

# Legal Notice

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This communication contains forward-looking information and statements about Iberdrola, S.A., including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words "expects," "anticipates," "intends," "estimates" and similar expressions.

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# Leadership in Governance and Compliance

# **Dolores Herrera** Chief Compliance Officer

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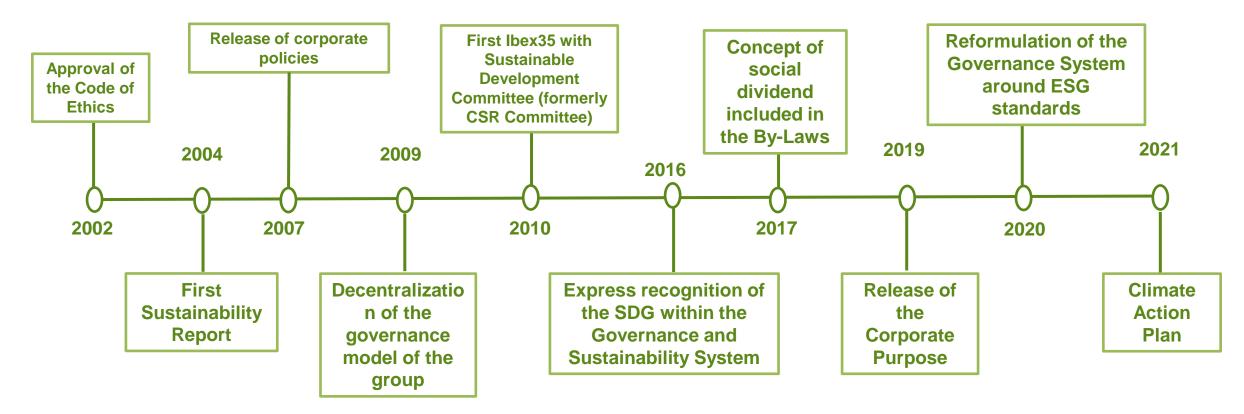




# Governance and Sustainability System

Subject to continuous **evolution and improvement** to fit the strategic context, applicable law and best practices. Committed to ESG

Several awards and recognitions received (see Exhibits I and II)



Based on our engagement with shareholders and other stakeholders, our internal rules and practices are in a continuous evolution positioning the Company at the forefront of the ESG trends

#### 🚧 IBERDROLA

# Decentralized Governance Model (see Exhibit III)

Iberdrola governance model is efficiently organized and coordinated seeking a balance between decentralized management and exploitation of synergies

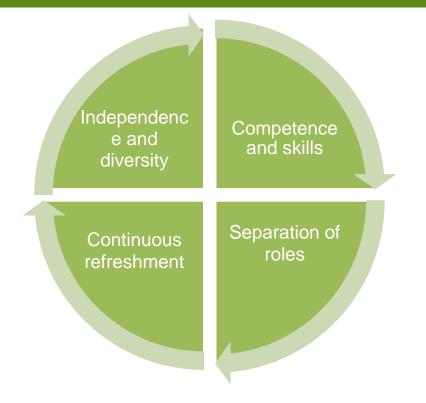
Management and decision- making power are never centralized in a single governance body, but decentralized and shared by the subsidiaries of the group as follows:

Iberdrola, S.A. (Holding company)	Responsible for the <b>overall strategy of the Group</b> , corporate policies, management guidelines and supervision
Subholding companies (in each country)	Responsible for supervising and coordinating the implementation of the strategy in each country Listed subholdings operate under strengthened autonomy
Head of Business subsidiaries	Responsible for implementing the business strategy and run <b>daily operations</b>

Subholding companies and Head of business companies operate independently with full respect to their corporate autonomy

# Board of Directors and Committees. Iberdrola, S.A.

#### Strong level of independence along with diversity of gender, skills, and nationality



Committees play a fundamental role going beyond legal requirements and ensuring checks and balances Separation of Executive Chair and CEO roles

