



AUDAX RENOVABLES, S.A.

In accordance with the provisions of article 227 of the consolidated text of the Securities Market Act approved by the Royal Legislative Decree 4/2015, of 23 October 2015, Audax Renovables, S.A. (the "**Company**") informs of the following:

OTHER RELEVANT INFORMATION

In its meeting on 16 March 2021 the Board of Directors of the Company resolved to call the ordinary general meeting of shareholders of the Company on 21 or 22 April 2021 at 12:00 noon as the first call and the second call, respectively. The attached appendix features the notice calling the ordinary general meeting of shareholders and the proposed resolutions related to the items on the agenda.

Moreover, we inform that the call notice for the ordinary general meeting of shareholders of the Company to be held at one of the aforementioned dates will be published in the Catalan issue of El País and on the corporate website of the Company (www.audaxrenovables.com).

Due to the current situation of health alert caused by the COVID-19 pandemic and in compliance with the provisions of Royal Decree-Law 5/2021, of 12 March 2021, *on extraordinary measures for the support of business solvency in response to the COVID-19 pandemic*, the board of directors resolved that the ordinary general meeting be held remotely without the need for the shareholders and their representatives to be physically present, through the corporate website of the Company and in accordance with the participation rules established in the attached notice.

The documents referred to in section "Right to information" of the attached notice are made available to the shareholders at the Company's head office and on the corporate website of the Company, on the terms stipulated in the notice, and will be available uninterruptedly on the Company's website at least until the date of the ordinary general meeting of shareholders.

Badalona, 16 March 2021

Francisco José Elías Navarro
Chairman of the board of directors
of Audax Renovables, S.A.



AUDAX RENOVABLES, S.A.

NOTICE CALLING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The board of directors of Audax Renovables, S.A. (the "**Company**"), in compliance with applicable legal and internal regulations and, in particular, in accordance with Royal Decree-Law 5/2021, of 12 March 2021, *on extraordinary measures for the support of business solvency in response to the COVID-19 pandemic*, has resolved to call the shareholders of the Company to the ordinary general meeting, which is to be held on 21 April 2021 at 12:00 noon at the first call or, otherwise, at the second call at the same time on 22 April 2021. The general meeting is expected to be held at the first call.

Due to the situation of health alert caused by the COVID-19 pandemic, and in compliance with the provisions of the aforementioned Royal Decree-Law 5/2021, the ordinary general meeting will be held remotely without the need for the shareholders and their representatives to be physically present, through the corporate website of the Company (www.audaxrenovables.com) and in accordance with the participation rules established in this notice, and will be considered as held in the Company's registered office.

The ordinary general meeting of shareholders of the Company is called in order to debate and resolve the matters featured on the meeting agenda:

AGENDA

1. Examination and approval of the individual annual accounts and of the individual directors' report for the year 2020
2. Examination and approval of the consolidated annual accounts and of the consolidated directors' report for the year 2020
3. Examination and approval of the proposal for allocation of profit for the year 2020
4. Examination and approval of the non-financial information statement for the year 2020
5. Approval of the management performed by the board of directors and its committees in the year 2020
6. Changes to the composition of the board of directors
7. Appointment of Ms Ana Isabel López Porta as member of the board of directors of the Company
8. Appointment of Ms María Rosa González Sans as member of the board of directors of the Company
9. Formal acknowledgement of the designations of the directors as well as the composition and allocation of duties within the Company's board of directors



10. Consultative vote on the annual report on the remuneration of directors for the year 2020
11. Approval of the directors' remuneration policy of the Company
12. Approval of the maximum amount of remuneration to all the directors in their capacity as such
13. Approval of the annual amount of remuneration to all the directors with executive duties
14. Approval of the amendments to the Company general meeting of shareholders' operation scheme and of the subsequent amendment to article 10 of the Company's articles of association
15. Approval of the amendments to article 1, 3, 5 and 7 of the regulations of the general meeting of shareholders in order to change the Company's registered name and the operation scheme of the general meeting
16. Transformation of the issue of ordinary unsecured bonds of the Company worth up to EUR 150,000,000 into bonds which are convertible into or exchangeable for Company's shares
17. Approval of the bases and modalities of the conversion or exchange
18. Increase of the Company's share capital by the amount necessary to address the conversion requests
19. Exclusion of the pre-emptive subscription rights in relation to the share capital increase approved in item 18 above
20. Special delegation of powers in connection with items 16, 17 and 19 above
21. Approval of the re-election of KPMG Auditores, S.L. as the auditors of the individual and consolidated financial statements of the Company for the year 2021
22. Any other business
23. Delegation of powers for the full formalisation and implementation, interpretation, rectification, supplementation or elaboration and registration of all the resolutions adopted by the general meeting of shareholders



Right of information

From the moment of publication of this notice calling the general meeting the shareholders may check at the Company's office and view on its website (www.audaxrenovables.com) the documents listed below, and obtain from the Company a free copy of the documents:

- Notice calling the general meeting of shareholders.
- Total number of shares and voting rights at the date of the notice.
- Proposed resolution regarding each item on the agenda, submitted by the board of directors for the approval of the general meeting.
- Annual accounts and directors' report of the Company and of its consolidated group of companies for the year 2020, which include the non-financial information statement, with regard to the consolidated directors' report, and the auditor's reports, both individual and consolidated, as well as the independent verification report concerning the non-financial information statement.
- Annual report on corporate governance for the year 2020.
- Information of the board of directors regarding the proposal for changing the issue of ordinary bonds of a maximum nominal value of EUR 150,000,000 into bonds which are convertible into or exchangeable for company's shares with exclusion of the pre-emptive subscription right.
- Terms and conditions of the bonds convertible into or exchangeable for company's shares with exclusion of the pre-emptive subscription right.
- Special report issued by an independent expert regarding the issue of bonds convertible into or exchangeable for shares with exclusion of the pre-emptive subscription right in connection with articles 414, 417 and 511 of the Spanish Corporate Enterprises Act ("**LSC**") as well as the ratification of that report.
- Annual report on the remuneration of directors for the year 2020.
- Information on the annual evaluation of the activities of the audit committee and of the appointments and remuneration committee for the year 2020.
- Report on auditor's independence.
- Report on related party transactions carried out by the Company in the year 2020.
- Information of the appointments and remuneration committee regarding the proposal for the appointment of Ms Ana Isabel López Porta and Ms María Rosa González Sans as members of the board of directors.
- Information of the board of directors outlining reasons for the proposed appointment of



Ms Ana Isabel López Porta and Ms María Rosa González as members of the board of directors.

