



# GENERAL SHAREHOLDERS' MEETING

28 April 2023

**SUSTAINABLE  
EVENT**



Announcement of the call to meeting



## Call to the General Shareholders' Meeting of "Iberdrola, S.A."

### Meeting

Date and time	Friday 28 April 2023 (first call), at 11:00 a.m. <sup>1</sup>
Form of meeting	Hybrid, offering shareholders and their representatives the ability to <b>attend remotely</b> , in addition to <b>attendance in person</b> .
Place	<ul style="list-style-type: none"><li>• <b>Remote attendance</b> through the corporate website (<a href="http://www.iberdrola.com">www.iberdrola.com</a>).</li><li>• <b>In-person attendance</b> at the registered office (Plaza Euskadi, 5, Bilbao).</li></ul>
Incentives and amenities for participation	<ul style="list-style-type: none"><li>• <b>Engagement dividend</b>: the shareholders will receive €0.005 (gross) per share, subject to the quorum for the Meeting reaching 70% of the share capital and the shareholders approving the payment thereof.</li><li>• <b>Prize draw for 20 e-bikes</b> among shareholders participating through the corporate website or the telephone channel.</li><li>• <b>Commemorative gift</b> for those who visit the shareholder information desks.</li><li>• <b>Shareholder Month</b>: the corporate website will include an immersive space with information regarding the Meeting and with links to participate electronically and follow the proceedings.</li><li>• <b>Participation prior to the Meeting</b>: in addition to the corporate website, other channels to participate prior to the Meeting, as indicated below, will be activated.</li><li>• <b>Prior registration for remote attendance</b> through the corporate website.</li><li>• <b>Reservation of seats for physical attendance</b> through the Shareholder's Office or the corporate website.</li></ul>

### Agenda

Management results	<ol style="list-style-type: none"><li>1. Annual financial statements 2022.</li><li>2. Directors' reports 2022.</li><li>3. Statement of non-financial information 2022.</li><li>4. Corporate management and activities of the Board of Directors in 2022.</li></ol>
Governance and Sustainability System	<ol style="list-style-type: none"><li>5. Amendment of the Preamble to and of the heading of the Preliminary Title of the <i>By-Laws</i> in order to conform the text thereof to the current business and the governance and compliance context and to make adjustments of a formal nature.</li><li>6. Amendment of Articles 4 and 32 of the <i>By-Laws</i> to accommodate the functions of different corporate levels within the structure of the Iberdrola group.</li><li>7. Amendment of Article 8 of the <i>By-Laws</i> to update references to internal regulations and to the Compliance System.</li></ol>
Remuneration	<ol style="list-style-type: none"><li>8. Engagement dividend: approval and payment.</li><li>9. Allocation of profits/losses and 2022 dividends: approval and supplementary payment, which will be made within the framework of the "Iberdrola Retribución Flexible" optional dividend system.</li><li>10. First increase in capital by means of a scrip issue at a maximum reference market value of €2,275 million in order to implement the "Iberdrola Retribución Flexible" optional dividend system.</li><li>11. Second increase in capital by means of a scrip issue at a maximum reference market value of €1,500 million in order to implement the "Iberdrola Retribución Flexible" optional dividend system.</li><li>12. Reduction in capital by means of the retirement of a maximum of 206,364,000 own shares (3.201% of the share capital).</li><li>13. Consultative vote on the <i>Annual Director Remuneration Report 2022</i>.</li><li>14. Strategic bonus for professionals of the companies of the Iberdrola group linked to the Company's performance during the 2023-2025 period, to be paid on a fractional and deferred basis through the delivery of shares.</li></ol>
Board of Directors	<ol style="list-style-type: none"><li>15. Re-election of Ms María Helena Antolín Raybaud as an external director.</li><li>16. Ratification and re-election of Mr Armando Martínez Martínez as an executive director.</li><li>17. Re-election of Mr Manuel Moreu Munaiz as an independent director.</li><li>18. Re-election of Ms Sara de la Rica Goiricelaya as an independent director.</li><li>19. Re-election of Mr Xabier Sagredo Ormaza as an independent director.</li><li>20. Re-election of Mr José Ignacio Sánchez Galán as an executive director.</li><li>21. Setting of the number of members of the Board of Directors at fourteen.</li><li>22. Delegation of powers to formalise and to convert the resolutions adopted into a public instrument.</li></ol>

<sup>1</sup> The Meeting is called to be held on Friday 28 April, at 11:00 a.m., on first call, and on Saturday 29 April, at the same time, on second call. However, the shareholders are informed that the Meeting will in all likelihood be held on first call.



## Participation

Each shareholder having at least one share registered in their name on 21 April may attend the Meeting, as well as grant a proxy or cast an absentee vote.

