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**ORDINARY GENERAL SHAREHOLDERS' MEETING OF EDP
RENÓVÁVEIS, S.A.,
HELD ON THE 4th OF APRIL 2023**

On the 4th of April 2023, at 12:00, at the offices of the Company, located at Calle en Serrano Galvache nº56 CP 28033 (Madrid), was held simultaneously in person and online. the Ordinary General Shareholders' Meeting of the company "EDP RENÓVÁVEIS, S.A."; the meeting summon was duly published on the Official Companies Registration Gazette and in the website of the Company (www.edpr.com) on March 3rd, 2023; with the purpose of deliberate and decide about the items included within the meetings' Agenda included in the above mentioned summon. The meeting summon was also published on March 3rd, 2023 in the website of the **Comissão do Mercado de Valores Mobiliários** (CMVM), in the website of the **Comisión Nacional del Mercado de Valores** (CNMV), and in the website of **Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A** ("Interbolsa").

The Meeting's validity was ascertained by its Chairperson, Mr. Don Antonio Sarmiento Gomes Mota, with a definitive quorum 1.965 shareholders present, holding 969.599.666 shares which constitutes a nominal amount of de 4.847.998.330,00 EUROS of the share capital, that is a 95,8551% of the mentioned share capital, amounting to FIVE THOUSAND FIFTY-SEVEN MILLION SIX HUNDRED AND THIRTY-TWO THOUSAND EIGHT HUNDRED AND TEN EUROS (5.057.632.810 €), divided into one billion, eleven million, five hundred and twenty-six thousand, five hundred and sixty-two (1.011.526.562) ordinary shares, each with the nominal value of FIVE (5) EUROS.

The quorum exceeded therefore the fifty (50%) of the subscribed capital with voting rights required by Article 17 of the Articles of Association in connection with Article 194 of the Spanish Companies Law, for the valid constitution of the Shareholders' Meeting at the first call.

(.....)

The following the items of the Agenda were discussed and approved:

First item: Review and approval, where appropriate, of the individual annual accounts of EDP Renováveis, S.A., as well as those consolidated with its subsidiaries, for the fiscal year ended on December 31st, 2022.

"Approve the individual annual accounts of EDP Renováveis, S.A. (balance sheet, profit and loss account, changes to the net assets, cash flow statement and notes) and those consolidated with its subsidiaries (balance sheet, profit and loss account, changes to the net assets, cash flow statement and notes) for the fiscal year ended December 31st, 2022, which were formulated by the Board of Directors at its meeting dated February 27th, 2023."

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 968.954.003 that represent 99,9334%; votes against 408.185, that represent 0,0421%, and abstentions 237.478 that represent 0,0245%.

General Shareholders' Meeting being needed, and in accordance with the legal and financial conditions at the time of executing the Share Capital Increase, in order to offer the Company's shareholders a flexible and efficient remuneration mechanism.

The possibility of incomplete take-up of the Share Capital Increase is expressly provided, in accordance with the provisions set forth in article 311 of the Spanish Companies Act.

2. Maximum number of New Shares to be issued pursuant to the Share Capital Increase.

The maximum number of New Shares to be issued pursuant to the Share Capital Increase will be the one resulting from the application of the following formulas, rounding the result down to the nearest whole number:

$$MNNS = NIS / \text{No. Rights per share}$$

where,

“**MNNS**” = Maximum number of new paid-up shares to be issued;

“**NIS**” = Number of issued shares of the Company at the date on which the Board of Directors resolves to carry out the Share Capital Increase; and

“**No. Rights per share**” = Number of incorporation rights required for the attribution of one New Share in the Share Capital Increase, which will be the result of applying the following formula, rounded up to the nearest whole number:

$$\text{No. Rights per Share} = NIS / \text{Provisional no. shares}$$

where,

“**Provisional no. shares**” = Amount of the Shares Option / Share Price

For this purpose, “**Share Price**” shall be the arithmetic mean of the weighted average prices of the Company's share on Euronext Lisbon over the five (5) trading sessions prior to the date of the resolution passed by the Board of Directors to carry out the Share Capital Increase (or the date on which the request for a vote is sent to the Directors in the event that the resolution is adopted in writing and without a meeting), rounded up or down to the nearest thousandth of a euro and, in the event of half a thousandth of a euro, rounded up to the nearest thousandth of a euro. Share Price may never be lower than the face value of the shares of EDPR. In the event that such calculation results in a lower figure, the Share Price will be equal to 5 euros.

Likewise, the “**Amount of the Shares Option**” shall be the amount determined by the Board of Directors with the limit of 275,000,000 euros gross.

3. Incorporation rights and incomplete take-up of the Share Capital Increase.

Each issued share of the Company shall grant its owner one incorporation right.

The number of incorporation rights required to receive one New Share shall be automatically determined according to the proportion existing between the number of New Shares and the number of issued shares at that time, calculated using the formula set out in

Section 2 above. Specifically, shareholders shall be entitled to receive one New Share per a certain number of incorporation rights determined according to the provisions set forth in Section 2 above.

