



Report prepared by the Board of Directors of Elecnor, S.A. on the amendment to the *Regulations of the Board of Directors*, the *Regulations of the Audit Committee*, and the *Regulations of the Appointments, Remunerations and Sustainability Committee* agreed upon at its meeting of November 27, 2024

Report of the Board of Directors of Elecnor, S.A. on the amendment to the Regulations of the Board of Directors, the Regulations of the Audit Committee, and the Regulations of the Appointments, Remunerations and Sustainability Committee agreed upon at its meeting of November 27, 2024

I. INTRODUCTION AND PURPOSE OF THE REPORT

Article 518.d) of the Spanish Companies Act ("**LSC**") requires that, from the publication of the notice of the General Shareholders' Meeting, companies must continuously publish on their website a report from the competent bodies regarding those agenda items that are purely informative in nature. In turn, Article 528 of the LSC establishes that the Board of Directors must inform the Shareholders' General Meeting of any amendments made to the Board Regulations.

Pursuant to the foregoing, this report is prepared by the Board of Directors of Elecnor, S.A. (the "**Company**") for the purposes of explaining the modification of the Regulations of the Board of Directors, the Regulations of the Audit Committee and the Regulations of the Appointments, Remunerations and Sustainability Committee agreed by the Board at its meeting held on November 27, 2024, following a supporting report from the Nomination, Remuneration and Sustainability Committee, and which will be reported to the Ordinary Shareholders' General Meeting of the Company called to be held on May 27, 2025, at first call or, at second call, on May 28, under the ninth item on the agenda.

II. RATIONALE FOR THE PROPOSED AMENDMENTS

On July 1, 2024, the CNMV published Technical Guide 1/2024, of June 27, 2024, on Audit Committees of Public Interest Entities (the "**Guide 1/2024**"), which updates the previous version to adapt it to new regulations, best practices, and recommendations adopted since 2017. It also introduces some recommendations for developing and specifying the basic principles and criteria of the 2017 guide regarding the composition, functioning, and powers of audit committees.

Likewise, various regulations have recently been approved that impact the powers of the Board's Committees, including the following: the NIS 2 Directive, the CS3D Directive, the CSRD Directive, the Artificial Intelligence Regulation, the Organic Law on Equal Representation, the Law for the Effective Equality of LGBTI Persons, and the Cybersecurity Good Governance Code.

Regarding the reform of the Regulations (especially regarding the Regulations of the Audit Committee), the following new features of Guide 1/2024 stand out, which have been incorporated into the Regulations of the Company:

- Adapts the terminology to the CSRD Directive, using the term "**sustainability information**" to refer to environmental, social, and governance (ESG) reporting, while maintaining and expanding the scope of "non-financial reporting," also using the term "non-financial risks" in a broad sense, beyond those strictly related to sustainability.

- Regarding the functions of oversight of **sustainability reporting and those related to risk control and management systems linked to sustainability**, confirms the importance of establishing a framework for relationships and coordination between the audit committee and, where appropriate, any other committees assigned sustainability-related functions.
- A **parallel regime to that of the statutory auditor is introduced, applicable to the verifier of sustainability information**, with the necessary clarifications and adaptations (in particular, regarding various aspects that must be taken into account in the selection process, which will primarily affect the internal procedures established by the Company regarding the selection of the auditor), without prejudice to the incorporation of certain clarifications into the powers of the Audit Committee.
- Regarding **related-party transactions**, Guide 1/2024 recommends, as a complement to the legal regime provided for in articles 529 vicies to 529 tervicies of the LSC, among other issues, that the audit committees of listed companies propose to the board the establishment of reporting and internal control mechanisms for related-party transactions whose approval has been delegated, reviewing them periodically.

Regarding the **composition of the Audit and Appointments, Remunerations and Sustainability Committees**, the wording has been maintained, given that the expressions "*non-financial risks*" and "*other areas that may be appropriate for the Audit Committee to fulfill its functions*" are coordinated with the provisions of sections 9, 13 and 14 of Technical Guide 1/2024.

Likewise, and in line with the clarification provided in the Guide regarding the distribution of the different functions related to sustainability between the Audit Committee and other committees, where applicable, **the wording of the responsibilities relating to the governance and sustainability system** between the Audit Committee and the Appointments, Remunerations and Sustainability Committee **has been redistributed and clarified**, establishing references to the necessary coordination between the Committees.

In this regard, **the term "corporate governance system" has been replaced in the three Regulations with "governance system"**, in line with the trend reflected in recent regulations and standard market practice. The latter term is understood as the set of rules and procedures for governing the Company in general, covering all areas, managers, and affected bodies.

III. ANNEXES

The current Regulations are attached to this report as Annexes, highlighting the modifications incorporated by agreement of the Board of Directors held on November 27, 2024.

ANNEX I

Regulations of the Board of Directors



Regulations
of the Board of Directors
of
ELECNOR, S.A.

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Chapter I INTRODUCTION

Article 1 Purpose

The purpose of these Regulations is to lay down operating guidelines for the Board of Directors of ELEC NOR, S.A. ("Elecnor" or the "Company") and its Committees, to set forth the basic rules for the organisation and work of the Board, and to put in place rules for selecting, appointing, re-appointing, and removing Board members together with rules of conduct for Board members, and implement the precepts set forth in the Company's Articles of Association to achieve the highest possible level of efficiency and optimise the Board's work.

Section 42 of the Spanish Commercial Code [*Código de Comercio*] applies as regards the definition of "Group" for purposes of these Regulations.

Article 2 Scope of application

These Regulations will apply directly to the Board as a collective body and to the Directors as its members involved in formulating the intent of the Board and, insofar as it is congruent with their nature, to the Board's delegated bodies and Committees and to their members. Directors are required to be conversant with, to abide by, and to enforce these Regulations.

Article 3 Interpretation

These Regulations are to be interpreted in accordance with the Articles of Association and applicable law and with the principles and recommendations contained in the codes of corporate good governance, and the Board of Directors is vested with authority to settle any questions of interpretation that may arise in connection with implementation of these Rules.

These Regulations implement and supplement the Articles of Association and applicable law, which will prevail in the event of any discrepancies with respect to the content of these Rules.

Article 4 Amendment and dissemination

These Regulations may only be amended by the Board of Directors at the proposal of the Chair, [the Appointments, Remunerations and Sustainability Committee](#), or of at least three Directors. Proposals are to be submitted together with a reasoned memorandum of explanation.

The text of the proposal and the corresponding memorandum of explanation will be sent out with the notice of meeting for the session of the Board of Directors held to resolve on the proposal. The meeting Agenda will contain a specific item for deliberation.

These Regulations are to be posted on the Company's website for dissemination among shareholders and investors in general, without prejudice to compliance with the requirements laid down in the applicable law at all times.

Chapter II DUTIES OF THE BOARD OF DIRECTORS

Article 5 General duty of supervision

The Board of Directors will be competent to adopt decisions on all matters falling within the scope of the corporate purpose that are not reserved for the Shareholders' General Meeting by law or the Articles of Association.

Without prejudice to vesting the Board of Directors with the broadest powers and authority to manage and represent the Company, Board policy is to be directed at focusing its work on the general function of managing and formulating the strategic guidelines for the Company and its Group, and at overseeing implementation of those guidelines and adopting decisions on matters of strategic importance at the Group level, while delegating the duties of ordinary management and effective administration of the companies making up the Group to those companies' management bodies and their executive management, ensuring alignment of Elecnor's corporate interests with those companies' interests.

The Board will entrust the Company's ordinary running and management to a Chief Executive or to Managing Directors and to the members of the Company's executive management team. It may not delegate any powers that are reserved for direct action by the Board of Directors by law or by the Articles of Association or any others that are necessary for responsibly exercising the general function of formulating and overseeing Company and Group strategy. Specifically, in addition to those duties that may not be delegated under the legislation in force, the Board of Directors will have the following functions and responsibilities:

- a) Setting and approving the general policies and strategies of the Company and its Group, namely:
 - ~~-(i) The Company's policy concerning treasury shares.~~
 - ~~-(ii) The strategic or business plan, management targets, annual budget, investment and financing policy, and dividend policy.~~
 - ~~(i) Corporate social responsibility and social and environmental sustainability policy.~~
 - (iii) Sustainability policy.
 - ~~-(iv) Risk management and control policy, tax risks included, and supervising internal control and reporting systems.~~
 - ~~-(v) The Company's and its Group's corporate governance policy.~~

- (vi) Decisions concerning the structure of the Group of companies with the Company at its head.
- (vii) The Company's tax strategy.
- (viii) Policy regarding communications, contacts, and involvement with shareholders, institutional investors, and proxy advisers, including corporate, non-financial, financial, and economic reporting.
- (ix) The Board of Directors' diversity and Director selection policy.
- b) Supervising the effective operation of the Committees the Board has created and the work of the delegated bodies and members of the executive management team that it has appointed.
- c) Granting authorisation or discharge from obligations ensuing from the duty of loyalty in conformity with the law and these Regulations.
- d) Approving Related-Party Transactions that do not have to be approved by the Shareholders' General Meeting instead, without prejudice to possible delegation to the Board of Directors, in the cases and in the terms stipulated in the law and in these Regulations.
- e) Drawing up all manner of reports the Board of Directors is required by law to produce where the transaction concerned by the report may not be delegated.
- f) Adopting decisions on Director remunerations in the framework of the Articles of Association and the Director remunerations policy in conformity with the prevailing law.
- g) Appointing and removing the Company's Managing Directors and setting their terms of contract.
- h) Appointing and removing members of the executive management team, drawing up remunerations policy, overseeing and assessing their activities, and setting the basic terms of their contracts, including remunerations.
- i) Calling and setting the agendas for General Shareholders Meetings and proposing resolutions.
- j) Exercising any powers the Shareholders' General Meeting has delegated to the Board of Directors, unless the Board is expressly authorised to delegate them in its turn.
- k) Identifying the Company's main risks, particularly risks attaching to derivative transactions, and implementing and overseeing suitable internal control and reporting systems.
- l) Approving all manner of investments and transactions which, on account of their high cost or special characteristics, are strategic in nature or entail special tax risks for which approval is not reserved for the Shareholders' General Meeting.

- m) Approving the creation or purchase of shares in special purpose vehicles or entities based in countries or territories classified as tax havens and any other transactions or similar operations which, due to their complexity, could be detrimental to the transparency of the Company and its Group.
- n) Arranging its structure and operation, more particularly, approving and amending these Regulations.
- o) Drawing up the Annual Report on Director Remunerations.
- p) Approving the Corporate Governance Report each year.
- q) Drawing up the annual financial statement and submitting it to the Shareholders' General Meeting.
- r) Supervising preparation and presentation of the financial information and the management report, and, where appropriate, the requisite non-financial information.
- s) Approving the financial information that the Company, as a publicly traded company, needs to make public regularly.
- t) Where appropriate, drawing up the non-financial information statement for submission to the Shareholders' General Meeting.
- u) Overseeing the various areas of the Company as a whole.
- v) Performing the duties specially stipulated in these Regulations.

Despite being assigned to the Board as a whole, where required by bona fide reasons of urgency, these functions may be performed by the Board's delegated bodies for subsequent ratification at the first full Board meeting held after the decision was taken in the terms stipulated by law.

Article 6 Principles underlying the activities of the Board of Directors

The Board of Directors will perform its duties independently at its discretion with singleness of purpose. It will treat all shareholders having the same status just the same and will pursue the corporate interest, understood to be achieving a profitable business sustainable in the long term, fostering the Company's continuity and maximising its economic value.

