ELECNOR, S.A.
(incorporated in Spain pursuant to the Capital Companies Act)

ELECNOR Sustainability-Linked Commercial Paper Programme 2025
Maximum outstanding balance of €400,000,000.

INFORMATION MEMORANDUM (*DOCUMENTO BASE INFORMATIVO*) ON THE ADMISSION TO TRADING OF COMMERCIAL PAPER (*PAGARÉS*) ON THE ALTERNATIVE FIXED-INCOME MARKET

ELECNOR, S.A. ("**Elecnor**" or the "**Issuer**", and together with the entities of the group led by the Issuer, the "**Group**" or "**Elecnor Group**"), a public limited company (*sociedad anónima*) incorporated under the laws of Spain, with registered office in Madrid, at calle Marqués de Mondéjar, 33, registered with the Commercial Registry of Madrid at Volume 269 general, Folio 22, Sheet M-5418, and with Tax Identification Number A-48027056 and LEI Code 95980020140005491250, will request the admission to trading of commercial paper notes (the "**Commercial Paper**") on the Alternative Fixed-Income Market (*Mercado Alternativo de Renta Fija*) ("**MARF**") in accordance with the provisions set out in this information memorandum (the "**Information Memorandum**"), and which will be issued with a charge to the Commercial Paper Programme (the "**Programme**" or the "**Commercial Paper Programme**").

The Commercial Paper issued under the Programme will be considered sustainability-linked commercial paper, as it is linked to sustainability criteria in accordance with the Sustainability-Linked Bond Principles ("**SLBP**"), as published in June 2020 by the International Capital Markets Association (ICMA) and updated in June 2023. The Commercial Paper Programme is certified with a Second-Party Opinion from G-Advisory.

The MARF is a Multilateral Trading Facility ("**MTF**") and not a regulated market, in accordance with Article 68 of Law 6/2023 of 17 March on Securities Markets and Investment Services (the "**Securities Market Act**"). This Information Memorandum is required by Circular 1/2025 of June 16, on the admission to trading and removal of securities on the MARF ("**Circular 1/2025**").

The Commercial Paper will be represented by book entries (*anotaciones en cuenta*), the book-entry registry of which will be kept by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("**Iberclear**"), which, together with its participating entities, will be responsible for such book entries.

An investment in the Commercial Paper carries certain risks.
Read section 1 of this Information Memorandum on risk factors.

The MARF has not carried out any kind of verification or testing with regard to this Information Memorandum or with regard to the content of the documentation and information provided by the Issuer in compliance with Circular 1/2025.

The Commercial Paper issued under the Programme is exclusively targeted at: (i) individuals from the European Economic Area ("**EEA**") who are "qualified investors" as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council, dated June 14, 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"); and (ii) specifically, in Spain, at "eligible counterparties" and "professional clients," as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU ("**MiFID II**") and its implementing regulations (including Articles 194 and 196 of the Securities Market Act).

No action has been taken in any jurisdiction to permit a public offering of the Commercial Paper or the possession or distribution of this Information Memorandum or any other offering material where such action is required for said purpose. This Information Memorandum must not be distributed, directly or indirectly, in any jurisdiction in which such distribution would constitute a public offering of securities. This Information Memorandum is not an offer of securities to the public or the request for a public offer to purchase securities, and no offer of securities will be made in any jurisdiction in which such an offer or sale would be considered contrary to applicable law. In particular, this Information Memorandum does not constitute a prospectus approved and registered with the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**"). The issue of the Commercial Paper under the Programme does not constitute a public offer that entails the obligation to approve, register and publish a prospectus in accordance with Article 35 of the Securities Market Act and in connection with Article 1(4) of the Prospectus Regulation.

DEALERS

Banca March, S.A., Banco de Sabadell, S.A., Renta 4 Banco, S.A. and Kutxabank Investment Sociedad de Valores, S.V., S.A.

SOLE LEAD ARRANGER, REGISTERED ADVISOR AND PAYING AGENT

Banca March, S.A.

The date of this Information Memorandum is 26 June 2025

IMPORTANT INFORMATION

A potential investor should not base their investment decision on information other than the information contained in this Information Memorandum.

Neither the Dealers, the Paying Agent, the Registered Advisor nor the Legal Advisor assume any responsibility for the content of the Information Memorandum. The Dealers have entered into an agreement with the Issuer to place the Commercial Paper but have not assumed any undertaking to underwrite the Commercial Paper, without prejudice to which the Dealers may acquire part of the Commercial Paper in their own name.

NO ACTION HAS BEEN TAKEN IN ANY JURISDICTION TO PERMIT A PUBLIC OFFERING OF THE COMMERCIAL PAPER OR THE POSSESSION OR DISTRIBUTION OF THIS INFORMATION MEMORANDUM OR ANY OTHER OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE SUCH ACTION IS REQUIRED FOR SAID PURPOSE. THIS INFORMATION MEMORANDUM MUST NOT BE DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN ANY JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD CONSTITUTE A PUBLIC OFFERING OF SECURITIES. THIS INFORMATION MEMORANDUM IS NOT AN OFFER OF SECURITIES TO THE PUBLIC OR THE REQUEST FOR A PUBLIC OFFER TO PURCHASE SECURITIES, AND NO OFFER OF SECURITIES WILL BE MADE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SALE WOULD BE CONSIDERED CONTRARY TO APPLICABLE LAW.

MiFID II

THE TARGET MARKET WILL BE ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY

Exclusively for the purposes of the process of approving the Commercial Paper as a financial instrument or "product" (within the meaning given to this term in MiFID II) that the Issuer must complete in its capacity as a "producer", following the assessment of the target market for the Commercial Paper, it has been concluded that: (i) the target market for the Commercial Paper is made up solely of "*eligible counterparties*" and "*professional clients*" as each term is defined in MiFID II and its implementing legislation (including Articles 194 and 196 of the Securities Market Act); and (ii) all channels of distribution of the Commercial Paper to eligible counterparties and professional clients are appropriate.

Any person who, following the initial placement of the Commercial Paper, offers, sells, otherwise makes available or recommends the Commercial Paper (the "**Distributor**") must take into account the assessment of the target market defined for this product. However, any Distributor subject to MiFID II will be responsible for carrying out its own assessment of the target market with respect to the Commercial Paper (by applying the Issuer's assessment of the target market or amending it accordingly) and for identifying the appropriate distribution channels.

BAN ON SALES TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA

The Commercial Paper is not intended to be offered, sold or otherwise made available, and it must not be offered, sold or otherwise made available, to retail investors in the EEA. For these purposes, "retail investor" means a person who meets either or both of the following definitions: (i) a retail client within the meaning of paragraph (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that client would not qualify as a professional client as defined in paragraph (10) of Article 4(1) of MiFID II. As a result, none of the key information documents required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs) ("**Regulation 1286/2014**") for offering, selling or otherwise making available to retail investors the Commercial Paper in the EEA have been prepared; therefore, any such activities may be unlawful under Regulation 1286/2014.

ALTERNATIVE PERFORMANCE MEASURES

The Information Memorandum includes financial figures and ratios such as "EBITDA", among others, which are considered Alternative Performance Measures ("**APMs**") in accordance with the Guidelines published by the European Securities and Markets Authority (ESMA) in October 2015. APMs are derived from or calculated based on the audited consolidated annual financial statements or interim condensed consolidated financial statements, typically by adding or subtracting amounts from items in such financial statements, using terminology common in business and financial contexts but not used by the General Accounting Plan in Spain approved by Royal Decree 1514/2007 or the International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) and adopted by the European Union (EU-IFRS). APMs are presented to enable a better assessment of the Issuer's financial results, cash flows and financial position, as the Issuer uses them for financial, operational or strategic decision-making within the Group. However, APMs are not audited and are not required to be presented in accordance with the General Accounting Plan in Spain approved by Royal Decree 1514/2007 or with the EU-IFRS. Therefore, APMs should not be considered in isolation but rather as supplementary information to the audited consolidated financial information relating to the Issuer. The APMs used by the Issuer and included in the Information Memorandum may not be comparable to the same or similar APMs used by other companies.

FORWARD-LOOKING STATEMENTS

This Information Memorandum may include statements that are, or may be deemed to be, forward-looking statements. These forward-looking statements include but are not limited to all statements other than statements of historical facts contained in this Information Memorandum, including but not limited to those relating to the Issuer's future financial position, operational results, strategy, plans, goals and objectives, the future development of the markets in which the Issuer operates or intends to operate, or anticipated regulatory changes in such markets. These forward-looking statements can be identified by the use of terms such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "forecast", "guide", "intend", "it is likely that", "may", "plan", "potential", "predict", "forecast", "should" and "will", or the negative versions of such terms or similar expressions or terminology.

By nature, forward-looking statements are subject to certain risks and uncertainties, as they relate to events and circumstances that may or not happen in the future. Forward-looking statements refer exclusively to the date of this Information Memorandum, do not guarantee future outcomes and are based on a range of assumptions. The real outcomes of the Issuer's operations, its financial position and the development of events may differ from (and be more negative than) those indicated in the forward-looking statements or suggested thereby. A number of factors could cause the Issuer's results and performance to differ materially and substantially from those expressed or suggested in the forward-looking statements, including but not limited to general economic and business conditions, market conditions, public health conditions, industry trends, competition, legislative or regulatory changes, changes in tax regimes or the development planning regime, availability and cost of capital, currency fluctuations, changes in the Issuer's business strategy, political and economic uncertainty and other factors, including but not limited to those included in the "Risk Factors" section below.

Except as required by law, the Issuer assumes no obligation to update the forward-looking statements to reflect events or circumstances subsequent to the date of this document or to reflect the materialization of expected or unexpected events or circumstances. Given the inherent uncertainty of forward-looking statements, potential investors are warned not to place undue reliance thereon and to undertake their own assessments in relation to their investment.

Investors should read the "Risk Factors" section of this Information Memorandum for a more complete analysis of the factors that could affect the Issuer or the Commercial Paper.

ROUNDING OF FIGURES

Certain figures in this Information Memorandum, including financial, market and certain operating information, have been rounded to make them easier to understand. Accordingly, the sum of the figures shown in a column or row of a table may not add up exactly to the total figure shown for that column or row, and the sum of some figures expressed as a percentage may not add up exactly to the total percentage shown.

ISSUANCE OF SUSTAINABILITY-LINKED COMMERCIAL PAPER

The Issuer has structured the Commercial Paper to be issued under the Programme so that it is linked to sustainability in accordance with the SLBP. In this regard, the Commercial Paper will be tied to sustainability objectives and indicators relating to: (i) a reduction of the CO2 emissions ratio; and (ii) a reduction of the number of occupational accidents, the measurement and level of achievement of which the Issuer will analyze and disclose annually. The verification of compliance with the objectives linked to these indicators will undergo certification (Second-Party Opinion) to be issued by G-Advisory.

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1. Risk factors

Investing in the Commercial Paper involves certain risks. Potential investors should carefully assess the risks described in this section, along with the other information contained in this Information Memorandum, before investing in the Commercial Paper.

If any of the risks described below should materialize, the business, financial position and operating results of the Issuer and/or of the Group companies, and/or the Issuer's capacity to pay back the Commercial Paper upon maturity, could be adversely affected and, accordingly, the market price of the Commercial Paper may fall, thus resulting in the total or partial loss of any investment in the Commercial Paper.

The Issuer believes that the following risk factors are the main or material risks inherent to investing in the Commercial Paper, although the Commercial Paper may not be repaid on maturity due to other unknown or unforeseen factors. In most cases, the risk factors described represent contingencies that may or may not occur. The Issuer is not in a position to express a view as to the likelihood of such contingencies materializing.

However, the Issuer offers no guarantee or assurance as to the completeness of the risk factors described below. The risks and uncertainties described in this Information Memorandum may not be the only ones faced by the Issuer and/or the Group. Additional risks and uncertainties currently unknown or not considered material at this time, alone or together with others (whether or not identified in this Information Memorandum), could have a material adverse effect on the business, financial position and results of the Issuer and/or the Group companies. They could also impair the Issuer's capacity to reimburse the Commercial Paper upon maturity, which could in turn reduce the market price of the Commercial Paper and/or result in a loss of part or all of any investment in the Commercial Paper.

The order in which the risk factors presented below are listed is not necessarily an indication of the likelihood of these risks materializing, their potential significance, or the extent of potential harm to the activities, results, or financial position of the Issuer and the Group and/or the Commercial Paper.

1.1 Key information on the main specific risks affecting the Issuer or its sector of activity

The main specific risks affecting the Issuer or its sector of activity are as follows:

A) Financial risks

(i) Market risk. In the normal course of business, the Group is exposed to certain financial risks, including foreign exchange risk, credit risk, interest rate risk, price risk and liquidity risk, which are described below. The management of the Group's financial risks is centralized at the Issuer's financial department, which has mechanisms in place to control exposure to changes in interest and exchange rates, as well as credit and liquidity risks:

a) *Foreign exchange risk*: arises as a result of transactions that the Issuer and its Group carry out in international markets in the course of their business. Part of the revenues and procurement costs are denominated in currencies other than the euro. Therefore, there may be a risk that fluctuations in the exchange rates of these currencies against the euro could affect the Group's profits.

b) *Interest rate risk on cash flows*: changes in interest rates modify the fair value of those assets and liabilities that accrue a fixed interest rate, as well as the future flows of assets and liabilities linked to a variable interest rate, which could have an adverse effect on the Group's business, financial position and results.

   The Group uses external financing to fund its corporate activities. Indebtedness is typically arranged nominally at variable rates, linked mainly to EURIBOR rates and the SOFR for USD borrowings, using, where appropriate, hedging instruments, which are specifically allocated to debt instruments. These hedges take the form of interest rate swaps, which are used to convert loans originally arranged at a variable interest rate into fixed-rate loans.

c) *Price risk*: the Group is exposed to the risk that its cash flows and results may be affected, among other factors, by energy price trends. Likewise, fluctuations in the supply and demand of raw materials and components used by the Group may have significant adverse effects on their cost and availability and, consequently, on the Group's operating profit.

d) *Liquidity risk*: liquidity risk is the risk associated with timing mismatches between funding requirements and the arrival of available funds for such purposes.