If the number of incorporation rights required for the attribution of one New Share multiplied by the maximum number of New Shares to be issued (MNNS) were to result in a number below the number of issued shares of the Company (NIS) on the date on which the Board of Directors resolves to carry out the Share Capital Increase, the Company, or another entity within its group holding shares of the Company, shall waive a number of incorporation rights equal to the difference between the two figures for the sole purpose of ensuring that the number of New Shares is a whole number and not a fraction. In that case, there would be an incomplete take-up of the Share Capital Increase and the share capital would be increased only by the amount corresponding to the incorporation rights which have not been waived (for which the provisions of Section 4 below must also be taken into consideration), pursuant to Article 311 of the Spanish Companies Act.

Incorporation rights will be allocated to those shareholders of the Company entitled to receive them, meaning those registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the Central de Valores Mobiliários, managed by Interbolsa, pursuant to the regulations in effect regarding the registration, compensation and settlement of securities.

On the other hand, incorporation rights may be transferrable on the same conditions as the shares they arise from and may be traded on the market for such time as may be set by the Board of Directors and, at least, fourteen (14) calendar days. During that period, sufficient incorporation rights may be acquired on the market in the necessary proportion to receive New Shares. In the event that, any shareholder choosing to receive the New Shares receives a number of incorporation rights which does not result in a round number of New Shares pursuant to the aforementioned formulas, for the purpose of avoiding the loss of the exceeding amount of incorporation rights, he shall inform to his relevant financial entity in order to (i) sell said incorporation rights or (ii) to purchase an amount enough to take up an additional New Share.

Once the incorporation rights trading period has expired, the New Shares shall be vested to those shareholders or, if applicable, third-party acquirors, who hold the incorporation rights pursuant to the required amounts in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the Central de Valores Mobiliários, managed by Interbolsa, pursuant to the applicable regulations regarding the registration, compensation and settlement of securities. Likewise, the Board of Directors shall declare the incorporation rights trading period over and apply the relevant reserves in the Company's accounts for the execution of the Share Capital Increase, which shall be therefore deemed paid-up.

4. Purchase Commitment.

The Company irrevocably undertakes to purchase the relevant incorporation rights issued in the Share Capital Increase pursuant to the provisions set forth in Section 3 above (hereinafter, the "**Purchase Commitment**").

According to the aforementioned, the Purchase Commitment shall only apply for those incorporation rights initially received by each of the Company's shareholders,

excluding those purchased or otherwise acquired on the market either by shareholders or by third-party acquirors, and shall remain in force and may be accepted within the incorporation rights trading period, as may be determined by the Board of Directors. On this purpose, it is approved to authorize the Company to purchase such incorporation rights (as well as those New Shares arising from them), under the maximum limit of the total number of rights to be issued and always in compliance with the applicable legal requirements.

The purchase price of each incorporation right (hereinafter, the “**Purchase Price**”) shall be fixed and shall be calculated, determined and disclosed prior to the opening of the incorporation rights trading period by using the following formula, rounded up or down to the nearest thousandth of a euro and, in the event of half a thousandth of a euro, rounded up to the nearest thousandth of a euro:

$$\text{Purchase Price} = \text{Share Price} / (\text{No. Rights per share} + 1)$$

The Company will foreseeably waive the New Shares corresponding to the incorporation rights acquired under the Purchase Commitment. In that case there would be an incomplete take-up of the Share Capital Increase and the share capital would be increased only by the amount corresponding to the incorporation rights in respect of which no waiver has been made, pursuant to Article 311 of the Spanish Companies Act.

The acquisition by the Company of the incorporation rights under the Purchase Commitment may be made, in whole or in part, against the reserves as set forth in Article 303.1 of the Spanish Companies Act.

5. Representation of New Shares.

New Shares issued pursuant to the Share Capital Increase shall be ordinary, with a face value of five euros (€5) each, of the same class and series as those currently issued, shall be represented by book entries (acções escriturais) and shall be registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the Central de Valores Mobiliários, managed by Interbolsa.

6. Rights attached to the New Shares.

The New Shares shall grant their holders the same voting and economic rights as the Company’s ordinary shares issued at the date on which the Share Capital Increase is declared subscribed, on the applicable amount, and paid-up.

7. Balance sheet and reserve against which the Share Capital Increase is charged.

The balance sheet on which the Share Capital Increase is based is the balance sheet for the fiscal year closed on 31 December 2022, which has been audited by Pricewaterhouse Coopers Auditores, S.L. on 27 February 2023, and submitted to the Ordinary General Shareholders’ Meeting for its approval under item one of the agenda.

As provided above, the Share Capital Increase shall be entirely charged against the reserves provided for in Article 303.1 of the Spanish Companies Act. At the time for the execution of the Share Capital Increase, the Board of Directors (with express power of delegation or substitution) shall specify the reserve(s) to be applied for the undertaking of

the Share Capital Increase and the amount of that reserve(s) according to the balance sheet to be used as basis for the Share Capital Increase.