Channels for participating prior to the Meeting	<p>Shareholders may grant their proxy or cast an absentee vote through depositaries or the following channels:</p> <ul style="list-style-type: none"><li>• <b>Corporate website:</b> <a href="http://www.iberdrola.com">www.iberdrola.com</a>.</li><li>• <b>Shareholder telephone number:</b> 900 100 019 (free phone).</li><li>• <b>Shareholder information desks</b> at the places, on the dates and at the times to be announced on the corporate website.</li><li>• <b>Post:</b> sending the proxy and absentee voting card to the Company by post (apartado de correos número 1.113, 48080 Bilbao) or an image of the card by e-mail (<a href="mailto:Junta2023@iberdrola.es">Junta2023@iberdrola.es</a>).</li><li>• <b>Instant messenger:</b> sending an image of the proxy and absentee voting card to the Company by WhatsApp (+34 639 000 639) or by Telegram (<a href="https://www.instagram.com/juntaiberdrola">Junta Iberdrola</a>).</li></ul> <p>Proxy representatives may cast an absentee vote at the shareholder information desks, through the corporate website, or by sending the card with the proxy granted to them by post or by instant messenger as indicated above.</p>
Attendance	<ul style="list-style-type: none"><li>• <b>Remote attendance:</b> shareholders and their proxy representatives must register on the corporate website between 08:00 a.m. and 10:15 a.m. on the day the Meeting is held. They may authenticate themselves in advance to speed up their registration. Registered attendees who have expressed their desire to make a presentation or to propose resolutions must send the text thereof before 11:00 a.m. on the day of the Meeting.</li><li>• <b>Physical attendance:</b> shareholders and their proxy representatives must register to reserve a seat through the Shareholder's Office or the corporate website before 10:15 a.m. on the day the Meeting is held. At this time the doors to the premises will open for those with assigned seats to be able to access the Meeting.</li></ul>
Dates of interest	<ul style="list-style-type: none"><li>• <b>17 March:</b> launch of application on the corporate website to grant proxies and cast absentee votes.</li><li>• <b>22 March:</b> end of period to request the publication of a supplement to the call to meeting and to submit well-founded proposed resolutions.</li><li>• <b>23 April:</b> launch of application on the corporate website for the authentication of attendees and the remote submission of presentations and proposed resolutions. End of period to exercise the right to receive information prior to the Meeting as provided by legal provisions.</li><li>• <b>27 April:</b> end of period to grant a proxy or cast an absentee vote prior to the Meeting if, as expected, it is held on first call (if held on second call, the period would end on 28 April).</li><li>• <b>28 April, 11:00 a.m.:</b> holding of the Meeting on first call, which will be broadcast through the corporate website.</li></ul>

## Information and enquiries

Documentation	<p>The documentation for the Meeting will be available at the registered office and on the corporate website (<a href="http://www.iberdrola.com">www.iberdrola.com</a>), which also contains mandatory information regarding the exercise of shareholder rights as well as regarding the reduction and increases in share capital and the amendments to the <i>Regulations of the Board of Directors</i> made since the last Meeting.</p>
AVA and Shareholder's Office	<p>The Virtual Shareholder Assistant (Asistente Virtual del Accionista) (AVA) will be available to the shareholders on the corporate website and on the "Iberdrola Investor Relations" App to find answers to any question regarding the Meeting, as will be the free phone number 900 100 019 and the e-mail address <a href="mailto:accionistas@iberdrola.com">accionistas@iberdrola.com</a> as permanent channels of contact with the Shareholder's Office. Members of the OLS Shareholders' Club can also make enquiries throughout the year through their interactive application.</p> <p>Sustainable management of the event includes measures to make participation in the Meeting accessible to the shareholders, who will be able to ask for help in this regard through the Shareholder's Office.</p>

In Bilbao, on 14 March 2023.

The General Secretary and Secretary of the Board of Directors.



**Personal data protection:** the Company, with an address at Plaza Euskadi, 5, Bilbao, and holding Tax Identification Number (N.I.F.) A-48010615, is the controller of the personal data of the shareholders and their proxy representatives provided thereby or by the depositaries of the shares. The purposes of such processing are: (i) to manage the Meeting; (ii) to comply with, and if applicable verify compliance with, the obligations set out in the Governance and Sustainability System related to the holding of the Meeting, and particularly with the corporate policies to encourage the transparency of the Meeting and the Company's direct contact with shareholders, including the payment of financial incentives to participate in the Meeting; (iii) to perform analyses and prepare reports to optimise the management of the Meeting; and (iv) to record and broadcast the Meeting. The legal basis for purpose (i) is to comply with the legal obligations set out in the *Companies Act (Ley de Sociedades de Capital)* and for purposes (ii), (iii) and (iv) is the legitimate interest of the Company in holding Meetings that fully conform to its Governance and Sustainability System and the rest of its internal rules as well as ensuring the observance and full satisfaction of shareholder rights and adopting measures favouring the achievement of those objectives. This data may be communicated to the notary who takes the minutes of the Meeting in accordance with the legal provisions governing joint-stock companies (*sociedades de capital*) and in compliance with the provisions of the *Regulations of the Commercial Registry* and the *Regulations for the General Shareholders' Meeting*. They may also be provided to other shareholders in the exercise of their right to receive information as provided by said provisions, but in no event will they be transferred outside of the European Economic Area. This data may also be accessed by service providers, acting as data processors, related to the verification of the proper conduct of the Meeting and of compliance with obligations relating to the holding thereof and preparation of statistical information, and with which the Company will sign the contracts required by the *General Data Protection Regulation* and the *Organic Law on the Protection of Personal Data and guarantee of digital rights*. The rights of access, rectification, objection, erasure and restriction of processing, and any other applicable rights in accordance with data protection law and regulations, may be exercised in accordance with the *Implementing Rules for the General Shareholders' Meeting*, available on the corporate website ([www.iberdrola.com](http://www.iberdrola.com)), which contains more detailed information regarding the processing of personal data.