   In view of its cash flow forecasts and the availability of financing, the Group does not foresee any liquidity difficulties in the coming months.

e) *Credit risk*. The main credit risk relates to trade receivables, where a counterparty or customer may fail to honor its contractual obligations.

   While the Group seeks to reduce and mitigate the risk of default among its customers, a significant increase in customer defaults could have a material adverse effect on the Group's activity, financial position and results.

(ii) Risks arising from indebtedness. According to the information in the Elecnor Group's consolidated financial statements, at December 31, 2024, net financial position with recourse amounted to +187.5 million euros in cash, compared to the -222.6 million euros of debt at the close of the previous fiscal year.

The net financial debt/EBITDA ratio at year-end 2024, excluding amounts corresponding to projects financed by non-recourse debt, was -1.34x (+0.91x at year-end 2023). The target of progressive financial deleveraging has been met, taking into account that in 2014 this ratio stood at 2.56x.

In September 2021, Elecnor, S.A., together with other Elecnor Group companies, signed a novation of the Syndicated Financing Agreement entered into in 2014, which had previously been rolled over in 2015, 2016, 2017, 2018 and 2019. The novation extended the maturity to September 2026. This financing has a limit of 300 million euros, corresponding to a Credit Tranche, which, in turn, is subdivided into two sub-tranches in EUR and USD respectively and complies with the requirements set out in the Sustainability Linked Loan Principles, for which reason it qualifies as sustainable.

Moreover, Elecnor, S.A., has a loan of 20 million euros maturing in September 2031, which also complies with the Green Loan Principles.

As of the date of this Information Memorandum, the Group is not in breach of its obligations under the financing agreements to which it is party, where this could trigger an early maturity event in respect of its undertakings under such agreements. However, factors such as a reduction in earnings, further investment needs or acquisitions of other businesses or assets, as well as increased financing or cash requirements, could increase the Group's indebtedness or impair its ability to service its existing debt.

The future ability of the Group to honor its financial ratios and other obligations under the financing agreements to which it is a party, to service the principal and interest payments on the debt arising therefrom, or to refinance it if necessary, is conditional on the performance of the business and other economic factors and those specific to the sectors in which the Group operates.

Failure to comply with the obligations assumed by the Group vis-à-vis the various financial institutions that have granted its external financing could lead to the early maturity of payment obligations under the corresponding financing agreements and could prompt such institutions to demand the early repayment of the principal and interest of the debt and, as the case may be, to enforce any guarantees that have been granted in their favor. This could adversely affect the Group's activities, financial position and results.

In addition to the above, if it is difficult or impossible for the Group to secure new financing or it can only obtain financing on more unfavorable terms or at a higher cost, the Group's activities, financial position and results could also be adversely affected.

B) Risks related to the Issuer's different business areas

(i) <u>Risks associated with the construction business area</u>. The Group is engaged in various activities, including the construction of civil works, general building projects and hydraulic structures, among others. This construction area is subject to specific risks, notably including:

a) *Cyclical nature of construction*

The construction sector is cyclical by nature and depends on the investments that both the public and private sectors decide to undertake. This level of public and private sector investment is, in turn, linked to the general economic climate, increasing in times of economic growth and typically declining in times of recession.

If a combination of circumstances not conducive to public or private construction investment continued for an extended period of time, or if the economic climate failed to improve or deteriorated further, the Group's activities, financial position and operating results could be adversely affected.

b) *Reliance on public authorities*

Exclusively with regard to Spain, the Group is significantly reliant on the civil works investment projects set out and approved in the general state budgets, as well as in the budgets of the various autonomous communities and local bodies.

The Elecnor Group has achieved a result of 705.2 million euros in this financial year, compared to 110.1 million euros in the previous year. This result has been achieved thanks to the strong performance of the businesses that constitute the Group and the significant sale of Enerfin—a transaction in which the Group has been generating value over the course of 26 years. The Elecnor Group's revenues from continuing operations amounted to 3,810.1 million euros, up +0.5% on the previous financial year.

The production backlog to be executed in the next 12 months amounts to 2,708.7 million euros (2,577.7 million euros at the end of 2023). Of this backlog, 70.6% relates to the international market, amounting to 1,913.4 million euros, and 29.4% relates to the domestic market, amounting to 795.3 million euros. The domestic market portfolio consists of contracts for essential services activities, as well as sustainable projects for the construction of renewable power plants, in each case for the amounts expected to be executed over the next 12 months. The international portfolio includes the European countries (Italy and the United Kingdom) where service-related activities are carried out, as well as other countries (mainly Australia, the United States and Brazil) where significant projects have been contracted for the construction of renewable power generation and power transmission plants.

Moreover, the Group's activities, financial position and operating results could be adversely affected if there is no increase in the budgetary provisions of the Spanish public authorities for the development and execution of civil works projects or in tender awards, or if new decisions are made that entail execution delays or termination of public works contracts already awarded to the Group.

Notwithstanding the foregoing, the Issuer has partially offset domestic infrastructure and construction sector trends by developing international projects.

Highlights in 2023 and 2024 include:

On May 23, 2024, a public deed of sale for all the shares of Enerfín Sociedad Energía, S.L.U. was signed, whereupon Statkraft became the sole shareholder.

The final sale price received by Elecnor, after the corresponding adjustments agreed to in the purchase agreement, amounted to 1,560 million euros. The transaction has generated a net consolidated capital gain of 805 million euros, recorded under the caption "Result from discontinued operations attributable to the shareholders of the Parent Company" in the consolidated income statement for the 2024 financial year. Additionally, this caption reflects the result obtained by the subgroup up to the date of the sale, attributable to the Elecnor Group.

This deal has enabled Elecnor to obtain a return on its investments, at the same time as promoting new business opportunities and strengthening existing ones. This helps to strike the necessary balance between growth, investment, profitability and debt, especially in sectors with high capital requirements, such as renewable energies. It also confirms Elecnor’s capacity to generate long-term value, thanks to the strength of its teams and the outstanding performance of its 23,000 employees, which allows the Company to uphold its annual commitment to all its stakeholders: to generate shared value and make its business model sustainable.

Elecnor, in a joint venture with other companies, is executing the final phase of the Donosti Topo bypass. With an investment of 13.8 million euros, the project includes the installation of electromechanical systems at the Bentaberri, Concha, Easo, and Lugaritz stations, as well as in the Pío Baroja and Avenida de Zarautz pumping shafts. The works involve medium- and low-voltage power networks, lighting systems, ventilation, uninterruptible power supplies (UPS), and fire protection systems. It is expected to become operational by the end of 2025, enhancing urban transport and reducing environmental impact.

Elecnor will also participate in the development of the Azulão Complex in the Amazonas region of Brazil for the energy company Eneva. The project includes the construction of a natural gas treatment unit, a 950 MW power plant (combined and simple cycle), a 500 kV substation, and two 13.8 kV distribution lines. The complex will process 4.3 million cubic meters of gas per day. This project strengthens Elecnor's international presence in large-scale energy infrastructure.

In Baja California, Elecnor is building the Cimarrón Wind Farm, with a capacity of 320 MW. Equipped with 64 wind turbines and over 140 km of electrical and road infrastructure, it will supply electricity to 84,000 households in California through a 20-year contract. The project will reduce annual CO_2 emissions by 200,000 tons and create over 2,000 jobs. The wind farm is expected to begin operation by the end of 2025 and represents Elecnor's third wind farm in Mexico.

In 2024, Elecnor invested over 46 million euros in safety and prevention initiatives. The company provided 736,800 hours of training in safety and 145,500 hours in technology, benefiting more than 600,000 participants. It employed 472 technicians and 93 healthcare professionals across more than 40 countries. Thanks to the use of artificial intelligence, Big Data, and virtual reality, the company improved risk management and fostered a "zero-accidents" culture. Elecnor was also recognized for its response during the DANA storm in Valencia and its commitment to occupational safety.

c) *Private sector contracting*

The development of the ongoing armed conflicts in Ukraine and Gaza could affect global economic activity and have a significant negative impact on contracting levels over the coming years.

d) *Risks associated with delays and increased construction costs*

The large-scale construction projects undertaken by the Group are exposed to certain risks, such as shortages and increases in the cost of materials, machinery and labor, factors generally influenced by economic activity and indebtedness. While some contracts include price review clauses, these clauses do not manage to eliminate or mitigate these risks in all cases.

In addition, failure by the Group’s contractors and subcontractors to meet the deadlines set for the completion of projects and/or the agreed budgets would result in delays and cost overruns in construction. This could lead to delays in payment dates in addition to possible penalties and even the termination of contracts by the Group’s customers. Moreover, the Group’s reputation as a builder could be affected by repeated contractor or subcontractor breaches.

These increases in expenses and reductions in revenues could adversely affect the Group’s business, financial position and operating results.

(ii) <u>Risks associated with the infrastructure investment business area</u>. The infrastructure investment business area is predominantly dedicated to the construction and operation of public utility infrastructure (power transmission systems and generation facilities, wastewater treatment plant construction and operation projects, etc.).

A significant part of the Group’s business is carried out through concessions of limited duration, which implies the need to generate additional sources of cash flows in the medium term to ensure the Group’s continuity. Revenues obtained from concession-type infrastructure activities depend significantly on regulated tariffs or, where applicable, on the prices agreed during the concession term (normally between 25 and 30 years). The Group has very limited scope to modify the tariffs or prices in response to adverse circumstances (fluctuations in raw material prices, exchange rates, labor costs, etc.). Possible operating cost overruns that the Group would not be able to pass on in prices or tariffs would reduce the forecast operating margin and, consequently, the expected profitability of the project.

Likewise, public authorities (in some jurisdictions) or customers (when applicable) are able to impose penalties for deficient provision of the services inherent to the operating activity, by lowering tariffs or postponing updates thereof. Especially in the area of renewable energies, there is a risk of public authorities reducing or abolishing the tariffs currently in force at any time during the lifetime of the concession by means of decree-law.

With respect to concessions for the provision of tertiary purification services, urban water treatment and processing, sorting and recovery of solid urban and construction waste, clean points and soil decontamination, in addition to the foregoing, such activities could also be exposed to rejection or opposition from sectors of public opinion (such as environmental groups, neighborhood associations and certain political movements, among others). This could occur, for example, when undertaking or developing projects that could be perceived as harmful, disturbing or dangerous, such as the construction of new facilities near to population centers or the expansion of existing facilities.

(iii) Risks associated with the renewable energy business area. The renewable energy business area is predominantly dedicated to carrying out large turnkey energy infrastructure projects, and it is also exposed to specific risks.

a) *Risks arising from the award of new contracts*

Turnkey projects are typically large in size (both in terms of the resources allocated and the revenues arising from them), increasingly technically complex and characterized by an entire project being awarded to a single contractor, following a competitive selection process assessing quality of service, technological capacity, performance, personnel, reputation and experience, in addition to price. It is sometimes hard to be certain when such projects will be awarded, as the process is often lengthy and complex and can be affected by various factors such as market conditions, financing arrangements and administrative and governmental approvals.

If price competition intensified and the number of opportunities meeting the Group's profitability criteria decreased, there could be a reduced number of awards.

Moreover, if the Group fails to win new contracts for the development of projects, it may be difficult to increase or even maintain its turnover in this business area, which could have a negative effect on the Group's operating results and financial position.

b) *Risks arising from unexpected project adjustments and cancellations*

The Group's project backlog is exposed to unexpected adjustments and cancellations, as well as to early due dates, variations or non-payments, as projects may remain in the backlog for a long period of time.

This circumstance increases the possibility of early termination of any of these contracts, respecting the corresponding notice periods or due to breach or default on the part of the Group. In such circumstances, the Group may not be entitled to receive compensation for early termination.

These contracts may also be exposed to changes to the agreed scope of the work, thus requiring the contractor to provide a different level of service, which could increase project costs and reduce profits or result in losses.

The Group's backlog could be affected by project cancellations or modifications or changes in the corporate strategy of its customers. In this regard, reductions in the backlog would negatively affect the amount of future revenues and the ability to generate profits.

c) *Risks arising from construction cost estimates and completion schedules*

The Group sometimes offers its industrial and energy services at a fixed price under fixed-price or lump sum agreements, which include engineering, procurement and construction (EPC) contracts commonly used in large-scale infrastructure projects. In relation to this type of contract, if the cost estimate proves to be inaccurate or if the project runs over budget, the cost overruns may make the project less profitable than expected or even generate losses for the Group.

The projects developed by the Group in this business area typically involve complex design and engineering activity, the acquisition of large amounts of equipment and material and/or complex construction management.

During the project execution period, problems can arise in connection with design, engineering or supplies, changes in the schedule, or any other circumstances leading to interruptions or delays (for example, political instability, prolonged adverse weather conditions, etc.). Raw material prices can also vary substantially during the project execution period, increasing the cost of purchasing equipment and materials.

Some of these circumstances are beyond the Group's control and may affect its ability to complete the project within the budget or on schedule (and in this case may also result in the imposition of late penalties, if provided for in the contract), which could have a negative impact on the Group's operating and financial results.

d) *Renewable energy regulatory risk in electricity markets*

The renewable energy sector is subject to regulatory frameworks that are exposed to potential changes, which could affect the electricity production markets, introducing regulatory risk into the companies' activities.

C) Issuer's own risks

(i) Risks related to the current economic and political climate. The sustainability of global and Eurozone economic activity depends on a series of factors that are beyond the Group's control, such as the prevailing macroeconomic and political climate, levels of sovereign debt and fiscal deficit, liquidity and availability of credit, currency stability, fluctuations in interest rates, employment growth, consumer confidence, consumer perceptions of economic conditions, and private sector investment, among others.

