



**ANNUAL REPORT ON DIRECTOR  
REMUNERATION  
2024**

**ISSUER IDENTIFICATION DETAILS**

**Year end-date:** 31/12/2024

**Tax ID (N.I.F.):** A-48027056

**Company Name:** ELECNOR, S.A.

**Registered Office:** C. del Marqués de Mondéjar, 33, 28028 Madrid

## **ANNUAL REPORT ON DIRECTOR REMUNERATION OF LISTED COMPANIES**

### **A) REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR (2025)**

A.1.1 Explain the current Directors' Remuneration Policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the Shareholders' General Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the directors and with the remuneration policy approved by the Shareholders' General Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

- a) Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- b) Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- c) Information on whether any external advisors took part in this process and, if so, their identity.
- d) Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

The current Directors' Remuneration Policy (the "**Remuneration Policy**" or the "**Policy**") was approved by the General Meeting of Elecnor, S.A. ("**Elecnor**" or the "**Company**") on 18 May 2022, with 96.79% of the share capital present and represented voting in favour, for application from that date and for financial years 2023, 2024 and 2025. This Policy had been proposed by the Board of Directors of the Company by virtue of the resolution dated 30 March 2022, at the proposal and following a report by Elecnor's Appointments, Remunerations and Sustainability Committee at the meeting held on 28 March 2022, in order to expressly incorporate the new features of the Good Governance Code approved by the CNMV in June 2020 and of Law 5/2021, of 12 April, which amends the revised text of the Spanish Corporate Enterprises Act, with regard to encouraging long-term shareholder involvement in listed companies.

The purpose of the Policy is to define the Company's remuneration practices in relation to its directors, contributing to the creation of value for its Shareholders in a sustainable manner over the long term. Consequently, the Appointments, Remunerations and Sustainability Committee performs an ongoing review to ensure that the Remuneration Policy is contributing to long-term value creation for Shareholders and other stakeholders of the Company.

The following bodies take part in the process for the determination, approval and application of the Policy:

- (i) The **Appointments, Remunerations and Sustainability Committee**: this Committee, made up solely by Non-executive Directors, in addition to drawing up the proposal for the

Remuneration Policy to be referred to the Board of Directors, must also approve a specific report explaining and justifying the Remuneration Policy.

Likewise, the Appointments, Remunerations and Sustainability Committee will perform a regular review of the remuneration policy applied to the Directors and members of the management team, including, as appropriate, the remuneration systems with shares and their application, ensuring that the individual remuneration will be proportionate to the remuneration being paid to the rest of the Directors and to the members of the Company's management team.

In turn, this Committee will inform the Board of Directors about the individual determination of the remuneration of each Director for the discharge of their non-executive duties within the framework of the Articles of Association and of the Remuneration Policy, as well as in relation to the individual determination of the remuneration of each Director for the discharge of the executive duties assigned to them within the framework of the Remuneration Policy and in accordance with the provisions of their contracts.

(ii) The **Board of Directors** is the body responsible for making a reasoned proposal for the Remuneration Policy to the Shareholders' General Meeting, making the proposal available to the Shareholders' General Meeting at the time when it is called. Likewise, the Board of Directors is the competent body for the determination and approval of the terms and conditions of the Company's Chief Executive Officer, on the proposal of the Appointments, Remunerations and Sustainability Committee and within the framework of the Remuneration Policy approved by the Shareholders' General Meeting (articles 249 and 529 octodecies LSC).

(iii) **General Shareholders' Meeting**: this is the competent body to approve the Company's Remuneration Policy.

To avoid possible conflicts of interest, the Directors who, following a public request, are designated as proxies by a shareholder for the Shareholders' General Meeting, will abstain from exercising the right to vote pertaining to the shares represented with respect to the resolutions relating to the Remuneration Policy, unless they have received voting instructions in this regard.

Any amendment or replacement of the Policy will also require prior approval by the Shareholders' General Meeting, without prejudice to the provision contained in article 529 novodecies.5 LSC, with respect to those remunerations expressly approved by the Shareholders' General Meeting.

The currently prevailing Policy, which continues along the lines of the previous Remuneration Policy, intends for the remuneration system of all of the Directors, both for the discharge of their non-executive duties as well as for the discharge of such duties by the Chief Executive Officer, to be set in the framework of the remuneration system described in article 12 of the Articles of Association, which was likewise amended by the Shareholders' General Meeting held on 18 May 2022, and to contribute to the attraction, retention and development of the best talent, thereby contributing to the business strategy and to the interests and long-term sustainability of the Company.

In this regard, the Policy is governed by the following fundamental principles:

- **Moderation**: the remunerations must be reasonable, in line with the trends and references of similar companies, and maintain a reasonable proportion with the Company's situation and the circumstances of the economy at all times, taking into account, in the case of remunerations tied to the Company's results, the eventual reservations that could appear in the external auditor's report reducing such outcomes.
- **Proportionality**: the Directors' remuneration will be reasonably proportionate to the importance of the Company, its financial situation at all times and the evolution of its consolidated profits, as well as to the market standards of comparable companies.

- **Adequacy:** the Directors' remuneration will be that which is necessary for attracting and retaining Directors with the desired profile and for rewarding the dedication, qualification and responsibility the office requires, but not so high as to compromise the independence of criteria of the Non-executive Directors.
- **Profitability and sustainability:** the remunerations of the Chief Executive Officer will serve as an incentive for performance and professional output and will reward long-term value creation, ensuring the Officer's alignment with the interests of the Company and its shareholders. Accordingly, and in particular, the objective of the Policy is to provide an incentive in the long term for the sustainable attainment of results and an alignment with the interests of the Shareholders and all of the stakeholders of the Company.
- **Transparency:** the design, approval and application of the Policy will be carried out by ensuring adequate transparency. In particular, in the event of submitting a new Policy or an amendment thereof for approval, the Company will make available to the Shareholders a reasoned proposal concerning the Policy, together with the specific report to be prepared by the Appointments, Remunerations and Sustainability Committee when the Shareholders' General Meeting is called, providing full information on the preparation, approval or, as the case may be, the amendment and implementation of the Policy both in the notes to the annual accounts as well as in the Company's Annual Report on Director Remuneration.
- **Protection of the Shareholders' interests:** the current Policy seeks to establish a Director Remuneration system that will protect the interests of the Shareholders in the short, medium and long term.

The pay and employment conditions of the Company's workers have been taken into account for the establishment of the remuneration terms of the Directors set out in the Policy. Accordingly, the remuneration system established in the Policy is included in the Elecnor Group's Equality Plan, which expresses and formalises the Company's commitment and strategic positioning in order to further equal opportunities, respect for diversity and non-discrimination in all of the activities associated with people management, and intends for the remuneration policies and practices to ensure at all times non-discrimination on the basis of sex, age, culture, religion, race, or any other circumstance.

#### **A. Director remuneration system for the discharge of non-executive duties**

In accordance with the relevant legislation, article 12 of the Articles of Association, and the Remuneration Policy, the Directors will have the right to receive remuneration for the performance of the non-executive tasks, consisting of an annual fixed amount in cash, allowances for attendance at meetings of the Board of Directors and, also, the Directors shall be included in the civil liability insurance policy for members of the management team and Directors arranged by the Company at all times.

Likewise, they can be paid or reimbursed, as appropriate, the reasonable and duly justified expenses they incur as a consequence of their travel, attendance at meetings and other tasks directly related to the discharge of the duties of their office.

In addition, those Directors who sit on the various Board Committees, as well as the Chairperson of the Board, will receive additional fixed remuneration.

All of the foregoing is explained in greater detail in paragraph A.1.3. below.

