

## 2022 ANNUAL REPORT OF THE SUSTAINABLE DEVELOPMENT COMMITTEE OF SOLTEC POWER HOLDINGS, S.A.

### 1. Introduction

This report complies with Recommendation 53 of the Good Governance Code for Listed Companies (“**GGC**” or “**Code**”), so that the Board of Directors of SOLTEC POWER HOLDINGS, S.A. (“**Soltec**” or “**Company**”) can regularly assess the performance of its Sustainable Development Committee.

Likewise, this report provides shareholders and other interested parties with an understanding of the activities carried out by Soltec’s Sustainable Development Committee (“**Sustainability Committee**” or “**Committee**”) during 2022.

The content of this report is expected to be published on the Company’s website well in advance of the Ordinary General Shareholders’ Meeting, as it should enable shareholders and other interested parties to understand the activities carried out by this Committee each year.

Similarly, the Company has introduced mechanisms to be aware of the recommendations of stakeholders and proxy advisors and to evaluate their incorporation as best practices with respect to the operation of the Committee and the matters for which it is responsible.

This report on the Committee’s operation and activities has been prepared in accordance with the Company’s internal regulations and best practices in Corporate Governance.

### 2. Regulation of the Sustainability Committee

The Committee is governed by the provisions of the applicable regulations and laws, the provisions of the Company’s Articles of Association, the

Board Regulations and, by way of reference, the GGC.

In this regard, Article 529 *terdecies* of the current Corporate Enterprises Act provides that listed companies may set up specialised committees, determine their composition, appoint their members and establish the functions to be performed by each of them.

The rules governing the composition, operation and responsibilities of the Sustainability Committee are set out in the Board's Rules of Procedure, in particular Article 16 thereof, and in Article 25 of the Company's Articles of Association.

These documents are available on Soltec's corporate website.

In addition, and in accordance with the provisions of Principle 23 of the GGC, in the event that the option chosen by the Board of Directors in the exercise of its powers of self-organisation is to create specialised committees in addition to the statutory ones, as is the case of the Committee, it is recommended that their rules of composition and operation follow similar guidelines to those of the statutory committees, as is the case of Soltec.

While it is true that the Company has an interest in complying with all the recommendations of the GGC, it is also true that the development contained in the Company's Board Regulations is sufficiently detailed.

During 2022, the regulations described in this point have not undergone any change or applicable legal amendment.

### **3. Composition of the Sustainability Committee**

In accordance with the provisions of Soltec's Articles of Association and the Board Regulations, the Committee will be formed exclusively by non-executive directors, the majority of whom are independent. Accordingly, the Committee consists of three members, a chair and two members.

The Committee members were appointed by the Board of Directors, having regard to the knowledge, skills and experience appropriate to the functions they are required to perform and the duties of the Committee,

and the members of the Committee, as a whole, have the relevant expertise in the energy sector.

The Chair is an independent director. The Board of Directors has determined that they have the requisite knowledge, skills and experience.

In the case of the Committee members, the above qualification is met.

As at 31 December 2022, the composition of the Sustainability Committee has not changed and is as follows:

<i>Director</i>	<i>Type</i>	<i>Position</i>
Ms Nuria Aliño Pérez	Independent Director	Chair
Ms María Sicilia Salvadores	Independent Director	Member
Ms Marina Moreno Dolera	External Proprietary Director	Member

Their term of office expires on 6 October 2024. The composition of the Sustainability Committee and the Curriculum Vitae of its members are published on the Company's website and are available at all times.

No member of the Committee has an executive role in the Company, and two of its three members are independent directors, thus fully complying with legal requirements and good governance recommendations that the committee be composed of a majority of independent directors.

#### **4. Attendance**

In addition to the members of the Sustainability Committee, all Committee meetings are attended by Ms Silvia Diaz de Laspra Morales, as Secretary of the Committee, and Ms María de la Torre Rodríguez, as Legal Advisor. Also in attendance are the persons and employees of Soltec at the invitation of the Chair who are related or whose attendance is necessary to deal with the item on the agenda for which they are required.

