Holaluz-Clidom, S.A.

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TO BME GROWTH

Barcelona, 29 April 2026

In accordance with Article 17 of Regulation (EU) No 596/2014 on market abuse and Article 227 of the consolidated text of the Securities Market and Investment Services Law, approved by Royal Legislative Decree 6/2023, of 17 March, and related provisions, as well as Circular 3/2020, Holaluz-Clidom, S.A. (the "**Company**" or the "**Firm**") hereby informs you of the following:

OTHER RELEVANT INFORMATION

Holaluz-Clidom, S.A. hereby notifies investors that the attached document includes the Report on the Organisational Structure and Internal Control System of the Company as of 31 December 2025.

In compliance with the provisions of BME MTF Equity Circular 3/2020, it is hereby expressly stated that the information provided has been prepared under the sole responsibility of the Company and its directors.

Carlota Pi Amorós
coFounder and CEO
HOLALUZ-CLIDOM, S.A

Report on the Organisational Structure and Internal Control System of Holaluz-Clidom S.A.

1. Introduction and Purpose

The purpose of this report is to describe the organisational structure and internal control system implemented by Holaluz-Clidom, S.A. (the "**Company**") to ensure compliance with the reporting obligations established by BME Growth ("**BME**", formerly known as the Alternative Stock Market) for companies whose shares are listed on the aforementioned market.

2. Organisational Structure

The organisational structure comprises the following governing bodies responsible for ensuring appropriate regulatory compliance and control and governance standards in accordance with current legislation:

(i) The General Shareholders' Meeting
(ii) The Board of Directors and the Management Committee
(iii) The Audit Committee
(iv) The Appointments and Remuneration Committee
(v) The Compliance Officer and support areas

2.1. The General Shareholders' Meeting

The General Shareholders' Meeting is the sovereign body of the Company representing all shareholders and is responsible for adopting resolutions on matters provided for in the applicable legislation. The General Shareholders' Meeting shall meet, as a minimum, on an annual basis, within the first six months of the financial year.

2.2 The Board of Directors and the Management Committee

The administration of the Company is entrusted to a Board of Directors, whose primary responsibility is the management, representation and administration of the Company. The functions of the Board of Directors are set out in the Company's Articles of Association, which are available to any interested party on the Company's website www.holaluz.com. The Board of Directors is accountable for its management to the General Shareholders' Meeting.

The Board of Directors performs its functions with unity of purpose and independence of judgement, having as its sole aim the interest of the Company, in the sense of directing management towards maximising the economic value of the business in a sustainable manner, in accordance with the duties of loyalty and diligence, avoiding conflicts of interest and ensuring the generation of a positive social impact for society, associated individuals and the environment. Therefore, the Board of Directors is responsible for the existence and maintenance of adequate internal control.

Among the main functions of the Board of Directors are the following:

(i)) to manage, direct, administer and represent the Company;

(ii) preparation, review and formulation of the annual accounts;

(iii) supervision and maintenance of the internal control system and, in particular, controls related to financial information to prevent possible irregularities in the preparation of the annual accounts;

(iv) assessment and appropriate response to possible conflicts of interest;

(v) review of the Company's risk map;

(vi) allocation of resources for implementation and supervision; and

(vii) dissemination of the compliance plan and promotion and development of a compliance culture. The Board of Directors meets at least quarterly.

The Board of Directors is ultimately responsible for the existence and maintenance of adequate internal control and for ensuring that the recorded financial information is legitimate, accurate and appropriately reflected, taking into account the events and transactions carried out by the Company. The Board of Directors delegates the execution of certain functions to the Management Committee.

The composition of the Board of Directors as of 31 December 2025 is as follows:

Consejero	Cargo	Naturaleza	Nombramiento
Ms. Carlota Pi Amorós	President	Executive	25 October 2019
Mr. Ferran Nogué Collgros	Board member	Executive	25 October 2019
Mr. Oriol Vila Grifoll	Board member	Propietary	25 October 2019
Ms. Elena Gómez del Pozuelo	Board member	Independent	3 October 2023
Mr. Edi Soler Vila	Board member	Independent	19 March 2024

Mr. Lotfi Bellahcene	Consejero	Propietary	23 April 2025
Mr. Enrique Palau Llopis	Consejero	Propietary	23 April 2025

In addition to the aforementioned Directors, the Board of Directors includes a Non-Director Secretary, Mr José Luis Barrera Llorca, and a Non-Director Deputy Secretary, Ms Alejandra Fernández de Aragón, who were appointed on 12 December 2024.

