

**EXTRAORDINARY SHAREHOLDERS' MEETING 2024**

**REPRESENTATION CARD**

Proxy and delegation of vote card for the Extraordinary General Shareholders' Meeting of ELEC NOR, S.A. to be held at the Auditorio Edificio Fortuny, located at calle Rafael Calvo, nº 39A, Madrid at 12:00 noon on 10 December 2024 on first call, or on the following day, at the same place and time, on second call.

Ms/Mr. \_\_\_\_\_, holder of \_\_\_\_\_ shares of **ELEC NOR, S.A.**, hereby confers its representation to:

1.  The Chairman of the Board of Directors of **ELEC NOR, S.A.**

2.  Ms/Mr. \_\_\_\_\_, with National Identity Card number \_\_\_\_\_.

(If the specific person to whom the Shareholder grants his proxy is not indicated, the proxy shall be deemed to be granted in favor of the Chairman of the Meeting. In the event of a conflict of interests, the provisions below will apply.)

The voting instructions for each proposed resolution submitted to the General Shareholders' Meeting are indicated below. If any of the boxes are not completed, the proxy will vote in favor of the proposed resolutions submitted by the Board of Directors:

<b>Agreement proposals</b>	<b>1</b>	<b>2</b>	<b>3</b>
<b>In favor of</b>			
<b>Against</b>			
<b>Abstention</b>			

The proxy shall extend to proposed resolutions relating to matters not included in the attached agenda, in relation to which the proxy shall vote in the way he/she considers most favorable to the interests of the principal, unless he/she checks the following NO box, in which case it shall be understood that the shareholder instructs the proxy to abstain in relation to such proposed resolutions. NO

The instructions included for this purpose in the notice of the 2024 Extraordinary Shareholders' Meeting shall apply to this proxy card.

For the purposes of the provisions of Articles 523 and 526 of the Spanish Companies Act (LSC), we hereby inform that the CEO is in a situation of conflict of interest in relation to point 2 of the Agenda, and that all members of the Board of Directors are in a situation of conflict of interest in relation to the cases set out in sections b) or c) of article 526.1 LSC (dismissal, separation or termination of directors and exercise of the corporate liability action) that affect them personally and that could arise outside the agenda in accordance with the Law. In relation to all of them, if the represented party has not given precise voting instructions, the representation, unless expressly indicated otherwise below, will be understood to be conferred to the Chairman of the Meeting or, in the event of also being in conflict, to the Secretary of the Meeting. In any case, in the absence of voting instructions, the new representative must vote in the direction that he considers most favourable for the interests of the Company and the represented party. Check the NO box below only if you do not authorize the substitution (in which case it will be understood that the shareholder instructs the proxy to abstain). NO

Signature of the shareholder.

In \_\_\_\_\_, on \_\_\_\_\_ of 2024.

## **PROCEDURE FOR REPRESENTATION AND DELEGATION OF VOTES BY POSTAL CORRESPONDENCE OF SHAREHOLDERS OF ELECNOR, S.A.**

Shareholders who, individually or in groups with others, hold a minimum of ten (10) shares may attend the General Meeting, provided that they have been registered in the corresponding book-entry register five (5) days prior to the General Meeting.

In accordance with the provisions of the Capital Companies Law and the Regulations of the General Meeting of the Company, the right to attend the General Meeting may be delegated to another person, whether or not a Shareholder.

Representation is always revocable. Personal attendance, whether physically or by telematic means, at the General Meeting of the represented party will be considered a revocation. In addition, the delegation will always be revocable by the same means by which it was made.

The appointment of the representative and the notification of the appointment, as well as, where applicable, the voting instructions, may be made, in the terms indicated in the notice of the call to the Meeting and on the Company's website ([www.grupoelecnor.com](http://www.grupoelecnor.com)) by post, sending to the attention of the Shareholder Service Office, set up for this purpose at Arturo Soria, No. 343, 12th floor, 28033, Madrid and at the registered office located at Calle Marqués de Mondéjar No. 33, 28028 Madrid, this proxy and voting proxy card, duly completed and signed, accompanied by the card issued by the IBERCLEAR member entity in which the shares are deposited for the purposes of accrediting its status as Shareholder. In the case of a legal entity, a copy of the document accrediting the representative powers of the natural person who, as the Shareholder's representative, exercises the right of representation must also be sent.

Proxies received by post will be accepted provided they are received by the Company before midnight on December 9, if the Meeting is held on the first call, or before midnight on December 10, if the Meeting is held on the second call, which is when it is expected to be held, without prejudice to the provisions regarding the personal presentation of the proxy card by the representative to the personnel in charge of the Shareholder registry prior to the holding of the Meeting.

The attendance – whether physical or by telematic means – of Shareholders at the General Meeting will revoke any vote or delegation that they may have made previously, regardless of the means used for its issuance.

In the event that a Shareholder validly makes several proxies or votes by means of different means of remote communication, the proxy and/or vote received last will prevail, regardless of the means used for its issuance.

The instructions included for this purpose in the notice of the 2024 Extraordinary Shareholders' Meeting shall apply to this proxy card.

## **AGENDA**

### **Matters for approval**

- 1 Approval of an interim dividend against 2024 results.
- 2 Granting of an extraordinary remuneration to the CEO, in accordance with the provisions of article 8 of the Directors' Remuneration Policy of Elecnor, S.A. for 2022, 2023, 2024 and 2025.

### **Other Matters**

- 3 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 entry of the resolutions adopted by the General Shareholders' Meeting in the Commercial Registry.