

**REPORT PREPARED BY THE APPOINTMENTS, REMUNERATIONS AND SUSTAINABILITY COMMITTEE OF ELEC NOR, S.A. REGARDING THE PROPOSAL FOR THE RE-APPOINTMENT OF MR. RAFAEL MARTÍN DE BUSTAMANTE VEGA 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 abovementioned regulations, this report is prepared by the Appointments, Remunerations and Sustainability Committee of Elec nor, S.A. (hereinafter, "Elec nor" 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. Rafael Martín de Bustamante Vega** as Director, with the category of **Other External 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 June 23, 2021.

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. Rafael Martín de Bustamante Vega**

**PROFESSIONAL AND BIOGRAPHICAL PROFILE**

Degree in Physics from the UNED. Diploma in the PADE Programme from the IESE Business School of the University of Navarra (Spain).

**Position:** Chief Executive Officer

**Category:** Executive

**Dates of appointment and re-election as a Board Member of ELEC NOR, S.A.:** on May 18, 2011, reelected on May 16, 2017 and June 23, 2021.

### **Shareholding in the share capital of ELEC NOR, S.A.:**

- Direct: 0,025%
- Indirect: 0,000%

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

He currently holds the position of Joint and Several Director of ELEC NOR SERVICIOS Y PROYECTOS, S.A.U and he is a member of the Advisory Board of FUNDACIÓN ELEC NOR.

In relation to his professional career, he has been General Manager of ELEC NOR, S.A., General Director of Networks and Installations of ELEC NOR, S.A., General Director of Management of ELEC NOR, S.A., has belonged to the International and National Commercial Department of ELEC NOR, S.A., has been Director of CELEO CONCESIONES E INVERSIONES, S.L., Director of ENERFÍN SOCIEDAD DE ENERGÍA, S.L.U. and lastly, has been President of ADEMI (Association of Industrial Assembly Companies).

### **3. Assessment of the profile of Mr. Rafael Martín de Bustamante Vega**

Within the framework of drafting this report on the re-election of the aforementioned Director, the Nominations, 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 extended career as Chief Executive Officer of the Company widely prove his competence as a director, his merits to hold the position of Director with the category of proprietary, his extensive experience in relevant sectors for the Company and its Group and his deep knowledge in various business fields, which guarantees his contribution to the formation of an adequate criterion by the Board of Directors which has been demonstrated since he joined in 2011, where his contribution has been decisive in placing the Group in the excellent position it currently holds.

In this sense, the dedication shown during the previous mandates 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, as reflected in the evaluation of the Board of Directors and its Committees for 2024.

At the same time, his extended career as a Chief Executive Officer of the Company entails a deep knowledge of the Group, from the perspective of its businesses and the sector of activity to which it belongs, its corporate and organizational structure, including its marked international character, and its corporate culture, whose values he has demonstrated to share with the impeccable performance of his position since his appointment.

Furthermore, it has analyzed the rest of professional activities of Mr. Martín de Bustamante Vega, 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.

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).

In this sense, and without prejudice to the fact that, within the framework of what is established in the Policy, the promotion of diversity in all its aspects has been taken into account, including gender diversity, this Committee has concluded that Mr. Rafael Martín de Bustamante Vega is the most suitable person to hold the position of Director for a new term.

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

Regarding his classification on the Board of Directors of Elecnor, Mr. Rafael Martín de Bustamante Vega in accordance with the provisions of Article 529 duodecies.3 of the Spanish Companies Act, is considered to be a Other External Director.

In this regard, as reported through the Insider Information communication dated November 29, 2024, Mr. Rafael Martín de Bustamante will continue to be responsible for the closing and preparation of the annual accounts for the year 2024, and will facilitate an orderly transition with the new CEO until the next Ordinary General Meeting, after which he will not have powers delegated by the Board or executive functions under any other title, which is why he will be assigned to the category of Other External.

#### **5. Conclusion**

In view of the foregoing, this Committee favourably reports the re-appointment of Mr. Rafael Martín de Bustamante Vega as Director of the Company, with the category of Other External Director, considering that he is the most suitable candidate for the performance of said position by gathering the knowledge, necessary experience, skills and abilities.

In Madrid February 24, 2025.