





The images included in the *Shareholder's Guide 2019* reproduce artwork from the Iberdrola Collection (www.iberdrola-arte.es), which is a result of the company's commitment to culture, the preservation of heritage and the encouragement of artistic creation as part of its social dividend. It brings together international modern and contemporaneous art that illustrates the history of the company –from its origins in Bilbao to its current global reality–, with nature, light and human genius as fundamental themes, with a noteworthy presence of female artists.



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### Letter from the Chairman



Ignacio Galán Chairman of the Board of Directors & Chief Executive Officer of Iberdrola, S.A. "We hope to gain first-hand knowledge of the interests of the shareholders through dialogue and participation."

Over the years, Iberdrola has been promoting a relationship model with all of its stakeholders that is mainly intended to maximise their engagement with the Company and to establish long-lasting relations with them based on trust. For this purpose, we once again publish this Guide, which contains all information relating to our upcoming General Meeting.

This document thus presents the items making up the agenda and provides a detailed explanation of all of the initiatives and incentives by which the Company actively promotes attendance and participation, guaranteeing the exercise of shareholders' rights. Iberdrola has been a pioneer in the introduction of new channels allowing for this, including personalised information points, the electronic and telephonic channels, and traditional postal means.

By driving dialogue and informed participation at this annual event, we hope to gain first-hand knowledge of the interests and expectations of the shareholders, as well as to share with them fundamental milestones in the management of the Company.

Furthermore, within the framework of a global commitment to sustainable development, Iberdrola was the first company on the IBEX-35 to manage its Meeting as an accessible and sustainable event, complying complies with the ISO 20121 standard and the Erronka Garbia accreditation of the Basque Government.

The 2019 General Meeting is a major step in this direction, because a proposal is being made at the Meeting to include in the *By-Laws* the U.N. Sustainable Development Goals, which are an ethical benchmark at the global level for stable and inclusive growth.

Finally, on behalf of the Board of Directors, I would like to thank the shareholders for all of their contributions and showings of interest, trusting that we will continue holding a constructive and effective dialogue with all of them.



### Shareholder Day

### 2.1 Where and when

#### Place

Palacio Euskalduna, avenida Abandoibarra, 4, 48011 Bilbao (www.euskalduna.net).

#### Date

Friday 29 March 2019.

#### Programme<sup>1</sup>

9:00

Opening of doors to Palacio Euskalduna.

Iberdrola Plaza, at the Exhibition Hall of Palacio Euskalduna, will be dedicated to Iberdrola's strategy in relation to the Sustainable Development Goals (SDGs) and innovation.

11:30

Holding of the General Shareholders' Meeting at the Auditorium of Palacio Euskalduna.

13:30

Cocktails at the Exhibition Hall of Palacio Euskalduna.<sup>2</sup>

Those attending Shareholder Day can view the multimedia work of Daniel Canogar, *Ráfagas* (2018), belonging to the Iberdrola Collection.

The piece is an Internet-connected animation in which the texts of the four main international agreements against climate change (the Paris Agreement, the Kyoto Protocol, the Montreal Protocol and the Rio de Janeiro Earth Summit) are transformed in real time based on the direction and intensity of the wind blowing on the cities in which the texts were signed, in order to raise our awareness of the fragility and the needed sustainability of the planet.

1 This programme is provisional. Any updates will be published in the section of the corporate website (www.iberdrola.com) dedicated to Shareholder Day. 2 Approximate time. The start of the cocktails will depend on the duration of the General Shareholders' Meeting.

Iberdrola will share with those in attendance its strategy regarding the SDGs and innovation.

### 2.2 How to get there

Iberdrola promotes non-polluting transportation, inviting the use of the electric trolley (*tranvía*), which will be free for all users (whether or not shareholders) on the morning of the Meeting.

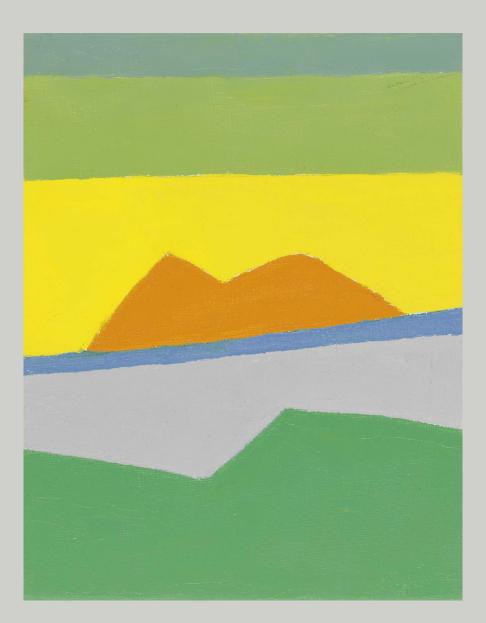
Provided below is a link to the website of Palacio Euskalduna with information about how to arrive by foot, bicycle, car, bus, metro or trolley.

