

REPORT OF THE BOARD OF DIRECTORS OF TELEFÓNICA, S.A.

REGARDING

THE PROPOSALS FOR RATIFICATION AND APPOINTMENT OF DIRECTORS THAT ARE SUBMITTED TO THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING

March 6, 2025

The Board of Directors of Telefónica, S.A. (the “**Company**”) issues this report to justify the proposals for ratification and appointment of Directors, which are submitted to the shareholders at the General Shareholders' Meeting for approval, pursuant to the provisions of Section 529 *decies* of the Companies Act.

Section 529 *decies* of the Companies Act provides as follows:

“1. The members of the board of directors of a listed company shall be appointed by the shareholders at a shareholders' meeting or, in the case of an expected vacancy, by the board itself on an interim basis (co-option).

2. Interim appointments (co-option) at listed companies shall be governed by the provisions of this Law, with the following exceptions:

- a) A director appointed by the board need not necessarily be a shareholder of the company.*
- b) If the vacancy occurs after the call to shareholders' meeting and prior to the holding thereof, the board of directors may appoint a director until the holding of the next shareholders' meeting.*

3. There shall be no appointment of alternates at listed corporations.

4. The proposal for appointment or re-appointment of members of the board of directors is the responsibility of the appointments and compensation committee with respect to independent directors, and the board itself, in other cases.

5. Proposals must be accompanied in all cases by an explanatory report prepared by the board that assesses the competence, experience and merits of the proposed candidate, and such report shall be attached to the minutes of the shareholders' meeting or the board meeting.

6. Proposals for the appointment or re-election of any non-independent director must also be preceded by a report from the appointments and compensation committee.”

Accordingly, the Companies Act requires that the proposal for appointment or re-election of members of the Board of Directors be accompanied in any event by an explanatory report from the Board of Directors that assesses the competence, experience and merits of the candidates proposed, which will be attached to the minutes of the General Shareholders' Meeting or of the board meeting and which, in accordance with Section 518 of the same Act, must be published uninterruptedly on the corporate website as from the publication of the announcement of the call to meeting.

As required by law, and in the interest of transparency, this report evaluates the competence, experience and merits of:

- Mr. Marc Thomas Murtra Millar, proposed to be ratified and appointed as a Director of the Company, with the classification of Executive Director;
- Mr. Emilio Gayo Rodríguez, proposed to be ratified and appointed as a Director of the Company, with the classification of Executive Director;
- Mr. Carlos Ocaña Orbis, proposed to be ratified and appointed as a Director of the Company, with the classification of Proprietary Director;
- Mr. Olayan M. Alwetaid, proposed to be ratified and appointed as a Director of the Company, with the classification of Proprietary Director; and
- Ms. Ana María Sala Andrés, proposed to be ratified and appointed as a Director of the Company, with the classification of Independent Director;

this report also contains the other information necessary for shareholders to be able to vote on the proposals made.

1. APPLICATION OF THE DIVERSITY POLICY IN RELATION TO THE BOARD OF DIRECTORS OF TELEFÓNICA, S.A. AND THE SELECTION OF DIRECTORS

At its meeting of November 25, 2015, the Board of Directors approved a Director Selection Policy, which was updated on December 13, 2017 to include therein a Diversity Policy applicable to the Board of Directors, and, consequently, changed its name to that of the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors. On December 16, 2020, the Board of Directors also approved an update of this Policy to adapt it, particularly in the area of diversity, to the provisions of the Recommendations of the Good Governance Code of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), the last amendment of which occurred in June 2020. This policy is public and can be viewed on the corporate website (<https://www.telefonica.com/en/shareholders-investors/corporate-governance/policies/>).

This Policy is intended to ensure that the Director selection procedures are based on a prior analysis of the skills required by the Board of Directors and that they favor a diversity of expertise, professional training and experience, age, disability and gender therein, without any implicit bias that could entail any discrimination, particularly on the grounds of gender, disability or any other personal condition, and that facilitates the selection of women Directors in a number that allows for the attainment of a balanced presence of women and men.

In this respect, the Board of Directors and the Nominating, Compensation and Corporate Governance Committee will ensure, within the scope of their respective powers, that the candidates chosen for the position of Director are persons of recognized caliber, qualifications and experience, who are willing to devote the time and effort required to perform their duties, taking special care in the selection of the persons to be appointed as Independent Directors.

In connection therewith, all candidates for Director of the Company must be professionals of integrity, whose professional conduct and background are aligned with Telefónica's Responsible Business Principles. Likewise, as candidates for Director, special consideration is given to individuals with training and professional experience in telecommunications, technology, consumer knowledge, ESG knowledge, marketing, accounting, auditing, risk management (both financial and non-financial), and international experience and leadership of multinational teams are valued.

The Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors sets out the procedure for selecting the directors of the Company and establishes that the Board of Directors must perform an annual evaluation of its functioning and the functioning of its Committees, particularly evaluating the application in the composition and powers of the Board of Directors of the various aspects of diversity set out in such Policy, as well as the performance of the Chairman of the Board of Directors, of the Company's Chief Executive Officer, and of the various Directors, paying special attention to the heads of the various Board Committees, and adopting appropriate measures for the improvement thereof.

The Board of Directors has verified that in the process of preparing and approving the proposals for ratification and appointment of Directors that it intends to submit to the shareholders at the 2025 General Shareholders' Meeting, the provisions of the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors have been complied with and a suitable and rigorous procedure has been followed to ensure that the proposals formulated by both the Board of Directors (with respect to proposals affecting non-Independent Directors, following a favorable report of the Nominating, Compensation and Corporate Governance Committee) and the Nominating, Compensation and Corporate Governance Committee (with respect to the proposal affecting the Independent Director) are in the best interest of the Company.

2. PROPOSALS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS

2.1 MR. MARC THOMAS MURTRA MILLAR

Professional and biographical profile and noteworthy experience

Born in 1972 in Blackburn, United Kingdom.

Holds a degree in Industrial Engineering from the Barcelona School of Industrial Engineering (ETSEIB) of the Polytechnic University of Catalonia. He also holds a Master's in Business Administration (MBA) from the Leonard School of Business at New York University.

He began his professional career in the nuclear industry at British Nuclear Fuel Ltd in the United Kingdom, and continued his career at the strategy consultancy DiamondCluster, where he worked for large technology companies. He has spent several years in public service, where he was a specialist in Digital Strategy, Digital Transformation and Public-Private Partnerships. In this role, he worked as Director General of Red.es, as well as Head of Cabinet of the Minister of Industry, Tourism and Trade of the Government of Spain. He has also been Managing Partner of Closa Investment Bankers, as well as Director of CREA Inversión, and he has extensive knowledge of the technology sector. In addition,

until January 2025 he was Executive Chairman of the Board of Directors of Indra and an Independent Director at Ebro Foods, S.A.

