

GRUPO ECOENER, S.A.

BOARD OF DIRECTORS

REPORT PREPARED BY THE BOARD OF DIRECTORS OF GRUPO ECOENER, S.A. FOR THE PURPOSES PROVIDED IN ARTICLES 286, 297.1 AND 506 OF THE SPANISH CORPORATE ENTERPRISES ACT IN RELATION TO THE PROPOSED AUTHORISATION FOR THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL REFERRED TO IN THE NINTH ITEM ON THE AGENDA OF THE ANNUAL GENERAL MEETING CALLED TO BE HELD ON 29 APRIL 2022

(1) Report Purpose

The Board of Directors of Grupo Ecoener, S.A. (the "**Company**") has prepared this report to support the proposed authorisation for the Board of Directors, with powers of delegation or sub-delegation to any of its members, to increase the share capital over a maximum period of five (5) years and up to half the amount of the share capital existing at the time of the authorisation, including the power to exclude the pre-emption rights corresponding to shares representing 20% of the share capital at the time of the authorisation (the "**Report**").

The Board of Directors has prepared this Report in compliance with the provisions of Articles 286, 297.1 and 506 of the restated text of the Spanish Corporate Enterprises Act approved under Royal Legislative Decree 1/2010 of 2 July (the "**Corporate Act**").

(2) Justification

The Board of Directors understands that the proposed resolution presented at the Annual General Meeting is justified due to the benefits of having a mechanism in place, provided for under current corporate regulations, which allows for one or more capital increases to be agreed without a further General Meeting being called and held, although within the limits, terms and conditions decided.

To this end, it is proposed that the Annual General Meeting that is expected to be held on 29 April on first call, or on 30 April on second call, adopts the resolution formulated under the ninth item on the agenda.

The delegation recourse provided for in Article 297.1.b) of the Spanish Corporate Enterprises Act allows the Company to equip the Board of Directors with an agile and flexible instrument to adequately meet the Company's needs, according to market circumstances.

Article 297.1.b) of the Spanish Corporate Enterprises Act empowers the Annual General Meeting, following the requirements established for amending the Articles of Association, to delegate to the Board of Directors the power to agree one or more share capital increases of up to a certain amount, at the time and for the amount the latter decides, without prior consultation with the Annual General Meeting. The regulation establishes that these increases may under no circumstances exceed half of the Company's capital on the date that the corresponding resolution is adopted, and that they must be made through cash contributions within a maximum period of five (5) years from the date of the resolution of the Annual General Meeting.

On the date that this Report is issued, the Company's share capital amounts to 18,223,728.00 euros. The proposal to delegate to the Board of Directors the power to agree the Company's

capital increase one or more times, up to the maximum nominal amount equivalent to half of the Company's current capital at the time the Annual General Meeting agrees on the proposed delegation, is presented to the Annual General Meeting.

The capital increases carried out under the proposed delegation would be carried out through the issue and entry into circulation of new shares, with or without a premium, the consideration of which will consist of cash contributions.

The power thus delegated will likewise extend to setting the various specific terms and conditions of each share capital increase and the characteristics of the shares to be issued, with the power to establish that, in the event of an incomplete subscription, the capital will be increased by the amount of the subscriptions made, in accordance with the provisions of Article 311.1 of the Spanish Corporate Enterprises Act, the new wording of the Company's article corresponding to the share capital and the request for admission to trading of the new shares.

On the other hand, under the provisions of Articles 308 and 506 of the Spanish Corporate Enterprises Act, it is proposed that the delegation to the Board of Directors to increase the capital referred to in this Report also includes the directors being granted the power to exclude the shareholders' pre-emption rights in relation to the share issues under the delegation when the Company's interests require it, all in accordance with the terms of said precept. This delegation to increase the capital with an exclusion of pre-emption rights may not refer to more than 20% of the Company's capital at the time the resolution for the authorisation is adopted at the Annual General Meeting (that is, a maximum total amount of 3,644,745.60 euros).

In this regard, it should be remembered that said Article 506 stipulates that the proposal to delegate the power to exclude pre-emption rights, which must be noted in the call for the Annual General Meeting, must be justified in a report from the directors that will be made available to the shareholders. This Report also responds to this provision.

The Board of Directors believes that this additional power to exclude pre-emption rights, complementary to that of increasing the share capital, is justified for several reasons:

- Firstly, with the power to suppress pre-emption rights, the Board of Directors is in a position to significantly increase the speed of action and response that current financial markets sometimes require, thus allowing the Company to take advantage of times when market conditions are more favourable.
- Secondly, the suppression of pre-emption rights distorts to a lesser extent trading of the Company's shares during the issue period, which is usually shorter than in an issue with rights.

However, please note that the possibility of excluding pre-emption rights is a power that the Annual General Meeting delegates to the Board of Directors. It is the responsibility of the latter, taking into account the specific circumstances and with respect to the legal requirements, to decide in each case whether it is appropriate to effectively exclude such right. If the Board of Directors decides to make use of the option of excluding pre-emption rights in relation to a specific capital increase that it may agree, in use of the authorisation granted by the Annual General Meeting, it must prepare, in accordance with the regulations currently in force and when the corresponding issue resolution is adopted, a report detailing the specific reasons of corporate interest that justify said measure, which will be made available to the shareholders and communicated to the first Annual General Meeting held after the adoption of the increase resolution, pursuant to the provisions of Article 506 of the Spanish Corporate Enterprises Act.

