

**PRIOR REPORTS OF THE APPOINTMENTS, REMUNERATION,
SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY
COMMITTEE REGARDING THE RATIFICATIONS OF THE
APPOINTMENTS BY CO-OPTATION OF MR ANTONIO VALERO
SOLANELLAS AS PROPRIETARY DIRECTOR AND OF MR JOÃO
MARÍA GUIMARÃES JOSÉ DE MELLO AND MR ANDRÉ CABRAL
CÔRTE-REAL DE ALBUQUERQUE AS EXECUTIVE DIRECTORS**

(Items 6, 7 and 8 of the agenda of the General Shareholders' Meeting)

PRIOR REPORT OF THE APPOINTMENTS, REMUNERATION, SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE REGARDING THE DESIGNATION BY CO-OPTATION OF MR ANTONIO VALERO SOLANELLAS AS PROPRIETARY DIRECTOR

1. Purpose of the report

As a consequence of the vacancy on the board of directors of Ercros, S.A. (the “**Company**”) arising following the resignation of director Mr Antonio Zabalza Martí, the Company has considered the possibility of appointing Mr **Antonio Valero Solanellas** by co-optation as director of the Company with the category of proprietary director.

In accordance with the provisions of articles 529 *decies.6* of the revised text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (“CEA”), 35.4.c) of the Articles of Association and 17.4.c) of the Regulations of the Board of Directors, the proposal for the appointment of any non-independent director must be preceded by a report of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility Committee (“ARS&CSR”). Likewise, in accordance with the provisions of article 529 *sexies.1* of the CEA, the proposal for the appointment of the chair of the board of directors must be preceded by a report of the ARS&CSR.

In compliance with the foregoing, the ARS&CSR issues this report for the purposes of assessing the suitability of the proposal for the appointment of Mr Antonio Valero Solanellas as director of the Company with the category of proprietary director and of his designation as chair of the board of directors.

2. Prior analysis of the needs of the board

The board of directors has requested a prior report from the ARS&CSR Committee to support its proposal for the designation of Mr Antonio Valero Solanellas as a member of the board of directors through the co-optation procedure, as a consequence of:

- (i) the vacancy arising within the board of directors as a consequence of the resignation of Mr Antonio Zabalza Martí;
- (ii) the 77.23% shareholding interest held by Bondalti Iberica S.L.U. in the share capital of the Company, according to the information published on the website of the Spanish National Securities Market Commission (www.cnmv.es); and
- (iii) the intention of the aforementioned shareholder to appoint a new proprietary director to represent it on the board of directors.

Taking the foregoing into account, and in view of the composition of the board of directors following the occurrence of the aforementioned vacancy, as well as the shareholding structure of the Company, the ARS&CSR Committee considers the appointment by co-optation of a proprietary director representing Bondalti Iberica S.L.U. to be appropriate and suitable.

In this regard, and with respect to the designation of Mr Antonio Valero Solanellas as candidate for proprietary director, the ARS&CSR Committee has taken into consideration:

- (i) the structure and composition of the board of directors following the resignation of Mr Antonio Zabalza Martí and the shareholding structure of the Company;
- (ii) the highly qualified and suitable professional profile of Mr Antonio Valero Solanellas for the performance of the duties of proprietary director, demonstrating recognised experience, solvency and competence;
- (iii) the potential contributions of Mr Antonio Valero Solanellas as proprietary director; and
- (iv) the needs of the board of directors regarding the members comprising it (especially following the resignation of Mr Antonio Zabalza Martí).

In accordance with recommendation 14 of the Good Governance Code (“GGC”), the ARS&CSR Committee has carried out a prior analysis of the needs arising within the board of directors.

Said analysis also took into account the need for the composition of this body, according to the typology of directors, to be balanced. Should the proposals of the board regarding the appointment of Mr Antonio Valero Solanellas as proprietary director and Mr João Maria Guimarães José de Mello as executive director be approved, the board would comprise: one executive director, representing 16.7% of the board; one external director, representing 16.7%; two proprietary directors, representing 33.3%; and two independent directors, representing 33.33%. Therefore, non-executive directors would represent 83.33% of the members of the board.

Likewise, the analysis took into account compliance with the criteria of diversity of professional experience, gender and educational background and the existence of a balance that enriches decision-making and provides plural viewpoints in the discussion of matters within its competence, as set forth in the directors’ selection and board diversity policies.

The proposed candidate meets the required profile, as he holds a degree in chemical sciences; and the experience of the six directors is diverse and extensive, as evidenced by their respective *curricula vitae*.

