



ANNUAL REPORT ON DIRECTOR OF LISTED COMPANIES

ISSUER IDENTIFICATION DETAILS

Year end-date:

31/12/2024

TAX ID (CIF):

A-48010573

Company name:

OBRASCÓN HUARTE LAIN, S.A.

Registered office:

PASEO DE LA CASTELLANA, 259 D, TORRE ESPACIO MADRID

A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

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

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

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

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

The remuneration policy applicable to directors of Obrascón Huarte Lain, S.A. ("OHLA" or the "Company") in 2025 is the policy approved by shareholders at the General Shareholders' Meeting held on 2 June 2022 with 93.12% of share capital present voting in favour and amended at the General Shareholders' Meeting held on 30 June 2023 with 87.47% of share capital present voting in favour (the "Remuneration Policy" or the "Policy"). For the purposes of this Annual Report on Remuneration (the "Report"), this remuneration policy remains effective until a new remuneration policy, where applicable, is approved.

In this regard, the Board of Directors (the "Board" of the "Board of Directors", on the recommendation of the Appointments and Remuneration Committee (the "ARC"), is expected to submit for approval at the 2025 General Shareholders' Meeting a new remuneration policy for Company directors aligned with the requirements of Royal Legislative Decree 1/2010 of 2 July 2010 (the "Corporate Enterprises Act") and good corporate governance practices. The new Policy, if approved by OHLA's General Shareholders' Meeting, would be effective as of the date of approval at the 2025 General Meeting; i.e., until 31 December 2028, and would replace and render without effect the Company's Director Remuneration Policy for the 2023-2025 period, without prejudice to the effects produced and vested during its term of validity.

The current Director Remuneration Policy runs until 31 December 2025. However, OHLA elected to move up the entry into force of the new Remuneration Policy, subject to approval by the General Shareholders' Meeting. The objective, among other matters, is to include the remuneration deriving from the "Incentive Stock Option Plan" (the "Plan") approved by OHLA's Board of Directors on 10 December 2024 under the framework of the share capital increase approved by the General Shareholders' Meeting held on 22 October 2024. With approval of the new Remuneration Policy, the Chief Executive Officer's participation would be approved.

The general principles guiding OHLA's Remuneration Policy are as follows:

- Transparency: the Company is committed to transparency in director remuneration, recognising the establishment of a Policy that is clear and known, available to all stakeholders.
- Prudent and effective risk management: the remuneration system is compatible with appropriate and effective risk management, in line with the Company's approved risk management policy. The amount of remuneration is determined based on a principle of prudence and is sufficiently high to compensate directors for their dedication, qualifications and responsibility without compromising their duty of loyalty.
- Alignment with corporate governance recommendations: the Policy respects the corporate governance principles and recommendations undertaken by the Company and those outlined in its Code of Conduct.
- Independence and absence of variable components: remuneration should be structured in a way that does not compromise the independent judgement of directors in discharging their general directorship duties, so it comprises exclusively a fixed amount for attending Board and Board committee meetings, and does not include any variable components.

- Fairness: it takes in account market trends and is devised in accordance with the Company's strategic focus, and is effective in attracting, motivating and retaining the best people.
- Link to the corporate strategy, interests and long-term stability: it contributes to the Company's corporate strategy and long-term stability, by being aligned with the objectives of shareholders and creating value sustainably over time.
- Balance between fixed and variable remuneration: the remuneration of directors who perform executive functions has an appropriate and efficient balance between fixed and variable components based on the responsibilities, dedication and achievement of targets by the directors.
- Link between remuneration and results ("pay for performance"): the remuneration of directors who perform executive functions is designed with a medium- and long-term view so as to encourage directors' performance in strategic terms by linking it to achievement of the objectives of the Company and the Group (the "Group" or "OHLA Group").

Based on the above, OHLA's Remuneration Policy includes the principles and guidelines described above, which are consistent with the Company's corporate governance policy. Moreover, it complies with the Corporate Enterprises Act to the extent that it is geared towards generating value for OHLA and aligning interests of shareholders with prudent risk management and full respect for the good corporate governance recommendations assumed.

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

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

RELATIVE IMPORTANCE OF VARIABLE REMUNERATION ITEMS VIS-À-VIS FIXED REMUNERATION (remuneration mix).

As provided for in the Remuneration Policy, the remuneration of External Directors does not include any variable components. Therefore, only Executive Directors are eligible to participate in variable remuneration schemes. This complies with Recommendation 57 of the Good Governance Code of Listed Companies ("GGCLC") of the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores or "CNMV"), as revised in June 2020, which states that variable remuneration should be confined to executive directors.

Specifically, the Executive Directors' remuneration scheme has a variable component aimed at aligning remuneration with OHLA's and its shareholders' objectives and encouraging performance in strategic terms.

The Company's aim is to design remuneration scheme that are aligned with market trends so as to attract, motivate and retain the best people, while linking remuneration to the Company's and the Group's results and targets.

In accordance with the Policy, the variable remuneration scheme of Executive Directors may include the following components: (i) annual variable remuneration, (ii) multi-year variable remuneration, and (iii) extraordinary variable remuneration.

This scheme has an appropriate and efficient balance between fixed and variable components based on responsibilities, dedication and achievement of strategic targets. However, the relative importance of the Executive Directors' variable remuneration could, depending on the level of achievement of performance targets for the accrual of that remuneration, become relatively more important than the fixed remuneration components.

The Executive Directors' variable remuneration is linked to the achievement of a combination of specific, predetermined and quantifiable economic-financial, industrial and operational targets of the Company, the related division or business unit, which must be aligned with the interests of shareholders and the Company's strategic plan. The Executive Directors' individual performance may also be evaluated and a weighting assigned to other corporate governance and corporate social responsibility targets, which may be quantitative or qualitative.

Specifically, in determining the relative importance of variable components vis-à-vis fixed components ("remuneration mix") of the Chief Executive Officer, the following are taken into account:

- Fixed cash remuneration for 2025 of EUR 1,200 thousand.
- Annual variable remuneration of EUR 1,200 thousand for a level of achievement of 100% of the predetermined targets.

Regarding the "Remuneration Mix", the Chief Executive Officer's annual "target" variable remuneration is equal to half of his total annual remuneration (i.e. sum of annual fixed remuneration and short-term variable remuneration, excluding amounts of remuneration in kind and any remuneration for participation in OHLA's "Incentive stock option plan").

In addition, as stated in the Remuneration Policy, Executive Directors may receive multi-year variable remuneration which, where this entails the delivery of shares or share options or is linked to the share price, must be approved by the General Shareholders' Meeting. The related resolution at the Meeting must specify the maximum number of shares that the Executive Directors may receive for participation in that remuneration scheme. The scheme may include a deferral period for delivery of the shares, so that the shares are received in instalments over time.

At its meeting of 10 December 2024, the Board of Directors approved the "Incentive stock option plan" under the framework of the share capital increase approved at the General Shareholders' Meeting held on 22 October 2024. Under the Plan, OHLA grants employees who participated in the share capital increase and accepted the invitation to the plan one (1) option for every two (2) shares subscribed in the capital increase, which will allow them to receive, free of charge, an equivalent number of OHLA ordinary shares, provided they hold the subscribed shares for a period of at least eighteen (18) months and meet all other requirements of the Plan. Participation in the Executive Director Plan is contingent on approval by the General Shareholders' Meeting.

Lastly, the Policy also states that Executive Directors may be eligible for extraordinary variable remuneration if, in the opinion of the Board of Directors, they have played a decisive role in transactions that are significant or transformational for OHLA Group and the results of which have a major and positive impact on the Company and its shareholders. According to the Remuneration Policy, it is up to the Board of Directors, based on a recommendation by the ARC, to establish the terms and conditions of any such remuneration.

ACTIONS TAKEN BY THE COMPANY IN RELATION TO THE REMUNERATION SYSTEM TO REDUCE EXPOSURE TO EXCESSIVE RISKS AND ALIGN IT WITH THE LONG-TERM OBJECTIVES, VALUES AND INTERESTS OF THE COMPANY, ACCRUAL PERIOD AND DEFERRAL OF PAYMENT.

The Remuneration Policy's remuneration principles comply with the Corporate Enterprises Act and are aligned with the principles and recommendations regarding director remuneration included in the GGCLC regarding the Company's size and importance, economic situation, comparability, profitability and sustainability, and the avoidance of excessive risk-taking and not rewarding poor performance.

In this respect, OHLA applies the following practices:

- a) Engage external advice where necessary.
- b) Review market trends periodically.
- c) Establish clawback arrangements for variable remuneration.
- d) Link payment of a significant portion of remuneration to the Company's economic-financial performance.