**71% independent members**, including 2 Vice Chairs and a Lead independent director

**43% gender diversity**, meeting the target set by the Corporate Governance Code

**Continuous Board refreshment**, ensuring the presence of different perspectives

**Core skills strongly represented on the Board**, including industry, finance, and management expertise. Continuous training

Five nationalities represented

**External evaluation** of the governing bodies and corporate structure

**Only independent and external directors** in the Committees of the Board. All chaired by independent



# Board of Directors and Committees in subholding companies

#### All subholding companies have:

Board of Directors with external and independent directors and an Audit and Compliance Committee

Internal Audit division and Compliance division as independent divisions reporting and bound to the Audit and Compliance Committee.

## Listed subholding companies: special framework of strengthened autonomy

High rate of independent directors (over their national legal requirements for controlled companies).

With their own Governance and Sustainability System (consistent with Iberdrola's one and committed to ESG standards).

Special committee (with no presence of proprietary directors) to approve related-party transactions with Iberdrola.

With the same committee's structure: (i) Audit and Compliance, (ii) Remuneration and Appointments and (iii) Sustainability.



Internal Use





# Organization and structure

#### Iberdrola's Compliance function is an independent function integrated in the Governance and Sustainability System Compliance started with the approval of the Code of Conduct by the Board of Directors (2002)

Compliance function's main objectives are:

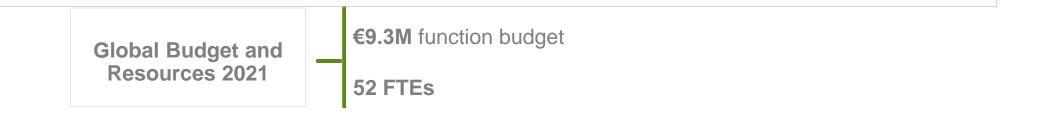
- > Promote that the company and all its professionals act in accordance with applicable law and ethical principles
- > Prevent and mitigate the risk of improper or irregular behaviour not according to the law or the Governance and Sustainability System

#### The Compliance Unit:

- Incorporated by the Board of Directors of Iberdrola, S.A.
- Permanent internal body
- Bound and reporting to the Sustainable Development Committee of the Board of Directors
- With independence of action and sole responsibility in compliance matters
- With its own staff and budget

#### **Compliance Divisions:**

- Each subholding company and head of business subsidiary has its own independent compliance division
- Bound and reporting to the Audit and Compliance Committee (should it exist) or to the Board of Directors of the relevant entity
- Assuming its own responsibility in relation with any compliance matter in such entity
- Compliance Unit/Compliance divisions relationships are regulated under a "Coordination and information Protocol"





# Scope of Compliance function's direct Responsibility

#### Scope of responsibility set forth by the Board of Directors:



# Elements of the compliance system

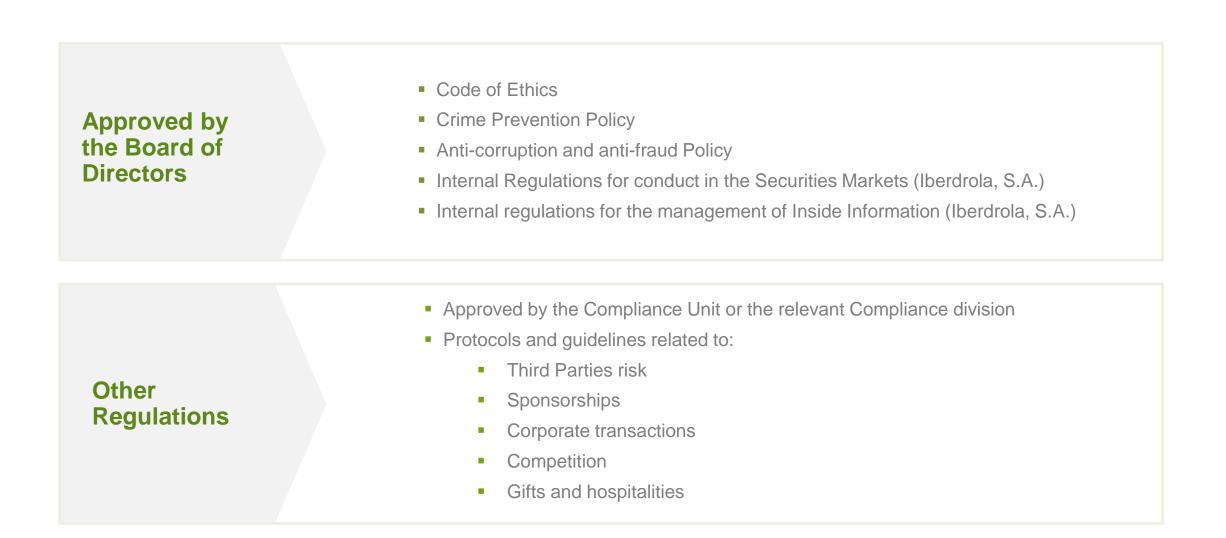
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# 1. Compliance risk assessment. Risk map