The evolution of the activities carried out by the Group is generally related to the economic cycle of the countries and regions in which the Group operates. Specifically, variables that are highly sensitive to changes in the economic cycle, such as employment levels, wages, business climate, interest rates, and access to financing, among others, can have an impact on the provision of services offered by the Group.

a) Military conflicts in Ukraine and the Middle East

The strength of capital markets may be impaired by the development of the military conflicts in Ukraine and the Middle East. As of the date of this Information Memorandum, hostilities are ongoing in both contexts.

It is not possible to foresee the outcome of the conflicts, nor that of possible related future regulatory actions, and therefore the Issuer is subject to the risk that its operations may be affected, directly or indirectly, by regulations and standards that may diverge between different jurisdictions and even contradict one another. Moreover, in some jurisdictions, failure to abide by such regulations and standards may result in administrative and/or criminal sanctions, without prejudice to other repercussions of a reputational nature.

In addition, given the exporting nature of the Russian Federation's economy (especially in the raw materials and fuels market), it is not possible to foresee the effect on the economy of the European Union and Spain.

b) Inflation

The economic environment is sensitive to the ensuing inflationary tensions. This instability could have a material adverse effect on the Issuer's financial position and cash flows.

(ii) Competition risk. All of the Group's business areas engage in activities in highly competitive sectors that require significant human, material, technical and financial resources, and in which other specialized companies also operate, including large international construction groups, financial investors, highway concession companies and engineering firms.

Experience, material, technical and financial resources, as well as local knowledge of each market are key factors affecting the award of new projects, contracts, concessions and works.

The groups and companies with which the Group competes through its various subsidiaries and business areas may have greater material, technical and financial resources than the Group, or more experience or better knowledge of the markets in which the Group operates, or seek to expand their businesses, or require less of a return on their investment, and may therefore be able to present more attractive technical or financial offers than those of the Group.

As a result, it may be harder for the Group to secure new works, projects, concessions and contracts in the geographic areas in which it operates. Alternatively, it could be forced to accept their development and execution or to provide services with a lower return than in the past, which could negatively affect its activities, financial position and operating results.

(iii) Regulatory risk associated with a failure or delay in obtaining authorizations or licenses. The Group operates in countries and regions where the construction, development and operation of facilities, infrastructure and projects tends to be subject to regulation by the competent public authorities. When undertaking and executing a given project, the Group may need to obtain permits, licenses, certificates and other authorizations from the competent public authorities at the various stages of project development and execution. There is no guarantee that the Group will be able to secure the relevant approvals or, where applicable, secure them in a timely manner or comply with the conditions of such approvals for each and every project. This could lead to delays, adversely impacting the Group's activity, financial position and operating results.

(iv) Risks arising from the Group's presence in emerging economies. The Group's expansion into emerging markets entails exposure to certain risks not present in more mature economies. Emerging markets are subject to political and legal risks that are less common in Europe and North America, including those of nationalization and expropriation of privately held assets, political and social instability, sudden changes in the regulatory framework and government policies, changes in tax policies and price controls.

They are also more exposed than developed markets to the risk of macroeconomic instability and volatility in terms of GDP, inflation, exchange rates and interest rates, currency devaluation and political changes affecting economic conditions, which could have a negative effect on the Group's activities. Instability in an emerging market can lead to certain constraints, such as those affecting the flow of foreign currency, repatriation of profits, or imports of capital goods.

It is not possible for the Group to make a reliable prediction as to the likelihood of any of these potential risks materializing, although such materialization could adversely affect the Group's activities, financial position and operating results.

(v) Compliance risks. The diversity and complexity of the markets and environments in which the Group operates, and especially its high degree of internationalization, make its activities subject to multiple spheres and jurisdictions with varying degrees of regulatory requirements, especially in heavily regulated sectors of activity.

This regulatory environment requires continuous efforts to ensure compliance with all legal requirements, which carries a risk, since failure to comply with any of the multiple requirements imposed could lead to the revocation of licenses, the imposition of fines or penalties that disqualify the Group from contracting with the various public entities, as well as potential reputational damage. Moreover, the Group is sometimes required to rely on local partners when undertaking its projects and may therefore be affected by regulatory breaches committed by its partners.

The Group is highly experienced in most of the markets in which it operates, and relies on expert legal advice in those business or geographic areas where it deems it appropriate to do so. The Group also has a fully implemented compliance system that is aligned with the most stringent international standards in this regard and is predicated on the principle of zero tolerance for bad practices in ethics and integrity. The Group's Code of Ethics and Conduct lies at the heart of this system, which is structured based on the identification of the main compliance risks that may affect the Group when carrying out its activities and the various procedures, protocols and controls aimed at ensuring the adequate prevention and management of these risks, which undergo continuous monitoring and improvement.

As of the date of this Information Memorandum, no Group projects have been halted due to compliance issues.

(vi) Risks arising from liability claims in the course of its activity. The Group is exposed to the risk of substantial liability claims due to the hazardous nature of some of its activities, or owing to contractual or professional errors or omissions in the course of such activities.

Any accident or failure in the course of the development, execution and/or operation of the Group's works, projects and concessions could cause damage or even death, as well as harm to facilities, equipment and the environment. The Group may also be exposed to claims relating to the acts or omissions of its subcontractors that cause damage.

The Group also grants commercial guarantees to its customers for the services it provides, for the proper operation and compliance with specifications of the projects, engineering equipment and facilities it constructs, and for the relevant maintenance work it carries out that is linked to the duration of the corresponding contracts. Poor performance of the relevant works or services or failure to comply with the corresponding specifications could cause the customer to pay a lower price, or increase costs by requiring additional engineering resources and services or spare parts and equipment.

The insurance arranged by the Group and related contractual limitations of liability may not adequately protect the Group from the consequences arising from the foregoing circumstances and from liability for such events, including losses resulting from business interruption.

Additionally, any waivers of liability that the Group receives from subcontractors may not be effective if the relevant subcontractors do not have sufficient resources. Moreover, the Group may decide not to insure such risks, or may not be able to maintain the insurance it deems adequate (and on the financial terms it considers reasonable), or it may not be able to adequately limit its liability. Even where insurance coverage exists, claims may exceed such coverage and result in increased premiums.

Where the Group is subject to substantial claims, its reputation and ability to secure the award of new works, projects, concessions and service provision could be adversely affected. In addition, future damage caused by the Group's products or services that is not covered by insurance, exceeds the maximum insured amounts, is exposed to substantial deductibles or is not mitigated by contractual limitations on liability could adversely affect the Issuer's operating results and financial position.

(vii) Risks arising from contracting with suppliers and outsourcing services. The Group relies on third-party equipment manufacturers and subcontractors to develop and execute its works, projects and concessions, as well as to provide its services. To the extent that the Group is unable to subcontract certain services or acquire equipment and materials in accordance with the relevant forecasts, quality standards, specifications and budgets, the Group's ability to complete any work or project, bring a concession into operation or satisfactorily provide services to its customers as planned could be affected, with a resulting risk of penalties, contract termination or liability. This could have a negative impact on the Group's financial position.

(viii) Risks related to technological changes. The technologies employed in the different sectors in which the Group operates are in rapid and constant flux. These sectors also employ increasingly complex techniques that are constantly being refined.

To maintain and increase its competitiveness and its business, the Group must adapt to the state of the art and be aware of the technologies available at any given time. If the Group does not react appropriately to current and future technological developments in the various sectors in which it operates, its business and future financial position could be negatively affected.

(ix) Risk of reliance on key personnel. The Group has an experienced and qualified management and technical team, both at the corporate level and at the level of each of its business areas and lines of activity. The loss of any key member could have a negative impact on the Group's operations. Any inability on the part of the Group to attract and retain sufficiently qualified management and technical personnel could limit or delay its business development efforts.

(x) Risks related to occupational health and safety. The importance of the workforce to the

Group’s activities makes occupational health and safety management a key concern, insofar as the Group’s activities are exposed to accidents that could have a negative impact on the Group’s results and reputation.

To this end, the Group has implemented the required measures at each of its industrial and operating sites in accordance with applicable law, and it maintains an ongoing commitment to fully guarantee the implementation of measures aimed at preventing and avoiding occupational accidents. As regards principles of conduct, the health and safety strategy is generally predicated on the provision of material resources that contribute to health and safety, focusing on training in prevention techniques, carrying out awareness campaigns for the entire Group, conducting regular on-site inspections and audits, and adopting the relevant corrective measures to address the origins of shortfalls.

(xi) Cyber risks. The Issuer and its Group are exposed to cyber risks and attacks that could negatively impact their results and reputation.

(xii) The Group’s activities could be adversely affected by catastrophes, natural disasters, adverse weather conditions, unexpected geological conditions or other physical events or conditions, as well as by terrorist acts perpetrated at any of its sites. In the event that any of the Group’s sites are affected in the future by fire, flood, adverse weather conditions or any other natural disaster, acts of terrorism, loss of energy or other catastrophes, or in the event of unexpected geological conditions or other unforeseeable physical events or conditions, the Issuer may be unable or only partially able to continue its activities at such sites and facilities. This could reduce revenues for the affected sites while the problems persist and lead to high repair costs.

(xiii) Risk arising from the Issuer’s participation in joint ventures, consortiums and other temporary arrangements. The Issuer may face claims from third parties in respect of the acts of its partners due to the involvement thereof in a specific work or business under a joint venture, economic interest grouping or any other form of business grouping, whether domestic or foreign, where such acts are beyond the Issuer’s control.

(xiv) Risk of fraud. Monitoring compliance with money laundering, terrorist financing and bribery regulations may place a financial burden on the Group, and may entail significant technical problems. Although the Group considers that its current policies and procedures are sufficient to comply with applicable regulation, it cannot guarantee that its anti-money laundering, anti-terrorist financing and anti-bribery policies and procedures will not be circumvented or are sufficient to fully prevent money laundering, terrorist financing or bribery. Any of these events could have serious consequences, including civil and criminal penalties, fines and significant reputational consequences, which could have an adverse effect on the Group's business, financial position, operating results and prospects for the overall development of the Group.

(xv) General risks of litigation and claims. The Group is involved in litigation or claims that arise from the ordinary course of business but for which the outcome is uncertain and cannot be accurately determined. These disputes mainly arise from relationships with customers, suppliers and employees, as well as from their activities. As of the date of this Information Memorandum, there are no judicial or arbitration proceedings pending against the Issuer or the Group that could materially affect the activity, financial position and results of the Issuer.

Notwithstanding the foregoing, future litigation or claims arising as a result of the normal course of business cannot be ruled out. Such potential disputes could mainly arise from relationships with customers, suppliers and employees, as well as from the Group's normal course of business.

(xvi) Risk of changes in the Issuer's credit quality. The Issuer's credit quality may worsen as a result of factors including an increase in indebtedness or a deterioration in its financial ratios, which would negatively affect the Issuer's capacity to honor its debt commitments.

As of the date of this Information Memorandum, EthiFinance Ratings, S.L. ("**EthiFinance**") has a rating report on the Issuer, based on its own methodology. In its report, EthiFinance has assigned Elecnor a credit rating of BBB, with a stable outlook. This rating focuses on the evaluation of the creditworthiness and credit risk associated with the Issuer in the medium and long term (https://www.ethifinance.com/en/ratings/company/1098/5595).

Credit ratings are not a recommendation to buy, subscribe, sell or hold securities. These ratings are merely an opinion as to the creditworthiness of the Issuer based on a system of defined categories, and they do not preclude the need for investors to perform their own analysis of the Issuer, the Group as a whole or the Commercial Paper to be purchased. Credit ratings may affect the cost and other terms on which the Group obtains financing. In this regard, any downgrade in the Issuer's credit rating could increase the Group's financing costs and restrict or limit access to financial markets, which could adversely affect its liquidity and, therefore, have a material adverse impact on the Group's activities, results and/or financial position.

1.2 Key information regarding the main specific risks of the Commercial Paper

The main risks of the Commercial Paper being issued are as follows:

(i) Market risk. The Commercial Paper constitutes fixed-income securities and its market price could fluctuate, mainly due to changing interest rates. Therefore, the Issuer cannot guarantee that the Commercial Paper will be traded at a market price that is equal to or higher than its subscription price.

(ii) Risk of inflation and of rising interest rates. The Commercial Paper has an implied yield and will be issued at the interest rate agreed between the Issuer and the Dealers or the investors, as applicable, at the time of the corresponding issuance of Commercial Paper.

Investors demand higher returns in response to increases in interest rates to tackle high inflation. Consequently, the real return on the Commercial Paper for the investor at a time prior to inflation and, if applicable, interest rate increases, will be negatively affected and possibly even diluted in the event that the inflation rate exceeds the implied yield on the specific Commercial Paper issue.

(iii) Credit risk. The Commercial Paper is secured by the Issuer's total equity. Credit risk in respect of the Commercial Paper arises from the potential inability of the Issuer to honor its obligations arising from the Commercial Paper, and consists of the possible economic loss that may be incurred by the total or partial breach of such obligations.

(iv) The Commercial Paper will not be assigned any credit rating. Without prejudice to the credit rating assigned to the Issuer from time to time, the Commercial Paper will not be assigned any credit rating. In the event that any credit rating agency assigns a rating to the Commercial Paper, such rating may not reflect the potential impact of all of the risk factors described in this Information Memorandum and/or additional risk factors that could affect the value of the Commercial Paper.

(v) Liquidity risk. This is the risk of investors not being able to find a counterparty if they wish to sell the Commercial Paper prior to its maturity date. Although a request will be made to include the Commercial Paper on the MARF in order to mitigate this risk, active trading of the Commercial Paper on the market cannot be guaranteed.

