

**PROPOSAL FOR THE RE-ELECTION OF MRS. ISABEL DUTILH CARVAJAL
MADE BY THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY
COMMITTEE OF ELECNOR, S.A. IN ACCORDANCE WITH THE PROVISIONS
OF ARTICLE 529 DECIES OF THE SPANISH COMPANIES LAW.**

1. Introduction

Article **529 decies of the Spanish Companies Act** establishes that proposals for the re-appointment of members of the Board of Directors must be accompanied by a supporting report from the Board evaluating the competence, experience and merits of the proposed candidate. Proposals which, in the case of non-independent directors, must also be preceded by a report from the Appointments, Remunerations and Sustainability Committee.

In compliance with the above requirement, this report is prepared by the **Appointments, Remunerations and Sustainability Committee of Elecnor, S.A.** (hereinafter, "Elecnor" or the "Company") for submission to the Board of Directors, in accordance with the provisions of Articles 529 decies and 529 quindecies of the **Spanish Companies Act**, in relation to the proposal for the re-appointment of **Mrs. Isabel Dutilh Carvajal** as Director, with the category of **independent director**, for the statutory term of **four years** and whose last appointment, for the same term, was produced by resolution of the Ordinary General Shareholders' Meeting of the Company held in Madrid on May 22, 2019.

For this purpose, the Company's Appointments, Remunerations and Sustainability Committee has analyzed **the current composition of the Board of Directors**, assessing that the Board as a whole has sufficient knowledge, skills and experience to meet the legal requirements and good governance recommendations in relation to the composition of the Board of Directors and its Committees.

2. Assessment of the profile of Mrs. Isabel Dutilh Carvajal

In preparing the proposal for the re-appointment of the aforementioned Director, the Appointments, Remunerations and Sustainability Committee has taken into account the adaptation of her professional profile to the Board's competency matrix, as well as the competencies required on the Board of Directors, taking into account the diversity objectives set by the Company.

On the other hand, the Appointments, Remunerations and Sustainability Committee has assessed as very satisfactory the trajectory Mrs. Isabel Dutilh

Carvajal has carried out, since 2015, as a Member of the Board of Directors of Elecnor, as well as his ability to continue to perform it satisfactorily.

In this regard, the Company's Appointments, Remunerations and Sustainability Committee understands that, in order to properly exercise its functions of defining the Group's strategic and management guidelines and supervising their implementation, as well as decisions on matters of strategic importance at the level of Group, all the members of the Board of Directors must adequately combine sufficient capacities and skills in the following areas:

- a) knowledge of the activity sectors in which the Company and its Group operate;
- b) experience and knowledge in economic and financial aspects, in the management of highly qualified human resources and in legal and regulatory frameworks;
- c) international experience and knowledge of the most relevant geographic markets for the Company and its Group; and
- d) experience and knowledge in management, leadership and business strategy.

The candidate's curriculum vitae and her career as Director of the Board of Directors widely prove her competence as a director, her merits to hold the position of Director with the category of independent, her extensive experience in relevant sectors for the Company and its Group, and her deep knowledge in various business fields, which guarantees the contribution of plural points of view to the debate of the matters in the Board of Directors, especially, on the management of the Company.

Likewise, it has analyzed the rest of Mrs. Isabel Dutilh Carvajal professional activities, considering that there are no potential conflicts of interest that could generate undue influence from third parties and that he has sufficient time to carry out the functions inherent to the position of member of Elecnor's Board of Directors.

Furthermore, it is stated that this report has been prepared taking into consideration and in strict compliance with the "Diversity Policy of the Board of Directors and Selection of Directors" approved by the Board of Directors to comply with the recommendations of the Good Governance Code of Listed Companies and the Technical Guide 1/2019, of February 20, on Appointment and Remuneration

Committees, of the National Securities Market Commission (Comisión Nacional del Mercado de Valores).

In this sense, with regard to the procedures for selecting Directors, the Policy establishes that, when appointing/re-electing a Director, the Company's interests shall prevail over any other selection criteria. In this case, Mrs. Isabel Dutilh Carvajal is the person with the most suitable professional profile to watch over the Company's interests in the exercise of her position, due to her extensive experience in relevant sectors for the Company and its Group, and for her deep knowledge of these, as a result of the impeccable performance of her position since her appointment.

3. Professional and biographical profile of Mrs. Isabel Dutilh Carvajal

PROFESSIONAL AND BIOGRAPHICAL PROFILE

Position: Board Member

Category: Independent Director

Committees:

Member of the Audit Committee (17/06/2015)

- 1st Re-election: 22/05/2019

Member of the Appointments, Remunerations and Sustainability Committee (17/06/2015-)

- 1st Re-election: 22/05/2019

Dates of appointment and re-election as a Board Member of ELEC NOR, S.A.:

Date of first appointment: 20/05/2015

- 1st Re-election: 22/05/2019

Shareholding in the share capital of ELEC NOR, S.A.:

- Direct: 0,010%
- Indirect: 0,000%

OTHER PROFESSIONAL POSITIONS AND ACTIVITIES CURRENTLY HELD

Out of the Elecnor Group

- Founding partner of ARGALI ABOGADOS, S.L., a firm specialising in mergers and acquisitions.
- Independent Board Member of MILLENIUM HOSPITALITY REAL ESTATE SOCIMI, member of the Appointments and Remuneration Committee and of the Audit Committee.

- Independent Board Member of BANCO DE ALCALÁ, S.A. and Chairman of the Appointments and Remuneration Committee and member of the Audit Committee.
- Chairman of the Legal Security working group of the Círculo de Empresarios.
- Arbitrator

PROFESSIONAL CAREER

Elecnor Group

She has been a Chairwomen of the Audit Committee of ELECORNOR, S.A.

Out of the Elecnor Group

- Founding partner and Board Member of the multidisciplinary business law firm DUTILH ABOGADOS.
- She has been Secretary of the Board of Directors and of the Executive Committee of PROSEGUR.
- She has been Secretary of the Board of Directors and of the Audit Committee of BODACLICK.
- Secretary of the Board of Directors of several companies

ACADEMIC EDUCATION

Degree in Law CEU, Complutense University.

Master in Maritime Business ICADE. Spanish Maritime Institute.

Master in Maritime Law (LLM), University of Cardiff, Wales.

Leadership in law firms, Harvard.

Languages: English and French.

4. Category of Director

As regard her classification on Board of Directors of Elecnor, this Committee considers that, in view of Mrs. Isabel Dutilh Carvajal personal and professional qualifications, which enable her to perform her duties without being conditioned by relationships with the Company or its Group, its significant shareholders or its executives, and in accordance with the provisions of section 4 of Article 529 duodecies of the Spanish Companies Law, the category to which Mrs. Dutilh should be assigned is that of independent Director.

5. Proposal

As a result of the foregoing and in view of the current needs of the Board of Directors of the Company, the Appointment, Remunerations and Sustainability Committee formulates the following proposal to be submitted to the Ordinary General Shareholders' Meeting:

"To re-appoint Ms. Isabel Dutilh Carvajal as a member of the Board of Directors of the Company, with the category of independent Director, for the statutory period of four years, at the proposal of the Appointments, Remuneration and Sustainability Committee."

In Madrid 20 February 2023.