8. *Shares in deposit.*

Once the incorporation rights trading period has ended, New Shares that could not be allocated due to reasons not attributable to the Company shall be kept on deposit at the disposal of those holders who can prove their legitimate ownership over the relevant incorporation rights. Three (3) years after the expiry of the aforementioned incorporation rights trading period, the New Shares still pending to be allocated may be sold in accordance with the provisions set forth in Article 117 of the Spanish Companies Act, on behalf of and at the expense of the interested parties. The net amount of the aforementioned sale shall be deposited with the Bank of Spain or with the Caja General de Depósitos at the disposal of the interested parties.

9. *Listing of New Shares.*

To approve the listing of the New Shares on Euronext Lisbon, by taking such steps and actions as may be necessary or appropriate and by submitting the required documents to Euronext Lisbon, in order for them to be admitted to trading, expressly stating that the Company shall comply with the applicable regulations governing the securities market from time to time, particularly regarding the listing, continued trading and delisting of the securities.

10. *Execution of the Share Capital Increase.*

The Board of Directors is entitled to decide whether to carry out, or not, the Share Capital Increase, setting the date for its execution and all those terms and conditions not expressly foreseen in this resolution, within a maximum one-year term.

Notwithstanding the aforementioned, if the Board of Directors, with express sub-delegation authorities, does not consider convenient to execute the Share Capital Increase, it will not be obliged to formalize it. In particular, the Board of Directors will analyze and take into account the market conditions, circumstances of the Company and those arising from any circumstance or event of social or financial significance to the Company and, if in the opinion of the Board of Directors those or other considerations make it unadvisable to execute the Share Capital Increase, the Share Capital Increase will have no effect if the Board of Directors does not exercise the authorities delegated to it within the period of one year indicated by the General Shareholders' Meeting, in which case it will report on that at the first General Shareholders' Meeting held thereafter.

After the end of the incorporation rights trading period:

(a) *The New Shares will be allocated to those shareholders who hold the incorporation rights, registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the Central de Valores Mobiliários, managed by Interbolsa.*

(b) *The Board of Directors will declare the incorporation rights trading period over and will apply the reserves in the Company's accounts in the amount of the Share Capital Increase, which will be deemed paid-up by that application.*

Likewise, once the incorporation rights trading period expires, the Board of Directors will adopt the corresponding resolution regarding: (a) the amendment of the Company's by-laws in order to reflect the new amount of the share capital and number of issued shares following the Share Capital Increase; and, (b) the application for the listing of the New Shares issued pursuant to the Share Capital Increase on Euronext Lisbon.

11. Delegation of authorities and authorization for the Share Capital Increase execution.

Pursuant to Article 297.1.a) of the Spanish Companies Act, it is approved to authorize the Board of Directors, with express sub-delegation authorities, to establish the terms and conditions of the Share Capital Increase in any features not expressly provided by the General Shareholders' Meeting herein, within a period not exceeding one year as from the date on which this resolution is passed by the General Shareholders' Meeting regarding the Share Capital Increase.

In this regard, and according to all the aforementioned, the authorities delegated to the Board of Directors include, amongst others, but not limited to, the following powers:

(a) To set the date on which the Share Capital Increase shall be carried out and to determine the specific execution schedule.

(b) To determine the reserves against which the Share Capital Increase shall be charged.

(c) To determine the amount of the Share Capital Increase, the number of New Shares to be issued and the number of incorporation rights required for the attribution of a New Share.

(d) To establish the duration of the incorporation rights trading period, as well as to determine such other date, term or period as may be required in order to execute the Share Capital Increase.

(e) To set, within the period that is established for trading the incorporation rights, the term during which the Purchase Commitment shall be effective and may be exercised, on the aforementioned terms and conditions and setting out those not provided for by this General Shareholders' Meeting resolution. Likewise, to pay the relevant amounts to the holders of the incorporation rights who have accepted said undertaking.

(f) To waive such amount of incorporation rights as may be necessary in order to adjust the proportion of attribution of New Shares to the incorporation rights that are acquired pursuant to the Purchase Commitment, as well as any other incorporation rights which may be necessary or appropriate to waive.

(g) To declare the Share Capital Increase executed and closed after the end of the incorporation rights trading period, determining incomplete take-up where applicable, and granting, signing, executing and certifying as many public and private documents as may be required or appropriate to execute, formalize and provide the Share Capital Increase with full effectiveness before any public or private entities or agencies, whether Spanish, Portuguese or foreign, including acts for purposes of representation or supplementation or to cure defects or omissions that might prevent or hinder the full effectiveness of the Share Capital Increase resolution.

In this regard the Board of Directors shall pass the relevant resolution in order to amend the text of Article 5º of the Company's by-laws (Share capital) to reflect the new amount of the share capital and apply for the listing of the New Shares.

(h) To draw up, execute and submit all necessary or appropriate documentation and to take all necessary or appropriate actions in order to ensure the New Shares to be included in the relevant book-entry accounting registry and listed on Euronext Lisbon.

(i) To carry out any action, take any step or make any declaration before the Portuguese Securities Market Commission (Comissão do Mercado de Valores Mobiliários), to the relevant book-entry accounting registries and any other public or private body, entity or registry, whether Spanish, Portuguese or foreign, to ensure the authorization, verification and implementation of the issuance whenever necessary or appropriate, as well as the admission to trading of the New Shares and the incorporation rights.

