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**REPORT PREPARED BY THE BOARD OF DIRECTORS OF HOLALUZ-CLIDOM, S.A. IN RELATION TO THE PROPOSED CAPITAL INCREASE BY OFFSETTING CREDITS INCLUDED IN THE THIRD ITEM OF THE AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR APRIL 232025, AT 11:00 A.M., AT FIRST CALL, AND AT THE SAME TIME ON THE FOLLOWING DAY, IF APPLICABLE, AT SECOND CALL.**

This report is prepared in connection with the proposal to increase the share capital of the Company by offsetting the credit derived from the loan agreement convertible into shares of HOLALUZ-CLIDOM, S.A. ("**Holaluz**" or the "**Company**") for a principal amount of €15,519,999.60, with ICOSIUM Investment, S.L. ("**ICOSIUM**" or the "**Lender**") entered into on March 13, 2025 (the "**Agreement**" or the "**Loan**"), which is submitted for the consideration of the Extraordinary General Shareholders' Meeting of Holaluz, convened to be held at the registered office on April 232025, at 11:00 a.m., at first call or, in the event that there is not sufficient quorum, on April 24, 2025, at second call at the same place and time.

## 1. Purpose of the report. Description of the Operation

221,714.28, expressly providing, as indicated in section2.9 of this report, for the possibility of incomplete subscription, through the issuance and placement into circulation of 7,390.476 new ordinary shares of the Company, of the same class, series and par value as those currently outstanding and with the same rights as from the date on which the Company declares the Capital Increase subscribed and paid up (the "**New Shares**") at an issue price of 2.10 euros per share, i.e. 0.03 euros par value and 2.07 euros share premium per share (the "**Transaction**").

The par value and the issue premium corresponding to the New Shares will be paid in full by offsetting the Loan against the Company.

The aforementioned proposed resolution is submitted for the approval of the Extraordinary General Shareholders' Meeting called to be held exclusively by electronic means at the Company's registered office on April 232025, at 11:00 a.m., at first call or, if there is not a sufficient quorum, on April 24, 2025, at second call at the same place and time.

This report is prepared by the Board of Directors of the Company in compliance with the provisions of the following articles of the Consolidated Text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2, 2010 (the "**Capital Companies Act**"):

a) Article 286, regarding the corresponding amendment to the bylaws in connection with Articles 297.1 a) and 297.2, referring to the delegation to the Board of Directors of the power to set the date and establish the conditions of the capital increase (in all matters not provided for in the resolution of the General Shareholders' Meeting) already agreed by the General Shareholders' Meeting and to redraft the article of the bylaws relating to the share capital, once the increase has been agreed and executed; and

b) Article 301, in order to describe the proposal regarding the Capital Increase and, specifically: (i) the nature and characteristics of the credit that would be subject to compensation within the framework of the Capital Increase; (ii) the identity of the contributor of the referred credit; (iii) the number of shares

to be issued; (iv) the amount of the Capital Increase; and (v) the express statement of concordance of the data related to the credits with the Company's accounting records.

In view of the characteristics of the Capital Increase, which are detailed below, and in accordance with the provisions of Article 304 of the Capital Companies Law, there will be no preemptive subscription rights for the current shareholders of the Company in the Capital Increase.

The shareholders are then provided with an explanation of the Transaction proposed to the General Shareholders' Meeting, the reasons justifying the Capital Increase and the reports provided for in the Capital Companies Act for the purposes of article 286, in connection with articles 296, 297.1 a), 297.2 and for the purposes of article 301. Finally, the proposed resolution for the Capital Increase to be submitted for approval at the aforementioned Extraordinary General Shareholders' Meeting of Holaluz is included.

## 2. Report for the purposes of Article 286 of the Companies Law

### 2.1. Description, justification and context of the Operation

In order for the aforementioned proposed capital increase to be submitted for approval by the Company's General Shareholders' Meeting, it is mandatory, in accordance with the provisions of the aforementioned Articles 286, 296 and 297 of the Capital Companies Act, and insofar as the resolution to increase capital necessarily entails the amendment of Article 5 of the Company's bylaws relating to the amount of capital, that the Board of Directors prepare this report, which contains the justification for the proposed resolution to amend the bylaws.

Likewise, Article 287 of the Capital Companies Act requires that the notice of the general meeting must clearly state the points to be amended and state the right of all shareholders to examine at the registered office the full text of the proposed amendment and the report on the same, as well as the possibility of requesting the delivery or sending of such documents free of charge.

