonging to the group of the company's parent entity shall be considered non-executive directors.

   When a director performs management functions and, at the same time, is or represents a significant shareholder or is represented on the Board of Directors, they shall be considered an executive director.

All other directors of the company are non-executive directors and may be shareholder representatives, independent directors, or other external directors.

Directors holding a controlling interest are those who hold a shareholding equal to or greater than the amount legally considered significant, or who have been appointed by virtue of their status as shareholders even if their shareholding does not reach that amount, as well as those who represent shareholders of the aforementioned.

Directors shall be considered independent if, having been appointed based on their personal and professional qualifications, they are able to perform their duties without being influenced by relationships with the company or its group, its significant shareholders, or its executives.

Under no circumstances shall those who find themselves in any of the situations provided for by law as not falling within this category of directors be considered independent directors.

5. The Board shall also endeavor, to the extent possible, to include shareholder-appointed directors and independent directors within the majority group of external directors.

6. The Board of Directors must ensure that the procedures for selecting its members promote diversity with respect to issues such as age, gender, disability, professional training, and experience, and do not suffer from implicit biases that hinder the balanced and diverse representation of directors, particularly the selection of female directors.

Article 39. Term of Office

1. Directors shall serve for a term of one year, at the end of which they may be reelected one or more times for terms of equal maximum duration.

2. The appointment of directors shall expire when, upon the expiration of the term, the next General Meeting has been held or the statutory deadline for holding the meeting to approve the financial statements for the previous fiscal year has elapsed.

3. Directors appointed by co-optation shall hold office until the date of the first General Meeting.

4. Directors may not hold the position of director or executive in companies that are competitors of the Company, with the exception of positions they may hold, if any, in group companies, unless expressly authorized by the General Meeting, and without prejudice to the provisions in this regard under the Capital Companies Act.

Article 40. Appointment of Officers on the Board of Directors

1. The Board of Directors shall appoint from among its members the Chairman and may also, if it deems it appropriate, elect one or more Vice Chairmen to replace the Chairman in the event of vacancy, absence, or illness. It shall also appoint the person to serve as Secretary. To be appointed Chairman or Vice Chairman, the designated person must be a member of the Board of Directors; this requirement does not apply to the person appointed to serve as Secretary, in which case the Secretary shall have a voice but no vote.

2. The Secretary of the Board of Directors shall also serve as secretary to all committees of the Board.

3. The Board of Directors may also, at its discretion, appoint a deputy secretary, who need not be a director.

Article 41. Powers of the Board of Directors

The Board of Directors is responsible for the representation, supreme management, and administration of the Company, both in and out of court, of all acts falling within the corporate purpose defined in these Bylaws, as well as all actions required by law, these Bylaws, and the Board of Directors' Regulations, without prejudice to acts expressly reserved by them for the General Meeting.

Article 42. Powers of Representation

1. The power to represent the Company, in and out of court, rests with the Board of Directors, which shall act collectively.

2. The Secretary of the Board has the necessary powers of representation to have the resolutions of the General Meeting and the Board of Directors notarized and to request their registration.

3. The power of representation of the delegated bodies shall be governed by the provisions of the delegation resolution.

Article 43. Meetings of the Board of Directors

1. The Board of Directors shall meet, as a rule, at least eight times a year and, at the initiative of the Chairman, as often as the Chairman deems appropriate for the proper functioning of the Company. The Board of Directors must, in any event, meet within a maximum period of three months from the close of the fiscal year for the purpose of preparing the annual financial statements, the management report, and the proposal for the appropriation of earnings. The Board of Directors must also meet when requested by at least two of its members, in which case the Chairman shall convene a meeting to be held within fifteen days of the request. Directors constituting at least one-third of the Board members may convene a meeting, specifying the agenda, to be held at the location of the registered office, if, following a request to the Chairman, the latter has failed to convene the meeting within one month without just cause

2. The notice of ordinary meetings shall be issued by letter, fax, telegram, or email and shall be authorized by the signature of the Chair or that of the Secretary or Deputy Secretary at the Chair's direction. The notice shall be issued at least three days in advance.