He is currently a trustee of the Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation.

The Board of Directors of the Company considers that Mr. Marc Thomas Murtra Millar's training and experience provide him with highly valuable and useful knowledge for the performance thereby as a Director of the Company.

Suitability and merits

The Board of Directors has assessed Mr. Marc Thomas Murtra Millar as having the required expertise, experience and professional background to contribute to the development of the Telefónica Group over the coming years and confront the challenges that will arise for the telecommunications sector. Mr. Marc Thomas Murtra Millar has broad professional experience at listed companies, with a particular focus on companies belonging to the technology sector and, in general, an extensive and successful professional career.

By virtue thereof, the Board of Directors has come to a very favorable conclusion regarding the suitability of Mr. Marc Thomas Murtra Millar for holding the position, meeting the requirements of business and professional good standing and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of Executive Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Mr. Marc Thomas Murtra Millar is currently Executive Chairman of the Board of Directors of Telefónica, S.A., for which reason he is classified as an Executive Director.

Report of the Nominating, Compensation and Corporate Governance Committee

The favorable report of the Nominating, Compensation and Corporate Governance Committee dated March 6, 2025, on the proposed ratification and appointment of Mr. Murtra Millar, is attached to this report as an exhibit.

2.2 MR. EMILIO GAYO RODRÍGUEZ

Professional and biographical profile and noteworthy experience

Born in 1965 in Madrid, Spain.

Holds a degree in Telecommunications Engineering from Politécnica University of Madrid and an MBA from IESE Business School.

He had worked as Engineer at ATT Network Systems, Consultant and Manager at Bain & Company, CEO and founder of Educocio, S.A and Partner in Europraxis Consulting. From 2004 to the end of 2006, he was Managing Director for International Operations at Telefónica Móviles. From 2006, he was Head of Mobile Business Development at Telefonica International until June 2010, when he was appointed for Telefónica Latam as Director for Business Development, Strategy and Regulation. In June 2011, he was appointed Director for the Consumer Unit at Telefónica Spain and in 2013 he took responsibility for Marketing and Commercial Services Large Public and Companies. In 2018, he was appointed CEO of Telefónica de España.

Suitability and merits

The Board of Directors has assessed Mr. Emilio Gayo Rodríguez as having the required expertise, experience and professional background to contribute to the development of the Telefónica Group over the coming years and confront the challenges that will arise for the telecommunications sector.

Mr. Emilio Gayo Rodríguez has a long professional career in the Group, having held various posts and positions of responsibility in different areas, having, consequently, a great knowledge of the Telefónica Group and its business. It is worth mentioning his enormous technical precision and his great skills in management and coordination of teams, having held, among others, the position of CEO of Telefónica de España, S.A. since 2018.

By virtue thereof, the Board of Directors has come to a very favorable conclusion regarding the suitability of Mr. Emilio Gayo Rodríguez for holding the position, meeting the requirements of business and professional good standing and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of Executive Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Mr. Emilio Gayo Rodríguez has been proposed as the new Chief Operating Officer (C.O.O.) of the Company. Therefore, Mr. Emilio Gayo Rodríguez belongs to the class of Executive Director.

Report of the Nominating, Compensation and Corporate Governance Committee

The favorable report of the Nominating, Compensation and Corporate Governance Committee dated March 6, 2025 on the proposed ratification and appointment of Mr. Gayo Rodríguez, is attached to this report as an exhibit.

2.3 MR. CARLOS OCAÑA ORBIS

Professional and biographical profile and noteworthy experience

Born in 1980 in Madrid, Spain.

Holds a degree in Economics, with specialization in Economic Analysis from the Complutense University of Madrid. Mr. Ocaña has a significant technological profile in which a Frontiers of Innovation and Entrepreneurship Program from the Massachusetts Institute of Technology (MIT) stands out. Since March 2018 he is also a member of the Advisory Board of Google's ADEI Observatory and co-director and professor of the Master's Degree in Digital Transformation and Technologies Applied to Sport at the Real Madrid University School (since October 2021). In addition, Mr. Ocaña is the author and coordinator of the book "La Transformación Digital de la Economía" (2017), and his curriculum is completed with a General Management Program (PDG) from IESE Business School (University of Navarra).

Currently, Mr. Ocaña is the Deputy to the General Director of Real Madrid CF (since July 2012), member of the Advisory Board of the Hermes Institute (since May 2023), member of the Strategy Committee of the Prisa Group and member of the Governing Council of the Real Madrid University School (since March 2023). Mr. Ocaña also serves as Secretary of the World Football Club Association (since November 2019) and member of the Monitoring Committee of the Forum of Forums Foundation (since December 2015).

Previously, at the beginning of his professional career in 2003, Mr. Ocaña was a Consultant at Economistas 2004, to later assume the position of Deputy Chief of Staff and Advisor to the Economic Office of the President of the Government (from May 2004 to April 2008). Also, he has been Director General of the Cabinet of the Ministry of Industry, Tourism and Trade (from May 2008 to December 2011) and a member of the Board of Directors of Paradores and Red.es (from June 2008 to December 2011).

The academic facet of Mr. Ocaña is completed as a professor of Strategy and Business Model in the MBA at European University (since 2013), instructor of the PDG at IESE (in 2013), professor of Economic Environment in the Master's Degree in Economics at the University of Vigo (from 2013 to 2017) and professor of Economics in the International Master's Degree in Public Affairs at the Menéndez Pelayo International University (from 2016 to 2018).

Likewise, Mr. Ocaña is author, co-author and coordinator of several publications among which the following can be highlighted: “Nueva Diplomacia Económica Española” (2014), “El Estado Dinamizador, y el Seguro de Desempleo en España” (2010), “La participación laboral de las mujeres en España: un reto aún pendiente”, “Análisis Cuantitativo del Estado de Bienestar en Europa: Modelos y Resultados” and “Efectos Económicos de la Inmigración” (all of them in 2006).

Suitability and merits

The Board of Directors has assessed and considered the experience, training and professional profile of the candidate, the candidate's merits and competence to hold the position of Director, and the experience and knowledge thereof in the various industries and issues that are relevant for the Company. The candidate's positive contribution to the sound operation of the Board of Directors and participation in the Committees to which the candidate belongs have also been very positively evaluated.

