



PROPOSED RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA OF GREENERGY RENOVABLES, S.A.'S GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON FIRST CALL ON 24 APRIL 2023.

- I. . Items concerning the annual accounts, the appropriation of profit and the management of the company.

First.- Review and approval of Greenergy Renovables, S.A. and its consolidated group's annual accounts and management report for financial year ended 31 December 2022.

1.1. -Review and approval of Greenergy Renovables, S.A. and its consolidated group's annual accounts and management report for financial year ended 31 December 2022.

It has been agreed to approve the individual annual accounts of Greenergy Renovables, S.A. (the "Company") (including the balance sheet, the profit and loss account, the statement of changes in equity, statement of cash flows and the annual report), and the consolidated annual accounts (including the balance sheet, the profit and loss account, the statement of changes in equity, statement of cash flows and the annual report, all on a consolidated basis), for financial year ended 31 December 2022, as they were all drawn up by the Board of Directors and reviewed by the Company's auditor, as established in the relevant audit report.

In addition, it has been agreed to approve the individual and consolidated management report for financial year ended 31 December 2022, as it was drawn up by the Board of Directors.

1.2. -Examination and approval of the consolidated annual accounts and the consolidated management report of Greenergy Renovables, S.A. for the year ended 31 December 2022.

It is resolved to approve the consolidated annual accounts of Greenergy Renovables, S.A. (the "Company") (comprising the balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the financial statements, all of which are consolidated) for the financial year ended 31 December 2022, as prepared by the Board of Directors and as the Board of Directors and audited by the Company's auditors, as set out in the auditors' report as stated in the related auditor's report.

It is also resolved to approve the consolidated management report for the year ended 31 December 2022, as prepared by the Board of Directors.

Second.- Review and approval of the consolidated non-financial information statement for financial year ended 31 December 2022.

It has been agreed to approve the consolidated non-financial information statement for financial year ended 31 December 2022, which is an integral part of the consolidated management report of the Company's group.

Third.- Review and approval of the proposed appropriation of profit of the Company for financial year ended 31 December 2022.

According to the individual annual accounts approved, in financial year ended 31 December 2022 the Company made a profit of 5,936,890.57 euros, which the Company has agreed to allocate in accordance with the proposal submitted by the Board of Directors, i.e., in the following manner:

- To the legal reserve: 187,950.08 euros.
- To voluntary reserves: 5,748,940.49 euros.

Fourth.- Review and approval of the Board of Directors' corporate management for financial year ended 31 December 2022.

It has been agreed to approve the Board of Directors' corporate management for financial year ended 31 December 2022.

II. Items concerning authorisations given to the Board of Directors

Fifth. - Authorisation given to the Board of Directors, pursuant to the provisions of section 297.1 b) of the Joint Stock Companies Act, to increase the share capital by means of contributions in cash up to half of the current share capital, within a maximum period of 5 years, in one or several occasions, with such timing and in such amount as it may deem expedient. Without exceeding the maximum amount specified, the Board of Directors shall be entitled to exclude the pre-emptive subscription right in respect of up to 20% of the share capital.

It has been agreed to authorise the Board of Directors of Grenergy Renovables, S.A. ("Grenergy" or the "Company"), pursuant to the provisions of section 297.1 b) of the Joint Stock Companies (Consolidated) Act, as approved by Royal Legislative Decree 1/2010, of 2 July (la "Joint Stock Companies Act"), as broadly as required by law, to increase the Company's share capital through contributions in cash, within a period of 5 years from the date of this General Meeting of Shareholders, in one or several occasions and at any time, with no prior notice or subsequent resolution from the General Meeting.

The nominal value of the capital increase or increases to be agreed upon, as appropriate, by the Company's Board of Directors in implementing this resolution shall in no event exceed, in the aggregate, an amount equal to half of the Company's share capital at the time of the authorisation.

The delegation includes the power to issue new outstanding Grenergy shares, whether ordinary or otherwise, as permitted by the Joint Stock Companies Act, with or without an issue premium, as well as the power to establish the characteristics of the new shares and the terms and conditions of the capital increase, and to freely offer any new unsubscribed shares during the pre-emptive subscription period and to decide that, in the event of incomplete subscription, Grenergy's share capital would only be increased by the amount of the subscriptions actually made. The power to redraft the article of the Company's By-laws regarding Grenergy's share capital, once the relevant capital increase resolution is approved and implemented, is also delegated hereunder.