In attaining the corporate interest, the Board of Directors will obey the law and regulations and will base its conduct on good faith, ethics, and observance of custom and generally accepted best practices. It will endeavour to reconcile the corporate interest with the legitimate interests of its employees, suppliers, clients, and other stakeholders concerned, as the case may be, and with the impact of the Company's activities on society as a whole and on the environment. It will in all cases comply with the laws in force and act in conformity with generally accepted standards, values, and patterns of ethical behaviour and good governance.

CHAPTER

Chapter III COMPOSITION OF THE BOARD OF DIRECTORS

Article 7 Qualitative composition

Directors will be classified either as executive directors or non-executive directors, the latter in turn broken down into nominee, independent, or other external directors as provided by law.

In exercising its function of proposing potential Directors and co-option to the Shareholders' General Meeting to fill vacancies, the Board of Directors will ensure that non-executive Directors make up an ample majority on the Board compared to executive Directors.

Furthermore, when proposing suitable candidates, the Appointments, Remunerations and Sustainability Committee will take into account not only the applicable law but also the principles and recommendations for good corporate governance. Candidates' background and experience should conform to the Company's needs.

The Board of Directors will at all events include at least two independent Directors.

The Board of Directors will ensure that the procedures used to select its members take into account the training, professional experience, and other diversity criteria stipulated by law. Furthermore, those procedures will avoid any implicit bias that could result in discrimination and in particular will expedite selection of a number of female Directors to attain a balance between women and men.

Article 8 Quantitative composition

The Board of Directors will comprise no fewer than five and no more than fifteen Directors.

The Board of Directors will propose to the Shareholders' General Meeting the number that is most appropriate to ensure that its functioning will be properly representative, effective, and participatory having in mind the changing circumstances of the Company.

Chapter IV STRUCTURE OF THE BOARD OF DIRECTORS

Article 9 Chair of the Board of Directors

The Chair of the Board of Directors will also be the Company's President and will be elected by the Board from among its members at the proposal of the Appointments, Remunerations and Sustainability Committee.

As the chief executive responsible for leading and proper functioning of the Board and its Committees, the Chair will have the following tasks:

- ~~A~~)a) Convening and chairing meetings of the Board of Directors, approving the meeting Agenda, and leading the discussions, calling on speakers in the order in which they have asked to speak.
- ~~B~~)b) Chairing the General Shareholders Meeting.
- ~~C~~)c) Ensuring that Directors receive, in advance of Board meetings, the information they need to be able to deal with the items on the agenda and perform their duties with due care.
- ~~D~~)d) Encouraging debate and active participation by Directors at sessions and ensuring freedom of opinion and expression.

The Chair will also draw up and submit to the Board of Directors a schedule of dates and business to transact; organise and coordinate periodic assessments of the Board and also of the Company's chief executive, where appropriate; ensure that enough time is allotted for discussing strategic matters; and arrange for and review training programmes for each Director to update their knowledge as circumstances may require.

The Chair of the Board of Directors may be an executive Director of the Company. In that case, appointment to that office will require the votes in favour of two thirds of the Board members. At the proposal of the Appointments, Remunerations and Sustainability Committee and with the executive Directors abstaining, the Board of Directors will appoint one of its independent Directors to be the Coordinating Director with the powers specified by law.

Article 10 Deputy Chairs

At the proposal of the Appointments, Remunerations and Sustainability Committee, the Board will elect from among its members one or more executive or non-executive Deputy Chairs to stand in for the Chair by delegation and in cases of vacancy, absence, or illness of the Chair, in all cases taking on the duties and functions the Board or the Chair deems appropriate.

Substitution for the Chair by one of the Deputy Chairs will be by order of the Deputy Chairships. Where more than one Deputy Chair has been elected without there being any order among the Deputy Chairships, order will be based on the ages of the persons elected in descending order. Should the foregoing not be feasible, the Director designated by the Board of Directors will stand in for the Chair.

Article 11 Secretary of the Board of Directors

The Secretary will be appointed and removed by the full Board after hearing the Appointments, Remunerations and Sustainability Committee. The Secretary is not required to be a Director. Where not a Director, the Secretary will have the right to speak but not to vote.

The Secretary will assist the Chair in its work and is to see to proper operation of the Board, in particular working to assist the Chair to see that Directors receive the relevant prior advice and information in a suitable format to enable them to perform their duties, to keep the Board's documents, to report accurately on the work of the sessions in the minutes book, and to certify the resolutions adopted and the content of the minutes.

The Secretary will ensure that the Board's work is in conformity with the applicable laws and regulations and in accordance with the Articles of Association and other internal rules and that governance rules are observed and reviewed on a regular basis.

The Secretary will also see that the Board's actions and decisions are mindful of the good governance recommendations applicable to the Company and that the Company is compliant with laws and regulations on corporate governance and considers recommendations on that subject for possible inclusion in the Company's internal rules.

Article 11 bis Deputy Secretary of the Board

The Board may appoint a Deputy Secretary of the Board of Directors at the proposal of the Appointments, Remunerations and Sustainability Committee. The Deputy Secretary will perform the duties of the Secretary in case of vacancy or the latter's absence or infirmity and where the Deputy Secretary is unavailable, the Director designated by the Board of Directors will stand in for the Secretary.

The person serving as Deputy Secretary may but need not be a Director. Where not a Director, the Deputy Secretary will have the right to speak but not to vote.

Article 12 Delegated bodies and committees of the Board of Directors

Without prejudice to delegating powers to any individual Director (Managing Directors) and its authority to create an Executive Committee and other Delegated Committees by area of activity, the Board of Directors may establish as many internal Committees without executive functions as it sees fit and may assign them

duties of reporting, advising, and making proposals to the Board of Directors itself, to its Chair, or to the CEO or Managing Directors.

The Board of Directors will create at least an Audit Committee and an Appointments, Remunerations and Sustainability Committee with authority to report, advise, and make proposals on the matters specified by the applicable law, the Articles of Association, and the Rules that follow below.

Except as stipulated in Article 13 below with respect to the Audit Committee Chair, Committee member appointments will be for the same terms to which those individuals have been appointed as Company Directors. A Director will cease to be a member of the Committees he or she belongs to on ceasing to be a Company Director.

Committees will be quorate when a majority of their members are present or represented. Resolutions will be adopted by an absolute majority of votes cast by the members present or represented at the meetings.

The resolutions adopted by the Committees will be recorded in a minute book kept for that purpose stating the date of the session, the participants, and the resolutions adopted. Committee minutes will be at the disposal of all the members of the Board of Directors.

The Audit Committee and the Appointments, Remunerations and Sustainability Committee will each draw up a yearly report on its ~~work and activity~~ performance during the year as a basis for review by the Board of Directors.

The Board of Directors will approve Regulations for the Audit Committee and the Appointments, Remunerations and Sustainability Committee elaborating on the regulations regarding the composition, duties, and functioning of each of those Committees envisaged in these Regulations.

Article 13 Audit Committee

The Board of Directors will establish an Audit Committee, to be composed of no fewer than three and no more than five non-executive Directors appointed by the Board of Directors. A majority of Committee members will be independent Directors, and one member will be appointed on the basis of his or her knowledge and experience in accounting matters, auditing matters, or both.

The Board of Directors will also endeavour to ensure that the Audit Committee members as a whole, in particular its Chair, are knowledgeable and experienced in accounting and auditing matters, in the management and control of financial and non-financial risks, and in any other areas relevant to the performance of the Audit Committee's work.

~~Without~~As a whole, and without prejudice to ~~endeavouring to meet gender diversity~~promoting a balanced presence of men and women and other diversity

criteria, the members of the Committee shall have the relevant technical knowledge in relation to the sector of activity to which the Company belongs.

The Audit Committee must appoint a Chairman from among the independent Directors for a period of four years, and may be re-elected for the same period once a period of one year has elapsed from the date on which his position had expired or from the date on which that his dismissal had been agreed. The Secretary of the Board of Directors may be appointed Secretary of the Audit Committee, on condition that they are not considered an executive Director, and may also be appointed Vice Secretary.

Without prejudice to other duties assigned to it by the Board, the Audit Committee shall in any case have the powers listed below:

In respect of supervising financial and non-financial information:

- a) To inform, via its Chair, the General Shareholders Meeting regarding any matters falling within its purview raised by shareholders. More particularly, to report on audit results and the sustainability information verification and explain the role the Committee has played during the auditing process and how audits have helped enhance the integrity of financial and non-financial information.
- b) To oversee and assess the process of drawing up and submitting the requisite financial and non-financial information on the Company and on its Group, as the case may be; to monitor compliance with legal and regulatory requirements; to ensure that the scope of consolidation has been suitably defined and accounting principles are properly followed; and make suggestions or recommendations for safeguarding financial integrity to the Board of Directors.
- c) To report in advance to the Board of Directors concerning the financial information, management report, and, where appropriate, any requisite non-financial information that the Company is to make public periodically.
- d) To ensure that the annual financial statement the Board of Directors submits to the Shareholders' General Meeting has been drawn up in accordance with accounting standards. Where the external auditor or sustainability information verifier has included an observation in ~~its~~their audit or verification report, the Audit Committee Chair will clearly explain the Committee's views on its significance and scope to the Shareholders' General Meeting and will make a summarised version of its views available to the shareholders when the notice of meeting is issued, together with the rest of the proposals and reports of the Board.

In respect of supervising internal control of financial reporting:

- e) To supervise the effectiveness of the internal controls of the Company and its internal audit function and to discuss with the external auditors and the verifier any material weaknesses found during the audit or verification and draw

conclusions as to the degree of reliability and confidence of the system, all without surrendering its independence. To these ends it may make any appropriate suggestions or recommendations to the Board of Directors and perform the relevant follow-up.

- f) To supervise the internal audit unit overseeing proper functioning of the internal control and reporting systems, functionally subsidiary to the Committee Chair, in particular: (i) to assure the independence of the unit that performs the internal audit function; (ii) to propose the selection, appointment, and removal of the Chief Audit Executive; (iii) to propose the unit's budget; (iv) to approve the annual work plan and guidelines and ensure that the unit's activities focus mainly on relevant financial and non-financial risks, including reputational risks; (v) to receive regular reports on the unit's activities; and (vi) to ensure that the members of the management team heed the conclusions and recommendations of its reports.

The Chief Audit Executive will report directly to the Audit Committee on performance of the unit's annual work plan, on any incidents and constraints that arise in the course of its work, and on the results and follow-up of its recommendations; the CAE will submit a report on the unit's activities at the end of each year.

- g) To set up and supervise a mechanism for employees and others who are connected with the Company, e.g., Directors, shareholders, and other financial investors, customers, vendors, contractors, or subcontractors, to report any potentially significant financial, accounting, or any other sort of irregularities affecting the Company which they may observe in the Company or its Group. The mechanism should ensure confidentiality, or at least make provision for anonymous reporting, while at the same time respecting the rights of the reporting and the reported persons.
- h) Generally, to ensure that existing internal control policies and systems are effectively implemented in practice.

In respect of supervising risk management and control:

- i) To supervise and assess the effectiveness of management and control systems for both financial and non-financial risks affecting the Company and the Group (including operational, technical, (cybersecurity, AI), legal, social, environmental, sustainability, political, ~~and~~ reputational or corruption-related risks) and to reassess at least yearly the list of the main risks and propose any changes to the Board.
- j) To supervise the risk management and control unit.

