

## REPORT OF THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS OF ENCE ENERGÍA Y CELULOSA, S.A. IN RELATION TO THE PROPOSAL FOR APPROVAL OF THE DIRECTORS' REMUNERATION POLICY (ARTICLE 529 NOVODECIES OF THE CAPITAL COMPANIES ACT)

### 1. PURPOSE OF THE REPORT

This report has been prepared by the Appointments and Remuneration Committee of ENCE ENERGÍA Y CELULOSA, S.A. (the "Company") in accordance with article 529 novodecies of the Capital Companies Act ("LSC"), which establishes that the Directors' Remuneration Policy will be approved by the general shareholders' meeting at least every three years, that it will be reasoned and must be accompanied by a report from the Appointments and Remuneration Committee (hereinafter, the "Report").

Pursuant to article 529 quidecies of the LSC, the appointments committee is responsible for proposing to the Board of Directors of the Company the Directors' Remuneration Policy, as well as the individual remuneration and other contractual conditions of the executive directors, ensuring compliance therewith. Furthermore, article 17 of the Board of Directors' regulations establishes the responsibility of the Appointments and Remuneration Committee to propose a periodic review of the directors' remuneration policy.

In compliance with the above, the Appointments and Remuneration Committee has agreed at its meeting held on 19 February 2026 to propose a new Directors' Remuneration Policy and to submit this Report to the Board of Directors, which will be made available to the shareholders for the vote and, if applicable, approval of the Remuneration Policy under item six of the agenda of the Ordinary General Shareholders' Meeting.

### 2. REPORT ON THE PROPOSAL FOR THE APPROVAL OF THE DIRECTORS' REMUNERATION POLICY

The Ordinary General Shareholders' Meeting held on 05 May 2023 approved the Company's Directors' Remuneration Policy, with a period of validity from the approval date in 2023 until and including 2026. Although the policy has not yet expired, in accordance with the provisions of Article 529 novodecies, the Appointments and Remuneration Committee has decided to propose to the Board of Directors that it submit a new Remuneration Policy for approval at the 2026 Annual General Shareholders' Meeting.

In this regard, the Appointments and Remuneration Committee has decided to maintain the analysis of the Policy carried out for the previous Policy, taking into account the internal and external factors described below:

#### Internal factors:

- The results achieved in recent financial years, including the creation of shareholder value.
- Strategic priorities in the short term and in the long term.
- Internal equity with the remuneration conditions of the management team and all employees.

#### External factors:

- General recommendations on good corporate governance at national and international levels.
- The practices of comparable sectors and companies and market trends in general.
- Recommendations received in the process of engaging with institutional shareholders and proxy advisors.

The Appointments and Remuneration Committee considers it appropriate to propose a new Remuneration Policy which, although it is in line with the current policy approved by the general shareholders' meeting on 05 May 2023 with 98.11% of votes in favour, introduces the modifications detailed below:

#### a) Removal of specific references to long-term incentives

The Appointments and Remuneration Committee has deemed it preferable to remove specific references to particular long-term incentive plans (both the completed ILP 2019-2023 and the current ILP 2023-2027). This way,

the Policy only sets out the general framework of the long-term remuneration system, avoiding confusion about the plan applicable during its term.

**b) Technical improvements:**

The Appointments and Remuneration Committee has also considered it appropriate to make improvements to the wording of the Policy.

**c) Period of validity:**

This new Policy replaces the Directors' Remuneration Policy approved by the Annual General Shareholders' Meeting held on 05 May 2023, will enter into force on the date of its approval by the Annual General Shareholders' Meeting and will remain in force until 31 December 2029, without prejudice to any adaptations or updates that may be made by the Board of Directors in accordance with the provisions thereof and any amendments that may be approved from time to time by ENCE's General Shareholders' Meeting.

**ANNEX I**

**PROPOSED RESOLUTION**

**Sixth.- Examine and approve the directors' remuneration policy for the 2027, 2028 and 2029 financial years.**

**Proposal:**

To approve the Company's directors' remuneration policy for the 2027, 2028 and 2029 financial years, the text of which has been made available to the shareholders since the date of the call of this general meeting together with the report of the Appointments and Remuneration Committee on said remuneration policy. This new remuneration policy shall also apply for the remaining period of the 2026 financial year from the date of its approval.