

2022 ANNUAL REPORT OF THE AUDIT 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 Audit Committee.

Likewise, this report provides shareholders and other interested parties with an understanding of the activities carried out by Soltec’s Audit Committee (“**Audit 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.

Likewise, this report, in general terms, is adapted to Technical Guide 3/2017, on Audit Committees of public interest entities, so as to enable shareholders and other interested parties to understand the activities carried out by the Committee during 2022.

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 according to the Company’s internal regulations and best practices in Corporate Governance.

2. Regulation of the Audit Committee

The Committee is governed by the provisions of the applicable regulations

and laws, such as Article 529 *quaterdecies* of the Corporate Enterprises Act, as well as the provisions of the Company's Articles of Association, the Regulations of the Board of Directors and, by ways of reference, the GGC and the technical guide for audit committees.

Both the Articles of Association and the Regulations of the Board of Directors are available on Soltec's corporate website.

Although it is true that the Company is interested in complying with all the recommendations of the GGC, specifically that the Committee should have an independent regulation, the fact is that the development contained in the Regulations of the Board of Directors of the Company itself is sufficiently detailed, and therefore the approval of such additional regulation is not foreseen at this time.

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

3. Composition of the Audit 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. 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 Soltec's sector.

The Chair is an independent director. The Board of Directors has determined that they have the requisite knowledge, skills and experience. In addition, in 2022 he was appointed lead director, which promotes internal relations between the committees.

In the case of the Committee members, the above qualification is met. In accordance with good corporate governance practices, a member of the Committee will be deemed to have knowledge and experience in

accounting, auditing or both when they have:

- Expertise of accounting and/or auditing regulations.
- Ability to assess and interpret the application of accounting standards.
- Experience in preparing, auditing, analysing or evaluating financial statements with a certain level of complexity, similar to that of the Company, or experience in supervising one or more persons involved in such tasks.
- Understanding of the internal control mechanisms related to the financial reporting process.

In the case of the Company's Audit Committee, all of its members meet the qualifications.

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

<i>Director</i>	<i>Type</i>	<i>Position</i>
Mr Fernando Caballero de la Sen	Independent Director	Chairman
Ms Nuria Aliño Perez	Independent Director	Member
Mr José Morales Torres	External Proprietary Director	Member

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

As mentioned, 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 at the Audit Committee

In addition to the members of the Audit 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.

The Committee meetings were attended by the managers of those areas and items of the agenda that are required, such as the external audit team, the Internal Audit Director, the Risk Director, the Finance Director and the Finance and Administration team, and all those managers and employees of the Group that the Chair considered appropriate in order to have all the information necessary to carry out the deliberations of each of the items on the agenda.

5. Duties of the Audit Committee

The duties attributed to the Committee and its rules of operation are laid down in Article 23 of the Company's Articles of Association and developed in Article 14 of the current Board Regulations.

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

6. Operation of the Audit Committee

As regards its operation, the Committee carried out its activities during 2022, following the best practices of Corporate Governance and the recommendations contained in the Proposed Technical Guide on Audit Committees of public interest entities.

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. As mentioned, 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, the director of internal audit on all occasions, as well as by the persons he 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. These working sessions have been attended, on occasion, by the external audit team as well as members of the other committees in order to ensure the greatest possible transparency and coordination.

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 his recommendations or criteria for evaluation by all the members of the Board of Directors.

7. Meetings held

During 2022, the Audit Committee held 12 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 Audit Committee are described below:

a) External audit

In this section, the Company's auditors have reported to the Audit Committee on the most relevant aspects of the audit work in progress and periodic half-yearly information, as well as on those accounting aspects of importance, including the application of accounting standards, disclosing, if applicable, the existence of discrepancies between the Company's Management and the auditors.

Given that this year saw a change in the appointment of the external audit firm for the group, the Committee has ensured that there was an orderly handover of duties from day one and that there was an adequate transfer of relevant information between the outgoing and incoming audit team.

b) Internal audit

With respect to this section, the Audit Committee:

- Approved the audit plan for the year and evaluated compliance with its action plans in order to ensure that they satisfy the Company's actual needs.
- Supervised the contracting process for the renewal of the external auditors, avoiding arbitrariness, conflicts of interest or any internal dysfunction.
- Supervised the hiring process of the new auditor.
- Took the necessary actions for the direct and effective access of the person in charge of Internal Audit to the Audit Committee.
- It was ensured that the Audit Committee is adequately informed of significant changes in the internal audit action plan.
- It made sure that the action plans were executed as committed and on schedule, reporting to the Committee on their development and that no work was avoided in the main business risk areas, with adequate coordination with other assurance functions such as risk management and control or

regulatory compliance, as well as with the external auditor.

- Approved services other than auditing by the external auditor.

c) Risks

- It approved and carried out continuous monitoring of the company's risk map.
- It oversaw the group's risk function.
- It supervised the group's internal control.

d) Other matters discussed

- Guarantees granted by SPH in different transactions.
- Related transaction between Grupo Corporativo Sefran S.L. and Powertis S.A.U. and issuance of transaction report.
- Monitoring and approval of results 2022.
- Cash flow forecast report.
- Oversight and approval of the 2022 budget.
- Approval of the 2022 financial results.
- It reviewed the 2022 Financial Statements with the External Auditor.
- Preparation of the 2022 annual accounts.
- Status of the group's cash and its recurring review.
- Tax Compliance Report.
- Renewal of the members of the tax compliance body.
- Communications with the Spanish Securities Market Commission (CNMV) and the answers given to its requirements.
- Taxonomy report and integrated group report.
- Review and update of Soltec Colombia's audit action plans.
- Supervision of payment to group suppliers.

9. Assessment of the Audit Committee and progress

In compliance with Articles 529 *nonies* section 1 of the LSC and the Board Regulations, the annual assessment 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 Audit.

10. Conclusion

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

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

Madrid, 20 March 2023

Mr Fernando Caballero de la Sen
Chair of the Audit Committee