In respect of the external auditor and the verifier of sustainability information:

~~k)~~ To submit to the Board of Directors, for submission to the General Shareholders' Meeting, proposals for the selection, appointment, re-election and replacement of the auditor and the verifier, taking responsibility for the selection process, in accordance with the provisions of applicable regulations, as well as the terms and conditions of their engagement, and to regularly request from the external auditor and the verifier information on the audit ~~plan and on performance of that plan and verification plans for sustainability information and the execution thereof.~~

~~(a)~~

~~(b)~~ To establish suitable relations with the external auditor and verifier regarding submission of information on questions that could jeopardise its independence for review by the Committee together with any other questions relating to the auditing and sustainability information verification process and any other communications prescribed by the auditing legislation and other auditing regulations and standards and those applicable to sustainability information verification, when appropriate, to authorise services not prohibited by the applicable laws and regulations concerning independence.

To obtain ~~an annual~~ declaration from the external auditor and verifiers stating its independence from the Company and from the entities directly or indirectly related to it along with itemised, detailed information on additional services of any kind that it may provide and the corresponding fees paid by those entities to the external auditor or verifier or to persons or entities related to it, in accordance with the statutory framework regulating auditing practice or the verification of sustainability information and its network.

~~(e)~~m) To issue an annual report in advance of the external ~~auditor's~~auditor's report and the report on sustainability information verification setting out its opinion as to whether the auditor's or verifier's independence has been compromised. This report will necessarily include a reasoned assessment of each of the additional services apart from auditing or sustainability information verification referred to in the preceding item, both individually and in aggregate, from the perspective of independence and the statutory framework regulating auditing practice and that applicable to the verification of sustainability information.

~~(d)~~n) To defend the external ~~auditor's~~auditor's and verifier's independence in the performance of its duties, in particular:

- (i) should the auditor or verifier resign, to examine the circumstances surrounding and the reasons for resignation;
- (ii) to supervise announcement by the Company of a change in auditor or verifier through the Spanish National Securities Market Commission [*Comisión Nacional del Mercado de Valores*] and to submit a statement regarding the existence of any disagreements with the outgoing auditor or verifier and what they might be;

- (iii) to ensure that the external auditor's remuneration for its work does not compromise the quality of the work or the auditor's or verifier's independence; and
- (iv) to ensure that the Company and the external auditor and verifier obey the law in force concerning providing services other than auditing services and the sustainability information verification and limits on economic dependence by ~~auditor~~the auditor and the verifier and all other laws and regulations connected with auditor and verifier independence generally.

~~k)~~—To ensure that the external auditor and the verifier meets yearly with the full Board of Directors to report on the work done and, in the case of the auditor, the status of the ~~Company's~~Company's accounting situation and risks-

~~In respect of supervising compliance with the Company's corporate governance rules and internal rules and, in the case of~~ conduct:

~~l)~~—~~To supervise compliance with the Company's corporate governance rules and policies and internal rules~~the verifier, the status of ~~conduct~~ and ensure that corporate culture is aligned with the Company's purpose and values.

~~(e)o)~~ ~~To supervise implementation of the general corporate, non-financial, financial, and economic communications policy and communications with shareholders and investors, proxy advisers, and other stakeholders. Also, to monitor the Company's relations and communications with small and medium-sized shareholder~~the sustainability risks.

Other duties:

~~p)~~ To supervise the application of the general policy regarding the communication of economic-financial, non-financial and corporate information, as well as the communication with shareholders and investors of the Company, in coordination with the Appointments, Remunerations and Sustainability Committee, within the framework of their respective competencies.

~~(f)q)~~ To report on Related-Party Transactions that need approval by the Shareholders' General Meeting or Board of Directors ~~and, as well as propose,~~ oversee ~~the Company's~~ and regularly review the Company's internal procedure for transactions for which the Board of Directors has delegated approval pursuant to the applicable rules.

~~(g)r)~~ To report in advance to the Board of Directors on all matters prescribed by law, the Articles of Association, or the Regulations of the Board of Directors, and specifically:

- ~~m)~~(i) the creation or purchase of shares in special purpose vehicles or entities based in countries or territories classified as tax havens and

~~n)~~(ii) the financial terms and accounting implications and where appropriate the proposed swap terms of transactions that entail corporate and structural modifications planned by the Company.

The Audit Committee will meet at least four times a year and whenever it is in the Company's interest to do so in the judgement of the Committee Chair or at the request of the Board of Directors, the Chair of the Board of Directors, or any Committee member.

Article 14 Appointments, Remunerations and Sustainability Committee

The Board of Directors will establish an Appointments, Remunerations and Sustainability Committee, to be composed of no fewer than three and no more than five non-executive Directors appointed by the Board of Directors. At least two Committee members will be independent Directors.

~~Without prejudice to endeavouring to meet gender diversity and other diversity criteria for its members, The members of the~~ Appointments, Remunerations and Sustainability Committee ~~members are to possess suitable~~ shall have the knowledge, skills, and experience ~~for duties appropriate to the functions they will be~~ called upon to perform, without prejudice to also promoting the balanced presence of men and women and other criteria for the diversity of its members.

The Appointments, Remunerations and Sustainability Committee will appoint one of its independent Directors to be its Chair. The Secretary of the Board of Directors may be appointed Secretary of the Appointments, Remunerations and Sustainability Committee, on condition that ~~he or she is~~ they are not an executive Director, and may also be appointed Vice Secretary.

~~The~~ Without prejudice to other duties assigned to it by the Board, the Appointments, Remunerations and Sustainability Committee ~~will at all events~~ shall in any event have the following duties ~~and any other tasks it may be assigned by the Board:~~

In respect of composition of the Board:

a) Evaluating the required skills, knowledge and experience for the Board of Directors. For this purpose, it shall define the necessary functions and aptitudes for the candidates to fill each vacancy and shall evaluate the time and dedication required so they may effectively perform their functions, ensuring that the Non-Executive Directors have sufficient time available to correctly carry out their functions.

~~a)~~b) To set a target for representation by the sex with fewer members on the Board of Directors and to draw up guidelines on how to achieve that goal.

b)c) To propose the Board of Directors diversity and Director selection policy to the Board of Directors and to review fulfilment yearly.

e)d) To review Director categories yearly.

In respect of selection of Directors and the executive management team:

b)e) Submitting to the Board of Directors proposals for the appointment of Independent Directors for designation by co-optation or for submission to the decision of the Shareholders' General Meeting, as well as proposals for the re-election or removal of said Directors by the Shareholders' General Meeting.

e)f) Reporting the appointment proposals of the remaining Directors for their appointment by co-optation or for submission to the decision of the Shareholders' General Meeting, as well as proposals for their re-appointment or removal by the Shareholders' General Meeting.

e)g) To report on proposals for the appointment and removal of members of the executive management team.

In respect of the officers of the Board:

e)h) To report on the appointment of the Chair and Deputy Chair of the Board.

e)i) To report on the appointment and removal of the Secretary and Deputy Secretary of the Board.

f)j) To review and arrange for succession of the Chair of the Board of Directors and the Company's Chief Executive Officer and to submit proposals to the Board of Directors to enable succession to take place in an orderly and planned manner.

In respect of remunerations of Directors and members of the executive management team:

e)k) To propose to the Board of Directors remunerations policies for Directors and for members of the executive management team and to review compliance.

f)l) To propose to the Board of Directors individual remuneration and other contractual terms for the executive Directors and to propose the basic contractual terms for the members of the executive management team in accordance with the Articles of Association and the Director remunerations policy in effect at all times.

e)m) To report to the Board of Directors in advance of setting the remuneration of each individual Director for performing their non-executive duties in the framework of the Articles of Association and the remunerations policy and of setting the remuneration of each individual Director for performing their

assigned executive duties in the framework of the remunerations policy and in accordance with the terms of their contracts.

~~h)n)~~ Regularly to review remunerations policy for the Directors and members of the executive management team, including share-based remuneration schemes and application of those schemes, and to ensure that individual remuneration is proportional to what the other Directors and members of the Company's executive management team are paid.

~~i)o)~~ To verify the information on the remunerations of Directors and members of the executive management team set out in the various corporate documents, including the Annual Director Remunerations Report in coordination with the Audit Committee, within the framework of their respective competencies.

In respect of ~~reviewing~~the Company's sustainability and governance system:

~~p)~~ To supervise compliance with corporate governance ~~and sustainability~~: policies and rules, internal codes of conduct and the Company's governance system in general, also ensuring that the corporate culture is aligned with its purpose and values.

~~j)q)~~ ~~Regularly to~~ regularly evaluate and review the ~~Company's system of corporate~~ Company's governance system and its ~~corporate social responsibility and social and environmental~~ sustainability policy to ensure that they fulfil their mission of promoting corporate interests while taking into account the legitimate interests of other stakeholders as appropriate.

~~r)~~ To supervise the application of the general policy regarding the communication of economic-financial, non-financial and corporate information of the Company, as well as communication with shareholders and investors, proxy advisors and other stakeholders, in coordination with the Audit Committee, within the framework of their respective competencies. The way in which the Company communicates and relates to small and medium-sized shareholders shall also be monitored.

~~k)s)~~ To see that the Company's social and environmental practices comply with approved policy and strategy.

~~h)t)~~ To supervise and assess relationships with the various stakeholders.

~~u)~~ To collaborate with the Audit Committee in the procedure for selecting the verifier of sustainability information, at the request of said Committee and within the framework of their respective competencies.

~~v)~~ To collaborate with the Audit Committee in the review of the sustainability information relating to the Company and its Group, at the request of said Committee and within the framework of their respective competencies.

Other duties:

~~m)w)~~ To take part in the Board's yearly assessment of the work and composition of the Board, its Committees, and the Company's Directors.

~~n)x)~~ To ensure that potential conflicts of interest do not compromise the independence of the external advice furnished to the Committee.

The Appointments, Remunerations and Sustainability Committee will meet at least three times a year and whenever it is in the Company's interest to do so in the judgement of the Committee Chair or at the request of the Board of Directors, the Chair of the Board of Directors, or any Committee member.

Chapter V OPERATION OF THE BOARD OF DIRECTORS

Article 15 Meetings of the Board of Directors

The Board of Directors will ordinarily meet monthly and in any case at least quarterly. The Board of Directors will also meet whenever necessary for the proper functioning of the Company in the judgement of the Chair or whenever a meeting is requested by three Board members, in which case the Chair will include the business to be transacted on the Agenda. If the Chair, on being requested to call a meeting, has not done so within one month without due cause, a meeting may be convened at the venue where the company's registered office is located by at least one-third of the Board members, who will announce the meeting Agenda.

Without prejudice to the preceding paragraph, where the Chair is an executive Director of the Company, each independent Director will be severally authorised to request a Board meeting or to include additional items on the Agenda to coordinate and raise concerns of the External Directors.

Ordinary and extraordinary sessions will be called by email or by any other means that leave a record of receipt. The notice of meeting will be authorised by the Chair or by whoever is delegated by the Chair to do so. The notice of meeting will be sent at least fifteen days in advance. Directors will in all cases be entitled to raise whatever matters they see fit during Board meetings, whether or not those matters are on the Agenda for the session.

Any Director may ask the Chair of the Board of Directors to include matters on Agenda.

Directors are to have been provided with the information they need to be able to discuss and adopt resolutions on the matters to be addressed sufficiently in advance, unless an extraordinary meeting of the Board has been called for reasons of urgency.

Extraordinary sessions of the Board will not have to comply with the minimum advance notice and other requirements referred to in the preceding paragraphs when in the judgement of the Chair this is warranted by circumstances.

Article 16 Conduct of sessions

Meetings of the Board of Directors will be quorate to transact all business when attended by a majority of Board members, present or by proxy. Meetings will be quorate without a prior notice of meeting when all the Directors are present or represented and unanimously agree to hold the meeting and accept the Agenda to be discussed at the meeting.