The location of the event on Google maps is also provided.

### 2.3 Participants

#### Who can attend Shareholder Day?

All shareholders meeting the requirements established to attend the General Shareholders' Meeting or the persons who are going to represent them thereat may participate in Shareholder Day. Etel Adnan Untitled, 2014



### 2.4 Sustainable and accessible event

#### What does the Meeting being a sustainable event mean?

It means that all processes of the Meeting, from the planning to the holding thereof, follow sustainability standards in order to maximise Iberdrola's contribution to the local economy, improvement of the environment and social commitment.

Since 2016, the Basque Government (through the public company Ihobe) and AENOR have certified that the management of Iberdrola's General Shareholders' Meeting complies with the standards on the environmental sustainability of events in the Basque Country (Erronka Garbia) and with the ISO 20121 standard for sustainable event management, respectively.

#### What measures will be implemented to make the event accessible for all?

• Persons with **visual limitations** may ask to receive the announcement of the call to meeting in Braille, to access all preparatory documents for the Meeting in a format compatible with text-to-speech systems and follow the Meeting via an audio description.

• Persons with **hearing limitations** can receive information from the Office of the Shareholder through video interpreters and follow the Meeting via magnetic loop, electronic subtitling and simultaneous Spanish sign language interpreting systems.

• The premises where the Meeting will be held have accessibility measures including entrances, reception desks, W.C.s and itineraries adapted for persons with **reduced mobility**, as well as specific places available to persons with **special needs**.

#### What are the key elements for complying with the ISO 20121 standard?

To know and respond to the needs of the stakeholders of Iberdrola's Meeting, to maintain a relationship of trust and involvement with its suppliers, and to maximise the socioeconomic impact in Bilbao, where the registered office is located and the Meeting is held.

#### What initiatives relating to the sustainability of the Meeting have been implemented?

Iberdrola has driven numerous initiatives, including:

- The hiring of local suppliers and persons at risk of exclusion.
- Measures to improve energy efficiency.
- Encouragement of sustainable transportation.

• Actions to ensure accessibility for groups with differing abilities (event accessible to 100 % of the attendees).

- Use of recyclable and reusable materials.
- Maximisation of waste separation.



### Attendance Bonus and Gift

### 3.1 Attendance bonus for all shareholders participating in the Meeting

The Company, through the respective depositaries, will pay 0.005 euro (gross) for each share (1 euro (gross) for every 200 shares) to all shareholders present at the General Shareholders' Meeting in person or by proxy who have provided due evidence of their attendance thereat in person or by proxy or their absentee vote, thus including shareholders who grant their proxy to any third party, whether or not a shareholder.

#### What must shareholders do in order to receive the bonus?

The only condition that shareholders must meet is to validly participate in the Meeting. The bonus is calculated based on the number of shares with which each shareholder participates in the Meeting and is paid to all shareholders who appear on the list of shareholders present in person or by proxy or who cast an absentee vote.

Remember that if the Meeting is held, as expected, on first call, the calculation of the bonus will only take into account shares that have been registered in your name in the book-entry register on 22 March 2019. If you intend to purchase new shares so that they are registered in your name on that date, you must give the purchase order no later than 20 March 2019.

#### When is the bonus paid?

Approximately four weeks after the holding of the Meeting, i.e. at the end of April 2019.

The Company will pay 0.005 euro (gross) for each share held by shareholders present in person or by proxy, to encourage the participation of the shareholders.

### 3.2 Gift for shareholders who go to the Meeting or to the shareholder information desks

#### Who can ask for the gift?

Shareholders or their representatives who go to the Meeting, shareholders who grant their proxy or cast an absentee vote at the shareholder information desks and those participating by Internet or by phone and go to the information desks can collect it.

#### Where and when do the shareholder information desks open?

In Bilbao, Madrid, Valencia, Valladolid and Zaragoza, between 20 and 28 March. The exact address, dates and times will be published on the corporate website.

## How can shareholders who grant their proxy or vote over the Internet or by telephone collect the gift?

By going to any of the shareholder information desks with their national identity document. Home delivery of the gift is not offered.

#### What gift is given at this Meeting?

The gift this year is a blanket made with the plastic recycled from six used 550 millilitre bottles. We contribute to creating a more sustainable world by recycling this material.