Pursuant to article 12 of the Articles of Association, the Policy states that the maximum annual amount of the remunerations which the Company may pay to its Directors taken overall for the items set out in this section must not exceed the amount of four (4) million euros. This amount will remain in place until such time as it is changed through a new resolution passed by the Shareholders' General Meeting.

#### **B. Director remuneration system for the discharge of executive duties**

The Company has only one Executive Director, the Chief Executive Officer.

The remuneration of the Chief Executive Officer for the discharge of executive duties shall be independent and compatible with the remunerations and compensations established for Directors for the performance of non-executive functions and shall be in line with the remuneration policy in force at any given time.

In this context, pursuant to article 12 of the Articles of Association and to the Remuneration Policy, in addition to the remuneration for the discharge of non-executive duties, the Company's Chief Executive Officer will be entitled to receive the remuneration stipulated in his contract on the basis of the following possible items:

- a. An annual fixed remuneration for the amount of EUR 588,379, as stipulated in the Policy<sup>1</sup>. Nevertheless, the possibility has been established for the Board of Directors, on a proposal and following a report by the Appointments, Remunerations and Sustainability Committee, to determine specific variations in the Chief Executive Officer's fixed remuneration during the period of validity of the Policy, provided that such pay does not exceed the amount of EUR 750,000 per year
- b. A variable remuneration, linked both to personal and the Company's performance, calculated on the basis of qualitative and quantitative reference indicators or parameters, both financial and non-financial, tied to the degree of achievement with quantifiable and measurable objectives set by the Board of Directors, at the proposal of the Appointments, Remunerations and Sustainability Committee.

The Company has two variable remuneration schemes applicable to the Chief Executive Officer that are stipulated in the Policy: short-term (annual) variable remuneration and long-term (multiannual) variable remuneration, in the terms stated in paragraph A.1.2. below.

- c. Other remuneration items:
  - o A remuneration based on the handover of Company shares or share options.
  - o The following benefits or remuneration in kind: (i) continuing entitlement to participate in the corporate welfare systems (for survivor, illness, accident coverage, etc.) in terms similar to those established at all times on a general basis for the executives of the Company; and (ii) being included as a beneficiary of a life insurance policy and health insurance, as well as enjoying all of those benefits which, as the case may be, the Company makes available to its executives taken as a group.
  - o As well as future compensation for the termination of their contract, provided that their termination does not stem from reasons of noncompliance with their duties.

In the current Policy no procedures are considered for the application of temporary exceptions to it.

On the other hand, in the drafting of the Remuneration Policy, the Appointments, Remunerations and Sustainability Committee and the Board of Directors had recourse to external consultancy provided by the Écija Abogados law firm.

Likewise, comparable companies, essentially in terms of invoicing and business sector, were taken into account for establishing the Policy.

Finally, it is noted here that the Remuneration Policy approved by the Shareholders' General Meeting, together with the date and the result of the voting, is available on the Elecnor Group's corporate website.

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<sup>1</sup> This sum is the fixed cash payment established in the Directors' Remuneration Policy and relates to the period remaining in the 2022 financial year since its approval and for the 2023, 2024 and 2025 financial years, and not that received in the year in progress.

A.1.2 Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

The Company has only one Executive Director (the Chief Executive Officer), who is the only member of the Board of Directors receiving a variable remuneration.

The Chief Executive Officer's variable remuneration is tied to the Company's outcomes and to the director's personal performance, calculated on the basis of qualitative and quantitative reference indicators or parameters, both financial and non-financial, in relation to the degree of achievement of targets.

In this regard, the Chief Executive Officer's variable remuneration will be determined, in accordance with his contract, in relation to the degree of achievement of a number of quantifiable and measurable targets, which will be set by the Board of Directors, on the proposal of the Appointments, Remunerations and Sustainability Committee, within the framework of the Remuneration Policy.

In any case, and in conformity with the initiatives of the Elecnor Group's Sustainability Strategy, the variable components of the Chief Executive Officer's remuneration are tied to predetermined and measurable criteria that consider the risk assumed for the obtaining of a result, promote the Company's sustainability and are shaped on the basis of a balance between the attainment of short-, medium- and long-term targets, in such a way that these do not derive solely from one-off, occasional or extraordinary events or from the general evolution of the markets or of the Company's sector of activity. Thus, the remunerations of the Chief Executive Officer should serve as an incentive for performance and reward long-term value creation.

In terms of the relative importance of the variable remuneration items in comparison to the fixed items (remuneration mix), it should be noted that the Remunerations Policy covers two variable remuneration schemes applicable to the Chief Executive Officer:

**a) Short-term (annual) variable remuneration:**

The Chief Executive Officer's variable remuneration for each financial year could amount to as much as 160% of their annual fixed remuneration and will accrue in relation to the attainment of specific previously determined targets, between 50% and 80% of which will refer to the evaluation of certain financial parameters of the Group and between 20% and 50% to non-financial parameters of the Group, as set forth in paragraph A.1.6 of this report.

The limit of the potential overachievement is placed at 120% and, as regards the lower part of the range, Earnings After Tax (EAT) and contracting are key considerations, according to each case, and must reach at least 80% of the target in order to enable the application of this annual variable incentive.

The Board of Directors, following a proposal by the Appointments, Remunerations and Sustainability Committee, will approve the targets at the start of each financial year. Likewise, at the end of the year and within a maximum time limit of four (4) months, the Appointments, Remunerations and Sustainability Committee will evaluate the degree of achievement of the targets previously set and draw up a proposal for their payment within a time limit of six (6) months as from the date of attainment, taking into account the Company's cash needs and any other circumstances that could concur, for submission to the Board of Directors for approval.

**b) Long-term (multiannual) variable remuneration:**

The Chief Executive Officer is the beneficiary of a multiannual remuneration derived from a long-term incentives plan approved in the 2023 financial year for the 2023-2025 period that is based on economic and financial targets, adding value for shareholders and sustainability-related targets.

The multiannual remuneration shall be adjusted on the basis of the Chief Executive Officer's average annual variable remuneration for the three (3) years over which the plan runs and will accrue in relation to the achievement of previously determined targets, 80% of which will refer to financial parameters and 20% to non-financial parameters of the Group, under the terms set forth in paragraph A.1.6 of this report.

The maximum overachievement in each parameter will be 120%.

The multiannual variable remuneration will be paid within a maximum time limit of four (4) months as from the end of the long-term incentives plan, once the Appointments, Remunerations and Sustainability Committee has evaluated the extent to which both the financial as well as the non-financial parameters have been met and submits a proposal to the Board of Directors for its payment, within a time limit of six (6) months as from the date of completion, taking into account the Company's cash needs and any other circumstances that could concur.

The metrics and the targets connected with the variable remuneration of the office of Chief Executive Officer will be proposed by the Appointments, Remunerations and Sustainability Committee, taking into account for this purpose their possible impact in the long term, the sustainability of the results and any associated risk whatsoever.

Notwithstanding the foregoing, the variable remuneration of the Director who discharges executive duties is not guaranteed and is completely flexible, in such a way that the Director might not receive any amount whatsoever for this item if the minimum thresholds of attainment are not achieved.

On the other hand, the Company has not established a deferral period for the payment of the variable remuneration (annual and multiannual) of the Chief Executive Officer.

Finally, the contract with the Chief Executive Officer includes a clawback clause, according to which the Chief Executive Officer must return to the Company those amounts received as variable remuneration or resulting from the settlement of incentive plans, if at any time during one (1) year subsequent to the payment thereof, as a consequence of a culpable action or involving serious negligence by the Chief Executive Officer, the following circumstances would have arisen: (i) alterations or inaccuracies would have been evidenced in the business data which were relevant for calculating the variable remuneration or incentive plans and these are confirmed by the Company's external auditors; (ii) as a consequence of the preceding circumstance, the Company would need to significantly restate its accounts. The Chief Executive Officer must pay the amount notified by the Company within a time limit of forty-five (45) days following the date on which he was given notice to do so.