3. The notice shall always include the meeting's agenda and shall be accompanied by the relevant information, duly prepared and summarized.

4. Notwithstanding the foregoing, the Board of Directors shall be deemed validly constituted without the need for a notice of meeting if, with all its members present or represented, they unanimously agree to hold the meeting and to the items on the agenda.

Article 44. Conduct of Meetings

1. The Board shall be validly constituted when half plus one of its members are present at the meeting or represented by another Director. Representation shall be granted in writing, necessarily in favor of another Director, and specifically for each meeting by means of a letter addressed to the Chairman.

2. Resolutions shall be adopted by an absolute majority of those attending the meeting, except in cases where the law or these Bylaws have established enhanced majorities. In the event of a tie in the voting, the Chairman's vote shall be decisive.

3. Minutes shall be taken of the meetings of the Board of Directors, which shall be signed by at least the Chairman and the Secretary or Deputy Secretary, and shall be transcribed or recorded, in accordance with legal regulations, in a special Book of Board Minutes.

4. The minutes shall be approved by the Board of Directors itself, at the end of the meeting or at a subsequent meeting.

Article 45. Term of Office

1. The members of the Company's Board of Directors shall perform their duties with the diligence of a prudent businessperson and a loyal representative, taking into account the nature of their position and the functions assigned to each of them.

   Directors must demonstrate the appropriate level of dedication and take the necessary measures to ensure the proper management and control of the Company. In the performance of their duties, they have the duty to demand and the right to obtain from the Company the appropriate and necessary information to enable them to fulfill their obligations.

   Directors, and to a greater extent Independent Directors, shall at all times contribute their strategic vision, as well as innovative concepts, criteria, and measures for the optimal development and evolution of the Company's business.

2. Likewise, Directors must perform their duties with the loyalty of a faithful representative, acting in good faith and in the best interests of the Company in accordance with the provisions of the Capital Companies Act.

Article 46. Remuneration of Directors

1. The directors' compensation policy, which falls within the purview of the General Meeting, shall determine the compensation of directors in their capacity as such, within the compensation system provided for in the Articles of Association, and must necessarily include the maximum amount of annual compensation to be paid to all directors in that capacity.

   The directors' remuneration policy shall conform, as applicable, to the remuneration system provided for in the bylaws and shall be approved by the General Meeting of Shareholders at least every three years as a separate item on the agenda.

   The Board of Directors' proposal for the remuneration policy shall be substantiated and must be accompanied by a specific report from the Appointments and Remuneration Committee. Both documents shall be made available to shareholders on the company's website upon the call for the general meeting, and shareholders may also request

have them delivered or mailed to them free of charge. The notice convening the general meeting shall mention this right.

The directors' remuneration policy thus approved shall remain in effect for the three fiscal years following the one in which it was approved by the general meeting. Any amendment or replacement thereof during that period shall require the prior approval of the general meeting of shareholders in accordance with the procedure established for its approval.

In the event that the annual report on directors' remuneration is rejected in the advisory vote at the ordinary general meeting, the remuneration policy applicable for the following fiscal year must be submitted for approval by the general meeting prior to its implementation, even if the aforementioned three-year period has not yet elapsed. Exceptions apply in cases where the remuneration policy was approved at that same ordinary general meeting.

Any remuneration received by directors for the performance or termination of their duties and for the performance of executive functions shall be in accordance with the directors' remuneration policy in effect at any given time, except for remuneration expressly approved by the general meeting of shareholders.

2. The remuneration of the Board of Directors shall be set by the General Shareholders' Meeting annually or for a longer period as determined by the Meeting itself, and shall consist of a fixed allowance.

   Notwithstanding the foregoing, the remuneration of the Directors may also consist of the grant of shares, stock options, or be linked to the value of the shares, subject to a resolution of the General Shareholders' Meeting, which must specify, at a minimum, the matters provided for in Article 219 of the Capital Companies Act.

3. The determination of the remuneration of each director in that capacity shall be the responsibility of the Board of Directors, which shall take into account for this purpose the duties and responsibilities assigned to each director, membership on Board committees, and any other objective circumstances it deems relevant.

