

FULL TEXT OF THE MOTIONS PREPARED BY THE BOARD OF DIRECTORS OF ENCE ENERGÍA Y CELULOSA, S.A. TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS CONVENED FOR 2 APRIL 2025 ON FIRST CALL, AND 3 APRIL 2025 ON SECOND CALL

First. The review and approval of the financial statements and management report for ENCE ENERGÍA Y CELULOSA, S.A. and its consolidated group for the financial year ended on 31 December 2024.

Motion:

To approve the individual and consolidated annual accounts of ENCE ENERGÍA Y CELULOSA, S.A. and its subsidiaries and the respective management reports for the financial year ended on 31 December 2024, as prepared by the Company's Board of Directors in its meeting of 27 February 2025.

Second. Examination and approval of the consolidated non-financial information statement (2024 Sustainability Report) corresponding to the financial year ended 31 December 2024.

Motion:

To approve the consolidated non-financial information statement (2024 Annual Sustainability Report) corresponding to the financial year ended on 31 December 2024, which forms part of the management report.

Third. Review and approval of the proposal for the application of the results of the financial year ended on 31 December 2024 of ENCE ENERGÍA Y CELULOSA, S.A.

Motion:

To approve the application of the profits from the financial year ended on 31 December 2024, in the amount of €46,741,271, as follows (in Euro):

Application base:

Profit for the year:	46,741,271
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Application:

To interim dividends	33,972,480
Negative results from previous years	12,768,791

Fourth. Review and approval of the management of the board of directors of ENCE ENERGÍA Y CELULOSA, S.A. during the financial year ended on 31 December 2024.

Motion:

To approve the corporate management and the action taken by the Company's Board of Directors during the financial year ended on 31 December 2024.

Fifth. The re-election and nomination of members to the Board of Directors

Fifth A: Re-election of Mr Ángel Agudo Valenciano as Proprietary Director.

Motion:

To re-elect, at the proposal of the Board of Directors, as a member of the Company's Board of Directors, Mr Ángel Agudo Valenciano, whose personal details appear duly registered in the commercial register, in the capacity of Nominee Director for the statutory period of three years from the approval of this resolution.

Fifth B: Re-election of Mr Fernando Abril-Martorell Hernández as another External Director

Motion:

To re-elect, at the proposal of the Board of Directors, as a member of the Company's Board of Directors, Mr Fernando Abril-Martorell Hernández, whose personal details appear duly registered in the commercial register, in the capacity of Other External Director for the statutory period of three years from the approval of this resolution.

Fifth C: Re-election of Mr José Guillermo Zubía Guinea as another External Director.

Motion:

To re-elect, at the proposal of the Board of Directors, as a member of the Company's Board of Directors, Mr José Guillermo Zubía Guinea, whose personal details appear duly registered in the commercial register, in the capacity of Other External Director for the statutory period of three years from the approval of this resolution.

Fifth D: Re-election of Ms Irene Hernández Álvarez as an Independent Director.

Motion:

Re-election, at the proposal of the Appointments and Remuneration Committee, as a member of the Company's Board of Directors, Ms Irene Hernández Álvarez, whose personal details appear duly registered in the commercial register, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.

Fifth E: Re-election of Ms Carmen Aquerreta Ferraz as Independent Director.

Motion:

Re-election, at the proposal of the Appointments and Remuneration Committee, as a member of the Company's Board of Directors, Ms Carmen Aquerreta Ferraz, whose personal details appear duly registered in the commercial register, in the capacity of Independent Director for the statutory period of three years from the approval of this resolution.

Fifth F: Appointment of Ms Maria Samoilova as independent director.

Motion:

Appointment, at the proposal of the Appointments and Remuneration Committee, as a member of the Company's Board of Directors, Ms Maria Samoilova, of legal age, of Ukrainian nationality, with ID no.: Y3834734G, and with address at calle de Juan Ramon Jiménez 41, Piso 9D, Madrid-28036, with the status of independent director for the statutory period of three years from the approval of this resolution.