**A.1.3 Amount and nature of fixed components due to be accrued during the year by directors in their capacity as such.**

The current Remuneration Policy establishes the criteria for determining the annual fixed remuneration of each Director, taking into account, among other aspects: (i) the specific duties and responsibilities assumed; (ii) the experience and knowledge required for performing such duties; and (iii) other objective circumstances as may be considered relevant.

Taking into account the foregoing, it has been determined that each of the Company's Directors will receive a fixed remuneration for the discharge of their non-executive duties, during the 2025 financial year, in the amount of EUR 143,500.

In addition, those members of the Board who serve on:

- the **Executive Committee** will be paid an additional annual fixed remuneration in the amount of EUR 30,000;
- the **Audit Committee** will be paid an additional annual fixed remuneration in the amount of EUR 20,000, and the Chairperson of that Committee will receive an annual fixed amount of EUR 25,000;
- the **Appointments, Remunerations and Sustainability Committee** will be paid an additional annual fixed remuneration in the amount of EUR 17,500, while the annual remuneration of its Chairperson will be EUR 22,500.
- the **Elecnor Committee**, provided for in the Structure Definition Policy of the Elecnor Group, will be paid an additional annual fixed remuneration in the amount of EUR 12,500 for their participation in the meetings of that Committee.

Finally, the **Chairperson of the Board** will be paid an additional annual fixed remuneration in the amount of EUR 270,000.

The preceding amounts may be modified by the Board of Directors, following a report by the Appointments, Remunerations and Sustainability Committee, in view of the specific circumstances of each Director, such as their track record and professional experience, their capacities and skills for the discharge of the duties of the office, observing in any case the maximum limit established in the Directors' Remuneration Policy for the performance of non-executive duties (EUR 4 million yearly), where no change is expected during the current year.

In addition, the members of the Board of Directors will be entitled to receive the amount of EUR 1,500 by way of fees for their personal and effective attendance at each of the meetings of the Board of Directors held during the year.

#### A.1.4 Amount and nature of fixed components due to be accrued during the year for the performance of senior management functions of executive directors.

As mentioned in paragraph A.1.1. above, the Remuneration Policy envisages that the Company's Chief Executive Officer will be paid the amount of EUR 588,379 on a yearly basis, as fixed remuneration for the discharge of his executive duties. Nevertheless, the Policy also stipulates that the Board of Directors, following a report by the Appointments, Remunerations and Sustainability Committee, will be able to decide on specific variations in the Chief Executive Officer's fixed remuneration during the period of validity of the Policy, provided that such changes do not exceed an annual amount of EUR 750,000.

For the determination of the fixed remuneration and of its possible revisions, the Board of Directors, following a report by the Appointments, Remunerations and Sustainability Committee, must take into account the principles of the Remuneration Policy, as well as, whenever advisable, appropriate salary analyses, for the purpose of establishing a suitable remuneration for retaining the Chief Executive Officer and for rewarding his dedication, qualification and responsibility, also taking into account the market standards of similar companies.



As of the date of this report, no changes are foreseen for the current year, although, should such changes occur, they will be disclosed in the relevant Annual Report on Directors' Remuneration.

**A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.**

During the financial year 2025, the Company will have the following insurance coverage contracted exclusively in favour of its Chief Executive Officer, with no other remuneration in kind in favour of the Chief Executive Officer or any other Director:

- Life insurance, with an estimated premium for 2025 totalling EUR 6,108.47.
- Health insurance, with an estimated premium for 2025 totalling EUR 1,882.50.

**A.1.6 Amount and nature of variable components, differentiating between those established in the short and long terms. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.**

Indicate the range, in monetary terms, of the different variable components according to the degree of fulfilment of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

As indicated in paragraph A.1.2 above, the Remuneration Policy embraces two variable remuneration schemes applicable to the Chief Executive Officer:

**a) Short-term (annual) variable remuneration:**

The Chief Executive Officer's variable remuneration for each financial year could amount to as much as 160% of its annual fixed remuneration and will accrue in relation to the attainment of specific previously determined targets, of which:

- (i) Between 50% and 80% of the annual variable remuneration refers to the evolution of certain financial parameters relating to the Group which are specified and quantified on the basis, in particular, of the Group's consolidated Earnings After Tax (EAT) and others such as the Group's annual turnover, the annual volume of contracting in the Group's different lines of business, industrial and operational aspects (efficiency ratios) and the trend in the level of the Group's debt, without prejudice to being able to take other parameters into account depending on the circumstances and, in any case, aligned with the corporate interest and with the Elecnor Group's Sustainability Strategy initiative.
- (ii) Between 20% and 50% of the annual variable remuneration refers to non-financial parameters, in particular, to: the evolution of risk, compliance with sustainability principles (such as, for example, emission reduction, reduction in accident rates or waste reduction), the coordination of succession in the management team, prevention, performance management (with respect to the financing of growth in concessions, corporate development and Team compliance), and the evaluation which, if any, is made by the Board of Directors.

The limit of the potential overachievement is placed at 120% and, as regards the lower part of the range, EAT and contracting are key considerations, according to each case, and must reach at least 80% of the target in order to enable the application of this annual variable incentive.

The Board of Directors, following a proposal by the Appointments, Remunerations and Sustainability Committee, will approve the targets at the start of each financial year. Likewise, at the end of the year and within a maximum time limit of four (4) months, the Appointments, Remunerations and Sustainability Committee will evaluate the degree of achievement of the targets previously set and draw up a proposal for their payment within a time limit of six (6) months as from the date of attainment, taking into account the Company's cash needs and any other circumstances that could concur, for submission to the Board of Directors for approval.

**b) Long-term (multiannual) variable remuneration:**

The Chief Executive Officer is the beneficiary of a multiannual remuneration derived from a long-term incentives plan approved in the 2023 financial year for the 2023-2025 period that is based on economic and financial targets, adding value for shareholders and sustainability-related targets.

The multiannual remuneration shall be adjusted on the basis of the Chief Executive Officer's average annual variable remuneration for the three (3) years over which the plan runs and will accrue in relation to the achievement of previously determined targets, 80% of which will refer to financial parameters of the Group and 20% to non-financial parameters of the Group.

The conditions necessary for this incentive to be applicable are:

- a) Financial parameters: the growth and appraisal of the subsidiaries and investee companies and cash generation will be taken into account for the calculation of the incentive.
- b) Non-financial parameters: the Appointments, Remunerations and Sustainability Committee will also evaluate excellence in the Chief Executive Officer's fulfilment of the following parameters: Prevention, Compliance, Contingencies and Performance Assessment, accomplishment by business partners. Likewise, the Committee will assess compliance with sustainability criteria -environmental, social and good governance- and the value for shareholders.

The maximum overachievement in each parameter will be 120%.

The multiannual variable remuneration will be paid within a maximum time limit of four (4) months as from the end of the long-term incentives plan, once the Appointments, Remunerations and Sustainability Committee has evaluated the extent to which both the financial as well as the non-financial parameters have been met and submits a proposal to the Board of Directors for its payment, within a time limit of six (6) months as from the date of completion, taking into account the Company's cash needs and any other circumstances that could concur.