- Corporate and business managers are involved in the process working together with compliance staff. Regular update
- **Common methodology and risk denomination** for all the group companies: "*Compliance risk assessment guide*".
- Compliance risk map elaborated in each entity with the aim of identifying the areas or departments subject to each of the compliance risks
- Most relevant categories of risk:
  - Fraud and corruption
  - International sanctions
  - Competition law
  - Market abuse in the securities markets
  - Intelectual property. Business secrets
  - Labour matters
  - Consumer protection
  - Separation of business legal requirements
  - Article 31.bis of Spanish Criminal Code

# 2. Internal regulations & Risk management



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# 2. Internal regulations & Risk management

#### THIRD PARTIES

- Suppliers and debtors are assessed on fraud and corruption risk:
  - ✓ 82,626 third-parties monitored on a daily basis on compliance data bases
  - ✓ 3,801 third-party specific due diligences carried out in 2021
- Investment and divestment projects (111 in 2021): fraud and corruption risk evaluated and assessed
- Sustainability & development of suppliers (in cooperation with Purchasing Department): 1,541 selected suppliers have a robust compliance system in place
- Strengthened control measures are applied to certain "Restricted countries"

#### PROFFESIONALS

- Background checks: 236 management team background checks carried out in 2021
- Conflict of interest: 2,870 communications; in 31 cases specific preventive measures were recommended
- Gifts and hospitalities: 233 consultations

# 3. Training & communication

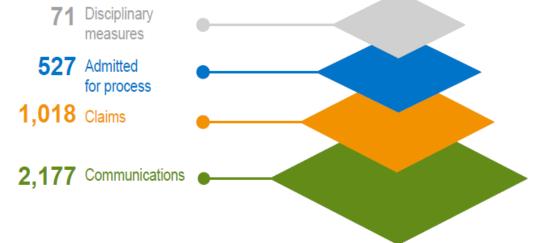
Essential pillars of compliance function in order to make professionals aware of internal regulations and how to behave in all their activities and tasks



# 4. Monitoring and review

## ETHICAL MAILBOX

- > Whistleblowing channels (anonymous) are available to the professionals, suppliers and shareholders
- > All communications received through the enabled channels are treated as strictly confidential
- Express undertaking not to engage in any direct or indirect retaliation against persons who have used the whistleblowing channels



#### SYSTEM REVIEW

- Compliance system of Iberdrola, S.A. and the subholding companies is internally and externally audited every year
- Most relevant recognitions and awards have been granted to Iberdrola Compliance system (see Exhibit IV)