2.3 Audit Committee

In accordance with the third additional provision of Law 22/2015 of 20 July on Auditing of Accounts, an Audit Committee exists within the Board of Directors with the composition and functions contemplated in Article 529 quaterdecies of the Capital Companies Act. The Audit Committee comprises three members, two of whom are the independent directors described in the table above. The members are: Mr Eduardo Soler Vila (Chairman), Ms Elena Gómez del Pozuelo, and Oriol Vila Grifoll.

The primary function of the Audit Committee is to support the Board of Directors in its oversight duties by periodically reviewing the process of preparing economic and financial information, its internal controls, and the independence of the external auditor, as well as providing advice and proposals within its scope of action.

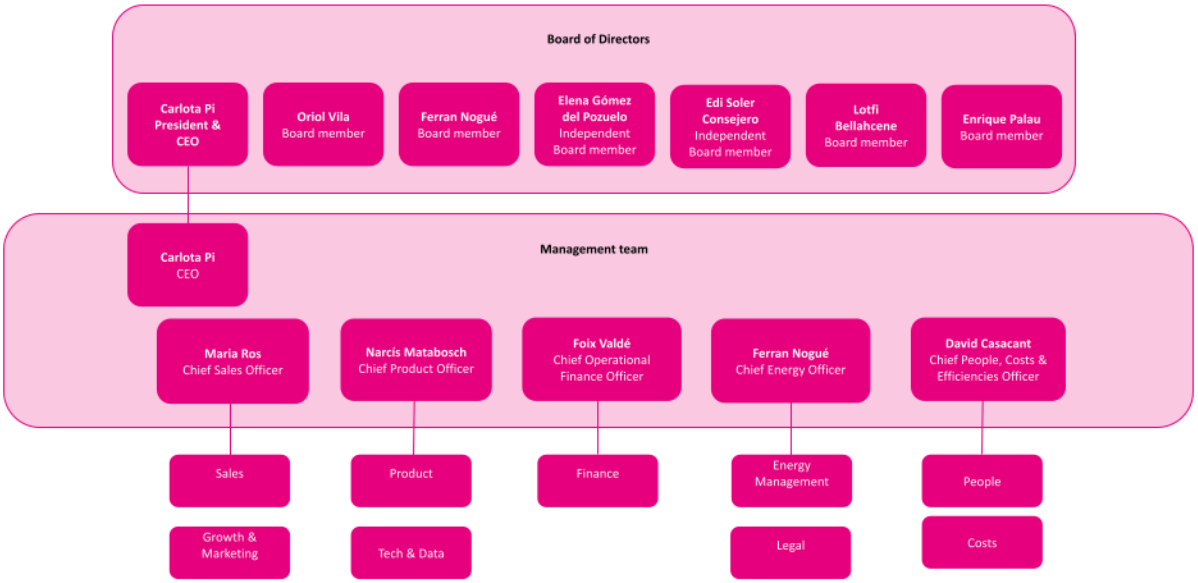
2.4 Appointments and Remuneration Committee

An Appointments and Remuneration Committee exists within the Board of Directors. The Appointments and Remuneration Committee comprises three members: two of the members are the independent directors described in the table above, Ms Elena Gómez del Pozuelo (Chairwoman) and Mr Edi Soler, and the third member is a proprietary director, Mr Oriol Vila. The Appointments and Remuneration Committee focuses its functions on supporting and assisting the Board of Directors, with general powers of proposal and reporting on appointments, removals, and remuneration matters in accordance with legal provisions.

2.5 Compliance Officer and Support Areas

The Compliance Officer is responsible for supervising the operation and observance of the compliance plan, as well as the effectiveness of internal controls. The support areas currently consist of the legal, finance, and technology departments.

2.6 Organisational Chart



3. Internal Control System

The Company defines control as any activity carried out by the Board of Directors that supports ensuring compliance with instructions given to mitigate risks that have a significant impact on objectives or that could lead to fraud or errors in financial information reported internally and to third parties.

All members of the Company's Board of Directors are aware of the requirements arising from the listing of the Company's shares on BME Growth, both regarding communications to BME Growth and the actions, measures and processes to be implemented at all times. This information task is being carried out by the registered adviser, consulting, as necessary, with the Company's legal adviser.

Additionally, the Company's financial management is responsible for preparing the Company's financial statements, as well as establishing and maintaining controls over the Company's business transactions and operations.