In any case, and in conformity with the initiatives of the Elecnor Group's Sustainability Strategy, the variable components of the Chief Executive Officer's remuneration are tied to predetermined and measurable criteria that consider the risk assumed for the obtaining of a result, promote the Company's sustainability and are shaped on the basis of a balance between the attainment of short-, medium- and long-term targets, in such a way that these do not derive solely from one-off, occasional or extraordinary events or from the general evolution of the markets or of the Company's sector of activity. Thus, the remunerations of the Chief Executive Officer should serve as an incentive for performance and reward long-term value creation.

The metrics and the targets connected with the variable remuneration of the office of Chief Executive Officer will be proposed by the Appointments, Remunerations and Sustainability

Committee, taking into account for this purpose their possible impact in the long term, the sustainability of the results and any associated risk whatsoever.

Notwithstanding the foregoing, the Chief Executive Officer's variable remuneration for discharging executive duties is not guaranteed and is completely flexible, in such a way that the Director might not receive any amount whatsoever for this item if the minimum thresholds of attainment are not achieved.

**A.1.7 Main characteristics of long-term savings schemes.** Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

The Remuneration Policy does not contemplate these systems.

**A.1.8 Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.**

There is no indemnification covenanted (and therefore none paid) in the event of the termination of the Directors' non-executive duties.

The only indemnity of this nature agreed in favour of a Director is that provided for in the contract signed between the Company and the Chief Executive Officer for the performance of the senior management duties inherent to their position.

Such indemnity will accrue to the Chief Executive Officer provided that the termination of the contract is not the result of a breach attributable to the Chief Executive Officer or the sole will of the Chief Executive Officer. This indemnification includes the Chief Executive Officer's fixed remuneration and the short-term variable remuneration tied to the annual profits obtained by the Company, while it excludes the long-term variable remuneration tied to any additional incentive plans or programmes as the Company may implement.

The amount of the Chief Executive Officer's indemnification is equivalent to two (2) years of his total remuneration. Nevertheless, on an exceptional basis, in the event that termination of the contract with the Chief Executive Officer is due to a change in the control of the Company in the context described in article 42 of the Commercial Code, or the split-off or transfer of all or a significant portion of its business or of its assets or liabilities to a third party or its inclusion in another business group, as well as a change in the current shareholders owning more than 50% of the share capital or in the Company's reference shareholder, the Chief Executive Officer would be entitled to receive an additional amount equivalent to one (1) year of his total remuneration. In any case, the total remuneration shall be calculated as the average of the remuneration received in the last three (3) years.

In this regard, as the market was informed in the Inside Information communication sent to the CNMV on 29 November 2024, the Chief Executive Officer will continue in their position until the next Annual General Meeting of 2025, at which time the contractual relationship with the Company will be terminated and they will cease to hold the position of Chief

Executive Officer. Accordingly, a termination indemnity is expected to be paid to the Chief Executive Officer in 2025 on the terms mentioned above.

In addition, the Chief Executive Officer's contract establishes a post-contractual non-competition clause whereby, two (2) years after the termination of the contract, the Chief Executive Officer will be entitled to receive as consideration the equivalent of one (1) year of their total remuneration, including fixed and variable remuneration, but expressly excluding that obtained in programmes or incentives, on an annual or multi-year basis.

Finally, the contract with the Chief Executive Officer includes a clawback clause, as explained in point f) of section A.1.9 below.

**A.1.9** Indicate the conditions that the contracts of executive directors performing senior management functions should contain. Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, as well as compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreements on non-competition, exclusivity, minimum contract terms and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

The contract entered into between the Chief Executive Officer and the Company includes the following basic conditions:

a) **Duration:**

The Chief Executive Officer's contract will remain in force for as long as he continues in his office.

b) **Termination of the contract and indemnification:**

The contract with the Chief Executive Officer contains an indemnification clause in the event of termination, provided that termination is not a consequence of a breach of contract attributable to the Director or due to their exclusive initiative. The terms of this indemnification are discussed in detail in paragraph A.1.8 of this report.

c) **Compliance with the Company's corporate governance system:**

The Chief Executive Officer is under the obligation of strictly observing the rules and provisions contained in the Company's corporate governance system, as applicable.

d) **Exclusivity and post-contractual non-competition pact:**

The Chief Executive Officer's contract establishes an obligation of exclusivity and full dedication to the Company, except with the express consent of the Company. Likewise, it establishes a post-contractual non-competition pact during a period of two (2) years as from the termination of the contract, in return for a consideration in an amount equivalent to one (1) year of the Chief Executive Officer's total remuneration, including the fixed and variable remuneration but expressly excluding the income obtained in plans or incentives, on an annual or multiannual basis.

e) **Confidentiality:**

The Chief Executive Officer's contract establishes a stringent duty of confidentiality. Moreover, upon termination of his relationship with the Company, the Director must return to the Company any documents and objects associated with his activity in his possession.

f) **Clawback clause:**

The contract with the Chief Executive Officer includes a clause, according to which the Chief Executive Officer must refund to the Company those amounts received as variable

remuneration or resulting from the settlement of incentive plans, if at any time during the year subsequent to the payment thereof, as a consequence of a culpable action or involving serious negligence by the Chief Executive Officer, the following circumstances would have arisen: (i) alterations or inaccuracies would have been evidenced in the business data which were relevant for calculating the variable remuneration or incentive plans and these are confirmed by the Company's external auditors; or (ii) as a consequence of the preceding circumstance, the Company would need to significantly restate its accounts.

The Chief Executive Officer must pay the amount notified by the Company within a time limit of forty-five (45) days following the date on which he was given notice to do so.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration for services rendered other than those inherent in their position.

There is no such remuneration.

A.1.11 Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

There is no such remuneration.

A.1.12 The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the foregoing sections, whether paid by the company or by another group company.

There is no such remuneration.

A.2 Explain any significant change in the remuneration policy applicable in the current year resulting from:

- a) A new policy or an amendment to a policy already approved by the Shareholders' General Meeting.
- b) Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- c) Proposals that the Board of Directors has agreed to submit to the Shareholders' General Meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.

At the date of this report, no changes to the Company's Remuneration Policy are expected to be made during the current financial year. However, a new Elecnor, S.A. Directors' Remuneration Policy for the 2026-2028 financial years must be submitted for approval at the Ordinary General Shareholders' Meeting for the 2025 financial year, given that the current Policy expires on 31 December 2025.

A.3 Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

[https://www.elecnor.com/resources/files/1/Responsabilidad\\_Corporativa/20220518-politica-de-remuneraciones-2022-2025-maquetado.pdf](https://www.elecnor.com/resources/files/1/Responsabilidad_Corporativa/20220518-politica-de-remuneraciones-2022-2025-maquetado.pdf)

A.4 Explain, taking into account the data provided in Section B.4, how account has been taken of the voting of shareholders at the Shareholders' General Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

Elecnor's Annual Report on Director's remuneration for the 2023 financial year was approved by the Shareholders' General Meeting of 22 May 2024, through a consultative vote, with 96.43% of the share capital in attendance in person or by proxy voting in favour.

Voting on the resolution: 67,412,715

Votes in favour: 65,008,274

Votes against: 2,262,923

Abstentions: 141,518

In this regard, the great majority of the Company's shareholders have shown their support to the remuneration issues and matters raised at the Shareholders' General Meeting.

## B) GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED (2024)

B.1.1 Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

During the 2024 financial year, the current Directors' Remuneration Policy has been applied, accruing the amounts established therein in favour of the Directors for their non-executive functions, allowances, membership of Committees and other bodies, and positions.

In addition, the Appointments, Remunerations and Sustainability Committee proposed the fixed and variable annual remuneration for the Chief Executive Officer on the basis of compliance, during the past year, with the metrics set out in the Policy and reported on the proposal of the metrics applicable in 2024 in relation to the annual variable remuneration.