It is the Directors' duty to attend sessions of the Board of Directors personally; Director absences should be limited to cases that are unavoidable. Nevertheless, when in exceptional cases a Director is unable to attend, they may appoint any other Director to act as their proxy, appointments to be made in writing for each session. Each appointee holds full authority to act for their principals in all matters, and a single Director may hold multiple proxies. Proxy appointments should contain the corresponding instructions, and the Chair of the Board is to be notified by means that allow confirmation of receipt of the notice. Non-executive Directors may only appoint another non-executive Director as their proxy.

Board meetings will be held at the registered office or at the venue stated on the notice of meeting.

To aid the Board in its supervisory duties, the Company's Chief Executive Officer or Managing Directors will inform the Board of all circumstances considered relevant to the running of the Company.

The Chair may invite all those who are able to help better inform the Directors to attend sessions of the Board of Directors, though they are not to be present when decisions are adopted. The minutes will record the entrance and exit of guests to each session.

Barring other statutory requirements, resolutions will be adopted by an absolute majority of the Directors attending the meeting.

Voting may be carried out in writing without a meeting as long as no Director objects to that procedure.

Meetings of the Board of Directors may be held at several different locations linked by systems that enable the participants attending to be recognised and identified, to be permanently interconnected, and to speak and vote, all in real time. The Directors in attendance at any of the linked locations will have the status of participants at a single session of the Board of Directors. The session will be deemed to have met at the ~~venue attended by the Chair or whoever is acting as~~ Chair, corporate address.

The deliberations and resolutions of the Board of Directors will be recorded in a minute book signed by the Chair and the Secretary.

Article 17 **Use of remote means**

To enhance and facilitate internal communications, the Board of Directors will promote the use of remote means in its internal relations with Directors to the extent permitted by the state of the art and by law.

The Company will make available to Directors a special computer application (a webpage for Directors) to help them in their duties and in information gathering, together with access to Director training materials. The Directors' webpage may also be used to convene meetings and by Directors to grant proxy.

The Board will ensure that suitable security measures are taken.

Chapter VI APPOINTMENT AND REMOVAL OF DIRECTORS

Article 18 Appointment of Directors

Directors will be appointed by the Shareholders' General Meeting or by the Board of Directors by virtue of the powers of co-option it is accorded by law in the manner stipulated in the Spanish Corporate Enterprises Act and the Articles of Association.

To be eligible, Directors must own at least 5% of the Company's voting shares held for at least five years before their appointment. These conditions will not be required for the appointment, re-appointment, or ratification of independent Directors or for the appointment, re-appointment, or ratification of non-independent Directors by the Shareholders' General Meeting with 25% of the subscribed share capital in attendance on first call and no minimum on second call, in either case with the votes in favour of a simple majority of the share capital present or represented.

Members of the Board of Directors may not be in breach of any of the grounds for disqualification or ineligibility stipulated by law.

Appointment or re-appointment of members of the Board of Directors will be proposed by the Appointments, Remunerations and Sustainability Committee in the case of independent Directors and by the Board itself in all other cases after hearing the opinion of the Appointments, Remunerations and Sustainability Committee.

Nominations for appointment will in all cases be accompanied by a report by the Board evaluating the candidate's expertise, experience, and merits, to be attached to the minutes of the Shareholders' General Meeting or the Board of Directors meeting.

Where the Board of Directors disregards the recommendation of the Appointments, Remunerations and Sustainability Committee, its reasons will be stated in the minutes.

Company Directors may not belong to more than three Boards of Directors of publicly traded Companies in addition to Elecnor's Board.

Article 19 Re-appointment of Directors

Directors will be re-appointed in the terms provided by law and in the Articles of Association.

Proposals or reports by the Appointments, Remunerations and Sustainability Committee will include an assessment of the quality of the work and job dedication of the candidate Directors during their previous terms and of their integrity, competence, availability, and engagement in their work.

Article 20 Term of office

Directors will be appointed to terms of four years and may be re-appointed to one or more terms of equal length.

Without prejudice to the previous paragraph, independent Directors may not serve in that capacity for a continuous period longer than 12 years.

Directors' appointments will lapse where, upon expiry of the term, the next Shareholders' General Meeting has been held or the statutory time limit for holding the Shareholders' General Meeting to decide on approval of the financial statement for the preceding financial year has elapsed.

If vacancies occur during Directors' terms of office, the Board may appoint persons to fill those vacancies until the next Shareholders' General Meeting subsequent to appointment is held. If a vacancy occurs when a Shareholders' General Meeting has been convened but before it is held, the Board of Directors may appoint a Director to serve until the Shareholders' General Meeting following the Shareholders' General Meeting that has already been convened.

Article 21 Resignation and Removal of Directors

Appointments of Directors will end when the terms to which they have been appointed have expired or when removed by the Shareholders' General Meeting in the exercise of the authority conferred on the Shareholders' General Meeting by law or by the Articles of Association.

Without prejudice to the preceding paragraph, nominee Directors will resign when the shareholder they represent has sold its entire shareholding.

Directors will offer to resign, and if the Board of Directors considers it appropriate will resign, when they are affected by circumstances that may be detrimental to the good name and reputation of the Company or may adversely affect the work of the Company or the Board of Directors, whether or not those circumstances are related to their activities in the Company. In particular, this obligation will apply when they have been named as being under investigation in any criminal matter, in which case they will report on the course of the proceedings. This obligation will also apply when because of supervening circumstances they become disqualified or ineligible by law.

Upon being informed of any of the situations referred to in the preceding paragraph, or on learning of them by other means, the Board of Directors will examine the

matter without delay, and after hearing the report of the Appointments, Remunerations and Sustainability Committee and reviewing the circumstances will decide what measures should be taken. Without prejudice to the information the Company should release, if appropriate, when the corresponding measures are taken, this is to be reported on in full in the Annual Corporate Governance Report, unless there are special circumstances that make it advisable to do otherwise, which should be recorded in the minutes.

The Board of Directors may only submit a proposal to the Shareholders' General Meeting to remove an independent Director before the end of the term stipulated in the Articles of Association at the proposal of the Appointments, Remunerations and Sustainability Committee where the Board of Directors finds there is due cause.

When the Board of Directors adopts repeated or material decisions about which a Director has expressed serious reservations, the Director will draw the relevant conclusions, and, if he or she elects to resign, will set out the reasons in the letter referred to in the following paragraph. This obligation also applies to the Secretary of the Board of Directors, even if not a Director.

Directors who leave office before the end of their term, by resignation or by decision of the Shareholders' General Meeting, will send a letter to all the members of the Board of Directors explaining the reasons for their resignation or, in the case of non-executive Directors, their opinion on the Shareholders' General Meeting's grounds for removal. A full report on this will be made in the Annual Corporate Governance Report. Insofar as it is relevant to investors, the Company will announce the resignation or removal as soon as possible and will include a sufficient exposition of the reasons or circumstances submitted by the Director.

Chapter VII INFORMATION FOR DIRECTORS

Article 22 Right to information and right of inspection

In the performance of their tasks, Directors have the duty to demand and the right to receive from the Company the information that is necessary and suitable to enable them to fulfil their obligations.

Directors accordingly are vested with the broadest possible authority to gather information on any topic concerning the Company or its subordinate companies, both national and foreign, and to examine their books, records, documents, reports, or facilities.

Exercising this right to information is to be routed through the Chair with the assistance of the Secretary. The Chair will handle the Director's requests and furnish the information to the Director directly. It will provide the Director with access to appropriate contacts within the organisation or will take measures to enable the Director to carry out the relevant inspections and examinations in situ.

Article 23 Expert advice

Directors may ask the Company to engage, at its expense, legal, accounting, financial, or other experts to provide advice so that they can perform their duties.

The tasks assigned to those experts must deal with specific problems of a certain importance and complexity that arise in the course of performance of their duties.

The request to engage experts will be submitted to the Chair of the Board of Directors, and the decision is to be adopted by the Board of Directors, which may refuse the request if in its view:

- a) it is not needed for proper performance of the duties of the Directors;
- b) its cost is not reasonable in relation to the import of the problem and the Company's assets or revenues;
- c) the technical assistance sought can be suitably provided by the Company's own experts and technicians.

Chapter VIII DIRECTOR REMUNERATIONS

Article 24 Remuneration of the Board of Directors

A. Remuneration of Directors for the performance of non-executive duties.

All Directors will receive the following remuneration for the performance of non-executive duties:

- (i) An annual fixed cash amount.
- (ii) Per diems for attending meetings del Board of Directors.

The remuneration policy will set at least the maximum amount of annual remuneration payable to the Directors in aggregate for the performance of non-executive duties and the criteria for its distribution having regard to the duties and responsibilities attributed to each Director.

Authority to fix the individual remuneration for each Director for the performance of non-executive duties within the framework of these Bylaws and of the remuneration policy will rest with the Board of Directors, upon prior report from the Appointments, Remunerations and Sustainability Committee.

B. Remuneration of the directors for the performance of executive duties.

In addition to the remuneration that Directors receive for performing non-executive duties, Directors with executive duties at the company will receive the remuneration established in their respective contracts for the following items:

- (i) An annual fixed amount of remuneration in cash.

- (ii) Variable remuneration calculated according to benchmark indicators or parameters, whether qualitative or quantitative, including financial and non-financial criteria, linked to the degree of achievement of their objectives (agreed by the Board of Directors at the proposal of the Appointments, Remunerations and Sustainability Committee).
- (iii) Remuneration based on the delivery of shares or options over shares or remuneration linked to the price of the company's shares.
- (iv) The following corporate benefits or remuneration in kind: (i) they will have the right to participate in social welfare schemes (for the coverage of survival, illness, accidents, etc.) under terms that are similar to those that may be established in general at any given time for Executives of the Company; and (ii) they will also be beneficiaries of a life insurance plan and a health insurance plan and enjoy all of such benefits as the Company may offer the members of the executive management team.
- (v) As well as the eventual compensation due to contract termination, as long as dismissal is not due to a breach of the Director's duties.

These contracts must be previously approved by the Board of Directors at the proposal of the Appointments, Remuneration and Sustainability Committee, and be compliant with the requirements of the applicable legislation. In addition, the remuneration policy will set at least the minimum amount of the annual fixed remuneration payable to the Directors for the performance of their executive duties and other provisions set out in the Law.

Authority to fix the individual remuneration for each Director for the performance of the executive duties assigned to the Director within the framework of the remuneration policy and in accordance with the terms of the Director's contract will rest with the Board of Directors, upon prior report from the Appointments, Remunerations and Sustainability Committee.

Without prejudice to what is provided in sections (A) and (B) above, the Directors will be included in the civil liability insurance policy that the Company may contract from time to time, and they will be paid or reimbursed, as the case may have it, for the reasonable and duly justified expenses they may incur as a result of travel, meeting attendance and other tasks directly related to the performance of their duties.

Article 25 Remunerations transparency

The Board of Directors and the Appointments, Remunerations and Sustainability Committee will take the steps required to ensure that the Company's Annual Report sets out all remunerations paid to Directors, including remuneration paid to Directors as members of the executive management team.

The Annual Corporate Governance Report will also refer to the remunerations paid to the Board of Directors.

The Board of Directors will draw up the Director remunerations policy in accordance with the applicable legislation.

The Board of Directors will also draw up an annual Director Remunerations Report in accordance with the applicable laws and regulations.

