

REGULATIONS OF THE SUSTAINABILITY COMMITTEE OF AMPER, S.A.

CHAPTER I. CONSTITUTION, MISSION AND COMPETENCES OF THE SUSTAINABILITY COMMITTEE

ARTICLE 1. CONSTITUTION, NATURE AND PURPOSE

1. In accordance with the corporate governance system of Amper S.A. (the “Company”), the Board of Directors has established a Sustainability Committee (the “Committee”) from among its members, a permanent internal body providing information and consultation, without executive functions, with powers of information, supervision, consultancy and proposal within its sphere of operations, to be governed by the standards set forth in the applicable regulations, in the Corporate Articles of Association, in the Regulations of the Board of Directors and in these Regulations of the Sustainability Committee.

2. These Regulations aim to foster the independence of the Committee and to determine the principles of action of the Committee, the basic rules of its internal organisation and operation and the rules of conduct of its members, favouring their independence. This is without prejudice to the powers of the committees or equivalent bodies that may exist in companies, listed or otherwise, belonging to the group of companies (the “Group”) whose controlling entity, within the meaning established by law, is the Company.

ARTICLE 2. MISSION OF THE COMMITTEE

1. The Committee is an advisory and consultative body that provides the Board of Directors with recommendations on matters within its remit. It is also responsible for supervising and overseeing proposals on sustainability in the social, environmental, health and safety areas of the products marketed by the Company or any Group companies, as well as relations with various stakeholders in the area of sustainability. Together with the Audit and Control Committee, the Committee is also responsible for overseeing the information included in the non-financial reporting statement and all other public documentation related to its remit.

2. In carrying out its functions, the Committee shall take into account the following basic principles of action:

- a) Independence from instructions and links with third parties that could compromise the Committee’s performance.
- b) Constructive dialogue that promotes the free expression of its members and favours diversity of opinion.
- c) Effective and continuous dialogue with the internal areas with responsibilities and functions in the area of sustainability, with the chair of the Board of Directors, as well as, if any, with the Chief Executive Officer and other executive directors, and also with the lead independent director and Senior Management; and
- d) Sufficient analytical capacity, using external advisers when necessary, to perform its functions properly, particularly with regard to controversial, novel, complex, technical or particularly relevant aspects. The selection and engagement of external advisers, if any, shall be carried out in accordance with the rules in force in the Company for the delegation of powers.

3. Without prejudice to other tasks entrusted to it by the Board of Directors and other powers reserved to it by these Regulations, the Committee has the following basic responsibilities:

- a) Competences relating to sustainability, ESG requirements and corporate social responsibility.
- b) Competences relating to engagement with different stakeholders.
- c) Competences relating to corporate reputation.
- d) Other competences entrusted to the Committee.

ARTICLE 3. COMPETENCES RELATED TO SUSTAINABILITY, ESG REQUIREMENTS AND CORPORATE SOCIAL RESPONSIBILITY

I. The Sustainability Committee shall have the following basic responsibilities, without prejudice to any other duties that may be assigned to it by the Board of Directors:

- a. Identify and guide the Group's sustainability and corporate social responsibility policy, objectives, best practices and programmes. Likewise, to issue the reports and carry out the actions that, in matters of sustainable development, ESG requirements and corporate social responsibility, correspond to it in accordance with the Governance and Sustainability System or that are requested by the Board of Directors or its chair.
- b. Provide the Board of Directors with the policies, objectives and programmes of sustainability and corporate social responsibility, as well as the corresponding expenditure budgets for their implementation.
- c. Periodically review the approved sustainability, ESG and corporate social responsibility policies, proposing modifications and updates to the Board of Directors. Also verify and promote compliance by the Company and its Group companies with the most demanding policies, regulations and standards on human, labour and environmental rights affecting all workers throughout the supply chain and production processes.
- d. Oversee the Company's performance in terms of sustainable development, ensuring that its environmental and social practices comply with the Group's internal sustainability regulations and are in line with the strategy and policies approved by the Board of Directors. Report on this to the Board of Directors and, if appropriate, propose that they be updated or modified.
- e. Determine the guidelines, criteria and general principles that must govern the preparation of the non-financial reporting statement.
- f. Verify that the content of the non-financial reporting statement is in line with the Company's sustainable development strategy.