(j) To carry out any action, take any step or make any declaration before Interbolsa to register the incorporation rights and New Shares to be issued by means of the Share Capital Increase in the Central de Valores Mobiliários.

(k) To carry out any action, take any step or make any declaration before Euronext Lisbon Sociedade Gestora de Mercados Regulamentados S.A. to procure the admission to trading in the official quotations market of Euronext Lisbon of the incorporation rights and New Shares.

(l) To draw up and publish such notices and announcements as are necessary or appropriate for such purpose.

(m) To carry out the necessary or appropriate actions and establish the necessary or appropriate mechanisms and processes for the due compliance with all tax obligations arising from the execution of the Share Capital Increase resolution, including any withholdings and/or payments on account (in cash or in kind) that are required by law at any time.

The Board of Directors is expressly authorized to in turn delegate to any director the powers herein referred, notwithstanding the powers that may be granted to any person for specific acts of execution.

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 969.542.698 that represent 99,9941%; votes against 40.465 that represent 0.0042%; and abstentions 16.503 that represent 0.0017%.

Fourth item: Review and approval, where appropriate, of the Individual Management Report of EDP Renováveis, S.A., the Consolidated Management Report with its subsidiaries, the Corporate Governance Report and the Directors' Remunerations Report, for the fiscal year ended on December 31st, 2022.

“Approve the Individual Management Report of EDP Renováveis, S.A., the Consolidated Management Report with its subsidiaries, the Corporate Governance Report, and the Directors' Remunerations Report for the fiscal year ended on December

31st, 2022, formulated by the Board of Directors at its meeting dated February 17th, 2023..”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 965.559.675 that represent 99,5833%; votes against 2.229.978 that represent 0,2300%; and abstentions 1.810.013 that represent 0,1867%.

Fifth item. Review and approval, where appropriate, of the Non – Financial Statement of the Consolidated Group of EDP Renováveis, S.A., for the fiscal year ended on December 31st, 2022.

“For the purposes of the provisions of the article 49.6 of the Spanish Commercial Code (“Código de Comercio”), approve the Non-Financial Information Statement of the Consolidated Group of EDP Renováveis, S.A. included in the Consolidated Management Report of the Company, corresponding to the fiscal year ended on December 31st, 2022..”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 969.583.143 that represent 99,9983%; votes against 20; that represent 0.0000% and abstentions 16.503 that represent 0.0017%.

Sixth item. Review and approval, where appropriate, of the management and performance of the Board of Directors during the fiscal year ended on December 31st, 2022..

“Approve the management and performance of the Board of Directors during the fiscal year ended on December 31st, 2022, as well as ratify the confidence placed in its members.”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 965.861.344 that represent 99,6144%; votes against 2.401.754 that represent 0,2477%; and abstentions 1.336.568 that represent 0,1378%.

Seventh item: ratification of the appointment by co-option as Independent Director of Ms. Cynthia Kay Mc Call.

“To ratify the appointment as member of the Board of Directors of the Company under the category of Independent Director of Ms. Cynthia Kay Mc Call, of legal age, American national, with professional address for these purposes at Plaza de la Gesta nº 2, Oviedo, Spain and whose valid NIE (foreigner identification no.) is Y9743717-B, who was appointed by co-option, under the category of Independent Director taking effect as from 1 June 2022, by way of a resolution passed by the Board of Directors on 3 May 2022, pursuant to the provisions set forth by article 529 decies of the Spanish Companies Act in order to cover the vacancy brought about by the resignation tendered by Ms. Joan Avalyn Dempsey on 13 January 2022, taking effect as from the same date, setting as term limit the period for which the previous member Ms. Joan Avalyn Dempsey, whom she replaces, was appointed for, which is 12 April 2024.

For these purposes, as from the date of convening of the present Ordinary General

Shareholders' Meeting, the proposal issued by the Appointments and Remunerations Committee with regard to the ratification of her appointment as an Independent Director was made available to the shareholders, as well as the attendant substantiating report issued by the Board of Directors in which the competence, experience and merits of Ms. Cynthia Kay Mc Call were assessed.

The Director will ratify the acceptance of the appointment for her position already presented at the time."

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 967.832.808 that represent 99,8178%; votes against 1.750.355, that represent 0,1805%; and abstentions 16.503 that represent 0,0017%.

Eighth item. Related-Party Transactions.

Eighth A. Framework Finance Agreement between EDP Renováveis, S.A. and EDP Energias de Portugal, S.A.

Eighth B. Delegation of authorities to the Board of Directors for the execution and development of the Framework Finance Agreement between EDP Renováveis, S.A. and EDP Energias de Portugal, S.A., as well as the agreements, contracts or transactions entered into under it, including powers of subdelegation.