By virtue thereof, the Board of Directors has come to a very favorable conclusion regarding the suitability of Mr. Carlos Ocaña Orbis for holding the position, meeting the requirements of business and professional good standing and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of Proprietary Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Mr. Carlos Ocaña Orbis has been proposed at the initiative of the shareholder Sociedad Estatal de Participaciones Industriales (SEPI), which holds a number of shares representing more than 10.00% of the Company's share capital. Therefore, Mr. Ocaña Orbis belongs to the class of Proprietary Director.

Report of the Nominating, Compensation and Corporate Governance Committee

The favorable report of the Nominating, Compensation and Corporate Governance Committee dated March 6, 2025, on the proposed ratification and appointment of Mr. Ocaña Orbis, is attached to this report as an exhibit.

2.4 MR. OLAYAN M. ALWETAID

Professional and biographical profile and noteworthy experience

Born in 1976 in Saudi Arabia.

Holds a degree in Electrical Engineering from King Fahd University of Petroleum and Minerals.

During his career at STC Group, he has played several crucial roles, including Senior Vice President of the Consumer Business Unit and CEO of STC Bahrain. He has also served as the Chairman of several of the Boards of Directors of STC subsidiaries.

He is currently the CEO of STC Group, a position he has held since March 2021. Under his guidance, STC Group has consolidated its position as a prominent telecommunications operator in the MENA (Middle East and North Africa) region and emerged as a dynamic force in the digital arena. Mr. Alwetaid is continuing to drive the company's expansion into adjacent sectors including major commitments in Fintech, the Internet of Things (IoT), cybersecurity, Artificial Intelligence (AI) and data centers. This expansion, supplemented with several inorganic deals, including acquiring a stake in the Telefónica Group, represents a significant shift from the traditional confines of the telecommunications industry.

His international influence is evident through his positions as Chairman of the SAMENA Telecommunications Council, member of the GSMA Board, Director of the King Abdulaziz City for Science and Technology (KACST) and Director of The Saudi Tadawul Group.

The Board of Directors of the Company considers that Mr. Olayan M. Alwetaid's training and experience provide him with highly valuable and useful knowledge for the performance thereby as a Director of the Company.

Suitability and merits

The Board of Directors has assessed and considered the experience, training and professional profile of the candidate, the candidate's merits and competence to hold the position of Director, and the experience and knowledge thereof in the various industries and issues that are relevant for the Company.

In particular, the Board of Directors has taken a very positive view of the experience of Mr. Olayan M. Alwetaid, especially highlighting the candidate's professional track record, as well as the knowledge and experience thereof in the telecommunications sector and in the digital area.

By virtue thereof, the Board of Directors has come to a very favorable conclusion regarding the suitability of Mr. Olayan M. Alwetaid for holding the position, meeting the requirements of business and professional good standing and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of Proprietary Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Mr. Olayan M. Alwetaid has been proposed at the initiative of the shareholder Green Bridge Investment Company SCS / stc Group, which holds a number of shares representing 9.97% of the Company's share capital. Therefore, Mr. Alwetaid belongs to the class of a Proprietary Director.

Report of the Nominating, Compensation and Corporate Governance Committee

The favorable report of the Nominating, Compensation and Corporate Governance Committee dated March 6, 2025, on the proposed ratification and appointment of Mr. Alwetaid, is attached to this report as an exhibit.

2.5 MS. ANA MARÍA SALA ANDRÉS

Professional and biographical profile and noteworthy experience

Born in 1967, in Terrassa (Barcelona), Spain.

Holds a degree in Law and a master's degree in Comparative Law from the Autònoma University of Barcelona. Holds an LLM from the University of California at Berkeley (USA). Holds a doctorate in Law from the Pompeu Fabra University of Barcelona, where she is an Assistant Professor. She is a Director of Law Studies at the UOC Online University, Barcelona.

She has extensive experience in corporate practice, corporate mergers and acquisitions, the area of contracts and participation in national and international arbitration. She engages in professional practice at the national and international level. In particular, she has advised listed and unlisted Spanish companies on corporate governance and sustainability, participated in the restructuring and refinancing of national and international corporate groups, advised Family Offices on their activities, has participated in OPVs and OPAs, and has practiced extensively in international arbitration.

Ms. Sala joined Cortés Abogados in 2005 and she has been a partner in the firm since 2014. She is also non-Director Secretary of the Board of Directors of Sacyr, S.A. and of Indra Sistemas, S.A.

Suitability and merits

The Board of Directors has assessed and considered the experience, training and professional profile of the candidate, the merits and competence thereof to hold the position of Director, and the candidate's experience and knowledge in the various industries and issues that are relevant for the Company.

In particular, the Board of Directors has taken a very positive view of the experience of Ms. Ana María Sala Andrés, especially highlighting the candidate's professional track record, as well as the knowledge and experience thereof in the legal sector and, in particular, in advising listed companies in corporate governance and sustainability matters.

By virtue thereof, the Board of Directors has come to a very favorable conclusion regarding the suitability of the candidate for holding the position, meeting the requirements of business and professional good standing and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

In addition, independently of her recognized personal merits and abilities, the ratification and appointment of Ms. Ana María Sala Andrés ensures the ratification of the increase in the number of women sitting on the Board of Directors, in line with the Company's commitment to promoting diversity on the Board.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of independent Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Ms. Ana María Sala Andrés has been proposed based on the personal and professional characteristics thereof, with the Nominating, Compensation and Corporate Governance Committee and the Board of Directors itself having verified that the candidate is not currently involved in any of the circumstances provided for in section 529 *duodecies.4* of the Companies Act and that the candidate can hold the position without being influenced by relations with the Company or its Group, its significant shareholders or its officers, for which reason the candidate can be classified as an Independent Director.

Therefore, Ms. Sala Andrés belongs to the class of Independent Director.

Proposal of the Nominating, Compensation and Corporate Governance Committee

The proposal for ratification and appointment of Ms. Ana María Sala Andrés as an Independent Director of the Company comes from the Nominating, Compensation and Corporate Governance Committee, as appears in the report of such Committee dated March 6, 2025, which is attached as an exhibit to this report.