In this regard, the Issuer has not entered into any liquidity agreement, and hence no there is no entity required to list buy and sell prices. Therefore, investors may not be able to find a counterparty for the Commercial Paper.

(vi) The Commercial Paper may not be a suitable investment for all types of investors. Each investor interested in acquiring the Commercial Paper should determine the suitability and advisability of their investment in light of their own circumstances. In particular, but without limitation, each prospective investor should:

- have sufficient knowledge and experience to be able to properly assess the advantages and disadvantages of investing in the Commercial Paper, including an adequate analysis of the risks and opportunities and the taxation thereof, including a detailed analysis of the information contained in this Information Memorandum, in any supplement that may be published in connection therewith, and such notices of inside information and other relevant information as the Issuer may publish from time to time during the lifetime of the Commercial Paper;

- have access to the appropriate analytical tools and the proper knowledge to use them correctly for the valuation of their investment in the Commercial Paper;

- have sufficient financial resources and liquidity to bear all the risks arising from an investment in the Commercial Paper;

- have a thorough understanding of the terms of the Commercial Paper, and be familiar with the performance of the relevant financial indices and markets; and

- be able to assess (either on their own or with the help of financial, legal and such other advisors as each potential investor deems appropriate) the potential economic and interest rate scenarios and any other factors that may affect their investment and their ability to bear the risks involved.

(vii) The Issuer may not meet investors' expectations regarding compliance with the Sustainability Performance Targets. The Issuer may not comply with the Sustainability Performance Targets established in its sustainability-linked financing, in accordance with the SLBPs approved by the International Capital Market Association (ICMA) in June 2020.

The Issuer cannot guarantee that it will satisfy, in whole or in part, the present or future expectations of investors, or requirements concerning any investment criteria, or any guidelines with which the investor and/or its investments must comply.

(viii) The Commercial Paper may not be a suitable investment option for all investors seeking exposure to assets with sustainable criteria. The net proceeds obtained from the Commercial Paper issued under the Programme will be used for general corporate purposes.

(ix) Clearing and settlement of the Commercial Paper. The Commercial Paper will be represented by book entries, the book entry registry of which will be kept by Iberclear and its participating entities. Iberclear will conduct the clearing and settlement of the Commercial Paper, as well as the repayment of principal to the holders of the Commercial Paper. Therefore, Commercial Paper holders will depend on the proper functioning of Iberclear's systems.

The Issuer is not responsible for the records related to the Commercial Paper holders in the Central Register managed by Iberclear and in the other records maintained by the members of Iberclear, or for the payments made to the Commercial Paper holders in accordance therewith.

(x) Order of priority. In accordance with the classification and order of priority of credits set out in Royal Legislative Decree 1/2020, of May 5, approving the restated text of the Insolvency Act (*Texto refundido de la Ley Concursal por el Real Decreto Legislativo 1/2020, de 5 de mayo*), in its current wording ("**Insolvency Act**"), in the event of the Issuer's insolvency, credit rights held by investors as a result of the Commercial Paper would rank behind senior credit rights, but ahead of subordinated credit rights (unless they could be classified as subordinated in accordance with Article 281.1 of the Insolvency Act).

In accordance with Article 281.1 of the Insolvency Act, the following are deemed to be subordinated credits, among others:

(a) Credits which, having been communicated late, are included by the insolvency administrators in the creditors list, as well as those which have not been communicated or have been communicated late but are included in such list due to subsequent communications or by the judge when issuing a decision on any claim relating to the list.

(b) Credits for charges and interest of any kind, including interest in arrears, except for credits secured by collateral up to the extent of the security interest.

(c) Credits held by any of the persons especially related to the debtor, as referred to in Articles 282, 283 and 284 of the Insolvency Act.

(xi) Risks related to MiFID and MiFIR. The new European regulatory framework arising from MiFID II and Regulation (EU) 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) 648/2012 ("**MiFIR**") has not yet been fully implemented, notwithstanding the existence of various regulations and delegated directives.

Although MiFID II and MiFIR have been in effect since January 3, 2018, and some participants in the securities markets such as the MARF and Iberclear have already adapted to these regulatory changes, other participants in the securities markets may still be in the process of adapting to them. Adapting to these regulations could result in higher transaction costs for potential investors in the Commercial Paper or changes in their trading. Additionally, in accordance with the above, potential investors in the Commercial Paper must conduct their own analysis of the risks and costs that MiFID II and MiFIR or their future technical standards may entail for an investment in the Commercial Paper.

2. Full name of the Issuer, including its address and identifying data

The Issuer’s full corporate name is ELECNOR, S.A.

The Issuer’s registered office is located at Calle Marqués de Mondéjar, 33.

The Issuer is a public limited company (*sociedad anónima*) incorporated on June 6, 1958 by way of public deed executed before the notary public of Bilbao Mr. Carlos Balbontín under number 1,723 of his notarial record, duly filed at the Companies Registry of Madrid at Volume 269 general, Folio 22, Sheet M-5418.

The Issuer’s Tax Identification Code is A-48027056 and the LEI code is 95980020140005491250.

The Issuer’s corporate website is http://www.grupoelecnor.com.

Insofar as the Issuer is a company listed on the Madrid and Bilbao stock exchanges, the relevant information for shareholders and investors (including, among others, the significant shareholdings at any given time, the composition of the board of directors and its committees) is available under the corresponding sections of its website, as well as on the website of the

National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

The Issuer is the parent company of a Group made up of more than 80 companies located in more than 50 countries (including the United States, Canada, Brazil, France, India, the United Kingdom and Australia), of which more than 40 are located in Spain, with the foreign market accounting for 56% of its total turnover in financial year 2024.

The Issuer's group, Elecnor Group, has more than 24,000 employees.

The Group operates directly through the Issuer and its domestic subsidiaries in Spain and through its local subsidiaries abroad, or with export projects carried out directly from the parent company.

The Issuer's business structure is based on two main lines: services and projects, and investment in infrastructure.

The services and projects business area is dedicated to engineering, construction and services projects, particularly in the electricity, power generation, gas, telecommunications and systems, railroad, maintenance, facilities, construction, water, environment and space sectors. This is the Issuer's traditional business and it has the required capacity to manage a wide range of projects from end to end. As an end-to-end project manager, the company carries out, among other things, feasibility studies, basic and detailed engineering, construction, supply, installation and assembly, commissioning, and operation and maintenance services.

Meanwhile, investment in infrastructure includes the promotion, financing, construction, investment and management of energy assets, both in Spain and abroad, in the renewable energy sector, electricity transmission systems and the environment.

<u>Renewable energy</u>

The Group participates as a "turnkey" developer and contractor in the renewable energy sector, undertaking projects in the areas of wind energy, photovoltaic and thermoelectric solar energy, and hydroelectric power plants.

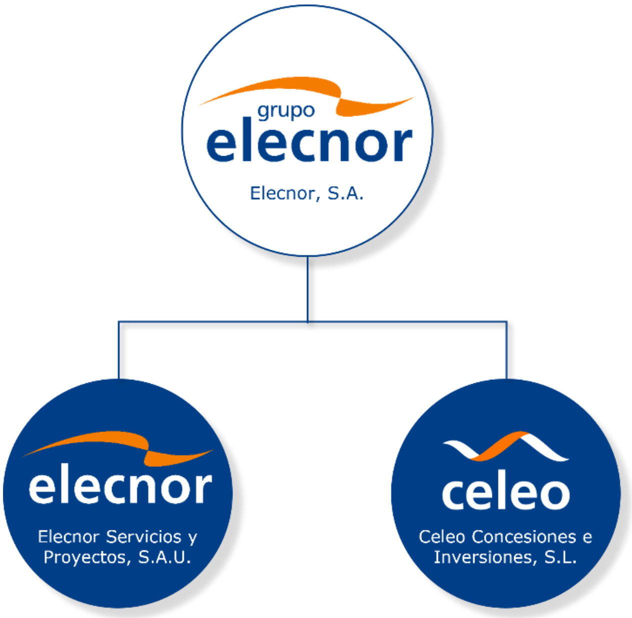
<u>Investment in infrastructure and concessions</u>

Several years ago, the Group's experience in the construction and operation of infrastructure, as well as its growing financing capabilities, prompted the company to begin investing in infrastructure related to its areas of activity.

Corporate structure of the Group

Elecnor, S.A. is the parent company of the Elecnor Group, which comprises more than 80 companies located in Spain and in more than 50 countries.

Elecnor, S.A. is the listed parent company of the Group, with the following organizational structure:



Sustainability

The Elecnor Group views sustainability as the contribution to economic and technological progress, social welfare and sustainable development through a solid, resilient business model with strong synergies between its businesses. Sustainability is an essential value that permeates the relationships and ties with all its stakeholders, and is embodied in a clear commitment to all of them in the creation of shared value in the long term.

The Elecnor Group’s sustainability pillars are based on consolidating itself as a profitable and forward-looking company; fostering a solid governance structure; promoting the development of sustainable infrastructure that improves people’s quality of life; and always maintaining ethical and responsible management.

With a presence in more than 50 countries, the Elecnor Group is a global corporation that strives to generate change and well-being by bringing infrastructure, energy and services to territories around the world so that they can develop their potential. Thus, the Group helps to achieve the Sustainable Development Goals set by the international agenda and forms part of the solution to today’s climate and social challenges. This Sustainability Policy is aligned with the following reference standards, among others: the United Nations Sustainable Development Goals (SDGs), the 10 Principles of the United Nations Global Compact, the OECD Guidelines for Multinational Enterprises and the Principles of Corporate Social Responsibility (ISO 26000).

Within the framework of its Sustainability Policy, the Elecnor Group has sought to make its Environmental Management, Quality Management, Health and Safety Management, Energy Management, R&D&i Management, Information Security and Risk Management policies as rigorous as possible. These seven vectors make up the Elecnor Group's Integrated Management Policy, each with specific objectives and strategies, but all with the same mission: the continuous improvement of the organization. The principles governing the Integrated Management System are as follows:

- Strict compliance with current applicable legislation and other requirements that the company observes in all the markets in which it operates.
- Customer satisfaction.
- Prevention of damage to and deterioration of the Group's employees' health, by improving their working conditions in order to increase the level of protection of their health and safety.
- Prevention of pollution.
- Efficient energy use and consumption.
- Creation of a positive impact of its activities on the social environment. Improvement of competitiveness through R&D&i.
- Effective and efficient protection through a focus on information use that is preventive, perceptive, responsive and dynamic.
- Integration of risk management into the organization's activities using a preventive approach which makes it possible to anticipate, manage and control the risks which the Group is exposed to.

The Elecnor Group has various policies in place that specify and demonstrate its principles, values and commitments, both to its employees and to the business environment and society in general. These commitments feed through to its operational management through its Strategic Sustainability Plan and its various management systems, including the Corporate Social Responsibility Management System, the Compliance System and the Integrated Management System. The Elecnor Group's environmental management strategy is governed by the following principles of conduct:

- Incorporation of the environmental aspect into the decision-making processes regarding investments and the planning and execution of activities, by fostering consideration of this aspect in cost-benefit analyses.

- Fostering the protection, conservation and sustainable use of the natural environment (air, water, soil, fauna, flora and landscape) by taking specific preventive, palliative and offsetting actions aimed at preventing areas from being affected by the Group's activities, or restoring them if they are.

- Managing water resources responsibly and efficiently by looking after every aspect of the full cycle, supporting social development and the conservation of ecosystems.

- Involving all its stakeholders (employees, shareholders, customers, suppliers and society in general) in the joint search for useful solutions to the challenge of conservation and development of the environment and the sustainable use of natural resources.

Social impact

The Elecnor Group is an agent in the development and progress of society. Infrastructure, renewable energy, water and environmental projects provide solutions to current and future challenges, such as climate change, reducing inequalities and the energy gap, among others. The Elecnor Group remains firmly committed to the communities in which it operates, focusing on programs aimed at the social, environmental and economic development of the surrounding area. The company's social action is carried out mainly through the Elecnor Foundation. Since its inception, the Foundation's work has been closely linked to the Elecnor Group's own activities, with the aim of helping to improve people's living conditions and to nurture the economic and social progress of the communities in which the company has a stable presence.

Energy management

Elecnor promotes and undertakes activities aimed at efficient energy management, as a factor that differentiates the organization, as well as the commitment to environmental sustainability in all the company's activities. In general terms, the Elecnor Group's environmental management strategy is governed by the following principles of conduct:

- Understanding the energy use and consumption of its facilities and projects, ensuring that relevant information is available, and establishing the necessary measures to achieve objectives and goals for a continuous improvement in energy performance.

- Constantly searching for a balance between financial profitability and energy efficiency in relation to the acquisition of energy and products, as well as in the design of facilities.

- Raising awareness among workers and suppliers regarding the importance of efficient and responsible energy use and consumption.

The Environmental Management System defines an approach to identify, assess and record the environmental aspects arising from Elecnor's activities in order to determine which of them are significant. The Elecnor Group has consolidated the implementation and certification of its Energy Management System under the ISO 50001:2018 standard, thereby reinforcing its commitment to sustainability.

Since September 2021, Elecnor has pledged to meet certain targets (Sustainability Performance Targets ("**SPTs**")) in relation to two key performance indicators ("**KPIs**"), and it has reflected this commitment in its financing transactions since that date, notably including: the September 30, 2021 green loan linked to the Green Loan Principles and to sustainability criteria (Sustainability-Linked Loan) (the "**Green Loan**"); (ii) the loan dated September 30, 2021 linked to sustainability criteria (Sustainability-Linked Loan); and (iii) the syndicated bank financing agreement linked to sustainability criteria (Sustainability-Linked Loan), dated July 21, 2014, entered into between ELECNOR, S.A. as Borrower and a number of financial institutions, with Banco de Santander, S.A. acting as Agent Bank, and which has been subject to various non-extinguishing amending novations, the last one dated September 30, 2021.

