

**PROPOSED RESOLUTIONS OF THE BOARD OF DIRECTOR FOR  
CONSIDERATION BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF  
ELEC NOR, S.A. TO BE HELD ON MAY 26, 2026 ON FIRST CALL AND ON  
MAY 27, 2026 ON SECOND CALL**

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**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 2025.**

**Proposal:**

To approve the individual annual accounts of ELEC NOR, 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 ELEC NOR, S.A. and those of its consolidated Group for the financial year closed on December 31, 2025, which were drafted by the Board of Directors at its meeting of February 25, 2026.

The individual and consolidated annual accounts, along with their respective directors' reports were audited by ELEC NOR, S.A.'s auditors, PriceWaterhouseCoopers Auditores, S.L., as attested to by the Report issued on February 26, 2026.

- 2. Examination and approval of the Non-Financial Information Statement and Sustainability Information of the Company and its Consolidated Group corresponding to financial year 2025.**

**Proposal:**

To approve the Non-financial Information Statement and Sustainability Information of ELEC NOR, S.A. and its consolidated Group for the financial year closed on December 31, 2025, which were drafted by the Board of Directors at its meeting of February 25, 2026, and which have been verified by the independent entity, PriceWaterhouseCoopers Auditores, S.L., as attested by the Report issued on February 26, 2026.

**3. Examination and approval of the proposed allocation of results corresponding to financial year 2025.**

In 2025, ELECNOR, S.A. returned a positive result amounting to **€ 50,524,251.36**.

**Proposal:**

To approve the allocation of results proposed by the Board of Directors at its meeting of February 25, 2026, as per below:

**BASIS OF DISTRIBUTION**

Result of fiscal year 2025: **Profits of € 50,524,251.36**

**TOTAL DISTRIBUTION BASIS € 50,524,251.36**

**Allocation:**

■ To dividends	<b>€ 44,290,800.27</b>
■ Interim	<b>€ 8,005,745.07</b>
■ Complementary	<b>€ 36,285,055.20</b>
<b>TOTAL</b>	<b>€ 44,290,800.27</b>
■ To Voluntary Reserves	<b>€ 16,233,451.09</b>

Accordingly, it is agreed to distribute a complementary dividend of **€ 0.41706960** euros per ELECNOR, S.A. share, against the results for financial year closed on December 31, 2025.

This dividend will be paid on June 10, 2026.

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 2025.**

**Proposal:**

To approve the management carried out by the Board of Directors of ELECNOR, S.A. during the financial year closed on December 31, 2025.

## **5. Re-appointment of directors**

### **5.1 Re-appointment of Mr Jaime Real de Asúa Arteche as Company director in the category of proprietary director.**

#### **Proposal:**

To re-appoint Mr Jaime Real de Asúa Arteche as Director of ELEC NOR, S.A. at the proposal of the Board of Directors, based on a justifying report from the same and from the Appointments, Remunerations and Sustainability Committee, for the statutory period of four years and with the category of proprietary director. Identification details of Mr Real de Asúa Arteche are registered in the registration sheet opened in the name of the Company.

### **5.2 Re-appointment of Mr Ignacio María Prado Rey-Baltar as Company director in the category of proprietary director.**

#### **Proposal:**

To re-appoint Mr Ignacio María Prado Rey-Baltar as Director of ELEC NOR, S.A. at the proposal of the Board of Directors, based on a justifying report from the same and from the Appointments, Remunerations and Sustainability Committee, for the statutory period of four years and with the category of proprietary director. Identification details of Mr Prado Rey-Baltar are registered in the registration sheet opened in the name of the Company.

### **5.3 Re-appointment of Mr Miguel María Cervera Earle as Company director in the category of proprietary director.**

#### **Proposal:**

To re-appoint Mr Miguel María Cervera Earle as Director of ELEC NOR, S.A. at the proposal of the Board of Directors, based on a justifying report from the same and from the Appointments, Remunerations and Sustainability Committee, for the statutory period of four years and with the category of proprietary director. Identification details of Mr Cervera Earle are registered in the registration sheet opened in the name of the Company.

### **5.4 Re-appointment of Mr Juan Ignacio Landecho Sarabia as Company director in the category of proprietary director.**

#### **Proposal:**

To re-appoint Mr Juan Ignacio Landecho Sarabia as Director of ELEC NOR, S.A. at the proposal of the Board of Directors, based on a justifying report from the same and from the Appointments, Remunerations and Sustainability Committee, for the statutory period of four years and with the category of proprietary director.

Identification details of Mr Landecho Sarabia are registered in the registration sheet opened in the name of the Company.

**5.5 Re-appointment of Ms Irene Hernández Álvarez as Company director in the category of independent director.**

**Proposal:**

To re-appoint Ms Irene Hernández Álvarez 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 Hernández Álvarez are registered in the registration sheet opened in the name of the Company.

**5.6 Re-appointment of Ms Francisca Ortega Hernández-Agero as Company director in the category of independent director.**

**Proposal:**

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.

**5.7 Appointment of Ms Carmen Morenés Giles as Company director in the category of proprietary director.**

**Proposal:**

To appoint Ms Carmen Morenés Giles, of legal age, of Spanish nationality, with address for these purposes in Madrid, calle Arturo Soria nº 343, 12th floor and

**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.

with D.N.I. nº 00405294-B 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, Remunerations and Sustainability Committee, for the statutory term of four years and with the category of proprietary director.

**5.8 Appointment of Ms Marta Prado Aranguren as Company director in the category of proprietary director.**

**Proposal:**

To appoint Ms Marta Prado Aranguren, of legal age, of Spanish nationality, with address for these purposes in Madrid, calle Arturo Soria nº 343, 12th floor and with D.N.I. nº 16036687-Y 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, Remunerations and Sustainability Committee, for the statutory term of four years and with the category of proprietary director.

**6. Reappointment for one year of the Company's and its consolidated Group's Auditor.**

**Proposal:**

To re-appoint PricewaterhouseCoopers Auditores, S.L., with registered office at Paseo de la Castellana, 259 B, Torre PwC, Madrid, Spain, with Tax Identification Number B-79031290, registered in the Madrid Mercantile Registry under Folio M-63988 and with registration number S0242 in the Official Register of Auditors, as the Company's and its consolidated Group's Auditor for a period of one (1) year, that is, for the year 2026, delegating to the Company's Board of Directors the determination of the financial terms of the reappointment as well as the signing of the corresponding contract.

**7. Advisory vote on the Annual Report on Directors' Remuneration for 2025.**

**Proposal:**

To approve, by way of an advisory vote, the Annual Report on Directors' Remuneration for 2025, 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 February 26, 2026.

**8. 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:**

To delegate to the Board of Directors, as well as to any of the members of the Board of Directors and to the non-Director Secretary thereof, indistinctly, the broadest powers for the full execution and application of all the agreements adopted at the General Meeting of Shareholders, so that they may carry out all the necessary steps for the formalization of the agreements adopted and appear before a Notary, making the appropriate statements regarding the agreements adopted and grant all the public or private documents that are required or convenient, as well as sign 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 rectify or clarify in accordance with the verbal or written qualification or verbal or written suggestion of the Commercial Registrar, and ultimately to proceed with the registration, even partial, of such agreements in the corresponding Commercial Registry and for the filing of the Annual Accounts of the Company and its consolidated Group. They are also expressly authorized, where appropriate, to publish any notices that may be necessary or advisable in relation to the agreements adopted.