- g. Report to the Board of Directors, before the Board draws up the non-financial reporting statement, considering the report prepared by the Audit and Control Committee on its preparation and presentation process, as well as on the clarity and completeness of its content.
 - h. Monitor the Group's contribution to achieving the Sustainable Development Goals (SDGs) adopted by the United Nations.
- II. In addition to the basic responsibilities listed above, the Board of Directors may entrust the Sustainability Committee with the following ESG responsibilities, without limitation:
- a. Report on the Group's inclusion in the most widely recognised international sustainability indices.
 - b. Advise, within the scope of its remit, on issues such as employment, innovation, satisfaction, diversity and inclusion, integration, non-discrimination, equality, work/life balance, accessibility and mobility.
 - c. Assess the Group's situation with regard to sustainable development and, in particular, environmental, social and governance ("ESG") issues, as well as corporate social responsibility.
 - d. Advise the Board of Directors on compliance with and the effects of public initiatives implemented in the different countries in which the Group operates to promote sustainable development.
 - e. Evaluate draft legislation on sustainable development and related activities (equality, social and environmental variables in state contracts, etc.) and their possible effects on the Group's activities.
 - f. Analyse voluntary initiatives and recommendation documents on sustainable development, ESG requirements and corporate social responsibility that are produced in the market.
 - g. Keep informed of the latest trends in responsible innovation and advise the Board of Directors accordingly.
 - h. Keep informed of the best business practices and use systematic measurement tools to assess competitor companies' positioning in terms of sustainable development, ESG requirements and corporate social responsibility.
 - i. Analyse the different measurement tools and observatories set up at a national and international level in terms of sustainable development, ESG requirements and corporate social responsibility, and provide recommendations for improving the Group's positioning.

For all the above purposes, the scope of sustainability, ESG requirements and corporate social responsibility includes the Group's contribution to sustainable development, decarbonisation of the economy, electrification of the energy sector, care for the environment and the fight against climate change, respect for human rights, social action, quality and innovation.

ARTICLE 4. COMPETENCIES RELATING TO ENGAGEMENT WITH DIFFERENT STAKEHOLDERS

With regard to engagement with the different stakeholders of the Company and the Group, the main function of the Committee is to advise the Board of Directors and inform it of the main interests and demands of these stakeholders, where appropriate assessing the engagement processes.

ARTICLE 5. COMPETENCES RELATING TO CORPORATE REPUTATION

In this respect, the Committee shall have as its main functions:

- a. Monitor the Company's performance in the area of corporate reputation and report thereon to the Board of Directors.
- b. Report on the contents relating to corporate reputation of the Group's annual reports, prior to their approval by the Board of Directors.
- c. Monitor the inclusion of elements of improvement in the management of intangible assets such as reputation, brand image, intellectual capital, internationalisation, transparency and ethics.
- d. Report on the actions carried out by entities of a foundational nature linked to the Group in the area of corporate reputation.
- e. Review the plans for implementing the Company's corporate reputation strategy and monitor their degree of compliance.
- f. Issue such reports and take such actions relating to corporate reputation as may additionally correspond thereto in accordance with the Governance and Sustainability System or as may be requested by the Board of Directors or the chair thereof.

ARTICLE 6. OTHER COMPETENCES ENTRUSTED TO THE SUSTAINABILITY COMMITTEE

In addition, the Committee has the following functions:

- a. Issue the reports and carry out the actions that, within its remit, correspond to it, or are requested by the Board of Directors or its chair, and
- b. Draw up an annual report on the operation and activities of the Sustainability Committee itself.

CHAPTER II. COMPOSITION OF THE COMMITTEE

ARTICLE 7. COMPOSITION

1. The Committee shall comprise no fewer than three and no more than five non-executive directors, the majority of whom shall be independent directors.
2. The members of the Committee shall be appointed by the Board of Directors, following a report from the Appointments and Remuneration Committee.
3. The Board of Directors shall ensure that the members of the Committee and, in particular, its chair, have the expertise, skills and experience appropriate to the functions they are called upon to perform, including, inter alia, in matters of sustainability, social action initiatives, sustainable resource management and the design of stakeholder communication policies.
4. The Board of Directors shall also promote the diversity of the Committee's membership in terms of professional experience, competencies, personal skills, sectoral knowledge, international experience or geographical origin, age and gender, taking into account the constraints resulting from the smaller size of the Committee.

ARTICLE 8. POSITIONS

1. The Board of Directors shall appoint a chair, who shall be one of the independent directors who is a member of the Committee, ensuring that he/she has sufficient capacity and availability for the proper performance of his/her duties.
2. The Board of Directors shall also appoint a secretary of the Committee, who need not be a member of the Board of Directors or of the Committee, in which case they shall have the right to speak but not to vote.