   The established remuneration system must be designed to promote the long-term profitability and sustainability of the company and incorporate the necessary safeguards to prevent excessive risk-taking and the rewarding of unfavorable results.

4. The remuneration provided for in this article shall be compatible with and independent of any salaries, remuneration, severance pay, pensions, or compensation of any kind, established on a general or individual basis for those members of the Board of Directors who maintain a standard or special senior management employment relationship—or a service provision relationship—with the Company, relationships that shall be compatible with their status as members of the Board of Directors, provided that such remuneration items must be consistent with the remuneration policy and must be recorded in the Annual Report, in accordance with the provisions of the Capital Companies Act and other applicable regulations.

   The remuneration of directors for the performance of executive functions, which must be provided for in contracts approved in accordance with the provisions of the Capital Companies Act, shall comply with the directors' remuneration policy, which must necessarily specify the amount of the fixed annual remuneration and its variation during the period to which the policy refers, the various parameters for determining the variable components, and the main terms and conditions of their contracts, including, in particular, their

duration, severance pay for early termination or termination of the contractual relationship, and exclusivity, post-contractual non-competition, and retention or loyalty agreements.

It is the responsibility of the Board of Directors to set the compensation of directors for the performance of executive duties and the terms and conditions of their contracts in accordance with the provisions of the Capital Companies Act and the director compensation policy approved by the General Meeting.

5. The Company may take out civil liability insurance for its directors under standard terms and conditions appropriate to the Company's circumstances.

6. The Board of Directors shall annually approve a remuneration report setting forth the criteria and rationale for determining directors' compensation for the prior fiscal year and the current fiscal year, making it available to shareholders upon the call for the Ordinary General Meeting. The content of the report shall be governed by the Board's regulations.

SECTION III. - DELEGATED BODIES OF THE BOARD.

Article 47. Delegated Bodies of the Board.

1. The Board of Directors may appoint from among its members an Executive Committee or one or more Chief Executive Officers, without prejudice to the powers of attorney it may grant to any person, and may delegate to them, in whole or in part, on a temporary or permanent basis, all powers that are not non-delegable under the law. The delegation and appointment of Board members to hold such positions shall require, to be valid, the affirmative vote of two-thirds of the Board members, and shall not take effect until registered in the Commercial Registry.

2. Likewise, the Board may establish other committees with consultative or advisory functions, without prejudice to the possibility of exceptionally granting them decision-making powers.

3. In any case, the Board must establish an Audit Committee, with the powers of information, supervision, advice, and proposal in the matters within its competence specified in Article 48 below and further detailed in the Board of Directors' Regulations. Likewise, the Board shall establish a Nominating and Compensation Committee, whose composition, powers, and operations are specified in Article 49 and further detailed in the Board of Directors' Regulations.

Article 48. Audit Committee; composition, powers, and operation.

1. An Audit Committee shall be established within the Board of Directors in accordance with the following rules:

   i. The Audit Committee shall consist of three non-executive directors appointed by the Board of Directors, at least two of whom must be independent directors, and one of whom shall be appointed based on their knowledge and experience in accounting, auditing, or both.

   ii. The Chair of the Audit Committee shall be appointed from among the independent directors serving on the Committee and shall be replaced every two years, with the possibility of reelection one year after leaving office.

2. Without prejudice to any other duties that may be assigned to it at any time by the Board of Directors, the Audit Committee shall perform the following basic functions:

   a) Report to the General Shareholders' Meeting on matters arising in relation to issues within the Committee's purview and, in particular, on the results of the audit, explaining how it has contributed to the integrity of the financial information and the role the Committee has played in that process.

   b) Supervise the effectiveness of the company's internal control, internal audit, and risk management systems, including tax-related systems, as well as discuss with the external auditor any significant weaknesses in the internal control system detected during the audit, all without compromising its independence. To this end, and where appropriate, the committee may submit recommendations or proposals to the board of directors, along with a corresponding deadline for follow-up.

   c) To oversee the process of preparing and presenting mandatory financial information and to submit recommendations or proposals to the board of directors aimed at safeguarding its integrity.