3. PROPOSALS FOR RATIFICATION AND APPOINTMENT OF DIRECTORS

For all of the foregoing reasons, the Board of Directors finds that Mr. Marc Thomas Murtra Millar, Mr. Emilio Gayo Rodríguez, Mr. Carlos Ocaña Orbis, Mr. Olayan M. Alwetaid and Ms. Ana María Sala Andrés, meet the requirements of good standing, suitability, caliber, competence, qualifications, training, availability, and commitment to duties required to hold the position, and have not incurred any grounds for disqualification, prohibition or permanent conflict of interest or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

By virtue thereof, following a favorable report or at the proposal of the Nominating, Compensation and Corporate Governance Committee, as applicable, the following proposals for the ratification and appointment of Directors are made to the shareholders at the General Shareholders' Meeting of the Company:

- “IV.1 To ratify the interim appointment (co-option) of Mr. Marc Thomas Murtra Millar as a Director, as resolved by the Board of Directors at its meeting held on January 18, 2025, and to appoint him as a Director for the bylaw-mandated term of four years, after a favorable report from the Nominating, Compensation and Corporate Governance Committee, with the classification of Executive Director.*
- IV.2 To ratify the interim appointment (co-option) of Mr. Emilio Gayo Rodríguez as a Director, as resolved by the Board of Directors at its meeting held on March 6, 2025, and to appoint him as a Director for the bylaw-mandated term of four years, after a favorable report from the Nominating, Compensation and Corporate Governance Committee, with the classification of Executive Director.*
- IV.3 To ratify the interim appointment (co-option) of Mr. Carlos Ocaña Orbis as a Director, as resolved by the Board of Directors at its meeting held on May 8, 2024, and to appoint him as a Director for the bylaw-mandated term of four years, after a favorable report from the Nominating, Compensation and Corporate Governance Committee, with the classification of Proprietary Director.*
- IV.4 To ratify the interim appointment (co-option) of Mr. Olayan M. Alwetaid as a Director, as resolved by the Board of Directors at its meeting held on February 26, 2025, and to appoint him as a Director for the bylaw-mandated term of four years, after a favorable report from the Nominating, Compensation and Corporate Governance Committee, with the classification of Proprietary Director.*

IV.5 *To ratify the interim appointment (co-option) of Ms. Ana María Sala Andrés as a Director, as resolved by the Board of Directors at its meeting held on February 26, 2025, and to appoint her as Director for the bylaw-mandated term of four years, following a proposal from the Nominating, Compensation and Corporate Governance Committee, with the classification of Independent Director.*

In addition, a proposal will be made to the shareholders at the General Shareholders' Meeting to ratify the interim appointments of Director, if applicable, made by the Board of Directors from the call to General Shareholders' Meeting to the time immediately prior to the holding of the meeting."

* * *

In Madrid, on March 6, 2025

**REPORT OF THE NOMINATING, COMPENSATION AND
CORPORATE GOVERNANCE COMMITTEE OF TELEFÓNICA, S.A.**

REGARDING

**THE PROPOSALS FOR RATIFICATION AND APPOINTMENT OF DIRECTORS TO
BE SUBMITTED TO THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS'
MEETING**

March 6, 2025

Section 529 *decies* of the Companies Act (*Ley de Sociedades de Capital*) establishes that proposals for the re-election, ratification and appointment of the members of the Board of Directors must be accompanied by an explanatory report from the Board that assesses the competence, experience and merits of the candidate proposed; and will also be preceded, in the case of proposals for the re-election, ratification and appointment of any non-Independent Director, by a report from the Nominating and Compensation Committee.

In addition, Article 10.2 of the Regulations of the Board of Directors of Telefónica, S.A. (the “**Company**”) establishes that proposals for the appointment, re-election and ratification of Directors submitted by the Board of Directors for consideration at the General Shareholders’ Meeting, and the resolutions appointing Directors adopted by the Board of Directors itself pursuant to the co-option powers attributed by law thereto, must be preceded by a corresponding report of the Nominating, Compensation and Corporate Governance Committee and, in the case of Independent Directors, by a corresponding proposal.

In accordance with such article of the Regulations of the Board, in the case of re-election or ratification, the report or proposal from the Nominating, Compensation and Corporate Governance Committee will contain an evaluation of the work and effective dedication to the position during the last period of time in which the proposed Director held the position.

Lastly, Article 10.4 of the Regulations of the Board of Directors establishes that the results of the prior analysis of the skills required by the Board of Directors shall be reflected in the report or proposal of the Nominating, Compensation and Corporate Governance Committee to be published upon occasion of the call to the General Shareholders’ Meeting to which the ratification, appointment or re-election of each Director shall be submitted.

In compliance with the above requirements, the Nominating, Compensation and Corporate Governance Committee has approved this global report on the proposals for the ratification and appointment of Directors that, following a report from or at the proposal of the Nominating, Compensation and Corporate Governance Committee, as appropriate, are going to be submitted to the shareholders at the Company’s upcoming 2025 General Shareholders’ Meeting, for the purposes of generally explaining the

context of such proposals and setting out the prior analysis of the skills required by the Board of Directors.

1. APPLICATION OF THE DIVERSITY POLICY IN RELATION TO THE BOARD OF DIRECTORS OF TELEFÓNICA, S.A. AND THE SELECTION OF DIRECTORS

At its meeting of November 25, 2015, the Board of Directors approved a Director Selection Policy, which was updated on December 13, 2017 to include therein a Diversity Policy applicable to the Board of Directors, and, consequently, changed its name to that of the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors. On December 16, 2020, the Board of Directors also approved an update of this Policy to adapt it, particularly in the area of diversity, to the provisions of the Recommendations of the Good Governance Code of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), the last amendment of which occurred in June 2020. This policy is public and available on the corporate website (<https://www.telefonica.com/en/shareholders-investors/corporate-governance/policies/>).

This Policy is intended to ensure that the Director selection procedures are based on a prior analysis of the skills required by the Board of Directors and that they favor a diversity of expertise, professional training and experience, age, disability and gender therein, without any implicit bias that could entail any discrimination, particularly on the grounds of gender, disability or any other personal condition, and that facilitates the selection of Directors in a number that allows for the attainment of a balanced presence of women and men.

In this respect, the Board of Directors and the Nominating, Compensation and Corporate Governance Committee will ensure, within the scope of their respective powers, that the candidates chosen for the position of Director are persons of recognized caliber, qualifications and experience, who are willing to devote the time and effort required to perform their duties, taking special care in the selection of the persons to be appointed as Independent Directors.

In connection therewith, all candidates for Director of the Company must be professionals of integrity, whose professional conduct and background are aligned with Telefónica's Responsible Business Principles. Likewise, as candidates for Director, special consideration is given to individuals with training and professional experience in telecommunications, technology, consumer knowledge, ESG knowledge, marketing, accounting, auditing, risk management (both financial and non-financial), and international experience and leadership of multinational teams are valued.

The Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors sets out the procedure for selecting the directors of the Company and establishes that the Board of Directors must perform an annual evaluation of its functioning and that of its Committees, particularly evaluating the application in the composition and powers of the Board of Directors of the various aspects of diversity set out in such Policy, as well as the performance of the Chairman of the Board of Directors, of the Company's Chief Executive Officer, and of the various Directors, paying special

attention to the heads of the various Board Committees, and adopting appropriate measures for the improvement thereof.

The Board of Directors has verified that in the process of preparing and approving the proposals for ratification and appointment of Directors that it intends to submit to the shareholders at the 2025 General Shareholders' Meeting, the provisions of the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors have been complied with and a suitable and rigorous procedure has been followed to ensure that the proposals formulated by both the Board of Directors (with respect to proposals affecting non-Independent Directors, following a favorable report of the Nominating, Compensation and Corporate Governance Committee) and the Nominating, Compensation and Corporate Governance Committee (with respect to the proposals affecting Independent Directors) are in the best interest of the Company.

2. PROPOSALS RELATING TO THE COMPOSITION OF THE BOARD OF DIRECTORS

The proposals for ratification and appointment of Directors that will be submitted to the shareholders at the next General Shareholders' Meeting, reported upon (as regards the non-Independent Directors) and proposed (as regards the Independent Director) by the Nominating, Compensation and Corporate Governance Committee, are as follows:

- Ratification of the interim appointment (co-option) and appointment, for a period of four years, of the Director Mr. Marc Thomas Murtra Millar, with the classification of Executive Director.
- Ratification of the interim appointment (co-option) and appointment, for a period of four years, of the Director Mr. Emilio Gayo Rodríguez, with the classification of Executive Director.
- Ratification of the interim appointment (co-option) and appointment, for a period of four years, of the Director Mr. Carlos Ocaña Orbis, with the classification of Proprietary Director.
- Ratification of the interim appointment (co-option) and appointment, for a period of four years, of the Director Mr. Olayan M. Alwetaid, with the classification of Proprietary Director.
- Ratification of the interim appointment (co-option) and appointment, for a period of four years, of the Director Ms. Ana María Sala Andrés, with the classification of Independent Director.

3. ANALYSIS OF THE COMPOSITION OF THE BOARD OF DIRECTORS AND THE SKILLS REQUIRED BY SUCH BODY

3.1 The Board of Directors

Pursuant to the provisions of the Law and the Bylaws, the Board of Directors is the highest managing and representative body of the Company and is therefore

empowered to perform, within the scope of the corporate purpose defined in the Bylaws, any acts or legal transactions of administration and disposition, by any legal means, except for those reserved by the Law or the Bylaws to the sole jurisdiction of the shareholders at a General Shareholders' Meeting.

Notwithstanding the foregoing, the Board of Directors is basically configured as a supervisory and control body that entrusts the ordinary management of the Company's business to the executive bodies and the management team.

The Board of Directors is currently composed of fifteen Directors, of whom two are Executive Directors and the rest non-Executive Directors. Of the non-Executive Directors, eight are considered Independent Directors, which means that the broad majority of the Board of Directors is made up of Independent Directors. The Board of Directors currently has six female Directors (40%), in keeping with the Company's commitment to promoting the diversity of its Board and with best international corporate governance practices in terms of equality.

3.2 Evaluation of the Board of Directors, its Committees and its members

Each year, all of the Company's Directors evaluate the operation of the Board of Directors of Telefónica, S.A., of its Committees, and of the General Shareholders' Meeting. There is also an evaluation every three years with the help of an external consultant, the independence of which is verified by the Nominating, Compensation and Corporate Governance Committee.

The evaluations for fiscal years 2021 and 2022 were performed internally by the Company, without the support of an external advisor. For the evaluation corresponding to fiscal year 2023, the Board of Directors, upon a proposal of the Nominating, Compensation and Corporate Governance Committee, engaged the support of the consulting firm Egon Zehnder as external advisor; and the evaluation corresponding to fiscal year 2024 was internally performed by the Company, without the support of an external advisor.

This evaluation process consisted of the filling by each of the Directors of the corresponding evaluation survey. The aforementioned survey contained a broad range of questions, grouped into the following sections: (i) composition, operation and powers of the Board of Directors, expressly including the adequacy of the performance and contribution of each Director, the Chairman, the Lead Independent Director and the Secretary of the Board of Directors; (ii) composition, operation and powers of the Committees of the Board of Directors, expressly including the performance and contribution of the Chairs and the Secretary of the Committees; (iii) rights and duties of the Directors; (iv) General Shareholders' Meeting and stakeholders; and (v) suggestions and comments.

Following the conclusion of this process, the Nominating, Compensation and Corporate Governance Committee reviewed and analyzed the results of the evaluation at its meeting on January 28, 2025 and concluded that, in general, the aspects related to the Board of Directors, the Committees and the General

Shareholders' Meeting were highly rated and considered optimal and appropriate overall.

However, as a result of this evaluation and in order to continue improving the operation of the Company's corporate governance system, certain areas for optimization were identified and, in light of this and after a detailed examination and analysis of the results achieved, the Board of Directors, at its meeting on January 29, 2025, and upon the proposal of the Nominating, Compensation and Corporate Governance Committee, established an Action Plan to implement the suggestions and recommendations deemed appropriate, in order to optimize the operation of the Company's corporate governance system.

3.3 Overall justification

In reviewing or preparing, as appropriate, the proposals for ratification and appointment, the Nominating, Compensation and Corporate Governance Committee has taken into account all of the above aspects, as well as the suitability of the Directors' professional profiles to the scope of the Company's business and its international nature and the skills required by the Board of Directors to be able to effectively perform its duties of supervision and control.

In this respect, the professional training and profile of the Directors whose ratification and appointment is submitted to the shareholders for approval at the General Shareholders' Meeting evidences in all cases their merits and their competence to hold the position of Director, and their experience and knowledge in industries and matters that are diverse and relevant for the Company, which ensures the quality of decision-making and debate within the Board of Directors.

