

**GRUPO ECOENER, S.A.**

**Call notice for the Annual General Meeting 2023**

**FULL TEXT OF THE PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE ANNUAL GENERAL MEETING OF GRUPO ECOENER, S.A. TO BE HELD ON 23 JUNE 2023, IN RELATION TO ITS AGENDA**

**First.** Examination and approval, where applicable, of the separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes to the financial statements) and the separate directors' report of the Company for the year ended 31 December 2022.

*Proposed resolution*

"Approve the Company's separate financial statements for the financial year ended 31 December 2022, comprising the balance sheet, income statement, the statement of changes in equity, the statement of cash flows and the notes to the financial statements, all in ordinary form, as prepared by the Board of Directors and verified by the Company's auditor as set forth in the auditor's report. Also approve the separate directors' report for the financial year ended 31 December 2022 (including the Annual Remuneration Report for the financial year ended 31 December 2022 and the Annual Corporate Governance Report for the financial year ended 31 December 2022) as prepared by the Board of Directors."

The separate financial statements (balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the financial statements) and the directors' report were made available to shareholders both at the registered office and on the Company's website from the date of publication of the announcement convening the Annual General Meeting for 2023.

**Second.** Examination and approval, where applicable, of the consolidated financial statements (statement of financial position, income statement, statement of other comprehensive income, statement of changes in equity, statement of cash flows and notes to the financial statements) and the consolidated directors' report of the Company and its subsidiaries for the year ended 31 December 2022.

*Proposed resolution*

"Approve the consolidated financial statements of the Company for the financial year ended 31 December 2022, comprising the statement of financial position, the income statement, the statement of other comprehensive income, the statement of changes in equity, the statement of cash flows and the notes to the financial statements, all consolidated, as prepared by the Board of Directors and verified by the Company's auditor as set forth in the auditor's report. Also approve the consolidated directors' report (including the Annual Remuneration Report for the financial year ended 31 December 2022 and the Annual Corporate Governance Report for the financial year ended 31 December 2022) for the financial year ended 31 December 2022, as prepared by the Board of Directors."

The financial statements (statement of financial position, income statement, statement of other comprehensive income, statement of changes in equity, statement of cash flows and the notes to the financial statements) and the consolidated directors' report were made available to shareholders both at the registered office and on the Company's website from the date of publication of the announcement convening the Annual General Meeting for 2023.

**Third.** Examination and approval, where applicable, of the proposed distribution of profit for 2022.

*Proposed resolution*

“Apply the result obtained by the Company in the financial year ended 31 December 2022 in accordance with the separate income statement approved with the corresponding financial statements, in accordance with the proposal made by the Board of Directors, as follows:

	Euros
<b>Basis of distribution</b>	
Net income	<b>6,820,709</b>
<b>Application</b>	-
To legal reserve	682,071
To voluntary reserves	4,023,490
To offset losses from previous financial years	2,115,148
Total	<b>6,820,709</b>

**Fourth.**                      **Examination and approval, where applicable, of corporate management for 2022.**

*Proposed resolution*

“Approve the management and all actions undertaken by the Board of Directors and its delegated committees (Audit Committee, Appointments and Remuneration Committee, and Sustainability Committee) for the 2022 financial year.”

**Fifth.**                              **Advisory vote on the Company’s Annual Report on Directors Remuneration for 2022**

*Proposed resolution*

“Approve, on an advisory basis, the Company’s Annual Report on the Directors Remuneration for the 2022 financial year, which includes information on the Company’s remuneration policy in force for the current year, an overall summary of how the remuneration policy was applied during the 2022 financial year, as well as details of the individual remuneration accrued by each of the Directors.”

Its full text was made available to shareholders together with all other documentation pertaining to the Annual General Meeting for 2023 prior to the date of publication of the announcement convening the AGM.

**Sixth.**                              **Appointment of a new independent outside director of the Company.**

The AGM will be informed in advance of the resignation tendered by Ms. Maria Eugenia Girón Dávila, the particulars of which are in the Companies Register, from the position of director of Grupo Ecoener, S.A., presented by letter sent to the Chairman of the Board of Directors and with effect from 13 May 2023.

*Proposed resolution*

“Appoint a director under the category of independent outside director for a statutory term of four (4) years.”

