



# **ORDINARY GENERAL MEETING 2022**

## **PROPOSED RESOLUTIONS**

**Proposed resolution corresponding to item ONE on the Agenda (“Approval, if applicable, of the Individual Annual Accounts of SOLTEC, as well as the Consolidated Annual Accounts of SOLTEC with its subsidiaries, corresponding to FY2021”).**

A proposal is put to the General Meeting to approve the Annual Accounts (Balance Sheet, Profit and Loss Statement, Statement of Changes in Equity, Cash Flow Statements, Notes to the Annual Accounts) of SOLTEC POWER HOLDINGS S.A. for the year ended 31 December 2021, as well as the Consolidated Annual Accounts for the same year.

**Proposed resolution corresponding to item TWO on the Agenda (“Approval, if applicable, of the individual directors’ report of the Company, as well as the consolidated directors’ of SOLTEC with its subsidiaries, corresponding to FY2021”).**

A proposal is put to the General Meeting to approve the individual and consolidated Directors’ Report of SOLTEC POWER HOLDINGS S.A. for the year ended 31 December 2021.

**Proposed resolution corresponding to the item THREE on the Agenda (“Approval, if applicable, of the Company’s consolidated Statement of Non-Financial Information, corresponding to FY2021”).**

For the purposes of the provisions of Article 49.6 of the Commercial Code, a proposal is put to the Ordinary General Meeting to approve the Report on the non-financial information of the Soltec Group, corresponding to the financial year ended 31 December 2021.

The statement of non-financial information contained in the aforementioned report has been verified by Deloitte Auditores, S.L. and is available on the company’s corporate website, in the section corresponding to the Ordinary General Meeting of Shareholders.

**Proposed resolution corresponding to item FOUR on the Agenda (“Approval, if applicable, of the corporate management corresponding to FY2021”).**

A proposal is put to the Ordinary General Meeting to approve the management of the Board of Directors of SOLTEC POWER HOLDINGS S.A., corresponding to FY2021.

**Proposed resolution corresponding to item FIVE on the Agenda (“Approval, if applicable, of the proposed application of the Company's profit for FY2021”).**

A proposal is put to the General Meeting of Shareholders to approve the application of the Company's profit for FY2021, which reflects a loss of 1,167,000 euros, distributed as follows:

Basis of distribution:

Profit for the year	(1,167,000) €
	TOTAL (1,167,000.) €

Allocation:

Prior years' losses	(1,167,000.) €
	TOTAL (1,167,000) €”

**Proposed resolution corresponding to item SIX on the Agenda (“Approval, if applicable, of the Directors’ Remuneration Policy 2022-2025”).**

A proposal is put to the General Meeting of Shareholders to approve the new Directors’ Remuneration Policy for 2022 to 2025, both inclusive. The proposed amendment is accompanied by a specific report from the Company’s Appointments and Remuneration Committee justifying it and where, in summary, it is explained that the reason is to adapt to the new requirements established by the Spanish Corporate Enterprises Act, following its amendment by Law 5/2021.

The aforementioned report is available on the company’s corporate website, in the section corresponding to the Ordinary General Meeting of Shareholders.

**Proposed resolution corresponding to item SEVEN on the Agenda (“Appointment of Ernst & Young S.L. as statutory auditor of SOLTEC POWER HOLDINGS S.A. and the companies of its group, of their individual and consolidated annual accounts for FY2022, FY2023 and FY2024”).**

A proposal is put to the General Meeting to approve the appointment of Ernst & Young, S.L., holder of Corporate Tax Code B-78970506, with registered office at Calle Raimundo Fernández Villaverde, 65, 28003 Madrid, registered in the Mercantile Registry of Madrid (Volume 9364, Folio 68, Section 3, Sheet No. 87690-1, Entry 8130) and in the Official Register of Auditors (ROAC) under number S-0530, as Auditor of the individual and consolidated annual accounts for FY2022, FY2023 and FY2024 of SOLTEC POWER HOLDINGS S.A. and its consolidated group.

The proposal is accompanied by a specific report from the Company’s Audit Committee justifying the proposal and summarizing the process followed for the selection of the new auditor for the Soltec Group.

The aforementioned report is available on the company’s corporate website, in the section corresponding to the Ordinary General Meeting of Shareholders.

**Proposed resolution corresponding to item EIGHT on the Agenda (*“Favourable consultative vote, if applicable, on the Annual Report on Remuneration of the Company’s directors corresponding to FY2021”*).**

A proposal is put to General Meeting to approve, on a consultative basis, the Annual Report on Directors’ Remuneration of SOLTEC POWER HOLDINGS S.A. for the 2021 financial year, the text of which has been made available to the shareholders together with the rest of the documentation relating to the General Meeting since the date of its call.

**Proposed resolution corresponding to item NINE on the Agenda. (*“Delegation to the Board of Directors of powers for the interpretation, correction, supplementation, execution and implementation of all the resolutions adopted by the General Meeting of Shareholders, as well as to substitute the powers received from the Meeting of Shareholders and the granting of powers, for notarization and registration of said resolutions until the appropriate registrations are made”*)**

A proposal is put to the General Meeting:

1. To delegate to the Board of Directors of the Company the broadest powers to adopt such resolutions as may be necessary or advisable for the interpretation, correction, supplementation, execution and implementation of all the resolutions adopted by the General Meeting of Shareholders and, in particular, for the following acts, without limitation: (i) to clarify, specify and complete the resolutions of this General Meeting of Shareholders and resolve any doubts or aspects that may arise, correcting and completing any defects or omissions that may prevent or hinder the effectiveness or registration of the corresponding resolutions; (ii) to formulate the revised text of the Articles of Association and of the Regulations of the General Meeting of Shareholders, incorporating the amendments approved at this General Meeting of Shareholders; (iii) to execute such public and/or private documents and carry out such acts, legal business, contracts, declarations and transactions as may be necessary or required for the implementation and development of the resolutions adopted at this General Meeting; and (iv) to delegate, in turn, the powers conferred in the preceding paragraphs to one or more Directors, who may act jointly and severally and without distinction.

The power to remedy will include the power to make such modifications, amendments and

additions as may be necessary or advisable as a result of objections or observations raised by the regulatory bodies of the securities markets, the Stock Exchanges, the Mercantile Registry and any other public authority with powers relating to the resolutions adopted.

2. To delegate indiscriminately to the Chairman of the Board of Directors, Raúl Morales García, to the Secretary, Silvia Amateratsu Díaz de Laspra Morales, and to each member of the Board of Directors so that any of them, without discrimination, may (i) carry out such acts, legal business, contracts and transactions as may be appropriate in order to register the foregoing resolutions in the Mercantile Registry, including, in particular, and among other powers, the power to appear before a Notary Public to execute the public deeds or notarial acts necessary or appropriate for this purpose, to publish the corresponding announcements and to execute any other public or private document that may be necessary or appropriate for the registration of such resolutions, with express power to correct them, without altering their nature, scope or meaning; and (ii) to appear before the competent authorities and entities in relation to any of the resolutions adopted, in order to carry out the formalities and actions necessary for their implementation and effectiveness.

This proposed resolution was approved by the Board of Directors at its meeting held on 16 May 2022.

Silvia Amateratsu Díaz de Laspra Morales  
Secretary of the Board of Directors