   d) Submit to the board of directors proposals regarding the selection, appointment, reappointment, and replacement of the external auditor, as well as the terms of their engagement, and regularly request information from the auditor regarding the audit plan and its implementation, while ensuring the auditor's independence in the performance of their duties.

   e) Establish appropriate relations with the external auditor to receive information on matters that may jeopardize their independence, for review by the committee, and any other matters related to the audit process, as well as any other communications required by audit legislation and auditing standards. In any case, they must receive annually from the external auditors a statement of their independence in relation to the entity or entities directly or indirectly related to it, as well as information on any additional services of any kind provided and the corresponding fees received from these entities by the external auditor or by persons or entities related to the external auditor, in accordance with the provisions of the legislation on financial statement audits.

   f) Issue annually, prior to the issuance of the audit report, a report expressing an opinion on the auditor's independence. This report must, in any case, contain an assessment of the provision of the additional services referred to in the preceding paragraph, considered individually and as a whole, other than the statutory audit and in relation to the independence regime or the regulations governing the audit of accounts.

   g) Report on related-party transactions that must be approved by the general meeting or the board of directors and supervise the internal procedure established by the company for those whose approval has been delegated.

h) Report, in advance, to the board of directors on all matters provided for in the Law, the articles of incorporation, and the board's regulations, and in particular on:

   a. the financial information and the management report, which shall include, where applicable, the mandatory non-financial information that the company must disclose periodically, and

   b. the creation or acquisition of interests in special-purpose entities or entities domiciled in countries or territories considered tax havens.

i) The Audit Committee shall not perform the functions set forth in this subsection or the preceding one when such functions are statutorily assigned to another committee and that committee meets the composition requirements set forth in paragraph 1 of this article

j) Review compliance with the Internal Code of Conduct, the Board of Directors' Regulations, and, in general, the Company's governance rules, and make the necessary proposals for their improvement.

k) Receive information and, where appropriate, issue a report on the disciplinary measures intended to be imposed on members of the Company's senior management team.

The provisions of subparagraphs (d), (e), and (f) above shall be understood without prejudice to the regulations governing the audit of financial statements.

3. The Audit Committee shall meet, ordinarily, on a quarterly basis, in order to review the periodic financial information to be submitted to the securities authorities, as well as the information that the Board of Directors must approve and include in its annual public documentation. It shall also meet at the request of any of its members and whenever convened by its 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.

4. The Audit Committee shall prepare an annual report on its operations, which shall include, if it deems appropriate, proposals to improve the Company's governance rules.

Article 49. of Appointments and Remuneration; composition, jurisdiction, and operation.

1. Likewise, an Appointments and Compensation Committee shall be established within the Board of Directors in accordance with the following rules:

   The Appointments and Remuneration Committee shall consist of three non-executive directors appointed by the Board of Directors, at least two of whom must be independent directors.

2. The Chair of the Nomination and Compensation Committee shall be selected from among the independent directors serving on the Committee, shall be replaced every two years, and may be reelected one year after the date of their term's expiration.

   Without prejudice to other functions that may be assigned to it by the Board of Directors, the Nominating and Compensation Committee has the following basic responsibilities:

   a) Assess the skills, knowledge, and experience required on the Board of Directors. To this end, it shall define the functions and aptitudes required of candidates to fill each vacancy and evaluate the time and dedication necessary for them to effectively perform their duties.

   b) Establish a representation target for the underrepresented gender on the Board of Directors and develop guidelines on how to achieve that target.

   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 Shareholders' Meeting, as well as proposals for the reelection or removal of such directors by the General Shareholders' Meeting.

   d) Submit 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. The Appointments and Compensation Committee shall meet, as a rule, quarterly. It shall also meet whenever convened by its 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.

4. The Appointments and Remuneration Committee shall prepare the draft annual report on directors' remuneration, which shall be submitted to the Board of Directors for approval of the annual report on directors' remuneration. The report must include complete, clear, and comprehensible information.

   on the directors' remuneration policy applicable to the current fiscal year. It shall also include an overall summary of the application of the remuneration policy during the previous fiscal year, as well as a breakdown of the individual remuneration accrued for all items by each director during that fiscal year.

   The annual report on directors' compensation shall be submitted to a vote, in an advisory capacity and as a separate item on the agenda, at the ordinary general meeting of shareholders.

