

**FULL TEXT OF THE PROPOSED RESOLUTIONS PREPARED BY THE BOARD OF DIRECTORS OF ENCE ENERGÍA Y CELULOSA, S.A. TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING CONVENED FOR 25 MARCH 2026 ON FIRST CALL, AND 26 MARCH 2026 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 2025.**

**Proposal:**

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 2025, as prepared by the Company's Board of Directors in its meeting of 24 February 2026.

**Second. Examination and approval of the consolidated non-financial information statement (2025 Sustainability Report) corresponding to the financial year ended on 31 December 2025.**

**Proposal:**

To approve the sustainability statement (2025 Annual Sustainability Report) corresponding to the financial year ended on 31 December 2025, 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 2025 of ENCE ENERGÍA Y CELULOSA, S.A.**

**Proposal:**

To approve the application of the negative result from the financial year ended on 31 December 2025, in the amount of €30,388,101.22, to "Negative results from previous financial years".

**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 2025.**

**Proposal:**

To approve the corporate management and the action taken by the Company's Board of Directors during the financial year ended on 31 December 2025.

**Fifth. Re-election of Mr Ignacio de Colmenares Brunet as Executive Director.**

**Proposal:**

To re-elect, at the proposal of the Board of Directors, as member of the Company's Board of Directors, Mr Ignacio de Colmenares Brunet, in the capacity of Executive Director for the statutory period of three years from the approval of this resolution.

As a result of the re-election provided for in this resolution, the number of Directors is fixed at thirteen.

**Sixth. Examine and approve the remuneration policy for Directors' 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.

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

**Proposal:**

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 Shareholders' Meeting, 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 Shareholders' Meeting.
3. Carry out any legal acts or deals that are necessary or convenient for the execution of the decisions adopted by this Annual General Shareholders' Meeting, 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 Shareholders' Meeting.
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 Shareholders' Meeting.

**Eighth. Advisory vote on the annual report on remuneration for directors for 2025.**

Approve, with advisory capacity, the annual remuneration report for 2025, 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.