



GREENERGY RENOVABLES, S.A.

ORDINARY GENERAL MEETING OF SHAREHOLDER (APRIL 2023)

BOARD OF DIRECTORS' REPORT CONCERNING THE PROPOSAL FOR A RESOLUTION AUTHORISING THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL UNDER ARTICLE 297.1.b) OF THE JOINT STOCK COMPANIES ACT AND THE POWER TO EXCLUDE THE PRE-EMPTIVE SUBSCRIPTION RIGHT (ITEM FIVE ON THE AGENDA).

1. PURPOSE OF THE REPORT

This report has been prepared by the Board of Directors of Greenergy Renovables, S.A. ("**Greenergy**" or the "**Company**") in connection with the authorisation given to the Company's Board of Directors to increase Greenergy's share capital, in accordance with 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 (the "**Joint Stock Companies Act**"), including the power to exclude pre-emptive subscription rights in accordance with the provisions of article 506 of the Joint Stock Companies Act, which is submitted for approval by the Ordinary General Shareholders' Meeting.

In accordance with the provisions of articles 286, 296.1, 297.1.b) and 506 of the Joint Stock Companies Act and related sections of the Register of Companies' Regulations, as approved by Royal Decree 1784/1996, of 19 July, the aforementioned proposed resolution submitted to the General Meeting of Shareholders requires the preparation of this report by the Company's Board of Directors.

2. JUSTIFICATION FOR THE PROPOSAL

Pursuant to the provisions of article 297.1.b) of the Joint Stock Companies Act, the General Shareholders' Meeting, subject to the requirements established for the amendment of the By-laws, may delegate to the Board of Directors the power to agree, on one or more occasions, to increase the Company's share capital at such time and in such amount as it may decide, without prior consultation with the General Meeting of Shareholders. Notwithstanding the foregoing, the nominal amount of the capital increase or increases, if any, agreed by the Board of Directors of the Company may not, in any event, jointly exceed an amount equal to half of the Company's share capital at the time of the authorisation (i.e., at the date of this report, 15,305,955 shares with a par value of 0.35 euro each), and the share capital increases must be completed within a maximum period of 5 years as from the date of the General Meeting of Shareholders' resolution. In turn, in accordance with section 286 of the Joint Stock Companies Act in connection with sections 296.1 and 297.1.b) of the Joint Stock Companies Act, the directors must prepare a written report justifying the proposal.

The Board of Directors understands that the reason for the proposed resolution submitted to the General Meeting of Shareholders lies in the appropriateness of providing the Company's management body with an instrument allowing it to raise the resources deemed necessary for the Company's interests in the shortest time possible, all within such limits and under such terms, deadlines and conditions as shall be agreed by the General Meeting. In this respect, the demands that the market imposes on commercial companies, and especially on listed companies, require their governing and administrative bodies to be in a position to make use of the possibilities offered by the corporate regulatory framework to provide rapid, effective responses to the needs that may arise in the course of business in the sectors in which large companies currently operate. However, it is often not possible

to assess in advance what the company's capital needs will be and to foresee the delays and increased costs that may result from the natural appeal made to the General Shareholders' Meeting to increase capital, making it difficult for the company to respond with the efficiency and agility required by the market.

As a result of the above, it is considered that the activity and the proper management of the Company's corporate interest make it advisable for the Board of Directors to be able to increase the share capital and to provide the Company with new equity without the delays and costs incurred when holding a General Meeting of Shareholders.

To this end, it has been proposed to the General Meeting of Shareholders to delegate to the Board of Directors the power to agree on increasing the Company's capital, on one or several occasions, up to the maximum amount permitted by law. The proposed resolution provides for the termination, as from the time of approval of the resolution proposed by the General Meeting of Shareholders, of the resolution adopted under item fourteen on the agenda of the Annual General Meeting of 29 June 2021 regarding the authorisation given to the Board to increase the capital.

In addition, and as permitted by section 506 of the Joint Stock Companies Act for listed companies, when the General Meeting delegates to directors the power to increase the share capital in accordance with section 297.1.b) of the Joint Stock Companies Act, it may also provide them with the power to exclude pre-emptive subscription rights when the interests of the Company so require.

In this regard, it is intended that the proposed resolution will include, as permitted by section 506 of the Joint Stock Companies Act, the attribution to directors of the power to exclude, in whole or in part, the pre-emptive subscription rights of shareholders when the interests of the Company so require, in accordance with the provisions of section 506 of the Joint Stock Companies Act. However, in accordance with the provisions of the aforementioned section 506 of the Joint Stock Companies Act, the Board of Directors' power to increase the share capital with exclusion of pre-emptive subscription rights is limited to no more than 20% of the share capital at the time of the authorisation (i.e., at the date of this report, 6,122,382 shares with a par value of 0.35 euro each).

The Board of Directors believes that this additional possibility, which increases the room for manoeuvre and the capacity to respond offered by the simple delegation of the power to increase the share capital under the terms of section 297.1.b) of the Spanish Companies Act, is mainly justified by the flexibility and agility with which it is sometimes necessary to act on financial markets to be able to take advantage of the times when market conditions are most favourable. In addition, the exclusion of pre-emptive rights generally has a less distortive effect on the trading of the Company's shares during the issuance period, which is usually shorter than in a rights issue, and reduces the costs associated with the transaction. It also allows the transaction to be tailored to potential international markets or accelerated *bookbuilding* techniques.

In any event, it is expressly stated for the record that the exclusion, in whole or in part, of the pre-emptive subscription right is simply a power granted by the General Meeting of Shareholders to the Board of Directors, the exercise of which shall depend on the Board of Directors itself deciding to do so in accordance with the corporate interest and the circumstances prevailing at any given time, always in accordance with the provisions of the applicable regulations. In the event that the Board of Directors decides to suppress the pre-emptive subscription right in relation to a specific capital increase that it may decide to conduct under the authorisation granted by the General Meeting of Shareholders, it

shall issue, at the time the increase is agreed, a report detailing the specific reasons of corporate interest justifying such measure. This report shall be accompanied, if required by applicable regulations, by a report from an independent expert other than the auditor. The report of the Board of Directors shall be made available to the shareholders and submitted to the first General Meeting held after the relevant resolution of issue together with, where appropriate, the report of the independent expert.

The proposal also contemplates the delegation to the Board of Directors of the power to carry out any actions that may be necessary or appropriate in relation to the issue and application for admission to trading of the new shares to be issued by the Company under the authorisation to increase the Company's share capital pursuant to the provisions of section 297.1.b) of the Joint Stock Companies Act.

PROPOSAL FOR A RESOLUTION AUTHORISING THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL UNDER SECTION 297.1.b) OF THE JOINT STOCK COMPANIES (CONSOLIDATED) ACT, TO BE SUBMITTED TO GREENERGY RENOVABLES, S.A.'S GENERAL MEETING OF SHAREHOLDERS.

"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 Greenergy Renovables, S.A. ("Greenergy" 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 Greenergy 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, Greenergy'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 Greenergy'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 to 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."

This report was drawn up and approved by the Board of Directors at its meeting of 22 March 2023.