### General Shareholders' Meeting: Agenda and Documentation

### 4.1 Annual accounts and company management

1. Approval of the annual accounts for financial year 2018.

2. Approval of the management reports for financial year 2018.

3. Approval of the statement of non-financial information for financial year 2018.

4. Approval of the management and activities of the Board of Directors during financial year 2018.

#### What was the Company's profit in 2018?

During the financial year ended 31 December 2018, Iberdrola obtained a consolidated net after-tax profit equal to 3,014 million euros, exceeding the 2,804 million euros obtained during financial year 2017 by 7.5 %. The audit report on the annual accounts which contains such result, issued by KPMG Auditores, S.L., is unqualified.

## Apart from the annual accounts, does Iberdrola present non-financial information at this Meeting?

Yes. The consolidated management report contains non-financial and diversity information, which has been verified by PricewaterhouseCoopers Auditores, S.L.

For ease of reference, the non-financial information is also published separately in the *Sustainability Report*, which Iberdrola has voluntarily prepared since 2004.

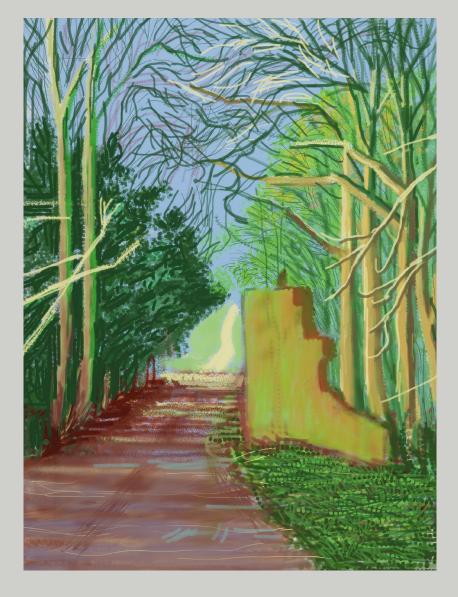
In order to unify all of the information, an *Integrated Report* will also be published before the holding of the Meeting that summarises the main operational and financial figures, as well as the future outlook and strategic positioning of the Company.

## How can I access more information about the management of the Board of Directors during financial year 2018?

By consulting the *Activities Report of the Board of Directors and of the Committees thereof,* which contains detailed information about the main issues dealt with at the meetings held by the Board of Directors and its five committees.

• More information: see the Annual Financial Report, the Report on the Independence of the Statutory Auditor in relation to the Audit Report and the Activities Report of the Board of Directors and of the Committees thereof for financial year 2018.

David Hockney The Arrival of Spring in Woldgate, East Yorkshire in 2011 (twenty eleven)-19 March, 2011



### 4.2 Corporate Governance System

5. Amendment of the preamble and articles 4, 6, 7, 8, 22, 32, 33, 34 and 49 of the *By-Laws* in order to reflect the purpose and values of the Iberdrola group, formalise its commitment to the Sustainable Development Goals (SDGs) approved by the United Nations and improve the text using inclusive language.

6. Amendment of articles 37 and 41 of the *By-Laws* to reflect the change in the name of the Corporate Social Responsibility Committee, which is now called the Sustainable Development Committee.

#### What is the new purpose and values of the Iberdrola group?

At Iberdrola, we are aware of the need to change the energy model as soon as possible, and to do so in collaboration with all of our stakeholders. Therefore, our purpose is *to continue building together each day a healthier, more accessible energy model, based on electricity,* and our values are sustainable energy, integrating force and driving force.

#### What are the Sustainable Development Goals (SDGs)?

They are a set of global goals to eradicate poverty, protect the planet and ensure prosperity for all as part of a new sustainable development agenda approved by the United Nations in September 2015.

#### Why does Iberdrola commit to the SDGs?

The SDGs are a unique opportunity to both better respond to the changing expectations and aspirations of the society in which we leave and to develop innovative business strategies and models that are adapted to a world undergoing profound transformation.

• More information: see the Corporate Governance System and the report of the Board of Directors on the proposed by-law amendments.

Iberdrola wants to involve its shareholders in its commitment to the SDGs by reflecting them in its By-Laws.

The Iberdrola group is an international energy leader that, as such, focuses its efforts on affordable and clean energy (goal 7) and climate action (goal 13). It also directly contributes to ensuring clean water and sanitation (goal 6), has increased its investment in R&D+i activities (goal 9), promotes respect towards life on land (goal 15) and works to establish partnerships for achievement of the goals (goal 17). It also contributes indirectly to the other SDGs, the principles of which it accepts, supports and takes into consideration as guidance in its decision-making processes.