As a result of the resignation of Ms. Maria Eugenia Girón after the resolution to convene this AGM, the proposed resolution shall be completed as soon as the Appointments and Remuneration Committee has made a proposal for appointment to the Board of Directors, in accordance with the provisions of article 529 decies of the Spanish Corporate Enterprises Act, for submission to the AGM. The proposal will be made available to the Company's shareholders through the Company's corporate website, together with the report issued for this purpose by the Board of Directors of the Company, in accordance with the provisions of section 5 of article 529 decies of the Corporate Enterprises Act.

**Seventh.**

**Amendment to Article 1 of the Articles of Association.**

*Proposed resolution*

"To amend Article 1 of the Articles of Association relating to the Group's company name in order to align it with the trade name that is frequently used to identify the Company in business transactions. Accordingly, Article 1 of the Articles of Association shall henceforth read as follows (proposed amendment underlined):

***'Article 1º. Company name and applicable regulations***

*The Group shall operate under the corporate name ECOENER, S.A., (the "**Company**") and shall be governed by the provisions of the Articles of Association (the "**Articles of Association**") and, insofar as not provided herein, by the Consolidated Text of the Spanish Corporate Enterprises Act, approved under Royal Legislative Decree 1/2010, of 2 July (the "**Corporate Enterprises Act**"), by the other legal provisions relating to listed public limited companies and by any other legal provisions applicable to it, as well as by its internal corporate governance rules."*

This amendment to the Articles of Association has been the subject of a report by the Board of Directors, in accordance with Article 286 of the Spanish Corporate Enterprises Act (LSC), the full text of which was made available to shareholders together with all other documentation pertaining to the Annual General Meeting for 2023 prior to the date of publication of the announcement convening the AGM.

If the proposed amendment is approved, the Company will change the name in the Group's public documents.

**Eighth.**

**Appointment of Deloitte, S.L. as the Company and its Group's auditor for the financial years 2023, 2024 and 2025.**

*Proposed resolution*

"To appoint Deloitte, S.L., registered in the Madrid Companies Register in volume 13,650, section 8, folio 188, page M-54414, entry 96, having its registered office at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 (Madrid), with company identification number B-79104469 and registered under number S0692 in the Official Register of Auditors, as Auditor to the Company to review its financial statements, as well as the Company's separate directors' report and the Group's consolidated directors' report for the financial years 2023, 2024 and 2025."

**Ninth.**

**Authorisation for the Board of Directors to call, when necessary, an Extraordinary General Shareholders' Meeting of the Company with at least fifteen days' notice, in accordance with article 515 of the Spanish Corporate Enterprises Act.**

*Proposed resolution*

"In accordance with the provisions of article 515 of the Spanish Corporate Enterprises Act, it is resolved to approve that, until such time as the next Annual General Meeting of the Company is held, the Extraordinary General Shareholders' Meetings of the Company may be convened with at least fifteen days' notice, provided that the Company offers shareholders the effective possibility of voting by electronic means accessible to all shareholders."

**Tenth.**

**Delegation of powers to formalise and execute the resolutions adopted at the Annual General Meeting.**

*Proposed resolution*

“A resolution is adopted to empower all members of the Board of Directors, the Non-Board Member Secretary and the Non-Board Member Deputy Secretary, with an express sub-delegation authority, so that any of them may, jointly and severally and without distinction, undertake such acts as may be necessary or convenient for the enforcement, development and effective implementation of adopted resolutions and, in particular, the following non-exhaustive list of acts:

- a) appear before a Notary Public and execute, on the Company’s behalf, such public instruments as may be necessary or convenient in connection with the resolutions adopted by the Annual General Meeting; and, if necessary, appear before the corresponding Spanish Companies Register or before any other registries and, in general, undertake such acts as may be necessary or convenient for the effective registration of the resolutions adopted by the Annual General Meeting;
- b) interpret, clarify, specify, correct and supplement the adopted resolutions and address any ambiguity or uncertainty, by correcting and supplementing such faults or omissions as may be officially noted by the Companies Registrar in its assessment and, in general, such faults or omissions as may prevent or hinder the effectiveness or registration of the corresponding resolutions, as appropriate or necessary;
- c) enter into such agreements as may be essential or necessary for the execution and implementation of the adopted resolutions and sign such public and private documents and undertake, complete and/or conclude such acts, legal business, contracts, statements and transactions as may be appropriate for this purpose; and
- d) execute other such public or private documents as may be essential or convenient for the execution, development and effective implementation of all the resolutions adopted by the Annual General Meeting, without any limitation whatsoever.”