The powers thus delegated extend to setting the terms and conditions of every issue to be conducted under the authorization referred to above, according to the specific characteristics of each issue, and to make any arrangements required to have the new shares admitted to trading on Spanish or, if appropriate, foreign stock exchanges where the Company's shares are listed at the time of implementation of any of the capital increases to be conducted hereunder, in accordance with the procedures provided for in each case.

In addition, the Board is empowered to exclude, entirely or partially, the pre-emptive subscription right as per the provisions of section 308 –in connection with section 506– of the Joint Stock Companies Act and related provisions. However, in accordance with the provisions of said section 506 of the Joint Stock Companies Act, the Board of Directors' right to increase the share capital with exclusion of the pre-emptive subscription right is limited to no more than 20% of the share capital at the time of the authorisation.

Should the Board of Directors agree to withdraw the pre-emptive subscription right pursuant to this authorisation, the Board must issue, at the time of adopting the relevant capital increase resolution, a detailed report explaining the specific reasons of corporate interest justifying this measure. This report must be accompanied, if required by applicable regulations, by a report delivered by an independent expert other than the Company's auditor. The Board of Directors' report will be made available to shareholders and submitted to the first General Meeting to be held after the date of said relevant share issue resolution, together with, if applicable, the independent expert report.

Without prejudice to the specific delegations of powers contained in this resolution (which are deemed to have been granted with express powers of delegation to the persons specified herein), it is agreed to empower the Company's Board of Directors, as broadly as required by law, and with full powers of delegation to [the members of the Board of Directors, as well as the Secretary of the Board, so that any of them, indistinctly and with their sole signature], may do such acts and things as are deemed necessary or expedient to implement this resolution, including more specifically, without limitation, the following:

- To extend and develop this resolution, by establishing, for all matters not provided for herein, the terms and conditions of the issues to be conducted, as the case may be, including in any event the power to exclude the pre-emptive subscription right. More specifically, without limitation, to fix the date on which the different share capital increases will take place, while establishing, if appropriate, the commencement of the pre-emptive subscription period, the issue premium of the new shares and, therefore, the type of emission of the new shares, and fixing, in the event of an incomplete subscription, to number of shares to be issued and the nominal value of each share capital increase having regard to the issue price, the period, manner and procedure for subscription and disbursement in respect of each of the subscription periods, the share exchange ratio applicable to the exercise of any pre-emptive subscription rights, including the power to propose one or several shareholders to waive such number of their pre-emptive subscription rights as may be required to ensure that the number of shares to be issued accurately maintains the proportion resulting from the application of the exchange ratio agreed upon, to provide for any events of suspension of the offer for new shares if deemed necessary or expedient and, in general, any other circumstances required or expedient to proceed to the share capital increase and the issue of new shares in consideration of the aforesaid contributions in cash;
- To agree upon the procedure for placement of the shares, fixing the commencement date and, if applicable, modifying the length of the pre-emptive subscription period above the legally required minimum and, if applicable, fixing the duration of the periods for additional and discretionary allotment, including the power to declare the early closing of the placement and issue period. Likewise, the power to set the conditions and procedure for the subscription of shares, where appropriate, during the periods of additional and discretionary allotment, is also delegated, with the power, under the latter option, to allocate the shares to any third party following the placement procedure it may freely fix;
- To draw up, sign and file, if appropriate, with the Spanish *Comisión Nacional del Mercado de Valores* (the "CNMV") or with any other supervisory authority, in connection with any issues and admissions to trading of any new shares to be issued under this resolution, the prospectus and any necessary or expedient supplements thereto, assuming responsibility therefor, together with any other documents or information that may be required pursuant to the provisions of

Spain's Stock Market (Consolidated) Act, as approved by Royal Legislative Decree 4/2015, of 23 October, and of any additional national or foreign regulations that may be applicable from time in implementing this resolution;

