DISCLAIMER: This is an unofficial English translation of an original document in Spanish and is provided for information purposes only. In case of any discrepancy between this translation and the original Spanish text, the Spanish version shall prevail.

PROPOSAL AND REPORT OF THE BOARD OF DIRECTORS OF HOLALUZ-CLIDOM, S.A. IN RELATION TO THE RE-ELECTION OF PROPRIETARY DIRECTOR INCLUDED IN ITEM 2.3. OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING WHICH IS CONVENED TO BE HELD ON 26 JUNE 2025, AT 11.00 HOURS, ON FIRST CALL, AND AT THE SAME TIME THE FOLLOWING DAY, WHERE APPROPRIATE, ON SECOND CALL

Barcelona, 20 May 2025

I. INTRODUCTION

Pursuant to article 529 *decies* of the Spanish Companies Act ("**LSC**"), the Board of Directors is responsible for proposing the appointment and re-election of members who are not considered independent directors.

The Board of Directors of HOLALUZ-CLIDOM, S.A. (the "**Company**" or "**HOLALUZ**", indistinctly), in compliance with the provisions of article 529 *decies* of the LSC, issues this report (the "**Report**") concerning the proposed re-election, and to the extent necessary, appointment, of Mr. Oriol Vila Grifoll, as director with the classification or category of proprietary director, for the statutory term of six (6) years, which is submitted for approval at the General Shareholders' Meeting which is convened "'to be held on 26 June 2025, at 11.00 hours, on first call, and at the same time the following day, where appropriate, on second call, as item 2.3 on the Agenda.

II. OBJECT OF THE REPORT

Under article 529 *decies* of the LSC, the proposal for the appointment or re-election of non-independent directors corresponds to the Board of Directors and must be accompanied by a report from the Board of Directors assessing (i) the competence, (ii) the experience and (iii) the merits of the proposed candidate. Likewise, the proposal for appointment or re-election of non-independent directors must be preceded by a report from the Appointments and Remunerations Committee.

Article 518. e) of the LSC includes among the information that must be published together with the announcement of the call to the general meeting, in the case of appointment, ratification, or re-election of members of the board of directors, the identity, curriculum vitae and category to which each of them belongs, as well as the proposal and reports referred to in article 529 *decies*.

In compliance with the foregoing, the Board of Directors of the Company proposes the re-election and, to the extent necessary, the appointment of Mr. Oriol Vila Grifoll as proprietary director of the Company for the statutory term of six (6) years, and issues the present report to assess the competence, experience and merits of the candidate proposed for the performance of the aforementioned position of proprietary director and to justify the

proposal for his re-election, and, to the extent necessary, his appointment, in compliance with the provisions of article 529 *decies* 5 of the LSC, for submission to the approval by the General Shareholders' Meeting which is convened to be held on 26 June 2025, at 11:00 hours, on first call, and at the same time on the following day, where appropriate, on second call.

This proposal and report are accompanied by the mandatory and prior report of the Appointments and Remunerations Committee on the candidate, which is attached as **Annex I**.

III. ASSESSMENT OF THE BOARD OF DIRECTORS

Given the approaching expiry of the term of appointment as director of Mr. Oriol Vila Grifoll, the Company initiated the corresponding process to assess his re-election and, to the extent necessary, his appointment as a proprietary director of the Company.

A. PROFESSIONAL PROFILE OF MR. ORIOL VILA GRIFOLL

Mr. Oriol Vila Grifoll holds a degree in Industrial Engineering from the Polytechnic University of Catalonia and an Executive *MBA* from the IESE Business School in Barcelona. His professional profile is characterised by a clear entrepreneurial vocation and extensive experience in key sectors such as renewable energies, technology, and digital innovation.

He started and developed his professional career in various companies, including Accenture, focusing on IT projects for global FMCG clients. Subsequently, he worked at Totvent 2000, related to renewable energies and at Helpmycash, a digital platform specialised in the comparison of financial products online.

In 2010, together with Ms. Carlota Pi and Mr. Ferrán Nogué, he co-founded HOLALUZ, actively participating in the definition and implementation of the business project. Mr. Vila Grifoll has been a member of the Board of Directors of the Company since its inception, initially as an executive director, and since December 2024, as a proprietary director. He has also been a member of the Audit and Compliance Committee and of the Appointments and Remunerations Committee of HOLALUZ.

Mr. Oriol Vila Grifoll complements his business career with a strong commitment to the

entrepreneurial and social ecosystem. He is co-founder of the IESE Entrepreneurs Club, promoter of the TrailWalker initiative, and founding member and Trustee of the Barcelona chapter of Conscious Capitalism, a foundation that promotes a business model based on values and purpose. He has also acted as a *business angel* in several *startups* and as an investor in funds managed by other entrepreneurs. He is also a member of SeedRocket Mentors, one of the most renowned *startup* accelerators in the Spanish technological environment.