Sixth. Re-election of the auditors of the Company and its consolidated group.

Motion:

Re-elect KPMG Auditores, S.L., with registered office at Paseo de la Castellana, 259C, Madrid, and TIN B-78510153, number S0702 in the Spanish Official Register of Auditors, and registered with the Commercial Register of Madrid under volume 11.961, folio 90, section 8, page M-188.007 as auditors of the Company and its Consolidated Group for the term of 3 years (for financial years 2025, 2026, and 2027).

The Board of Directors of the Company is empowered, with the power to delegate to the Managing Director, to enter into a contract to hire services from KPMG Auditores, S.L. for the period stated and under the conditions and clauses that may be required.

Seventh. Appointment of an Independent Verifier of the non-financial information of the Company and its consolidated group.

Motion:

Appoint KPMG Auditores, S.L., with registered office at Paseo de la Castellana, 259C, Madrid, and TIN B-78510153, number S0702 in the Spanish Official Register of Auditors, and registered with the Commercial Register of Madrid under volume 11.961, folio 90, section 8, page M-188.007 as verifiers of the state of the Company's non-financial information of the Company and its Consolidated Group for the term of 3 years (for financial years 2025, 2026, and 2027).

The Board of Directors of the Company is empowered, with the power to delegate to the Managing Director, to enter into a contract to hire services from KPMG Auditores, S.L. for the period stated and under the conditions and clauses that may be required.

Eighth. Delegation of the powers to interpret, supplement, rectify, execute, and formalise the decisions adopted by the Annual General Meeting of Shareholders.

Motion:

Without prejudice to the delegations included in previous agreements, it is agreed:

Expressly delegate to the Board of Directors, the Chairman of the Board of Directors, the secretary and the vice-secretary of the Board of Directors with all the powers required by law, so that any of them, indistinctly with their sole signature and with respect to the resolutions adopted at this general shareholders' meeting, may:

1. Interpret, clarify, specify, complete, or correct the decisions adopted by this Annual General Meeting of Shareholders, or those set out in any texts or documents issued in execution thereof, and in particular, any omissions, defects, or errors of substance or form that might prevent the registration of these agreements and their consequences in the Trade Register.
2. Resolve any doubts that may arise in relation to the decisions adopted by this Annual General Meeting of Shareholders.
3. Carry out any legal acts or deals that are necessary or convenient for the execution of the decisions adopted by this Annual General Meeting of Shareholders, granting any public or private documents deemed necessary or convenient for these agreements.
4. Delegate to one or several of its members, jointly or severally, or in the Executive Committee, with powers of substitution, all or part of the powers it deems appropriate from those that correspond to the Board of Directors and assigned to it by this Annual General Meeting of Shareholders.
5. Record such agreements in a public document, particularly empowering them in all matters necessary for their development and compliance; to sign any public or private documents required and to perform as many actions necessary for proper implementation, including the publication of legal notices, before any public or private bodies or agencies, until they are registered in the Trade Register or other public records where applicable, also having the power to grant documents of ratification, rectification, correction, and clarification, in view of the verbal suggestions or the written instructions of the Trade Register - even being able to request the partial registration of the registrable agreements -, of the National Securities Market Commission and any other competent public or private body; to carry out as many formalities as possible before the competent bodies in order to execute and carry out the approved agreements and to process files and documentation of any kind that may be necessary before the National Stock Market Commission and other public or private bodies when necessary, and in general for all actions related to the decisions adopted in this Annual General Meeting of Shareholders.

Ninth. Advisory vote on the annual report on remuneration for directors for 2024.

Approve, with advisory capacity, the annual remuneration report for 2024, approved by the Board of Directors, which has been made available to the shareholders together with the other documentation on the Annual General Meeting from the date of its convocation.