- To make any acts, statements or arrangements, as well as to draw up, sign and file any supplementary or complementary document, notice or information, as required, with the CNMV, Iberclear, Governing Companies of Stock Exchanges and any other public or private body, entity or registry, whether national or international, in order to obtain any authorisations, verifications and subsequent implementations of the capital increases to be conducted under this resolution and to have the new shares admitted to trading on Spanish stock exchanges or on any other national or international stock market where the Company's shares are listed at the time of conducting any of the capital increases to be implemented under this resolution, and to include the same on the Spanish Stock Exchange Interconnection System (SIBE);
- To draw up, sign and file, if deemed necessary or expedient, an international prospectus to facilitate the dissemination of the information on capital increases to international shareholders and investors, while assuming, on behalf of the Company, full responsibility for the content thereof;
- To negotiate and, if appropriate, sign, under such terms as it may deem expedient, any contracts whose execution is deemed necessary or advisable to secure successful completion of any capital increases;
- To declare any capital increases as being completed, by issuing all the new outstanding shares that were previously subscribed for and paid up, and to redraft the article of the By-laws concerning the share capital to reflect the actual amount of the subscribed and paid-up capital, while setting aside, where appropriate, the part of the capital increase that was not subscribed for and paid up according to the terms provided for; and
- To execute, on behalf of the Company, such private or public documents as may be deemed necessary or advisable in connection with any issues of new shares to be conducted under this resolution and their admission to trading, and, more generally, to do such acts and things as may be required to implement said document, as well as to correct, clarify, interpret, specify or complement the resolutions passed by the General Meetings of Shareholders and, in particular, to remedy such defects, omissions or errors of form or of substance, resulting from the Registrar of Commerce's oral or written determination as may prevent registration of the resolutions and their consequences in the Register of Companies, in the CNMV's official records or in any other registry.

Approval of the resolution proposed by the General Meeting of Shareholders shall result in the revocation of the previous resolution granting authorisation to the Board of Directors, as approved under fourteenth item on the agenda of the Company's General Meeting of Shareholders held on 29 June 2021.

Sixth.- Authorisation given to shorten the period for calling extraordinary general meetings of shareholders in accordance with the provisions of section 515 of Spain's Joint Stock Companies Act.

Pursuant to the provisions of section 515 of the Joint Stock Companies (Consolidated) Act, as approved by Royal Legislative Decree 1/2010, of 2 July, it has been agreed to authorise and approve the option of convening extraordinary general meetings of Grenergy Renovables, S.A. (the "Company") with a minimum prior notice of 15 days, provided that the Company gives all shareholders the effective possibility of exercising their voting rights by electronic means that may be accessed by all of them. This authorisation is granted until the date of the Company's next ordinary general meeting.

III. Items concerning the re-election of Directors

Seventh.- Re-election of Directors

7.1. Re-election of Mr. David Ruiz de Andrés as Director of the Company

As per the proposal submitted by the Board of Directors, following a report delivered by the Appointments, Remuneration and Sustainability Committee, it has been agreed to re-elect Mr. David Ruiz de Andrés as Director of Greenergy Renovables, S.A., in the “executive” category, for such term of four years as from the adoption of this resolution as is laid down in the Company’s By-laws.

7.2. Re-election of Mr. Antonio Francisco Jiménez Alarcón as Director of the Company

As per the proposal submitted by the Board of Directors, following a report delivered by the Appointments, Remuneration and Sustainability Committee, it has been agreed to re-elect Mr. Antonio Francisco Jiménez Alarcón as Director of Greenergy Renovables, S.A., in the “shareholding” category, for such term of four years as from the adoption of this resolution as is laid down in the Company’s By-laws.

7.3. Re-election of Mr. Florentino Vivancos Gasset as Director of the Company

As per the proposal submitted by the Board of Directors, following a report delivered by the Appointments, Remuneration and Sustainability Committee, it has been agreed to re-elect Mr. Florentino Vivancos Gasset as Director of Greenergy Renovables, S.A., in the “shareholding” category, for such term of four years as from the adoption of this resolution as is laid down in the Company’s By-laws.

7.4. Waiver, for any purposes required, of the obligation not to conduct any activities that effectively compete with those of the Company, in accordance with the provisions of section 230 of the Joint Stock Companies’ Act, in respect of Director Ms. María del Rocío Hortigüela Esturillo.