Chapter IX DIRECTORS' DUTIES

Article 26 General obligations of Directors

In performing their functions Directors will discharge the duties of their office in compliance with the law and with the Articles of Association with the diligence of a prudent businessperson, subordinating their own personal interests to the interests of the Company, and with the loyalty of a faithful representative, acting in good faith and in the Company's best interest. They will report diligently on the Company's progress, and their specific duties will include:

- a) Devoting sufficient effort and taking the measures needed for proper guidance and control of the Company.
- b) Keeping informed and suitably preparing for meetings of the Board and the bodies of which they are members.
- c) Attending meetings of the bodies of which they are members and taking an active part in their deliberations, so that their views contribute effectively to decision-making.
- d) Carrying out all tasks assigned by the Board of Directors that are reasonably congruent with their commitments to the Company.
- e) Looking into any irregularities in corporate management that may have come to their attention and monitoring all risks.
- f) Asking the individuals with authority to convene meeting to call an extraordinary session of the Board or to include whatever items they consider appropriate on the Agenda of the next meeting to be convened.
- g) Opposing resolutions contrary to law, to the Articles of Association, to these Regulations, and to any other internal regulations of the Company or to the corporate interest and asking to have their views recorded in the minutes whenever they consider this to be appropriate to safeguard corporate interests. In particular, the independent Directors and other Directors who do not have a potential conflict of interest are to clearly voice their opposition to decisions that may be detrimental to shareholders not represented on the Board of Directors.
- h) Refraining from exercising their powers for purposes other than the purposes for which they have been conferred.
- i) Carrying out their duties in accordance with the principle of personal accountability at their own discretion, true to their own views, and independently of instructions from and ties to third parties.

- j) Taking whatever steps are needed to avoid situations in which their interests, whether their own or on behalf of third parties, may conflict with the corporate interests and with their duties to the Company.

Article 27 Duty of confidentiality

Directors will keep all confidential information secret even when they are no longer Directors and will keep all information, data, reports, and facts that come to their knowledge by dint of their position confidential. Directors will not make public or disclose to third parties the information, data, reports, and facts except where permitted or required by law.

Directors will also keep the deliberations of the Board of Directors and the delegated bodies and Committee of which they are members secret.

The duty referred to in the preceding paragraphs will not apply to cases in which communication to the public or disclosure to third parties is required by law or where reporting or submission to the respective supervisory authorities is required, in which case disclosure of the information will be as stipulated by law.

Article 28 Conflicts of interest

Directors will report any direct or indirect conflict of interest they may have with respect to the Company's interests to the Board of Directors and will abstain from participating in the deliberations and voting on resolutions concerning matters in which they have a personal interest.

A personal interest will also be considered to exist on the part of a Director where a matter concerns persons related to the Director. Related persons will be as defined by law.

Directors will not be required to abstain from participating in the deliberations and voting on decisions affecting their status as Director, such as appointment to or removal from positions on the Board of Directors and like decisions.

Directors will refrain from:

- a) Directly or indirectly engaging in transactions with the Company unless the transaction is exempted by law or has been approved in accordance with the law and these Regulations in respect of Related-Party Transactions.
- b) Using the Company's name or relying on their position as director to exert an improper influence on the performance of private transactions.
- c) Accepting benefits or remuneration associated with the performance of their duties from third parties unrelated to the Company and its Group except for hospitality offered merely as a courtesy.
- d) Engaging in activities on their own behalf or on behalf of others where those activities entail actual or potential competition with the Company

or might represent an ongoing conflict with the Company's interests for Directors.

The Company may waive the bars set forth in items b) and d) above by decision by the competent body as provided by law.

The preceding provisions will also apply to cases in which the beneficiary is a person related to a Director.

In any event, conflicts of interest that affect the Company's directors will be reported in the Annual Report.

Article 29 Use of corporate assets

Directors will not make any use of the Company's assets, including the confidential information, or their position in the Company to derive any personal financial gain.

The Company may waive this requirement by decision by the competent body in accordance with current law.

The preceding provisions will also apply to cases in which the beneficiary is a person related to a Director.

Article 30 Non-public information

Directors may be authorised to make use of the Company's non-public information for private purposes if the following conditions are met:

- a) the information is not connected with the purchase or sale of corporate securities;
- b) use will not be detrimental to the Company; and
- c) the Company does not hold any exclusive right or similar legal entitlement in respect of the information a Director intends to use.

In addition to the condition set forth in item a) above, Directors will comply with the standards of conduct laid down in the legislation dealing with securities markets and more specifically with those laid down in the Company's Internal Regulations of Conduct relating to Securities Markets.

The condition set forth in item c) above may be obviated by observing the rules laid down in the following article.

Article 31 Business opportunities

Directors may not make use of the Company's business opportunities for their own benefit or for the benefit of any related person. Related persons will be as defined by law.

The Company may waive this requirement by decision by the competent body in accordance with current law.

For purposes of the preceding paragraph, business opportunity will be understood to be any opportunity to make an investment or carry out a business transaction that has come into being or been disclosed in connection with Directors' performance of their duties or by using means and information available to the Company in circumstances in which an offer made by a third party may reasonably be taken to have been directed at the Company.

Article 32 Indirect transactions

Directors will be in breach of their duty of loyalty to the Company where they are complicit in or do not disclose transactions carried out by their family members or by companies in which they hold an executive position or have a significant stakeholding where those transactions have not been subject to the conditions and controls stipulated in the preceding Rules.

Chapter X RELATED-PARTY TRANSACTIONS

Article 33 Related-party transactions

The Board of Directors will be responsible for reviewing and approving, after hearing the Audit Committee, transactions by the Company or by companies in its Group with Directors, with shareholders that hold ten per cent (10%) of the voting rights or more or are represented on the Company's Board of Directors, or with any other persons who are related parties as defined by law ("**Related-Party Transactions**"), unless that decision lies with the Shareholders' General Meeting.

For purposes of the preceding paragraph, the following will not be Related-Party Transactions: (i) transactions between the Company and companies that the Company wholly owns, directly or indirectly; (ii) approval by the Board of Directors of the terms of contracts to be signed with Directors who will be performing executive duties, including the CEO or Managing Directors or members of their executive management team, and setting the specific amounts of remuneration to be paid under those contracts.

Transactions carried out by the Company with its subsidiary or investee companies will also not be Related-Party Transactions where no other party related to the Company has an interest in those subsidiary or investee companies.

Related-Party Transactions valued at amounts greater than or equal to ten per cent (10%) of the total assets on the latest balance sheet approved by the Company will need to be approved by the General Shareholders Meeting. All other Related-Party Transactions are to be approved by the Board of Directors, which may not delegate its authority in this area except for (i) Related-Party Transactions with companies belonging to the Group that are carried out as part of ordinary operating procedures at market terms and (ii) Related-Party Transactions that are concluded under contracts based on standard terms and generally employed for large numbers of

customers, are performed at the usual prices or rates set by the vendor of the goods or services in question, or are for sums of not more than 0.5% of the Company's net turnover.

The Audit Committee is to issue a report on each Related-Party Transaction before it is approved by the Shareholders' General Meeting or the Board of Directors. In this report, the Committee shall evaluate whether the operation is fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related party, and shall give an account of the assumptions on which the evaluation is based and the methods used.

Members of the Audit Committee involved in the Related-Party Transaction may not take part in drawing up the report.

No report will be needed for Related-Party Transactions for which approval has been delegated by the Board of Directors in the cases permitted by law and as provided in these Regulations.

The Board of Directors itself will set up a routine internal control and reporting procedure for the cases in which it delegates approval of Related-Party Transactions to make sure that these transactions are fair and transparent and are compliant with the applicable legal requirements, as appropriate.

The Board of Directors will arrange for Related-Party Transactions carried out by the Company or other companies in its Group for sums greater than or equal to five per cent (5%) of total book assets or 2.5% of the Company's annual turnover to be made public.

It will post an announcement containing the information required by law in a readily accessible spot on the Company's website for that purpose and will report this to the National Securities Market Commission. The announcement is to be posted and released together with the report by the Audit Committee, if any, no later than at the time the Related-Party Transaction is concluded.

All the transactions concluded with the same counterparty in the previous twelve months will be taken into account when calculating the amount of a Related-Party Transaction.

Chapter XI DEALINGS OF THE BOARD OF DIRECTORS

Article 34 Relations with shareholders

The Board of Directors will set up suitable channels to enable shareholders to make proposals concerning Company management.

The Board of Directors may arrange meetings attended by some Directors and the members of the executive management team it deems appropriate to inform shareholders who reside in the main financial centres in Spain and in other countries

concerning the progress of the Company and its Group. In no case is this to entail disclosing privileged information or to result in unequal treatment of shareholders.

The Board of Directors will promote informed participation by shareholders at Shareholders' General Meetings and will take all appropriate measures to ensure that General Shareholders Meetings can effectively carry out their duties under the law and the Articles of Association.

In particular, the Board of Directors will take the following measures:

- a) It will make all legally required information available to the shareholders in advance of Shareholders' General Meetings, together with any other information that is not legally required but might be of particular interest and can reasonably be supplied.
- b) It will respond expeditiously to requests for information from shareholders before Shareholders' General Meetings.
- c) It will respond conscientiously to questions raised by shareholders at Shareholders' General Meetings.
- d) It will put in place and foster a policy for communication, contact, and involvement with shareholders, institutional investors, and proxy advisers wholly in compliance with the laws and regulations for preventing market abuse and providing for equal treatment of all shareholders in the same position.

Article 35 Market relations

The Board of Directors will announce publicly through its website, without delay, concerning:

- a) privileged information reported to the National Securities Market Commission that could have an appreciable effect on stock market prices;
- b) changes in the Company's ownership structure, such as changes in major shareholdings, syndication agreements, and other coalition arrangements that may have come to its attention; and
- c) substantial changes to the Company's system of governance.

The Board of Directors will take the requisite measures to ensure that half-yearly financial and related non-financial reporting and all other information to be made available to the market by law is prepared using the same principles, standards, and professional practices and with the same reliability as the annual financial statements.

The Board of Directors will also approve a general policy for corporate, non-financial, and economic and financial reporting that will maximise dissemination and the quality of the information available to the market, investors, and other stakeholders.

Article 36 **Relations with ~~Auditors~~auditors and verifiers**

Relations of the Board of Directors with the Company's external ~~Auditors~~auditors and verifiers will be channelled through the Audit Committee.

The Board of Directors will engage the services only of leading national and ~~or~~ international auditing or verifying firms.

The Board of Directors will make public the total fees the Company has paid to the auditing and verifying firm for services other than auditing and verifying.

Approved by the Board of Directors of Elecnor, S.A.

~~21 December 2022~~ 27 November 2024

ANNEX II

Regulations of the Audit Committee



**Regulations
of the Audit Committee
of
ELEC NOR, S.A.**

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Article 1. Object

1. The Audit Committee of the Board of Directors of ELECNOR, S.A. (the “**Company**”) is established in accordance with the Spanish Companies Act [*Ley de Sociedades de Capital*], Article 15 bis of the Company’s Articles of Association, and Article 13 of the Regulations of the Company’s Board of Directors.

Section 42 of the Spanish Commercial Code applies as regards the definition of “Group” for purposes of these Regulations.

2. These Regulations of the Audit Committee have been approved by the Company’s Board of Directors. The rules regulate organisation and operation of the Audit Committee and make suitable provision for it to be able to perform its duties properly in compliance with the Articles of Association and the Regulations of the Board of Directors pursuant to the principles and recommendations for good corporate governance issued by the Spanish National Securities Market Commission [Comisión Nacional del Mercado de Valores] and other competent bodies having in mind the particularities of the Company and its Group.
3. The decisions adopted by the Committee itself will apply for all matters not expressly envisaged here. Secondly, the Articles of Association and Regulations of the Board of Directors will also apply insofar as they are consistent with the Committee’s nature and duties.