With regard to the Committee meetings, during 2022, in addition to the members of the Committee, the Secretary of the Board and the Legal Advisor, the Chair also invited the managers of those areas and items of the agenda that were required, such as the Director of Investor Relations,

the Director of Strategy, both sharing ESG functions, the CFO and all those managers and employees of the Group that the Chair deemed appropriate in order to have all the necessary information to carry out the deliberations of each of the items on the agenda.

## **5. Duties of the Sustainability Committee**

The duties attributed to the Committee and its rules of operation are laid down in Article 25 of the Company's Articles of Association and developed in Article 16 of the current Board Regulations.

We refer to these texts published on the Company's corporate website for further details.

## **6. Operation of the Sustainability Committee**

The meetings were convened by the Chair of the Board, with the collaboration of the Secretary of the Board and the Board's Legal Advisor. The Committee had the participation of certain executives of the Company to deal with matters within their competence, in accordance with the agenda. The agenda was sent to all meeting participants, with the necessary advance notice before the meeting, together with the relevant documentation for each item on the agenda.

On several occasions the Chair called preparatory work sessions attended by the members of the Committee, as well as by the persons she considered necessary or who were to be summoned to the Committee for the meeting, in order to promote a better understanding of the items on the agenda by the Board Members and to make the Committee meetings as effective as possible.

Minutes of the session and of the deliberations and resolutions adopted are prepared by the Committee Secretary. These minutes are reviewed by the directors and their approval is included as an item on the agenda of the next meeting of the Committee.

On an ordinary basis, the Chair reports to the Board of Directors on matters that are subject to Board approval. In this report, the Chair of the

Committee informs the members of the Board of Directors of the discussion and considerations of the Committee and reports favourably or unfavourably on the approval of this item by the Board of Directors, as well as her recommendations or criteria for evaluation by all the members of the Board of Directors.

## **7. Meetings held**

During 2022, the Sustainability Committee held four meetings, with a personal attendance rate of 100% of its members and 100% of members present and/or duly represented, as well as the Secretary of the Committee and the Legal Advisor.

## **8. Committee activities**

Throughout 2022, the most significant activities carried out by the Sustainability Committee are described below:

- (i) It approved the annual reports required for the approval of the Annual Accounts.
- (ii) It approved the Corporate Governance Plan for 2022.
- (iii) It approved the Sustainability Committee's Work Plan for 2022.
- (iv) It updated the ESG indexes.
- (v) It approved the 2021 Annual Corporate Governance Report.
- (vi) It approved the Sustainability Report for 2021.
- (vii) It approved the Soltec Foundation's action plan and budget for 2022.
- (viii) It analysed the progress of the integrated report and taxonomy.
- (ix) It analysed the balance of ESG 2022 activity and 2023 action plan.
- (x) Configuration of the "ESG Indicator" target in LTI 2023.
- (xi) It reported on the Soltec Foundation's activity in 2022 and budget for 2023.
- (xii) Report on corporate governance activity.
- (xiii) Follow-up of the Corporate Governance plan.

## **9. Assessment of the Sustainability Committee and progress**

In compliance with Articles 529 *nonies* section 1 of the LSC and the Board Regulations, the annual evaluation of the Committee for 2022 was carried out.

During 2023, we will continue to work in a cross-cutting and coordinated manner with the company's different divisions, with the objective of consolidating Soltec's leadership position in sustainability.

## **10. Conclusion**

Throughout 2022, no events or circumstances occurred in the Committee's areas of competence that have required its intervention and forwarding to the Board of Directors.

This annual report will be presented to the Company's Board of Directors at the meeting scheduled for 27 March 2023.

Madrid, 17 March 2023

Ms Nuria Aliño Pérez  
Chair of the Sustainable Development Committee