In accordance with item 7.5 on the agenda, a proposal is submitted to the General Meeting of Shareholders to re-elect Ms. María del Rocío Hortigüela Esturillo as Director of Greenergy Renovables, S.A. (the “Company”), in the “independent” category. Her professional profile was made available to the shareholders when this General Meeting was called.

As highlighted in her profile, this Director has extensive experience in the sector in which the Company operates, namely the development and construction of photovoltaic energy parks. She currently provides advisory and consulting services in this field within a company she partly owns called Entiba Inversiones, S.L.

As of this date, it cannot be considered that the Director whose re-election is proposed directly or indirectly conducts any activity involving a position of permanent conflict with the Company’s interests. Notwithstanding this, as there is a risk that she might be in a situation of “potential” competition as per the provisions of section 229 of the Joint Stock Companies (Consolidated), as approved by Royal Legislative Decree 1/2010, of 2 July (the “Joint Stock Companies Act”), it has been agreed to grant an exemption to Ms. María del Rocío Hortigüela Esturillo under the terms provided for by section 230 of the Joint Stock Companies Act and, therefore, to allow her to own a direct and indirect share, and to hold and perform positions and functions, in the company Entiba Inversiones S.L. and in any of the companies in its group, insofar as no damage to the Company is expected to result therefrom and her re-election as a Director is of interest to the Company.

7.5. Re-election of Ms. María del Rocío Hortigüela Esturillo as Director of the Company

As per the proposal submitted by the Board of Directors, following a report delivered by the Appointments, Remuneration and Sustainability Committee, it has been agreed to re-elect Mrs. María del Rocío Hortigüela Esturillo as Director of Grenergy Renovables, S.A., in the “independent” category, for such term of four years as from the adoption of this resolution as is laid down in the Company’s By-laws.

IV. Items concerning Directors’ compensation

Eighth. - Modification of the Compensation Policy applicable to the Directors of the Company

It has been agreed to modify the compensation policy applicable to the directors of Grenergy Renovables, S.A. (the “Company”) for financial years 2023, 2024 and 2025, as approved by the General Meeting of Shareholders held on 12 May 2022.

The compensation policy applicable to the Company’s directors is included in the documentation that was made available to shareholders when this General Meeting was called, together with the Board of Directors’ report, which is accompanied by the mandatory report delivered by the Appointments, Remuneration and Sustainability Committee.

Ninth. - Advisory vote on the annual report regarding the compensation paid to Company’s Directors in financial year 2022.

It has been agreed to approve, on an advisory basis, the annual report on the compensation payable to Grenergy Renovables, S.A.’s directors in respect of financial year ended 31 December 2022, which was made available to shareholders when this General Meeting was called.

V. Items concerning amendments to the Company’s By-laws

Tenth. - Amendment to articles 23 (“Composition and legal regime of Directors”), 26 (“Delegation of powers”) and 28 (“Appointments and Remuneration Committee”), in order to modify the name of the Appointments and Remuneration Committee to “Appointments, Remuneration and Sustainability Committee”.

It has been agreed to amend articles 23 (“Composition and legal regime of Directors”), 26 (“Delegation of powers”) and 28 (“Appointments and Remuneration Committee”), in order to modify the name of the Appointments and Remuneration Committee to “Appointments, Remuneration and Sustainability Committee”, which shall henceforth be drawn up as follows, respectively:

“Article 23.- Composition and legal regime of Directors.

1.- The Board of directors shall be made up of the no less than five and no more than fifteen members. The General Meeting shall fix the actual number of members of the Board between the minimum and the maximum number specified above.

2.- Directors shall be appointed by the General Meeting of Shareholders or, in the event of early vacancy, by the Board of directors itself by co-optation, in accordance with the provisions of the Joint Stock Companies Act.

3.- Shareholder status is not required to be a director.

4.- Persons declared incompatible by law or involved in legal prohibition proceedings may not be appointed Directors.