Furthermore, to ensure that the internal control system is adequate, the Company has the following tools:

(i) Capabilities, training and experience of staff and various external advisers. The Company is aware of the importance of having a qualified team to perform their functions properly

and with extensive experience in the sector in order to achieve optimal results in their functions.

(ii) The Board of Directors' regulations and internal code of conduct. The Board of Directors approved Board regulations and an internal code of conduct to comply with best corporate governance practices.

(iii) Compliance plan. The Company, due to its firm commitment to regulatory compliance and crime prevention, and aware of the need to adapt to the new framework regarding criminal liability of legal entities, has carried out a study of the criminal risks to which it is subject and, based on this, has developed and adopted a compliance plan that includes, among others, a crime prevention model, a code of conduct and multiple internal development policies that establish control measures, internal guidelines and the ethical values of the Company. Likewise, all Company employees have received compliance training, and this training forms part of the onboarding process for new employees.

Within the compliance plan, the following elements should be highlighted:

(a) Crime prevention model, which adopts a prevention system specifically adapted to the activity and size of the Company and establishes surveillance and control measures for crime prevention and reducing the risk of their commission.

(b) Code of Ethics and internal development policies, which establish the values and standards of conduct expected by the Company from its members (shareholders, directors, executives, employees, and subordinate staff), as well as its associates, suppliers, subcontractors, and business partners. Furthermore, to ensure that any conduct that may infringe these standards or current laws and that may entail liabilities is detected, prevented, addressed, and corrected, the Company has established an alert channel managed by the Compliance Officer.

(c) Policy on tax management and communication with tax authorities, which stands out among the development policies of the ethical code. All Company communications with Tax Authorities are led by the finance department management, with support from the legal department, which must be informed immediately upon receipt of any document or notification from the Tax Authorities. All communications with authorities are made in writing and, preferably, by electronic means; proof of submission must be requested and filed each time an application or document is submitted so that there is always documentary evidence of all actions taken.

(d) Policy on relationships with regulators and public bodies, which stands out among the development policies of the ethical code. The Company has a calendar of obligations shared among the affected teams, in which the different periodic obligations for sending information that exist for companies engaged in the marketing of electricity or gas are distributed and kept updated at all times, in order to proactively comply with all sectoral obligations, and in particular, with information submission obligations. Additionally, in the

area of communications corresponding to compliance with periodic obligations, the person responsible for submitting each document must obtain and file proof of submission for each document. In the area of other relationships and participation in other activities with regulators and public bodies, the Company has a specific register, indicating the date of completion, purposes of each action and participating persons.

3.1 Risk Assessment

In the development of its activity, the Company is exposed to a series of both internal and external risks, understood as those factors that may negatively impact the Company's objectives and strategy. The Company has carried out a process of identification and evaluation of the most relevant risks that may affect the reliability of information issued by the Company to the market. As a result of this process, the following risks stand out among the most relevant for the Company:

(i) General market risks:

(a) demand risk, and macroeconomic conditions,

(b) electricity and gas price risk and market liquidity,

(c) risk of error in estimating future demand ("deviation cost"), and

(d) risk of competition and market concentration.

(ii) Operational risks:

(a) risk of non-compliance with the business plan and financial estimates included in the BME Growth information document for the Company's shares,

(b) risk of interruption of operations,

(c) risk derived from dependence on electricity distribution lines,

(d) risk of exposure to derivative products,

(e) risk derived from the negotiating power of some suppliers,

(f) risk derived from the fact that the Company's evolution depends on certain key personnel and

g) technological risk.

(iii) Regulatory risks: (

a) risk derived from the fact that the Company's activity takes place in a regulated sector,

(b) risk derived from the fact that self-consumption is exposed to legal uncertainties and

(c) risks derived from the fact that different interpretations of the Economic Activities Tax regulations may generate a tax contingency for the Company.

(iv) Financial and accounting risks:

(a) risk derived from the fact that the Company requires cash, guarantees or insurance for the development of its ordinary activity,

(b) risk derived from the Company's dependence on external financing,

(c) risk of non-compliance with creditors and limitations derived from financing,

(d) risk derived from the fact that the Company cannot guarantee that it will be able to obtain additional capital or financing,

(e) credit risk,

(f) risks related to excessive customer turnover,

(g) risks of changing the destination of funds obtained through capital increases and

(h) possible risk in the event that the Company were obliged to prepare consolidated annual accounts in the future, such annual accounts would not be directly comparable with the financial information included in the BME Growth information document for the Company's shares.