Mr. Vila Grifoll also participates in other non-profit organisations, such as the SIFU Foundation, whose objective is to promote and foster the social and labour integration of people with disabilities and at special risk of exclusion and is a member of its Board of Trustees.

B. EVALUATION OF THE BOARD OF DIRECTORS

Mr. Oriol Vila Grifoll's professional career, closely linked to the development of HOLALUZ since its foundation, represents a strategic contribution of great relevance for the Company. His in-depth knowledge of the energy and technology sector, together with a solid humanist vision of innovation, sustainability, and social commitment, substantially enriches the deliberations and decisions of the Board of Directors.

His experience and his clear entrepreneurial and innovative spirit ensure that he has a profile of great value for the Board of Directors. His experience, merits, and skills have been demonstrated to date during his time as a director of the Company, initially as an executive director and subsequently as a proprietary director and as a member of both of the Company's current specialised committees, always maintaining a great willingness to contribute to the more strategic and technical aspects of corporate management.

The Board of Directors takes into consideration the report of the Appointments and Remunerations Committee, which is attached as **Annex I**, and considers that the curriculum vitae, professional profile and track record of Mr. Oriol Vila Grifoll demonstrate that he is the ideal candidate in terms of skills, experience and merits to be re-elected and, to the extent necessary, appointed as proprietary director of the Company, and that he is not affected by any cause of incompatibility, prohibition or conflict of interest.

C. CATEGORY

Mr. Oriol Vila Grifoll meets the conditions required in article 529 *duodecies* 3 of the LSC to

be appointed as a proprietary director of the Company due to his status as a significant shareholder of the Company.

IV. CONCLUSION OF THE BOARD OF DIRECTORS

Given the foregoing, the Board of Directors considers that Mr. Oriol Vila Grifoll meets all the requirements under the current legislation, the Articles of Association, and the Regulations of the Board of Directors for re-election and, to the extent necessary, appointment as director and, in particular, fulfils the requirements of respectability, suitability, recognised solvency, competence, experience, qualifications, training, availability and commitment necessary to continue to form part of the Board of Directors of the Company.

In light of the above, it deems justified and appropriate that Mr. Oriol Vila Grifoll be re-elected and, to the extent necessary, appointed director of the Company, with the category of proprietary director, by the General Shareholders' Meeting which is convened to be held on 26 June 2025, at 11.00 hours, on first call, and at the same time on the following day, where appropriate, on second call.

V. PROPOSED RESOLUTION

The proposed resolution of the Board of Directors which, following a report from the Appointments and Remunerations Committee, is elevated for submission to the approval of the General Shareholders' Meeting , as item 2.3 of the Agenda, is as follows:

"Pursuant to the proposal of the Board of Directors, following a report from its Appointments and Remunerations Committee, it is resolved to re-elect and, to the extent necessary, appoint Mr. Oriol Vila Grifoll, whose details are recorded in the Commercial Registry of Barcelona, as a director of the Company, with the category of proprietary director, for the statutory term of six (6) years as from the date of this General Shareholders' Meeting.

D. Oriol Vila Grifoll shall accept his position by any of the means permitted by law".

ANNEX I

REPORT OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE OF HOLALUZ-CLIDOM, S.A. IN RELATION TO THE PROPOSED RE-ELECTION OF MR. ORIOL VILA GRIFOLL AS A MEMBER OF THE BOARD OF DIRECTORS FOR SUBMISSION TO THE DECISION OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING WHICH IS CONVENED TO BE HELD ON 26 AND 27 JUNE 2025, ON FIRST AND SECOND CALL, RESPECTIVELY.

I. INTRODUCTION

This report is issued in compliance with the provisions of section 6 of article 529 *decies* of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Capital Companies Act (the "**LSC**") and its purpose is to report on the proposal for re-election and, to the extent necessary, appointment, made by the Board of Directors of Mr. Oriol Vila Grifoll as proprietary director to be submitted to the Board of Directors of HOLALUZ-CLIDOM, S.A. (the "**Company**" or "**HOLALUZ**", indistinctly) and its subsequent submission to the General Shareholders' Meeting.

Within the framework of the foregoing, sections 4 to 6 of article 529 *decies* of the LSC provide that proposals for appointment or re-election of members of the board of directors, in the case of non-independent directors, are the responsibility of the board of directors, and that such proposal must be accompanied by a supporting report from the board, and must also be preceded by a report from the Appointments and Remunerations Committee (the "**Committee**"). Pursuant to article 14.5 (i) of the Board of Directors' Regulations , the Committee is also responsible for assessing the skills, knowledge and experience required on the Board of Directors and, to this end, for defining the duties and aptitudes required from the candidates to fill each vacancy, as well as for assessing the time and dedication necessary for them to effectively perform their duties. Likewise, per article 14, section 5 (vi) of the Board of Directors' Regulations, this Committee is responsible for reporting on the proposals for the re-election of the remaining directors by the General Meeting of Shareholders.