The SDGs as part of the business strategy of the Iberdrola group



The "Iberdrola Flexible Remuneration" optional dividend system is the result of ongoing dialogue between Iberdrola and its shareholders.

### 4.3 Remuneration

7. Approval of the proposed allocation of profits/losses and distribution of dividends for financial year 2018, the supplementary payment of which will be made within the framework of the "Iberdrola Flexible Remuneration" optional dividend system.
8. Approval of a first increase in capital by means of a scrip issue at a maximum reference market value of 1,520 million euros in order to implement the "Iberdrola Flexible Remuneration" optional dividend system.

9. Approval of a second increase in capital by means of a scrip issue at a maximum reference market value of 1,235 million euros in order to implement the "Iberdrola Flexible Remuneration" optional dividend system.

10. Approval of a reduction in capital by means of the retirement of a maximum of 280,457,000 own shares (4.30 % of the share capital).

11. Consultative vote regarding the *Annual Director Remuneration Report* for financial year 2018.

#### What is "Iberdrola Flexible Remuneration"?

It is a flexible remuneration formula implemented by the Company as a result of ongoing dialogue with its shareholders, which allows them to choose between three options of remuneration:

- Receive new bonus shares of the Company (with no tax withholding).
- Receive cash by selling their free-of-charge allocation rights on the market (with a tax withholding).
- Receive a fixed amount in cash, through a dividend (with a tax withholding).

Shareholders may also combine the three options based on their preferences. The free-ofcharge allocation of new shares to shareholders who choose the first option, or to those who have acquired free-of-charge allocation rights on the market, is implemented through the two increases in capital by means of scrip issues included in items 8 and 9 on the agenda.

#### When does Iberdrola remunerate its shareholders?

The "Iberdrola Flexible Remuneration" optional dividend system proposed to the shareholders at the General Shareholders' Meeting provides for two approximate implementation dates: July 2019 and December 2019 or January 2020.

#### What is the purpose of the reduction in capital?

The reduction in capital is intended to avoid dilution of the financial ratios per share as a result of the implementation of the "Iberdrola Flexible Remuneration" optional dividend system, which benefits all the shareholders.

#### How is the remuneration of Iberdrola's directors determined?

The remuneration of the directors is governed by the *Director Remuneration Policy*, which was approved by the shareholders at the General Shareholders' Meeting in 2018. This policy establishes the fixed remuneration and the amounts for attendance fees given to all directors in their capacity as such, which have been frozen since 2008, as well as the remuneration structure of the executive directors for the performance of executive duties.

• More information: see the reports of the Board of Directors regarding the proposed increase in capital and proposed reduction in capital, as well as the *Annual Director Remuneration Report* for financial year 2018.

### 4.4 Board of Directors

12. Appointment of Ms Sara de la Rica Goiricelaya as independent director.

13. Ratification of the interim appointment (co-option) and re-election of Mr Xabier Sagredo Ormaza as independent director.

14. Re-election of Ms María Helena Antolín Raybaud as independent director.

15. Re-election of Mr José W. Fernández as independent director.

16. Re-election of Ms Denise Holt as independent director.

17. Re-election of Mr Manuel Moreu Munaiz as independent director.

18. Re-election of Mr Ignacio Sánchez Galán as executive director.

19. Setting of the number of members of the Board of Directors at fourteen.

20. Delegation of powers for the formalisation and conversion into a public instrument of the resolutions adopted.

#### What standards is the proposed appointment and re-election of the directors based on?

The Company has a *Board of Directors Diversity and Director Candidate Selection Policy* ensuring that the Board of Directors has the diversity, skills and experience needed to perform the duties thereof.

A description of the criteria taken into consideration in each proposal is set forth in the corresponding report.

#### Who proposes the appointments?

Proposals regarding independent directors have been prepared by the Appointments Committee, after evaluating the skills, experience and merits of the candidates and verifying that they are not affected by any of the instances of disqualification, prohibition or conflict of interest provided by law or Iberdrola's Corporate Governance System. In the case of the re-election of Ignacio Sánchez Galán as executive director, the proposal is made by the independent directors and is supported by a report prepared by an independent expert, as well as a favourable report of the Appointments Committee.