# Exhibit I. Iberdrola's governance awards

- 2022 World's Most Ethical Companies ranking issued by Ethisphere Institute: has been qualified as <u>one of the most</u> ethical companies in the world (9<sup>th</sup> consecutive year).
- 2021 Bloomberg Gender-Equality Index in recognition of its equal opportunity and gender equality policies (4<sup>th</sup> year in a row).
- World Finance magazine: recognized with the Best Corporate Governance in Spain (7<sup>th</sup> consecutive year).
- Ethical Boardroom: 2019 Award for Best Corporate Governance.
- Capital Magazine: Shareholder Engagement Policy awarded as the best initiative in transparency.
- The only European energy company included in the 21 editions of the **Dow Jones Sustainability Index (DJSI)**.
- <u>Transparency Report on the Tax Accountability of Ibex-35 Companies</u> (Fundación Compromiso y Transparencia): leading company in terms of tax transparency, among all companies on the Ibex 35.
- Good Governance and Stockholders Forum: the <u>Best Shareholder Approach Initiative</u> among all Spanish listed companies.

# Exhibit II. Avangrid and Neoenergía's governance awards

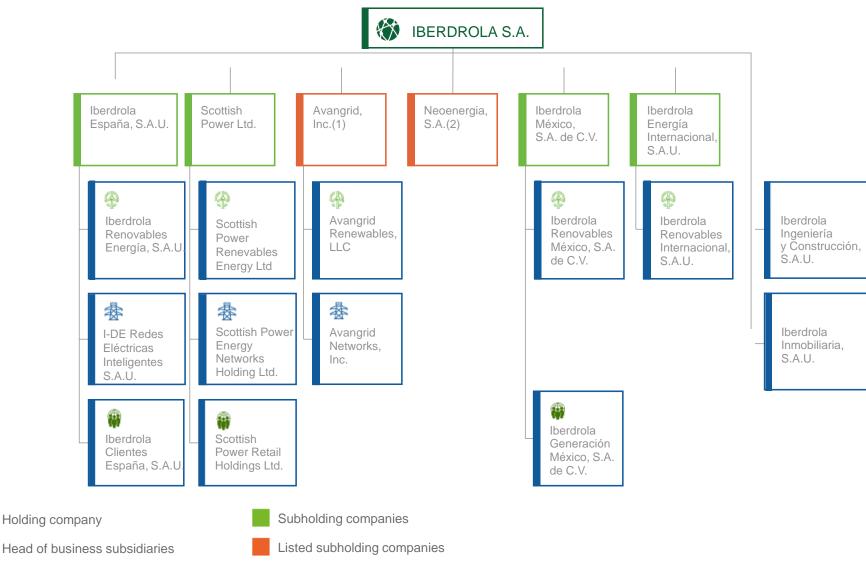
#### **AVANGRID**

- **2022 World's Most Ethical Companies list** issued by *Ethisphere Institute* (4th consecutive year)
- Forbes and Just Capital: one of America's Most Just Companies (Just 100) in both 2022 and 2021
- Listed in top 100 on JUST Capital's 2022 Workforce Equity and Mobility Ranking
- World Finance Magazine: Named the Most Sustainable Company in the Energy Industry in the United States for 2022
- Constituent of the FTSE4 Good Index Series
- Listed on the S&P Global Clean Energy Index and selected as one of 75 global beneficiaries of the low-carbon transition with longterm growth potential & a sustainable approach
- Short listed in "Best compliance and ethics program" and "Best ESG reporting (small to mid-cap)" in the 2022 Corporate Secretary Corporate Governance Awards

## **NEOENERGÍA**

- CONAREC Award 2022 (National Congress on Business- Customer Relations) within the category companies and utilities.
- Transparency Awards 2022, granted by National Association of Finance, Administration and Accounting Managers (ANEFAC) (2nd consecutive year)
- Included in the Sustainability Yearbook 2022 by S&P Global (2nd consecutive year)

# Exhibit III. Structure chart



<sup>1</sup> Avangrid, Inc.: 81,50% owned by Iberdrola, S.A.

<sup>2</sup> Neoenergia, S.A.: 50% +1 share indirectly owned by Iberdrola, S.A.



# Exhibit IV. Compliance system recognitions and awards



best

and

disruptive