- Proposal for the directors' remuneration policy and the information of the appointments and remuneration committee issued for that purpose.
- Information prepared by the Company's board of directors regarding the amendment to article 10 of the Company's articles of association.
- Information prepared by the Company's board of directors regarding the amendment to article 1, 3, 5 and 7 of the Company's articles of association.
- Proxy card and remote voting card.
- Rules governing proxy appointment and remote voting.
- Rules governing remote attendance.
- Access instructions for the purpose of following the live transmission of the meeting (*streaming*).

Until the fifth day inclusive before the date of the general meeting, the shareholders, by submitting a written notice to the directors, may request information or explanations or ask questions regarding the items featured on the agenda or regarding the information accessible to the public and submitted by the Company to the Comisión Nacional del Mercado de Valores (National Securities Market Commission) since the last general meeting, i.e. since 9 July 2020, and regarding the auditor's report. The information requests shall comply with the rules established in article 4 of the regulations of the general meeting of shareholders.

Likewise, in accordance with the provisions of article 518 LSC, from the moment of publication of this notice and until the date of the general meeting, the shareholders at their discretion may consult on the Company's website the information specified in that article.

In order to comply with article 539 LSC, a Shareholder Forum has been made available on the Company's website. The rules of the forum as well as the form necessary for participation in the forum are available on the Company's website.

Right to attend the general meeting

Every shareholder - regardless of the number of shares that they hold, providing that the shares are registered to their name in the corresponding register at least five days before the date of the general meeting - has the right to attend the general meeting, after duly entering their name on the Company's website following the procedure specified in this notice.



Right to attend by proxy

Every shareholder who has the right to attend the general meeting may appoint a proxy, who is not required to be a shareholder to attend the general meeting, upon fulfilling the requirements and formalities demanded by law, by article 10 of the Company's articles of association and by article 5 of the regulations of the general meeting of shareholders. The proxy form may be submitted via post or electronic correspondence, as indicated in the following section. The proxy holder must keep the voting instructions for one year after the date the general meeting was held. Should no specific instructions be given, it shall be understood that the vote is in favour of the proposals formulated by the board of directors.

Every shareholder may have only one proxy at the general meeting. However, the proxy holder may represent several shareholders, in which case the proxy may cast different votes depending on the instructions obtained from each shareholder.

The proxy may always be revoked, and the remote attendance of the represented shareholder at the general meeting shall have the meaning of such revocation.

In the case of open representation request, the document of proxy shall contain, apart from the information specified in the previous paragraph, the meeting agenda and the indication of the way in which the proxy should vote in the case when no specific instructions were given. It shall be understood that specific voting instructions were given in favour of the proposals formulated by the board of directors when in the proxy document there is no indication that the vote should be against the proposal.

If the identity of the proxy is not specified, it shall be understood that the proxy has been granted to whichever of the following: the chairman, the deputy chairman or the non-member secretary of the board of directors. Should the appointed proxy be affected by conflict of interest when voting any of the proposals, on or off the agenda, submitted to the general meeting, and if the proxy grantor did not give specific voting instructions, the proxy shall be understood to have been granted individually to whichever of the following and in the following order (for the case when any of them would also be affected by conflict of interest): (i) the chairman of the board of directors, (ii) the deputy chairman of the board of directors; and (iii) the non-member secretary of the board of directors.

The entities authorised in their capacity as registered shareholders, but acting on behalf of several persons, may in any case split their vote and cast it in divergent ways following different voting instructions received. These intermediary entities may delegate the voting right to each indirect holder or to a third party designated by them, without restriction on the number of delegations granted.

In any case, the proxy, before being appointed, should provide detailed information to the shareholder regarding the existence of conflict of interest. If the conflict appears after the appointment and the represented shareholder was not aware of its possible existence, the proxy shall give such information immediately. In both cases, if no new voting instructions are given for the vote regarding each of the items to be voted on behalf of the shareholder, the proxy shall abstain from casting the vote.



Delegation of voting rights and remote voting

In accordance with the decision of the board of directors, the shareholders with the right to attend the general meeting may delegate their voting rights or cast their vote concerning the proposals featured on the agenda before the general meeting by means of remote communication, providing that the identity of the person exercising the right to vote or to delegate the vote is duly ascertained and the security of the electronic communication is guaranteed. The shareholder who intends to appoint a proxy or to vote remotely shall indicate if they mean to vote for or against each item featured on the agenda. As mentioned in the previous section, if there is no indication whether the vote should be cast for or against any of the items on the agenda, it shall be understood that the vote is in favour of the proposal of the board of directors regarding the items featured on the agenda. In the case when the proxy is extended to items not featured on the agenda specified in the notice calling the general meeting, if not indicated otherwise by the shareholder, it shall be understood that the shareholder gave specific instructions to the proxy holder to vote against such items not featured on the agenda.

As a result of the sanitary crisis and in order to facilitate the remote attendance to those shareholders who wish to use it, in accordance with the provisions of article 10 of the articles of association, the proxy granted or vote cast by means of remote communication until one day before the scheduled date of the general meeting in the first call, i.e. until 12:00 noon on 20 April 2021. This term is set for the Company to be able to check whether the person granting proxy or voting by remote communication means is a shareholder and the number of shares they hold, to which effect the Company shall compare the information provided by each shareholder with the data made available by the entity in charge of the register of shares. With regard to granting proxies and voting by electronic means, the Company shall implement a system of electronic time tracking through a third party and based on an objective source of time certification (time stamping system) in order to confirm the moment of reception of the proxy or electronic vote.

The means of communication which may be validly used to grant a proxy or to vote remotely are specified below:

(a) By post

In order to appoint a proxy or to vote by post, the shareholders shall fill in and sign the Proxy Card or Remote Voting Card, whichever is relevant, published for this purpose by the Company on its website (www.audaxrenovables.com). After filling in and signing - with handwritten signature - the card in the relevant section, the shareholder shall send it to the Company's official address (Calle Temple 25, 08911 Badalona), together with a copy of the shareholder's identity document, the certificate of ownership of shares and, if applicable, of the relevant delegation or proxy document.