ARTICLE 9. DURATION

1. Members of the Committee shall hold office for as long as their appointment as directors of the Company remains in force, unless the Board of Directors resolves otherwise.
2. Members of the Committee who are re-elected directors of the Company by resolution of the General Meeting of Shareholders shall continue to hold office on the Committee, without the need for a new election, unless the Board resolves otherwise and without prejudice to the power of revocation vested in the Board of Directors.

ARTICLE 10. REMOVAL

Members of the Committee shall cease to hold office:

- a) When they cease to be directors of the Company.
- b) When, while maintaining their status as directors of the Company, they cease to be external directors.
- c) When the term for which they were appointed has expired without being re-elected.
- d) By resolution of the Board of Directors.

CHAPTER III. OPERATION OF THE SUSTAINABILITY COMMITTEE

ARTICLE 11. MEETINGS OF THE SUSTAINABILITY COMMITTEE

1. The Committee shall meet at least three times a year, as well as whenever the chair is requested to issue a report or present proposals within the Committee's remit by the Board of Directors or its chair. The Committee shall also meet whenever it is deemed necessary for the proper performance of its duties. The Committee shall also meet when requested to do so by at least one-third of its members. In this case, the chair shall convene a meeting within fifteen days of the request.
2. Notice of ordinary meetings shall be given by letter, fax, telegram or email and shall be authorised by the signature of the chair or the secretary. At least three days' notice shall be given.

The notice shall always include the meeting agenda and be accompanied by relevant summarised information.

3. The chair may convene extraordinary meetings when, in his/her opinion, circumstances so justify, without the notice period and other requirements indicated in the preceding section being applicable in such cases.

It may also organise preparatory working sessions or meetings on specific topics during informal Committee meetings.

4. The Committee shall draw up an annual work plan to be reported to the Board of Directors, including at least the specific objectives for the year and an annual calendar of its ordinary meetings.
5. The Committee shall also endeavour to anticipate the need for external advisers as far as possible and plan any training it deems necessary for the proper performance of its functions.

ARTICLE 12. ESTABLISHMENT

1. The Committee shall be quorate when at least half of its members, plus one, are present or represented. If there is an odd number of directors, the Committee shall be quorate when the whole number of directors immediately above one half is present.
2. Directors shall make every effort to attend meetings of the Committee. When they are unable to attend in person, they shall endeavour to grant their proxy to another Committee member, providing the appropriate instructions and informing the Committee chair thereof.
3. Notwithstanding the above, the Committee shall be deemed quorate if all its members, whether present or represented, unanimously agree to hold the meeting.

ARTICLE 13. VENUE

1. Meetings of the Committee shall be held at the venue indicated in the notice of meeting.
2. The Committee also adopt resolutions in writing and without a meeting, in accordance with the applicable regulations. The Committee may also be held by videoconference or telephone conference call, so that one or more of the directors may attend the meeting by means of this system. To this end, in addition to stating the physical location of the Committee meeting, where the secretary of the Committee must be present, the announcement must state that directors can attend via telephone multiconference, videoconference, or an equivalent system. The technical means for this purpose must be indicated and made available, and must enable direct, simultaneous communication among attendees in all cases. In the minutes of meetings held in this way, the secretary shall record not only the members attending in person and, where appropriate, those represented by another director, but also those attending by telephone conference call, videoconference or similar system.

ARTICLE 14. ATTENDANCE

1. The Committee may summon the Company's executive and non-executive directors, Management and employees, who shall be obliged to appear before the Committee, attend its meetings and cooperate with it, providing access to information when requested.
2. Invited guests at Committee meetings shall not take part in deliberations.
3. The presence of persons other than Committee members at meetings shall be limited to cases where it is necessary and to deal with specific agenda items.

ARTICLE 15. RESOLUTIONS

1. Except where the applicable legislation, the Articles of Association, the Regulations of the Board of Directors or these Regulations require a higher majority, resolutions shall be adopted by an absolute majority of those attending the meeting. In the event of a tie, the chair shall have the casting vote.
2. The deliberations and resolutions of the Committee shall be recorded in a Book of Minutes, each of which shall be signed by the chair and secretary, or their deputies, for the relevant meeting. Copies and certifications of the minutes shall be authorised and issued by the secretary with the approval of the chair or their deputies.

CHAPTER IV. POWERS OF THE SUSTAINABILITY COMMITTEE AND DUTIES OF ITS MEMBERS

ARTICLE 16. POWERS AND ADVICE

1. Through the secretary of the Board of Directors, the Committee may freely access any type of information or documentation held by the Company relating to matters within the Committee's remit and which the Committee considers necessary for the performance of its duties.
2. In order to fulfil its functions to the best of its ability, the Committee may seek advice from external advisers. The provisions of the Company's rules regarding the delegation of powers shall apply to this purpose.
3. The Committee shall establish an induction programme for new members, ensuring they have a basic homogeneous understanding of the Company's business and organisational model, strategy and the business and supervisory areas of the Committee, and facilitating their active participation from the outset.