Measures to reduce exposure to excessive risk-taking and reinforce alignment with OHLA's long-term strategy, interests, objectives and values, and to provide sustainability to the Company's results are as follows:

- a) The ARC regularly reviews the Remuneration Policy, overseeing its compliance.
- b) The annual variable remuneration is paid after the authorisation for issue of the relevant financial statements and after having determined the level of achievement of financial targets. In this respect, the portion of annual variable remuneration linked to the results of the Company or one of its divisions should bear in mind any qualifications stated in the external auditor's report that reduce their amount.
- c) Allowing employees to allocate part of their remuneration to subscribe for OHLA shares in the share capital increase under the "Incentive stock option plan" more closely aligns their interests with those of shareholders and encourages their commitment to the organisation's long-term future.
- d) There is no entitlement to guaranteed variable remuneration, since there is a minimum threshold for achievement of targets below which this remuneration is not paid.
- e) There is a cap on annual variable remuneration.
- f) The amount of annual variable remuneration is contingent on the level of achievement of targets determined annually based on a recommendation by the ARC and approved by OHLA's Board of Directors.
- g) Included is a related clawback arrangement, which enables OHLA to demand reimbursement of the variable components of remuneration when payment was not in accordance with the performance conditions or when payment was made on the basis of data that have subsequently been clearly shown to have been inaccurate.
- h) If exceptional events occur, due to circumstances within or outside the Company, the ARC may submit a proposal to the Board of Directors to adjust the variable remuneration.
- i) The ARC is currently composed of five (5) members, two (2) of whom are also members of the Audit and Compliance Committee. The inter-related membership of directors of both committees ensures that risks related to remuneration are taken into consideration in the committees' discussions and the proposals submitted to the Board of Directors for determining and evaluating the annual incentives.

MEASURES IN PLACE TO AVOID CONFLICTS OF INTEREST.

Article 31 of the Board Regulations establish, among others, as basic obligations arising from the director's duty of loyalty the adoption of the necessary measures to avoid situations in which their interests, either as independent professionals or as employees, may be in conflict with the corporate interests of, and their duties to, the Company.

Specifically, Article 32 of the Board Regulations lists the acts that directors must refrain from carrying out, in compliance with the duty to avoid situations of conflict of interest. These provisions also apply if the beneficiary of the acts or of the prohibited activities is a person related to the director.

In any case, directors must notify the Board of Directors of any direct or indirect conflict of interest that they or persons related to them might have with the interests of the Company. Conflicts of interest in which directors might be involved must be disclosed in the notes to the financial statements.

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

The General Shareholders' Meeting is responsible for determining the annual remuneration that may be paid by the Company to all of directors in their capacity as such. The Board of Directors is responsible for distributing the amount among the various directors as, when and in the proportion it sees fit, and may reduce the amount if and when it considers this to be advisable.

For these purposes, at OHLA's General Shareholders' Meeting held on 30 June 2023, Maximum Annual Remuneration was set at EUR 2,500,000. This amount shall remain in effect until the Board of Directors submits a proposal for a change to the General Shareholders' Meeting and such proposal is approved.

The Maximum Annual Remuneration shall be distributed among External Directors based on the following objective factors:

- * For chairmanship of the Board of Directors.
- * For vice-chairmanship of the Board of Directors.
- * For membership of the Board of Directors.
- * For chairmanship of a Commission or Committee of the Board of Directors.
- * For vice-chairmanship of a Commission or Committee of the Board of Directors.
- * For membership of a Commission or Committee of the Board of Directors.

For the performance of the post of Coordinating Director, if appropriate.

External Directors are also entitled to the remuneration in kind set out in sub-section A.1.5. of this report as fixed components of their remuneration.

Lastly, External Directors residing outside the region where the Company's registered office is located shall receive travel allowances for expenses incurred in discharging their duties.

On an annual basis, the Board of Directors, based on a report from the ARC, shall set, as part of the maximum amount comprising the Maximum Annual Remuneration approved by the General Shareholders' Meeting of OHLA, the specific amount of each factor defined in the Remuneration Policy to be distributed among its members.

As noted previously, according to the Company's Bylaws, the remuneration received by External Directors is compatible with, and independent of, the remuneration received by Executive Directors, during the term of the Policy, the Maximum Annual Remuneration will only be distributed among External Directors who do not perform executive functions in the Company.

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

Executive Directors receive fixed annual cash remuneration for performing executive functions within the Company.

The amount of the Executive Directors' fixed remuneration is determined by the Board of Directors based on a proposal by the ARC, based on the responsibility and dedication the post demands, the Executive Director's experience and career trajectory at OHLA, its alignment with the remuneration of the management team and its competitiveness in comparison to equivalent functions in peer or comparable companies. It may be revised regularly by the Board of Directors.

The fixed annual cash remuneration of the Executive Chairman for 2025 is EUR 1,200 thousand. The Chief Executive Officer is also entitled to the benefits stipulated in sub-section A.1.5 below.

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

The Remuneration Policy provides for certain remuneration in kind as follows:

- For all directors:

• Third-party liability insurance:

In accordance with the Bylaws, the Company may take out insurance policies for all directors covering third-party liability from the discharge of their duties under standard market terms and conditions bearing in mind the Company's own circumstances.

-For Executive Directors:

• Health insurance:

Executive Directors and their family members are beneficiaries of a health insurance policy. The terms depend on the policy taken out at any given time, with OHLA bearing the entire cost.

• Contributions to life and accident insurance:

Executive Directors are beneficiaries of life and accident insurance as part of a mixed group insurance policy taken out from an insurance company. The cost of the policy is borne by the Company.

• Retirement saving insurance:

Executive Directors may be beneficiaries of a retirement savings insurance policy, in accordance with the terms and conditions regulated at any given time in the "Group Life Insurance Policy of OHLA Group (Spain)".

They may also be eligible to receive other benefits applicable generally to OHLA employees, executives, and members of senior management and general managers, under the terms of their respective contracts.

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

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

Executive Directors' remuneration scheme may include the following variable components:

-Annual variable remuneration:

As explained in sub-section A.1.2 above, as at the date of preparation of this report, the Chief Executive Officer was part of an annual variable remuneration scheme linked to the achievement of specific, predetermined and quantifiable targets aligned with the interests of OHLA shareholders and the Company's strategic plan. This does not make him ineligible to participate in other variable remuneration systems included in the Policy.

The Chief Executive Officer's variable remuneration represents a percentage of his fixed annual remuneration, calculated based on the achievement of a combination of predetermined and quantifiable quantitative and qualitative targets. This remuneration is paid in cash.

The Board of Directors, on a recommendation by the ARC, sets the targets each year and evaluates the level of achievement after the end of the year.

The parameters used by OHLA to calculate the annual variable remuneration for 2025 are based, *inter alia*, on certain specific, previously determined and quantifiable economic-financial, industrial and operating targets for the Company. Individual performance may also be evaluated and a weighting assigned to other sustainability and corporate governance targets, which may be quantitative or qualitative.

The terms and conditions of Executive Directors' variable remuneration scheme are reviewed annually by the ARC, taking into account the Company's strategy and business situation. This review is subsequently submitted for approval by the Board of Directors.

In 2025, the Board of Directors, based on a report by the ARC, agreed to set certain targets linked to the Group's sustainability performance and other personal targets for Executive Directors, with a relative weight of 30%, and quantitative targets linked to net margin, cash generation, and order intake, with a relative weight of 70%.

The level of achievement of the targets will be determined according to the weightings that at any given time are established by the Board of Directors on a recommendation by the ARC. The Board has agreed to establish, as a first requirement for vesting of the annual variable remuneration for 2025, certain minimum limits to be met before subsequently assessing achievement of the requirements for meeting the targets described above.

Payment of the annual variable remuneration deferred for one year. Therefore, annual variable remuneration for 2025 will be paid, if applicable, in 2026.

If exceptional events occur, due either to circumstances within or outside the Company, the ARC may submit a proposal to the Board of Directors to adjust the variable remuneration.

The portion of annual variable remuneration whose payment is linked to results of the Company or one or more of its divisions should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Lastly, the annual variable remuneration scheme includes a clawback arrangement, which enables OHLA to demand reimbursement of the variable components of remuneration when payment was not in accordance with the performance conditions or when payment was made on the basis of data subsequently shown to have been inaccurate.

The Board of Directors, based on a report by the ARC, shall determine whether or not such circumstances have occurred and any variable remuneration that must be returned.

-Multi-year variable remuneration:

According to the Policy, Executive Directors may be included in any multi-year variable remuneration systems approved by the Board of Directors and linked to their continued employment and the achievement of certain strategic objectives.