(b) by electronic means of communication

The delegation of rights or, if applicable, the act of voting by means of electronic communication may be carried out through whichever of the following ways:



- (i) By downloading from the Company's website, from the section "General Meeting 2021", the Proxy Card or the Remote Voting Card, whichever is relevant, and sending it duly filled in and signed - with handwritten signature - together with a copy of the identity document of the shareholder and the certificate of ownership of shares as well as, if applicable, of the relevant delegation or proxy document, by electronic mail to the following address "investor.relations@audaxrenovables.com".
- (ii) Through the service of delegation of voting rights and remote voting made available in the section provided to this purpose on the Company's website, by filling in the Delegation Form or the Voting Form, whichever is relevant, following the instructions indicated therein, as well as any other instruction specified on each of the screens of the digital application. In order to send the delegation of voting rights or to vote remotely by this way, the shareholders shall identify themselves by one of the following means:
 - Electronic identity document
 - Digital certificate which is recognised and valid, has not been revoked, in accordance with the provisions of Law 59/2003, of 19 December 2003, *on electronic signature*, issued by the Certification Authority (Autoridad Pública de Certificación Española - Ceres) branch of the Spanish Royal Mint (Fábrica Nacional de Moneda y Timbre).
 - Credentials of "user and password", which the shareholder shall receive at their email address once their identity and shareholding is verified, at their request and through the electronic platform. The shareholder wishing to prove their identity through credentials of "user and password" shall request these from the Company before 12:00 noon on 20 April 2021.

The Company reserves the right to modify, suspend, cancel or restrict the delegation or remote voting mechanisms where technical or security reasons so suggest or require, and shall bear no liability to third parties for any of such decisions, independent of the Company's will, if in consequence the delegation of voting rights or remote voting is made impossible. The Company shall also not be held liable for any harm which may be caused by overload, breakdown, failed connection, faulty connection or similar as well as any other event beyond the Company's control, which may temporarily hinder the use of said systems of delegation of voting rights or remote voting.

Remote attendance

Due to the health alert situation caused by the COVID-19 pandemic, and in compliance with the provisions of Royal Decree-Law 5/2021, in order to protect the health of the shareholders, employees, managers, suppliers and other persons engaged in preparing and carrying out the general meeting, and in order to ensure the exercise of rights and equal treatment of the shareholders, the board of directors has resolved to allow only remote attendance to the general meeting, following the rules approved for that purpose and published on the Company's website, in section "General Meeting 2021".



(a) Registration of shareholders and proxy holders for the purpose of remote attendance

The shareholders who wish to attend remotely the general meeting shall register on the Company's website (www.audaxrenovables.com), from the date of publication of this notice, until 12:00 noon of 20 April 2021. In order to prove their identity, the shareholders or their proxy holders shall identify themselves by one of the following means:

- (i) Electronic identity document
- (ii) Digital certificate which is recognised and valid, has not been revoked, in accordance with the provisions of Law 59/2003, issued by the Certification Authority (Autoridad Pública de Certificación Española - Ceres) branch of the Spanish Royal Mint (Fábrica Nacional de Moneda y Timbre).
- (iii) Credentials of "user and password", which the shareholder or their proxy shall receive at their email address once their identity and shareholding is verified, at their request and through the electronic platform. The shareholder wishing to prove their identity through credentials of "user and password" shall request these from the Company before 12:00 noon on 20 April 2021.

In order for the shareholder to be able to log onto the Company's website and attend remotely the general meeting by a proxy or attorney-in-fact, the proxy or attorney-in-fact who will complete on their behalf the registration process shall prove beforehand their authorisation to act on behalf of the shareholder and their identity by sending the attendance card issued to the shareholder by the Company or by the entity where the shareholder keeps deposited their shares, duly filled in and signed - with handwritten signature - together with a copy of the identity document, Foreigners' Identity Number or passport of the proxy or attorney-in-fact, in order to attend the general meeting, as well as a copy of the document granting power or confirming the position which allows them to act on behalf of the shareholder, to the e-mail address "investor.relations@audaxrenovables.com", before 12:00 noon of 20 April 2021. Once the documents are received and verified by the Company, the proxy or PoA holder may attend the meeting remotely and exercise their power according to the procedure approved by the board of directors.

If the proxy wishes to prove their identity on the platform of remote attendance through the "user and password" credentials, they should indicate such wish to the Company at the registration in order to be granted this means of access.

The shareholders and their proxies or attorneys-in-fact who do not fulfil the registration requirements on the terms and within the deadlines specified in previous sections will not be able to attend the general meeting remotely, because no additional attendance will be allowed after the deadline hour established for the registration process.

(b) Connection and attendance at the general meeting

The shareholder (or, if applicable, their proxy) registered beforehand in accordance with the rules specified in the previous section, shall connect to the general meeting through the remote attendance platform between 10:00 a.m. and 11:45 a.m. on 21 April 2021. If the



general meeting is not held at the first call, such information will be given on the communication platform, and the shareholder shall connect the next day within the same time frame as indicated before in order to attend the general meeting at the second call.

No connection in order to exercise the right to attend the meeting remotely will be allowed off the indicated time frame.

(c) Right to speak, be informed and submit proposals

The addresses, information requests and resolution proposals, when appropriate, shall be submitted in writing through the link made available for that purpose on the Company's website from the moment of registration and until 12:00 noon on the day of the general meeting. The maximum length of the document shall be of up to 2,000 characters. If the shareholder wishes that their address be included in the minutes of the general meeting, they should indicate such wish clearly and expressly at the beginning of their document. Information or explanation requests submitted by the shareholders and their representatives will be answered verbally during the general meeting or in writing within seven days after the meeting.

(d) Right to vote

The shareholders and shareholders' proxies attending the general meeting may vote the proposals of resolutions concerning the agenda items through the link and ballot made available for that purpose on the Company's website from the moment of registration until the moment when the vote on each proposal is declared concluded, which will be indicated accordingly during the general meeting. A vote on proposals concerning items not featured on the agenda will be carried out through the link and ballot made available for that purpose on the Company's website from the moment when the proposal is read and put to a vote until the moment when the vote on the proposal is declared concluded, which will be indicated accordingly during the general meeting.

(e) Preference rules

Remote attendance of the shareholder or of their proxy shall invalidate any vote cast previously through any procedure established by the Company. Should the shareholder validly exercise their right to vote as well as their right to delegate the vote, the former will prevail over the latter. Likewise, the vote and the delegated vote cast through the means of electronic communication shall prevail over the vote cast by post.

(f) Other matters

The Company may modify the mechanisms of remote attendance at the general meeting should technical or security reasons so suggest or require. In any event, the Company shall make known such circumstance in due form and in good time through any means considered appropriate and shall inform of any modification which might arise and of the means of communication made available to the shareholders for the purpose of casting a vote. The



Company shall bear no liability to third parties for any of such decisions, independent of the Company's will, which may alter the plans concerning the features of the remote attendance. The Company shall also not be held liable for any harm which may be caused by overload, breakdown, failed connection, faulty connection or similar as well as any other event beyond the Company's control, which may temporally hinder the use of the systems of remote attendance.