Article 49. bis. Ethics, Compliance, and ESG Committee; Composition, Powers, and Operation.

1. An Ethics, Compliance, and ESG Committee shall be established within the Board of Directors in accordance with the following rules:

   i. 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 reappointed.

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

2. Without prejudice to any other duties that may be assigned to it at any time by the Board of Directors, the Ethics, Compliance, and ESG Committee shall perform the following basic functions:

   a) 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) Monitor and oversee the degree of compliance with the company's objectives and practices regarding Ethics, Compliance, and ESG.

   c) Oversee 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. The Ethics, Compliance, and ESG Committee shall meet, as a rule, twice a year. It shall also meet whenever convened by its 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.

TITLE VI.—ANNUAL CORPORATE GOVERNANCE REPORT

Article 51. Annual Corporate Governance Report

1. The Board of Directors shall prepare an annual corporate governance report, which shall be subject to deliberation and approval simultaneously with the annual financial statements for each fiscal year. The annual corporate governance report shall be made public and submitted to the National Securities Market Commission.

2. The content and structure of the corporate governance report shall be as determined by applicable laws and regulations. Said report must provide a detailed explanation of the structure of the company's governance system and its practical operation. In any case, the minimum content of the corporate governance report shall be as follows:

   a) Ownership structure of the company, which must include:

   i. Information regarding shareholders with significant holdings, indicating the percentage of ownership and any existing family, commercial, contractual, or corporate relationships, as well as their representation on the board,

   ii. information on the shareholdings of the members of the board of directors that must be disclosed to the company, and on the existence of shareholders' agreements disclosed to the company itself and to the National Securities Market Commission, and, where applicable, filed with the Commercial Registry,

   iii. information on securities not traded on a regulated EU market, indicating, where applicable, the different classes of shares and, for each class of shares, the rights and obligations they confer, as well as the percentage of the share capital represented by the company's treasury stock and any significant changes thereto,

   iv. information regarding the rules applicable to amendments to the company's articles of incorporation.

   b) Any restrictions on the transferability of securities and any restrictions on voting rights.

   c) The structure of the company's management, which must include:

   i. information regarding the composition, organizational rules, and functioning of the board of directors and its committees.

   ii. the identity and compensation of its members, their functions and positions within the company, their relationships with shareholders holding significant stakes, indicating the existence of cross-appointed or related directors, and the procedures for selection, removal, or reelection.

iii. Information on the powers of the members of the board of directors and, in particular, those relating to the ability to issue or repurchase shares.

iv. Information regarding significant agreements entered into by the company that take effect, are modified, or terminate in the event of a change of control of the company following a tender offer, and their effects, except when their disclosure would be seriously detrimental to the company. This exception shall not apply when the company is legally required to disclose this information.

v. Information regarding agreements between the company and its directors, officers, or employees that provide for severance pay should they resign or be unfairly dismissed, or if the employment relationship ends as a result of a tender offer.

vi. Information regarding any measures that may have been adopted to ensure that the company's board of directors includes a number of women sufficient to achieve a balanced representation of women and men, as well as any measures that the appointments committee may have agreed upon in this regard.

d) Related-party transactions between the company and its shareholders, directors, and senior executives, as well as intra-group transactions.

e) Risk control systems, including internal audit.

f) Functioning of the general meeting, with information regarding the conduct of the meetings it holds.

g) Degree of compliance with corporate governance recommendations, or, where applicable, an explanation for non-compliance with such recommendations.

h) A description of the main characteristics of the internal control and risk management systems in relation to the financial reporting process.

Article 52. Corporate Website

1. The Company shall maintain a corporate website ("www.solariaenergía.com"), in accordance with the terms established in the Capital Companies Act.

2. Through this website, shareholders' right to information will be facilitated, and the relevant information required by securities market legislation, these Bylaws, and other internal Company regulations will be disclosed, as well as any information deemed appropriate to make available to shareholders and investors through this medium.

   Likewise, the average payment period to suppliers will be published on said website, and if such average period exceeds the maximum established in the regulations on late payments, the measures to be implemented in the following fiscal year to reduce it to said maximum must also be indicated.