3. Details regarding the educational background and professional experience of Mr Antonio Valero Solanellas

Mr Antonio Valero Solanellas holds a degree in Chemical Sciences from the University of Barcelona and a Master’s degree in Business Management from EADA.

He began his professional career at Dow Chemical in 1981, where he developed his career in various positions of responsibility in the areas of production, environment and industrial operations, both in Germany and Spain. Throughout his career within the company, he held various management positions, including the management of industrial plants and business units in the hydrocarbons and energy sectors, until being appointed General Production Manager of Dow in Tarragona.

Subsequently, in March 2004, he was appointed Chair and Chief Executive Officer of Dow Chemical Ibérica, with responsibility for the company's activities in Spain and Portugal.

Throughout his professional career, he has served as chair of EMATSA, the Tarragona Chemical Business Association (AEQT) and the Spanish Chemical Industry Business Federation (FEIQUE). Additionally, he chaired the Environment Commission of the Spanish Confederation of Business Organisations (CEOE), and was a member of the board of directors of the Tarragona Chemical Business Association (AEQT) and the Spanish Confederation of Business Organisations. He has also been linked to the organisation of Expoquimia, to the Social Council of Rovira i Virgili University and has been a member of the board of directors of the Tarragona Water Consortium.

Since 2018, he has acted as adviser to the board of directors and senior management of Bondalti Iberica S.L.U.

4. Conclusions

The ARS&CSR considers that the profile, professional career and track record of Mr Antonio Valero Solanellas demonstrate that he possesses the appropriate competencies, experience and merits to perform the office of director of the Company and, consequently, to be appointed member of the board of directors of the Company by co-optation following the resignation of Mr Antonio Zabalza Martí. Likewise, the ARS&CSR has considered the suitability of the appointment by co-optation of the proposed candidate for director, since he will contribute to ensuring that the board, considered as a whole, continues to have the appropriate knowledge and experience for the governance of the Company, as well as to promote and supervise the ordinary management and the effectiveness of the management team in achieving the objectives established, additionally contributing, thanks to his extensive experience, plural viewpoints to the discussion of matters within the competence of the board of directors and improving the decision-making process.

In accordance with the provisions of the Directors' Selection Policy of the Company, approved by the board of directors on 18 February 2016, it is stated for the record that the ARS&CSR has verified that Mr Antonio Valero Solanellas is not subject to any of the incompatibilities, prohibitions or conflicts of interest established by law or by the corporate governance system of the Company and that the selection procedure has not suffered from implicit biases that could imply any form of discrimination.

For the purposes of article 529 duodecies of the CEA, it is stated for the record that Mr Antonio Valero Solanellas represents a significant shareholder of the Company – Bondalti Iberica S.L.U. – and, therefore, the candidate shall have the category of proprietary director.

In light of the foregoing, the members of the ARS&CSR Committee consider the appointment of Mr Antonio Valero Solanellas as proprietary director of the Company and his designation as chair of the board of directors to be justified and report favourably thereon.

Ms Carme Moragues Josa
Chair of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility Committee ("ARS&CSR") of Ercros

Barcelona, 7 April 2026

PRIOR REPORT OF THE APPOINTMENTS, REMUNERATION, SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE REGARDING THE APPOINTMENT BY CO-OPTATION OF MR JOÃO MARIA GUIMARÃES JOSÉ DE MELLO AS EXECUTIVE DIRECTOR

1. Purpose of the report

As a consequence of the vacancy on the board of directors of Ercros, S.A. (the “**Company**”) arising following the resignation of director Mr Laureano Roldán Aguilar, the Company has considered the possibility of appointing Mr João Maria Guimarães José de Mello by co-optation as director of the Company with the category of executive director.

In accordance with the provisions of articles 529 *decies.6* of the revised text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (“CEA”), 35.4.c) of the Articles of Association and 17.4.c) of the Regulations of the Board of Directors, the proposal for the appointment of any non-independent director must be preceded by a report of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility Committee (“ARS&CSR”).

In compliance with the foregoing, the ARS&CSR issues this report for the purposes of assessing the suitability of the proposal for the appointment of Mr João Maria Guimarães José de Mello as director of the Company with the category of executive director.

2. Prior analysis of the needs of the board

The board of directors has requested a prior report from the ARS&CSR Committee to support its proposal for the designation of Mr João Maria Guimarães José de Mello as a member of the board of directors through the co-optation procedure, as a consequence of:

- (i) the vacancy arising within the board of directors as a consequence of the resignation of Mr Laureano Roldán Aguilar;
- (ii) the 77.23% shareholding interest held by Bondalti Iberica S.L.U. in the share capital of the Company, according to the information published on the website of the Spanish National Securities Market Commission (www.cnmv.es); and
- (iii) the intention of the aforementioned shareholder to appoint a new director performing management functions within the Company.

