

**REPORT PREPARED BY THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE OF ELECNOR, S.A. REGARDING THE PROPOSAL FOR THE APPOINTMENT OF MS MARTA PRADO ARANGUREN 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 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 appointment of **Ms Marta Prado Aranguren** as Director, with the category of **proprietary director**, for the statutory term of **four years**, due to the vacancy foreseen in the Board of Directors given the communication of Mr Rafael Prado Aranguren of his intention not to continue as Director once his term has ended.

To this end, the Company's Appointments, Remunerations and Sustainability Committee has analyzed the current composition of the Board of Directors, concluding that the Board, as a whole, possesses sufficient knowledge, skills, and experience to meet legal requirements and best governance recommendations regarding the composition of the Board of Directors and its Committees. In this regard, the Committee believes that the addition of Ms Prado Aranguren will contribute valuable knowledge, experience, and perspectives to the proper formation of the criteria that will govern the Board's operations, further advancing its gender diversity in accordance with current regulations and best practices and recommendations in this area.

**2. Professional and biographical profile of Ms Marta Prado Aranguren**

**Senior Business Analyst - Expert in Business Transformation & Finance**

**PROFESSIONAL PROFILE**

Senior Business Analyst with over 38 years of experience in the technology sector (HPE, HP, Compaq, Digital Equipment). Extensive track record in business analysis, finance, and project management in international environments. Known for her ability to optimize processes, identify risks and growth opportunities, and lead organizational transformation initiatives. Recognized for her adaptability to change, strategic vision, and results-oriented approach.

## **PROFESSIONAL EXPERIENCE**

### **2015 – 2025: Hewlett Packard Enterprise (HPE) - Senior Business Analyst – Southern Europe**

- Analysis of Installed Base Services in 5 countries (Spain, Portugal, Italy, Greece, and Israel).
- Leadership in defining and monitoring key metrics and benchmarking against other regions to identify best practices.
- Design and implementation of cross-departmental processes that improved efficiency and the quality of results.
- Participation in negotiations of annual business unit objectives at the regional level.
- Internal consulting on the implementation of new projects, anticipating risks and ensuring their success.

### **2002 – 2015: Hewlett Packard (HP) - Senior Business Analyst – Iberia**

- Management of the installed base of services for Spain and Portugal.
- Development of financial and operational reports that supported strategic decision-making.
- Coordination of process improvement projects in the services area.

### **1998 – 2002: Compaq Computer Corp - Business Analyst/Finance Manager – Spain**

- Financial manager of the Installed Base Services and Consulting division
- Preparation of profitability and margin analyses for Consulting projects, with a focus on cost and risk control.

### **1988 – 1998: Digital Equipment Corp - Controller/Finance Analyst – Spain**

- Financial oversight of consulting projects, including cost control, forecasting, and margin analysis.
- Financial evaluation of projects for bid approval.

### **1986 – 1987: Carlos Piñeiro S.A. - Financial Management**

- Implementation of administrative and financial management in a newly established company.

## **BUSINESS EXPERIENCE**

### **1993 – 2005: Ingeniería Estudios y Proyectos NIP, S.A. (NIPSA) - Board Member**

### **2019 – Present: CANTILES XXI S.L. - Board Member**

## **ACADEMIC BACKGROUND**

MBA – Instituto de Empresa (1985 – 1986)

Bachelor's Degree in Economics and Business Administration – Business Branch –  
Specialization CUNEF Audit (1980 – 1985)

### **KEY COMPETENCIES**

- Financial and business analysis
- Risk management and process optimization
- Negotiation and leadership in international environments
- Organizational transformation
- Results and customer orientation

### **LANGUAGES**

English (fluent, experience in international environments)

### **3. Assessment of the profile of Ms Marta Prado Aranguren**

Within the framework of drafting this report on the appointment of Ms Prado Aranguren, 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 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.

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

Furthermore, with the appointment of Ms. Prado Aranguren, the Company continues to promote the increased presence of female directors on the Board of Directors without affecting its normal functioning or the overall suitability of its members for the performance of their duties. This is without prejudice to the fact that, within the framework established in the Policy, the promotion of diversity in all its aspects has been taken into account.

Based on the foregoing, this Committee has concluded that Ms. Marta Prado Aranguren is the most suitable person to serve as a Director for the statutory term of four years.

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 her classification on the Board of Directors of Elecnor, Ms Marta Prado Aranguren in accordance with the provisions of Article 529 duodecies.3 of the Spanish Companies Act, is considered to be a proprietary director, since she represents the significant shareholder Cantiles XXI, S.L.

#### **5. Conclusion**

In view of the foregoing, this Committee favourably reports the appointment of Ms Marta Prado Aranguren as Director of the Company, with the category

of proprietary director, considering that she possesses the knowledge, experience, abilities and aptitudes necessary for the proper performance of the position.

In Madrid, 23 March 2026.