(v) Risks of judicial and extrajudicial claims: risk derived from the fact that the Company is, and may continue to be in the future, exposed to a risk of loss in the judicial or administrative proceedings in which it is involved.

(vi) Risks derived from liability claims and insurance coverage:

(a) risk of customer claims,

(b) risk derived from the fact that insurance coverage could be insufficient and (c) reputational risk.

(vii) Risks derived from conflicts of interest with related parties: risk derived from the fact that the Company is, and may continue to be in the future, exposed to risks related to carrying out related party transactions.

(viii) Risks related to the listing of the Company's shares on BME Growth:

(a) dilution risk,

(b) risk derived from the fact that the liquidity of the shares cannot be guaranteed,

(c) risk derived from the fact that it cannot be guaranteed that the reference price corresponds to the trading price of the shares after their incorporation into BME Growth,

(d) risk derived from the fact that the price of the Company's shares could be volatile and subject to sudden and significant decreases,

(e) risks related to the analysis of the Company's shares,

(f) risk derived from possible restrictions on the free transferability of the Company's shares and

(g) risk derived from the fact that the distribution of dividends in the future cannot be assured.

The Company manages the identified risks in order to mitigate them reasonably until the potential impact is classified as acceptable. This management is carried out through a rationalisation process that contemplates the identification and evaluation of the different aspects that may condition the achievement of the Company's strategic and operational objectives.

For each of the critical risks identified that may be classified above the acceptable level defined by the Board of Directors, the risk manager in each case proposes an action plan. The action plans are monitored by the management team and the Audit Committee.

3.2 Control Activities

The main internal control activities carried out in relation to financial information are described below:

(i) Planning and budgets: the Company's Board of Directors is responsible for approving the business plan and annual budgets. Regarding the latter, during the year, a follow-up of the approved budget for that specific year is carried out, comparing the budget with the results obtained, identifying deviations from the initial objectives.

(ii) Accounting: the Company has an enterprise resource planning (ERP) system from a leading Spanish company that covers, among others, the accounting, customer management, remittance and billing modules. In addition, the preparation of the financial statements is carried out directly by the Company's staff and by external auditors, in order to ensure the highest quality standards; all of this, with the final supervision of the Company's Board of Directors.

(iii) Audit Committee: the Company has an Audit Committee responsible for supporting and assisting the Board of Directors in its supervisory duties, through periodic review of the process of preparing economic-financial information, its internal controls and the independence of the external auditor.

(iv) External audit: the Company has the services of an independent external auditor who examines the financial information in detail. The auditor audits the annual accounts of the Company as well as the interim financial statements for the first half of each financial year, and issues an independent opinion thereon. The Company's current auditor is Ernst & Young, S.L. ('EY'), a firm of recognised international standing.

3.3 Information and Communication

The Company considers that information is a determining factor in order to develop its internal control tasks. For this information to be relevant and positively influence the rest of the organisation's internal control system, it must be reliable and of quality.

The Company follows the standards established in the General Accounting Plan in keeping its accounting books. The Company's annual accounts are prepared following the going concern principle and in accordance with accounting records, which include both transactions and assets and liabilities arising during the reference period. Additionally, the annual accounts are subject to an external and independent audit. Specifically, the annual accounts for the financial year ended 31 December 2025 have been audited by EY.

The financial statements prepared by the Company's finance department are reviewed and drawn up by the Board of Directors, being made available to the shareholders for their review and, as the case may be, approval upon notice of the Annual General Meeting. Along with each communication made to shareholders regarding the financial statements, information is provided on the main events that occurred in the year or period and a brief explanation of the Company's evolution.

3.4 Monitoring Activities

The monitoring and supervision activities of organisations aim to determine whether the different components of their internal control system are functioning correctly.

The Company's Board of Directors maintains a position of continuous supervision of the activities carried out, conducting a review of the results that are discussed quarterly in the regular meetings of the Board of Directors. Furthermore, the directors of the different areas of the Company exercise supervision and leadership activities of internal controls within their scope.

The constant contact with the registered adviser ensures that the information published on the website, corporate or financial presentations, statements made and other information issued to the market is consistent and complies with the standards required by BME Growth regulations.

The coordination of the different agents involved in the management of the company and the periodic information sent to the Board of Directors allows the latter to detect any relevant fact that should be reported to BME Growth.