The Commercial Paper issued under the Programme will qualify as sustainability-linked commercial paper, as it is linked to sustainability criteria in accordance with the Sustainability-Linked Bond Principles ("**SLBP**"), as published in June 2020 by the International Capital Market Association (ICMA) and updated in June 2023.

The key performance indicators have been selected as they are considered consistent, relevant and material to the Issuer's business, enabling the company to improve in terms of sustainability:

(i) **CO2 emissions ratio**. The calculation of this indicator is obtained from the ratio between CO2 emissions (including scopes 1, 2 and 3) for the relevant year (in tons) and the annual turnover in million euros ("**SI-1**"). Scope 3 includes the categories: purchases of goods and services; capital goods, business travel, in itinere travel and investments. Elecnor has pledged to reduce its ratio of CO2 emissions per million euros in turnover to 188.63 in Scopes 1, 2 and 3 of its Carbon Footprint ("**ST-1**") for 2025.

(ii) **Occupational safety**. This indicator is calculated by taking the number of work-related accidents causing more than one day of medical leave, multiplying that figure by one million, and then dividing that by the number of hours worked by the personnel of the Issuer's companies ("**SI-2**"). The aim of the Occupational Safety indicator is for the Group's annual Frequency Rate, according to the terminology used by the Issuer, to be lower than the average figure for the last two years ("**ST-2**").

    Calculation methodology: work-related accidents leading to medical leave of at least one day and occurring at the Issuer will be recorded on an annual basis. The Frequency Rate will then be calculated each year and compared with the average for the previous two years.

The Commercial Paper Programme has been reviewed and endorsed by a Second Party Opinion ("**SPO**") issued by G-Advisory on June 25, 2025. Both documents will be made available to the public on the Group's corporate website.

The development of indicators SI-1 and SI-2 and the degree of achievement of targets ST-1 and ST-2 will be verified both internally and externally. An independent third party will conduct the external assurance, while the Issuer will be responsible for internal control.

The Issuer will publish the SIs measured and the results achieved in relation to their corresponding STs following the end of financial year 2025. The measurement period for the indicators will be the calendar year from January 1 to December 31. The annual performance results will be published in the form of other relevant information (ORI) with the MARF.

The programme will continue to be linked to sustainability until maturity even though the currently agreed targets relate to 2025, as the Issuer will set new annual targets (SIs) for 2026, with the approval of the independent agency within a maximum period of 180 calendar days following the close of the preceding financial year. The agency must issue a new SPO at the time the SIs are set. This report will be issued within 30 days of the targets being set. These new targets must be published in the form of ORI with the MARF.

The Issuer shall publish the corresponding other relevant information (ORI) disclosure to report any change in the ESG rating of the securities as well as in the documentation supporting such rating.

Individual and Consolidated financial statements of the Issuer for the years ended December 31, 2023 and December 31, 2024

The **Annex** contains a link to the audited and unqualified individual and consolidated financial statements of the Issuer for the years ended December 31, 2023 and December 31, 2024.

3. Full name of the Commercial Paper issue

Elecnor Sustainability-Linked Commercial Paper Programme 2025

4. Persons responsible for the information

Mr. Alexander Arrola González, acting for and on behalf of the Issuer, is responsible for the content of this Information Memorandum, by virtue of the authorization granted by the Issuer's Board of Directors at its meeting held on May 28, 2025.

5. Duties of the registered advisor of the MARF

Banca March, S.A. is a public limited company (*sociedad anónima*) incorporated on June 24, 1946 before the notary public of Madrid Mr. Rodrigo Molina Pérez, and filed with the Companies Registry of the Balearic Islands at Volume 20, Book 104, Sheet 195, and entered on the List of Registered Advisors of the MARF pursuant to Operating Instruction 8/2014 of March 24, on the admission of registered advisors to the Alternative Fixed-Income Market ("**Banca March**" or the "**Registered Advisor**").

Banca March has been appointed as the Issuer's registered advisor. The Registered Advisor has undertaken to collaborate with the Issuer so that it can comply with the obligations and responsibilities that it will be required to assume when arranging the admission to trading of the issues thereof on the MARF multilateral trading system, acting as a specialized liaison between the MARF and the Issuer, and as a channel to facilitate the insertion and activity of the Issuer in the new trading regime for the Commercial Paper.

Thus, Banca March must provide the MARF with the periodic information that it requests, and the MARF may in turn gather such information as it deems necessary in relations to the actions it carries out and its corresponding obligations, for which purposes it may perform such actions as are necessary for it to verify the information provided.

The Issuer must at all times have a designated registered advisor named on the "List of MARF Registered Advisors".

Banca March, as the entity appointed as registered advisor to the Issuer, shall advise the Issuer in connection with: (i) the admission to trading of the Commercial Paper it issues on the MARF; (ii) compliance with any obligations and responsibilities corresponding to the Issuer due to its participation in the MARF; (iii) the preparation and presentation of the financial and corporate information required by the MARF regulations; and (iv) ensuring that the information complies with the requirements of such regulations.

As the Issuer's registered advisor, Banca March, when requesting the admission to trading of the Commercial Paper on the MARF:

(i) has confirmed that the Issuer complies with the requirements imposed by MARF regulations for the admission of the Commercial Paper to trading; and

(ii) has assisted the Issuer in drawing up this Information Memorandum; has reviewed all the information provided by the Issuer to the MARF in connection with the request for the admission to trading of the Commercial Paper on the MARF; and has checked that the information provided complies with the regulatory requirements and does not omit any relevant information or mislead investors.

Once the Commercial Paper has been admitted to trading on the MARF, the Registered Advisor will:

(i) review the information that the Issuer prepares to be submitted to the MARF periodically or on a one-off basis, and check that this information complies with the content requirements and deadlines set out in the regulations;

(ii) advise the Issuer on the events that might affect compliance with the obligations it has assumed when having the Commercial Paper admitted to trading on the MARF, as well as on the best way of treating such events in order to avoid breaching said obligations;

(iii) report to the MARF any events that could represent a breach by the Issuer of its obligations if it becomes aware of a potential material breach thereof that has not been rectified pursuant to its advice; and

(iv) manage, handle and answer queries and requests for information from the MARF regarding the Issuer's position, the state of its business, the level of compliance with its obligations, and any other information the MARF may consider relevant.

For these purposes, the Registered Advisor shall perform the following actions:

(i) maintain regular and necessary contact with the Issuer and analyze any exceptional situations that may arise concerning the development of price, trading volumes and other material circumstances regarding the trading of the Issuer's Commercial Paper;

(ii) sign any declarations which, in general, have been provided for in the regulations as a consequence of the admission to trading of the Commercial Paper on the MARF, as well as in relation to the information required from companies with securities admitted for trading on the MARF; and

(iii) submit to the MARF, as soon as possible, the communications received in response to queries and requests for information that it sends.

6. Maximum outstanding balance

The maximum nominal outstanding balance of the Commercial Paper Programme will be FOUR HUNDRED MILLION EUROS (€400,000,000) (the "**Commercial Paper Programme**"). This limit may not be exceeded on each issue date by adding to the nominal outstanding balance in euros issued the equivalent value in euros (at the contracting date) of the outstanding balance issued in US dollars, plus the nominal amount in euros or its equivalent value in euros (in the case of US dollars) to be issued at that time.

The Commercial Paper issued under the Commercial Paper Programme will be denominated in euros or US dollars.

7. Description of the type and class of the Commercial Paper. Nominal value

The Commercial Paper represents a debt for the Issuer, accrues interest and is redeemable at its nominal value on maturity.

An ISIN code will be assigned for each Commercial Paper issue carrying the same maturity date and in the same currency.

Each Commercial Paper will have a nominal value of ONE HUNDRED THOUSAND EUROS (€100,000) or ONE HUNDRED THOUSAND US DOLLARS ($100,000), depending on the currency chosen at any time.

The Commercial Paper issued under the Commercial Paper Programme qualifies as Sustainability-Linked Commercial Paper, as confirmed by the SPO issued by G-Advisory on June 25, 2025 in relation to the Commercial Paper Programme.

Failure to achieve any of the sustainability targets will have a financial impact on the Issuer, which assumes the obligation to allocate funds to a sustainable project (the "**Project**") promoted by the Elecnor Foundation or any other organization. This Project must be aligned with one of the SDGs, be additional to the existing projects of the Foundation or the relevant organization, and, from Elecnor's perspective, be ambitious and have the potential to generate a significant impact. After the close of financial year 2025, once verification has been completed and if there is non-compliance with any of the targets, Elecnor will be required to propose a Project to which the relevant penalty funds will be allocated. This proposal must be validated by an independent third party, based on its sustainability, alignment with an SDG, and, according to reasonable market standards, the ambition and potential positive impact of the Project.

After the close of financial year 2025, and within 90 calendar days following the date on which it has the certificate of compliance or non-compliance with the established targets, as issued by G-Advisory or whomever may replace it, as applicable, the Issuer undertakes to make the donations to the Project in the amounts calculated in accordance with the following paragraphs. The Issuer must confirm this circumstance in writing to the registered advisor of the Programme, including details of the amounts and the allocation of the donations made.

In the event of non-compliance:

(i) with one target (ST-1 or ST-2), the impact will amount to 0.7 basis points, calculated on the average annual balance of outstanding commercial paper issued by Elecnor during the full calendar year 2025 under the sustainability-linked commercial paper programmes in place during 2025.
(ii) with both targets (ST-1 or ST-2), the impact will amount to 1.5 basis points, calculated on the average annual balance of outstanding commercial paper issued by Elecnor during the full calendar year 2025 under the sustainability-linked commercial paper programmes in place during 2025.

8. Applicable law and jurisdiction of the Commercial Paper

The Commercial Paper is issued in accordance with the Spanish law applicable to the Issuer or to the Commercial Paper. In particular, it is issued in accordance with Law 6/2023, of March 17, on securities markets and investment services, and Royal Legislative Decree 1/2010, of July 2, approving the restated text of the Capital Companies Act, both in their current wording and in accordance with their respective implementing or related regulations.

The Commercial Paper will be subject to Spanish law and the courts of the city of Madrid will have exclusive jurisdiction to settle any disputes arising in connection with the Commercial Paper.

9. Representation of the Commercial Paper in book-entry form

The Commercial Paper admitted for trading on the MARF under the Programme will be represented by book entries, in accordance with the trading mechanisms of the MARF. Iberclear, with registered office in Madrid, at Plaza de la Lealtad, 1, together with its participating entities, will be responsible for the accounting records of the Commercial Paper, pursuant to: (i) Article 8.3 of the Securities Market Act (*Ley de los Mercados de Valores y de los Servicios de Inversión*); and (ii) Royal Decree 814/2023, of November 8, on financial instruments, admission to trading, registration of negotiable securities and market infrastructure.

Iberclear, with registered office in Madrid, at Plaza de la Lealtad, 1, together with its participating entities, will be responsible for the accounting records in respect of the Commercial Paper.

10. Currency of the issue

The Commercial Paper issued under the Commercial Paper Programme will be denominated in euros or US dollars.

11. Classification of the Commercial Paper: order of priority

The Issuer will be liable with its assets to the investors under the Commercial Paper. The Commercial Paper issued will not be secured in rem or personally guaranteed by third parties.

In accordance with the classification and order of priority of credit rights set out in the Insolvency Act (current text), in the event of the Issuer's insolvency, holders of the Commercial Paper shall rank behind the Issuer's senior creditors at that date, at the same level as the other common creditors, and ahead of subordinated creditors (unless they could be classified as subordinated in accordance with Article 281.1 of the Insolvency Act). There will be no order of priority among the holders of the Commercial Paper.

12. Description of the rights linked to the Commercial Paper and the procedure for exercise thereof. Method and terms for payment and delivery of the Commercial Paper

In accordance with applicable law, the Commercial Paper issued under the Commercial Paper Programme carries neither current nor future voting rights with respect to the Issuer.

The economic and financial rights for the investor associated with the acquisition and holding of the Commercial Paper will be those arising from the interest rate conditions, yields and redemption prices at which the Commercial Paper is issued, and which are described in Sections 14 and 16 below.

The disbursement date of the Commercial Paper issued will coincide with its issue date. Its cash value will be paid to the Issuer by each of the Dealers (as such term is defined in Section 15 below) or by the investors, as applicable, through the Paying Agent (as such term is defined in Section 15 below) in its capacity as paying agent, into the account indicated by the Issuer on each issue date.

Each of the Dealers or the Issuer, as applicable, may issue a nominative, non-negotiable acquisition certificate. This document will provisionally certify the subscription of the Commercial Paper by each investor until the relevant book entry has been made, which will grant the holder the right to request the relevant certificate of ownership.

Furthermore, the Issuer will report the disbursement to both the MARF and Iberclear by issuing the corresponding certificate.

13. Issue date. Term of the programme

The term of the Commercial Paper Programme is one (1) year from the date of incorporation of this Information Memorandum by the MARF.

The Commercial Paper Programme is a continuous programme and the Commercial Paper may hence be issued, subscribed and admitted to trading on the MARF on any day during its term. However, the Issuer reserves the right not to issue Commercial Paper when it deems such action appropriate, pursuant to the cash needs of the Issuer or because it has found more advantageous financing conditions.

The supplementary certificates of each issue under the Programme will establish the issue date and disbursement date of the Commercial Paper. The issue, disbursement and admission to trading dates of the Commercial Paper may not be later than the expiry date of this Information Memorandum.

14. Nominal interest rate. Indication of the yield and calculation method

The annual nominal interest of the Commercial Paper will be set for each issue. The Commercial Paper will be issued at the interest rate agreed between the Issuer and the Dealers or the investors, as applicable. The yield will be implicit in the nominal value of the Commercial Paper, which will be repaid on the maturity date.