The Nominating, Compensation and Corporate Governance Committee has particularly evaluated the contribution of the Directors whose ratification and appointment is proposed to the sound operation of the Board of Directors and to the effective performance of its duties of supervision, control and strategic definition, has verified the fulfillment by all of them of the requirements of good standing, suitability, caliber, competence, qualifications, training, availability and commitment to the duties required to hold the position, and the fact that none of them are subject to any ground for disqualification, prohibition or permanent conflict of interest or any grounds for cessation of office contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

In addition, in the particular case of the Executive Director Mr. Marc Thomas Murtra Millar, the Nominating, Compensation and Corporate Governance Committee has taken into consideration his broad experience at listed companies, with a particular focus on companies belonging to the technology sector and, in general, an extensive and successful professional career. Likewise, in relation to the Executive Director Mr. Emilio Gayo Rodríguez, the Nominating, Compensation and Corporate Governance Committee highlights his in-depth knowledge and extensive professional career in the Telefónica Group for more than twenty years, positively valuing the candidate's experience and knowledge, both nationally and internationally.

In any event, the Nominating, Compensation and Corporate Governance Committee has verified that the proposals for ratification and appointment of Directors relate to persons of recognized caliber, competence and experience, who are willing to devote the time and effort required to perform their duties, taking special care in the selection of the person to be appointed as Independent Director.

All of the Directors whose ratification and appointment are proposed are also professionals of integrity, whose professional conduct and background are aligned with Telefónica's Responsible Business Principles.

Following the detailed analysis of the skills required by the Board of Directors, considering the shareholder structure of the Company, the diversity of knowledge, experience, age and gender and the resulting composition of the Board of Directors, the Nominating, Compensation and Corporate Governance Committee considers that the proposals for the ratification and appointment of Directors to be submitted to the shareholders at the General Shareholders' Meeting are suitable and in the best interest of the Company.

4. PROPOSALS OF THE NOMINATING, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE REGARDING THE RE-ELECTION, RATIFICATION AND APPOINTMENT OF INDEPENDENT DIRECTORS

In accordance with Section 529 *decies.4* of the Companies Act, with Article 10.2 of the Regulations of the Board of Directors and with the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors, proposals for the re-election, ratification and appointment of Independent Directors must come from the Nominating, Compensation and Corporate Governance Committee.

In this respect, it is stated for the record that the Nominating, Compensation and Corporate Governance Committee of the Company proposes the ratification of the interim appointment (co-option) of Ms. Ana María Sala Andrés, and the appointment thereof as a Director, for the bylaw-mandated term of four years, with the classification of Independent Director.

The Nominating, Compensation and Corporate Governance Committee has evaluated in detail the professional and personal profile of the candidate, the fulfillment of the requirements of business and professional good standing, that her knowledge, competences and experience are suitable to perform her duties as Director of the Company and that she has the capacity to properly devote herself to discharging her office and to effectively contribute to the governance bodies of the Company so that they may perform their duties with the highest standards of quality and efficiency.

4.1 MS. ANA MARÍA SALA ANDRÉS

Professional and biographical profile and noteworthy experience

Born in 1967 in Terrassa (Barcelona), Spain.

Holds a degree in Law and a master's degree in Comparative Law from the Autònoma University of Barcelona. Holds an LLM from the University of California at Berkeley (USA). Holds a doctorate in Law from the Pompeu Fabra University of Barcelona, where she is an Assistant Professor. She is a Director of Law Studies at the UOC Online University, Barcelona.

She has extensive experience in corporate practice, corporate mergers and acquisitions, the area of contracts and participation in national and international arbitration. She engages in professional practice at the national and international level. In particular, she has advised listed and unlisted Spanish companies on corporate governance and sustainability, participated in the restructuring and refinancing of national and international corporate groups, advised Family Offices on their activities, has participated in OPVs and OPAs, and has practiced extensively in international arbitration.

Ms. Sala joined Cortés Abogados in 2005 and she has been a partner in the firm since 2014. She is also non-Director Secretary of the Board of Directors of Sacyr, S.A. and of Indra Sistemas, S.A.

Suitability and merits

The Nominating, Compensation and Corporate Governance Committee has assessed and considered the experience, training and professional profile of the candidate, the merits and competence thereof to hold the position of Director, and the candidate's experience and knowledge in the various industries and issues that are relevant for the Company.

In particular, the Nominating, Compensation and Corporate Governance Committee has taken a very positive view of the experience of Ms. Ana María Sala Andrés, especially highlighting the candidate's professional track record, as well as the knowledge and experience thereof in the legal sector and, in particular, in advising listed companies on corporate governance and sustainability matters.

By virtue thereof, the Nominating, Compensation and Corporate Governance Committee has come to a very favorable conclusion regarding the suitability of the candidate to hold the position, meeting the requirements of business and professional respectability and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

In addition, independently of her recognized personal merits and abilities, the re-ratification and appointment of Ms. Ana María Sala Andrés entails strengthening the broad presence of women (40%) on the Board of Directors, in line with the

Company's commitment to promoting the diversity of its Board and to best practices in this area.

Availability

It has been verified that the candidate is effectively available to provide the dedication required to hold the position of Director of the Company with the classification of Independent Director.

Absence of disqualifications and conflicts

It has also been verified that the candidate has not incurred any grounds for disqualification, prohibition or permanent conflict of interest that would prevent the candidate from properly performing the duties thereof, or any of the instances contemplated in Article 12 of the Regulations of the Board of Directors of the Company.

Class of Director

Ms. Ana María Sala Andrés has been proposed based on the personal and professional characteristics thereof, with the Nominating, Compensation and Corporate Governance Committee and the Board of Directors itself having verified that the candidate is not currently involved in any of the circumstances provided for in section 529 *duodecies*.4 of the Companies Act and that the candidate can hold the position without being influenced by relations with the Company or its Group, its significant shareholders or its officers, for which reason the candidate can be classified as an Independent Director.

Therefore, Ms. Sala Andrés belongs to the class of Independent Director.

5. REPORTS OF THE NOMINATING, COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE ON THE PROPOSALS FOR RATIFICATION AND APPOINTMENT OF NON-INDEPENDENT DIRECTORS

In accordance with Section 529 *decies*.6 of the Companies Act, with Article 10.2 of the Regulations of the Board of Directors and with the Diversity Policy in relation to the Board of Directors of Telefónica, S.A. and the Selection of Directors, proposals for appointment or re-election of non-independent Directors must be preceded by the corresponding report from the Nominating, Compensation and Corporate Governance Committee.

For these purposes, the Nominating, Compensation and Corporate Governance Committee issues the following reports on the proposals for ratification and appointment, for a new period of four years, of the Directors Mr. Marc Thomas Murtra Millar and Mr. Emilio Gayo Rodríguez, both with the classification of Executive Director, and Mr. Carlos Ocaña Orbis and Mr. Olayan M. Alwetaid, both with the classification of Proprietary Director.