Likewise, the Appointments, Remunerations and Sustainability Committee has analysed the degree of compliance with the 2023-2025 Strategic Plan, which will be concluded one year ahead of schedule as a result of the extraordinary corporate transaction of sale of the subsidiary Enerfín Sociedad de Energía, S.L.U. ("Enerfín"), for the purpose of calculating the incentive derived therefrom for the Chief Executive Officer.

Finally, in accordance with the provisions of section 8 of the current Remuneration Policy and article 529 novodecies.5 of the Spanish Corporate Enterprises Act, the Appointments, Remunerations and Sustainability Committee proposed to the Board of Directors the granting of an extraordinary remuneration in favour of the Chief Executive Officer, as reported in section B.16 of this report.

B.1.2 Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

There have been no deviations in the application of the procedure.

B.1.3 Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

There is no such remuneration.

B.2 Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company,

including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued. Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

See Sections A.1. and A.2. above in relation to the "Directors' Remuneration Policy for 2022, 2023, 2024 and 2025".

Likewise, as reflected in the Policy, the profitability and sustainability of the Company and its Group constitute one of the principles on which the Company's Remuneration Policy is based, the objective in the long term being to provide an incentive in the long term for the sustainable attainment of results and an alignment with the interests of the Shareholders and all of the stakeholders of the Company.

In this regard, the Remuneration Policy is a fundamental instrument so that sustainability will be a concept integrated into the daily routines of all of the areas of the Company. In this direction, the initiatives in the ElecNOR Group's Sustainability Strategy which the Board of Directors approved in 2021 (and which were brought up-to-date in 2023) were taken into account when drafting of the current Remuneration Policy, whereby this is seen as one more element among the rest of the internal policies and principles of the Group, contributing to the business strategy and to the interests and sustainability of the Company and of the ElecNOR Group in the long term.

In accordance with the foregoing, the variable components of the remuneration accrued by the Chief Executive Officer, the only Director who discharges executive duties in the Company, have been tied to pre-determined, measurable criteria that take into consideration the risk assumed for the achievement of a result, promote the Company's sustainability and are shaped on the basis of a balance between the attainment of short-, medium- and long-term targets, in such a way that these do not derive solely from one-off, occasional or extraordinary events or from the general evolution of the markets or of the Company's sector of activity.

Likewise, the remuneration of the Directors in return for the discharge of their non-executive duties during the 2024 financial year have not incorporated measurement elements that would provide an incentive for taking excessive risks by the Company, given that they are restricted to fixed remunerations for membership on the Board of Directors and its various Committees, and allowances for attendance at meetings of the Board of Directors.

**B.3** Explain how the remuneration accrued and consolidated over the financial year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

The remuneration accrued and consolidated in the year has complied with the terms of the current Directors' Remuneration Policy.

In this regard, the rules in relation to the procedure for determining the individual remuneration for each Director have been applied, in terms of both their non-executive as well as of their executive duties. The Directors have received solely the remuneration items expressly stipulated in the Articles and in the Policy, and within the maximum amount allowed by the latter.



The remunerations accrued by the Directors for their non-executive duties are limited to the amount of four (4) million euros, and this is provided for in the current Policy.

Through the application of this Policy, during 2024, the amount of the remuneration accrued by the Directors for the discharge of their non-executive duties (a fixed amount for membership on the Board of Directors, Committees, offices held, attendance fees and membership on the Boards of Group companies) totals EUR 3,089.7 thousand, thereby complying with the limit set in the Policy.

Similarly, the remuneration accrued by the Chief Executive Officer in 2024, both the fixed and the variable remuneration (short- and long-term), as well as extraordinary remuneration, the amounts of which are provided in detail in section C of this report, has been in accordance with the Company's current Remuneration Policy.

With respect to how the remuneration accrued and vested in 2024 by the Directors contributes to the sustainable and long-term performance of the Company and to the proportion between the remuneration obtained by the Directors and the results or other performance measurements in the short- and long-term, the criteria proposed by the Appointments, Remunerations and Sustainability Committee and approved both by the Board of Directors and the Shareholders' General Meeting in relation to the Chief Executive Officer's variable remuneration are set out below:

**a) Short-term (annual) variable remuneration:**

The Chief Executive Officer's variable remuneration for each financial year could amount to as much as 160% of the Chief Executive Officer's annual fixed remuneration and will accrue in relation to the attainment of specific previously determined targets, of which:

- Between 50% and 80% of the annual variable remuneration refers to the evolution of certain financial parameters relating to the Group which are specified and quantified on the basis, in particular, of the Group's consolidated Earnings After Tax (EAT) and others such as the Group's annual turnover, the annual volume of contracting in the Group's different lines of business, industrial and operational aspects (efficiency ratios) and the trend in the level of the Group's debt, without prejudice to being able to take other parameters into account depending on the circumstances and, in any case, aligned with the corporate interest and with the Elecnor Group's Sustainability Strategy initiative.
- Between 20% and 50% of the annual variable remuneration refers to non-financial parameters, in particular, to: the evolution of risk, compliance with sustainability principles (such as, for example, emission reduction, reduction in accident rates or waste reduction), the coordination of succession in the management team, prevention, performance management (with respect to the financing of growth in concessions, corporate development and Team compliance), and the evaluation which, if any, is made by the Board of Directors.

The limit of the potential overachievement is placed at 120% and, as regards the lower part of the range, EAT and contracting are key considerations, according to each case, and must reach at least 80% of the target in order to enable the application of this annual variable incentive.

**b) Long-term (multiannual) variable remuneration:**

The Chief Executive Officer is the beneficiary of a multiannual remuneration derived from a long-term incentives plan approved in the 2023 financial year for the 2023-2025 period, which was concluded one year ahead of schedule as a result of the extraordinary corporate transaction for the sale of the subsidiary Enerfín. Said remuneration may reach 100% of the Chief Executive Officer's average annual variable ordinary remuneration for the last three (3) years over which the plan runs and will accrue in relation to the achievement of previously determined targets, 80% of which will refer to financial parameters of the Group and 20% to non-financial parameters of the Group.

The conditions necessary for this incentive to be applicable are:

- Financial parameters: the appraisal of the assets of subsidiaries and investee companies and cash generation will be taken into account for the calculation of the incentive.
- Non-financial parameters: the Appointments, Remunerations and Sustainability Committee will also evaluate excellence in the Chief Executive Officer's fulfilment of the following parameters: Prevention, Compliance, Contingencies and Performance Assessment. Likewise, the Committee will assess compliance with sustainability criteria -environmental, social and good governance- and the value for shareholders.

The maximum overachievement in each parameter will be 120%.

**B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:**

	Number	% of total
Votes cast	67,412,715	77.49%

	Number	% of votes cast
Votes against	2,262,923	3.36%
Votes in favour	65,008,274	96.43%
Blank ballots	0	0%
Abstentions	141,518	0.21%

Observations
The Annual Report on Director's remuneration for the 2023 financial year was approved with 96.43% of the share capital in attendance in person or by proxy voting in favour by the Shareholders' General Meeting held on 22 May 2024.

**B.5 Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they changed with respect to the previous year.**

The remuneration of the Directors for the performance of their non-executive functions has been determined in accordance with the provisions of the current Remuneration Policy for the 2022-2025 financial years and has not changed in 2024 relative to the previous year.

In particular, the total fixed annual remuneration for each of the Directors for membership of the Board of Directors amounted to EUR 143,500.