Taking the foregoing into account, and in view of the composition of the board of directors following the occurrence of the aforementioned vacancy, as well as the shareholding structure of the Company, the ARS&CSR Committee considers the appointment by co-optation of a proprietary director who also performs management functions to be appropriate and suitable.

Due to Mr João Maria Guimarães José de Mello’s connection with the significant shareholder of the Company – Bondalti Iberica S.L.U. – in accordance with the provisions of article 529 *duodecies* of the CEA, Mr João Maria Guimarães José de Mello would have the status of proprietary director. However, Mr João Maria Guimarães José de Mello shall perform

management functions within the Company following his appointment and would therefore have the status of executive director. In accordance with article 529 *duodecies.1* in fine of the CEA, where a director performs management functions and, at the same time, represents a significant shareholder or a shareholder represented on the board of directors, such director shall be considered an executive director. In light of the foregoing, Mr João Maria Guimarães José de Mello shall have the status of executive director, on the basis of which this report has been prepared.

In this regard, and with respect to the designation of Mr João Maria Guimarães José de Mello as candidate for executive director, the ARS&CSR has taken into consideration:

- (i) the structure and composition of the board of directors following the resignation of Mr Laureano Roldán Aguilar and the shareholding structure of the Company;
- (ii) the highly qualified and suitable professional profile of Mr João Maria Guimarães José de Mello for the performance of the duties of executive director, demonstrating recognised experience, solvency and competence;
- (iii) the potential contributions of Mr João Maria Guimarães José de Mello as executive director; and
- (iv) the needs of the board of directors regarding the members comprising it (especially following the resignation of Mr Laureano Roldán Aguilar).

In accordance with the recommendation 14 of the Good Governance Code (“GGC”), the ARS&CSR has carried out a prior analysis of the needs arising within the board of directors.

Said analysis also took into account the need for the composition of this body, according to the typology of directors, to maintain an appropriate balance. Should the proposals of the board regarding the appointment of Mr Antonio Valero Solanellas as proprietary director and Mr João Maria Guimarães José de Mello as executive director be approved, the board would comprise: one executive director, representing 16.7% of the board; one external director, representing 16.7%; two proprietary directors, representing 33.3%; and two independent directors, representing 33.33%. Therefore, non-executive directors would represent 83.33% of the members of the board.

Likewise, the analysis took into account compliance with the criteria of diversity of professional experience, gender and educational background and the existence of a balance that enriches decision-making and provides plural viewpoints in the discussion of matters within its competence, as set forth in the directors’ selection and board diversity policies.

The proposed candidate meets the required profile, as he holds qualifications in business administration and management; and the experience of the six directors is diverse and extensive, as evidenced by their respective *curricula vitae*.

3. Details regarding the educational background and professional experience of Mr João Maria Guimarães José de Mello

Mr João Maria Guimarães José de Mello undertook business management training at the École d'Administration et de Direction d'Entreprises, in Switzerland, and completed his university studies in Textile Industrial Techniques at the Catholic University of Louvain, in Tournai. Likewise, he has undertaken training in various management areas, including the Leadership Program for Top Managers at the International Institute for Management Development, in Switzerland.

He has more than 30 years of professional experience in the chemical industry.

Throughout his professional career, he has served as chair of the General Assembly of APQuímica (Portuguese Association of Chemistry, Petrochemicals and Refining). Likewise, he represents Bondalti on the General Council of COTEC (Business Association for Innovation), is vice-chair of the board of the General Assembly of AIP (Portuguese Industrial Association) and has been a member of the board of directors of CEFIC since 2024.

At present, he is chair of the board of directors and of the executive committee of Bondalti, as well as member of the board of directors and of the executive committee of José de Mello Capital, S.A., shareholder of Bondalti Iberica S.L.U.

4. Conclusions

The ARS&CSR considers that the profile, professional career and track record of Mr João Maria Guimarães José de Mello demonstrate that he possesses the appropriate competencies, experience and merits to perform the office of director of the Company and, consequently, to be appointed member of the board of directors of the Company by co-optation following the resignation of Mr Laureano Roldán Aguilar. Likewise, the ARS&CSR has considered the suitability of the appointment by co-optation of the proposed candidate for director, since he will contribute to ensuring that the board, considered as a whole, continues to have the appropriate knowledge and experience for the governance of the Company, as well as to promote and supervise the ordinary management and the effectiveness of the management team in achieving the objectives established, additionally contributing, thanks to his extensive experience, plural viewpoints to the discussion of matters within the competence of the board of directors and improving the decision-making process.