Executive Directors' inclusion in this type of scheme will require, for remuneration that entails the delivery of shares or share options or is linked to the share price, approval by the General Shareholders' Meeting, as provided for in Article 219 of the Corporate Enterprises Act and in the Company's Bylaws.

As at the date of preparation of this report, the Chief Executive Officer did not participate in any multi-year variable remuneration system.

-Incentive stock option plan:

As explained in sub-section A.1.1. of this Report, the Board of Directors, at its meeting of 10 December 2024, approved an "Incentive stock option plan" (the "Plan") under the framework of the share capital increase approved at the General Shareholders' Meeting held on 22 October 2024.

Under the Plan, OHLA grants employees who participated in the share capital increase and accepted the invitation to the plan one (1) option for every two (2) shares subscribed in the capital increase, which will allow them to receive, free of charge, an equivalent number of OHLA ordinary shares ("Free Shares"), provided they hold the subscribed shares for a period of at least eighteen (18) months and meet all other requirements of the Plan.

As a Plan beneficiary, the Chief Executive Officer was invited to participate in the Plan, and was granted a number of units based on the shares subscribed for in the share capital increase.

Should the new OHLA 2025-2028 Director Remuneration Policy be approved at the 2025 General Shareholders' Meeting, the Chief Executive Officer's participation in the Plan will be approved and, specifically, the possibility of receiving the corresponding Free Shares in accordance with the shares subscribed in the capital increase.

-Extraordinary variable remuneration:

Executives Directors may receive extraordinary variable remuneration if, in the opinion of the Board of Directors, they have played a decisive role in transactions that are significant or transformational for OHLA Group and the results of which have a major and positive impact on the Company and its shareholders. It is up to the Board of Directors, based on a recommendation by the ARC, to establish the terms and conditions of any such remuneration.

The clawback arrangement for annual variable remuneration described shall not apply to the extraordinary variable remuneration under the terms of the Policy.

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

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

As at the date of preparation of this report, the Company did not have any long-term savings plans for directors.

A.1.8 Any type of payment or severance pay for early termination or dismissal of the director, or deriving from the termination of the contractual relation, in the terms provided, between the company and the director, whether voluntary resignation by the director or dismissal of the director by the company, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, permanence or loyalty, which entitle the director to any type of remuneration.

The Remuneration Policy does not provide for any indemnifications for External Directors for termination of their duties as director.

The Chief Executive Officer's contract includes such pacts, as explained in sub-section A.1.9 of this report.

FACTS OR AGREEMENT ON EXCLUSIVITY, POST-CONTRACTUAL NON-COMPETITION AND MINIMUM CONTRACT TERMS OR LOYALTY THAT ENTITLE THE DIRECTOR TO ANY TYPE OF REMUNERATION.

The Chief Executive Officer's contract includes such pacts, as explained in sub-section A.1.9 of this report.

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

CONDITIONS THAT THE CONTRACTS OF EXECUTIVE DIRECTORS PERFORMING SENIOR MANAGEMENT FUNCTIONS SHOULD CONTAIN.

According to the Corporate Enterprises Act and the Company's internal rules and regulations, the Board of Directors, on a recommendation by the ARC, shall approve the basic terms of Executive Directors' contracts (including any remuneration or severance pay in the event of dismissal) for performing executive duties.

The main terms and, especially, remuneration, rights and economic compensation of each Executive Director, are (i) specified in their respective contracts, (ii) within the remuneration components specified in OHLA's Bylaws, and (iii) in accordance with the Remuneration Policy.

The basic terms and conditions of the Chief Executive Officer's contract, which are standard for this type of contract, are as follows:

- **Duration:** the duration of the Chief Executive Officer's contract is tied to his tenure as director.

- **Exclusivity:** the Chief Executive Officer shall provide services on a full-time basis to OHLA and may not provide services to any third parties, whether or not they are competitors of OHLA, during the term of the contract.

In this regard, without previous and express authorisation by the Board of Directors, the Chief Executive Officer shall refrain from engaging, directly or indirectly, in any professional activity outside the scope of the OHLA Group, for third parties or for his own account, even if such activity does not compete with those of any Group company.

- **Confidentiality:** the Chief Executive Officer undertakes not to disclose, and to prevent unauthorised third parties from learning about, any of the business plans, procedures, methods, information, commercial or industrial data, know-how and technical documents belonging to the Group relating to its operations that, by their nature, are considered confidential either because they are in his possession or because he has had access to them by reason of his post.

To this end, the Chief Executive Officer shall comply with this diligence both while rendering their services and after their relationship with the Company is terminated, irrespective of the reasons and form of such termination.

- **Notice period:** according to the Chief Executive Officer's contract, the Company or the Chief Executive Officer may unilaterally terminate the contract by giving at least three (3) months' notice in writing to the other party. In the event of full or partial breach of the notice period, the party that has taken the decision to terminate the contract shall pay the other party an amount equal to EUR 100 thousand for each month of notice not given, or the proportional part thereof in the event of incomplete months.

- **Severance pay:** upon termination of the Chief Executive Officer by OHLA without just cause or breach of obligations and duties as Executive Director, the Chief Executive Officer shall be entitled to additional severance pay for an amount of EUR 600 thousand. Each month until the first forty-eight (48) months of their contract has elapsed, this severance will decrease by EUR 12.5 thousand.

- **Post-contractual non-competition agreements:** the Chief Executive Officer's contract provides for the possibility that the Board of Directors may impose on the Chief Executive Officer a post-contractual non-competition obligation when stepping down from or leaving office, for a stipulated period of one year as of that date.

If the post-contractual non-competition obligation is triggered, the Chief Executive Officer, upon termination of the contract, will be entitled to receive an amount of EUR 2,880 thousand (equal to one year of total maximum remuneration provided for in their contract for performance above the targets established in the variable remuneration scheme).

If the Chief Executive Officer breaches the post-contractual non-competition obligation, the contract requires him to reimburse the Company for amounts received under the post-contractual non-competition arrangement and to indemnify the Company an amount equal to 25% of the remuneration received, without prejudice to the right to claim any damages that may arise directly and indirectly from the breach of this clause.

In any event, the Board of Directors shall review the terms and conditions of the Company's Executive Directors' contracts periodically and make the changes it deems necessary, if any, within the framework of the Company's Remuneration Policy and its internal rules and regulations.

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

There is no provision for OHLA directors to accrue any other supplementary remuneration.

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

There is no provision for granting advances, loans, guarantees or any other remuneration other than described.

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

There is no provision by any Group company to remunerate any members of the Board of Directors.

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

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

The Board of Directors, on the recommendation of the ARC, plans to submit, to vote at the next General Shareholders' Meeting, a proposal for a new Director Remuneration Policy for the Company applicable from the date of approval by the 2025 General Shareholders' Meeting until 31 December 2028.

The Policy, if approved by the General Shareholders' Meeting, would be effective immediately and replace and render without effect the Company's Director Remuneration Policy for the 2023-2025 period, which was approved at General Shareholders' Meeting held on 2 June 2022 and amended at the General Shareholders' Meeting held on 30 June 2023.

The new Remuneration Policy will be a continuation of the previous one and maintain its underlying principles, but would be warranted for the following reasons: (i) completion of the term of the 2023-2025 Remuneration Policy, (ii) approval of the Chief Executive Officer's participation in the "Incentive stock option plan" approved by the Board of Directors at its meeting of 10 December 2024, and (iii) the update of the main terms and conditions of the Chief Executive Officer's contract.

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

<https://ohla-group.com/accionistas-e-inversores/gobierno-corporativo/OHLA-Politica-de-Remuneraciones-de-Consejeros-2023-25.05.2023-final.pdf>

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

Of votes cast at the General Shareholders' Meeting held on 28 June 2024 on the resolution regarding the annual report on director remuneration for the previous year, under the terms provided for in section B.4 of this report, 94.93% of share capital represented were in favour.

In the Board of Directors' opinion, the remuneration practices in that report have the approval of a large number of shareholders and are in line with practices of the companies in the industry in which the Company operates. Therefore, it decided to uphold the same practices.

B. OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED

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

The process followed to apply the Remuneration Policy applicable in 2024 and determine the individual remuneration contained in Section C of this report was as follows:

- External Directors: the individual remuneration of Executive Directors is detailed in section B.5 of this report.
- Executive Directors: as provided in the Executive Directors' contracts and the Remuneration Policy, the Chief Executive Officer, up to the date of his appointment (i.e., 22 October 2024) and the Chairman and Executive Vice Chairman from the date of their resignation (i.e., 12 December 2024) accrued the remuneration detailed in section B.6 of this report in 2024.