   An electronic shareholder forum will be made available on the company's website, to which both individual shareholders and any voluntary associations they may form may have access with the necessary safeguards, in order to facilitate their communication prior to the holding of general meetings. Proposals intended to be submitted as a supplement to the agenda announced in the notice of meeting may be published on the forum,

requests to endorse such proposals, initiatives to reach the threshold required to exercise a minority right provided for by law, as well as offers or requests for voluntary representation.

3. It is the responsibility of the Board of Directors to determine the content of the information to be provided on the website, in accordance with applicable law.

   The Board of Directors may decide to modify or relocate the Company's website.

TITLE VII.—FINANCIAL STATEMENTS

Article 53. Fiscal Year

The fiscal year shall run from January 1 through December 31 of each year.

Article 54. Accounting Records

1. The Company shall maintain orderly accounting records, appropriate to its activities, that allow for chronological tracking of transactions, as well as the preparation of inventories and balance sheets.

2. The accounting books shall be certified by the Commercial Registry corresponding to the location of the registered office.

Article 55. Annual Financial Statements

1. The board of directors shall prepare, within a maximum period of three months from the end of the fiscal year, the annual financial statements, the management report, and the proposal for the appropriation of earnings, as well as, where applicable, the consolidated annual financial statements and the consolidated management report.

2. The annual financial statements must be clearly drafted and present a true and fair view of the Company's net assets, financial position, and results of operations, in accordance with legal provisions, and must be signed by the Company's directors.

3. Upon the call for the Meeting, any shareholder may obtain from the Company, immediately and free of charge, the documents to be submitted for approval at the Meeting and the auditors' report. The notice of the Meeting shall expressly mention this right.

Article 56. Content of the Annual Financial Statements

1. The balance sheet shall include, with due separation, the assets and rights constituting the Company's assets and the obligations constituting its liabilities, specifying equity. The structure of the balance sheet shall comply with that established in the Capital Companies Act and other applicable legal provisions.

2. The income statement shall include, also with due separation, the revenues and expenses for the fiscal year, and must conform to the structure provided for in the Capital Companies Act and other applicable legal provisions.

3. A statement reflecting changes in equity for the fiscal year.

4. A cash flow statement.

5. The notes to the financial statements shall supplement, expand upon, and comment on the information contained in the balance sheet and the income statement. The notes shall indicate the average payment period to suppliers and shall contain the disclosures required by the Capital Companies Act and other applicable legal provisions.

Article 57. Management Report

The management report shall contain, as required by applicable law, and in any event, a faithful account of the Company's business performance and financial position, as well as, where applicable, information on significant events for the Company that have occurred since the end of the fiscal year, the Company's expected future performance, research and development activities, and the repurchase of treasury shares in accordance with the terms established by law.

Article 58. Auditors

1. The annual financial statements and the management report must be reviewed by the auditors when there is an obligation to audit. The auditors shall have, at a minimum, a period of one month from the time the financial statements are delivered to them by the Company to submit their report.

2. The persons responsible for auditing the annual financial statements shall be appointed by the General Meeting before the end of the fiscal year to be audited, for a fixed term of no less than three years and no more than nine years, effective from the date the first fiscal year to be audited begins, without prejudice to the provisions of the regulations governing the audit of financial statements regarding the possibility of extension.

3. The General Meeting may appoint one or more natural or legal persons to act jointly.

4. When the appointees are natural persons, the Board must appoint as many alternates as there are principal auditors.

5. The General Meeting may not remove the auditors before the end of the term for which they were appointed, unless there is just cause.

Article 59. Approval of the Annual Financial Statements

The annual financial statements and the management report shall be approved by the Ordinary General Meeting of Shareholders, which shall decide on the appropriation of the net income for the fiscal year, in accordance with the closing balance sheet.

Article 60. Filing of the Annual Financial Statements

Within one month following the approval of the Annual Financial Statements and the Management Report, said documents shall be submitted, together with the other documentation required by law and the appropriate certification attesting to said approval and allocation of net income, for filing with the Commercial Registry in the manner prescribed by law.