Transmission of the general meeting of shareholders

There will be a live transmission (streaming) of the general meeting on the Company's website (www.audaxrenovables.com), where the shareholders shall also find access instructions. The shareholders should note that mere access to the live transmission (streaming) of the general meeting through the indicated website is not equivalent to remote attendance, nor will it allow them to exercise their right to vote or right to speak during the meeting, for which purpose they should follow the procedure and access rules expressly approved to this end, outlined in the previous section.

Presence of a notary

The board of directors has decided to require the remote presence of a notary to record the minutes of the ordinary general meeting pursuant to article 203 LSC.

Supplement to the notice calling the general meeting and submission of proposals

The shareholders representing at least three per cent of the share capital may request the publication of a supplement to this notice, adding one or more items to the agenda, providing that the new items come with due justification or a justified resolution proposal. To this end, the shareholders must duly prove to the Company that they represent at least the required percentage of the share capital.

This right may be exercised by submitting in duly form the information on the supplement to the notice calling the general meeting, which shall be received at the Company's registered address within five days of the publication of this notice.

Moreover, the shareholders representing at least three per cent of the share capital may, within five days from the publication of this notice, submit justified proposals for resolutions regarding the items already featured or which should be featured on the agenda.

Data protection

The personal data provided by the shareholders to the Company for the purpose of exercising their right to attend the meeting, delegate their powers and vote, or provided by banks and companies and brokerage firms with whom the shareholders have deposited their shares, through the entity legally entrusted with keeping the book entry register, Iberclear, as well as the audiovisual recording of the general meeting, in order to facilitate the following and broadcast of the meeting, shall be processed for the purpose of managing the development, fulfilment and control of the shareholding relationship with the Company, as well as submitting the information requested by the shareholder. The shareholders are likewise



informed that the data shall be processed for the stated purposes. The shareholders shall have the possibility to exercise their rights of access, rectification, erasure, restriction, objection, data portability and the right to revoke their consent pursuant to the provisions of the General Data Protection Regulation and other applicable regulations, by means of written communication addressed to Audax Renovables, S.A.: Calle Temple 25, 08911 Badalona (Reference: Personal data).

Additional information

The Company shall notify through its website of any changes or special measures to be adopted in connection with the general meeting. In any event, the shareholders are requested to check - within days before the general meeting - any possible additional instructions which may be posted on the corporate website where the last information available at any time shall be displayed in order to enable all interested shareholders to exercise fully their rights, without physical presence at the general meeting.

Badalona, 16 March 2021.

Chairman of the board of directors

Francisco José Elías Navarro



**FULL TEXT OF THE PROPOSED RESOLUTIONS TO BE SUBMITTED TO THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2021 OF AUDAX
RENOVABLES, S.A.**

AGENDA

1. Examination and approval of the individual annual accounts and of the individual directors' report for the year 2020

Proposed resolution

To approve the Company's individual annual accounts for the financial year ended on 31 December 2020, comprised of the balance sheet, the income statement, the statement of changes in the net equity, the cash flow statement and the notes to the financial statements, all of them in the ordinary form, as drawn up by the board of directors and verified by the Company's accounts auditor whose opinion is stated in the auditor's report. To approve the individual directors' report for the financial year ended on 31 December 2020 (including the annual report on corporate governance), as drawn up by the board of directors.

The individual annual accounts and the directors' report were made available to the shareholders both at the Company's headquarters and on the Company's website from the publication date of the notice calling the general meeting.

2. Examination and approval of the consolidated annual accounts and of the consolidated directors' report for the year 2020

Proposed resolution

To approve the Company's consolidated annual accounts for the financial year ended on 31 December 2020, comprised of the balance sheet, the income statement, the statement of changes in the net equity, the cash flow statement and the notes to the financial statements, all of them consolidated, as drawn up by the board of directors and verified by the Company's accounts auditor whose opinion is stated in the pertinent auditor's report. To approve likewise the consolidated directors' report for the year ended on 31 December 2020 (including the non-financial information statement and the corresponding independent verification report, as well as the annual report on corporate governance), as drawn up by the board of directors and verified by an independent provider of verification services as stated in the pertinent verification report.

The consolidated annual accounts and consolidated directors' report were made available to the shareholders both at the Company's headquarters and on the Company's website from the publication date of the notice calling the general meeting.

3. Examination and approval of the proposal for allocation of profit for the year 2020

Proposed resolution

According to the approved individual income statement, in the financial year ended on 31 December 2020 the Company obtained a profit in the amount of EUR 16,812,748 which should be allocated in the way proposed by the board of directors, i.e. as follows:

- Dividend distribution: EUR 10,000,000
- To compensate losses from previous years: EUR 9,197,650

The distribution of dividend shall be carried out through the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) or its successor, and the board of directors shall be authorised, with expressly granted power of substitution, to establish (i) the date of determining the registered title holders entitled to receive the dividend, as well as (ii) the specific date of the payment of the dividend, and to (iii) designate the entity that will act as the payment agent and will carry out other necessary or pertinent operations for the purpose of a successful distribution from 1 July 2021.

4. Examination and approval of the non-financial information statement for the year 2020

Proposed resolution

Pursuant to the provisions of Law 11/2018, of 28 December 2018, *on non-financial information and diversity*, to approve the non-financial information statement of the Company for the year ended on 31 December 2020, as drawn up by the board of directors and verified by an independent provider of verification services as stated in the pertinent verification report.

The above mentioned statement is included in the consolidated directors' report for the year ended on 31 December 2020 and is an integral part thereof.

5. Approval of the management performed by the board of directors and its committees in the year 2020

Proposed resolution

To approve the management and all actions performed by the members of the board of directors and its committees in the year ended on 31 December 2020.



6. Changes to the composition of the board of directors

To change the composition of the board of directors so that in future it should comprise six (6) directors.

7. Appointment of Ms Ana Isabel López Porta as member of the board of directors of the Company

Proposed resolution

To appoint, upon information of the appointments and remuneration committee along with an endorsement report from the board of directors, Ms Ana Isabel López Porta, of legal age, Spanish nationality, married, whose address for this purpose is carrer del Temple 25, 08911 Badalona (Barcelona), holder of valid identity document number 43.437.501-T, as member of the board of directors of the Company, with designation as proprietary director, for a term of four (4) years pursuant to the Company's articles of association, with effect from the date of approval of this resolution.