The main actions, business transacted and decisions in matters relating to remuneration taken by the ARC and the Board of Directors in exercise of the authority described in sub-section A.1.1 were as follows:

- Evaluate the composition of the Board and Board committees, and report on and propose director appointments.
- Approve the Chief Executive Officer's contract.
- Approve the condition of termination of the Chairman's and the Executive Vice-Chairman's executive duties.
- Analyse and report to the Board of Directors on the proposal for variable remuneration of Executive Directors, proposing the objectives and assessing their level of achievement.
- Inform the Board of Directors about the 2023 Annual Report on Director Remuneration, verifying that the current Remuneration Policy was applied correctly.
- Evaluate OHLA's environmental and social performance to review the effectiveness of the Sustainability Policy and the achievement of the related targets.
- Analyse and report to the Board of Directors on the remuneration accrued by OHLA Group key management personnel.
- Approve the ARC's activities report.

The ARC held seven (7) meetings in 2024, at which it adopted those decisions, along with others.

In addition, in 2024, the Company engaged J&A Garrigues to provide external advice to the Company on matters involving remuneration.

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

There was no deviation from the procedure established for the application of the Remuneration Policy in 2024.

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

No temporary exceptions were applied to the Remuneration Policy in force in 2024.

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

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

As explained in sub-section A.1.1. of this Report, OHLA applies the following practices to reduce exposure to excessive risk-taking and reinforce alignment with OHLA's long-term strategy, interests, objectives and values, and to provide sustainability to the Company's results:

- The ARC regularly reviews the Remuneration Policy, overseeing its compliance.
 - The annual variable remuneration is paid after the authorisation for issue of the relevant financial statements and after having determined the level of achievement of financial targets. In this respect, the portion of annual variable remuneration linked to the results of the Company or one of its divisions should bear in mind any qualifications stated in the external auditor's report that reduce their amount.
 - There is no entitlement to guaranteed variable remuneration, since there is a minimum threshold for achievement of targets below which this remuneration is not paid.
 - There is a cap on annual variable remuneration.
 - The amount of annual variable remuneration is contingent on the level of achievement of targets determined annually based on a recommendation by the ARC and approved by OHLA's Board of Directors.
 - Included is a related clawback arrangement, which enables OHLA to demand reimbursement of the variable components of remuneration when payment of the variable remuneration was not in accordance with the performance conditions or when payment was made on the basis of data that have subsequently been clearly shown to have been inaccurate.
 - If exceptional events occur, due to circumstances within or outside the Company, the ARC may submit a proposal to the Board of Directors to adjust the variable remuneration.
 - The ARC is currently composed of five (5) members, two (2) of whom are also members of the Audit and Compliance Committee. The inter-related membership of directors of both committees ensures that risks related to remuneration are taken into consideration in the committees' discussions and the proposals submitted to the Board of Directors for determining and evaluating the annual incentives.
- Meanwhile, measures taken to ensure that the long-term results of OHLA are taken into account are:
- Designing a Remuneration Policy that is coherent and aligned with the Company's strategy and gears towards the achievement of long-term results, such that the remuneration of the Company's Executive Directors is commensurate with the dedication, effort and responsibility assumed::

The Executive Directors' remuneration includes the following components: (i) fixed remuneration (cash and in kind), (ii) annual variable remuneration and (iii) multi-year variable remuneration. They may also be entitled to receive extraordinary variable remuneration in certain situations.

Annual variable remuneration is tied to certain performance indicators, including achievement of specific, predetermined and quantifiable economic-financial, industrial and operating targets for the Company, division or related business unit under the responsibility of the Executive Director, where applicable. These targets are aligned with the interests of OHLA shareholders and the Company's strategic plan.

According to the Company's Bylaws, directors may be remunerated through the delivery of shares, share options or remuneration linked to the share price provided that application of any of these remuneration schemes is first approved at the General Shareholders' Meeting.

- Appropriate balance between the fixed and variable components of the remuneration. The Executive Directors of the Company currently have system of annual variable remuneration where the "target" variable remuneration is 100 per cent of the fixed remuneration for achievement of 100 per cent of the objectives.

Regarding the necessary measures to avoid situations of conflict of interest by directors, the Policy makes reference to the Regulations of the Board of Directors, which set out certain obligations arising from directors' duty of loyalty related to avoiding situations of conflict of interest. The Board Regulations also include, among the ARC's responsibilities, ensuring that potential conflicts of interest do not compromise the independence of external advice provided to the ARC.

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

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration,

including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

In compliance with OHLA's Remuneration Policy applicable in 2024, the remuneration accrued by directors during the year was as follows:

• **External Directors:**

The amounts stipulated in the Policy and described in section B.5 of this report for membership and/or chairmanship of the Board of Directors and Board committees.

The total amount accrued to External Directors in 2024 was EUR 1,130 thousand, with no amounts accrued for travel allowances incurred in the performance of their duties.

This amount was within the limit of Maximum Annual Remuneration provided for in the Policy (i.e., EUR 2,500 thousand).

According to the Remuneration Policy, the Maximum Annual Remuneration set by the General Shareholders' Meeting shall be distributed only among External Directors who do not perform executive functions in the Company.

• **Executive Directors:**

For each Executive Director, fixed remuneration for the performance of executive functions in 2024 was calculated based on the performance of the position.

The current Chief Executive Officer received EUR 246 thousand of fixed remuneration from his appointment to his position on 22 October 2024.

The Executive Directors received fixed remuneration in 2024 until the date on which they ceased to be Executive Directors, of EUR 650 thousand for the Executive Chairman and EUR 400 thousand for the Executive Vice-Chairman.

For Executive Directors, cash payments to be made in 2025 in relation to the annual variable remuneration accrued in 2024 amount to EUR 123 thousand for the Chief Executive Officer, EUR 750 thousand for the Executive Chairman and EUR 462 thousand for the Executive Vice Chairman.

The life and accident insurance premium, the health insurance premium and other benefits paid to Executive Directors by OHLA are described in section B.14 of this report.

Variable remuneration systems include measures that take into account the Company's results, such as:

- It includes scales of achievement defined for each target based on the Company results. Any deviation in the Company's performance will affect the level of achievement of targets and directly affect the amount of variable remuneration, if any, to which the Executive Directors are entitled.
- There is no guaranteed variable remuneration, since there is a minimum threshold for achievement of targets below which this remuneration is not paid.
- Variable remuneration shall only accrue when the Board of Directors, on a recommendation by the ARC, has evaluated the level of achievement of the financial targets and after the authorisation for issue of the financial statements.
- The Executive Directors' variable remuneration is subject to an arrangement which, if triggered, would enable the ARC to demand reimbursement of the variable components of remuneration when payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.
- If exceptional events occur, due to circumstances within or outside the Company, the ARC may submit a proposal to the Board of Directors to apply certain adjustments to the variable remuneration.
- The portion of variable remuneration linked to results of the Company or one or more of its divisions should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

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

	Number	% of total
Votes cast	175,242,140	29.65

	Number	% of votes cast
Votes against	8,817,347	5.03
Votes in favour	166,361,973	94.93
Blank ballots		0.00

	Number	% of votes cast
Abstentions	62,820	0.04

Observations

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

The amount of individual remuneration accrued by External Directors in 2024, including remuneration for membership and/or chairmanship of the Board of Directors and Board committees, was distributed in accordance with the criteria set out in the Policy, based on the following targets:

- For chairmanship of the Board of Directors.
- For vice-chairmanship of the Board of Directors.
- For membership of the Board of Directors.
- For chairmanship of a Commission or Committee of the Board of Directors.
- For vice-chairmanship of a Commission or Committee of the Board of Directors.
- For membership of a Commission or Committee of the Board of Directors.
- For the performance of the post of Coordinating Director, if appropriate.

In accordance with the above, the total amount accrued by External Directors in 2024 in their capacity as such amounted to EUR 1,130 thousand.

In 2024, no travel allowances were accrued for External Directors, as all of them resided in the region where the Company's registered office is located.

The proportion of remuneration of each External Director in their capacity as such to their total remuneration in 2024 is as follows (in EUR thousand):

Director fixed annual remuneration // (EUR) / Proportion vis-à-vis total remuneration (%)

FRANCISCO JOSÉ GARCÍA MARTÍN // 240 / 21.24

CARMEN DE ANDRÉS CONDE // 160 / 14.17

CÉSAR CAÑEDO-ARGÜELLES TORREJÓN // 140 / 12.39

JUAN ANTONIO SANTAMERA SÁNCHEZ // 130 / 11.50

LUIS FERNANDO AMODIO GIOMBINI // 140 / 12.39

REYES CALDERÓN CUADRADO // 190 / 16.81

XIMENA CARAZA CAMPOS // 130 / 11.50

Total // 1,130/ 100

On 12 December 2024, OHLA agreed to reshuffle the Board of Directors, appointing five new External Directors and relieving the Chairman and Vice-Chairman of their executive duties. None of them accrued any allowances in 2024.

