

## **PROPOSAL OF THE APPOINTMENTS, REMUNERATION, SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ON RE-ELECTION OF INDEPENDENT DIRECTOR**

### **(Item 4 of the agenda of the meeting)**

#### **1. Purpose of the proposal**

The Appointments, Remuneration, Sustainability and Corporate Social Responsibility Committee ("ARS&CSR"), of 6 May 2025, proposes to submit the board of directors for a vote at the ordinary general meeting of shareholders, convened for June 26, 2025, at Avenue Diagonal, 514, 6th floor, 08006 Barcelona, at 12:00 noon, at first call, and, in the event that the necessary quorum is not present, by June 27, 2025, at the same place and time, on second call, the re-election of Ms. Carme Moragues Josa as an independent director of Ercros, which is the subject of item four on the agenda of said meeting.

With this proposal, the ARS&CSR complies with the provisions of section 5 of article 529 *decies* of the Spanish Corporate Enterprises Act ("CEA") and articles 26.3 of the articles of association ("AA") and 26.3 and 28 of the board of directors' regulations of Ercros.

The aforementioned articles establish that proposals for the appointment or re-election of independent directors correspond to the ARS&CSR committee and must be accompanied by a justifying report from the board in which the competence, experience and merits of the proposed candidate are assessed.

#### **2. Justification of the proposal**

The proposal for the re-election of Ms. Carme Moragues Josa as an independent director of Ercros, for the maximum period established by law, is based on the end on June 11, 2025, of the maximum period for which she was appointed.

Articles 27.3 of the AA and 29.1 of the board of directors' regulations establish that the directors shall hold office for the period established for this purpose by the general meeting, which may not exceed the maximum period established by law (currently set at four years) and must be equal to all of them, at the end of which they may be re-elected one or more times for periods of the same maximum duration.

With this proposal for re-election, recommendation 17 of the Code of Good Governance ("CBG") is fully complied with, and partially with recommendation 15 of the CBG and articles 25 of the AA and 8 and 9 of the board of directors' regulations:

- (i) Non-executive directors make up a large majority of the board;
- (ii) Independent directors represent at least one third of the total number of directors;

- (iii) However, currently, of the six directors, two are women (33%), below the recommended 40%.

In the same sense, for the same reason, the provisions of the director selection and diversity policies of the Ercros board, approved by the board on February 18, 2016 and December 17, 2021, respectively, which establish that in the director selection processes: (i) the proportion of types of directors provided for in the bylaws and the regulations of the board will be respected; (ii) an appropriate composition of the same will be favoured; and (iii) the diversity of knowledge, training and professional experiences, age and gender within it will be promoted and encouraged.

This circumstance is due to the need to preserve the stability, continuity and operability of the board of directors in an extraordinary context marked by the Offers, which requires maintaining the current composition of the board under the terms of the following section.

### **3. Current scenario as a result of the presentation of the voluntary takeover bids of Ercros by Bondalti Ibérica, S.L.U. and Esseco Industrial S.p.A. and prior analysis of the board's needs**

The ARS&CSR, together with the board of directors of Ercros, have been working since the last quarter of 2023 on a proposal for the renewal of the people who make up the board, focused on the incorporation of new independent directors and the redefinition of the functions of the chairman of the board and the exercise of executive functions. The aforementioned proposal was to be submitted to the 2024 general meeting.

The proposal to renew the board was close to being finalised when the voluntary takeover bid for the Company by Bondalti Ibérica, S.L.U. and, subsequently, also by Esseco Industrial S.p.A. (the "Offers" and the "Offerors") took place. In this regard, reasons of prudence and diligence advised postponing the aforementioned renewal of the members of the board of directors, so that the same existing board as when the Offers arose would be maintained after the ordinary meeting of 2024.

Indeed, on the one hand, the board of directors must issue the report required by current regulations in relation to the Offers during the period of acceptance of these. Given the relevance of this report in the Offers procedure and its importance for the Company and the shareholders to whom the Offers are addressed, it seems reasonable that it should be issued by the current board of directors, which is the one with in-depth knowledge of Ercros and its activity, and which has been responsible for its management until now. It would not seem reasonable or prudent for a majority renewed board of directors to have to undertake that task immediately after its appointment, nor for a new board to be in a better position to safeguard the interests of shareholders in the Offerings than the current one, which will be the main objective of the board during this process.