For this purpose, pursuant to the Corporate Enterprises Act, we state that: (i) the board of directors prepared an endorsement report recognising the competence, experience and merits of the proposed candidate, attaching the copy of the report as an appendix to the minutes of the meeting; (ii) the proposal to appoint Ms Ana Isabel López Porta was preceded by a favourable report issued by the Company's appointments and remuneration committee; and (iii) the appointment proposal as well as the reports have been made available to the shareholders at the Company's headquarters and on the corporate website.

8. Appointment of Ms María Rosa González Sans as member of the board of directors of the Company

Proposed resolution

To appoint, upon information of the appointments and remuneration committee along with an endorsement report from the board of directors, Ms María Rosa González Sans, of legal age, Spanish nationality, whose address for this purpose is carrer del Temple 25, 08911 Badalona (Barcelona), holder of valid identity document number 46.691.096-S, as member of the board of directors of the Company, with designation as proprietary director, for a term of four (4) years pursuant to the Company's articles of association, with effect from the date of approval of this resolution.

For this purpose, pursuant to the Corporate Enterprises Act, we state that: (i) the board of directors prepared an endorsement report recognising the competence, experience and merits of the proposed candidate, attaching the copy of the report as an appendix to the minutes of the meeting; (ii) the proposal to appoint Ms María Rosa González Sans was preceded by a favourable report issued by the Company's appointments and remuneration committee; and (iii) the appointment proposal as well as the reports have been made available to the shareholders at the Company's headquarters and on the

corporate website.

9. Formal acknowledgement of the designations of the directors as well as the composition and allocation of duties within the Company's board of directors

Proposed resolution

Upon resignation of Mr Rubén Clavijo Lumbreras on 15 March 2021 from his post as independent director, and pursuant to the above and previous resolutions, it is formally acknowledged that the composition of the Company's board of directors and the allocation of duties within it is as follows:

- Chairman: Mr Francisco José Elías Navarro (executive director).
- Deputy Chairman: Mr Eduard Romeu Barceló (executive director).
- Coordinating Director: Mr Ramiro Martínez-Pardo del Valle (independent director).
- Other members: Mr Josep Maria Echarri Torres (independent director), Ms Ana Isabel López Porta (proprietary director) and Ms María Rosa González Sans (proprietary director).
- Non-member Secretary: Ms Naiara Bueno Aybar.

10. Consultative vote on the annual report on the remuneration of directors for the year 2020

Proposed resolution

To approve, for consultative purposes, the annual report on the remuneration of directors for the year ended on 31 December 2020, which includes information on the Company's remuneration policy in force for the current year, a comprehensive overview of how the remuneration policy was applied during the year 2020 and detailed information on the individual remuneration accrued by each director.

The full text of the document was made available to the shareholders together with the rest of documents pertaining to the general meeting of shareholders in advance of the publication date of the notice calling the general meeting.

11. Approval of the directors' remuneration policy of the Company

Proposed resolution

Upon viewing the appointments and remuneration committee's report, the shareholders decide to approve the directors' remuneration policy formulated by the Company's board of directors on 16 March 2021 in compliance with the provisions of article 529 novodecies.2 of the Corporate Enterprises Act.

The aforementioned report of the appointments and remuneration committee and the text of the directors' remuneration policy of the Company were made available to the shareholders together with the rest of the documents pertaining to the general meeting of shareholders on the date when the call for the meeting was published.

12. Approval of the maximum amount of remuneration to all the directors in their capacity as such

Proposed resolution

In accordance with article 18 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the directors in their capacity as such for the year 2021 shall amount to EUR 300,000.

13. Approval of the annual amount of remuneration to all the directors with executive duties

Proposed resolution

In accordance with article 18 of the Company's articles of association, to approve the decision that the maximum total sum of remuneration to the executive directors for the performance of their executive duties for the year 2021 shall amount to EUR 350,000.

14. Approval of the amendments to the Company general meeting of shareholders' operation scheme and of the subsequent amendment to article 10 of the Company's articles of association

Proposed resolution

To approve the modification of the Company's operation scheme in order to allow the remote attendance of shareholders at the general meeting, providing that the identity of the shareholder or of their proxy may be duly confirmed, and their rights may be duly exercised, and if the board of directors admits such possibility in the notice calling the general meeting of shareholders.

In consequence, to amend article 10 of the Company's articles of association which henceforth will be as follows:

"Article 10. Every General Meeting of Shareholders, unless the articles of association provide otherwise, shall adhere to the provisions of the Corporate Enterprises Act with regard to the requirements concerning the publication and term of the notice calling the meeting, the operation scheme and development of the meeting, the shareholders' rights to be informed, attend and be represented at the meeting, the drawing up and approval of the minutes of the meeting and, in general, any matter which may arise in connection with the meeting. The quorum required to hold the General Meeting shall be governed by the provisions expressly set forth in these articles of association.



Remote attendance at the General Meeting through remote, simultaneous and bidirectional connection shall be admitted providing that the state of technology allows it and the Board of Directors resolves so, and providing that the identity of the shareholder and of their proxy may be duly confirmed and their rights may be duly exercised. Such possibility shall be expressly stipulated in the notice calling the General Meeting, indicating the terms, forms and modes in which the shareholders and their proxies will be able to exercise their rights in order to ensure and allow an orderly development of the General Meeting.

The attendance at the General Meeting and the vote on the proposals featured on the agenda may be delegated or exercised directly by the shareholder by post and, if the Board of Directors admits such possibility in the notice calling the meeting, by electronic means or any other means of remote communication, insofar as the identity of the person attending or voting may be duly verified and the security of the electronic means ensured. The Board of Directors may develop and supplement the regulations concerning the remote vote and delegation of vote, as well as remote attendance set forth in these Articles of Association and in the Regulations of the General Meeting of Shareholders of the company by determining the instructions, measures, rules and procedures deemed appropriate for carrying out the process of voting and granting proxies through the means of remote communication as well as for remote attendance.

In any event, the Board of Directors shall adopt precise measures to avoid possible deceit and ensure that the person who cast the vote or granted the proxy by post or - where allowed by the Board of Directors in the notice calling the General Meeting - by means of remote communication, is indeed the person entitled to do so. The rules for development which the Board of Directors may adopt pursuant to the provisions of this section shall be published on the Company's website.

The matters belonging solely to the competence of the General Meeting of Shareholders shall be governed by the provisions of the Corporate Enterprises Act."