The Transaction is caused and justified by the Company's circumstances as it will contribute fundamentally to improving the Company's financial situation, strengthening its balance sheet, increasing the Company's equity and allowing the Company to increase its financial capacity, stabilize existing debt obligations with suppliers and continue developing its business, as well as improving its operating platform for natural gas and other green energies.

In order to achieve the above objectives on March 13, 2025, Holaluz and the Borrower entered into the Loan, the main features of which are as follows:

a) Disbursement Date: no later than April 30, 2025 (the "**Disbursement Date**").

b) Interest rate: only if the Penalty indicated below applies.

c) Conversion Price: The issue rate of the common shares to be issued in the conversion is €2.10 per share (the "**Conversion Price**"). The Conversion Price represented a premium of 52% with respect to the closing price of Holaluz shares in the session immediately prior to the signing of the Loan.

d) Necessarily convertible nature: the Loan is necessarily convertible into newly issued ordinary shares of Holaluz of the same class and series and with identical rights as those currently outstanding at maturity. The number of shares to be issued for the purpose of converting the Loan into newly issued ordinary shares of the Company will be determined by dividing the amounts due from the Company under the Loan by way of principal and, if applicable, any other item, by the Conversion Price. If the number of shares is not a whole number, such number shall be rounded down to the nearest whole number of shares above, and the remainder (spades) shall be paid in cash.

The total number of Holaluz shares to be issued upon conversion of the Loan into shares (considering only its principal amount) is equivalent to 28.99% of the Company's share capital before the transaction and 22.47% of the Company's share capital after the transaction.

e) Maturity Date: the same day of the Disbursement Date (the "**Maturity Date**").

f) Conversion Date: once the disbursement has been made, the Board of Directors, in use of the delegation conferred by the General Shareholders' Meeting pursuant to Article 297.1.a) of the Capital Companies Law, will execute the Capital Increase resolution by converting the principal amount and, if applicable, any other concept, between the Conversion Price (the "**Conversion Date**").

g) Penalty: in the event of non-execution by the Board of Directors of the Capital Increase under the terms provided in the Agreement, after the disbursement, interest, if any, will accrue on the Loan at 0.05% per day from the Disbursement Date until the Capital Increase is effectively executed or the principal of the Loan is repaid in full to the Lender by Holaluz, in accordance with the provisions of the Loan (the "**Penalty**").

The Board of Directors of the Company submits this Transaction to the Extraordinary General Shareholders' Meeting of the Company, understanding that it is in the Company's best interest to increase the Company's equity in order to strengthen its capital and financial structure to address the aforementioned objectives.

Likewise, this Transaction evidences ICOSIUM's support to Holaluz's strategy for the development of its business as well as its confidence in the Company's expectations in the medium and long term, which, after its recent entry as a strategic partner, would become the holder of a stake that could reach or exceed 33% of the Company's share capital after the Capital Increase.

On the other hand, as a sign of support for the transaction and proof of its positive impact on the Company's corporate interest, the founding shareholders of the Company, i.e., Ms. Carlota Pi Amorós, Mr. Ferrán Nogué Collgros and Mr. Oriol Vila Grifoll (the "Founding Shareholders"), have undertaken to exercise all the voting rights attributed to them in such capacity with the Lender in order to Oriol Vila Grifoll (the "**Founding Shareholders**") have undertaken vis-à-vis the Lender to exercise all the voting rights attributed to them in such capacity in order to: (i) vote at the Extraordinary General Shareholders' Meeting called to be held at the Company's registered office on April 23, 2025, at 11:00 a.m., on first call or at the meeting held on April 23, 2025, at 11:00 a.m., at the Company's registered office, on April 23, 2025, at 11:00 a.m., on April 23, 2025.00 hours, on first call or, if there is not a sufficient quorum, on April 242025, on second call at the same place and time, in favor of the approval of the Capital Increase; and (ii) if approved, to vote favorably in the Board of Directors on the resolution to implement the Capital Increase.

In this context, and in view of the condition for the disbursement of the Loan consisting of the prior approval of the resolution by the General Shareholders' Meeting of the Capital Increase, and the necessarily convertible nature of the Loan into common shares, and in short, in compliance with its commitment assumed in the Loan, the Board of Directors proposes to the Company's General Shareholders' Meeting the approval of the capital increase by offsetting credits in the terms detailed below (the "**Capital Increase**").