*"**Eighth A.** To approve, at the proposal of the Board of Directors with all of the Independent Directors voting in favour, and subject to a favourable report issued by the Audit, Control and Related Parties Committee, in accordance with the provisions set forth by article 529 duovicies.1 of the Spanish Companies Act, the Framework Financing Agreement to be entered into by EDP Renováveis, S.A. with EDP Energias de Portugal, S.A. which will be considered a related-party transaction, in accordance with the provisions of article 529 vicies.1 of the Spanish Companies Act. It is likewise approved the ratification of the contracts, transactions and financial agreements currently in force formalised between EDP Renováveis, S.A. with EDP Energias de Portugal, S.A. or its controlled companies, under the Framework Agreement (Acordo Quadro) entered into by them on 7 May 2008 which are henceforth covered by the Framework Financing Agreement.*

The report of the Audit, Control and Related Parties Committee contains all the information necessary to assess whether the transaction is fair and reasonable from the point of view of the Company and of the shareholders other than the related party, and it reports on the budgets on which the evaluation is based and the methods adopted.

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 967.793.403 that represent 99,8137%; votes against 925.169 that represent 0,0954%; and abstentions 881.094 that represent 0,0909%.

*"**Eighth B.** To delegate to the Board of Directors of the Company the broadest authorities to enter into any agreements, contracts or transactions or carry out any actions as are necessary or appropriate for the performance, development, full effectiveness and successful completion of the Framework Financing Agreement to be formalised by EDP Renováveis, S.A. with EDP Energias de Portugal, SA (the "**Financing Framework Agreement**"), as well as any agreements, contracts or transactions formalised thereunder.*

For these purposes, including but not limited to, the following powers are granted:

- (i) to clarify, specify and complete the Framework Financing Agreement, as well as to clear up any doubts or clarifications that may arise, correcting and completing any defects or omissions that prevent or hinder its effectiveness, as well as that of any agreements, contracts or transactions formalised under the Financing Framework Agreement;
- (ii) to negotiate, sign and implement the contractual documentation necessary or appropriate for the purpose of performing the Financing Framework Agreement, as well as the agreements, contracts or transactions formalised thereunder, including, likewise, its ratification, modification, extension, renewal, termination or cancellation;
- (iii) to sign any public and/or private documents and carry out any acts, legal transactions, contracts, declarations and transactions that prove necessary for the performance and development of the Financing Framework Agreement as well as the agreements, contracts or transactions formalised thereunder; and
- (iv) to delegate, as it deems appropriate, to one or more Directors, who may act jointly and severally, or to any delegated committees of the Board of Directors, the powers conferred in the preceding paragraphs.

Likewise to empower the Managing Director, Mr. Miguel Stilwell de Andrade and the Secretary of the Board of Directors Ms. María González Rodríguez so that either of them, jointly and severally, can appear before the competent authorities and entities in relation to both the Financing Framework Agreement and to the agreements, contracts or transactions that are formalised thereunder in order to carry out the procedures and actions necessary for its performance and effectiveness.”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 967.793.403 that represent 99,8137%; votes against 925.169 that represent 0,0954%; and abstentions 881.094 that represent 0,0909%.

Ninth item: Update of the Remuneration Policy of the Directors of EDP Renováveis, S.A. for the period 2023- 2025

*“For the purposes of the provisions of article 529 novodecies of the Spanish Companies Act, to approve the updating of the text of the Remunerations’ Policy of the Board of Directors of EDP Renováveis, S.A. for the period 2023-2025 (the “**Policy**”), originally approved by the Ordinary General Shareholders’ Meeting held on 31 March 2022 under item eight of its agenda, under the terms set out in the report issued by the Appointments and Remunerations’ Committee dated 22 February 2023 (the “**Report**”).*

For information purposes, the Report, which provides the details of the proposed updates to the Policy, was made available to the shareholders along with the other documentation pertaining to the Ordinary General Shareholders’ Meeting since the date of its convening.”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 929.342.882 that represent 95,8481%; votes against 40.189.554 that represent 4,1450%; and abstentions 67.230 that represent 0,0069%.

Tenth item. Amendment of the Company Bylaws to adapt their wording to the incorporation of a new Environment, Social and Corporate Governance Committee:

Tenth A. Creation of a new article 30 (Environmental, Social and Corporate Governance Committee) of the Company Bylaws.

Tenth B. Amendment to articles 10 (Governing Bodies), 26 (Remuneration of Directors) and 29 (Appointments and Remunerations Committee) of the Company Bylaws.

“Pursuant to the substantiating report issued by the Board of Directors on 27th February 2023 which was made available to the shareholders upon the call for the Ordinary General Shareholders’ Meeting, to amend the articles of the Company Bylaws indicated below, in accordance with article 197 bis of the Spanish Companies Act:

Tenth A. *Creation of a new article 30 (Environmental, Social and Corporate Governance Committee) of the Company Bylaws.*

In light of the incorporation of the new Environmental, Social and Corporate Governance Committee which reports to the Board of Directors of the Company and the duties assigned to it after its formation, to introduce a new article 30 of the Company bylaws (Environmental, Social and Corporate Governance Committee) with a view to incorporating the regulation of its operation, composition and duties assigned. Said article 30 of the Company bylaws shall have the following content:

“ARTICLE 30 - ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE

- 1. The Board of Directors may form an Environmental, Social and Corporate Governance Committee.*
- 2. The Environmental, Social and Corporate Governance Committee shall be an informative and advisory body and shall not have any executive functions.*
- 3. The Environmental, Social and Corporate Governance Committee shall be formed by between three (3) and six (6) Directors, at least half of whom shall be independent. The members of the Executive Committee may not be members of the Environmental, Social and Corporate Governance Committee. The appointment of the members of the Environmental, Social and Corporate Governance Committee shall fall to the Board of Directors.*
- 4. This Committee shall have a Chairperson, who shall be independent, and a Secretary, and the latter does not have to hold the status as Company Director. Both positions shall be appointed by the Board.*