In accordance with the provisions of the Directors' Selection Policy of the Company, approved by the board of directors on 18 February 2016, it is stated for the record that the ARS&CSR has verified that Mr João Maria Guimarães José de Mello is not subject to any of the incompatibilities, prohibitions or conflicts of interest established by law or by the corporate governance system of the Company and that the selection procedure has not suffered from implicit biases that could imply any form of discrimination.

Likewise, as indicated above, due to Mr João Maria Guimarães José de Mello's connection with the significant shareholder of the Company – Bondalti Iberica S.L.U. – in accordance with the provisions of article 529 *duodecies* of the CEA, Mr João Maria Guimarães José de Mello would have the status of proprietary director. However, Mr João Maria Guimarães José de Mello shall perform management functions within the Company following his appointment and shall therefore have the status of executive director. In accordance with article 529 *duodecies*.1 in

fine of the CEA, where a director performs management functions and, at the same time, represents a significant shareholder or a shareholder represented on the board of directors, such director shall be considered an executive director. In light of the foregoing, Mr João Maria Guimarães José de Mello shall have the status of executive director.

In light of the foregoing, the members of the ARS&CSR consider the designation of Mr João Maria Guimarães José de Mello as executive director of the Company to be justified and report favourably thereon.

Ms Carme Moragues Josa
Chair of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility
Committee (“ARS&CSR”) of Ercros

Barcelona, 7 April 2026

PRIOR REPORT OF THE APPOINTMENTS, REMUNERATION, SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE REGARDING THE DESIGNATION BY CO-OPTATION OF MR ANDRÉ CABRAL CÔRTE-REAL DE ALBUQUERQUE AS EXECUTIVE DIRECTOR

1. Purpose of the report

As a consequence of the vacancy on the board of directors of Ercros, S.A. (the “**Company**”) arising following the resignation of director Mr Eduardo Sánchez Morrondo, the Company has considered the possibility of designating Mr André Cabral Côte-Real de Albuquerque by co-optation as director of the Company with the category of executive director.

In accordance with the provisions of articles 529 *decies.6* of the revised text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (“CEA”), 35.4.c) of the Articles of Association and 17.4.c) of the Regulations of the Board of Directors, the proposal for the appointment of any non-independent director must be preceded by a report of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility Committee (“ARS&CSR”).

In compliance with the foregoing, the ARS&CSR issues this report for the purposes of assessing the suitability of the proposal for the appointment of Mr André Cabral Côte-Real de Albuquerque as director of the Company with the category of executive director.

2. Prior analysis of the needs of the board

The board of directors has requested a prior report from the ARS&CSR to support its proposal for the designation of Mr André Cabral Côte-Real de Albuquerque as a member of the board of directors through the co-optation procedure, as a consequence of:

- (i) the vacancy arising within the board of directors as a consequence of the resignation of Mr Eduardo Sánchez Morrondo;
- (ii) the 77.23% shareholding interest held by Bondalti Iberica S.L.U. in the share capital of the Company, according to the information published on the website of the Spanish National Securities Market Commission (www.cnmv.es); and
- (iii) the intention of the aforementioned shareholder to appoint a new director who performs management functions within the Company.

Taking the foregoing into account, and in view of the composition of the board of directors following the occurrence of the aforementioned vacancy, as well as the shareholding structure of the Company, the ARS&CSR considers the appointment by co-optation of a proprietary director who also performs management functions to be appropriate and suitable.

Due to Mr André Cabral Côte-Real de Albuquerque’s connection with the significant shareholder of the Company – Bondalti Iberica S.L.U. – in accordance with the provisions of

article 529 *duodecies* of the CEA, Mr André Cabral Côte-Real de Albuquerque would have the status of proprietary director. However, Mr André Cabral Côte-Real de Albuquerque shall perform management functions within the Company following his appointment and would therefore have the status of executive director. In accordance with article 529 *duodecies.1* in fine of the CEA, where a director performs management functions and, at the same time, represents a significant shareholder or a shareholder represented on the board of directors, such director shall be considered an executive director. In light of the foregoing, Mr André Cabral Côte-Real de Albuquerque shall have the status of executive director, on the basis of which this report has been prepared.

