

Green Finance Committee Regulations

Amara Nzero Group

September 29th, 2023

TITLE I. NATURE AND PURPOSE

Article 1.- Nature and purpose

1. The Board of Directors of Green Bidco, S.A.U. (the "**Company**"), in order to ensure the incorporation of environmental and social elements in the investment decisions taken by the Company or the subsidiaries (the "**Subsidiaries**") integrated in the Amara NZero Group (the "**Group**"), establishes the Green Finance Committee (the "**Committee**"), which is a body linked to the Board of Directors of the Company.
2. The purpose of these Green Finance 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.

TITLE 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, for 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 Financial 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

The Committee shall be composed of the Group heads of the following areas:

- CEO
- Financing
- Sustainability
- Transformation

- Major shareholder representative

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.

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

Article 5.- Functions and competences

1. The main functions of the Committee shall be:
 - a) Identify and keep up-to-date at all times the technical eligibility criteria ("**Eligibility Criteria**") required for green finance by financial regulation, international market practice and/or the relevant Green Finance Framework.
 - b) To keep identified and updated the assets, activities, projects and/or acquisitions ("**Eligible Green Portfolio**") that comply with the requirements of the Green Finance Instrument used.
 - c) Analyse and validate the financial needs and amounts to be financed through green finance instruments (green bonds, sustainability-linked bonds, etc.) and allocate the net proceeds to the Eligible Green Portfolio.
 - d) Exclude from the Eligible Green Portfolio projects or assets that no longer meet the Eligibility Criteria or that have been disposed of.
 - e) Prepare monitoring reports on compliance with the Eligibility Criteria, returns on financing and performance of the chosen indicators, as required by financial institutions on the allocation and impact of net proceeds (Green Bond Investor Report).
 - f) Preparing and reviewing the Green Finance Framework to adapt it to possible changes in corporate strategy, sustainability criteria, technological changes and/or market developments that may affect it.
 - g) Ensuring compliance with the requirements of the Green Finance Framework and, specifically, those related to the use of funds, evaluation and selection process, management of funds and reporting of information on fund allocation and impact.
 - h) Liaising with audit bodies and external verifiers during the verification processes for the issuance of Second Party Opinions ("**SPO**").

- i) Keeping informed about modifications to the Technical Eligibility Criteria, with particular attention to the Green Bond Principles ("GBP") that could affect green finance processes.
 - j) Comply with the disclosure and reporting obligations set out in the relevant GBP, applicable regulation or Green Finance Framework.
 - k) Assess compliance with the requirements applicable to the green finance processes for which the Group intends to apply.
 - l) Advise the Board of Directors and the internal areas affected on regulatory developments and best practices in the field of green finance.
 - m) Carry out internal dissemination and training activities on matters within its remit.
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.

TITLE IV. 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 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.