On the other hand, if any of the Offers were to be successful (or another competing offer), it seems reasonable that the new controlling shareholder would have a direct intervention in the configuration of the Company's board of directors, especially in the event that Ercros ceases to be a listed company, which is the objective of the Offerors, as stated in the Offers. It would then make no sense to propose to the ordinary general meeting a new board of directors with

a short duration, which would cease to be so if any of the Offers are accepted by the shareholders, which would happen in a relatively short period of time.

For this reason, the meeting of June 28, 2024 approved the renewal of the five directors with expired mandates: Antonio Zabalza Martí, as executive director; Lourdes Vega Fernández, as an independent director; Laureano Roldán Aguilar and Eduardo Sánchez Morondo, as external directors; and Joan Casas Galofré, as proprietary director.

Likewise, in view of the above, in view of the end of the mandate of one of its independent directors, and in line with recommendation 14 of the CBG, the board of directors and, in its part, the ARS&CSR have carried out a prior analysis of the needs generated in the Company's board of directors with the premise of respecting the proportion of types of directors provided for in the bylaws and the regulations the board of directors; to maintain the current gender parity; and to promote the diversity of knowledge, training and professional experience, which has led to the proposal for the re-election of Ms. Carme Moragues Josa as an independent director.

The ARS&CSR has considered that the re-election of Ms. Moragues Josa (i) will provide stability to the Company during the process of processing and finalizing the Offers and (ii) will contribute to the board, considered as a whole, continuing to have the appropriate knowledge and experience for the governance of the Company and to promote and supervise the day-to-day management of the Company and the effectiveness of the management team in complying with the and that his extensive experience, in particular in the field of accounting and auditing, will bring plural points of view to the debate on the matters of the Board of Directors, will avoid univocal thinking and will contribute even more to providing a greater degree of transparency to the ordinary management of the Company.

The aforementioned director continues to meet the requirements of suitability to perform the position as she has the required honourability, training, dedication and commitment to the exercise of the functions of the position of director.

With regard to the evaluation of the work and effective dedication of the aforementioned director, since her appointment and until the present date, the board has verified the compliance by said director with the specific duties and obligations inherent to her position provided for in the law, the bylaws and chapter IX of the board of directors' regulations.

#### **4. Details of the independent director candidate's training and professional experience**

Ms. Moragues Josa has been a member of the board of directors of Ercros since 2017, of which she is a coordinating director. She is also chair of the audit committee and a member of the appointments, remuneration, sustainability and corporate social responsibility committee.

Born in Lleida in 1957, she has a degree in Economics and Business Administration from the University of Barcelona and has completed the management development program at IESE.

She began her career in the research service of the Chamber of Commerce, Industry and Navigation of Barcelona and later joined the company PricewaterhouseCoopers, where she

has remained until 2017 as an accounting partner-auditor.

She is a member of the Institute of Chartered Accountants of Spain, the Official Register of Auditors and an accounting expert accredited by the Register of Accounting Experts. She was also a member of the Technical Committee of the Association of Chartered Accountants of Catalonia.

The board of directors considers that Ms. Carme Moragues Josa has the knowledge, competence and experience necessary to hold the position of independent director.

## **5. ARS&CSR proposal**

The ARS&CSR proposes to submit to the board of directors to a vote at the ordinary general meeting of shareholders, convened for June 26, 2025, at first call, and for June 27, 2025, at second call, the re-election of Ms. Carme Moragues Josa as an independent director of Ercros, for the maximum period established by law for having ended the term for which she was appointed.

The ARS&CSR's proposal is based on the fact that said director meets the requirements of suitability to perform the position as she has the required honourability, training, dedication and commitment to the exercise of the functions of the position of director.

Lourdes Vega Fernández  
Chair of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility  
Committee of Ercros

Barcelona, May 6, 2025