

**PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTOR FOR
CONSIDERATION BY THE ORDINARY ANNUAL GENERAL SHAREHOLDERS'
MEETING OF ELECNOR, S.A. TO BE HELD ON 21 MAY 2024 ON FIRST CALL
AND ON 22 MAY 2024 ON SECOND CALL**

MATTERS FOR APPROVAL

- 1. Examination and approval of the Annual Accounts (Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes) and of the Directors' Report of the Company and its Consolidated Group corresponding to financial year 2023.**

Proposal:

Approve the individual annual accounts of **ELECNOR, S.A.** (balance sheet, income statement, statement of changes in equity, statement of cash flows and notes), the consolidated annual accounts with its subsidiaries (consolidated statement of financial position, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flow and notes), along with the corresponding directors' reports of **ELECNOR, S.A.** and those of its consolidated Group for the financial year closed on 31 December 2023, which were drafted by the Board of Directors at its meeting of 28 February 2024.

The individual and consolidated annual accounts, along with their respective directors' reports were audited by **ELECNOR, S.A.**'s auditors, **PriceWaterhouseCoopers Auditores, S.L.**, as attested to by the Report issued on 28 February 2024.

- 2. Examination and approval of the Non-Financial Information Statement of the Company and its Consolidated Group corresponding to financial year 2023.**

Proposal:

Approve the Non-financial Information Statement of **ELECNOR, S.A.** and its consolidated Group for the financial year closed on 31 December 2023, which were drafted by the Board of Directors at its meeting of 28 February 2024, and which have been verified by the independent entity, **PriceWaterhouseCoopers Auditores, S.L.**, as attested by the Report issued on 28 February 2024.

3. Examination and approval of the proposed allocation of results corresponding to financial year 2023.

In 2023, the Consolidated ElecNOR Group (ELECORNOR, S.A. and its subsidiaries) returned a positive result attributable to the shareholders of the parent company amounting to **€ 110,058,069.54**, being the individual result of **ELECORNOR, S.A.** of **€ 43,237,686.68**.

Proposal:

Approve the allocation of results proposed by the Board of Directors at its meeting of 22 February 2023, as per below:

BASIS OF DISTRIBUTION

Result of fiscal year 2023: **Profits of € 43,237,686.68**

TOTAL DISTRIBUTION BASIS € 43,237,686.68

Allocation:

■ To dividends	€ 39,408,790.03
■ To account	€ 5,718,389.77
■ Complementary	€ 33,690,400.26
TOTAL	€ 39,408,790.03
■ To Voluntary Reserves	€ 3,828,896.65

Accordingly, it is agreed to distribute a complementary dividend of **€ 0.38724598** euros per ELECORNOR, S.A. share, against the results for financial year closed on 31 December 2023.

This dividend will be paid on 5 June 2024.

The distribution of this dividend shall be made through the participating entities adhered to the "**Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR)**", that may cash the amount of the dividend by presenting the position certificates issued by it to the entity **BANCO BILBAO VIZCAYA ARGENTARIA, S.A. (BBVA)**.

4. Examination and approval of the management carried out by the Company's Board of Directors during financial year 2023.

Proposal:

Approve the management carried out by the Board of Directors of **ELECORNOR, S.A.** during the financial year closed on 31 December 2023.

5. Re-appointment of Mr. Joaquín Gómez de Olea Mendaro as Company director in the category of Proprietary Director.

Proposal:

Re-appoint **Mr. Joaquín Gómez de Olea Mendaro** as Director of **ELECNOR, S.A.** at the proposal of the Board of Directors, based on a justifying report from the same and from the Appointments, Remuneration and Sustainability Commission, for the statutory period of **four years** and with the category of **Proprietary Director**. Identification details of Mr. Gómez de Olea Mendaro are registered in the registration sheet opened in the name of the Company.

6. Advisory vote on the Annual Report on Directors' Remuneration for 2023.

Proposal:

Approve, by way of an advisory vote, the Annual Report on Directors' Remuneration for 2023, drawn up along with the Company's Annual Corporate Governance Report, and which was sent to the Spanish National Securities Market Commission (CNMV) as Other Relevant Information on 29 February 2024.

7. 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 filing of the Annual Accounts of the Company and its Consolidated Group and 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 Mercantile Registrar, and so that, ultimately, they proceed to the registration, even partial, of such agreements in the corresponding Commercial Registry and for the deposit of the Annual Accounts of the Company and its Consolidated Group. Likewise, they are empowered so that, where appropriate, they can proceed to the publication of as many advertisements as are necessary or convenient.