

**PROPOSAL OF RESOLUTIONS
OF THE ORDINARY SHAREHOLDERS MEETING
OF OBRASCON HUARTE LAIN, S.A.
(29 and 30 June 2023)**

One.- To approve the Annual Accounts formed by the Balance Sheet, Profit and Loss Accounts, the Statement in Changes of Net Equity, the Statement of Cash Flow and the Report as well as the relevant Management Report as of 31st December 2022, both for the Company and its Consolidated Group.

This proposal is supported by the favourable report of the Audit and Compliance Commission.

Two.- To approve the statement of consolidated non-financial information of the year as of 31st December 2022 and which forms part of the management report of the consolidated group of OBRASCON HUARTE LAIN, S.A.

This proposal is supported by the favourable report of the Appointments and Remuneration Commission.

Three.- To approve the proposal to allocate the results of the Company as of 2022 showing losses for an amount of €66,079,140.45 to Negative results carried over.

This proposal is supported by the favourable report of the Audit and Compliance Commission.

Four.- To approve the management of the Board of Directors of the Company during 2022.

Five.-

5.1. To re-elect Mr Jose Antonio Fernández Gallar as director of the Company. Mr Fernández Gallar appointment is made for a statutory period of four (4) years from the date of this resolution. For the relevant purposes it is hereby stated that Mr Jose Antonio Fernández Gallar will have the status of executive director.

His professional biography is as follows:

Mr Jose Antonio Fernández Gallar is Civil Engineer specialized in hydraulic and power engineering by the ETS de ICCP de Madrid. Master in Real Estate and Construction Companies Management (MDI)

This proposal is supported by the favourable report of the Appointments and Remunerations Commission.

5.2. To re-elect Ms Carmen de Andrés Conde as director of the Company. The appointment of Ms De Andrés Conde is for a statutory period of four (4) years from the date of this resolution. For the relevant purposes it is hereby stated that Ms Carmen de Andrés Conde will have the status of independent director.

Her biographic profile is as follows:

Ms Carmen de Andrés Conde is the first woman in Spain holding the Degree in Civil Engineering, she has experience in the public sector (MOPU, Ministry of Industry and Energy and SEPI) where she has held management positions related to technology and innovation and also in the private sector (Uralita and Typsa). At present she is the Founder and CEO of Creatividad y Tecnología, S.A., a company devoted to technological consultancy. National Civil Engineering Prize (2021).

The appointment of Ms De Andrés Conde has been proposed by the Appointments and Remunerations Commission.

5.3. To re-elect Mr César Cañedo Argüelles Torrejón as director of the Company. The appointment of Mr Cañedo-Argüelles Torrejón is for a statutory period of four (4) years from the date of this resolution.

For the relevant purposes, it is hereby stated that Mr César Cañedo-Argüelles Torrejón will have the status of independent director.

His professional biography is as follows:

Mr César Cañedo-Argüelles Torrejón is Civil Engineer. He has successfully led projects such as Prointec, holding the position of President since 1990 and until 2013: during this stage he was the head of integration in Soluziona (Grupo Unión Fenosa). He has also chaired Inse Rail, S.L. and holds notable distinctions: Medal of Honour of the ICCP Association (2005), Medal of Professional Merits of the ICCP Association (1995) and the Medal of Honor of the Spanish Highway Association (2013).

The appointment of Mr Cañedo-Argüelles Torrejón is proposed by the Appointments and Remunerations Commission.

5.4. To re-elect Ms Reyes Calderón Cuadrado as director of the Company. The appointment of Ms Calderón Cuadrado is made for a statutory period of four (4) years from the date of this resolution.

For the relevant purposes it is hereby stated that Ms Reyes Calderón Cuadrado will have the status of independent director.

Her professional profile is as follows:

Ms Reyes Calderón Cuadrado if PhD in Economics and PhD in Philosophy by Universidad de Navarra, where she has been the Rector of Economics and Director of Reputation. Having completed the Top Management Program of Companies by the IESE and Digital Transformation Program by the Instituto de Empresas she holds half a dozen patents of Artificial Intelligence applicable to operational risk, reputational risk and energy consumption. She has been the Secretary of the Board of Directors of the Instituto de Empresa y Humanismo; independent director and President of the Audit Commission of the Corporación Pública Empresarial de Navarra and at present she is independent director of Abside media. She is permanent lecturer of Corporate Governance and Ethics at Universidad Francisco de Vitoria, having been visiting lecturer of Hass School (Universidad de Berkeley), at The School of Economics of the University College of London and La Sorbonne. With respect to her artistic bent she is the author of several novels translated to several languages and receiving the Azorin Prize and the Novel Lawyers Prize.

Ms Calderón Cuadrado appointment is proposed by the Appointments and Remunerations Commission.

5.5. To appoint Ms Ximena Caraza Campos as independent director of the Company. The appointment of Ms Caraza Campos is for a statutory period of four (4) years from the date of this resolution.

It is hereby stated that Ms Ximena Caraza Campos does not hold any management position in the company and her appointment is not respond to a proposal of the shareholders and therefore, for all legal, statutory effects as well as for the principles and standards of Good Governance applicable, she has the status of independent director.

Her professional profile is as follows:

Ms Ximena Caraza Campos holds a Degree in International Relations by Universidad de las Américas (México) and a Master in Company Management and Administration by the IE. She has held several positions in the Mexican Secretariat of Foreign Relations until been appointed Mexican Consul in Milan. She has also held several representation positions in public and private bodies and since 2018 she is Managing Director of Casa de México in Spain. Since 2019 he is independent director of the Board of Directors of Realía Business, S.A., President of the Appointments and Remunerations Commission and member of the Audit Commission.

The appointment of Ms Caraza Campos is proposed by the Appointments and Remunerations Commission.

Six.- To refer to advisory vote the Annual Report on Remunerations of directors corresponding to 2022 approved by the Board of Directors dated 28 March 2023.

This proposal is supported by the favourable report of the Appointments and Remunerations Commission.

Seven.- To approve pursuant to the provisions of article 529 novodecies of the Law on Corporations the amendment of the Policy on Remunerations of the Directors of OBRASCON HUARTE LAIN, S.A. currently in force, applicable from year 2023 and until 31 December 2025 which includes an amount of the annual maximum remuneration of the External Directors.

This proposal is supported by the favourable report of the Appointment and Remunerations Commission.

Eight.- Acknowledge the amendment of the Regulations of the Board of Directors pursuant to the report of the Board of Directors made available to the shareholders.

Nine.- To delegate on the Board of Directors the faculty to complete and correct resolutions approved and expressly entrust the President, Secretary and Vice-Secretary empowered with all faculties necessary to appear before the Notary to execute the resolutions adopted and proceed with all aspects necessary until their entry when applicable with the public registries as well as to make the relevant deposit of annual accounts at the Commercial Registry and grant, when



applicable, clarification and correction documents requesting the partial entry following the verbal or written qualification of the Commercial Registry.

The Board of Directors

24 May 2023.