

**REPORT PREPARED BY THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE OF ELEC NOR, S.A. REGARDING THE PROPOSAL FOR THE RE-APPOINTMENT OF MR JUAN IGNACIO LANDECHO SARABIA IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 529 DECIES OF THE SPANISH COMPANIES ACT.**

**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. Furthermore, in the case of non-independent directors, the proposals must be preceded by a report from the Appointments, Remunerations and Sustainability Committee.

In compliance with the above, 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 **Mr Juan Ignacio Landecho Sarabia** as Director, with the category of **proprietary 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 18 May 2022.

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. Professional and biographical profile of Mr Juan Ignacio Landecho Sarabia**

**PROFESSIONAL AND BIOGRAPHICAL PROFILE**

Degree in Economics and Business Management from the Universidad Pontificia de Comillas, ICADE 2.

**Position:** Board Member

**Category:** Proprietary (CANTILES, XXI, S.L.)

**Dates of appointment and re-election as a Board Member of ELEC NOR, S.A.:** on October 5, 2005, re-elected on May 23, 2012, June 1, 2018 and May 18, 2022.

**Committees:** N/A

**Shareholding in the share capital of ELECNOR, S.A.:**

- Direct: 0,003%
- Indirect: 0,082%

**OTHER PROFESSIONAL POSITIONS AND ACTIVITIES**

He is currently a Director of CANTILES XXI, S.L.

In relation to his professional career, he has been a director of Ingeniería Estudios y Proyectos NIP, SA, ENERFIN SOCIEDAD DE ENERGÍA S.L.U. and CELEO CONCESIONES E INVERSIONES S.L. He has also been a Director and Vice-President of the Exporters and Investors Club, a Director and member of the Board Committee of the SERCOBE Association of Capital Goods Manufacturers, and President of the Spanish-Venezuelan Bilateral Committee of the Higher Council of Chambers of Commerce.

He has been responsible for several departments at ELECNOR and at Internacional de Desarrollo Energético S.A. he has been involved in contracting electricity transmission and generation projects and facilities abroad. In Zurich, he has worked at CREDIT SUISSE and ELCTROWATT INGENIERIA.

**3. Assessment of the profile of Mr Juan Ignacio Landecho Sarabia**

Within the framework of drafting this report on the re-appointment of Mr Landecho Sarabia, the Appointments, Remunerations and Sustainability Committee has carried out a prior analysis of the skills, knowledge and experience of the Directors who are already part of the Board, as well as the skills required by the Board of Directors, concluding favorably on the adequacy of the Director's professional profile to the competency matrix of the Board of Directors and the diversity principles assumed by the Company, all of which is explained below, in accordance with the provisions of the "Policy for the Diversity of the Board of Directors and Selection of Directors" (hereinafter, the "Policy") approved by the Board of Directors.

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 his career as Director of several companies widely prove his competence as a director, his merits to hold the position of Director. Furthermore, his extensive experience in relevant sectors for the Company and its Group and his deep knowledge in various business fields, guarantee his contribution to the formation of an adequate criterion by the Board, which has been demonstrated since he joined in 2001.

In this sense, the dedication shown during the previous mandate by the Director, his participatory and informed attitude in meetings, his ability to make critical judgments independently of the opinions of third parties and to ensure social interests in the exercise of his position, demonstrate his commitment with the Company and its Group.

At the same time, his career as Director of the Company entails a deep understanding of the Group, from the perspective of its businesses and the sector to which it belongs, its corporate and organizational structure, including its distinctly international character, and its corporate culture, whose values he has demonstrated he shares through his impeccable performance in his role since his appointment.

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

In this regard, having taken into account the provisions of the Policy, and, in particular, the promotion of diversity in all its aspects, as well as gender equality, this Committee has concluded that Mr Juan Ignacio Landecho Sarabia is the most suitable person to hold the position of Director for a new four-year term.

This report has been prepared taking into consideration and in strict compliance with the Policy and taking into account 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).

#### **4. Category of Director**

Regarding his classification on the Board of Directors of Elecnor, Mr Juan Ignacio Landecho Sarabia in accordance with the provisions of Article 529 duodecies.3 of the Spanish Companies Act, is considered to be a proprietary director, since he represents the significant shareholder Cantiles XXI, S.L.

#### **5. Conclusion**

In view of the foregoing, this Committee favourably reports the re-appointment of Mr Juan Ignacio Landecho Sarabia as Director of the Company, with the category of proprietary director, considering that he possesses the knowledge, experience, abilities and aptitudes necessary for the proper performance of the position.

In Madrid, 23 March 2026.