The interest rate at which the Dealers transfer the Commercial Paper to third parties will be the rate agreed to with the relevant investors.

The Commercial Paper has an implicit rate of return, meaning that the cash amount to be paid out by each investor will vary depending on the agreed issue interest rate and term.

Therefore, the cash amount of each Commercial Paper may be calculated by applying the following formulas:

(i) When the issue term is less than or equal to 365 days:

$$C = \frac{N}{1 + i_n \frac{d}{B}}$$

(ii) When the issue term is more than 365 days:

$$C = \frac{N}{(1 + i_n)^{d/B}}$$

Where:

C = cash amount of the Commercial Paper

N = nominal amount of the Commercial Paper

d = number of days of the period, to maturity

i_n = nominal interest rate, expressed as a decimal

B = basis, if the basis is ACT/365, B=365. If the basis is ACT/360, B=360.

Notwithstanding the above, the Commercial Paper Notes of each issuance may have a different calculation base (base de cálculo), including Act/365 or Act/360.

A table is included to assist the investor, specifying the cash value tables for different interest rates and redemption periods, and including a column showing the variation in the cash value of the Commercial Paper when its period is increased by ten (10) days.

The calculation base used for each promissory note issuance in the following table is Act/365. Since the calculation base for each promissory note issuance may be Act/360 or Act/365, if the base is Act/360, the table may vary.

Cash value of commercial paper with a nominal value of one hundred thousand euros (€100,000)

CASH VALUE OF COMMERCIAL PAPER WITH A NOMINAL VALUE OF 100,000 EUROS

(Term of less than one year)

	7 days			14 days			30 days			60 days		
Nominal Rate	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**
(%)	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**
0.25	99,995.21	0.25	-6.85	99,990.41	0.25	-6.85	99,979.46	0.25	-6.85	99,958.92	0.25	-6.84
0.50	99,990.41	0.50	-13.69	99,980.83	0.50	-13.69	99,958.92	0.50	-13.69	99,917.88	0.50	-13.67
0.75	99,985.62	0.75	-20.54	99,971.24	0.75	-20.53	99,938.39	0.75	-20.52	99,876.86	0.75	-20.49
1.00	99,980.83	1.00	-27.38	99,961.66	1.00	-27.37	99,917.88	1.00	-27.34	99,835.89	1.00	-27.30
1.25	99,976.03	1.26	-34.22	99,952.08	1.26	-34.20	99,897.37	1.26	-34.16	99,794.94	1.26	-34.09
1.50	99,971.24	1.51	-41.06	99,942.50	1.51	-41.03	99,876.86	1.51	-40.98	99,754.03	1.51	-40.88
1.75	99,966.45	1.77	-47.89	99,932.92	1.76	-47.86	99,856.37	1.76	-47.78	99,713.15	1.76	-47.65
2.00	99,961.66	2.02	-54.72	99,923.35	2.02	-54.68	99,835.89	2.02	-54.58	99,672.31	2.02	-54.41
2.25	99,956.87	2.28	-61.55	99,913.77	2.27	-61.50	99,815.41	2.27	-61.38	99,631.50	2.27	-61.15
2.50	99,952.08	2.53	-68.38	99,904.20	2.53	-68.32	99,794.94	2.53	-68.17	99,590.72	2.53	-67.89
2.75	99,947.29	2.79	-75.21	99,894.63	2.79	-75.13	99,774.48	2.78	-74.95	99,549.98	2.78	-74.61
3.00	99,942.50	3.04	-82.03	99,885.06	3.04	-81.94	99,754.03	3.04	-81.72	99,509.27	3.04	-81.32
3.25	99,937.71	3.30	-88.85	99,875.50	3.30	-88.74	99,733.59	3.30	-88.49	99,468.59	3.29	-88.02

3.50	99,932.92	3.56	-95.67	99,865.93	3.56	-95.54	99,713.15	3.56	-95.25	99,427.95	3.55	-94.71
3.75	99,928.13	3.82	-102.49	99,856.37	3.82	-102.34	99,692.73	3.82	-102.00	99,387.34	3.81	-101.38
4.00	99,923.35	4.08	-109.30	99,846.81	4.08	-109.13	99,672.31	4.07	-108.75	99,346.76	4.07	-108.04
4.25	99,918.56	4.34	-116.11	99,837.25	4.34	-115.92	99,651.90	4.33	-115.50	99,306.22	4.33	-114.70
4.50	99,913.77	4.60	-122.92	99,827.69	4.60	-122.71	99,631.50	4.59	-122.23	99,265.71	4.59	-121.34
4.75	99,908.99	4.86	-129.73	99,818.14	4.86	-129.50	99,611.11	4.85	-128.96	99,225.23	4.85	-127.96
5.00	99,904.20	5.12	-136.54	99,808.59	5.12	-136.28	99,590.72	5.12	-135.68	99,184.78	5.11	-134.58
5.25	99,899.42	5.39	-143.34	99,799.03	5.38	-143.05	99,570.35	5.38	-142.40	99,144.37	5.37	-141.18
5.50	99,894.63	5.65	-150.14	99,789.49	5.65	-149.83	99,549.98	5.64	-149.11	99,103.99	5.63	-147.78
5.75	99,889.85	5.92	-156.94	99,779.94	5.91	-156.60	99,529.62	5.90	-155.81	99,063.64	5.89	-154.36
6.00	99,885.06	6.18	-163.74	99,770.39	6.18	-163.36	99,509.27	6.17	-162.51	99,023.33	6.15	-160.93
6.25	99,880.28	6.45	-170.53	99,760.85	6.44	-170.12	99,488.93	6.43	-169.20	98,983.05	6.42	-167.48
6.50	99,875.50	6.71	-177.32	99,751.30	6.71	-176.88	99,468.59	6.70	-175.88	98,942.80	6.68	-174.03

CASH VALUE OF COMMERCIAL PAPER WITH A NOMINAL VALUE OF 100,000 EUROS

	(Term of less than one year)						(Term equal to one year)			(Term of more than one year)		
	90 days			180 days			365 days			730 days		
Nominal Rate	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**	**Subscription Price**	**IRR/AER**	**+10 days**
(%)	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**	**(euros)**	**(%)**	**(euros)**

0.25	99,938.39	0.25	-6.84	99,876.86	0.25	-6.83	99,750.62	0.25	-6.81	99,501.87	0.25	-6.78
0.50	99,876.86	0.50	-13.66	99,754.03	0.50	-13.63	99,502.49	0.50	-13.56	99,007.45	0.50	-13.43
0.75	99,815.41	0.75	-20.47	99,631.50	0.75	-20.39	99,255.58	0.75	-20.24	98,516.71	0.75	-19.94
1.00	99,754.03	1.00	-27.26	99,509.27	1.00	-27.12	99,009.90	1.00	-26.85	98,029.60	1.00	-26.33
1.25	99,692.73	1.26	-34.02	99,387.34	1.25	-33.82	98,765.43	1.25	-33.39	97,546.11	1.24	-32.59
1.50	99,631.50	1.51	-40.78	99,265.71	1.51	-40.48	98,522.17	1.50	-39.87	97,066.17	1.49	-38.72
1.75	99,570.35	1.76	-47.51	99,144.37	1.76	-47.11	98,280.10	1.75	-46.29	96,589.78	1.73	-44.74
2.00	99,509.27	2.02	-54.23	99,023.33	2.01	-53.70	98,039.22	2.00	-52.64	96,116.88	1.98	-50.63
2.25	99,448.27	2.27	-60.93	98,902.59	2.26	-60.26	97,799.51	2.25	-58.93	95,647.44	2.23	-56.42
2.50	99,387.34	2.52	-67.61	98,782.14	2.52	-66.79	97,560.98	2.50	-65.15	95,181.44	2.47	-62.08
2.75	99,326.48	2.78	-74.28	98,661.98	2.77	-73.29	97,323.60	2.75	-71.31	94,718.83	2.71	-67.64
3.00	99,265.71	3.03	-80.92	98,542.12	3.02	-79.75	97,087.38	3.00	-77.41	94,259.59	2.96	-73.09
3.25	99,205.00	3.29	-87.55	98,422.54	3.28	-86.18	96,852.30	3.25	-83.45	93,803.68	3.20	-78.44
3.50	99,144.37	3.55	-94.17	98,303.26	3.53	-92.58	96,618.36	3.50	-89.43	93,351.07	3.44	-83.68
3.75	99,083.81	3.80	-100.76	98,184.26	3.79	-98.94	96,385.54	3.75	-95.35	92,901.73	3.68	-88.82
4.00	99,023.33	4.06	-107.34	98,065.56	4.04	-105.28	96,153.85	4.00	-101.21	92,455.62	3.92	-93.86
4.25	98,962.92	4.32	-113.90	97,947.14	4.30	-111.58	95,923.26	4.25	-107.02	92,012.72	4.16	-98.80
4.50	98,902.59	4.58	-120.45	97,829.00	4.55	-117.85	95,693.78	4.50	-112.77	91,573.00	4.40	-103.65
4.75	98,842.33	4.84	-126.98	97,711.15	4.81	-124.09	95,465.39	4.75	-118.46	91,136.41	4.64	-108.41
5.00	98,782.14	5.09	-133.49	97,593.58	5.06	-130.30	95,238.10	5.00	-124.09	90,702.95	4.88	-113.07

5.25	98,722.02	5.35	-139.98	97,476.30	5.32	-136.48	95,011.88	5.25	-129.67	90,272.57	5.12	-117.65
5.50	98,661.98	5.62	-146.46	97,359.30	5.58	-142.62	94,786.73	5.50	-135.19	89,845.24	5.36	-122.13
5.75	98,602.01	5.88	-152.92	97,242.57	5.83	-148.74	94,562.65	5.75	-140.66	89,420.94	5.59	-126.54
6.00	98,542.12	6.14	-159.37	97,126.13	6.09	-154.82	94,339.62	6.00	-146.07	88,999.64	5.83	-130.85
6.25	98,482.29	6.40	-165.80	97,009.97	6.35	-160.88	94,117.65	6.25	-151.44	88,581.31	6.07	-135.09
6.50	98,422.54	6.66	-172.21	96,894.08	6.61	-166.90	93,896.71	6.50	-156.75	88,165.93	6.30	-139.25

Given the range of rates that may be applied during the Commercial Paper Programme, it is not possible to pre-determine the internal rate of return (IRR) for each investor. In any case, the following formula would determine the rate for Commercial Paper of up to 365 days:

$$\boldsymbol{i} = \left[\left(\frac{\boldsymbol{N}}{\boldsymbol{C}}\right)^{365/d} - \mathbf{1}\right]$$

Where:

i = effective annual interest rate, expressed as a decimal.

N = nominal amount of the Commercial Paper.

C = cash amount at time of subscription or acquisition.

d = number of calendar days between issue date (inclusive) and maturity date (exclusive).

For terms of more than 365 days, the IRR will be equal to the nominal rate of the Commercial Paper described in this section.

15. Dealers, paying agent and depository entities

The following dealers are involved in the Commercial Paper Programme (the "**Dealers**"):

Banca March, S.A.
TAX IDENTIFICATION NUMBER: A-07004021
Registered office: Avenida Alejandro Rosselló 8, 07002, Palma de Mallorca.

Banco de Sabadell, S.A.
TAX IDENTIFICATION NUMBER: A-08000143
Registered office: Plaça de Sant Roc, núm. 20, 08201, Sabadell (Barcelona)

Renta 4 Banco, S.A.
TAX IDENTIFICATION NUMBER: A-82473018
Registered office: Paseo de la Habana, 74 –28036 Madrid

Kutxabank Investment Sociedad de Valores, S.V., S.A.
TAX IDENTIFICATION NUMBER: A-48403927
Registered office: Plaza Euskadi, 5, planta 26 (Torre Iberdrola), 48011 Bilbao

The Issuer, Banca March, Banco de Sabadell, S.A., Renta 4 Banco, S.A. and Kutxabank Investment Sociedad de Valores, S.V., S.A., in their capacity as Dealers, have signed a collaboration agreement for the Commercial Paper Programme that includes the possibility of selling to third parties.

The Issuer may also enter into other collaboration agreements with new dealers for the placement of the Commercial Paper issues. Any such arrangement will be communicated to the MARF by publishing another relevant information disclosure on the MARF website.

Banca March will also act as paying agent (the "**Paying Agent**"). A change of the entity designated as Paying Agent will be communicated to the MARF by publishing an 'other relevant information' disclosure on the MARF website.

Although Iberclear will be the entity entrusted with maintaining the accounting records corresponding to the Commercial Paper, the Issuer has not designated a depository entity for the Commercial Paper. Each subscriber of the Commercial Paper will appoint an entity to act as depositary of the Commercial Paper from among Iberclear's participating entities.

16. Redemption price and provisions regarding maturity of the Commercial Paper. Redemption date and methods

The Commercial Paper issued under the Commercial Paper Programme will be redeemed at its nominal value on the date indicated in the document certifying its acquisition, applying the relevant tax withholding where applicable.

As the Commercial Paper is to be admitted to trading on the MARF, it will be redeemed in accordance with the operating rules of the clearing and settlement system of said market, and the nominal amount of the Commercial Paper will be paid on the maturity date to the legitimate holder thereof. The Paying Agent will be responsible for this process but assumes no obligation or liability whatsoever regarding the Issuer's repayment of the Commercial Paper at maturity.

If repayment is due on a non-business day according to the T2 calendar[1], it will be delayed until the first subsequent business day, with no effect on the amount to be paid.

17. Term for claiming repayment of the principal

In accordance with Article 1,964 of the Spanish Civil Code, repayment of the nominal value of the Commercial Paper may no longer be sought once five (5) years have elapsed.

18. Minimum and maximum issue period

During the Programme, Commercial Paper may be issued with a redemption period of between three (3) business days and seven hundred thirty (730) calendar days (i.e., twenty-four (24) months).