In addition, they have received EUR 1,500 in per diems for personal and effective attendance to each meeting of the Board of Directors, plus what they have received for their membership in the different Committees of the Board of Directors and Committees, which are detailed below:

- For membership on the Executive Committee: EUR 30,000.
- For membership on the Audit Committee
  - o Member: EUR 20,000.
  - o Chairperson: EUR 25,000.
- For membership on the Appointments and Remuneration Committee

- o Member: EUR 17,500.
- o Chairperson: EUR 22,500.
- For membership on the Elecnor Committee: EUR 12,500.
- Non-executive Chairperson for the Board of Directors: EUR 270,000.

Finally, given that the amounts are expressly set out in the Policy, no determination process is required beyond the verification of what has been the effective attendance of each Director to the Board meetings held in 2024, in the case of per diems.

**B.6** Explain how the salaries accrued and vested by each of the executive directors over the past financial year for the performance of management duties were determined, and how they changed with respect to the previous year.

The amount and the nature of the fixed components of the remuneration accrued for the performance of senior management functions by the Chief Executive Officer have been determined within the framework of the Company's Remuneration Policy and are discussed in detail in Section C of this report.

In 2024 such fixed remuneration increased by 2.44% over the previous year.

**B.7** Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year last ended.

In particular:

a) Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.

b) Each director who is a beneficiary of remuneration systems or plans that include variable remuneration, and his or her category (executive director, external nominee director, external independent director or other external director).

c) Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

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### **Explain the short-term variable components of the remuneration systems**

The only Director who has received short-term variable remuneration during 2024 is the Chief Executive Officer (Mr Rafael Martín de Bustamante Vega), as detailed in section C of this report, in accordance with the provisions of section 7.2.1 of the Company's Remuneration Policy and their contract.

Pursuant to the current Remuneration Policy, the Chief Executive Officer's short-term variable remuneration for each financial year could amount to as much as 160% of the Chief Executive Officer's annual fixed remuneration and will accrue in relation to the attainment of specific previously determined targets, of which:

- Between 50% and 80% of the annual variable remuneration refers to the evolution of certain financial parameters relating to the Group which are specified and quantified on the basis, in particular, of the Group's consolidated Earnings After Tax (EAT) and others such as the Group's annual turnover, the annual volume of contracting in the Group's different lines of business, industrial and operational aspects (efficiency ratios) and the trend in the level of the Group's debt, without prejudice to being able to take other parameters into account depending on the circumstances and, in any case, aligned with the corporate interest and with the Elecnor Group's Sustainability Strategy initiative.
- Between 20% and 50% of the annual variable remuneration refers to non-financial parameters, in particular, to: the evolution of risk, compliance with sustainability principles (such as, for example, emission reduction, reduction in accident rates or waste reduction), the coordination of succession in the management team, prevention, performance management (with respect to the financing of growth in concessions, corporate development and Team compliance), and the evaluation which, if any, is made by the Board of Directors.

The limit of the potential overachievement is placed at 120% and, as regards the lower part of the range, EAT and contracting are key considerations, according to each case, and must reach at least 80% of the target in order to enable the application of this annual variable incentive.

The Board of Directors, following a proposal by the Appointments, Remunerations and Sustainability Committee, is the body responsible for approving and determining the targets at the beginning of each financial year. Likewise, at the end of the year and within a maximum time limit of four (4) months, the Appointments, Remunerations and Sustainability Committee will evaluate the degree of achievement of the targets previously set and draw up a proposal for their payment within a time limit of six (6) months as from the date of attainment, taking into account the Company's cash needs and any other circumstances that could concur, for submission to the Board of Directors for approval.

### **Explain the long-term variable components of the remuneration systems**

The only Director who is entitled to receive a long-term (multi-year) variable remuneration is the Chief Executive Officer (Mr Rafael Martín de Bustamante Vega), as detailed in section C of this report, and in accordance with the provisions of section 7.2.2 of the Remuneration Policy of the Company and his contract.

Under the current Remuneration Policy, the Chief Executive Officer is the beneficiary of a multiannual remuneration derived from a new long-term incentives plan approved in the 2023 financial year for the 2023-2025 period, which was concluded one year ahead of schedule as a result of the extraordinary corporate transaction for the sale of the subsidiary Enerfín. Said remuneration may reach 100% of the Chief Executive Officer's average annual variable ordinary remuneration for the last three (3) years over which the plan runs and will accrue in relation to the achievement of previously determined targets, 80% of which will refer to financial parameters of the Group and 20% to non-financial parameters of the Group.

The conditions necessary for this incentive to be applicable are:

- Financial parameters: the appraisal of the assets of subsidiaries and investee companies and cash generation will be taken into account for the calculation of the incentive.

- Non-financial parameters: the Appointments, Remunerations and Sustainability Committee will also evaluate excellence in the Chief Executive Officer's fulfilment of the following parameters: Prevention, Compliance, Contingencies and Performance Assessment. Likewise, the Committee will assess compliance with sustainability criteria -environmental, social and good governance- and the value for shareholders.

The maximum overachievement in each parameter will be 120%.

The multiannual variable remuneration will be paid once the Appointments, Remunerations and Sustainability Committee has evaluated the extent to which both the financial as well as the non-financial parameters have been met and submits a proposal to the Board of Directors for its payment, within a time limit of six (6) months as from the date of completion, taking into account the Company's cash needs and any other circumstances that could concur.

The metrics and the targets connected with the variable remuneration of the office of Chief Executive Officer will be proposed by the Appointments, Remunerations and Sustainability Committee, taking into account for this purpose their possible impact in the long term, the sustainability of the results and any associated risk whatsoever.

**B.8** Indicate whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid, on the basis of data that have subsequently been clearly shown to be inaccurate. Describe the amounts reduced or clawed back through the application of the "malus" (reduction) or clawback clauses, why they were implemented and the years to which they refer.

No amount whatsoever has been claimed or returned under the clawback clause contained in the contract signed between the Company and the Chief Executive Officer.

At the present time, no "malus" (reduction) clauses are included in the contract with the Chief Executive Officer, although the Company is considering the possibility of incorporating such clauses for the payment of the variable remuneration. As of the date of this report, the Company has not reached a decision as yet in this regard.

**B.9** Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

The Company does not have systems of this kind in place.

**B.10** Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company's or the director's initiative, or from the termination of the contract in the terms provided therein, accrued and/or received by directors during the year last ended.

There is no indemnification covenanted (and therefore none accrued or paid) in the event of the termination of duties as a Non-executive Director.

The only indemnification covenanted is the indemnification stipulated for the Chief Executive Officer in the contract signed by them with the Company for performing their senior

management duties, which will operate provided that termination is not a consequence of a breach of contract attributable to the Director or due to his exclusive initiative (except in cases of the Chief Executive Officer's death or invalidity). The regime applicable to this compensation is described in detail in sections A.1.8 and A.1.9 above and the amount accrued is detailed in section C of this report.

**B.11** Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, if so, explain them. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

There have been no significant changes in the contract with the Chief Executive Officer during the 2024 financial year.

**B.12** Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

There is no such remuneration.

**B.13** Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, as well as the obligations assumed on their behalf by way of guarantee.

There is no such remuneration.

**B.14** Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

During the financial year 2024, the Company has taken out the following insurance coverage exclusively in favour of its Chief Executive Officer, with no other remuneration in kind in favour of the Chief Executive Officer or any other Director:

- Life insurance, with a premium totalling EUR 5,817.59 in 2024.
- Health insurance, with a premium totalling EUR 1,824.11 in 2024.

**B.15** Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director's services to the company.

There is no such remuneration.

**B.16** Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not has been considered appropriate to be

included among the amounts accrued under the "Other concepts" heading in Section C.