Article 2. Interpretation, amendment, and dissemination

- 1. The Audit Committee will take the applicable laws and regulations and the principles and recommendations for good governance issued by supervisory authorities, particularly the National Securities Market Commission, into account when implementing and interpreting these Regulations.
- 2. The Regulations will be reviewed by the Board of Directors periodically having in mind any suggestions submitted by the [Audit Appointments, Remunerations and Sustainability](#) Committee. They will be published on the Company’s website for shareholders and the general public.

Article 3. Composition of the Audit Committee

- 1. The Board of Directors will establish an Audit Committee, to be composed of no fewer than three and no more than five non-executive Directors appointed by the Board of Directors. A majority of Committee members will be independent Directors, and one member will be appointed on the basis of his or her knowledge and experience in accounting matters, auditing matters, or both.

The Board of Directors will also endeavour to ensure that the Audit Committee members as a whole, in particular its Chair, are knowledgeable and experienced in accounting and auditing matters, in the management and control of financial and non-financial risks, and in any other areas relevant to the performance of the Audit Committee’s work.

2. As a whole, and without prejudice to ~~endeavouring to meet gender diversity~~promoting a balanced presence of men and women and other diversity criteria, the members of the Committee shall have the relevant technical knowledge in relation to the sector of activity to which the Company belongs.

3. Except as stipulated in the following Article, Committee member appointments will be for the same terms to which those individuals have been appointed as Company Directors. A Director will cease to be a member of the Audit Committee on ceasing to be a Company Director.

Article 4. Officers of the Committee

1. The Audit Committee must appoint a Chairman from among the independent Directors for a period of four years, and may be re-elected for the same period once a period of one year has elapsed from the date on which his position had expired or from the date on which that his dismissal had been agreed, without prejudice to his continuity or re-election as a member of the Committee.
2. The Audit Committee will also appoint a Secretary, who may be the one of the Board of Directors, as long as he or she is not considered an executive Director.

It will be the responsibility of the Secretary of the Audit Committee to assist the Chairman of the Committee to plan its meetings and collect and distribute the necessary information with adequate advance notice, keeping minutes of the meetings.

3. The Audit Committee may also appoint a Deputy Secretary, who may be a member of the Board of Directors, as long as he or she is not considered an executive Director.

It will be the responsibility of the Deputy Secretary of the Audit Committee to assist and support the Secretary of the Committee in all the functions assigned to him, as well as to substitute him in the meetings of the Committee in case of vacancy, absence or impossibility of the same.

Article 5. Duties of the Audit Committee

1. Notwithstanding any other tasks that may be assigned to it by the Board of Directors, the Audit Committee will have the following duties:

(i) In respect of supervising financial and non-financial information:

(i)s) To inform, via its Chair, the General Shareholders Meeting regarding any matters falling within its purview raised by shareholders. More particularly, to report on audit results and the sustainability information verification and explain the role the Committee has played during the auditing process and how audits have helped enhance the integrity of financial and non-financial information.

~~(ii)t~~ To oversee and assess the process of drawing up and submitting the requisite financial and non-financial information on the Company and on its Group, as the case may be; to monitor compliance with legal and regulatory requirements; to ensure that the scope of consolidation has been suitably defined and accounting principles are properly followed; and especially to determine, consider, and supervise the effectiveness of both the internal control of financial reporting (ICFR) system and the internal control of non-financial reporting (ICNFR) and make suggestions or recommendations for safeguarding financial integrity to the Board of Directors.

~~(iii)u~~ To report in advance to the Board of Directors concerning the financial information, management report, and, where appropriate, any requisite non-financial information that the Company is to make public periodically.

~~(iv)v~~ To ensure that the annual financial statement the Board of Directors submits to the Shareholders' General Meeting has been drawn up in accordance with accounting standards. Where the external auditor or sustainability information verifier has included an observation in ~~its~~their audit or verification report, the Audit Committee Chair will clearly explain the Committee's views on its significance and scope to the Shareholders' General Meeting and will make a summarised version of its views available to the shareholders when the notice of meeting is issued, together with the rest of the proposals and reports of the Board.

w) Review that both the financial and non-financial information included in the financial reports published on the Company's website is permanently updated and coincides with that formulated by the Board of Directors.

~~1-(ii)~~ In respect of supervising internal control of financial reporting:

~~e)a~~ To supervise the effectiveness of the internal controls of the Company and its internal audit function in charge of ensuring proper operation of the internal control and reporting system and to discuss with the external ~~auditors~~auditor and verifier any material weaknesses found during the audit and verification and draw conclusions as to the degree of reliability and confidence of the system, all without surrendering its independence. To these ends it may make any appropriate suggestions or recommendations to the Board of Directors and perform the relevant follow-up.

~~f)b~~ To supervise and assess the internal audit unit overseeing proper functioning of the internal control and reporting systems, functionally subsidiary to the Committee Chair, in particular: (i) to assure the independence of the unit that performs the internal audit function; (ii) to propose the selection, appointment, and removal of the Chief Audit Executive; (iii) to propose the unit's budget; (iv) to approve the annual

work plan and guidelines and ensure that the unit's activities focus mainly on relevant financial and non-financial risks, including reputational risks; (v) to receive regular reports on the unit's activities; and (vi) to evaluate, at least on an annual basis its performance; (vii) to ensure that the members of the management team heed the conclusions and recommendations of its reports.

The Chief Audit Executive will report directly to the Audit Committee on performance of the unit's annual work plan, on any incidents and constraints that arise in the course of its work, and on the results and follow-up of its recommendations; the CAE will submit a report on the unit's activities at the end of each year.

~~g)c)~~ To set up and supervise a mechanism for employees and others who are connected with the Company, e.g., Directors, shareholders, and other financial investors, clients, vendors, contractors, or subcontractors, to report any potentially significant financial, accounting, or any other sort of irregularities affecting the Company which they may observe in the Company or its Group. The mechanism should ensure confidentiality, or at least make provision for anonymous reporting, while at the same time respecting the rights of the reporting and the reported persons. It should also provide for periodic reporting on operation of the mechanism and means for suggesting possible ways to improve the mechanism and reduce the risk of future irregularities.

~~h)d)~~ Generally, to ensure that existing internal control policies and systems are effectively implemented in practice.

~~2-(iii)~~ In respect of supervising risk management and control:

a) To supervise and assess the effectiveness of management and control systems for both financial and non-financial risks affecting the Company and the Group (including operational, technical, (cybersecurity, AI), legal, social, environmental sustainability, political, and reputational or corruption-related risks) and to reassess at least yearly the heatmap of the main risks and propose any changes to the Board.

b) To supervise the risk management and control unit.

~~3-(iv)~~ In respect of the external auditor and the verifier of sustainability information:

a) To submit proposals for selecting, appointing, re-appointing, and replacing the external auditor and the verifier to the Board of Directors for referral to the General Shareholders Meeting and to take charge of the selection process in conformity with the applicable laws and regulations and of the conditions of engagement, and for that purpose it will:

- a) 1^o. specify the procedure for selecting the external auditor and verifier; and
- b) 2^o. draw up a reasoned proposal.
- b) To obtain from the external auditor and verifier, on a regular basis, information on the audit ~~plan~~plans and verification of sustainability information, on performance of that plan, and on any other questions connected with the auditing and sustainability information verification process, especially discrepancies that may arise between the external auditor or verifier and Company management.
- c) To establish suitable relations with the external auditor and verifier regarding submission of information on questions that could jeopardise its independence for review by the Committee together with any other questions relating to the auditing and sustainability information verification process and any other communications prescribed by the auditing legislation and other auditing regulations and standards and those applicable to sustainability information verification, when appropriate, to authorise services not prohibited by the applicable laws and regulations concerning independence.

To obtain a declaration from the external auditor and verifiers stating its independence from the Company and from the entities directly or indirectly related to it along with itemised, detailed information on additional services of any kind that it may provide and the corresponding fees paid by those entities to the external auditor or verifier or to persons or entities related to it, in accordance with the statutory framework regulating auditing practice or the verification of sustainability information and its network.

- d) To issue an annual report in advance of the external ~~auditor's~~auditor's report and the report on sustainability information verification setting out its opinion as to whether the ~~auditor's or verifier's~~auditor's or verifier's independence has been compromised. This report will necessarily include a reasoned assessment of each of the additional services apart from auditing or sustainability information verification referred to in the preceding item, both individually and in aggregate, from the perspective of independence and the statutory framework regulating auditing practice and that applicable to the verification of sustainability information.
- e) To defend the external ~~auditor's or verifier's~~auditor's or verifier's independence in the performance of its duties, in particular:
- a) (i) should the auditor or verifier resign, to examine the circumstances surrounding and the reasons for resignation;

- b)(ii) ~~to supervise announcement by the Company of a change in auditor or verifier through the National Securities Market Commission and to submit a statement regarding the existence of any disagreements with the outgoing auditor or verifier and what they might be;~~
- e)(iii) ~~to ensure that the external auditor's remuneration of the external auditor and of the verifier for ~~its~~ their work does not compromise the quality of the work or the auditor's ~~auditor's~~ or verifier's independence;~~
- e)(iv) ~~to set guidelines capping the fees the auditor and verifier may be paid each year for services other than auditing or the verification of sustainability information; and~~
- e)(v) ~~to ensure that the Company and the external auditor and verifier obey the law in force concerning providing services other than auditing services and the sustainability information verification and limits on economic dependence by ~~auditor~~ the auditor and the verifier and all other laws and regulations connected with auditor and verifier independence generally.~~
- f) To ensure that the external auditor and the verifier meets yearly with the full Board of Directors to report on the work done and, in the case of the auditor, the status of the Company's accounting situation and risks and, in the case of the verifier, the status of the sustainability risks.
- a) ~~To draw up a final assessment of the auditor's ~~auditor's~~ and the verifier's performance and ~~its~~ their contribution to audit quality and financial information integrity.~~
- ~~(ii) In respect of supervising compliance with the Company's corporate governance rules and internal rules of conduct:~~
 - a) ~~To supervise compliance with the Company's corporate governance rules and policies and internal rules of conduct and ensure that corporate culture is aligned with the Company's purpose and values.~~
 - ~~1.g) To supervise implementation of the general corporate, non-financial, financial, and economic communications policy and communications with shareholders and investors, proxy advisers, as well as the quality, scope and other stakeholders. Also, to monitor the Company's relations and communications with small and medium-sized shareholders integrity of the sustainability information verification.~~

4.(v) Other duties:

a) To supervise the application of the general policy regarding the communication of economic-financial, non-financial and corporate information of the Company, in coordination with the Appointments, Remunerations and Sustainability Committee, within the framework of their respective competencies.

a)b) To report on Related-Party Transactions that need approval by the Shareholders' General Meeting or Board of Directors~~and, as well as propose,~~ oversee the Company's and regularly review the Company's internal procedure for transactions for which the Board of Directors has delegated approval pursuant to the applicable rules.

In preparing this report, the Committee shall evaluate whether the operation is fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related party, and shall give an account of the assumptions on which the evaluation is based and the methods used. Members of the Audit Committee involved in the Related-Party Transaction may not take part in drawing up the report.

b)c) To report in advance to the Board of Directors on all matters prescribed by law, the Articles of Association, or the Regulations of the Board of Directors, and specifically:

~~(v)~~(iii) _____ the creation or purchase of shares in special purpose vehicles or entities based in countries or territories classified as tax havens and

~~(vi)~~(iv) _____ the financial terms and accounting implications and where appropriate the proposed swap terms of transactions that entail corporate and structural modifications planned by the Company.

e)2. The Audit Committee will each draw up a yearly report on its ~~work and activity~~ performance during the year as a basis for review by the Board of Directors. The report will contain information on, for instance, the essential aspects of the regulation applicable to the Committee, the make-up of the Committee, the number of meetings held during the year, the attendance numbers thereof, and the main work carried on during the year, work carried out in association with outside experts, and the main incidents that took place, if any. The report will be placed at the disposal of the shareholders on the Company's website sufficiently in advance of the Ordinary Shareholders' General Meeting.

e)3. When performing its duties, the Audit Committee will bear in mind the good governance recommendations and standards issued by the National Securities Market Commission and other competent authorities, though these may be adapted to the specific circumstances of the Company and its Group.