Therefore, total remuneration paid in 2024 amounted to EUR 1,130 thousand, marking a decrease of EUR 154 thousand from the EUR 1,284 thousand paid in 2023.

The difference in remuneration of External Directors in 2024 compared to 2023 was mainly the result of (i) the different composition of members classified as External Directors during the year (in 2024 up to the date of the reshuffling of the Board of Directors on 12 December 2024, nine Board members were classified as External Directors, whereas in 2023 they received attendance fees as new External Directors) and (ii) the fact that they did not accrued travel allowances in relation to their duties as Executive Directors (2023: EUR 19 thousand).

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

As disclosed above, Tomás José Ruiz González was appointed Chief Executive Officer of OHLA on 22 October 2024, so his fixed annual remuneration for 2024, from that date, amounted to EUR 246 thousand, in cash.

In addition, the fixed annual remuneration of the other Executive Directors of the Company until the date they ceased to be Executive Directors, amounted to EUR 650 thousand in cash for the Executive Chairman and EUR 400 thousand in cash for the Executive Vice Chairman.

This implies an increase of EUR 171 thousand of fixed remuneration paid compared to 2023. The reason for the increase is primarily because in 2024 the Executive Directors held their respective positions for a greater number of days than in 2023.

In 2024, Executive Directors were also entitled the following as corporate benefits: payment of health and life insurance premiums, lease payments for management vehicle, and other wage or non-wage items. For these items, in 2024 an amount of EUR 8 thousand was attributed to the Chief Executive Officer, a total of EUR 2 thousand to the Executive Vice Chairman, and EUR 2 thousand to the Executive Chairman.

Meanwhile, as in 2023, OHLA did not make any contributions to a pension scheme on behalf of the Chief Executive Officer or Executive Directors in 2024.

Lastly, in accordance with the Bylaws, the Company took out insurance policies for the Executive Directors covering third-party liability from the discharge of their duties under standard market terms and conditions bearing in mind the Company's own circumstances.

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

In particular:

- a) Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.
- b) In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.
- c) Each director that is a beneficiary of remunerations systems or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).
- d) Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

Explain the short-term variable components of the remuneration systems:

As stipulated in the Remuneration Policy applicable in 2024, only the Executive Directors may be included in the Company's variable remuneration schemes.

The variable remuneration scheme for Executive Directors includes an annual variable remuneration component and a multi-year variable remuneration component.

Annual variable remuneration

The Board of Directors, on a recommendation by the ARC, agreed to pay Executive Directors an amount of EUR 1,335 thousand for annual variable remuneration, as provided for in their contracts, for 100% achievement of the targets established by the Board of Directors for 2024, with a weighting of 70% for quantitative targets and 30% for qualitative targets.

Therefore, the weighting of the quantitative targets of the annual variable remuneration stipulated in the Policy is as follows:

- Cash budget target, 30% weighting.
- EBITDA generation target, 15% weighting.
- EBITDA ratio target, 15% weighting.
- Order intake target, 10% weighting.

In addition, the qualitative targets, with an overall weight of 30% set by the Board of Directors for 2024, were linked to the Recapitalisation carried out during the year, as well as to the promotion of certain actions under the Group's Sustainability Plan.

Explain the long-term variable components of the remuneration systems:

Multi-year variable remuneration

As explained in the previous section, the Executive Directors may be included in any multi-year variable remuneration systems approved by the Company's Board of Directors. Notwithstanding the above, no remuneration in this connect was paid to the Chief Executive Officer, or the Chairman or Executive Vice-Chairman, in 2024.

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

Although Executive Directors' variable remuneration is subject to clawback arrangements, there was no demand for the return of variable components in 2024 since no variable remuneration was accrued or paid based on data that had subsequently been clearly shown to be inaccurate and no payment had been made that was not in accordance with certain performance conditions.

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

The Company did not make any contribution to long-term saving schemes in 2024.

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

Luis Fernando Martín Amodio Herrera:

On 12 December 2024, the Executive Chairman tendered his resignation, without any entitlement to receive any amount as a result of his resignation. As of that moment, Luis Fernando Martín Amodio Herrera became Chairman of OHLA's Board of Directors as proprietary director.

Julio Mauricio Martín Amodio Herrera:

On 12 December 2024, the Executive Vice-Chairman tendered his resignation, without any entitlement to receive any amount as a result of his resignation. As of that moment, Julio Mauricio Martín Amodio Herrera became Vice-Chairman of OHLA's Board of Directors as proprietary director.

Jose Antonio Fernández Gallar:

At its meeting held on 30 June 2023, OHLA's Board of Directors acknowledged the resignation tendered by José Antonio Fernández Gallar as Chief Executive Officer of OHLA, with effect from the date of the General Shareholders' Meeting held on the same day. Moreover, based on a report by the ARC, approval was given to the terms for termination of his contract and his settlement and a post-contractual non-competition agreement was triggered, for an amount of EUR 2,800 thousand, gross, divided up into twelve (12) monthly payments. EUR 1,400 thousand were accrued and paid in 2024, which was the outstanding amount payable until completing the period of twelve (12) months of the post-contractual non-competition commitment.

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

There were no changes to the Chairman's and Executive Vice-Chairman's contracts in 2024 before they resigned from their posts on 12 December 2024.

However, in 2024, a new contract was signed with the Chief Executive Officer, governing the terms of his status as Executive Director, as described in sub-section A.1.9 above.

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

No supplementary remuneration was accrued by directors in consideration of the provision of services other than those inherent in their position.

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

No remuneration accrued deriving from advances, loans or guarantees.

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

The Chief Executive Officer was beneficiary of life and accident insurance as part of a mixed group insurance policy taken out from an insurance company. The annual premium in 2024 was EUR 5 thousand. This cost was borne by the Company and the current coverage of the sum insured was EUR 2,800 thousand. He did not receive any reimbursement in 2024.

The Chairman and Executive Vice-Chairman were not beneficiaries of the life and accident insurance policies noted above.

In addition, health insurance premiums paid on behalf of the Executive Directors in 2024 amounted to EUR 5 thousand.

Meanwhile, OHLA paid the lease payments for the Chief Executive Officer's vehicle amounting to EUR 2 thousand.

Lastly, in accordance the Bylaws, the Company took out an insurance policy for the Executive Directors covering third-party liability from the discharge of their duties as part of a policy taken to cover the liabilities of the Group's directors and managers, under standard market terms and conditions bearing in mind the Company's own circumstances.

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

No remuneration was paid to any member of the Board of Director for providing services to a third company.

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

No other remuneration components than those described in this report were paid to members of the Board of Directors in the year ended 31 December 2024.

C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period of accrual in 2024
LUIS FERNANDO MARTIN AMODIO	Executive Chairman	From 01/01/2024 to 12/12/2024
JULIO MAURICIO MARTIN AMODIO	Executive Vice Chairman	From 01/01/2024 to 12/12/2024
FRANCISCO JOSE GARCIA MARTIN	Independent Director	From 01/01/2024 to 31/12/2024
CARMEN DE ANDRES CONDE	Independent Director	From 01/01/2024 to 12/12/2024
CESAR CAÑEDO-ARGÜELLES TORREJON	Independent Director	From 01/01/2024 to 12/12/2024
JUAN ANTONIO SANTAMERA SANCHEZ	Independent Director	From 01/01/2024 to 12/12/2024
LUIS FERNANDO AMODIO GIOMBINI	Proprietary Director	From 01/01/2024 to 12/12/2024
REYES CALDERON CUADRADO	Independent Director	From 01/01/2024 to 31/12/2024
XIMENA CARAZA CAMPOS	Independent Director	From 01/01/2024 to 12/12/2024
FRANCISCO JOSE ELIAS NAVARRO	Vice Chairman Proprietary	From 12/12/2024 to 31/12/2024
MARIA DEL CARMEN VICARIO GARCIA	Proprietary Director	From 12/12/2024 to 31/12/2024
JOSEP MARIA ECHARRI TORRES	Independent Director	From 12/12/2024 to 31/12/2024
ANTONIO ALMANSA MORENO	Independent Director	From 12/12/2024 to 31/12/2024
ANDRES HOLZER NEUMANN	Proprietary Director	From 12/12/2024 to 31/12/2024
TOMAS JOSE RUIZ GONZALEZ	Chief Executive Officer	From 22/10/2024 to 31/12/2024