2.2. Current capital stock of the

764,661.57, represented by 25,488,719 shares of Euros 0.03 par value each, fully subscribed and paid up, all of them belonging to the same class and series, with identical voting and economic rights and represented by book entries.

656,661.57 represented by 21,888,719 shares with a par value of 0.03 euros each, fully subscribed and paid up, all of them belonging to the same class and series, with identical voting and economic rights and represented by book entries.

Between the date of signing of the Loan and the date of this report, the Company has implemented a capital increase by means of cash contributions amounting to 6,480,000 euros (of which 108,000 euros correspond to nominal value and 6,372,000 euros to share premium), through the issuance and placement into circulation of 3.600,000 new ordinary shares of the Company, of the same class and series as the shares of the Company currently in circulation, represented by means of book entries, equal, cumulative and indivisible, fully subscribed and paid up by ICOSIUM. 764,661.57, represented by 25,488,719 ordinary shares with a par value of 0.03 euros each, all of them belonging to a single class and series and represented by book entries.

2.3. Amount of the Increase

The Board of Directors proposes to carry out a capital increase for a nominal amount of 221,714.28 euros, providing, as indicated in section2.9 of this report, the possibility of incomplete subscription, by issuing and putting into circulation 7,390,476 new ordinary shares of 0.03 euros par value, belonging to the same class and series as those currently in circulation and with the same rights as from the date on which the Company declares the Capital Increase subscribed and paid up.

2.4. Type of

The issue price of the new shares amounts to 2.10 euros per share. Consequently, the share premium amounts to 2.07 euros per share and a total share premium of 15,298,285.32 euros.

Consequently, the total amount of par value and share premium for all the shares to be issued amounts to 15,519,999.60 euros.

2.5. Increase Consideration

The par value and the issue premium corresponding to the New Shares will be paid in full by offsetting the Lender's claim against the Company as indicated below.

2.6. subscription rights

Pursuant to the provisions of Article 304 of the Capital Companies Law, in the Capital Increase there will be no preemptive subscription right of the current shareholders of the Company over the New Shares.

2.7. Representation of Shares

The New Shares, as well as the existing shares, will be represented by book entries, whose accounting record is attributed to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its participating entities under the terms established in the regulations in force from time to time.

2.8. Rights of Shares

The New Shares will confer to their holders the same voting and economic rights as the Company's shares currently outstanding as from the date on which the Company declares the Capital Increase subscribed and paid up.

2.9. Incomplete subscription

Without prejudice to the provisions of Article 507 of the Capital Companies Law, the incomplete subscription of the Capital Increase is expressly provided for, and therefore, if it is not fully subscribed, the capital will be increased by the amount of the subscriptions made, with no effect as to the remainder.

2.10. Execution of the Increase

The Board of Directors will complete the terms and conditions, in all matters not provided for in the resolution of the Shareholders' Meeting, of the Capital Increase under the delegation of powers referred to in

this report, including the possibility of executing the Capital Increase in installments. In particular, the Board of Directors, pursuant to the provisions of Article 297.1.a) of the Capital Companies Act, may determine the date or dates on which the Capital Increase resolution must be executed within a maximum period of one year from the date of its adoption by the General Shareholders' Meeting, after which time the resolution will have no value or effect if it has not been executed.

2.11. Modification of

Without prejudice to the provisions of Article 297.2 of the Capital Companies Act, the Board of Directors shall amend the wording of Article 5 of the Company's bylaws to adapt it to the new amount of capital stock and number of shares resulting from the Capital Increase.

2.12. Application for

The incorporation of all of the New Shares in the BME Growth trading segment of BME MTF Equity will be requested and authorization will be granted to carry out the necessary or appropriate procedures and actions and to submit the necessary documents to the competent bodies for the listing of the New Shares issued as a result of the agreed Capital Increase, expressly stating the Company's submission to the rules that exist or may be issued regarding the aforementioned market and, especially, regarding trading, permanence and delisting.

