

**Form of Attendance, Proxy and Absentee Voting Card (front)**



This card is valid for attendance, proxy-granting or absentee voting at the General Shareholders' Meeting of IBERDROLA, S.A., called as the main event of Shareholder Day.

Place: **Palacio Euskalduna in Bilbao (avenida Abandoibarra, 4)**. Date: **13 April 2018 (first call)**. Time: **11:30**.

Attendance bonus: **0.005 euro (gross) per share**

Holder(s)	Number Shares / Voting Rights	Securities Acct. Code
	Address:	Minimum no. shares to attend <b>1</b>

**Options to Participate in the General Shareholders' Meeting.**

**1 Attend the Meeting on 13 April (with DNI or equivalent)**

You can attend the General Shareholders' Meeting in person by proving your identity with your national identity document (DNI) or other equivalent document, without having to bring this card.

**2 Proxy-granting or Voting by internet or by phone before 13 April**

You can now grant your proxy or cast an absentee vote from any device with access to the internet through the new application available at [www.votojunta.iberdrola.com](http://www.votojunta.iberdrola.com), which will automatically verify your identity, in a simple and secure manner, by filling out the accreditation form.



As a new feature, individual shareholders may also grant their proxy or cast an absentee vote by calling the free phone number 900 100 019, which is available from Monday to Friday, from 9:00 to 19:00.

**3 Proxy-granting or Voting with this Card (which must be received by the Company before 13 April)**

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:

I grant my proxy to:

If you don't indicate the identity of a different person, your proxy representative will be the chairman of the Board of Directors.

The voting form is included on the back. If not filled out, it shall be deemed that you vote, or if granting your proxy, that you give specific instructions to vote, in favour of all resolutions proposed by the Board of Directors.

To use this card to grant a proxy or cast an absentee vote, it must, **after it is signed**, be sent to IBERDROLA, S.A. (apartado de correos 1.113, 48080 Bilbao) or delivered to the shareholder service locations announced on [www.iberdrola.com](http://www.iberdrola.com). If granting a proxy, this card may also be delivered to your proxy representative in order for the representative to attend the General Shareholders' Meeting with the card signed by the shareholder and with the representative's DNI or other equivalent document.

Sign here

**Attendance Bonus**

IBERDROLA, S.A. will pay an attendance bonus of 0.005 euro (gross) per share **for all shares in attendance at the General Meeting, whether the shareholder attends the proceeding in person or does so represented by another person (whether or not a shareholder or director) or casts an absentee vote** using any means allowed by the Company.

**Form of Attendance, Proxy and Absentee Voting Card (back)**

**Form for proxy-granting or voting with this card**

The shareholder votes, or if granting a proxy gives the proxy representative specific instructions to vote, in favour of all resolutions proposed by the Board of Directors, unless otherwise specified below by marking the corresponding boxes with an "x" in black or blue ink (*any notation made in another form or place will not be detected in the electronic processing of the cards*):

Item on the agenda	1	2	3	4	5	6	7	8	9	10	11	12	13
For													
Against													
Abstain													
Blank													

Proposed resolutions that have not been submitted by the Board of Directors or regarding items not included on the agenda

Unless the NO box is checked, it shall be deemed that the shareholder casting an absentee vote grants the shareholder's proxy to the chairman of the Board of Directors and that the shareholder granting their proxy extends it to cover such proposals. If the NO box is checked, it shall be deemed that the shareholder abstains or instructs the proxy representative to abstain in connection with such proposals.

NO

Matters in which the proxy representative is affected by a conflict of interest

Unless the NO box is checked, the proxy shall be deemed to have been granted, in connection with such matters, successively (if the substitute proxy representative is also affected by a conflict of interest), 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. If the NO box is checked, the shareholder shall be deemed to instruct the proxy representative to abstain in connection with such matters.

NO

Potential conflicts of interest of directors acting as proxy representatives

Agenda items 5 (re-election of Ms Georgina Kessel Martínez as independent director), 10 (consultative vote on the *Annual Director Remuneration Report* for financial year 2017) and 11 (*new Director Remuneration Policy*), as well as if the removal of or the filing of a derivative liability action against a member of the Board of Directors is proposed to the shareholders at the General Shareholders' Meeting.

**Agenda for the General Shareholders' Meeting / 2018**

**Annual Accounts and Company Management**

1. Approval of the annual accounts for financial year 2017.
2. Approval of the management reports for financial year 2017.
3. Approval of the management and activities of the Board of Directors during financial year 2017.

**Board of Directors**

4. Appointment of Mr Anthony L. Gardner as independent director.
5. Re-election of Ms Georgina Kessel Martínez as independent director.

**Remuneration**

6. Approval of the proposed allocation of profits/losses and distribution of dividends for financial year 2017, the supplementary payment of which will be made within the framework of the "Iberdrola Flexible Remuneration" system.
7. Approval of a first increase in capital by means of a scrip issue at a maximum reference market value of 1,310 million euros in order to implement the "Iberdrola Flexible Remuneration" system.
8. Approval of a second increase in capital by means of a scrip issue at a maximum reference market value of 1,140 million euros in order to implement the "Iberdrola Flexible Remuneration" system.
9. Approval of a reduction in share capital by means of the retirement of a maximum of 198,374,000 own shares (3.08% of the share capital).
10. Consultative vote regarding the *Annual Director Remuneration Report* for financial year 2017.
11. Approval of a new *Director Remuneration Policy*.

**Treasury shares**

12. Approval for the Board of Directors to acquire own shares.

**Formalisation of resolutions**

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