5.1 MR. MARC THOMAS MURTRA MILLAR

Evaluation of Mr. Marc Thomas Murtra Millar's performance

The Nominating, Compensation and Corporate Governance Committee has taken into account the broad experience of Mr. Marc Thomas Murtra Millar as Executive Chairman and Director of other listed companies, as well as his successful professional career in technology sector and, in particular, the quality of his work as Chief Executive Officer and his positive contribution to the Board of Directors since his interim appointment (co-option) in January 2025.

It has also taken into account the knowledge and skills thereof, which in the opinion of this Nominating, Compensation and Corporate Governance Committee allow the candidate to properly perform the duties thereof.

As a result of all of the foregoing, the Nominating, Compensation and Corporate Governance Committee has concluded that Mr. Murtra Millar's profile is suitable for the performance of his duties as an Executive Director.

Evaluation of the conditions required to hold the position

In particular, the Nominating, Compensation and Corporate Governance Committee has assessed the conditions necessary for Mr. Marc Thomas Murtra Millar to hold the position of Director of the Company, including those relating to the status, training, professional experience and suitability thereof, upon the terms set out below.

Appointment and classification

Mr. Marc Thomas Murtra Millar is currently Executive Chairman of the Board of Directors of Telefónica, S.A., for which reason he is classified as an Executive Director.

Training and professional experience

Born in 1972 in Blackburn, United Kingdom.

Holds a degree in Industrial Engineering from the Barcelona School of Industrial Engineering (ETSEIB) of the Polytechnic University of Catalonia. He also holds a Master's in Business Administration (MBA) from the Leonard School of Business at New York University.

He began his professional career in the nuclear industry at British Nuclear Fuel Ltd in the United Kingdom, and continued his career at the strategy consultancy DiamondCluster, where he worked for large technology companies. He has spent several years in public service, where he was a specialist in Digital Strategy, Digital Transformation and Public-Private Partnerships. In this role, he worked as Director General of Red.es, as well as Head of Cabinet of the Minister of Industry, Tourism and Trade of the Government of Spain. He has also been Managing Partner of

Closa Investment Bankers, as well as Director of CREA Inversión, and he has extensive knowledge of the technology sector. In addition, until January 2025 he was Executive Chairman of the Board of Directors of Indra and an Independent Director at Ebro Foods, S.A.

He is currently a trustee of the Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation.

Suitability

The Nominating, Compensation and Corporate Governance Committee has verified and confirmed the suitability of Mr. Marc Thomas Murtra Millar to hold the position, meeting the requirements of business and professional respectability and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Conclusion

As a result of all of the foregoing, based on the performance of the candidate and the personal and professional qualifications thereof, the Nominating, Compensation and Corporate Governance Committee finds that Mr. Marc Thomas Murtra Millar has sufficient knowledge and experience to hold the position of Director and meets the suitability requirements applicable thereto, for which reason it has resolved to submit a favorable report thereon to the Board of Directors to propose to the shareholders at the Company's General Shareholders' Meeting the ratification and appointment thereof as a Director for the bylaw-mandated four-year period with the classification of Executive Director.

5.2 MR. EMILIO GAYO RODRÍGUEZ

Evaluation of the conditions required to hold the position

The Nominating, Compensation and Corporate Governance Committee has also assessed the conditions necessary for Mr. Emilio Gayo Rodríguez to hold the position of Director of the Company, including those relating to the status, training, professional experience and suitability thereof, upon the terms set out below.

Appointment and classification

Mr. Emilio Gayo Rodríguez has been proposed as the new Chief Operating Officer (C.O.O.) of the Company. Therefore, Mr. Gayo Rodríguez belongs to the class of Executive Director.

Training and professional experience

Born in 1965 in Madrid, Spain.

Holds a degree in Telecommunications Engineering from Politécnica University of Madrid and an MBA from IESE Business School.

He had worked as Engineer at ATT Network Systems, Consultant and Manager at Bain & Company, CEO and Founder of Educocio, S.A and Partner in Europraxis Consulting. From 2004 to the end of 2006, he was Managing Director for International Operations at Telefónica Móviles. From 2006, he was Head of Mobile Business Development at Telefonica International until June 2010, when he was appointed for Telefónica Latam as Director for Business Development, Strategy and Regulation. In June 2011, he was appointed Director for the Consumer Unit at Telefónica Spain and in 2013 he took responsibility for Marketing and Commercial Services Large Public and Companies. In 2018, he was appointed CEO of Telefónica de España.

Suitability

The Nominating, Compensation and Corporate Governance Committee has verified and confirmed the suitability of Mr. Emilio Gayo Rodríguez to hold the position, meeting the requirements of business and professional respectability and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Conclusion

As a result of all of the foregoing, based on the performance of the candidate and the personal and professional qualifications thereof, the Nominating, Compensation and Corporate Governance Committee finds that Mr. Emilio Gayo Rodríguez has sufficient knowledge and experience to hold the position of Director and meets the suitability requirements applicable thereto, for which reason it has resolved to submit a favorable report thereon to the Board of Directors to propose to the shareholders at the Company's General Shareholders' Meeting the ratification and appointment thereof as a Director for the bylaw-mandated four-year period with the classification of Executive Director.

5.3 MR. CARLOS OCAÑA ORBIS

Evaluation of Mr. Carlos Ocaña Orbis' performance

The Nominating, Compensation and Corporate Governance Committee has analyzed the quality of work as Director and the contribution of Mr. Carlos Ocaña Orbis to the Board of Directors since his interim appointment (co-option) in May 2024.

It has also taken into account the dedication of Mr. Carlos Ocaña Orbis to holding the position of Director of the Company during such period, as well as the knowledge, skills and experience thereof, which in the opinion of this Nominating, Compensation and Corporate Governance Committee allow the candidate to properly perform the duties thereof.

As a result of all of the foregoing, the Nominating, Compensation and Corporate Governance Committee has concluded that Mr. Ocaña Orbis has quite satisfactorily performed the duties thereof as a Director, contributing to the

corporate bodies of the Company having a balanced composition that is suitable to the needs thereof, and providing significant cooperation for them to be able to perform their duties with the quality, professionalism and dedication required for the full effectiveness thereof.

Evaluation of the conditions required to hold the position

The Nominating, Compensation and Corporate Governance Committee has also assessed the conditions necessary for Mr. Carlos Ocaña Orbis to hold the position of Director of the Company, including those relating to the status, training, professional experience and suitability thereof, upon the terms set out below.