For these purposes, "business day" shall mean any day of the week on which transactions may

[1] T2 is the Eurosystem's real-time gross settlement (RTGS) system.

be carried out in accordance with the T2 calendar.

19. Early redemption

The Commercial Paper will not include an early redemption option for the Issuer (call) or for the holder of the Commercial Paper (put). However, the Commercial Paper may be redeemed early if it is in the Issuer's lawful possession for any reason.

20. Restrictions on the free transferability of the Commercial Paper

Pursuant to applicable law, there are no specific or general restrictions on the free transferability of the Commercial Paper to be issued.

21. Taxation of the Commercial Paper

Pursuant to applicable law, the Commercial Paper qualifies as a financial asset bearing an implicit yield for tax purposes. The income arising therefrom is classified for tax purposes as capital gains due to the assignment of own capital to third parties and is subject to personal income tax ("**PIT**"), Corporate Income Tax ("**CIT**") and Non-Resident Income Tax ("**NRIT**") and the corresponding system of withholdings on account, under the terms and conditions established in their respective regulating laws and other implementing regulations.

By way of example, applicable law will include but not be limited to:

(i) Additional Provision One of Law 10/2014 of June 26, on the regulation, supervision, and solvency of credit institutions ("**Law 10/2014**").

(ii) Royal Decree 1065/2007 of July 27, approving the General Regulation on tax management and inspection actions and procedures and the implementation of common rules on tax application procedures ("**RD 1065/2007**").

(iii) Law 35/2006 of November 28, on personal income tax and partially amending the laws on corporate income tax, non-resident income tax and wealth tax ("**PIT Act**"), as well as Articles 74 *et seq*. of Royal Decree 439/2007 of March 30, approving the Personal Income Tax Regulation and amending the Pension Plans and Funds Regulation, as approved by Royal Decree 304/2004, of February 20 ("**PIT Regulation**").

(iv) Law 27/2014, of November 27, on corporate income tax ("**CIT Act**") as well as Articles 60 *et seq*. of the Corporate Income Tax Regulation approved by Royal Decree 634/2015, of July 10 ("**CIT Regulation**").

(v) Royal Legislative Decree 5/2004, of March 5, approving the restated text of the Non-Resident Income Tax Act ("**NRIT Act**") and Royal Decree 1776/2004, of July 30, approving the Non-Resident Income Tax Regulation ("**NRIT Regulation**").

(vi) Law 19/1991, of June 6, on Wealth Tax ("**WT Act**").

(vii) Law 38/2022, of December 27, establishing temporary taxes on energy companies, credit institutions and financial credit establishments, and creating the temporary solidarity tax on large fortunes and amending certain tax rules ("**Temporary Taxes Act**").

(viii) Law 29/1987, of December 18, on Inheritance and Gift Tax ("**IGT Act**").

(ix) Law 6/2023, of March 17, on Securities Markets and Investment Services (Securities Market Act).

(x) Law 37/1992, of December 28, on Value Added Tax ("**VAT Act**").

(xi) Royal Legislative Decree 1/1993, of September 24, approving the restated text of the Law on Transfer Tax and Stamp Duty ("**TTSD Act**").

All the above is without prejudice to any regional tax regimes that may apply in accordance with the provisions of the respective economic treaties and agreements in force in the historical territories of the Basque Country and the Community of Navarre, or any other tax regimes that may apply on an exceptional basis due to the specific characteristics of the investor.

As a general rule, in order to proceed with the transfer, redemption or reimbursement of fixed-income securities with implicit yield that are subject to tax withholding at the time of their transfer, redemption or reimbursement, their prior acquisition must be evidenced through a notary public or through the financial institutions obliged to make withholdings, as well as the price at which the transaction took place. The financial institutions through which the payment of interest is made, or which are involved in the transfer, redemption or reimbursement of the securities, will be obliged to calculate the return attributable to the holder of the security and report thereon to both the holder and the tax authorities, to which they will also provide the information corresponding to the persons involved in the aforementioned transactions.

The holding of the Commercial Paper will also be subject, as applicable, to the accrual date of the relevant taxes, to Wealth Tax, to the Temporary Solidarity Tax on Large Fortunes, and to Inheritance and Gift Tax, in accordance with applicable law in each case.

In any case, as this summary is not intended to provide an exhaustive description of all tax considerations, investors interested in acquiring the Commercial Paper to be issued are recommended to consult their lawyers or tax advisors, who will be able to provide them with personalized advice based on their particular circumstances. Likewise, investors and potential investors must take into account potential future changes in the law or its interpretation criteria.

Individual investors with tax residence in Spain

Personal Income Tax

In general terms, capital gains from investing in the Commercial Paper obtained by individuals with tax residence in Spain are subject to tax withholding as payment on account of the PIT corresponding to the recipient, at the current rate of 19%. Withheld taxes may be deducted from the PIT liability, which may give rise to the tax returns provided for in applicable law.

Furthermore, the difference between the asset's subscription or acquisition value and its transfer, redemption, exchange or reimbursement value will be classified as implicit capital gains and allocated to the savings taxable base for the tax period in which the transfer, redemption or reimbursement takes place, where it will be taxed at the rate resulting from the application of the tax scale in effect. The following tax scale is currently in effect:

Taxable base (up to euros)	Liability (euros)	Remaining taxable base (up to euros)	Applicable rate (percentage)
0.00	0	6,000.00	19.00
6,000.00	1,140.00	44,000.00	21.00
50,000.00	10,380.00	150,000.00	23.00
200,000.00	44,880.00	100,000.00	27.00
300,000.00	71,880.00	upwards	30.00

The following items will be deductible when determining net capital gains:

(i) The expenses incurred in administering and depositing negotiable securities, in accordance with Article 26 of the PIT Act. In this regard, administrative and deposit or custody expenses are those amounts charged by investment service firms, credit entities or other financial institutions which, in accordance with the Securities Market Act, are intended to remunerate the service of holding securities represented in physical form, on behalf of the holders of the securities, or the service of administering securities represented in book-entry form.

(ii) In the case of transfer, reimbursement or redemption of securities, ancillary acquisition and disposal expenses, in accordance with Article 25.2.(b) of the PIT Act. These ancillary expenses will not be taken into account when calculating the tax withholding base, in accordance with Article 93.2 of the PIT Regulation.

Likewise, in accordance with Article 25.2.b), paragraph 4 of the PIT Act, capital losses disclosed when homogeneous securities have been acquired within the two months prior or subsequent to the transfer of the securities that gave rise thereto will not be included in the savings taxable base.

To carry out the transfer or repayment of the Commercial Paper, a notary public or financial institution obliged to make withholdings must certify the prior acquisition thereof, as well as the price at which the transaction was carried out. The issuer may not proceed with the repayment if the holder fails to prove its status with the relevant acquisition certificate.

The following must be take into account for the purposes of withholding tax payments:

(i) In the case of income obtained from the transfer of the Commercial Paper, the financial institution acting on behalf of the transferring party will be obliged to make the relevant withholding; and

(ii) In the case of income obtained from the repayment and redemption of the Commercial Paper, the issuer will be subject to the withholding tax obligation, unless a financial institution has been entrusted with the execution of such transactions, in which case the latter will be subject to the withholding obligation.

In addition, to the extent that the regime contained in the First Additional Provision of Law 10/2014 applies to the Commercial Paper, the reporting framework provided for in Article 44 of Royal Decree 1065/2007 will apply to the Commercial Paper issued at a discount for a term of 12 months or shorter.

If the First Additional Provision of Law 10/2014 does not apply, or if it does apply but the Commercial Paper is not issued at a discount or its redemption period is more than 12 months, the general obligation to disclose information under the terms set out in Article 42 of Royal Decree 1065/2007 will apply.

<u>Wealth Tax</u>

In accordance with Article 9 of the PIT Act, individuals with tax residence in Spain will be subject to Wealth Tax ("**WT**"). In this regard, in accordance with Article 5.1.(a) of the WT Act, such individuals will be subject to taxation for their overall net wealth held as of December 31 of each calendar year, regardless of where the assets are located or where the rights may be exercised.

The taxable base for this tax comprises the value of the taxpayer's net wealth, meaning the difference between the value of the assets and rights held by the taxpayer and the charges and levies on such assets or rights. In the particular case of the Commercial Paper, as they are securities representing the assignment to third parties of own capital, traded on organized markets, they will be computed, in accordance with Article 13 of the WT Act, at their average trading value in the fourth quarter of each year.

Taxation will be required in accordance with the provisions of the WT Act, which, for these purposes, sets a minimum exemption of 700,000 euros per taxpayer, in accordance with a tax scale whose rates range between 0.2% and 3.5%, all without prejudice to the specific regulations approved, as applicable, for each Autonomous Community, and to any applicable reductions and/or discounts.

Law 11/2020, of December 30, on the General State Budget for 2021 ("**LPGE 2021**"), repeals the second Section of the sole Article of Royal Decree-Law 13/2011, of September 16, reinstating the Wealth Tax on a temporary basis. It also repeals the general discount of 100% of the full tax liability, effective from January 1, 2021.

Temporary Solidarity Tax on Large Fortunes

The Temporary Solidarity Tax on Large Fortunes (the "**TSTLF**") was created upon the approval of the Temporary Taxes Act, in principle to be in force for financial years 2022 and 2023. However, the tax has since been extended indefinitely until a review of wealth taxation has been carried out within the framework of the regional financing system reform.

Individuals with a net wealth higher than 3,000,000 euros as of 31 December of each year will be subject to this tax.

Individuals who are tax residents in Spain and subject to the TSLF will be taxed based on their overall wealth, regardless of whether it is located in Spain or abroad.

The taxable base of the TSTLF will be determined by the value of the taxpayer's wealth, calculated by applying the rules established in the WT Act.

The taxable base will be reduced by a minimum exempt amount of 700,000 euros. The tax scale applicable to the taxable base is 0% for the first 3 million euros; 1.7% from 3,000,000.01 to 5,347,998.03 euros; 2.1% from 5,347,998.04 to 10,695,996.06 euros; and 3.5% from 10,695,996.07 euros upwards.

The WT paid will be deductible when calculating the TSTLF liability.

Inheritance and Gift Tax

Transfers of Commercial Paper without consideration (due to death (inheritance or legacy) or gift) in favor of individuals resident in Spain are subject to Inheritance and Gift Tax ("**IGT**") on the terms established in the IGT Act. For these purposes, the acquirer of the securities is the taxpayer, without prejudice to any specific regulations approved for each Autonomous Community.

According to state regulations, the applicable tax rate on the taxable base ranges from 7.65% to 34%; the gross tax liability will be subject to the application of certain multiplier coefficients depending on the taxpayer's pre-existing wealth and their degree of kinship to the deceased or donor, which may ultimately result in an effective tax rate ranging from 0% to 81.6% of the taxable base.

Legal-person investors with tax residence in Spain

Corporate Income Tax (CIT)

CIT taxpayers will be taxed on the net profits obtained in the tax period. Once the relevant off-the-books adjustments have been made, the net profits will determine the taxable base subject to taxation. The generally applicable tax rate is 25%. However, other special tax rates may apply depending on the taxpayer's circumstances.

Income obtained from the Commercial Paper by investors who are CIT taxpayers will be included in the CIT taxable base and taxed at the applicable rate.

The income obtained from the Commercial Paper by CIT taxpayers will be exempt from the tax withholding obligation provided that the Commercial Paper: (i) is represented by book entries; and (ii) is traded on an official Spanish secondary securities market or on the MARF. If both requirements are not met, the withholding will be made at the current rate of 19% as a payment on account of CIT. Any withholding will be deductible from the CIT liability.

Credit entities and other financial institutions that enter into account agreements with their customers based on transactions involving financial assets will be obliged to make withholdings in respect of the income obtained by the holders of such accounts.

The exemption described in the previous paragraph will be introduced through the procedure included in the Order of December 22, 1999, without prejudice to the reporting regime contained in Article 44 of Royal Decree 1065/2007.

To carry out the transfer or repayment of the assets, a notary public or financial institution obliged to make withholdings must certify the prior acquisition thereof, as well as the price at which the transaction was carried out. The issuer may not proceed with the repayment if the holder fails to prove its status with the relevant acquisition certificate.

In the case of income obtained from transfer, the financial institution acting on behalf of the transferor will be subject to the withholding obligation.

In the case of income obtained from redemption or repayment, the entity subject to the withholding obligation will be the issuer or the financial institution responsible for the transaction.

The financial institutions through which transfers or repayments are carried out will be obliged to calculate the income attributable to the Commercial Paper holder and to notify such income to both the holder and the tax authorities.

However, to the extent that the securities are subject to the regime set out in Additional Provision One of Law 10/2014, the procedure set out in Article 44 of Royal Decree 1065/2007, of July 27, will apply, as drafted by Royal Decree 1145/2011, of July 29, for the securities issued at a discount for a period of 12 or less months.

If Additional Provision One of Law 10/2014 does not apply, or if it does apply but the Commercial Paper is not issued at a discount or has a redemption period of more than 12 months, the general reporting obligations established in Article 42 of Royal Decree 1065/2007 will apply.

Wealth Tax

Legal persons are not subject to WT.

Temporary Solidarity Tax on Large Fortunes

Legal persons are not subject to TSLFT.

Inheritance and Gift Tax

Legal persons do not pay IGT.

Investors not resident in Spain

Non-Resident Income-Tax – Investors not resident in Spain with a permanent establishment

The income obtained by holders of the Commercial Paper who have the status of NRIT taxpayers will qualify as income obtained in Spain, with or without a permanent establishment, on the terms of Article 13 of the NRIT Act.

Income from the Commercial Paper obtained by a permanent establishment in Spain will be taxed in accordance with the rules of Chapter III of the aforementioned NRIT Act, without prejudice to the provisions of double taxation agreements entered into by Spain and the country where the relevant investor has tax residence (the "**DTAs**").