This amendment was featured in the report by the board of directors, pursuant to article 286 of the Corporate Enterprises Act, copy of the report along with the complete text of the proposed amendment and the rest of the documents pertaining to the general meeting of shareholders was made available to the shareholders on the date when the call for the meeting was published.

15. Approval of the amendments to article 1, 3, 5 and 7 of the regulations of the general meeting of shareholders in order to change the Company's registered name and the operation scheme of the general meeting

Proposed resolution

To amend article 1 of the regulations of the general meeting of shareholders in order to adapt it to the current registered name of the Company. Therefore, said article shall henceforth have the following literal wording:

"Article 1. Introduction

*The purpose of these regulations (the "**Regulations**"), approved by the General Meeting of Shareholders of AUDAX RENOVABLES, S.A. (the "**Company**") bearing in mind the provisions of article 512 of the Corporate Enterprises Act approved by Royal Legislative Decree 1/2010, of 2 July 2010 (the ("**Corporate Enterprises Act**") is to promote the participation of the shareholders in the General Meeting by setting forth the mechanisms, which will provide them with information and encourage them to contribute to the formulating of the Company's resolutions by exercising their right to take part in the debate and right to vote.*

These Regulations govern the organisation and operation of the General Meeting of Shareholders, its calling, preparation, information, attendance and development in order to assist the shareholders in exercising their rights.

These Regulations, and any amendment hereto, shall be submitted to the General Meeting of Shareholders for approval and shall be interpreted in accordance with the Articles of Association and applicable law.

These Regulations develop and supplement the legal and internal regulations applicable to the General Meeting of Shareholders, and are part of the Company's corporate governance rules. While formulating the Regulations, the recommendations of the unified good governance code of listed companies have been taken into account."

Moreover, to amend article 3, 5 and 7 of the regulations of the general meeting of shareholders in order to expressly regulate the remote attendance of the shareholders at the general meeting, by adjusting and implementing article 10 of the Company's articles of association, whose amendment has been proposed as item 14. Therefore, said articles shall henceforth have the following literal wording:

"Article 3. Calling the meeting

The Board of Directors shall call the ordinary General Meeting within the first six (6) months of each year, and the extraordinary General Meeting whenever it is considered suitable to the Company's interest.

Without prejudice to the above, the Chairman of the Board of Directors or their deputy, in a situation which they should deem of special importance for the Company, may call an extraordinary General Meeting to analyse the situation and adopt, if need be, suitable resolutions.

The General Meeting is called through a notice published in the Boletín Oficial del Registro Mercantil or in one of the most widely published journals in Spain, on the website of the Comisión Nacional del Mercado de Valores and on the Company's website, at least one (1) month before the scheduled date of the General Meeting.

The notice calling the General Meeting shall indicate the date of the meeting at the first call, and all the matters to be debated, specifying the items, if any, added to the agenda at the request of the shareholders entitled to do so. It may also set forth the day on which, if need be, the General Meeting shall be held at the second call, with an interval of at least 24 hours between the first and the second call. If the General Meeting, duly called, is not held at the first call, and the notice does not mention the date of the second one, it should be announced on the same terms of publicity as the first one within fifteen (15) days after the date of the General Meeting which did not take place and at least ten (10) days before the date scheduled for holding the General Meeting.

The notice calling the General Meeting of Shareholders shall also specify the date on which the shareholder must have the shares registered to their name in order to be able to participate and vote at the General Meeting, the place and manner to obtain the full text of the documents and resolution proposals, and the address of the company's website where the information shall be made available. Moreover, the notice shall provide information on the procedures to be followed by the shareholders in order to participate and vote at the General Meeting, including in particular the following information: (i) the right to request information, to add items to the agenda and to submit proposals of resolutions, as well as the deadline to exercise those rights pursuant to the provisions of the following paragraph; (ii) the system of voting by proxy, with a special indication of the forms to be used in order to delegate the vote and the measures to be adopted by the Company in order to be able to accept a notification of granting powers sent by electronic means if such possibility is allowed by the Board of Directors on the notice calling the meeting; (iii) the procedures established for remote participation and remote voting, be it by post or, if such possibility is allowed by the Board of Directors, by electronic means; and (iv) the procedures established for remote attendance, if remote attendance to the General Meeting through electronic means is allowed by the Board of Directors.

In addition, the shareholders representing at least three per cent (3%) of the share capital may submit justified proposals for resolutions regarding the items already featured or which should be featured on the agenda. This right may be exercised by submitting in duly form the relevant information, which shall be received at the Company's registered address within five days of the publication of the notice calling the General Meeting.

Moreover, the shareholders representing at least three per cent (3%) of the share

capital may request the publication of a supplement to the notice calling the General Meeting, adding one or more items to the agenda, providing that the new items come with due justification or a justified resolution proposal.”

"Article 5. Attendance and proxy

The shareholders who, on the date of the notice calling the General Meeting, have their shares recorded on the pertinent book entry register within five (5) days before the General Meeting is held.

The members of the Board of Directors shall attend the General Meetings either personally or duly represented by proxy.

The Chairman of the General Meeting of Shareholders may authorise at their discretion any other person to attend the General Meeting; however, the General Meeting may revoke such authorisation.

Likewise, pursuant to the provisions of the Articles of Association, remote attendance at the General Meeting through remote, simultaneous and bidirectional connection shall be admitted providing that the state of technology allows it and the Board of Directors resolves so, and providing that the identity of the shareholder and of their proxy may be duly confirmed and their rights may be duly exercised.

Moreover, the Board of Directors may approve further procedural rules of remote attendance at the General Meetings, as well as establish and update the means adapted to the state of technology in order to support remote attendance and electronic vote at the General Meetings, adjusting the system, if appropriate, to its implementing legal regulations and to the provisions of the Company's Articles of Association and of these Regulations.

The shareholders may be represented at the General Meeting by proxy, if the power is granted in writing and separately for each meeting. The appointment of the proxy by the shareholder and the notification of such appointment given to the company may be made in writing or, if allowed by the Board of Directors in the notice calling the meeting, by electronic means. The right to be represented shall be understood without prejudice to the legal provisions concerning family representation and granting of general powers.

If the represented shareholder has given instructions, the proxy must vote accordingly and must keep the instructions for one year after the date when the general meeting was held.

Every shareholder may have only one proxy at the General Meeting. However, the proxy holder may represent several shareholders, in which case the proxy may cast different votes depending on the instructions obtained from each shareholder.

The proxy may always be revoked, and the personal attendance of the represented shareholder at the meeting shall have the meaning of such revocation.