In any case, in accordance with the provisions of Article 506 of the Spanish Corporate Enterprises Act, the authorisation to exclude pre-emption rights, whether in full or partially, will be limited to share capital increases that are carried out under this authorization, up to the maximum amount corresponding, taken as a whole, to 20% of the Company's capital at the time of the authorisation by the Annual General Meeting.

Likewise, the proposed resolution covers the request, when appropriate, for the admission to trading on domestic regulated markets of the shares issued by the Company under the delegation, empowering the Board of Directors to carry out the procedures and actions necessary for admission to trading on the Spanish Stock Exchanges as well as on the Stock Exchange Interconnection System (Continuous Market) and on other competent bodies of the different domestic stock exchanges.

It is also proposed to expressly empower the Board of Directors so that it can, in turn, sub-delegate to any of its members, under the provisions of Article 249 bis of the Spanish Corporate Enterprises Act, the powers referred to in this proposed resolution.

It is hereby stated that on 9 April 2021, the Company's sole shareholder authorised the Board of Directors to increase the share capital under the provisions of Article 297.1.b) of the Spanish Corporate Enterprises Act by the maximum amount of 6,400,000.00 euros (according to the amount of share capital at the time of adoption of the decision). The Board of Directors states that it has not made use of this power to date. However, the Board considers it appropriate to render the aforementioned authorisation null and void and grant a new authorisation, subject to the limits and conditions established in this Report.

(3) Proposed resolution to submit to the Annual General Meeting

“Empower the Board of Directors of the Company so that, in accordance with the provisions of Article 297.1.b) of the Spanish Corporate Enterprises Act, it may increase the share capital, without prior consultation with the Annual General Meeting, by up to half of the share capital as at the date of this resolution, namely, up to the amount of €9,111,864, and it may exercise this power, within the aforementioned amount, on one or more occasions, deciding in each case as to its timeliness or advisability, amount or conditions that it deems appropriate, over a maximum period of five (5) years from the date of this resolution.

By virtue of this authorisation, the Board of Directors may establish all the terms and conditions of the capital increases and the characteristics of the shares, as well as determine the investors and markets for which the capital increases are intended and the placement procedure to be followed, freely offer the new unsubscribed shares during the pre-emptive subscription period, decide in the event of incomplete subscription that the capital increase will not take effect or that the capital will be increased only by the amount of the subscriptions made, and redraft Article 6 of the Company's Articles of Association.

Such capital increase or increases may be carried out either by increasing the nominal value of existing shares, subject to the requirements provided for by law, or by issuing new shares, in which case the consideration for the new shares or the increase in the nominal value of the existing shares will be in the form of cash contributions.

In accordance with the provisions of Article 506 of the Spanish Corporate Enterprises Act, the Board of Directors is expressly empowered to exclude, in part, the pre-emptive subscription right in relation to all or any of the issues agreed on under this authorisation, in

such cases where the interests of the company so require, provided that the nominal value plus, where appropriate, the issue premium reflects the actual value and complying, in all cases, with all other applicable legal requirements. The exclusion of pre-emptive subscription rights will only apply to shares representing 20% of the share capital at the time of this authorisation.

By virtue of this authorisation, the Board of Directors is also empowered to seek admission to trading of any new securities that may be issued, in accordance with the terms of any applicable legislation.

The Annual General Meeting resolves to empower the Company's Board of Directors, with the broadest powers that may be granted by law, and with the express power to delegate or subdelegate such powers to any of its members (or to the legal representatives to the extent permitted by law), to carry out all actions necessary in relation to the authorised capital increase and, in particular, by way of example, to:

- a) increase the share capital, on one or more occasions, defining and setting all the terms and conditions of the increase. The period during which this power may be exercised will be five years as from the date of this meeting;*
- b) establish the specific terms and conditions of the capital increase;*
- c) draft and publish such announcements as may be necessary or appropriate;*
- d) declare the capital increase closed, once the subscription period has expired and the shares ultimately subscribed have been paid up, determining, in the event of incomplete subscription, the final nominal amount of the capital increase and the number of shares subscribed, executing such public and private documents as may be appropriate for the execution of the increase;*
- e) amend Article 6 of the Company's Articles of Association, adapting it to the new capital figure resulting from the number of shares ultimately subscribed;*
- f) in general, to take such actions and execute such documents as may be necessary or merely convenient for the validity, effectiveness, implementation and execution of the capital increase and the issue of the new shares, including interpreting, applying, executing and implementing the resolutions adopted, including their correction and compliance; and*
- g) request the listing on the Spanish Stock Exchanges and on the Spanish Stock Exchange Interconnection System (continuous market) of the shares which, where appropriate, are issued by the Board of Directors by virtue of the delegation of powers to increase the share capital covered by this resolution.*

Finally, it is resolved to repeal the authorisation granted to the Board of Directors by the sole shareholder of the Company on 9 April 2021 (up to half of the share capital at the date of the aforementioned decision, namely up to the amount of €6,400,000.00)."

In witness whereof and for all pertinent legal purposes, this Report is issued, as unanimously approved at the meeting of the Board of Directors held on 25 March 2022.

Mr. Luis de Valdivia

Mr. Fernando Rodríguez Alfonso

Mr. Eduardo Serra

Ms. Ana Palacio

Mr. Carlos González-Bueno

Ms. Inés Juste

Mr. Juan Carlos Ureta

Ms. María Eugenia Girón

Mr. Fernando Lacadena

Mr. Dean Tenerelli