## What will be the composition of the Board of Directors after the General Shareholders' Meeting?

If the respective proposed resolutions are approved, the composition of the Board of Directors will be as follows:

Director	Position	Class
Ignacio Sánchez Galán	Chairman & CEO	Executive
Inés Macho Stadler	Vice Chair	Other external
Íñigo Víctor de Oriol Ibarra	Member	Other external
Samantha Barber	Member	Independent
María Helena Antolín Raybaud	Member	Independent
Georgina Kessel Martínez	Member	Independent
Denise Holt	Member	Independent
José W. Fernández	Member	Independent
Manuel Moreu Munaiz	Member	Independent
Xabier Sagredo Ormaza	Member	Independent
Juan Manuel González Serna	Lead Independent Director	Independent
Francisco Martínez Córcoles	Business CEO	Executive
Anthony L. Gardner	Member	Independent
Sara de la Rica Goiricelaya	Member	Independent
Julián Martínez-Simancas Sánchez	Non-director Secretary	
Santiago Martínez Garrido	Non-director Deputy Secretary	
Rafael Mateu de Ros Cerezo	General Counsel	

• More information: see the report of the Board of Directors regarding the renewal of the Board of Directors, which includes the proposals of the Appointments Committee, as well as the report prepared by PricewaterhouseCoopers Asesores de Negocios, S.L regarding the proposed appointment, ratification and re-elections.



# Participation in the Meeting: Attendance, Proxy-granting or Absentee Voting

### 5.1 Requirements and options to participate

#### Who has the right to participate in the General Shareholders' Meeting?

All shareholders whose shares have been registered in their name in the book-entry register on 22 March 2019 (if the Meeting is held, as anticipated, on first call).

#### Who has the status of shareholder for these purposes?

Pursuant to the provisions of law, Iberdrola can only recognise as a shareholder those persons who have shares of Iberdrola registered in their name with a participant in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal ("Iberclear").

Those persons holding shares of Iberdrola through entities that are not participants in Iberclear (beneficial shareholders) should check with their entity on how they can exercise the rights to receive information and participate in the Meeting corresponding to said shares.

## Who can participate in cases of beneficial ownership (usufruct) and co-ownership of the shares?

In the case of beneficial ownership, the legal or bare owner (*nudo propietario*) is entitled to participation in the Meeting.

If the shares have various owners, the rights of the shareholder will be exercised by the person appointed by the co-owners.

#### Can the holders of ADRs and CDIs participate in the Meeting?

Registered holders of American Depositary Receipts ("ADRs") representing shares of the Company will receive, through JPMorgan Chase Bank, N.A., the voting instructions card by means of which they will be able to exercise their voting rights at the Meeting.

Holders of CREST Depository Interests ("CDIs") representing shares of the Company will receive from Equiniti Limited the voting instructions card by means of which they will be able to instruct the depositary of the CDIs to exercise their voting rights in their name at the Meeting.

In addition, holders of CDIs may request the documents and information relating to the Meeting (or a summary thereof) by writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, prior to the holding thereof.

Iberdrola gives its shareholders all of the means to participate in person, electronically and by telephone.

Holders of ADRs and CDIs who wish to ask any questions in connection with the Meeting may send them to the Company by e-mail to investor.relations@iberdrola.es or by post to calle Tomas Redondo 1, 28033 Madrid, Spain, to the attention of the Office of the Shareholder.

## What alternatives do the shareholders have to participate in the General Shareholders' Meeting?

- Attend in person.
- Attend through a representative, granting a proxy before the Meeting.
- Cast an absentee vote before the Meeting.

### 5.2 Attending the Meeting

## What documents should the shareholders bring in order to attend the General Shareholders' Meeting in person?

The national identity document or any other official identification document generally accepted for such purpose. It is not necessary to bring the attendance, proxy and absentee voting card.

#### From what time can one enter Palacio Euskalduna? Beginning at 9:00.

## Can shareholders access the General Shareholders' Meeting after the time set for commencement specified in the call to meeting?

The doors to Palacio Euskalduna will remain open until 12:00 noon. Shareholders and proxy representatives arriving between 11:30 (time of commencement of the Meeting set in the call to meeting) and the closing of the doors may attend the proceedings as guests.

#### Can I attend with a companion?

The Company may authorise the entry of companions of shareholders or their proxy representatives with reduced mobility or with special needs for assistance. In this case, the companions will attend the event as guests.

### 5.3 Granting a proxy or casting an absentee vote

#### What channels are there for granting a proxy or casting an absentee vote?

Internet: through the "Electronic proxy and voting" application on the corporate website (www.iberdrola.com), in which one's identity must be verified as explained in section 5.4.
Telephone: calling the free phone number of the Office of the Shareholder 900 100 019,

• Telephone: calling the free phone number of the Office of the Shareholder 900 100 0 and verifying one's identity as explained in section 5.4.

• Shareholder Information Desks: bringing one's ID (DNI) to access the electronic devices installed at these locations, where you can also deliver your card.