5. *Notwithstanding any other duties that the Board of Directors may assign to it, the main duties of the Environmental, Social and Corporate Governance Committee shall consist of the following:*
 - a. *To supervise the key performance indicators in terms of the environmental, social and corporate governance matters included in the business plan of the Company and to monitor the achievement thereof.*
 - b. *To propose to the Board of Directors the sustainability, environmental, social and corporate governance policies of the Company and their periodic updating.*
 - c. *To promote, manage and supervise the objectives, action plans and practices of the Company in terms of health, safety and occupational risk prevention.*
 - d. *To review and submit to the Board of Directors the Annual Report (EINF). The Environmental, Social and Corporate Governance Committee shall supervise the relationship and information of the Company with the investors, the ratings and the ratings' agencies in terms of sustainability.*
 - e. *To supervise and carry out a periodic review of the main environmental, social and corporate governance trends, as well as of the normative developments relevant to Company activity.*
 - f. *To analyse the integration of the environmental, social and corporate governance risks and opportunities with regard to Company procedures and in its risk management system.*
 - g. *Supervising and evaluating the reliability of the corporate governance model adopted by the Company and its compliance with internationally accepted governance models, making relevant recommendations in this regard.*
 - h. *Supervising compliance with and the correct application of the corporate governance standards in force, promoting and requesting the exchange of information required to this end.*
 - i. *Any other duties assigned to it by these Articles of Association or the Board of Directors itself.*
6. *The Environmental, Social and Corporate Governance Committee shall meet whenever deemed appropriate by its Chairperson. The Environmental, Social and Corporate Governance Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented. Furthermore, the resolutions of the Environmental, Social and Corporate Governance Committee shall be adopted with the vote in favour of the majority of its members, with the Chairperson having the casting vote if there is a tie.*
7. *The operating rules of the Environmental, Social and Corporate Governance Committee shall be drawn up by the Board of Directors.”*

Furthermore, it is specifically recorded that by introducing the new wording of article 30 of the Company bylaws, the following articles of the Company bylaws shall be amended accordingly in such a way that they maintain a correlative order

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 929.342.882 that represent 99,9991%; votes against 0 that represent 0,0000%; and abstentions 8.628 that represent 0,0009%.

“Tenth B. Amendment to articles 10 (Governing Bodies), 26 (Remuneration of Directors) and 29 (Appointments and Remunerations Committee) of the Company Bylaws.

To amend articles 10 (Governing Bodies), 26 (Remuneration of Directors) and 29 (Appointments and Remunerations Committee) of the Company Bylaws, updating the references to the Appointments, Remunerations and Corporate Governance Committee which from now on shall be called the “Appointments and Remunerations Committee”, as well as the duties it had been assigned, in view of the fact that the new Environmental, Social and Corporate Governance Committee will assume certain duties pertaining to the corporate governance of the Company that the Appointments and Remunerations Committee had been performing to date. Said articles, with the specific repealing of their present wording, shall henceforth have the following content:

PREVIOUS WORDING	NEW WORDING
<p>“ARTICLE 10.- GOVERNING BODIES</p> <p>1. The Governing Bodies are the General Meeting of Shareholders and the Board of Directors.</p> <p>2. Pursuant to the provisions of the present Articles of Association, the Board may have delegated bodies, such as the Executive Committee or Managing Directors, as well as creating any other committees such as the Audit and Control Committee or the Appointments, Remunerations and Corporate Governance Committee, inter alia.”</p> <p>[...]</p> <p>“ARTICLE 26.- REMUNERATION OF THE DIRECTORS</p> <p>1. The Directors, in their capacity as such,</p>	<p>“ARTICLE 10.- GOVERNING BODIES</p> <p>1. The Governing Bodies are the General Meeting of Shareholders and the Board of Directors.</p> <p>2. Pursuant to the provisions of the present Articles of Association, the Board may have delegated bodies, such as the Executive Committee or Managing Directors, as well as creating any other committees such as the Audit and Control Committee or the Appointments <u>and</u> Remunerations Committee, inter alia.”</p> <p>[...]</p> <p>“ARTICLE 26.- REMUNERATION OF THE DIRECTORS</p> <p>1. The Directors, in their capacity as such,</p>

shall be paid and their remuneration shall consist of (i) a fixed amount and (ii) fees for attending the Board meetings.