If the directors of the Company, the depository institutions of securities or those responsible for recording account entries request the proxy for themselves or for another party and, in general terms, whenever the request is made publicly, the document containing the power of attorney must include or have attached the agenda and the request for instructions to exercise the voting rights.

The entities authorised in their capacity as registered shareholders, but acting on behalf of several persons, may in any case split their vote and cast it in divergent ways following different voting instructions received. These intermediary entities may delegate the voting right to each indirect holder or to a third party designated by them, without restriction on the number of delegations granted.

In any case, the proxy, before being appointed, should provide detailed information to the shareholder regarding the existence of conflict of interest. If the conflict appears after the appointment and the represented shareholder was not aware of its possible existence, the proxy shall give such information immediately. In both cases, if no new voting instructions are given for the vote regarding each of the items to be voted on behalf of the shareholder, the proxy shall abstain from voting.”

"Article 7. Organisation and development of the sessions

The chairman and Secretary of the Board of Directors shall act as chairman and secretary of the General Meeting; otherwise, the persons appointed by the General Meeting shall perform the duties.

*The panel of the General Meeting (the **Panel**) shall be comprised of the Chairman, the Secretary and other members of the Board of Directors attending the meeting.*

The admission of the attendance cards and delegations of vote shall be closed at the hour scheduled for the commencement of the session of the General Meeting.

The attendance at the General Meeting and the vote on the proposals featured on the agenda may be delegated or exercised directly by the shareholder by post, and, if the Board of Directors admits such possibility in the notice calling the meeting, by electronic means or any other means of remote communication pursuant to the provisions of the Company's articles of association, insofar as the identity of the person attending or voting may be duly verified and the security of the electronic means ensured, and, in particular, through remote, simultaneous and bidirectional communication with the General Meeting, providing that the state of technology allows it and the identity of the shareholder or their proxy may be also duly verified and their rights may be duly exercised.

Prior to the commencement of the session, the attendance list shall be drawn up, specifying the status or representation of each person attending the meeting and the number of shares they hold on their own or on someone else's behalf. The number of shareholders attending personally or by proxy, as well as the share capital they hold shall be recorded at the end of the list specifying the amount of share capital

represented by the shareholders with voting rights.

The attendance list may be drawn up in a file or be recorded on a computer software. In such cases, the means used shall be specified in the minutes and the relevant identification procedure shall be stated on the cover of the software, signed by the Secretary and approved by the Chairman.

During the General Meeting any shareholder entitled to attend it may consult the attendance list, without delaying or postponing the normal development of the meeting once the Chairman has declared the General Meeting to be valid, and without the Panel of the General Meeting being required to read the list nor provide a copy thereof during the meeting.

Once the attendance list has been drawn up, the Chairman shall declare the General Meeting to be valid. The Chairman shall then invite the shareholders who wish to address the General Meeting in order to request information or table motions for resolutions on the items featured on the agenda or to make any other statement to be recorded, indicating previously their identity and the number of shares held and, if applicable, of the person they represent. The Chairman of the General Meeting and the persons designated to that purpose shall address their reports to the meeting. The Chairman will then give speaking time to the attendees who made such a request, after determining the order of their addresses. At that time the shareholders may request the reports and explanations considered necessary regarding the items featured on the agenda.

The requested information shall be provided by the Chairman, who may delegate this task to the Managing Director or to any other expert deemed appropriate. If the requested information is not available at the meeting, it should be made available to the shareholders within seven (7) days after the General Meeting, unless such information is unnecessary for the protection of the shareholders' rights, or there are objective reasons to believe that it could be used for external purposes or its publicity could be harmful to the Company or related companies (and providing that the request for information is not supported by shareholders representing at least twenty five per cent (25%) of the share capital.)

Moreover, within their address the shareholders may suggest the adoption of resolutions on matters off the agenda, referred to the General Meeting to debate and decide.

If the shareholders wish that the content of their address be included in the minutes, they should expressly request it.

The Chairman shall lead and organise the debate within the limits of the agenda, and shall conclude it at considering the matter sufficiently discussed.

The Chairman, while leading and organising the General Meeting and its sessions, shall have the following powers:

- (i) To organise the development of the shareholders' speeches, according to the terms set forth in these Regulations.*
- (ii) To supervise the shareholders' speeches, and request them, if necessary, to adhere to the agenda and to observe suitable orderly rules in their address.*
- (iii) To call the shareholders to order when their address is manifestly obstructionist or aimed at disturbing the normal course of the General Meeting.*
- (iv) To take the floor back when the time assigned for each address has expired or when, in spite of having been admonished pursuant to the above provisions, the shareholders persist in their conduct. When exercising this power, the Chairman may order any particularly disobedient shareholder to leave the room, and may adopt any other suitable measures so to make such request effective.*
- (v) To announce the outcome of the vote.*
- (vi) To settle any issues that may arise during the General Meeting about the rules established in these Regulations."*

16. Transformation of the issue of ordinary unsecured bonds of the Company worth up to EUR 150,000,000 into bonds which are convertible into or exchangeable for Company's shares

Proposed resolution

Pursuant to the report formulated by the Company's board of directors on 18 November 2020 (the "**Board of Directors' Report**"), the general meeting of shareholders resolves to approve, on general terms of bond issuance and in accordance with the provisions of article 286, 414.1 and 417.1 of Royal Legislative Decree 1/2020, of 2 July 2020, approving the consolidated text of the Corporate Enterprises Act ("**LSC**"), the transformation of the ordinary bonds worth up to EUR 150,000,000 with maximum maturity on the sixth anniversary of the date of issuance ("**Bonds**"), issued pursuant to the resolution of the board of directors adopted on 18 November 2020 (the "**Issuance**" and "**Issuance Resolution**", respectively) in order to transform the Bonds into bonds which are convertible into or exchangeable for Company's shares, which implies the entry into force of all the terms and conditions of bonds convertible into or exchangeable for Company's shares established and specified in said Issuance Resolution, and which became subject to the approval of the next general meeting of shareholders of the company to be held after the date of the Issuance Resolution (the "**Terms and Conditions**").

It is hereby stated that the requirements of article 511, 414, 417 and 286 LSC have been met and the information specified in those articles has been made available to the shareholders.