• Post: sending one's card to apartado de correos número 1.113, 48080 Bilbao.

In addition to these channels activated by Iberdrola, shareholders may grant a proxy or cast an absentee vote through their depositaries.

### What period do shareholders have to grant proxies and cast absentee votes?

#### • Electronic and telephone channels: from 22 February to 28 March.

The telephone allows for proxy-granting and voting through an automated system that is available 24 hours per day, but to leave specific instructions one must contact an operator, from Monday to Friday, 09:00 to 19:00.

Shareholder Information Desks: from 20 to 28 March.

The locations, dates and hours of the shareholder information desks will be announced on the corporate website.

• Post: cards will be accepted until 28 March.

The Company reserves the right to extend these periods upon the terms set forth in the *Implementing Rules for the General Shareholders' Meeting*.

#### What devices can I use to grant a proxy or vote via the Internet?

The "Electronic proxy and voting" application available on the corporate website (www.iberdrola.com) is compatible with any device that has access to the Internet, including mobile devices and tablets.

#### To whom can I grant the proxy?

All shareholders having the right to attend may be represented at the Meeting by another person, even though not a shareholder.

#### Soledad Sevilla Ocaso 2 [Sunset 2], 2009



If the proxy is granted to third parties, it is recommended that the national identity document (DNI) number together with the given name and surnames of the proxy representative be included in the proxy cards that they send to the Company to facilitate their identification at the entrances to the premises where Shareholder Day is held.

## How should proxy representatives be accredited to access the General Shareholders' Meeting?

• They must identify themselves as proxy representatives and verify their identity at the registration desks available on Shareholder Day from 9:00.

• The proxy representative must also bring the corresponding proxy card signed by the shareholder, unless the shareholder has previously provided the proxy to the Company (in which case the representative need not bring the card).

• Proxy representatives of corporate shareholders must provide evidence of their representative authority with the relevant document of appointment or power of attorney.

Representatives are advised to present themselves at Palacio Euskalduna on the day of the Meeting sufficiently in advance to verify the proxy.

#### Dan Flavin Untitled (to Madeline and Eric Kraft), 1992



### 5.4 Internet or phone identification systems

#### How do I identify myself in order to participate via the Internet?

If you are an individual shareholder, you can grant your proxy or vote through the corporate website (www.iberdrola.com) using your recognised electronic signature (based on your electronic national identity document (DNI) or an electronic certificate issued by the Royal Spanish Mint (*Fábrica Nacional de Moneda y Timbre*) or your "personal Iberdrola passwords". You may also do so by directly filling out the accreditation form available on the corporate website where you must provide your national identity document (DNI), your mobile telephone number and your number of shares (including co-owned shares). The Company will verify the data in the form and will send a security code to the mobile telephone in order to be able to participate.

#### How do I identify myself in order to participate by telephone?

If you are an individual shareholder, you can grant your proxy or vote by telephone identifying yourself with your DNI and stating the number of shares that you own (including co-owned shares).

#### What are the "personal Iberdrola passwords" used for? How can I obtain them?

The "personal Iberdrola passwords" allow you to access the exclusive shareholder channel On Line Shareholders (OLS) as well as to participate remotely in the Meeting. You can request them at absolutely no charge through the Company's corporate website (www.iberdrola.com). After verifying your identity (by comparing the number of shares owned with information available to the Company), Iberdrola will send the personal passwords to the e-mail address that you provide.

#### Will "personal Iberdrola passwords" obtained previously continue to be valid?

Yes. If you already have passwords because you are a user of On Line Shareholders (OLS) or because you requested them for other general shareholders' meetings, you can use them to identify yourself to grant a proxy or vote via the Internet.

#### What measures are used to avoid identity theft?

In addition to the accreditation requirements mentioned above, Iberdrola will confirm to all shareholders who have not identified themselves with a recognised electronic signature the receipt of their proxies and absentee votes by sending a letter via post to the address appearing at Iberclear or in the records of the Company.

 ${\small \textcircled{\sc only}}$  More information: see demo of the "Electronic proxy and voting" application.

### 5.5 Attendance, proxy and absentee voting cards

#### What is the attendance, proxy and absentee voting card used for?

The card allows you to grant a proxy or cast an absentee vote by filling it out and sending it to the Company by post or delivering it to any of the shareholder information desks or to your depositary. Remember that you do not need the card to attend the Meeting or to grant a proxy or cast an absentee vote via the internet or by phone.

#### What do I do if I don't receive it or it is lost?

Shareholders can contact their depositary in order for it to issue them a duplicate of their card, or access Iberdrola's corporate website in order to download a duplicate card issued by the Company, verifying their identity in the same manner as indicated in section 5.4 above for participating via the Internet.