For these purposes, the Board of Directors, after analysing its current composition and its current competences and needs, proposes the re-election and, to the extent necessary, the appointment of the proprietary director Mr. Oriol Vila Grifoll, a significant shareholder of the Company, which will be submitted for approval by the General Shareholders' Meeting, following a report from this Committee.

II. CANDIDATE

Mr. Oriol Vila Grifoll holds a degree in Industrial Engineering from the Polytechnic University of Catalonia and an *Executive MBA* from the IESE *Business School* in Barcelona. His professional profile is characterised by a clear entrepreneurial vocation and extensive

experience in key sectors such as renewable energies, technology, and digital innovation.

He started and developed his professional career in various companies, including Accenture, focusing on IT projects for global FMCG clients. Subsequently, he worked at Totvent 2000, related to renewable energies, and at Helpmycash, a digital platform specialised in the comparison of financial products online.

In 2010, together with Ms. Carlota Pi and Mr. Ferrán Nogué, he co-founded HOLALUZ, actively participating in the definition and implementation of the business project. Mr. Vila Grifoll has been a member of the Board of Directors of the Company since its inception, initially as an executive director, and since December 2024, as a proprietary director. He has also been a member of the Audit and Compliance Committee and of the Appointments and Remuneration Committee of HOLALUZ.

Mr. Oriol Vila Grifoll complements his business career with a strong commitment to the entrepreneurial and social ecosystem. He is co-founder of the IESE Entrepreneurs Club, promoter of the TrailWalker initiative, and founding member and trustee of the Barcelona chapter of Conscious Capitalism, a foundation that promotes a business model based on values and purpose. He has also acted as a *business angel* in several *startups* and as an investor in funds managed by other entrepreneurs. He is also a Mentor at SeedRocket, one of the most renowned *startup* accelerators in the Spanish technological environment.

Mr. Vila Grifoll also participates in other non-profit organisations, such as the SIFU Foundation, whose objective is to promote and foster the social and labour integration of people with disabilities and at special risk of exclusion, and is a member of its Board of Trustees.

III. CATEGORY OF DIRECTOR TO WHICH HE MUST BE ASSIGNED

Given the personal and professional characteristics of Mr. Oriol Vila Grifoll, in particular, given his status as a significant shareholder of the Company, per the provisions of article 529 *duodecies* 3 of the LSC, Mr. Vila Grifoll meets the conditions required to be appointed as a proprietary director of the Company.

IV. AVAILABILITY

Prior to the re-election and, where necessary, the appointment of Mr. Oriol Vila Grifoll, the Board of Directors of the Company has drawn up a calendar of ordinary meetings of the Board of Directors and its committees, adapting the needs of the Company to the dedication committed by the directors.

The candidate has been informed of the aforementioned planned calendar, in order to check his availability to prepare for the meetings of the Board of Directors and of the committees of which he may be a member, so that he can effectively provide the dedication required for the performance of the office for which he may be re-elected and, to the extent necessary, appointed.

V. CONCLUSIONS OF THE APPOINTMENTS AND REMUNERATIONS COMMITTEE

The Committee considers that the curriculum vitae and professional profile of Mr. Oriol Vila Grifoll accredits that he has the necessary skills, experience, and merits to perform his duties as proprietary director of the Company, per the regulations in force, bringing significant advantages to the management body, providing it with greater depth in its discussions and an additional vision based on experience. The Committee values his active participation in the strategic development of HOLALUZ very positively, as well as his deep knowledge of the business model, the competitive environment, and the energy sector, as a result of his direct involvement as co-founder and his continuous involvement in the evolution of the Company.

Mr. Oriol Vila Grifoll has played an important role in consolidating the purpose and values of HOLALUZ within the Board of Directors, contributing an innovative vision, an impact

orientation, and a differential approach to strategic decision-making. His profile significantly complements the composition of the Board, contributing to enriching debates and aligning corporate decisions with the principles of sustainability, responsible growth, and digital transformation.

Likewise, its previous participation in the Audit and Compliance Committee and the Appointments and Remunerations Committee has been positively valued for its proactive nature and its commitment to best corporate governance practices.

Because of the foregoing, and having verified that the candidate meets the general requirements demanded of all directors of the Company, per the current legislation, the Articles of Association and the Regulations of the Board of Directors, and likewise meets the requirements of suitability, honourability and non-concurrence in causes of incompatibility or conflict of interest, the Committee considers that Mr. Oriol Vila Grifoll meets the necessary conditions to continue to perform his duties as a director, with the category of proprietary director.

The Committee has concluded to report favourably on the re-election and, where necessary, the appointment of Mr. Oriol Vila Grifoll as a proprietary director of the Company.

VI. FAVOURABLE REPORT

Consequently, in light of the foregoing, the Committee deems justified and reports favourably on the proposal of the Board of Directors for the re-election and, to the extent necessary, the appointment of Mr. Oriol Vila Grifoll as proprietary director, which it intends to submit to the decision of the General Shareholders' Meeting which is convened to be held on 26 and 27 June 2025, on first and second call, respectively.

Barcelona, 20 May 2025