## 3. Report for the purposes of Article 301 of the Capital Companies Law

The Loan subject to compensation as consideration for the Capital Increase is the one referred to below, with express indication of its holder and amount and date of granting, as these data are recorded in the Company's accounting records:

a) Nature and characteristics of the claim to be offset and identity of the

The credit to be offset derives from the Loan described so far in this report. The New Shares will be subscribed and fully paid by ICOSIUM Investment, S.L., a company incorporated under the laws of Spain, with registered office at Calle Floridablanca, number 98 Esc. P P. en Pta. 2, Barcelona, 08015, Spain, with tax identification number B-7283517 6, in force, and registered in the Commercial Registry of Barcelona, under volume 48568, Folio 117, Page B-588469, as creditor of the Company under the Loan indicated below:

| **CREDIT** | | | |
|---|---|---|---|
| **Creditor** | **Loan** | **Principal amount** | **Date of disbursement** |
| **ICOSIUM Investment, S.L.** | Loan necessarily convertible into shares of the Company's stock | 15.519.999,60€ | Maximum 30/04/2025 |

** Without considering interest, if applicable, at the rate of 0.05% per day, in case the Penalty materializes.*

15,519,999.60, which corresponds to the effective amount (nominal amount plus issue premium) of the Capital Increase that is the subject of this report, without prejudice to the possibility of incomplete subscription.

b) Number of shares to be issued and the amount of the increase

The par value and the issue premium of the New Shares will be fully paid up by offsetting the Loan object of the capitalization indicated in the table above, which will be automatically extinguished in the amount offset

as a result of the execution under the terms set forth in the Capital Increase described in this report, without prejudice, if applicable, to the payment in cash of the remainder (spikes) that may occur.

As indicated above, the Capital Increase would consist of a nominal amount of 221,714.28 euros and a total effective amount (nominal value plus issue premium) of 15,519,999.60, providing, as indicated in section2.9 of this report, the possibility of incomplete subscription, through the issuance and placement into circulation of 7.390,476 new ordinary shares of the same class, series and par value as those currently outstanding and with the same rights as from the date on which the Company declares the Capital Increase subscribed and paid up, at an issue price of 2.10 euros per share, i.e. 0.03 euros par value and 2.07 euros share premium per share.

It is expressly stated for the record that the data contained in this report relating to the credit (the Loan) held against the Company are in faithful agreement with the Company's accounting records as of the date of issuance of this report.

This Loan will comply with the requirements for the capitalization of credits established in Article 301 of the Capital Companies Law, among them, those of liquidity, maturity and enforceability, at the time of execution by the Board of Directors of the proposed resolution that is the subject of this report and, therefore, on the date of execution of the public deed documenting the Capital Increase.

c) Certification of the auditor of the Company's accounts for the purposes of article 301.3 of the Capital Companies Act.

The mandatory certification to be issued by Ernst & Young, S.L., in its capacity as auditor of the Company's accounts, shall be requested, by virtue of the provisions of Article 301.3 of the Capital Companies Act.

The aforementioned certification, which will be made available to shareholders together with this report, shall confirm that:

(i) after verification of the social accounting, the data provided in this report in relation to the Loan subject to compensation are accurate; and

(ii) pursuant to the Loan specified in the preceding section, it will comply with the requirements established for the capitalization of credits in Article 301 of the Capital Companies Law on the Capital Increase Disbursement Date, and therefore, in view of its execution.

Likewise, prior to the execution of the public deed documenting the execution of the Capital Increase, Ernst & Young, S.L., in its capacity as auditor of the Company's accounts, will request a complementary certification for the purposes of the provisions of Article 301.3 of the Capital Companies Act, certifying the liquid, due and payable nature at that date of the total amount of the credit to be offset.

## 4. Delegation of powers

It is proposed to empower the Board of Directors as broadly as required by law, so that it may set any other condition of the Capital Increase that has not been foreseen in the resolution of the General Shareholders' Meeting, execute the Capital Increase resolution, including in a fractional manner, issue and put into circulation the shares representing the Capital Increase, and to redraft the article of the Articles of Association relating to capital, leaving without effect, if applicable, the part of the Capital Increase that has not been subscribed, and to request the admission to trading of the Company's New Shares on BME Growth of BME MTF Equity and to carry out all those actions that are detailed in the proposed resolution that is the subject of this report.