The induction programme shall cover at least the following aspects: (i) the role of the Committee, its responsibilities and its objectives; (ii) the functioning of the other committees; (iii) the expected time commitment of each member; (iv) an overview of the Company's business and organisational model, its strategy and the skills, expertise and experience that the directors should have; and (v) the Company's reporting obligations.

The Committee shall also organise such periodic training sessions as it deems appropriate for the proper performance of its functions.

ARTICLE 17. DUTIES OF THE MEMBERS OF THE SUSTAINABILITY COMMITTEE

1. Members of the Committee shall act with independence of judgement and action in relation to the rest of the organisation and perform their functions with the utmost diligence and professional competence.
2. As such, members of the Committee shall be subject to all the duties of directors provided for in the Regulations of the Board of Directors, insofar as they apply to the functions performed by the Committee.

ARTICLE 18. CONFLICTS OF INTEREST

The provisions laid down in the Regulations of the Board of Directors must be followed when matters to be discussed at Committee meetings directly affect any of its members or persons related to them, and in general when a member is in a situation of conflict of interest.

CHAPTER V. ENGAGEMENT OF THE SUSTAINABILITY COMMITTEE

ARTICLE 19. ENGAGEMENT WITH THE GENERAL MEETING OF SHAREHOLDERS

1. The Committee shall, at the direction of the chair, report to the General Meeting of Shareholders on questions raised by the shareholders on matters within its remit.
2. The annual report on the activities of the Committee referred to in the following article shall be made available to shareholders and investors on the occasion of the convening of the Annual General Meeting of Shareholders.

ARTICLE 20. ENGAGEMENT WITH THE BOARD OF DIRECTORS

1. The Committee shall inform the Board of Directors of the matters dealt with and the resolutions adopted at its meetings, reporting through its chair at the first subsequent meeting of the Board of Directors, as well as on its activity and the work carried out. Copies of the minutes of the Committee meetings shall also be made available to all directors.
2. Requests for proposals or reports to the Committee shall be made by the Board of Directors or its chair. The Committee shall also consider suggestions made by the chair, the members of the Board of Directors and the shareholders of the Company.
3. At the close of each financial year, the Committee shall submit to the Board of Directors an annual report on its operations and activities during the previous financial year.

CHAPTER VI. INTERPRETATION, MODIFICATION AND DISSEMINATION OF THESE REGULATIONS

ARTICLE 21. PREVALENCE AND INTERPRETATION

1. These Regulations supplement and expand upon the legal rules, the Articles of Association and the Regulations of the Board of Directors applicable to the Committee. In the event of a contradiction, the latter shall prevail.
2. These Regulations shall be interpreted in accordance with the applicable legislation, the Articles of Association and the Regulations of the Board of Directors, as well as in accordance with the recommendations on corporate governance of Spanish listed companies and with the best corporate governance practices applied in our neighbouring countries and in force from time to time.
3. In the absence of specific rules, the provisions of the Regulations of the Board of Directors relating to its operation shall also apply to the Committee, provided they are not incompatible with its the nature, particularly with regard to calling meetings, proxy delegation to another director, constitution, meetings, voting procedures, voting without a meeting and approving meeting minutes.
4. It is the responsibility of the Board of Directors to resolve any doubts arising from the application of these Regulations, in accordance with the general criteria for the interpretation of legal rules and the purpose of the Committee.

ARTICLE 22. APPROVAL AND MODIFICATION

1. The Board of Directors shall have the power to approve or amend these Regulations on its own initiative, on the initiative of its chair, or on the initiative of the Committee.
2. Any proposal to amend these Regulations initiated by the Committee must be accompanied by a relevant explanatory memorandum.
3. The text of the approved proposal and, if appropriate, the explanatory memorandum prepared by the Committee shall be made available to the directors prior to the meeting of the Board of Directors that is to deliberate on amending these Regulations.

ARTICLE 23. COMPLIANCE AND DISSEMINATION

1. Members of the Committee, as well as other Board members, insofar as it concerns them, are required to understand, comply with and enforce these Regulations. The Regulations will be published on the Company's corporate website for this purpose.
2. The Committee must also ensure compliance with these Regulations and adopt appropriate measures to disseminate them within the Company and its subsidiaries.

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