#### How does one fill it out?

Iberdrola has provided the financial intermediary and management institutions that are depositaries of the shares with a form of card. If you are going to use it to grant a proxy or cast an absentee vote by delivering it to any of the shareholder information desks or to your depositary or by sending it to the Company by post, you should fill it out by following the instructions below.

If the card that your institution has sent you does not follow this form, you can contact the Office of the Shareholder to obtain help in filling out the card.

#### How can changes be made to the personal data on the card?

The depositary should be contacted.

You can yote by cher	cking this box:	i Vo	u cap dra	ant you	r provy to		rson	avan if	they are r	not a sh	areho	Ider			
You can vote by checking this box:			You can grant your proxy to any person, even if they are not a shareholder. To do so, fill out this box:												
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where proposals might generate conflicts of interest for the proxy representatives, the proxy will be deemed to have been granted, successively, to the chair of the General Shareholders' Meeting, to the secretary for the General Shareholders' Meeting, and to the deputy secretary of the Board of Directors unless this box is checked, in which case it will be deemed that you instruct your proxy representative to abstain.

It will be deemed that you grant your proxy to the chairman of the Board of Directors for matters not included in the agenda of the call to meeting unless you check this box.



### During the Meeting: Presentations and Voting

### 6.1 Presentations and voting

## Can the shareholders or their proxy representatives make presentations during the General Shareholders' Meeting?

Yes. Requests by shareholders or their proxy representatives to make presentations shall be made to the Office of the Shareholder, which shall be available for this purpose within the Auditorium of Palacio Euskalduna beginning at 10:30 on the day of the Meeting.

#### When should the requests to make presentations be submitted?

It is suggested that such requests be submitted as soon as possible after entering Palacio Euskalduna to facilitate preparation of the list of participants. Presentations must in any event be requested before the Meeting begins.

#### How should the requests to make presentations be submitted?

By verifying with the Office of the Shareholder your identity and, if applicable, the company name in case you represent a corporate shareholder, as well as the number of shares that you own or represent.

If you intend to make a presentation during the General Shareholders' Meeting, read the *Implementing Rules for the General Shareholders' Meeting* to know the matters with respect to which you can do so, the time for doing so and the guidelines to keep in mind when making your presentation.

#### When can the shareholders make presentations?

During the presentation period, when they are called by the secretary for the General Shareholders' Meeting.

#### When are the proposals put to a vote?

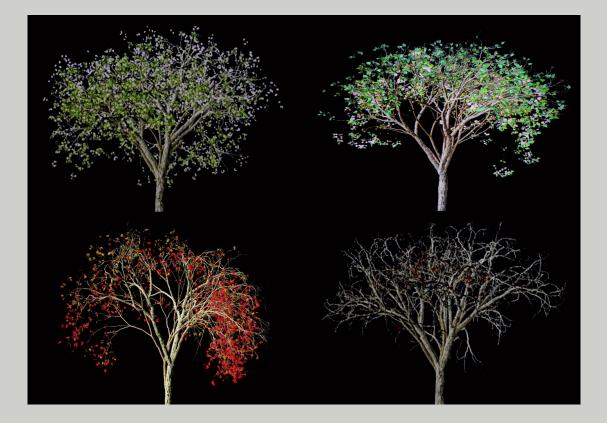
At the end of the period for presentations by shareholders and their representatives and for response by the chair of the General Shareholders' Meeting.

#### How are the proposals put to a vote?

The chair of the General Shareholders' Meeting has the duty to determine the voting procedures and systems in accordance with the law and the Company's Corporate Governance System.

Shareholders and their proxy representatives have the right to have the notary record their vote in favour, against or in blank, or their abstention, in the minutes of the meeting.

Jennifer Steinkamp Dervish, 2004



**Prunella Clough** Garden II, 1960



The Meeting reflects the plurality and diversity of Iberdrola, offering systems of interpretation into Spanish, Euskera (Basque), English and Portuguese.

### 6.2 Multilingualism

The General Shareholders' Meeting will be held in Spanish with simultaneous interpretation into Euskera (Basque), English and Portuguese for those in attendance.

Shareholders participating in the Meeting may do so in any of these languages. If presenting in a language other than Spanish, your presentation will be subject to consecutive interpretation into this language.



### Results and Transparency of the Meeting

### 7.1 Quorum

#### How can one find out the quorum for the General Shareholders' Meeting?

On the day of the Meeting, real-time information will be projected regarding the number of shares and the percentage of share capital represented in person and by proxy at Palacio Euskalduna. Quorum information will be published on the corporate website (www.iberdrola.com) after the Meeting.