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

a) Remuneration from the reporting company:

i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total in 2024	Total in 2023
LUIS FERNANDO MARTIN AMODIO	650				750			2	1,402	770
JULIO MAURICIO MARTIN AMODIO	400				462			2	864	504
FRANCISCO JOSE GARCIA MARTIN		240							240	240
CARMEN DE ANDRES CONDE		160							160	160
CESAR CAÑEDO-ARGÜELLES TORREJON		140							140	140
JUAN ANTONIO SANTAMERA SANCHEZ		130							130	130
LUIS FERNANDO AMODIO GIOMBINI		140							140	140
REYES CALDERON CUADRADO		190							190	190
XIMENA CARAZA CAMPOS		130							130	65
FRANCISCO JOSE ELIAS NAVARRO										
MARIA DEL CARMEN VICARIO GARCIA										
JOSEP MARIA ECHARRI TORRES										
ANTONIO ALMANSA MORENO										
ANDRES HOLZER NEUMANN										
TOMAS JOSE RUIZ GONZALEZ	246				123			8	377	

Observations

The directors removed from their seats on OHLA's Board of Directors on 12 December 2024 (Carmen de Andrés Conde, César Cañedo-Argüelles Torrejón, Juan Antonio Santamera Sánchez, Luis Fernando Amodio Giombini and Ximena Caraza Campos) had already received the fixed remuneration corresponding to the full month of December. To align director

remuneration with the time dedicated to their directorships, the Board of Directors agreed, as at the date of authorisation for issue of the financial statements, to adjust allowances by the proportional share in which they did not hold office, thereby requesting reimbursement of the following amounts:

Director attendance fees (EUR thousand)
Carmen de Andrés Conde (external independent) -8
César Cañedo-Argüelles Torrejón (external independent) -7
Juan Antonio Santamera Sánchez (external independent) -7
Luis Fernando Amodio Giombini (external proprietary) -7
Ximena María Caraza Campos (external independent) -7
Total -36

In addition, the Board of Directors resolved to pay the directors appointed on 12 December on that same date, as remuneration accrued in December 2024, the proportional share of the fixed remuneration for the month of December for the period during which they were directors. Accordingly, the following amounts were paid:

Director attendance fees (EUR thousand)
Andrés Holzer Neumann (external proprietary) (*) 8
Antonio Almansa Moreno (external independent) (*) 6
Francisco Jose Elias Navarro (external proprietary) (*) 7
Josep Maria Echarri Torres (external independent) (*) 8
Maria del Carmen Vicario García (external proprietary) (*) 7 Total 36

No travel expenses were incurred by external directors residing outside Madrid in 2024 for performing their Board of Directors duties (2023: EUR 19 thousand).

Regarding the non-competition agreement between the Company and the former Chief Executive Officer (Jose Antonio Fernandez Gallar), for a total of EUR 2,800 thousand to be paid within a period of twelve (12) months after termination of his contract, in 2024, EUR 1,400 thousand were accrued and paid; i.e., the amount outstanding until completion of the entire period.

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

Name	Name of plan	Financial instruments at start of 2024		Financial instruments granted during 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
LUIS FERNANDO MARTIN AMODIO	Plan							0.00				
JULIO MAURICIO MARTIN AMODIO	Plan							0.00				
FRANCISCO JOSE GARCIA MARTIN	Plan							0.00				
CARMEN DE ANDRES CONDE	Plan							0.00				
CESAR CAÑEDO-ARGÜELLES TORREJON	Plan							0.00				
JUAN ANTONIO SANTAMERA SANCHEZ	Plan							0.00				
LUIS FERNANDO AMODIO GIOMBINI	Plan							0.00				
REYES CALDERON CUADRADO	Plan							0.00				
XIMENA CARAZA CAMPOS	Plan							0.00				
FRANCISCO JOSE ELIAS NAVARRO	Plan							0.00				

Name	Name of plan	Financial instruments at start of 2024		Financial instruments granted during 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
MARIA DEL CARMEN VICARIO GARCIA	Plan							0.00				
JOSEP MARIA ECHARRI TORRES	Plan							0.00				
ANTONIO ALMANSA MORENO	Plan							0.00				
ANDRES HOLZER NEUMANN	Plan							0.00				
TOMAS JOSE RUIZ GONZALEZ	Plan							0.00				

Observations

iii) Long-term savings schemes.

Name	Remuneration from vesting of rights to savings schemes
LUIS FERNANDO MARTIN AMODIO	
JULIO MAURICIO MARTIN AMODIO	
FRANCISCO JOSE GARCIA MARTIN	

Name	Remuneration from vesting of rights to savings schemes
CARMEN DE ANDRES CONDE	
CESAR CAÑEDO-ARGÜELLES TORREJON	
JUAN ANTONIO SANTAMERA SANCHEZ	
LUIS FERNANDO AMODIO GIOMBINI	
REYES CALDERON CUADRADO	
XIMENA CARAZA CAMPOS	
FRANCISCO JOSE ELIAS NAVARRO	
MARIA DEL CARMEN VICARIO GARCIA	
JOSEP MARIA ECHARRI TORRES	
ANTONIO ALMANSA MORENO	
ANDRES HOLZER NEUMANN	
TOMAS JOSE RUIZ GONZALEZ	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
LUIS FERNANDO MARTIN AMODIO								
JULIO MAURICIO MARTIN AMODIO								

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
FRANCISCO JOSE GARCIA MARTIN								
CARMEN DE ANDRES CONDE								
CESAR CAÑEDO-ARGÜELLES TORREJON								
JUAN ANTONIO SANTAMERA SANCHEZ								
LUIS FERNANDO AMODIO GIOMBINI								
REYES CALDERON CUADRADO								
XIMENA CARAZA CAMPOS								
FRANCISCO JOSE ELIAS NAVARRO								
MARIA DEL CARMEN VICARIO GARCIA								
JOSEP MARIA ECHARRI TORRES								
ANTONIO ALMANSA MORENO								

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
ANDRES HOLZER NEUMANN								
TOMAS JOSE RUIZ GONZALEZ								

Observations

iv) Details of other items

Name	Item	Amount of remuneration
LUIS FERNANDO MARTIN AMODIO	Health insurance	2
JULIO MAURICIO MARTIN AMODIO	Health insurance	2
FRANCISCO JOSE GARCIA MARTIN	Item	
CARMEN DE ANDRES CONDE	Item	
CESAR CAÑEDO-ARGÜELLES TORREJON	Item	
JUAN ANTONIO SANTAMERA SANCHEZ	Item	
LUIS FERNANDO AMODIO GIOMBINI	Item	
REYES CALDERON CUADRADO	Item	
XIMENA CARAZA CAMPOS	Item	

Name	Item	Amount of remuneration
FRANCISCO JOSE ELIAS NAVARRO	Item	
MARIA DEL CARMEN VICARIO GARCIA	Item	
JOSEP MARIA ECHARRI TORRES	Item	
ANTONIO ALMANSA MORENO	Item	
ANDRES HOLZER NEUMANN	Item	
TOMAS JOSE RUIZ GONZALEZ	Health insurance and vehicle leasing	8

Observations

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

i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total in 2024	Total in 2023
LUIS FERNANDO MARTIN AMODIO										
JULIO MAURICIO MARTIN AMODIO										
FRANCISCO JOSE GARCIA MARTIN										
CARMEN DE ANDRES CONDE										
CESAR CAÑEDO-ARGÜELLES TORREJON										
JUAN ANTONIO SANTAMERA SANCHEZ										

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total in 2024	Total in 2023
LUIS FERNANDO AMODIO GIOMBINI										
REYES CALDERON CUADRADO										
XIMENA CARAZA CAMPOS										
FRANCISCO JOSE ELIAS NAVARRO										
MARIA DEL CARMEN VICARIO GARCIA										
JOSEP MARIA ECHARRI TORRES										
ANTONIO ALMANSA MORENO										
ANDRES HOLZER NEUMANN										
TOMAS JOSE RUIZ GONZALEZ										

Observations

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

Name	Name of plan	Financial instruments at start of 2024		Financial instruments granted during 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
LUIS FERNANDO MARTIN AMODIO	Plan							0.00				
JULIO MAURICIO MARTIN AMODIO	Plan							0.00				
FRANCISCO JOSE GARCIA MARTIN	Plan							0.00				
CARMEN DE ANDRES CONDE	Plan							0.00				
CESAR CAÑEDO-ARGÜELLES TORREJON	Plan							0.00				
JUAN ANTONIO SANTAMERA SANCHEZ	Plan							0.00				
LUIS FERNANDO AMODIO GIOMBINI	Plan							0.00				

Name	Name of plan	Financial instruments at start of 2024		Financial instruments granted during 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
REYES CALDERON CUADRADO	Plan							0.00				
XIMENA CARAZA CAMPOS	Plan							0.00				
FRANCISCO JOSE ELIAS NAVARRO	Plan							0.00				
MARIA DEL CARMEN VICARIO GARCIA	Plan							0.00				
JOSEP MARIA ECHARRI TORRES	Plan							0.00				
ANTONIO ALMANSA MORENO	Plan							0.00				
ANDRES HOLZER NEUMANN	Plan							0.00				

Name	Name of plan	Financial instruments at start of 2024		Financial instruments granted during 2024		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2024	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent/vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	No. of instruments	No. of instruments	No. of equivalent shares
TOMAS JOSE RUIZ GONZALEZ	Plan							0.00				

Observations

iii) Long-term savings schemes.