## 5. Settlement proposal

By virtue of the foregoing, the following proposal is submitted to the Extraordinary General Shareholders' Meeting of the Company

***"Capital increase by offsetting credits for a nominal amount of 221,714.28 euros and cash (including the share premium) of 15,519,999.60 euros, through the issue of new ordinary shares of 0.03 euros par value each, with provision for incomplete subscription. Delegation to the Board of Directors of the necessary powers to execute the resolution and to set the conditions thereof in all matters not provided for in the resolution in accordance with article 297.1.a) of the Capital Companies Act, as well as to redraft article 5 of the Company's Bylaws.***

### *1. Capital increase*

*It is resolved to increase the share capital by offsetting the credit held by ICOSIUM Investment, S.L. against the Company indicated below, for a nominal amount of 221,714.28 euros, providing, as indicated in section7 of this resolution, the possibility of incomplete subscription, through the issuance and placement into circulation of 7.390,476 new ordinary shares with a par value of 0.03 euros, belonging to the same class and series as those currently outstanding and with the same rights as from the date on which the Company declares that the Capital Increase has been subscribed and paid up (the* ***"New Shares"*** *and the* ***"Capital Increase"****, respectively).*

### *2. Type of issue*

*The issue price of the New Shares amounts to 2.10 euros per share. Consequently, the share premium amounts to 2.07 euros per New Share and, in aggregate, to 15,298,285.32 euros.*

### *3. Subscription and disbursement of New Shares*

*The New Shares will be subscribed and fully paid by ICOSIUM Investment, S.L., a company incorporated under the laws of Spain, with registered office at Calle Floridablanca, number 98 Esc. P P. en Pta. 2, Barcelona, 08015, Spain, with tax identification number B-72835176, in force, and registered in the Commercial Registry of Barcelona, under volume 48568, Folio 117, Page B-588469, as creditor (the* ***"Creditor"****) of the Company under the loan indicated below (the* ***"Loan"****):*

| ***CREDIT*** | | | |
|---|---|---|---|
| ***Creditor*** | ***Loan*** | ***Principal amount*** | ***Date of disbursement*** |
| ***ICOSIUM Investment, S.L.*** | *Loan necessarily convertible into shares of the Company's stock* | *15.519.999,60€* | *Maximum 30/04/2025* |

**Without considering interest, if applicable, at the rate of 0.05% per day, in case the possible penalty foreseen in the Loan materializes.*

*Notwithstanding the foregoing, the amount of the Loan to be offset (considering its principal and, if applicable, any other item) will be 15,519,999.60 euros, which corresponds to the effective amount (nominal amount plus issue premium) of the Capital Increase, all without prejudice to the possibility of incomplete subscription.*

*The par value and the issue premium of the New Shares will be fully paid up through the compensation of the Loan object of the capitalization indicated in the table above, which will be automatically extinguished in the amount compensated as a result of the execution in the terms provided in this resolution of the Capital Increase, without prejudice, if applicable, to the payment in cash of the remainder (picks) that may occur.*

*This Loan will comply with the requirements for the capitalization of credits established in Article 301 of the Capital Companies Act, including those of liquidity, maturity and enforceability, at the time of execution by the Board of Directors of this resolution and, therefore, on the date of execution of the public deed documenting the Capital Increase, as accredited in the report of the Board of Directors prepared for this purpose. Compliance with the requirements of the aforementioned Article 301 of the Capital Companies Act, for the capitalization of credits is confirmed by the certification issued as a special report on the occasion of the call of the General Shareholders' Meeting by the Company's auditor, Ernst & Young, S.L., which will be complemented with the corresponding additional certification of said auditor to be issued at the time the aforementioned requirements are met. In this way, the Shareholders are fully aware, under the protection of their right to information, that the due, liquid and enforceable nature and other requirements established by law, of the credit to be offset on the date of the execution of the deed of the capital increase, will be accredited in the indicated manner.*

*It is also noted that the previously issued shares of the Company are fully paid up.*

### *4. Absence of preemptive subscription rights*

*There will be no preemptive subscription right on the New Shares, in accordance with the provisions of Article 304 of the Capital Companies Act.*

### *5. Representation of New Shares*

*The New Shares will be represented by book entries, the accounting record of which is attributed to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its participating entities under the terms established in the regulations in force from time to time.*

### *6. Rights of New Shares*

*The New Shares will confer to their subscriber the same voting and economic rights as the Company's shares currently outstanding as from the date on which the Company declares the Capital Increase subscribed and paid up.*