17. Approval of the bases and modalities of the conversion or exchange

Proposed resolution

To approve the following bases and modalities of the conversion and/or exchange of the Bonds, included in the Terms and Conditions:

- (i) The Bonds shall be convertible into Company's shares of new issuance and/or exchangeable for existing Company's shares, at the Company's discretion. For the purpose of the conversion and/or exchange, the value of the Bonds shall be measured at their nominal amount and the number of ordinary shares to be granted to the holders of the Bonds who would exercise their right of conversion or exchange shall be determined by dividing the nominal amount of the Bonds by the Conversion Price (according to the definition of the term given in the Board of Directors' Report) or exchange established pursuant to the Terms and Conditions.

Under no circumstances the value of a share for the purpose of conversion or exchange of the Bonds may be beneath its nominal amount. Likewise, the Bonds must not be converted into shares when the nominal amount of the former is beneath the nominal amount of the latter.

- (ii) In the course of the conversion and/or exchange of the Bonds the fractions of shares which, as the case may be, should be granted to the owner of the Bonds, shall be rounded down to the nearest integer, pursuant to the express provision of the Terms and Conditions stipulating that the owners of the Bonds shall not receive in cash the difference which in such case may arise.
- (iii) The Board of Directors, who may grant the power of substitution to any of its members or to a third party, shall have the right to choose at any time between the conversion into new shares of the Company or exchange for the shares outstanding, specifying the nature of the shares to be granted at the moment of carrying out the conversion or exchange of the Bonds, or even to decide to grant a combination of shares of new issue with pre-existing shares of the Company. In any event, the Company shall respect the equality of treatment of all the security holders who would convert and/or exchange their Bonds on the same day.

To approve likewise **Appendix 1** to this document, which contains the Terms and Conditions of the Issuance of Bonds (including the bases and modalities of conversion and/or exchange) featured in the Issuance Resolution.

18. Increase of the Company's share capital by the amount necessary to address the conversion requests

Proposed resolution

To increase of the Company's share capital by the amount necessary to address the conversion of Bonds. The amount of the capital increase will be determined by the definitive total nominal amount of the Issue of Bonds worth up to €150,000,000 and the Conversion Price (as defined in the Board of Directors' Report) or exchange rate pursuant to the Terms and Conditions. The amount of the capital increase will be determined, therefore, on the grounds of the maximum number of shares to be issued by the Company taking into account the Conversion Price (as defined in the Board of Directors' Report) or exchange rate pursuant to the Terms and Conditions.

Moreover, the general meeting resolves to request the new shares to be admitted to trading on the Barcelona and Madrid stock exchange, through the Spanish Stock Exchange Interconnection System (SIBE).

19. Exclusion of the pre-emptive subscription rights in relation to the share capital increase approved in item 18 above

Proposed resolution

To exclude entirely the pre-emptive subscription right belonging to the Company's shareholders in connection with the transformation of the Bonds in order to be able to transform the Bonds into bonds which are convertible into or exchangeable for Company's shares on the terms established in the Issuance Resolution, given that at the moment the Bonds are already issued and being traded by their current owners. The exclusion of the pre-emptive subscription right is approved with regard to the requirements of the Company's interest and the reasons stated in the Board of Directors' Report.

20. Special delegation of powers in connection with items 16, 17, 18 and 19 above

Proposed resolution

Without prejudice to the specific delegation of powers featured in previous sections, the general meeting resolves to authorise the Board of Directors, who may grant the power of substitution to any of its members and to the non-member secretary or to a third party of the choice of the Board of Directors, each and any one of them, in the broadest terms required by law, to implement this resolution, particularly by carrying out the necessary actions including, but not limited to, the following:

- (i) to appear before notary and formalise the corresponding deed of amendment to the issue of Bonds subject to this resolution, requesting pertinent registration of the deed in the Commercial Register of Barcelona, and carrying out any other formality which would be necessary or convenient to that purpose;

- (ii) with regard to the content of the requests made by the holders of the Bonds and of the decision adopted in order to address those requests: (i) to choose between the conversion into new shares or exchange for existing shares of the Company or for a combination of both, (ii) to execute in whole or in part (as the case may be) the resolution on the share capital increase, in each event when necessary in order to address the conversion of the Bonds, through the issuance of new ordinary shares of the same nominal value and the same content of rights as the ordinary shares existing at the date or dates of the execution of the resolution on capital increase, and give new wording to the article of the Company's Articles of Association regarding the capital, or (iii) to grant the pre-existing shares of the Company;
- (iii) to formalise on behalf of the Company all the necessary notarial deeds and documents in order to implement the resolutions adopted by the General Meeting of Shareholders, requesting pertinent registration of the deeds in the Commercial Register of Barcelona, and carrying out any other formality which would be necessary or convenient to that purpose;
- (iv) to rectify, clarify, interpret, specify or supplement the resolutions adopted by the General Meeting of Shareholders, in all the notarial deeds or documents drawn up in order to implement them and, in particular, any defects, omissions or errors, in the form or in substance, which could hinder the registration of the resolutions and of the consequences thereof in the Commercial Register of Barcelona;
- (v) to request the admission to trading of the issued shares on the stock exchange of Barcelona and Madrid, through the Spanish Stock Exchange Interconnection System (SIBE); and to submit, approve or sign the documents that would be necessary for the effective admission of the shares to trading; and
- (vi) in general, to carry out all the actions and sign all the documents which would be necessary or convenient for the validity, efficacy, development and implementation of the Issuance of Bonds and admission to trading.

21. Approval of the re-election of KPMG Auditores, S.L. as the auditors of the individual and consolidated financial statements of the Company for the year 2021

Proposed resolution

To re-elect for the position of auditors of the Company and of its consolidated group of companies, for the term of one (1) year, namely, for the task of carrying out the audit of the individual and consolidated annual accounts of the Company for the financial year between 1 January 2021 and 31 December 2021 the company KPMG Auditores, S.L. with its registered office in Madrid, Paseo de la Castellana, número 295 C, with tax identification number (NIF) B-78.510.153 and entered into the Commercial Register of Madrid in volume 11.961, folio 90, section 8ª, page M-188.007 and in the Official Register of Auditors under number S-0702.



22. Any other business

[According to the requests, if any, of the participants at the general meeting]

23. Delegation of powers for the full formalisation and implementation, interpretation, rectification, supplementation or elaboration and registration of all the resolutions adopted by the general meeting of shareholders

Proposed resolution

To authorise each and every member of the Company's board of directors, including the non-member secretary, each and any one of them, in the broadest terms, to act for and on behalf of the Company in order to complete all the necessary formalities and procedures, execute any public or private deed, including corrective documents in the broadest terms, necessary in order to notarise the resolutions adopted by the General Meeting of Shareholders and attain their successful implementation as well as registration and/or submission, in full or in part, when applicable, to the appropriate public registers.