Name	Remuneration from vesting of rights to savings schemes
LUIS FERNANDO MARTIN AMODIO	
JULIO MAURICIO MARTIN AMODIO	
FRANCISCO JOSE GARCIA MARTIN	
CARMEN DE ANDRES CONDE	
CESAR CAÑEDO-ARGÜELLES TORREJON	
JUAN ANTONIO SANTAMERA SANCHEZ	

Name	Remuneration from vesting of rights to savings schemes
LUIS FERNANDO AMODIO GIOMBINI	
REYES CALDERON CUADRADO	
XIMENA CARAZA CAMPOS	
FRANCISCO JOSE ELIAS NAVARRO	
MARIA DEL CARMEN VICARIO GARCIA	
JOSEP MARIA ECHARRI TORRES	
ANTONIO ALMANSA MORENO	
ANDRES HOLZER NEUMANN	
TOMAS JOSE RUIZ GONZALEZ	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
LUIS FERNANDO MARTIN AMODIO								
JULIO MAURICIO MARTIN AMODIO								
FRANCISCO JOSE GARCIA MARTIN								
CARMEN DE ANDRES CONDE								

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
CESAR CAÑEDO- ARGÜELLES TORREJON								
JUAN ANTONIO SANTAMERA SANCHEZ								
LUIS FERNANDO AMODIO GIOMBINI								
REYES CALDERON CUADRADO								
XIMENA CARAZA CAMPOS								
FRANCISCO JOSE ELIAS NAVARRO								
MARIA DEL CARMEN VICARIO GARCIA								
JOSEP MARIA ECHARRI TORRES								
ANTONIO ALMANSA MORENO								
ANDRES HOLZER NEUMANN								

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		Savings schemes with vested economic rights		Savings schemes with non-vested economic rights	
	2024	2023	2024	2023	2024	2023	2024	2023
TOMAS JOSE RUIZ GONZALEZ								

Observations

iv) Details of other items

Name	Item	Amount of remuneration
LUIS FERNANDO MARTIN AMODIO	Item	
JULIO MAURICIO MARTIN AMODIO	Item	
FRANCISCO JOSE GARCIA MARTIN	Item	
CARMEN DE ANDRES CONDE	Item	
CESAR CAÑEDO-ARGÜELLES TORREJON	Item	
JUAN ANTONIO SANTAMERA SANCHEZ	Item	
LUIS FERNANDO AMODIO GIOMBINI	Item	
REYES CALDERON CUADRADO	Item	
XIMENA CARAZA CAMPOS	Item	
FRANCISCO JOSE ELIAS NAVARRO	Item	
MARIA DEL CARMEN VICARIO GARCIA	Item	

Name	Item	Amount of remuneration
JOSEP MARIA ECHARRI TORRES	Item	
ANTONIO ALMANSA MORENO	Item	
ANDRES HOLZER NEUMANN	Item	
TOMAS JOSE RUIZ GONZALEZ	Item	

Observations

c) Summary of remuneration (thousands of euros):

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

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total in 2024, company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, company	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, group	
LUIS FERNANDO MARTIN AMODIO	1,402				1,402						1,402
JULIO MAURICIO MARTIN AMODIO	864				864						864
FRANCISCO JOSE GARCIA MARTIN	240				240						240

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total in 2024, company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, company	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, group	
CARMEN DE ANDRES CONDE	160				160						160
CESAR CAÑEDO- ARGÜELLES TORREJON	140				140						140
JUAN ANTONIO SANTAMERA SANCHEZ	130				130						130
LUIS FERNANDO AMODIO GIOMBINI	140				140						140
REYES CALDERON CUADRADO	190				190						190
XIMENA CARAZA CAMPOS	130				130						130
FRANCISCO JOSE ELIAS NAVARRO											
MARIA DEL CARMEN VICARIO GARCIA											
JOSEP MARIA ECHARRI TORRES											
ANTONIO ALMANSA MORENO											

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total in 2024, company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, company	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of saving systems	Other items of remuneration	Total in 2024, group	
ANDRES HOLZER NEUMANN											
TOMAS JOSE RUIZ GONZALEZ	377				377						377
TOTAL	3,773				3,773						3,773

Observations

No further comment than disclosed in section C.1.a.i)

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

	Total amounts accrued and % annual variation								
	2024	% variation 2024/2023	2023	% variation 2023/2022	2022	% variation 2022/2021	2021	% variation 2021/2020	2020
Executive Directors									
LUIS FERNANDO MARTIN AMODIO	1,402	78.37	786	413.73	153	-32.30	226	145.65	92

	Total amounts accrued and % annual variation								
	2024	% variation 2024/2023	2023	% variation 2023/2022	2022	% variation 2022/2021	2021	% variation 2021/2020	2020
JULIO MAURICIO MARTIN AMODIO	864	97.26	438	192.00	150	-28.23	209	198.57	70
TOMAS JOSE RUIZ GONZALEZ	377	-	0	-	0	-	0	-	0
External directors									
FRANCISCO JOSE GARCIA MARTIN	240	0.00	240	29.73	185	140.26	77	-	0
CARMEN DE ANDRES CONDE	160	0.00	160	3.23	155	-7.19	167	12.84	148
CESAR CAÑEDO-ARGÜELLES TORREJON	140	0.00	140	7.69	130	0.00	130	4.00	125
JUAN ANTONIO SANTAMERA SANCHEZ	130	0.00	130	0.00	130	0.00	130	4.00	125
LUIS FERNANDO AMODIO GIOMBINI	140	0.00	140	3.70	135	150.00	54	-	0
REYES CALDERON CUADRADO	190	0.00	190	8.57	175	0.00	175	15.13	152
XIMENA CARAZA CAMPOS	130	100.00	65	-	0	-	0	-	0
ANDRES HOLZER NEUMANN	0	-	0	-	0	-	0	-	0
ANTONIO ALMANSA MORENO	0	-	0	-	0	-	0	-	0
FRANCISCO JOSE ELIAS NAVARRO	0	-	0	-	0	-	0	-	0

Total amounts accrued and % annual variation									
	2024	% variation 2024/2023	2023	% variation 2023/2022	2022	% variation 2022/2021	2021	% variation 2021/2020	2020
JOSEP MARIA ECHARRI TORRES	0	-	0	-	0	-	0	-	0
MARIA DEL CARMEN VICARIO GARCIA	0	-	0	-	0	-	0	-	0
Consolidated results of the company									
	-47,782	-	8,783	-	-93,497	-	42,384	-	-127,121
Average employee remuneration									
	23	-4.17	24	-7.69	26	-3.70	27	-3.57	28

Observations

No further comment than disclosed in section C.1.a.i).

D. OTHER INFORMATION OF INTEREST

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

SPECIFIC DETERMINATIONS FOR THE CURRENT YEAR AS REGARDS DIRECTORS' REMUNERATION BOTH IN THEIR CAPACITY AS SUCH AND FOR EXECUTION FUNCTIONS CARRIED OUT.

In accordance with OHLA's Bylaws (the "Bylaws") and the Regulations of the Board of Directors of OHLA (the "Regulations of the Board") in force, the Remuneration Policy makes a distinction between (i) remuneration for the performance of general director duties, i.e., those inherent to the position of director, excluding any remuneration that may correspond to the performance of executive duties (i.e. proprietary, independent and other external directors, the "External Directors"), (ii) remuneration for directors who perform executive duties (the "Executive Directors") and (iii) remuneration for membership of a Board committees ("Committees" or "Board Committees").

As for such specific determinations, remuneration of External Directors for performing executive duties, the Appointments and Remuneration Committee ("ARC") and the Board of Directors intend to apply the following remuneration scheme for OHLA directors in 2025 and following years, in line with the general principles explained previously:

For External Directors in their capacity as such:

According to Article 28 of the OHLA Regulations of the Board of Directors, both the Board of Directors and the ARC shall take such measures as within their power to ensure that the remuneration of External Directors is sufficient to compensate them for, and encourage, their dedication, but no so high as to compromise their independent judgement. Specifically, the remuneration system for External Directors is as follows:

(i) External Directors shall be paid a fixed annual amount for membership on the Board of Directors and, where applicable, additional fixed remuneration for membership of or chairing Board Committees, including, as applicable, the payment of expenses incurred by External Directors who are not residents in the region where the Company's registered office is located.