Article 61. Allocation of Annual Profits

1. From the net profits obtained in each fiscal year, after setting aside the allocation for the legal reserve and other legally established provisions, the General Meeting may allocate the amount it deems appropriate to a voluntary reserve or any other legally permitted provision. The remainder, if any, shall be distributed among the shareholders as dividends in proportion to the capital they have paid in, with payment to be made within the period determined by the General Meeting itself.

2. Dividends not claimed within five years from the date set for their collection shall be forfeited in favor of the Company.

3. In general, once the obligations provided for by law have been met, dividends may only be distributed out of the profit for the fiscal year or from freely available reserves if the book value of net equity is not, or does not become, as a result of the distribution, less than the share capital.

4. If there are losses from prior fiscal years that cause the Company's net book value to be less than the amount of the share capital, the profit shall be allocated to offset such losses. The provisions of the Law shall also be taken into account.

Article 62. Dividend in Kind

The general meeting may resolve that the dividend be paid in whole or in part in kind, provided that:

a) the assets or securities subject to distribution are homogeneous;

b) they are admitted to trading on an official market—at the time the resolution takes effect—or the Company duly guarantees the realization of liquidity within a maximum period of one year; and

c) they are not distributed at a value lower than their carrying amount on the Company's balance sheet.

Article 63. Interim Dividends

The General Meeting or the Board of Directors may resolve to distribute interim dividends subject to the limitations and in compliance with the requirements established by applicable law.

Article 64. Surplus Assets and Liabilities

1. Once the entries relating to the Company have been canceled, if any corporate assets appear, the liquidators must allocate to the former shareholders the additional share to which they are entitled, after converting the assets into cash where necessary.

2. If six (6) months have elapsed since the liquidators were required to comply with the provisions of the preceding paragraph without having allocated the additional share to the former shareholders, or in the absence of liquidators, any interested party may request the Judge of the Court of First Instance of the last registered office to appoint a person to replace them in the performance of their duties.

3. The former partners shall be jointly and severally liable for the company's unpaid debts up to the limit of what they would have received as a liquidation share, without prejudice to the liquidators' liability in cases of fraud or negligence.

4. To comply with formal requirements regarding legal acts prior to the cancellation of the Company's entries in the registry, or when necessary, the former liquidators may execute legal acts on behalf of the dissolved Company after its cancellation from the registry. In the absence of liquidators, any interested party may request that the Judge of First Instance of the last registered office of the Company execute such acts.

TITLE VIII.—DISSOLUTION AND LIQUIDATION

Article 65. Grounds for Dissolution

The Company shall be dissolved:

a) By resolution of the General Shareholders' Meeting expressly convened for that purpose and adopted in accordance with the provisions of these Bylaws; and

b) in any of the other cases provided for by current law.

Article 66. Liquidation

1. Once the Company has been dissolved, the liquidation period shall commence, except in cases of merger or total spin-off or any other case of a global transfer of assets and liabilities.

2. The same General Meeting that approves the dissolution of the Company shall determine the terms of the liquidation, which shall be carried out by an odd number of liquidators appointed for that purpose by the General Meeting. In the absence of the appointment of liquidators by the General Meeting of Shareholders that approves the dissolution of the Company, those who were directors at the time of the Company's dissolution shall become liquidators.

3. From the moment the Company is declared in liquidation, the management body's authority to enter into new contracts and assume new obligations shall cease, and the liquidators shall assume the functions established by current legislation.

4. The liquidation, distribution of corporate assets, and deregistration shall be conducted in accordance with applicable law.

5. During the liquidation period, the General Meeting shall retain the same powers as during the Company's normal course of business and shall, in particular, have the power to approve the liquidation accounts and the final liquidation balance sheet.

TITLE IX.—INCOMPATIBILITIES

Article 67. Prohibitions and Incompatibilities

It is prohibited for persons declared incompatible, to the extent and under the conditions established by Law 12/1995 of May 11, and other special laws, as well as those subject to the prohibitions of Article 213 of the Capital Companies Act, to hold positions in the Company or, where applicable, to

exercise such positions.

, as well as those subject to the prohibitions of Article 213 of the Capital Companies Act.