### *7. Incomplete subscription*

*Without prejudice to the provisions of Article 507 of the Capital Companies Law, the incomplete subscription of the Capital Increase is expressly provided for, so that if it is not fully subscribed, if applicable, the capital will be increased by the amount of the subscriptions made, and the remainder will be without effect.*

### *8. Execution of the increase*

*Pursuant to the provisions of Article 297.1.a) of the Capital Companies Act, the Board of Directors must determine the date or dates on which the resolution must be executed within a maximum period of one year from the date of its adoption by this General Shareholders' Meeting, after which time it has not been fully executed, the resolution shall be without value or effect, and shall declare, as the case may be, the Capital Increase subscribed and paid up, totally or*

*partially, and, therefore, closed, establishing the conditions thereof in all matters not provided for in this resolution, without prejudice to the possibility of executing the aforementioned increase in installments.*

***9. Modification of bylaws***

*Once the disbursement of the New Shares finally issued has been made, in accordance with the provisions of the preceding paragraphs, the Board of Directors will declare the Capital Increase subscribed and paid up, in whole or in part, and therefore closed.*

*As a consequence of the Capital Increase, it is resolved to amend Article 5 of the Company's Bylaws, delegating to the Board of Directors the final wording thereof, which is to be carried out once the subscription and payment of the Capital Increase has been verified.*

***10. Application for incorporation***

*It is resolved to request the incorporation of all of the New Shares to be issued in execution of this resolution in the BME Growth trading segment of BME MTF Equity, as well as to carry out the procedures and actions that may be necessary or appropriate and to submit the documents that may be required before the competent bodies for the incorporation for trading of the New Shares issued as a result of the agreed Capital Increase, expressly stating the Company's submission to the rules that exist or may be issued in relation to said market and, especially, on trading, permanence and exclusion from listing.*

***11. Delegation for the execution and formalization of the above agreements***

*Without prejudice to any other powers that may correspond to it, it is resolved to grant the Board of Directors, as broadly as may be required by law, so that it may carry out as many acts and execute as many public and private documents as may be appropriate in relation to this resolution, with express powers of clarification, interpretation, correction and substitution. In particular, and merely by way of illustration, it may carry out the following actions:*

*a) To extend and develop this agreement, establishing the terms and conditions of the issue in all matters not provided for in this agreement. In particular, without being exhaustive, to calculate the amount of principal and, if applicable, any other concept of the Loan to be compensated, to determine the number of New Shares to be subscribed by the Creditor, to establish the amount in which the Capital Increase must be executed, the term, form, conditions and procedure for subscription and disbursement and, in general, any other circumstances necessary to carry out the Capital Increase and the issue of the New Shares within the framework of the compensation of the aforementioned credit.*

*b) To make such communications and public announcements as may be required or merely advisable by the Company in connection with the Capital Increase, including, if required, a Capital Increase Document or a Reduced Capital Increase Document pursuant to BME Growth regulations and to take any action, make any statement or management and execute any other public or private document necessary or advisable for the authorization, verification and execution of the Capital Increase, as well as for the registration of the New Shares in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and their incorporation in the BME Growth segment of BME MTF Equity, before said entities and any other public or private, Spanish or foreign body or entity or registry or any other competent authority, assuming responsibility for the content of said documentation.*

c) *To indicate the date or dates of fractional execution, if applicable, and to declare the Capital Increase executed, if incomplete, issuing and placing into circulation the New Shares that have been subscribed and paid in, as well as to appear before a notary public to notarize this resolution and to redraft Article 5 of the Company's Bylaws with respect to the amount of capital stock, leaving without effect the part of said Capital Increase that, if applicable, has not been subscribed and paid in according to the established terms.*

d) *To draw up, subscribe, grant and, as the case may be, certify any type of document, among others, those related to the subscription of the New Shares.*

e) *In general, to take such actions as may be necessary or merely convenient for the successful completion and complete registration of the Capital Increase in the Commercial Registry and before any other supervisory bodies, public or administrative registries, administrative authorities, and persons and institutions, public or private, national or foreign, that are competent in relation to the Capital Increase for its fullest development and effectiveness, being expressly empowered to adapt, clarify, remedy, specify and complete the content of this resolution to remedy, complete or correct any defects or omissions that may prevent or hinder its effectiveness or to meet the qualifications and requirements, including non-formal ones, that may be dictated by any of the foregoing instances.*"

In view of the foregoing, the shareholders are requested to approve the proposal.

Barcelona, March 21, 2025