In addition, the independent coordinating director (the "Coordinating Director") shall receive, as appropriate, an additional cash amount to compensate him or her for the extra dedication required for the position.

(ii) Moreover, according to the Policy and Article 24 (c) of the Bylaws, External Directors may be remunerated through the delivery of shares, share options or remuneration linked to the share price provided that application of any of these remuneration schemes is first approved at the General Shareholders' Meeting.

No remuneration of this kind has been approved for External Directors by shareholders at a General Meeting.

(iii) In accordance with the Bylaws, the Company may take out insurance policies for all directors covering third-party liability from the discharge of their duties under standard market terms and conditions bearing in mind the Company's own circumstances.

Under the Remuneration Policy, according to Article 24 of OHLA's Bylaws, at the General Shareholders' Meeting held on 30 June 2023, the maximum remuneration payable by the Company to all External Directors (the "Maximum Annual Remuneration") was set at EUR 2,500 thousand per year. This cap on Maximum Annual Remuneration shall remain in effect until the Board of Directors submits a proposal for a change to the General Shareholders' Meeting and such proposal is approved.

In any event, this remuneration shall only be distributed among OHLA External Directors, irrespective of the remuneration of members of the Board of Directors who perform executive duties.

For Executive Directors:

At the reporting date, the only Executive Director was Tomás Ruiz González, who was appointed Chief Executive Officer of OHLA by the Extraordinary General Shareholders' Meeting held on 22 October 2024, following the resignation of the Chairman and Vice-Chairman from their executive duties on 12 December 2024.

Generally, Executive Directors' remuneration includes the following components: (i) fixed remuneration in cash, (ii) fixed remuneration in kind, (iii) annual and multi-year variable remuneration, and (iv) extraordinary remuneration.

Although according to the Bylaws, the remuneration received by directors in their capacity as such is compatible with and independent from the remuneration received by Executive Directors for discharging their executive duties, the Board of Directors, at its meeting of 14 May 2013, agreed that Executive Directors should not receive any remuneration or fees for attending meetings for the discharge of their respective positions as directors in their capacity as such. Therefore, their remuneration comprises only the components specified above.

According to the Policy and Article 24 of the Bylaws, Executive Directors may be remunerated through the delivery of shares, share options or remuneration linked to the share price provided that application of any of these remuneration schemes is first approved at the General Shareholders' Meeting.

The Executive Directors' contracts shall state the remuneration items finally included in his remuneration scheme and they shall be those outlined in the Remuneration Policy.

The Executive Directors' remuneration is regulated in detail in their contracts approved by the Board of Directors in accordance with Articles 249 and 529 octodecies of the Corporate Enterprises Act on their appointments.

Their contracts are in compliance with the Remuneration Policy, which states there must be a maximum annual remuneration, which shall be increased by the variable remuneration in shares that, where applicable, the Company's Executive Directors may be entitled to receive for participation in multi-year variable remuneration schemes subject to approval at the Company's General Shareholders' Meeting and any severance to which he may be entitled in certain cases of termination, under the terms set out in their contracts.

DESCRIPTION OF THE PROCEDURES AND COMPANY BODIES INVOLVED IN DETERMINING, APPROVING AND APPLYING THE REMUNERATION POLICY AND ITS TERMS AND CONDITIONS.

The Company's main bodies involved in determining, reviewing and applying the Remuneration Policy are as follows:

General Shareholders' Meeting

According to Article 24 of the Company's Bylaws and Article 25 of the Regulations of the General Shareholders' Meeting, the Remuneration Policy shall be approved by the General Shareholders' Meeting and applied for a maximum period of three (3) years, with approval included as a separate item on the meeting agenda. However, proposals for new director remuneration policies must be submitted to the General Shareholders' Meeting prior to the end of the final year of application of the previous policy. The General Shareholders' Meeting may decide that the new policy shall be applicable from the date of approval and for the ensuing three years.

Approval of the Remuneration Policy, unless given via a specific resolution at the General Shareholders' Meeting, shall serve as means of establishing the annual maximum remuneration of directors for performing their general duties (Maximum Annual Remuneration) and for performing executive duties.

Approval of director remuneration must also be given by the General Shareholders' Meeting when it includes the delivery of shares, share options or remuneration linked to the share price.

Board of Directors

According to Article 24 of the Company's Bylaws, Article 25 of the Regulations of the General Shareholders' Meeting and Articles 5, 27 and 28 of the Regulations of the Board of Directors, the Board shall:

- (i) propose the Remuneration Policy to the General Shareholders' Meeting;
- (ii) take decisions regarding director remuneration, within the framework of the Bylaws and, where applicable, the Remuneration Policy approved by the General Shareholders' Meeting;
- (iii) distribute the amount of remuneration it sees fit to directors in their capacity as such, individually, within the annual maximum remuneration approved by the General Shareholders' Meeting, based on a report by the ARC;
- (iv) take, together with the ARC, all measures to ensure that remuneration of external directors is sufficient to compensate them for, and encourage, their dedication, but no so high as to compromise their independent judgement;
- (v) approve, where executive functions are attributed to a member of the Board of Directors, the contract between the director and the Company. This contract, which must be in compliance with the Remuneration Policy and the Bylaws, shall detail all items for which the director may receive remuneration for performing executive duties;
- (vi) determine the individual remuneration of each director for performing executive duties within the framework of the Remuneration Policy and as provided for in their contract, based on a report from the ARC;
- (vii) prepare and publish an annual report on director remuneration, which shall be submitted to a consultative vote at the General Shareholders' Meeting as a separate item on the agenda.

Appointments and Remuneration Committee

According to Article 16 of the Board Regulations, the ARC's duties shall include:

- (i) proposing to the Board of Directors the remuneration policy for directors and general managers or those who carry out their senior management functions reporting directly to the Board, Executive Committees or Chief Executive Officers, as well as the individual remuneration and other contractual conditions of executive directors and the criteria for the rest of the Group's senior management, ensuring that they are observed;
- (ii) reviewing, periodically, the remuneration programmes, assessing their appropriateness and performance;
- (iii) monitoring remuneration transparency;
- (iv) reviewing, periodically, the remuneration policy applied to directors and senior executives, including share-based remuneration schemes and their implementation, as well as ensuring that individual remuneration is proportionate to amounts paid to other of the Company's directors and key management personnel;
- (v) verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

The ARC shall comprise no fewer than three and no more than seven External Directors, of whom at least two shall be independent, appointed based on their knowledge, skills and experience for discharging their responsibilities.

As at the date of preparation of this Report, the ARC was composed of the following: Director Position Type

Reyes Calderón Cuadrado Chairman Independent

Francisco José García Martín Member Independent

Luis Fernando Martin Amodio Herrera Proprietary member

The secretary of the Board of Directors, and in his or her absence the deputy secretary of the Board of Directors, will act as secretary of the ARC.

OHLA's ARC shall meet at least three times a year. It shall also meet whenever the Board or its chairperson requests that a report be issued or a proposal be adopted and, in any case, whenever it is deemed necessary for the proper performance of its functions.

In 2025, and up to the date of preparation of this Report, the ARC had held three meetings. COMPARABLE COMPANIES TAKEN INTO

ACCOUNT TO ESTABLISH THE COMPANY'S REMUNERATION POLICY.

The Board of Directors shall ensure that the remuneration of its members is competitive in comparison with remuneration for performing similar functions in peer or comparable companies, based in all cases on the general principles underlying the Remuneration Policy.

The general principles underpinning OHLA's Remuneration Policy take into account market trends and is devised in accordance with the Company's strategic focus, and is effective in attracting, motivating and retaining the best people so as to be aligned with the remuneration offered by comparable companies.

INFORMATION ON WHETHER ANY EXTERNAL ADVISORS TOOK PART IN THIS PROCESS AND, IF SO, THEIR IDENTITY.

In preparing the Remuneration Policy to be submitted for approval at the 2025 General Shareholders' Meeting and this Annual Report on Director Remuneration, OHLA received external advice from J&A Garrigues, S.L.P.

PROCEDURES SET FORTH IN THE CURRENT REMUNERATION POLICY FOR DIRECTORS IN ORDER TO APPLY TEMPORARY EXCEPTIONS TO THE POLICY, CONDITIONS UNDER WHICH THOSE EXCEPTIONS CAN BE USED AND COMPONENTS THAT MAY BE SUBJECT TO EXCEPTIONS ACCORDING TO THE POLICY.

There were no deviations from the procedure for applying the Remuneration Policy and no temporary exceptions to the policy were applied or limits exceeded.

This annual remuneration report has been approved by the Board of Directors of the company on:

27/03/2025

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

☐ Yes

☒ No