- 2. The members of the Board of Directors who perform executive duties shall also be entitled to receive, for performing said duties, those remunerations foreseen in the contracts which, where applicable, they have signed to this end. Said remunerations shall comply with the Directors' remunerations policy.*
- 3. In addition, it is specifically envisaged that the Directors may be remunerated upon delivery of the Company shares, option rights over shares or any other securities granted by the right to obtain shares, or by means of remuneration systems referenced to the value of the shares. The application of said remuneration systems shall require, in any case, a resolution by the General Meeting of Shareholders, in accordance with the terms and conditions required by the legal provisions in force.*
- 4. The total amount of the remunerations that the Company can pay to its Directors as a whole on those bases set out in the preceding paragraphs shall not exceed the amount determined to this end by the General Meeting of Shareholders and which is included in the Directors' remunerations' policy.*
- 5. The rights and duties of any kind deriving from belonging to the Board of Directors shall be compatible with any other fixed or variable rights and obligations that may lie with the Directors owing to any other employment or professional relationships which, where applicable, they perform at the Company. The variable remunerations deriving from the attendant contracts or on whatsoever other basis, including their belonging to the administration body, shall be paid*

shall be paid and their remuneration shall consist of (i) a fixed amount and (ii) fees for attending the Board meetings.

- 2. The members of the Board of Directors who perform executive duties shall also be entitled to receive, for performing said duties, those remunerations foreseen in the contracts which, where applicable, they have signed to this end. Said remunerations shall comply with the Directors' remunerations policy.*
- 3. In addition, it is specifically envisaged that the Directors may be remunerated upon delivery of the Company shares, option rights over shares or any other securities granted by the right to obtain shares, or by means of remuneration systems referenced to the value of the shares. The application of said remuneration systems shall require, in any case, a resolution by the General Meeting of Shareholders, in accordance with the terms and conditions required by the legal provisions in force.*
- 4. The total amount of the remunerations that the Company can pay to its Directors as a whole on those bases set out in the preceding paragraphs shall not exceed the amount determined to this end by the General Meeting of Shareholders and which is included in the Directors' remunerations' policy.*
- 5. The rights and duties of any kind deriving from belonging to the Board of Directors shall be compatible with any other fixed or variable rights and obligations that may lie with the Directors owing to any other employment or professional relationships which, where applicable, they perform at the Company. The variable remunerations deriving from the attendant contracts or on whatsoever other basis, including their belonging to the administration body, shall be paid*

whilst respecting the maximum annual amount determined by the General Meeting of Shareholders and foreseen in the remunerations' policy of the Directors.

6. The amounts determined by the General Meeting shall remain unchanged until they have been modified by some other resolution thereof.
7. The distribution and precise amount pertaining to each Director, the frequency and other details of the amount received shall be determined by the Board of Directors itself, subject to a proposal from the Appointments, Remunerations ~~and Corporate Governance~~ Committee which shall be empowered in the broadest terms to this end, provided that they have not been determined by the General Meeting.
8. Every year the Board of Directors shall draw up an annual report on the remuneration of the members of the Board of Directors in accordance with the applicable law."

[...]

ARTICLE 29.- APPOINTMENTS, REMUNERATIONS ~~AND CORPORATE GOVERNANCE~~ COMMITTEE

1. The Board of Directors shall form on a permanent basis an Appointments, Remunerations ~~and Corporate Governance~~ Committee.
2. The Appointments, Remunerations ~~and Corporate Governance~~ Committee shall be an informative and advisory body and shall not have any executive functions.
3. The Appointments, Remunerations ~~and Corporate Governance~~ Committee shall

whilst respecting the maximum annual amount determined by the General Meeting of Shareholders and foreseen in the remunerations' policy of the Directors.

6. The amounts determined by the General Meeting shall remain unchanged until they have been modified by some other resolution thereof.
7. The distribution and precise amount pertaining to each Director, the frequency and other details of the amount received shall be determined by the Board of Directors itself, subject to a proposal from the Appointments and Remunerations Committee which shall be empowered in the broadest terms to this end, provided that they have not been determined by the General Meeting.
8. Every year the Board of Directors shall draw up an annual report on the remuneration of the members of the Board of Directors in accordance with the applicable law.

[...]

ARTICLE 29.- APPOINTMENTS AND REMUNERATIONS COMMITTEE

1. The Board of Directors shall form on a permanent basis an Appointments and Remunerations Committee.
2. The Appointments and Remunerations Committee shall be an informative and advisory body and shall not have any executive functions.
3. The Appointments and Remunerations Committee shall be formed by between

be formed by between three (3) and six (6) Directors, at least two of whom shall be independent. The members of the Executive Committee may not be members of the Appointments, Remunerations ~~and Corporate Governance~~ Committee. The designation of the members of the Appointments, Remunerations ~~and Corporate Governance~~ Committee shall fall to the Board of Directors.

4. This Committee shall have a Chairman, who shall be independent, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.
5. Without prejudice to any duties assigned legally, the main duties of the Appointments, Remunerations ~~and Corporate Governance~~ Committee consist of assisting and informing the Board of Directors about any appointments (including co-optings), re-elections, removal and remunerations of the Board and its posts, as well as about the composition of the different Committees of the Board and the appointment, remuneration and removal of any senior management staff. Furthermore, the Appointments, Remunerations ~~and Corporate Governance~~ Committee shall inform the Board of Directors about the general remunerations and incentives' policy for them and for the senior management. These duties shall encompass the following:
 - a. Defining the principles and criteria with regard to the composition of the Board of Directors and the selection and appointment of its members.
 - b. Proposing appointment and re-elections of Directors when they have to be co-opted, or in any case

three (3) and six (6) Directors, at least two of whom shall be independent. The members of the Executive Committee may not be members of the Appointments and Remunerations Committee. The designation of the members of the Appointments and Remunerations Committee shall fall to the Board of Directors.