Appointment and classification

Mr. Carlos Ocaña Orbis has been proposed at the initiative of the shareholder Sociedad Estatal de Participaciones Industriales (SEPI), which holds a number of shares representing more than 10.00% of the Company's share capital. Therefore, Mr. Ocaña Orbis belongs to the class of Proprietary Director.

Training and professional experience

Born in 1980 in Madrid, Spain.

Holds a degree in Economics, with a specialization in Economic Analysis, from the Complutense University of Madrid. Mr. Ocaña has a significant technological profile in which a Frontiers of Innovation and Entrepreneurship Program from the Massachusetts Institute of Technology (MIT) stands out. Since March 2018 he is also a member of the Advisory Board of Google's ADEI Observatory and co-director and professor of the Master's Degree in Digital Transformation and Technologies Applied to Sport at the Real Madrid University School (since October 2021). In addition, Mr. Ocaña is the author and coordinator of the book "La Transformación Digital de la Economía" (2017), and his curriculum is completed with a General Management Program (PDG) from IESE Business School (University of Navarra).

Currently, Mr. Ocaña is the Deputy to the General Director of Real Madrid CF (since July 2012), member of the Advisory Board of the Hermes Institute (since May 2023), member of the Strategy Committee of the Prisa Group and member of the Governing Council of the Real Madrid University School (since March 2023). Mr. Ocaña also serves as Secretary of the World Football Club Association (since November 2019) and member of the Monitoring Committee of the Forum of Forums Foundation (since December 2015).

Previously, at the beginning of his professional career in 2003, Mr. Ocaña was a Consultant at Economistas 2004, to later assume the position of Deputy Chief of Staff and Advisor to the Economic Office of the President of the Government (from May 2004 to April 2008). Also, he has been Director General of the Cabinet of the Ministry of Industry, Tourism and Trade (from May 2008 to December 2011) and a

member of the Board of Directors of Paradores and Red.es (from June 2008 to December 2011).

The academic facet of Mr. Ocaña is completed as a professor of Strategy and Business Model in the MBA at European University (since 2013), instructor of the PDG at IESE (in 2013), professor of Economic Environment in the Master's Degree in Economics at the University of Vigo (from 2013 to 2017) and professor of Economics in the International Master's Degree in Public Affairs at the Menéndez Pelayo International University (from 2016 to 2018).

Likewise, Mr. Ocaña is author, co-author and coordinator of several publications among which the following can be highlighted: "Nueva Diplomacia Económica Española" (2014), "El Estado Dinamizador, y el Seguro de Desempleo en España" (2010), "La participación laboral de las mujeres en España: un reto aún pendiente", "Análisis Cuantitativo del Estado de Bienestar en Europa: Modelos y Resultados" and "Efectos Económicos de la Inmigración" (all of them in 2006).

Suitability

The Nominating, Compensation and Corporate Governance Committee has verified and confirmed the suitability of Mr. Carlos Ocaña Orbis to hold the position, meeting the requirements of business and professional respectability and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Conclusion

As a result of all of the foregoing, based on the performance of the candidate and the personal and professional qualifications thereof, the Nominating, Compensation and Corporate Governance Committee finds that Mr. Carlos Ocaña Orbis has sufficient knowledge and experience to hold the position of Director and meets the suitability requirements applicable thereto, for which reason it has resolved to submit a favorable report thereon to the Board of Directors to propose to the shareholders at the Company's General Shareholders' Meeting the ratification and appointment thereof as a Director for the bylaw-mandated four-year period with the classification of Proprietary Director.

5.4 MR. OLAYAN M. ALWETAID

Evaluation of the conditions required to hold the position

The Nominating, Compensation and Corporate Governance Committee has assessed the conditions necessary for Mr. Olayan M. Alwetaid to hold the position of Director of the Company, including those relating to the status, training, professional experience and suitability thereof, upon the terms set out below.

Appointment and classification

Mr. Olayan M. Alwetaid has been proposed at the initiative of the shareholder Green Bridge Investment Company SCS / stc Group, which holds a number of shares representing 9.97% of the Company's share capital. Therefore, Mr. Alwetaid belongs to the class of Proprietary Director.

Training and professional experience

Born in 1976 in Saudi Arabia.

Holds a degree in Electrical Engineering from King Fahd University of Petroleum and Minerals.

During his career at STC Group, he has played several crucial roles, including Senior Vice President of the Consumer Business Unit and CEO of STC Bahrain. He has also served as the Chairman of several of the Boards of Directors of STC subsidiaries.

He is currently the CEO of STC Group, a position he has held since March 2021. Under his guidance, STC Group has consolidated its position as a prominent telecommunications operator in the MENA (Middle East and North Africa) region and emerged as a dynamic force in the digital arena. Mr. Alwetaid is continuing to drive the company's expansion into adjacent sectors including major commitments in fintech, the Internet of Things (IoT), cybersecurity, artificial intelligence (AI) and data centers. This expansion, supplemented with several inorganic deals, including acquiring a stake in the Telefónica Group, represents a significant shift from the traditional confines of the telecommunications industry.

His international influence is evident through his positions as Chairman of the SAMENA Telecommunications Council, member of the GSMA Board, Director of the King Abdulaziz City for Science and Technology (KACST) and Director of The Saudi Tadawul Group.

Suitability

The Nominating, Compensation and Corporate Governance Committee has verified and confirmed the suitability of Mr. Olayan M. Alwetaid to hold the position, meeting the requirements of business and professional respectability and appropriate knowledge and experience for performing the duties thereof as a Director of the Company.

Conclusion

As a result of all of the foregoing, based on the personal and professional qualifications thereof, the Nominating, Compensation and Corporate Governance Committee finds that Mr. Olayan M. Alwetaid has sufficient knowledge and experience to hold the position of Director and meets the suitability requirements applicable thereto, for which reason it has resolved to submit a favorable report

thereon to the Board of Directors to propose to the shareholders at the Company's General Shareholders' Meeting the ratification and appointment thereof as a Director for the bylaw-mandated four-year period with the classification of Proprietary Director.

6. CONCLUSION

As a result of all the foregoing, having regard to the shareholder structure of the Company, to the current needs of its corporate bodies, to the current and projected structure, size and composition of the Board of Directors, and to the personal and professional qualities of the candidates, the Nominating, Compensation and Corporate Governance Committee considers that the proposals for the ratification and appointment of Directors to be submitted at the next General Shareholders' Meeting are suitable and in the best interest of the Company.

* * *

In Madrid, on March 6, 2025