5.- *Directors may be executive or non-executive directors. In the category of non-executive directors, there may be shareholder directors, independent or external directors. These terms shall have the meaning given thereto by the legislation in force.*

6.- *The Board of directors, following a report from the Appointments, Remuneration and Sustainability Committee, shall appoint from among its members one Chairperson and, if appropriate, one or several Vice-Chairmen. In addition, the Board shall appoint, following a report from the Appointments, Remuneration and Sustainability Committee, a Secretary and, if appropriate, a Vice-Secretary. The Secretary and the Vice-Secretary need not be members of the Board.*

7.- *Whenever decided by the Board of directors and, in any event, when its Chairperson has executive director status, the Board of directors shall appoint a coordinating director from among independent directors, with the duties set forth by the legislation applicable.*

8.- *Directors are required to perform their duties with the loyalty of a faithful representative, acting in good faith and in the Company's best interest, while respecting the principle of equal treatment of shareholders and fulfilling their position with unity of purpose and independence of thought. In addition, directors must perform their duties and comply with the obligations imposed on them by Law, by these By-laws and by any other internal provisions with the diligence of an orderly businessman."*

"Article 26.- Delegation of powers.

1.- *The Board of Directors may designate from among its members an Executive Committee or one or several Managing Directors, specifying the persons who will fulfil such positions and their procedure of action, with the option to delegate to them, wholly or partially, on a temporary or permanent basis, any competence except those that may not be legally delegated.*

2.- *To be valid, the permanent delegation of any power of the Board of Directors to one Executive Committee or to one or several Managing Directors, and the appointment of the directors who will fulfil these positions, shall require the favourable vote of two thirds of the members of the Board and shall not be effective until the relevant resolutions are filed with the Register of Companies. If powers are permanently delegated to an Executive Committee, at least two of its members shall be non-executive directors, with one of them being an independent director. The Secretary of the Executive Committee shall be that of the Board of Directors.*

3.- *In any event, the Board of Directors shall designate an Audit Committee and an Appointments, Remuneration and Sustainability Committee."*

"Article 28.- Appointments, Remuneration and Sustainability Committee.

The Appointments, Remuneration and Sustainability Committee shall consist at least of three directors appointed by the Board of directors, and all of them must be non-executive directors. This Committee shall be made up of the number of independent directors to be set forth by Law from time to time.

The Appointments, Remuneration and Sustainability Committee shall appoint one Chairperson from among its members, who must be an independent director.

The powers of the Appointments and Remuneration Committee shall be those established from time to time by the legislation in force, and those that may be assigned to the Committee by Board of directors, specifically or on a general basis."

Eleventh. - Amendment to article 22 (“Term of office”) of the By-laws.

It has been agreed to approve the amendment to article 22, “Term of Office”, of the By-laws, in order to shorten from four to [three] years the term of office of directors. This article shall henceforth be drawn up as follows:

“Article 22.- Term of office.

Directors shall hold office for a period of [three] years and may be re-elected, once or more times, for terms of equal duration. Upon expiry of this term, directors shall cease to hold office when the next General Meeting is held, or the legal period established for holding the General Meeting has elapsed.”

VI. Informative item

Twelfth.- Information to the General Meeting of Shareholders regarding the amendments to the Board of Directors’ Regulations approved since the previous General Meeting of Shareholders.

All shareholders are hereby informed of the amendments made to a number of articles of Greenergy Renovables, S.A.’s Board of Directors’ Regulations in order to: (i) adapt all references therein to the new name of the Appointments and Remuneration Committee, namely the “Appointments, Remuneration and Sustainability Committee”, while adding new functions in the field of sustainability; and to (ii) shorten from four to [three] years the term of office of directors.

VII. Item regarding the delegation of powers

Thirteenth. - Delegation of powers to formally execute, interpret, remedy, implement and register, as appropriate, the resolutions adopted at this meeting.

It has been agreed to give power of attorney to the members of the Board of Directors, [as well as to the Secretary of the Board of Directors], so that any of them, acting on a joint and several basis and indistinctly, may appear before a notary so that the resolutions, together with such covenants, statements and representations directly or indirectly linked to these resolutions as are found necessary or expedient, may be recorded in a public deed; to make such clarifications or rectifications as are deemed necessary or advisable, as well as to interpret, specify or complement the resolutions adopted by the General Meeting of Shareholders and, more generally, to execute such public and/or private documents as may be necessary or expedient to implement the aforesaid resolutions and to have them entered in the relevant public registries; and, more particularly, to execute such public or private documents as may be required to have the adopted resolutions entered in Spain’s Register of Companies, including the power to request the partial registration thereof and to remedy or rectify the same in accordance with the verbal or written determination made by the Registrar of Companies.

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