~~4.~~ Each year the Audit Committee will formulate an action plan setting out the main activities to be carried out by the Committee in the performance of its duties.

Article 6. Convening meetings

1. The Audit Committee will meet at least four times a year to review the financial and non-financial information to be reported regularly to the supervisory authorities. Committee meetings dealing with these subjects will be attended by the internal auditor and also by the external auditor or verifier if ~~its report contains~~their reports contain any observations~~revision~~, though the auditors and verifiers will not be present during the decision-making part of the meeting when the Audit Committee adopts the corresponding decisions.
2. The Committee will also meet at the request of any of its members and whenever convened by the Chair, who will call a meeting whenever the Board or its Chair asks for a report or proposals, and at all events whenever it is appropriate to hold a meeting for the Committee to be able to perform its duties properly.
3. Audit Committee meetings will be convened by the Committee Secretary on instructions from the Chair at least five days in advance, unless there are urgent reasons for it to meet sooner or immediately. The notice of meeting will be sent by email or by any other means that furnish confirmation of receipt.

The notice of meeting will in all cases include the meeting agenda, and the requisite information will also be attached, making allowance for the fact that there may be reasons for distributing the information at the meeting itself in certain circumstances.

Article 7. Meetings

~~1.~~ Audit Committee meetings will be held at the Company's registered office or at any other venue previously designated by the Chair and stated in the notice of meeting.

~~2.~~ A Committee meeting may be held at several different locations linked by systems that enable the participants attending to be recognised and identified, to be permanently interconnected, and to speak and vote, all in real time. The Directors in attendance at any of the linked locations will have the status of participants at a single session of the Committee. The session will be deemed to have met at the ~~venue attended by the Chair or whoever is acting as Chair~~corporate address.

The Audit Committee Secretary will record in the minutes of meetings held in that form not only the members who have attended in person but also those who have been represented by another Committee member and those who have attended the meeting by means of whatever system is in use.

~~-3.~~ Committee members are to spend as much time as necessary examining and assessing the information that has been circulated before they attend Committee meetings.

Meetings of the Committee will be venues for constructive discussions by its members, and free expression and a ~~analytic and supervisory-critical~~ mindset will be encouraged. The Committee Chair will ensure that the members may freely take part in the debates.

~~-4.~~ The Audit Committee may call on any Company employee or executive to attend and may even call on them to attend without any other executive being present. Persons called must attend the Audit Committee sessions, lend their cooperation, and furnish whatever information is in their possession.

The Committee may also call on other people to attend its sessions (executive Directors, experts, external auditors, sustainability information verifiers, etc.), though only at the invitation of the Committee Chair and only when the specific agenda items for which they have been called are being discussed. More particularly, attendance by executives and other executive or non-executive Directors at Committee meetings will only occur from time to time.

The minutes of Committee meetings will record the entrance and exit of the various guests. Guests will not attend the ~~Committee's~~Committee's deliberations and votes without good reason duly explained in the minutes.

Article 8. Quorums and adoption of resolutions

1. The Audit Committee will be quorate when a majority of its members are present or represented. Resolutions will be adopted by an absolute majority of the members present or represented at the meeting.
2. Audit Committee members may appoint another Audit Committee member to act as proxy. Proxy is to be conferred in writing separately for each meeting, and the Committee Chair is to be notified by means that allow confirmation of receipt of the notice.
3. Any Committee member that has a conflict of interest will not take part in the deliberations and voting on resolutions or decisions regarding which the member, or any person related to that member, has a direct or indirect conflict.

Article 9. Committee minutes

1. The Audit Committee's discussions and resolutions will be recorded in a minute book, which will state the date of the session, the participants, the proposals or conclusions put forward, and the resolutions adopted at the session and will be signed by the Committee Chair and Secretary or whoever may be acting for them in those capacities, as the case may be.

2. Committee minutes will be at the disposal of all the members of the Board of Directors.

Article 10. Access to information and advice

- ~~1.~~ The Audit Committee will be entitled to adequate, pertinent, and sufficient access to any and all information or documents concerning matters within the scope of the Committee's remit in the Company's possession that the Committee considers necessary for it to perform its duties.
- ~~2.~~ Likewise, the Committee may seek, at the Company's expense, the collaboration or advice of external experts when it considers this necessary or advisable for ~~it~~ to the better performance of its duties-functions in respect of matters of particular complexity, under the terms established by the Board of Directors.

Article 11. Means and resources

1. The Audit Committee will approve a plan for regular training of Audit Committee members to ensure that they stay current and up to date in their knowledge.

In addition, there will be a programme to welcome in new members.

2. The Audit Committee is to have at its disposal the means and resources necessary for it to perform its duties independently. Requests for resources are to be directed to the Secretary of the Company's Board of Directors.

Article 12. Relations of the Audit Committee with the Board and its Committees, the management, the auditor, the verifier, the internal auditor and other bodies of the Company

1. The Audit Committee shall establish an effective, regular and two-way channel of communication with its usual interlocutors, which shall normally be the Chairman of the Committee and, inter alia, with:
 - a) the management of the Company, in particular the general and financial management;
 - b) the head of internal audit;
 - c) the lead auditor responsible for the audit of the accounts; and
 - d) the lead auditor responsible for sustainability reporting.

- ~~2.~~ In any ~~case, communication event, communication~~ between the Audit Committee and the external auditor ~~should and the verifier shall~~ be fluid, ~~ongoing, and continuous,~~ in ~~conformity~~ accordance with the ~~laws and regulations on external audits~~ applicable regulatory and ~~should~~ technical standards applicable to their audit activity and shall not impair the ~~auditor's~~ independence of the auditor and the verifier or the effectiveness ~~of with which~~ the audit ~~performed~~ or ~~of the~~

~~operation of auditing verification of sustainability information is carried out or with which the audit and verification procedures are performed.~~

~~E)3. The Audit Committee shall meet at least once a year and may invite the heads of the business units to its meetings in order for them to explain business trends and associated risks.~~

~~F)4. The Committee will report on its activities and the work it has performed at the first full meeting of the Board of Directors after each meeting.~~

~~5. The Audit Committee shall establish the necessary coordination mechanisms with the Nomination, Remunerations and Sustainability Committee, so that each Committee may properly perform the functions attributed to it in respect of concurrent matters and, among others: (i) one or more joint meetings may be held each year, (ii) the Chairman of the Committee shall maintain fluid and permanent communication with the Chairman of the Appointments, Remuneration and Sustainability Committee, with the support of the Secretary of the Board and the Committees, and (iii) reports and proposals shall be provided to the Appointments, Remuneration and Sustainability Committee, when they affect matters within its competence, as well as requesting from it those affecting matters within the competence of the Audit Committee.~~

~~2-6. The Chair of the Committee will serve as its spokesperson at meetings of the Board of Directors and the Company's General Shareholders Meeting, as the case may be.~~

~~Madrid, 20 March~~ Approved by the Board of Directors of Elecnor, S.A.

27 November 2024

ANNEX III

**Regulations of the Appointments, Remunerations and Sustainability
Committee**



Regulations
of the
Appointments, Remunerations and Sustainability Committee
of
ELECNOR, S.A.

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Article 1. Object

1. The Appointments, Remunerations and Sustainability Committee of the Board of Directors of ELECNOR, S.A. (the "Company") is established in accordance with the Spanish Corporate Enterprises Act [Ley de Sociedades de Capital], Article 15ter of the Company's Articles of Association, and Article 14 of the Regulations of the Company's Board of Directors.
2. These Regulations of the Appointments, Remunerations and Sustainability Committee have been approved by the Company's Board of Directors. The rules regulate organisation and operation of the Appointments, Remunerations and Sustainability Committee and make suitable provision for it to be able to perform its duties properly in compliance with the Articles of Association and the Regulations of the Board of Directors pursuant to the principles and recommendations for good corporate governance issued by the Spanish National Securities Market Commission [Comisión Nacional del Mercado de Valores] having in mind the particularities of the Company and its Group.
3. The decisions adopted by the Committee itself will apply for all matters not expressly envisaged here. Secondly, the Articles of Association and Regulations of the Board of Directors will also apply insofar as they are consistent with the Committee's nature and duties.

Article 2. Interpretation, amendment, and dissemination

1. The Appointments, Remunerations and Sustainability Committee will take the applicable laws and regulations and the principles and recommendations for good governance issued by supervisory authorities, particularly the National Securities Market Commission, into account when implementing and interpreting these Regulations.
2. The Regulations will be reviewed by the Board of Directors periodically having in mind any suggestions submitted by the Appointments, Remunerations and Sustainability Committee. They will be published on the Company's website for shareholders and the general public.

Article 3. Composition of the Appointments, Remunerations and Sustainability Committee

3.1. The Board of Directors will establish an Appointments, Remunerations and Sustainability Committee, to be composed of no fewer than three and no more than five non-executive Directors appointed by the Board of Directors. At least two Committee members will be independent Directors.

3.2. Appointments, Remunerations and Sustainability Committee members will possess suitable knowledge, skills, and experience for the duties they will be performing. Whenever possible, Committee member appointments overall should take into account their knowledge and experience in such areas as human

resources, selection of Directors and executives, remuneration plan and policy design, and corporate governance.

Efforts will also be made to promote gender diversity balanced representation of men and women and other diversity criteria among Committee members.

1.3. Committee member appointments will be for the same terms to which those individuals have been appointed as Company Directors. A Director will cease to be a member of the Appointments, Remunerations and Sustainability Committee on ceasing to be a Company Director.

Article 4. Officers of the Committee

1. The Appointments, Remunerations and Sustainability Committee must appoint a Chairman from among the independent Directors on the Board.
2. The Appointments, Remunerations and Sustainability Committee will also appoint a Secretary, who may be the one of the Board of Directors, as long as he or she is not considered an executive Director.

It will be the responsibility of the Secretary of the Appointments, Remunerations and Sustainability Committee to assist the Chairman of the Committee to plan its meetings and collect and distribute the necessary information with adequate advance notice, keeping minutes of the meetings.

3. The Appointments, Remunerations and Sustainability Committee may also appoint a Deputy Secretary, who may be a member of the Board of Directors, as long as he or she is not considered an executive Director.

It will be the responsibility of the Deputy Secretary of the Audit Committee to assist and support the Secretary of the Committee in all the functions assigned to him, as well as to substitute him in the meetings of the Committee in case of vacancy, absence or impossibility of the same.

Article 5. Duties of the Appointments, Remunerations and Sustainability Committee

1. Notwithstanding any other tasks that may be assigned to it by the Board of Directors, the Appointments, Remunerations and Sustainability Committee will have the following duties:

(i) In respect of composition of the Board:

~~g)y~~ To assess the competencies, knowledge, and experience needed on the Board of Directors. With this in mind, to specify the skills and abilities the candidates for each vacancy should have and to weigh the time and commitment that will be required for them to be able to perform their duties effectively and ensure that non-executive Directors will have sufficient time to perform their duties properly.

The Committee will therefore draw up and regularly update a table of competencies the Board requires as a framework for the skills and knowledge candidates for Director should have, especially executive and independent Directors.

h)z) To set a target for representation by the sex with fewer members on the Board of Directors and to draw up guidelines on how to achieve that goal. ~~To propose the Director diversity policy to the Board of Directors.~~

i)aa) To propose the Board of Directors diversity and Director selection policy to the Board of Directors and to review fulfilment yearly.

j)bb) To review Director categories yearly.