During the 2024 financial year, a number of the Company's Directors (specifically, Mr Jaime Real de Asúa Arteche, Mr Ignacio Prado Rey-Baltar, Mr Rafael Martín de Bustamante Vega, Mr Joaquín Gómez de Olea y Mendaro, Mr Cristóbal González de Aguilar Alonso-Urquijo, Mr Miguel Cervera Earle, Mr Juan Landecho Sarabia, Mr Miguel Morenés Giles, Mr Santiago León Domecq and Mr Rafael Prado Aranguren) EUR 6,668 in remuneration for their membership on the Board of Directors of Enerfín, a company wholly owned by Elecnor, S.A., until 23 May 2024, the date on which it was effectively acquired by Statkraft European Wind and Solar Holding AS (a company belonging to the Statkraft Group).

Also in connection with the sale of Enerfín, the Extraordinary General Shareholders' Meeting held on second call on 11 December 2024 resolved to grant extraordinary remuneration to the Chief Executive Officer for his special involvement and performance in the aforementioned corporate transaction, all in accordance with section 8 of the current Remuneration Policy and article 529 novodecies 5 of the Spanish Corporate Enterprises Act, in the following terms set forth in the resolution of the General Shareholders' Meeting:

- Beneficiary: Mr Rafael Martín de Bustamante Vega
- Nature of the incentive: This incentive is one-off, extraordinary and is not consolidable, i.e., it will not constitute an acquired right and will therefore not be consolidated in the future and upon its liquidation it will be automatically extinguished.
- Amount: EUR 1,650,000
- Means of payment: The amount of the incentive will be paid in cash or may be paid by taking out a social security insurance policy, deferred capital life insurance, or any other individual or group life insurance instrument, on terms satisfactory to the Company and Mr Rafael Martín de Bustamante Vega.
- Date of payment: The payment will take place no later than 31 December 2024.
- Clawback: The Beneficiary shall be subject to the clause set forth in section 7.4(f) of the Directors' Remuneration Policy.

Lastly, during the 2024 financial year, the Company took out a civil liability insurance policy for its Directors and Senior Managers with an annual premium totalling EUR 249,193.55, where the policy is global and not individual.

## C) ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual in financial 2024
MR JAIME REAL DE ASÚA ARTECHE	NOMINEE	From 01/01/2024 to 31/12/2024
MR IGNACIO PRADO REY BALTAR	NOMINEE	From 01/01/2024 to 31/12/2024
MR RAFAEL MARTÍN DE BUSTAMANTE VEGA	EXECUTIVE	From 01/01/2024 to 31/12/2024
MR JOAQUÍN GÓMEZ DE OLEA Y MENDARO	NOMINEE	From 01/01/2024 to 31/12/2024
MR CRISTOBAL GONZALEZ DE AGUILAR ALONSO-URQUIJO	NOMINEE	From 01/01/2024 to 31/12/2024
MR MIGUEL CERVERA EARLE	NOMINEE	From 01/01/2024 to 31/12/2024
MS ISABEL DUTILH CARVAJAL	INDEPENDENT	From 01/01/2024 to 31/12/2024
MS IRENE HERNANDEZ ALVAREZ	INDEPENDENT	From 01/01/2024 to 31/12/2024
MR JUAN LANDECHO SARABIA	NOMINEE	From 01/01/2024 to 31/12/2024
MR SANTIAGO LEÓN DOMECQ	NOMINEE	From 01/01/2024 to 31/12/2024
MR MIGUEL MORENÉS GILES	NOMINEE	From 01/01/2024 to 31/12/2024
MS FRANCISCA ORTEGA HERNÁNDEZ-AGERO	INDEPENDENT	From 01/01/2024 to 31/12/2024
MR RAFAEL PRADO ARANGUREN	NOMINEE	From 01/01/2024 to 31/12/2024
MR EMILIO YBARRA AZNAR	INDEPENDENT	From 01/01/2024 to 31/12/2024

C.1 Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.

a) Remuneration from the reporting company:

i) Remuneration accruing in cash (thousands of euros)



Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2024	Total 2023
MR JAIME REAL DE ASUA ARTECHE/NOMINEE	143.5	18	47.5					282.5	491.5	494.5
MR IGNACIO PRADO REY-BALTAR/NOMINEE	143.5	18	50					12.5	224.0	227.0
MR RAFAEL MARTIN DE BUSTAMANTE VEGA/EXECUTIVE	143.5	18	30	633.2	1,019.4	1,013.0	4,327.8	1,662.5	8,847.4	2,362.5
MR JOAQUÍN GÓMEZ DE OLEA Y MENDARO/NOMINEE	143.5	18	30					12.5	204.0	207.0
MR CRISTOBAL GONZALEZ DE AGUILAR ALONSO-URQUIJO/NOMINEE	143.5	16.5	30					12.5	202.5	207.0
MR MIGUEL CERVERA EARLE/NOMINEE	143.5	18	17.5					12.5	191.5	194.5
MS ISABEL DUTILH CARVAJAL/INDEPENDENT	143.5	18	37.5						199.0	202.0
MS IRENE HERNANDEZ ALVAREZ/INDEPENDENT	143.5	18	33.1						194.6	186.5
MR JUAN LANDECHO SARABIA/NOMINEE	143.5	18							161.5	164.5
MR SANTIAGO LEON DOMEQ/NOMINEE	143.5	18						12.5	174.0	174.0
MR MIGUEL MORENES GILES/NOMINEE	143.5	18	50					12.5	224.0	227.0
MS FRANCISCA ORTEGA HERNANDEZ-AGERO	143.5	18	25						186.5	187.4
MR RAFAEL PRADO ARANGUREN/NOMINEE	143.5	18							161.5	164.5
MR EMILIO YBARRA AZNAR/INDEPENDENT	143.5	18	22.5					12.5	196.5	199.5

Observations

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Name of Plan	Financial instruments at start of year n		Financial instruments granted during year n		Financial instruments vested during the year				Instrument matured but not exercised	Financial instruments at end of year n		
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent / vested shares	Price of vested shares	Gross profit from consolidated shares or financial instruments (thousands of EUR)	No. of instruments	No. of instruments	No. of equivalent shares	

Observations

iii) Long-term savings schemes.

	Remuneration from vesting of rights to savings schemes

Name	Contribution for the year by the company (thousands of euros)				Amount of the vested funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Year n		Year n-1	
	Year n	Year n-1	Year n	Year n-1	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights

iv) Details of other items

Name	Life insurance premiums	Health insurance premiums
MR JAIME REAL DE ASÚA ARTECHE/NOMINEE		
MR IGNACIO PRADO REY-BALTAR/NOMINEE		
MR RAFAEL MARTÍN DE BUSTAMANTE VEGA/EXECUTIVE	EUR 5,817.59	EUR 1,824.11
MR JOAQUÍN GÓMEZ DE OLEA Y MENDARO/NOMINEE		
MR CRISTÓBAL GONZÁLEZ DE AGUILAR ALONSO-URQUIJO/NOMINEE		
MR MIGUEL CERVERA EARLE/NOMINEE		
MS ISABEL DUTILH CARVAJAL/INDEPENDENT		
MS IRENE HERNÁNDEZ ÁLVAREZ/INDEPENDENT		
MR JUAN LANDECHO SARABIA/NOMINEE		
MR SANTIAGO LEÓN DOMECQ/NOMINEE		
MR MIGUEL MORENÉS GILES/NOMINEE		
MS FRANCISCA ORTEGA HERNÁNDEZ-AGERO		
MR RAFAEL PRADO ARANGUREN/NOMINEE		
MR EMILIO YBARRA AZNAR/INDEPENDENT		
<b>TOTAL</b>	<b>EUR 5,817.59</b>	<b>EUR 1,824.11</b>

b) Remuneration of directors of the listed company for membership on the boards of subsidiary companies:

i) Remuneration accruing in cash (thousands of euros)

