

Sustainability & Risks Committee Regulations

Amara Nzero Group

September 29th, 2023

TÍTULO I. NATURE AND PURPOSE

Article 1.- Nature and purpose

1. The Board of Directors of Green Bidco, S.A.U. (the "**Company**"), the parent company of Amara NZero Group, in order to properly manage the risks and opportunities related to environmental, social and governance ("**ESG**") aspects, especially those related to climate and energy transition, that may affect both the Company and the subsidiaries (the "**Subsidiaries**") integrated in the Amara NZero Group (the "**Group**"), has established the Sustainability and Risk Committee (the "**Committee**"), which is a body linked to the Board of Directors of the Company.
2. The purpose of these Sustainability and Risk Committee Regulations (the "**Regulations**") is to define the functions, duties and responsibilities of the Committee so as to ensure the proper functioning of the Committee and the achievement of its purposes.

TÍTULO II. STRUCTURE, COMPOSITION AND MEMBERS. DUTIES.

Article 2.- Structure

1. The Committee shall manage and execute its functions directly through its members, as identified and defined below.
2. The Committee may form working groups to perform those tasks that, due to efficiency and quality of information, it is more appropriate to assign to non-members due to their knowledge, area of responsibility or internal functions.
3. The working groups shall comply with the instructions and guidelines issued by the Committee and comply with the obligations contained in these Regulations.

Article 3.- Composition and members

1. Committee Responsible

The representation and responsibility of the Committee shall be vested in the Amara NZero Group Sustainability Director ("**Committee Responsible**"), who shall be responsible for coordinating the necessary to ensure the proper functioning of the Committee and the proper fulfilment of the purposes set out in these Regulations.

2. Committee members

El Comité estará integrado por los responsables de las siguientes áreas:

- Dirección de Sostenibilidad Grupo Amara NZero
- Dirección de Control Grupo Amara NZero

- Dirección de Transformación Grupo Amara NZero
- Dirección de Servicios Jurídicos Grupo Amara NZero
- Dirección de Recursos Humanos
- Dpto. Seguridad, Salud y Bienestar en el Trabajo

The Committee will be composed of the responsables of the following areas:

- Sustainability
- Controlling
- Transformation
- Legal
- People, Culture & Talent
- Health, Safety and Wellbeing

Article 4.- Duties

1. Both the members of the Committee and the members of the working groups that may be asked to collaborate shall carry out their work with the utmost diligence and professional competence.
2. Furthermore, they shall refrain from disclosing any information, data, reports or background information to which they have access in the performance of their duties, or from using it for their own benefit or for the benefit of third parties, without prejudice to the applicable obligations of transparency and information. The obligation of confidentiality of Committee members shall continue to apply even after the member no longer serves on the Committee.

TÍTULO III. FUNCTIONS AND COMPETENCES OF THE COMMITTEE. OPERATION.

Article 5.- Functions and competences

1. The main functions of the Committee shall be:
 - a) Propose any modifications and updates to the Mission, Vision and Values that may be necessary to align them with the strategy approved by the Board of Directors.
 - b) To keep corporate policies updated and periodically reviewed, supervising internal compliance and their adaptation to the Group's strategy.
 - c) Prepare the Global Sustainability Strategy plan for approval by the Board of Directors and periodically supervise its compliance.
 - d) Analyse and propose the necessary guidelines to ensure the management of **ESG** risks and opportunities, with special attention to climate and energy transition aspects.
 - e) Provide information to the Board of Directors on the social and environmental impact of the Group's activities and make available the necessary indicators for monitoring sustainability and risks topics.

- f) Prepare the non-financial information statement, ensuring the integrity of the information contained therein, prior to its formulation by the Board of Directors.
 - g) Ensure that the Group's activities are aligned with the global sustainability and risk management strategy.
 - h) Supervise relations with stakeholders, ensuring that their needs and expectations are adequately managed.
 - i) Advise the Board of Directors and internal areas on new regulatory developments and best practices in sustainability and risk management matters.
 - j) Carry out internal dissemination and training activities on the matters within its competence.
2. The Committee shall also have such other powers, of a singular or permanent nature, as may be assigned to it by the Board of Directors of the Company, or as may be attributed to it by the Bylaws or the Company's other corporate governance rules.

Article 6.- Operation

1. The Committee shall meet on a quarterly basis and whenever any of its members so requests.
2. The Committee Responsible shall call the meetings sufficiently in advance, indicating the proposed agenda and the place where the meeting is to be held. Meetings may be held in person or by telematic means.
3. The deliberations and agreements adopted at the meeting shall be recorded in writing in minutes which shall be circulated to the members by the Committee Responsible.
4. Decisions of the Committee shall be taken by a majority of its members. In the event of a tie, the Committee Responsible shall have a casting vote.
5. The Committee shall report periodically to the Board of Directors on the performance of the tasks assigned to it in accordance with these Regulations.

TÍTULO VII. MODIFICATION AND INTERPRETATION

Article 7.- Modification

Amendments to these Regulations must be approved by the Board of Directors of the Company.

Article 8.- Interpretation

Any doubts as to the interpretation of the contents of these Regulations shall be resolved by the Sustainability and Risk Committee itself.

These Regulations were approved by the Board of Directors of Green Bidco, S.A.U., parent company of Amara NZero Group, on 29 September 2023.