4. This Committee shall have a Chairman, who shall be independent, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.
5. Without prejudice to any duties assigned legally, the main duties of the Appointments and Remunerations Committee consist of assisting and informing the Board of Directors about any appointments (including co-optings), re-elections, removal and remunerations of the Board and its posts, as well as about the composition of the different Committees of the Board and the appointment, remuneration and removal of any senior management staff. Furthermore, the Appointments and Remunerations Committee shall inform the Board of Directors about the general remunerations and incentives' policy for them and for the senior management. These duties shall encompass the following:
 - a. Defining the principles and criteria with regard to the composition of the Board of Directors and the selection and appointment of its members.
 - b. Proposing appointment and re-elections of Directors when they have to be co-opted, or in any case

for their submission to the General Meeting by the Board.

- c. Proposing to the Board of Directors the members of the various Committees.
- d. Proposing to the Board, within the stipulations of the present Articles of Association, the system, distribution and amount of the Directors' remunerations. Furthermore, and where applicable, the terms of the contracts with the Directors shall be proposed to the Board.
- e. Informing, and where applicable proposing, to the Board of Directors about the appointment and/or removal of senior managers, as well as the terms of their contracts and, in general, the definition of the hiring and remuneration policies for senior managers.
- f. Reviewing and informing about the incentives' plans, pension supplements and remuneration programmes.
- g. ~~Supervising and evaluating the reliability of the corporate governance model adopted by the Company and its compliance with internationally accepted governance models, making relevant recommendations in this regard.~~
- h. ~~Supervising compliance with and the correct application of the corporate governance standards in force, promoting and requesting the exchange of information required to this end.~~
- i. Any other duties assigned to it by law, these Company bylaws or the Board of Directors itself.

for their submission to the General Meeting by the Board.

- c. Proposing to the Board of Directors the members of the various Committees.
- d. Proposing to the Board, within the stipulations of the present Articles of Association, the system, distribution and amount of the Directors' remunerations. Furthermore, and where applicable, the terms of the contracts with the Directors shall be proposed to the Board.
- e. Informing, and where applicable proposing, to the Board of Directors about the appointment and/or removal of senior managers, as well as the terms of their contracts and, in general, the definition of the hiring and remuneration policies for senior managers.
- f. Reviewing and informing about the incentives' plans, pension supplements and remuneration programmes.
- g. Any other duties assigned to it by law, these Company bylaws or the Board of Directors itself.

<p>6. The Appointments, Remunerations and Corporate Governance Committee shall meet at least once a quarter or whenever deemed opportune by its Chairman. The Appointments, Remunerations and Corporate Governance Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented. Furthermore, the resolutions of the Appointments, Remunerations and Corporate Governance Committee shall be adopted with the vote in favour of the majority of its members, with the Chairman having the casting vote if there is a tie.</p> <p>7. The operating rules of the Appointments, Remunerations and Corporate Governance Committee shall be drawn up by the Board of Directors.”</p>	<p>6. The Appointments <u>and</u> Remunerations’ Committee shall meet at least once a quarter or whenever deemed opportune by its Chairman. The Appointments <u>and</u> Remunerations Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented. Furthermore, the resolutions of the Appointments <u>and</u> Remunerations Committee shall be adopted with the vote in favour of the majority of its members, with the Chairman having the casting vote if there is a tie.</p> <p>7. The operating rules of the Appointments <u>and</u> Remunerations Committee shall be drawn up by the Board of Directors.”</p>
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Furthermore, it is specifically stated that the updated name of the Appointments and Remunerations Committee shall be amended in all those articles of the Company bylaws where a reference is made thereunto.”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 929.342.882 that represent 99,9991%; votes against 0 that represent 0,0000%; and abstentions 8.628 that represent 0,0009%.

Eleventh item. Delegation of powers for the formalization and implementation of all resolutions adopted at the General Shareholders’ Meeting, for the execution of any relevant public deed and for its interpretation, correction, addition or development in order to obtain the appropriate registrations.

“To jointly and severally grant powers of attorney to the Chairman of the Board of Directors, to the Vice-Chairman of the Board of Directors, to the Secretary of the Board of Directors and to the Vice-Secretary of the Board of Directors, with express power of substitution and to the full extent that is necessary under law, so that any of them, jointly, severally and indistinctly, be able to implement the complete execution of all the resolutions adopted by the General Shareholders’ Meeting, performing as many actions as necessary including, but without any limitation, to develop, clarify, specify, interpret, supplement and rectify said resolutions or those derived from deeds or documents issued in execution of the same and, in particular, any omissions, defects or errors of content or form, that could prevent registration of said resolutions and their implications with the Commercial Register.”

The Chairperson declared this item approved by majority, with the following results:

Votes in favour 969.583.143 that represent 99,9983%; votes against 0 that represent 0,0000%; and abstentions 16.523 that represent 0,0017%.

Having finished the voting procedure, the President declares the meeting closed on that same day.