Such income will be excluded from NRIT withholdings in the same way as described for CIT taxpayers (legal persons resident in Spain). The procedure for excluding withholding or payment on account in respect of interest established for CIT taxpayers will also apply to non-residents operating in Spain through a permanent establishment.

Non-Resident Income Tax – Investors not resident in Spain without a permanent establishment

Income from Commercial Paper obtained by persons or entities not resident in Spain that act, for these purposes, without a permanent establishment, will be taxed in accordance with the rules of the NRIT Act.

However, to the extent that the requirements set forth in Additional Provision One of Law 10/2014 are met and, where applicable, the non-resident investor without a permanent establishment proves their status, income obtained from the securities will be exempt from NRIT on the same terms as income obtained from public debt, regardless of the investor's tax residence, in accordance with Article 14.1.(d) of the NRIT Act.

Otherwise, the income obtained by investors not resident in Spain from the difference between the redemption, transfer, reimbursement or exchange value of the securities issued under the Programme and their subscription or acquisition value will be subject to taxation at the rate of 19% and, in general, to withholding at the same rate, without prejudice to those rates resulting from the DTAs entered into by Spain or to the application of domestic exemptions. To apply the provisions of the DTAs or domestic exemptions, evidence of tax residence will be required in the form of the relevant certificate validly issued by the tax authorities of the investor's country of tax residence, in which the tax residence is expressly specified for the purposes established in the DTA.

In the case of securities issued at a discount for a term equal to or less than 12 months, for the exemption provided for in Law 10/2014 mentioned in the previous paragraph to apply, it will be necessary to comply with the procedure established in Article 44 of Royal Decree 1065/2007, as amended by Royal Decree 1145/2011, of July 29.

If Additional Provision One of Law 10/2014 does not apply, or if it does apply but the Commercial Paper is not issued at a discount or has a redemption period of more than 12 months, the general reporting obligations established in Article 42 of Royal Decree 1065/2007 will apply.

When Additional Provision One of Law 10/2014 does not apply to the Commercial Paper, the potential application of a tax exemption pursuant to Spanish regulations or DTAs will be subject to the non-resident investor without a permanent establishment in Spain proving such status by presenting the relevant tax residence certificate.

Failure to provide evidence of tax residence abroad will mean that the income arising from the Commercial Paper will be subject to withholding at the current general rate of 19%.

Wealth Tax

Without prejudice to the provisions of the DTAs entered into by Spain, individuals with tax residence abroad will be subject to WT on the assets and rights they hold as of December 31 of each year when such assets and rights are located in Spain or could be exercised or enforced in Spain.

Taxpayers may apply the reduction corresponding to the minimum exemption of 700,000 euros, applying the general tax scale for WT, the rates of which range between 0.2% and 3.5% for 2024, and without prejudice to any specific regulations approved by each Autonomous Community. The taxable base in this case will be the average trading value in the fourth quarter of each year.

However, securities whose income is exempt pursuant to the provisions of the NRIT Act will be exempt from WT.

According to Additional Provision Four of the WT Act, non-resident taxpayers will be entitled to apply the tax regulations approved by the Autonomous Community with the highest value of the assets and rights of which they are the holders and for which the tax is imposed because they are located or can be exercised or enforced in Spain.

The LPGE 2021 repeals the second paragraph of the sole Article of Royal Decree-Law 13/2011, of September 16 that reinstated Wealth Tax on a temporary basis. It also repeals the general discount of 100% of the full tax liability, effective from January 1, 2021.

Temporary Solidarity Tax on Large Fortunes

Non-resident individuals who hold assets and rights that are located or may be exercised or enforced in Spain will be subject to limited TSTLF liability where applicable with respect to such assets and rights.

Similar rules to those described in the section for individuals resident in Spain will apply to these taxpayers on a limited basis.

Inheritance and Gift Tax

In accordance with the IGT Act, individuals not resident in Spain who acquire securities or rights thereover by inheritance, legacy or gift and who are resident in a country with which Spain has entered into a DTA in relation to such tax will be subject to taxation in accordance with the provisions of the respective DTA. For such provisions to apply, evidence of tax residence must be provided by furnishing the relevant certificate validly issued by the tax authorities of the investor's country of residence, expressly specifying the place of residence for the purposes provided for in the DTA.

If a DTA does not apply, individuals not resident in Spain will be subject to IGT in accordance with applicable State-level rules for the acquisition of assets located in Spain or rights that can be exercised or enforced in Spain. The effective tax rate will range from 0% to 81.6%.

Non-residents are generally subject to IGT in accordance with State-level tax regulations. However, and in accordance with Additional Provision Two of the IGT Act, any non-resident in Spain may apply Autonomous Community tax regulations on the following terms:

(i) In the case of inheritance, the application Autonomous Community regulation will correspond to where: (a) the highest value of the assets and rights of the estate are located in Spain if the deceased was not a resident in Spain; or (b) the deceased was a resident.

(ii) In the event of gifts, non-resident taxpayers in Spain will have the right to apply the tax regulations approved by the Autonomous Region where the relevant movable assets have been located for the highest number of days in the immediately preceding five-year period, running from date to date and ending on the day before the tax is accrued.

Reporting obligations under Article 44 of Royal Decree 1065/2007

For the exemption contained in Law 10/2014 to apply, and to the extent that the Commercial Paper is issued at a discount for a term equal to or less than 12 months, it will be necessary to comply with the reporting obligations set out in Article 44 of Royal Decree 1065/2007 that are summarized below.

In the case of securities originally registered with a securities clearing and settlement entity domiciled in Spain, entities that hold the securities registered in their third-party accounts, as well as entities that manage securities clearing and settlement systems based abroad that have an agreement with the aforementioned securities clearing and settlement entity domiciled in

Spain, must provide the issuer with a statement for each income payment that is aligned with their records and contains the following information regarding the securities, in accordance with the Annex to said Royal Decree 1065/2007:

(i) Identification of the securities;
(ii) Total amount to be reimbursed;
(iii) Repayment date;
(iv) Amount of income corresponding to PIT taxpayers; and
(v) Amounts to be reimbursed that must be paid in full (which will be, in principle, those corresponding to NRIT and CIT taxpayers).

The aforementioned statement will be filed on the business day prior to the date of each redemption of the Commercial Paper, reflecting the situation at the close of the market on that same day. Failure to file the aforementioned statement by any of the obliged entities on the date provided for above will require the Issuer or the Paying Agent to pay the income corresponding to such entity for the net amount resulting from applying the general withholding rate (currently 19%) to all such income.

Subsequently, if the obliged entity files the statement prior to the tenth day of the month following the month when the redemption of the Commercial Paper takes place, the Issuer or the Paying Agent shall pay any excess withheld amounts as soon as the statement is received.

All the foregoing will apply without prejudice to the general reporting obligations established in the tax regulations for issuers, as well as for entities resident in Spain which, in their capacity as financial intermediaries, act as depositaries of the Commercial Paper in relation to PIT, CIT and NRIT taxpayers with a permanent establishment in Spain and who are holders of Commercial Paper according to the records of such entities.

<u>General reporting regime</u>

If the issue is not covered by Additional Provision One of Law 10/2014, or it is covered but the Commercial Paper is not issued at a discount or is issued for a redemption period of more than 12 months, the reporting obligations contained in the PIT Regulation (Article 92) and the CIT Regulation (Article 63) will apply, according to which, in order to dispose of or obtain reimbursement of financial assets with implicit yield that must be subject to withholding, an obligation is established to demonstrate the previous acquisition thereof, as well as the price at which the transaction was carried out, to the notary public or the financial institution obliged to make the withholding (depositories of the securities). Therefore, the financial institution acting on behalf of the depositor must issue a certification of the following to the Issuer or the Paying Agent:

(i) transaction date and identification of the Commercial Paper;
(ii) name of the acquirer;
(iii) tax identification number of the acquirer or depositor; and
(iv) acquisition price.

The certification will be issued in three counterparts, of which two will be delivered to the taxpayer, while the third will remain in the possession of the certifying person or entity (depositary). The Issuer may not proceed with the repayment or redemption when the holder of the Commercial Paper does not demonstrate the prior acquisition through its depositary by furnishing the relevant certificate. Therefore, once the Issuer or Paying Agent has transferred the funds to the depositaries obliged to withhold, they will be obliged to calculate the income attributable to the holder of the Commercial Paper and notify it to both the holder and the tax authorities, as well as to make the relevant withholding when required in accordance with the foregoing.

Indirect taxation when acquiring and transferring the Commercial Paper

The acquisition and any subsequent transfer of the Commercial Paper is exempt from Transfer Tax and Stamp Duty and Value Added Tax, on the terms set out in Article 338 of the Securities Market Act and related provisions of the laws regulating the aforementioned taxes.

22. Publication of the Information Memorandum

This Information Memorandum will be published on the MARF website (www.bolsasymercados.es).

23. Description of the placement system and, as applicable, subscription of the issue

Placement by the Dealers

Each of the Dealers may act as an intermediary when placing the Commercial Paper. However, each Dealer may subscribe for the Commercial Paper in its own name.

For these purposes, the Dealer may request the Issuer, on any business day between 10:00 a.m. and 2:00 p.m. (CET), to provide volume quotations and interest rates for potential issues of Commercial Paper in order to carry out the corresponding book-building process among professional clients and eligible counterparties.

The amount, interest rate, issue and disbursement date, maturity date and other terms of each issue placed by each of the Dealers will be determined by agreement between the Issuer and each Dealer. Each Dealer will confirm the terms of such agreement by submitting to the Issuer a document containing the terms of the issue, and the Issuer, if it agrees with such terms, shall return it to the corresponding Dealer to indicate confirmation.

The agreement between the Issuer and the Dealers must be finalized on the same day as the request, with the parties agreeing on the disbursement and issue date, which may not be fewer than two business days after the date of the issue agreement.

In the event that an issue of the Commercial Paper is initially subscribed by the Dealer for subsequent transfer to professional clients and eligible counterparties, it is declared that the price at which the corresponding Dealer transfers the Commercial Paper will be freely agreed between the parties concerned, and it may not coincide with the issue price (i.e., the cash amount).

Issue and subscription of Commercial Paper directly by investors

The Programme also envisages the possibility that final investors with the status of "qualified investors" in accordance with the definition provided in Article 2(e) of the Prospectus Regulation, and "eligible counterparties" or "professional clients", according to the definition attributed to each of these terms in MiFID II and its implementing regulations (including Articles 194 and 196 of the Securities Market Act), may subscribe the Commercial Paper directly from the Issuer, subject to compliance with any requirements arising from applicable law.

In such cases, the amount, interest rate, issue and disbursement dates, maturity date, as well as the other terms of each issue thus arranged, will be agreed between the Issuer and the relevant final investors upon each specific issue.

24. Costs of all legal, financial, audit and other advisory services for the Issuer in connection with the formalization of the Programme

The total costs of all legal, financial, auditing and other services provided to the Issuer for the issue/admission to trading of the Commercial Paper Programme amount to approximately a HUNDRED THOUSAND EUROS (€100,000), excluding taxes (on the assumption that the maximum amount is issued under the Commercial Paper Programme), and including the fees of the MARF and Iberclear.

25. Admission to trading of the Commercial Paper

25.1 Request for admission to trading of the Commercial Paper on the Alternative Fixed-Income Market. Period of admission to trading

A request will be made for the admission to trading of the Commercial Paper described in this Information Memorandum on the MARF. The Issuer undertakes to carry out all the necessary actions so that the Commercial Paper is listed on said market within a maximum period of seven (7) business days running from each Commercial Paper issue date, which as previously stated will coincide with the disbursement date. The date of admission to trading of the Commercial Paper on the MARF must in any event be a date within the term of this Information Memorandum and prior to the maturity date of the respective Commercial Paper. In the event of breach of such deadline, the reasons for the delay will be notified to the MARF and published as other relevant information on the MARF website, without prejudice to any potential contractual liability that the Issuer might incur.

The MARF has the legal structure of a multilateral trading facility (MTF), under the terms set out in Article 68 of the Securities Market Act, functioning as an unofficial alternative market for the trading of fixed-income securities.

This Information Memorandum is required under Circular 1/2025.

Neither the MARF, nor the CNMV, nor the Dealers have approved or carried out any type of verification or check in relation to the content of this Information Memorandum, the Issuer's audited annual accounts, or the credit rating reports or second opinion on sustainability submitted by the Issuer. The intervention of the MARF does not imply any statement or recognition regarding the complete, understandable and consistent nature of the information contained in the documentation provided by the Issuer.

Before making any investment decision regarding the Commercial Paper as negotiable securities, it is recommended that each potential investor read this Information Memorandum carefully and in full and obtain financial, legal and tax advice from experts in the contracting of this type of financial asset.

The Issuer expressly declares that it is aware of the requirements and conditions for the admission to trading, continued trading and delisting of the Commercial Paper on the MARF, according to applicable law and the requirements of its governing body, and the Issuer agrees to comply with them.

The Issuer expressly declares that it is aware of the requirements for registration and settlement on Iberclear. Transactions will be settled through Iberclear.

25.2 Publication of the admission to trading of the Commercial Paper issues

The admission to trading of the Commercial Paper issues will be disclosed via the MARF website (www.bolsasymercados.es).

26. Liquidity agreement

The Issuer has not assumed any liquidity commitment with any entity regarding the Commercial Paper to be issued under the Programme.

In Madrid, on June 26, 2025.

As the person responsible for the Information Memorandum:

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Mr. Alexander Arrola González
ELECNOR, S.A.

ISSUER

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ANNEX

LINK TO THE INDIVIDUAL AND CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER FOR THE FINANCIAL YEARS ENDED DECEMBER 31, 2023 AND DECEMBER 31, 2024

Audited and without qualification

https://www.grupoelecnor.com/estados-financieros