In this regard, and with respect to the designation of Mr André Cabral Côte-Real de Albuquerque as candidate for executive director, the ARS&CSR has taken into consideration:

(i) the structure and composition of the board of directors following the resignation of Mr Eduardo Sánchez Morrondo and the shareholding structure of the Company;

(ii) the highly qualified and suitable professional profile of Mr André Cabral Côte-Real de Albuquerque for the performance of the duties of executive director, demonstrating recognised experience, solvency and competence;

(iii) the potential contributions of Mr André Cabral Côte-Real de Albuquerque as executive director; and

(iv) the needs of the board of directors regarding the members comprising it (especially following the resignation of Mr Eduardo Sánchez Morrondo).

In accordance with recommendation 14 of the Good Governance Code (“GGC”), the ARS&CSR has carried out a prior analysis of the needs arising within the board of directors.

Said analysis also took into account the need for the composition of this body, according to the typology of directors, to be balanced. The board would comprise: two executive directors, representing 33.33% of the board; two proprietary directors, representing 33.33%; and two independent directors, representing 33.33%. Therefore, non-executive directors would represent 66.7% of the members of the board.

Likewise, the analysis took into account compliance with the criteria of diversity of professional experience, gender and educational background and the existence of a balance that enriches decision-making and provides plural viewpoints in the discussion of matters within its competence, as set forth in the directors’ selection and board diversity policies.

The proposed candidate meets the required profile, as he holds a degree in business administration and management; and the experience of the six directors is diverse and extensive, as evidenced by their respective *curricula vitae*.

3. Details regarding the educational background and professional experience of Mr André Cabral Côte-Real de Albuquerque

Mr André Cabral Côte-Real de Albuquerque holds a degree in Business Administration and Management from the Universidade Católica Portuguesa, and has completed postgraduate studies at the same university and at AESE Business School.

He has more than 10 years of professional experience in the chemical sector.

Throughout his professional career, he has held positions of responsibility in companies and sectors of various kinds, including printed electronics, nanotechnology, civil explosives and fertilisers, acquiring experience in different functional and sectoral areas. Likewise, he is a member of the board of directors of FEIQUE and a business angel accredited by IAPMEI (Agency for Competitiveness and Innovation).

At present, he is a member of the board of directors and of the executive committee of Bondalti Capital and Bondalti Chemicals.

4. Conclusions

The ARS&CSR Committee considers that the profile, professional career and track record of Mr André Cabral Côte-Real de Albuquerque demonstrate that he possesses the appropriate competencies, experience and merits to perform the office of director of the Company and, consequently, to be appointed member of the board of directors of the Company by co-optation following the resignation of Mr Eduardo Sánchez Morrondo. Likewise, the ARS&CSR Committee has considered the suitability of the appointment by co-optation of the proposed candidate for director, since he will contribute to ensuring that the board, considered as a whole, continues to have the appropriate knowledge and experience for the governance of the Company, as well as to promote and supervise the ordinary management and the effectiveness of the management team in achieving the objectives established, additionally contributing, thanks to his extensive experience, plural viewpoints to the discussion of matters within the competence of the board of directors and improving the decision-making process.

In accordance with the provisions of the Directors' Selection Policy of the Company, approved by the board of directors on 18 February 2016, it is stated for the record that the ARS&CSR Committee has verified that Mr André Cabral Côte-Real de Albuquerque is not subject to any of the incompatibilities, prohibitions or conflicts of interest established by law or by the corporate governance system of the Company and that the selection procedure has not suffered from implicit biases that could imply any form of discrimination.

Likewise, as indicated above, due to Mr André Cabral Côte-Real de Albuquerque's connection with the significant shareholder of the Company – Bondalti Iberica S.L.U. – in accordance with the provisions of article 529 *duodecies* of the CEA, Mr André Cabral Côte-Real de Albuquerque would have the status of proprietary director. However, Mr André Cabral Côte-Real de Albuquerque shall perform management functions within the Company following his appointment and shall therefore have the status of executive director. In accordance with article 529 *duodecies.1* in fine of the CEA, where a director performs management functions and, at the same time, represents a significant shareholder or a shareholder represented on the board of

directors, such director shall be considered an executive director. In light of the foregoing, Mr André Cabral Côte-Real de Albuquerque shall have the status of executive director.

In light of the foregoing, the members of the ARS&CSR consider the designation of Mr André Cabral Côte-Real de Albuquerque as executive director of the Company to be justified and report favourably thereon.

Ms Carme Moragues Josa
Chair of the Appointments, Remuneration, Sustainability and Corporate Social Responsibility
Committee of Ercros

Barcelona, 7 April 2026

In the event of any discrepancy between the English and Spanish versions of this document, the Spanish version shall prevail.