(ii) In respect of selection of Directors and the executive management team:

- a) To submit to the Board of Directors proposals for the appointment of independent Directors by co-option or for submission to the General Shareholders Meeting and proposals for the reappointment or removal of those Directors by the General Shareholders Meeting.
- b) To submit proposals for the appointment of the remaining Directors by co-option or for submission to the General Shareholders Meeting and proposals for the reappointment or removal of those Directors by the General Shareholders Meeting.
- c) To report on proposals for the appointment and removal of members of the executive management team.

(iii) In respect of the officers of the Board:

- a) To report on the appointment of the Chair and Deputy Chair of the Board.
- b) To report on the appointment and removal of the Secretary and Deputy Secretary of the Board.
- c) To propose the appointment of the Coordinating Director.
- d) To review and arrange for succession of the Chair of the Board of Directors and the Company's Chief Executive Officer and to draw up a succession plan for that purpose, and, where appropriate, to submit proposals to the Board of Directors to enable succession to take place in an orderly and planned manner.

(iv) In respect of remunerations of Directors and members of the executive management team:

- a) To propose to the Board of Directors remunerations policies for Directors and for members of the executive management team and to review compliance.

The Director remunerations policy will at least set a cap on the annual remuneration to be paid to all the Directors as a group for performing their non-executive duties along with guidelines for allocating those remunerations on the basis of the duties and responsibilities assigned to each one. The remunerations policy will also set the amount of fixed annual remuneration paid to Directors for performing their executive duties and other remuneration prescribed by law.

- b) To propose to the Board of Directors individual remuneration and other contractual terms for the executive Directors and to propose the basic contractual terms for the members of the executive management team in accordance with the Articles of Association and the Director remunerations policy in effect at all times.
- c) To report to the Board of Directors in advance of setting the remuneration of each individual Director for performing their non-executive duties in the framework of the Articles of Association and the remunerations policy and of setting the remuneration of each individual Director for performing their assigned executive duties in the framework of the remunerations policy and in accordance with the terms of their contracts.
- d) Regularly to review remunerations policy for the Directors and members of the executive management team, including share-based remuneration schemes and application of those schemes, and to ensure that individual remuneration is proportional to what the other Directors and members of the Company's executive management team are paid.
- e) To review the terms of the contracts of the executive Directors and the members of the executive management team and to ensure that they are consistent with the remunerations policies in effect.
- f) To verify the information on the remunerations of Directors and members of the executive management team set out in the various corporate documents, including the Annual Director Remunerations Report in coordination with the Audit Committee, within the framework of their respective competencies.

(v) In respect of reviewing the Company's sustainability and governance system:

- (i)a) To supervise compliance with corporate governance and sustainability policies and rules, internal codes of conduct and the Company's governance system in general, also ensuring that the corporate culture is aligned with its purpose and values.

~~(i)b)~~ To regularly evaluate and review the ~~Company's system of corporate~~ Company's governance system and its ~~corporate social responsibility and social and environmental~~ sustainability policy to ensure that they fulfil their mission of promoting corporate interests while taking into account the legitimate interests of other stakeholders as appropriate.

~~c)~~ To supervise the application of the general policy regarding the communication of economic-financial, non-financial and corporate information of the Company, as well as communication with shareholders and investors, proxy advisors and other stakeholders, in coordination with the Audit Committee, within the framework of their respective competencies. The way in which the Company communicates and relates to small and medium-sized shareholders shall also be monitored.

~~(ii)d)~~ To see that the ~~Company's~~ Company's social and environmental practices comply with approved policy and strategy.

~~(iii)e)~~ To supervise and assess relationships with the various stakeholders.

~~f)~~ To collaborate with the Audit Committee in the procedure for selecting the verifier of sustainability information, at the request of said Committee and within the framework of their respective competencies.

~~g)~~ To collaborate with the Audit Committee in the review of the sustainability information relating to the Company and its Group, at the request of said Committee and within the framework of their respective competencies.

~~(ii)(vi)~~ Other duties:

~~(i)a)~~ To lead, in cooperation with the Coordinating Director where appropriate, the Board's yearly assessment of the work and composition of the Board, its Committees, and the Company's Directors.

~~(ii)b)~~ To design and organise training programmes for Directors from time to time to keep their knowledge up to date.

~~(iii)c)~~ To ensure that potential conflicts of interest do not compromise the independence of the external advice furnished to the Committee.

•2. The Appointments, Remunerations and Sustainability Committee will each draw up a yearly report on its ~~work and~~ activity performance during the year as a basis for review by the Board of Directors. The report will contain information on, for instance, the make-up of the Committee, the number of meetings held during the year, the main work carried on during the year, work carried out in association with outside experts, and the main incidents that took place, if any. The report

will be placed at the disposal of the shareholders on the Company's website sufficiently in advance of the Ordinary Shareholders' General Meeting.

- 3. When performing its duties, the Appointments, Remunerations and Sustainability Committee will bear in mind the good governance recommendations and standards issued by the National Securities Market Commission and other competent authorities, though these may be adapted to the specific circumstances of the Company and its Group.
- 4. Each year the Appointments, Remunerations and Sustainability Committee will formulate an action plan setting out the main activities to be carried out by the Committee in the performance of its duties.

Article 6. Convening meetings

1. The Appointments, Remunerations and Sustainability Committee will ordinarily meet at least three times a year. The Committee will also meet at the request of any of its members and whenever convened by the Chair, who will call a meeting whenever the Board or its Chair asks for a report or proposals, and at all events whenever it is appropriate to hold a meeting for the Committee to be able to perform its duties properly. Whenever feasible Committee meetings will be held sufficiently in advance of Board meetings.
2. Appointments, Remunerations and Sustainability Committee meetings will be convened by the Committee Secretary on instructions from the Chair at least five days in advance, unless there are urgent reasons for it to meet sooner or immediately. The notice of meeting will be sent by email or by any other means that furnish confirmation of receipt.

The notice of meeting will in all cases include the meeting agenda, and the requisite information will also be attached, making allowance for the fact that there may be reasons for distributing the information at the meeting itself in certain circumstances.

Article 7. Meetings

1. Appointments, Remunerations and Sustainability Committee meetings will be held at the Company's registered office or at any other venue previously designated by the Chair and stated in the notice of meeting.
2. A Committee meeting may be held at several different locations linked by systems that enable the participants attending to be recognised and identified, to be permanently interconnected, and to speak and vote, all in real time. The Directors in attendance at any of the linked locations will have the status of participants at a single session of the Committee. The session will be deemed to have met at the ~~venue attended by the Chair or whoever is acting as Chair~~corporate address.

The Appointments, Remunerations and Sustainability Committee Secretary will record in the minutes of meetings held in that form not only the members who

have attended in person but also those who have been represented by another Committee member and those who have attended the meeting by means of whatever system is in use.

- 3. Committee members are to spend as much time as necessary examining and assessing the information that has been circulated before they attend Committee meetings.

Meetings of the Committee will be venues for constructive discussions by its members, and free expression and an ~~analytical and supervisory critical~~ mindset will be encouraged. The Committee Chair will ensure that the members may freely take part in the debates.

- 3.4. The Appointments, Remunerations and Sustainability Committee may call on any Company employee or executive to attend and may even call on them to attend without any other executive being present. Persons called must attend the Appointments, Remunerations and Sustainability Committee sessions, lend their cooperation, and furnish whatever information is in their possession.

The Committee may also call on third parties to attend its sessions, though only at the invitation of the Committee Chair and only when the specific agenda items for which they have been called are being discussed. There must be good reason for third parties to be present, and their presence is not to be allowed to become common practice. The minutes of Committee meetings will record the entrance and exit of the various guests. Guests will not attend the Committee's deliberations and votes without good reason duly explained in the minutes.

Article 8. Quorums and adoption of resolutions

1. The Appointments, Remunerations and Sustainability Committee will be quorate when a majority of its members are present or represented. Resolutions will be passed by an absolute majority of the members present or represented at the meeting.
2. Appointments, Remunerations and Sustainability Committee members may appoint another member of the Committee to act as proxy. Proxy is to be conferred in writing separately for each meeting, and the Committee Chair is to be notified by means that allow confirmation of receipt of the notice.
3. Any Committee member that has a conflict of interest will not take part in the deliberations and voting on resolutions or decisions regarding which the member, or any person related to that member, has a direct or indirect conflict.

Article 9. Committee minutes

1. The Appointments, Remunerations and Sustainability Committee's discussions and resolutions will be recorded in a minute book, which will state the date of the session, the participants, the proposals or conclusions put forward, and the resolutions adopted at the session and will be signed by the Committee Chair and

Secretary or whoever may be acting for them in those capacities, as the case may be.

2. The Committee minutes will be at the disposal of all the members of the Board of Directors.

Article 10. Access to information and advice

1. The Appointments, Remunerations and Sustainability Committee will be entitled to adequate, pertinent, and sufficient access to any and all information or documents concerning matters within the scope of the Committee's remit in the Company's possession that the Committee considers necessary for it to perform its duties.

~~a)2.~~ Furthermore, the Committee may, at the ~~Company's~~ Company's expense, seek the assistance or advice of outside experts ~~whenever it considers this to be necessary or appropriate for it to better perform its duties regarding especially complex matters under the terms set forth by the Board of Directors.~~

The Committee will place on record transparently any relationship or situation that poses a conflict of interest in connection with its external advisers. External advisers will be asked to detail any and all potential conflicts of interest vis-à-vis the Company or its Directors in their service proposals.

Article 11. Means and resources

3. The Appointments, Remunerations and Sustainability Committee will approve a plan for regular training of Committee members to ensure that they stay current and up to date in their knowledge. In addition, there will be a programme to welcome in new members.
4. The Company will supply the Committee with sufficient means and resources for it to carry out its duties. Requests for resources are to be directed to the Secretary of the Company's Board of Directors.

Article 12. Relations of the Appointments, Remunerations and Sustainability Committee with the Board, the supervisory Committees, the management and other corporate areas and of the Company ~~shareholders~~

1. The Appointments, Remunerations and Sustainability Committee will establish effective channels for periodic, two-way communications with its usual contacts, normally through the Committee Chair and, inter alia:

~~e)~~e) _____ The Chairperson of the Board of Directors;

~~e)~~f) _____ alternatively, the Independent Coordinating Director where that Director is not a Committee member;

~~f)~~g) _____ Company management; and

h) the verifier of the sustainability information.

g)2. The Appointments, Remunerations and Sustainability Committee shall establish the necessary coordination mechanisms with the Audit Committee, so that each Committee may properly perform the functions attributed to it in respect of concurrent matters and, among others: (i) one or more joint meetings may be held each year, (ii) the Chairman of the Committee shall maintain fluid and permanent communication with the Chairman of the Audit Committee, with the support of the Secretary of the Board and of the Committees, and (iii) reports and proposals shall be provided to the Audit Committee, when they affect matters within its competence, as well as requesting from it those that affect matters within the competence of the Appointments, Remunerations and Sustainability Committee.

2.3. The Chair of the Appointments, Remunerations and Sustainability Committee will serve as its spokesperson at meetings of the Board of Directors and the Company's General Shareholders Meeting, as the case may be.

3.4. The Committee will confer with the Chair of the Board of Directors and the Company's Chief Executive Officer, especially in matters relating to the appointment of executive Directors and remuneration of members of the executive management team and executive Directors. Any Director may ask the Committee to take the suitability of potential candidates to cover Director vacancies under advisement.

Madrid, 20 March Approved by the Board of Directors of Elecnor, S.A.

27 November 2024