

**PROPOSAL FOR THE RE-ELECTION OF MS FRANCISCA ORTEGA HERNÁNDEZ-AGERO 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 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. 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, the Appointments, Remuneration and Sustainability Committee of Elecnor, S.A. (hereinafter, "Elecnor" or the "Company") makes this proposal for the re-election of **Ms Francisca Ortega Hernández-Agero** 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 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. Assessment of the profile of Ms Francisca Ortega Hernández-Agero**

In preparing this proposal for the reappointment of Ms. Ortega Hernández-Agero, the Appointments, Remunerations and Sustainability Committee has considered the suitability 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, all within the framework established in the "Policy for the diversity of the Board of Directors and selection of Directors" (the "Policy") approved by the Board of Directors.

On the other hand, the Appointments, Remunerations and Sustainability Committee has taken into account the same factors that motivated her initial selection as a Board Member and has assessed Ms Ortega Hernández-Agero's performance in her role since 2022 as a Member of the Board of Directors of Elecnor and as a member of the Audit Committee and the Appointments, Remuneration and Sustainability Committee of the Company as highly satisfactory, considering that she meets all the requirements, needs, capacity and experience required to continue performing her duties 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 several companies widely prove her competence as a director, her merits to hold the position of Director. Furthermore, her extensive experience in relevant sectors for the Company and its Group and her deep knowledge in various business fields, guarantee her contribution to the formation of an adequate criterion by the Board, which has been demonstrated since she joined in 2022.

In this regard, the dedication shown by the Director during the previous term, her participatory and informed attitude in the Board meetings, her ability to make critical judgments independently of third-party opinions, and to safeguard the company's interests in the exercise of her duties, demonstrate her commitment to the Company and its Group.

At the same time, her career as Director and Chair of the Audit Committee 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 she has demonstrated she shares through her impeccable performance in her role since her appointment.

Likewise, the Committee has analyzed the rest of Ms Ortega Hernández-Agero 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.

In this sense, 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 Ms. Francisca Ortega Hernández-Agero is the most suitable person to serve as a Board Member for a new four-year term.

Furthermore, it is noted that this proposal for reappointment has been formulated taking into consideration and in strict compliance with the Policy, and also considering 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).

### **3. Professional and biographical profile of Ms Francisca Ortega Hernández-Agero**

#### **PROFESSIONAL AND BIOGRAPHICAL PROFILE**

Degree in Economics and Business Administration from CUNEF and MBA, IESE.

**Position:** Board Member

**Category:** Independent Director

**Dates of appointment and re-election as a Board Member of ELECNOR, S.A.:** on May 18, 2022

**Committees:** Chair of the Audit Committee since May 17, 2023, her first appointment was on May 18, 2022.

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

- Direct: 0,004%
- Indirect: 0,000%

#### **OTHER PROFESSIONAL POSITIONS AND ACTIVITIES**

Currently, she is a Proprietary Director, member of the Audit and Control Committee, and member of the Sustainability Committee of MERLIN PROPERTIES SOCIMI S.A., Director of PBI GESTION Agencia de Valores S.A., Director and President of the Audit Committee and member of the Appointments and Remuneration Committee of HAIZEA INVESTMENT S.L. and Joint Administrator of RETUMBA, S.L.

In relation to her professional career, at Banco Santander she has been Head of Global Credit Watch: responsible for the restructuring of Corporate Investment Banking clients in Spain, as well as large Retail Banking clients and coordination of international clients, Head of Acquisition Finance and Head of Monitoring and Control of the Structured Financing Area and Head of Risks of Corporate & Investment Banking.

She has also been a member of the Board of Directors, the Audit Committee and the Support Committees of SAREB (Society for the Management of Assets from Bank Restructuring) and a member of the Board and Audit Committee of Metrovacesa S.A. She has also been a Joint Administrator at Deva Capital Advisory. Lastly, she has been Financial Director and Fund Manager at PBI GESTION Agencia de Valores S.A. and head of the Risk and Investment Department at Caja Naval de Crédito.

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

Regarding her classification on the Board of Directors of Elecnor, Ms Francisca Ortega Hernández-Agero, in accordance with the provisions of article 529 duodecies.4 of the Spanish Companies Act, has the status of independent director.

#### **5. Proposal**

As a result of the foregoing and taking into account the current needs of the Company's Board of Directors, the Appointments, Remunerations and Sustainability Committee submits the following proposal for consideration at the Ordinary General Shareholders' Meeting:

"To re-appoint Ms Francisca Ortega Hernández-Agero as Director of ELECNOR, S.A. at the proposal of the Appointments, Remunerations and Sustainability

Committee, following the justifying report from the Board of Directors, for the statutory period of four years and with the category of independent director. Identification details of Ms Ortega Hernández-A are registered in the registration sheet opened in the name of the Company.”

To this end, the Committee requests the Board of Directors, in accordance with the provisions of Article 529 decies.5 of the Spanish Companies Act, to issue the corresponding explanatory report on the proposed re-appointment, to be made available to the shareholders on the occasion of the convening of the next Ordinary General Shareholders' Meeting.

In Madrid, 23 March 2026.