Name/ Type/ accrual period 2024	Fixed remuner ation	Attenda nce fees	Remunerati on for membership of board committees	Salary	Short- term variable remuner ation	Long-term variable remunerati on	Indemni fication	Other items	Total 2024	Total 2023
MR JAIME REAL DE ASUA ARTECHE/NOMINEE	6.7								6.7	20.0
MR IGNACIO PRADO REY-BALTAR/NOMINEE	6.7								6.7	20.0
MR RAFAEL MARTIN DE BUSTAMANTE VEGA/EXECUTIVE	6.7								6.7	20.0
MR JOAQUIN GOMEZ DE OLEA Y MENDARO/NOMINEE	6.7								6.7	20.0
MR CRISTOBAL GONZALEZ DE AGUILAR ALONSO-URQUIJO/NOMINEE	6.7								6.7	20.0
MR MIGUEL CERVERA EARLE/NOMINEE	6.7								6.7	20.0
MS ISABEL DUTILH CARVAJAL/INDEPENDENT										
MS IRENE HERNANDEZ ALVAREZ/INDEPENDENT										
MR JUAN LANDECHO SARABIA/NOMINEE	6.7								6.7	20.0
MR SANTIAGO LEON DOMECA/NOMINEE	6.7								6.7	
MR MIGUEL MORENES GILES/NOMINEE	6.7								6.7	20.0
MS FRANCISCA ORTEGA HERNANDEZ-AGERO/INDEPENDENT										
MR RAFAEL PRADO ARANGUREN/NOMINEE	6.7								6.7	20.0
MR EMILIO YBARRA AZNAR/INDEPENDENT										

Observations

i)

ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Name of Plan	Financial instruments at start of year n		Financial instruments granted during year n		Financial instruments vested during the year				Instrum ents matured but not exercised	Financial instruments at end of year n	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent / vested shares	Price of vested shares	Gross profit from consolidated shares or financial instruments (thousands of EUR)		No. of instruments	No. of equivalent shares

Observations

Long-term savings schemes

	Remuneration from vesting of rights to savings schemes

Name	Contribution for the year by the company (thousands of euros)				Amount of the vested funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Year n		Year n-1	
	Year n	Year n-1	Year n	Year n-1	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights

Observations

iii) Details of other items

Name	Item	Amount of remuneration

Observations

c) Summary of remuneration (thousands of euros):

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total 2024 company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of savings schemes	Other items of remuneration	Total 2024	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of savings schemes	Other items of remuneration	Total 2024 Group	
MR JAIME REAL DE ASUA ARTECHE/NOMINEE	491.5				491.5	6.7				6.7	498.2
MR IGNACIO PRADO REY-BALTAR/NOMINEE	224.0				224.0	6.7				6.7	230.7
MR RAFAEL MARTÍN DE BUSTAMANTE VEGA/EXECUTIVE	8,847.4			7.6	8,855.0	6.7				6.7	8,861.7
MR JOAQUIN GOMEZ DE OLEA Y MENDARO/NOMINEE	204.0				204.0	6.7				6.7	210.7
MR CRISTOBAL GONZALEZ DE AGUILAR ALONSO-URQUIJO/NOMINEE	202.5				202.5	6.7				6.7	209.2
MR MIGUEL CERVERA EARLE/NOMINEE	191.5				191.5	6.7				6.7	198.2
MS ISABEL DUTILH CARVAJAL/INDEPENDENT	199.0				199.0						199.0
MS IRENE HERNANDEZ ALVAREZ/INDEPENDENT	194.6				194.6						194.6
MR JUAN LANDECHO SARABIA/NOMINEE	161.5				161.5	6.7				6.7	168.2
MR SANTIAGO LEON DOMEQO/NOMINEE	174.0				174.0	6.7				6.7	180.7
MR MIGUEL MORENES GILES/NOMINEE	224.0				224.0	6.7				6.7	230.7
MS FRANCISCA ORTEGA HERNANDEZ-AGERO	186.5				186.5						186.5
MR RAFAEL PRADO ARANGUREN/NOMINEE	161.5				161.5	6.7				6.7	168.2
MR EMILIO YBARRA AZNAR/INDEPENDENT	196.5				196.5						196.5
<b>Total:</b>	<b>11,658.5</b>			<b>7.6</b>	<b>11,666.1</b>	<b>67</b>				<b>67</b>	<b>11,733.1</b>

Observations

C.2 Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries who are not directors of the listed company.

	Total amounts accrued and % annual variation								
	2024	% variation 2024/2023	2023	% variation 2023/2022	2022	% variation 2022/2021	2021	% variation 2021/2020	2020
MR JAIME REAL DE ASUA ARTECHE/NOMINEE	498.2	-3.17	514.5	1.42%	507.3	1.16%	501.5	4.31%	480.8
MR IGNACIO PRADO REY-BALTAR/NOMINEE	230.7	-6.60	247	3.00%	239.8	2.48%	234	13.98%	205.3
MR RAFAEL MARTIN DE BUSTAMANTE VEGA/EXECUTIVE	8,861.7	270.98	2388.7	36.15%	1,754.40	2.29%	1,715.2	-11.86%	1,946.0
MR JOAQUIN GOMEZ DE OLEA Y MENDARO/NOMINEE	210.7	-7.18	227	7.33%	211.5	9.02%	194	0.36%	193.3
MR CRISTOBAL GONZALEZ DE AGUILAR ALONSO-URQUIJO/NOMINEE	209.2	-7.84	227	2.30%	221.9	1.32%	219	4.89%	208.8
MR MIGUEL CERVERA EARLE/NOMINEE	198.2	-7.60	214.5	2.44%	209.4	3.15%	203	10.45%	183.8
MS ISABEL DUTILH CARVAJAL/INDEPENDENT	199	-1.49	202	3.70%	194.8	3.07%	189	5.53%	179.1
MS IRENE HERNANDEZ ALVAREZ/INDEPENDENT	194.6	4.34	186.5	1.14%	184.4	1.60%	181.5	5.95%	171.3
MR JUAN LANDECHO SARABIA/NOMINEE	168.2	-8.83	184.5	1.65%	181.5	0.00%	181.5	5.40%	172.2
MR SANTIAGO LEON DOMECO/NOMINEE	180.7	-6.86	194	0.00%	194	9.17%	177.7	339.85%	40.4
MR MIGUEL MORENES GILES/NOMINEE	230.7	-6.60	247	3.00%	239.8	2.48%	234	4.42%	224.1
MS FRANCISCA ORTEGA HERNANDEZ-AGERO	186.5	-0.48	187.4	57.08%	119.3	N/A	N/A	N/A	N/A
MR RAFAEL PRADO ARANGUREN/NOMINEE	168.2	-8.83	184.5	1.65%	181.5	0.00%	181.5	5.77%	171.6
MR EMILIO YBARRA AZNAR/INDEPENDENT	196.5	-1.50	199.5	2.05%	195.5	0.77%	194	5.55%	183.8
<b>Consolidated results of the company</b>	705,200	540.75%	110,058	7.05%	102,813	19.71%	85,883	9.68%	78,303
<b>Average employee remuneration</b>	38,337	-0.88%	38,679	7.69%	35,918	2.49%	35,045	2.03%	34,347

Observations

## D) OTHER INFORMATION OF INTEREST

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the foregoing sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

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This annual report on remuneration was approved by the Board of Directors of the Company at its meeting of 26 February 2025.

Indicate whether any director voted against or abstained from approving this report.

Yes

No

Name or company name of any member of the Board of Directors not voting in favour of the approval of this report	Reasons (against, abstention, non-attendance)	Explain the reasons