

**PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTOR FOR
CONSIDERATION BY THE EXTRAORDINARY SHAREHOLDERS' GENERAL
MEETING OF ELECNOR, S.A. TO BE HELD ON 10 DECEMBER 2024, ON FIRST
CALL AND ON 11 DECEMBER 2024, ON SECOND CALL**

MATTERS FOR APPROVAL

1. Approval of an interim dividend against 2024 results.

Proposal:

On the occasion of the sale of the subsidiary Enerfín Sociedad de Energía, S.L.U. to Statkraft European Wind and Solar Holding AS, closed on 23 May 2024, which was previously approved by a large majority at the Extraordinary Shareholders' General Meeting held in Madrid on 24 January 2024, to distribute an interim dividend against the results of fiscal year 2024 in the amount of **6.20689655** euros per ELECNOR, S.A. share, that is, **540,000,000** euros.

In accordance with the provisions of article 277 of the Spanish Companies Act, the financial statement prepared by the Board of Directors on 30 October 2024, shows that there is sufficient liquidity to make said distribution, taking into account, in addition, that "the amount to be distributed does not exceed the amount of the results obtained since the end of the last fiscal year, after deducting the losses from previous fiscal years and the amounts with which the mandatory reserves must be provided by law or by statutory provision, as well as the estimate of the tax payable on said results".

The payment date will be 18 December 2024.

The distribution of this dividend will be carried out through the participating entities affiliated with the "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)", which may cash the amount of the dividend by presenting the position certificates issued by the same to the entity BANCO BILBAO VIZCAYA ARGENTARIA, S.A. (BBVA). The gross amount paid will be subject, where applicable, to the withholding required by applicable regulations.

2. Granting of an extraordinary remuneration to the CEO, in accordance with the provisions of article 8 of the Directors' Remuneration Policy of Elecnor, S.A. for 2022, 2023, 2024 and 2025.

Proposal:

To approve an extraordinary incentive under the terms and conditions herein described, in accordance with the provisions of article 8 of the Directors' Remuneration Policy of the Company, as a result of the special involvement and

performance of the CEO in the extraordinary corporate transaction consisting of the sale by the Company of its subsidiary Enerfín Sociedad de Energía, S.L.U.

This incentive is submitted to the General Meeting by the Board of Directors of the Company, at the proposal of the Appointments, Remunerations and Sustainability Committee.

Terms and conditions

- Beneficiary: Mr. Rafael Martín de Bustamante Vega.
- Nature of the incentive: This incentive is unique, extraordinary and cannot be consolidated, that is, it will not constitute an acquired right, so it will not be consolidated in the future and upon its liquidation it will automatically expire.
- Amount: 1,650,000 €
- Payment method: The amount of the incentive shall be paid in cash or may be made by taking out a social security insurance policy, deferred capital life insurance, or any other means of individual or collective life insurance instruments, on terms satisfactory to the Company and Mr. Rafael Martín de Bustamante Vega.
- Payment date: Payment will be made no later than 31 December 2024.
- Reimbursement (clawback): The Beneficiary will be subject to the clause provided for in section 7.4.f) of the Directors' Remuneration Policy.

Likewise, to delegate to the Board of Directors, as well as to any of the members of the Board of Directors and to the Secretary non-Director of the Board, indistinctly, the broadest powers so that they may formalize the payment of this extraordinary incentive in cash or by contracting a social security insurance policy, deferred capital life insurance, or any other means of individual or collective life insurance instruments, on terms satisfactory to the Company and Mr. Rafael Martín de Bustamante Vega.

OTHER MATTERS

- 3. Delegation of authority for the formalisation of the resolutions that are adopted and, where appropriate, for their interpretation, correction and execution, as well as for the entry of the resolutions adopted by the General Shareholders' Meeting in the Commercial Registry.**

Proposal:

Delegate to the Board of Directors, as well as to any of the members of the Board of Directors and to the Secretary Non-Director thereof, without distinction, the

broadest powers for the full execution and application of all the resolutions adopted at the General Shareholders' Meeting , so that they can carry out as many steps as are necessary for the formalization of the agreements adopted and appear before a Notary Public, making the appropriate statements regarding the agreements adopted and granting as many public or private documents as are required or convenient, as well as signing any others, with express authorization to clarify, complete, rectify and correct the deficiencies, errors or omissions that occur, both in the agreements and in the titles of their formalization; and also to correct or clarify according to the verbal or written qualification or verbal or written suggestion of the Commercial Registrar, and so that, ultimately, they proceed to the registration, even partial, of said agreements in the corresponding Commercial Registry. They are also empowered to publish any announcements that may be necessary or appropriate, where appropriate.