### 7.2 Voting results

#### When will the voting results be announced?

When voting on the proposed resolutions, the provisional results from the counting of the votes will be projected on the Auditorium screens. The chair of the Meeting may declare the proposals to be approved if the chair is satisfied of the existence of a sufficient number of votes.

## How can one find out the results of the votes at the General Shareholders' Meeting and access the resolutions that have been adopted?

On the corporate website (www.iberdrola.com) within five calendar days of the end of the Meeting.

### 7.3 Viewing and broadcast

## What measures does the Company take to facilitate the viewing and broadcast of the General Shareholders' Meeting?

An audiovisual recording will be made of the proceedings of the Meeting for live broadcast through such media as the Company may determine, and will be available to the public on the corporate website (www.iberdrola.com) in the absence of technical incidents beyond the Company's control.

Attendees will have real-time information regarding the quorum and the provisional voting results.

#### How are the image rights of the attendees protected?

Images of the attendees will be captured and broadcast in compliance with the provisions of law and the Corporate Governance System. A room will be available to attendees at the Meeting who do not want their image to be recorded, reproduced or broadcast from which they can follow the meeting without appearing in the recording or broadcast thereof.

### 7.4 External verification and other guarantees

## How are the personal data of the shareholders and their representatives at the General Shareholders' Meeting protected?

The Company processes the personal data that shareholders send thereto or that are provided thereto by the institutions with which their shares are deposited for the sole purpose of managing the call to and holding of the Meeting and to manage the development of, compliance with and supervision of the shareholding relationship. Said data are not used for any commercial purpose.

## What other measures are established by the Company to guarantee the rights and interests of the shareholders?

María Enciso Alonso-Muñumer, an attorney and professor of commercial law, has issued a favourable opinion regarding the legal validity and the conformance to the Corporate Governance System of the *Implementing Rules for the General Shareholders' Meeting*, which govern the shareholders' exercise of the right to participate in the Meeting and the Company's calculation of the quorum and voting results.

In order to ensure the effective application of these rules, the Board of Directors has asked the independent firm Deloitte Advisory, S.L. to verify compliance with the procedures, including those relating to the processing and counting of the proxies granted and votes cast by the shareholders.

It has also been resolved to request the presence of a notary to prepare the minutes of the Meeting.



### Contact Channels

### 8.1 Questions about the Meeting

Iberdrola publishes all documentation regarding the General Shareholders' Meeting in both Spanish and English on the corporate website (www.iberdrola.com) and makes available the following channels to shareholders, institutional investors and proxy advisors for any clarification or question:

#### Office of the Shareholder:

Free phone: 900 100 019 (operators available from Monday to Friday, from 9:00 to 19:00, and automated system to grant proxies or cast absentee votes available 24 hours per day). E-mail: accionistas@iberdrola.com

#### Investor Relations Office:

E-mail: investor.relations@iberdrola.es. Postal correspondence: Plaza Euskadi número 5, 48009 Bilbao.

#### Corporate Governance Division:

E-mail: gobierno.corporativo@iberdrola.es. Postal correspondence: Plaza Euskadi número 5, 48009 Bilbao. Shareholders, institutional investors and proxy advisors can use these contact channels to obtain answers to any additional questions.

### 8.2 Commitment to continuous improvement

Iberdrola has made a commitment to the continuous improvement of the General Shareholders' Meeting and of its sustainable management system. It therefore makes the e-mail address **juntasostenible@iberdrola.com** available to all stakeholders of the Meeting, through which they can express their opinion regarding the organisation of the event in order to identify any opportunities for improvement for the holding of subsequent meetings.

### 8.3 Ongoing communication: Iberdrola Investor Relations App and On Line Shareholders (OLS)

Download the Iberdrola Investor Relations App to obtain more information regarding the General Shareholders' Meeting, to access the presentation of results in real time, to see the share price and performance, financial documentation, extra multimedia content, dividends, schedule of events and more.

Stay in touch with Iberdrola through On Line Shareholders (OLS), an interactive system that will allow you to ask us questions easily, 365 days per year.



### Key Upcoming Dates

26 February 2019 Capital Markets Day.

29 March 2019. Shareholder Day: 2019 General Shareholders' Meeting.

**25 April 2019.** Presentation of first quarter 2019 results.

**24 July 2019** Presentation of first half 2019 results.

23 October 2019 Presentation of third quarter 2019 results.

All of these corporate events can be viewed both live and recorded on the corporate website (www.iberdrola.com).

Hannah Collins The Fragile Feast, Lighthouse, Galicia , 2011



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