




## Form of Proxy and Absentee Voting Card

This card is valid for proxy-granting or absentee voting at the General Shareholders' Meeting of "Iberdrola, S.A.", which will be held on Friday 17 May 2024 at its registered office (Plaza Euskadi, 5, Bilbao), with the ability to attend remotely.

Holder(s):	Number of shares / voting rights:	Participate in the Meeting by scanning this QR code  Password 123456
	Minimum number of shares to attend: 1	
Incentive: €0.005 (gross) per share (*)	Securities Account Number (CCV):	

### Incentives for participation:

- (\*) **Engagement dividend:** all shareholders with the right to participate will receive €0.005 (gross) per share, subject to the quorum reaching 70% of the share capital and the shareholders approving the payment of this incentive.
- **Prize draw for 30 e-bikes** among individual shareholders participating through the corporate website ([www.iberdrola.com](http://www.iberdrola.com)) or the telephone channel before 17 May (**options 1 and 2**).
- **Commemorative gift** for those who visit the shareholder information desks (**option 3**).

### Options for participating prior to the Meeting (choose one):

1. Scan the **QR code** of this card or go to [votojunta.iberdrola.com](http://votojunta.iberdrola.com) and register according to the instructions on the corporate website.
2. Call the free phone number **900 100 019** and authenticate yourself with the **password** indicated next to the QR code of this card.
3. Visit the **shareholder information desks** at the places, on the dates and at the times to be announced on the corporate website.
4. Sign this card and send the original or a copy through your **depository** or by **post** (apartado de correos 1.113, 48080 Bilbao), **e-mail** ([Junta2024@iberdrola.es](mailto:Junta2024@iberdrola.es)), **WhatsApp** (+34 639 000 639) or **Telegram** ([Junta Iberdrola](https://t.me/JuntaIberdrola)). In this case:

You can **vote** by checking this box:

You can **grant your proxy** to any person, even if they are not a shareholder. If the proxy representative is not a director, include their full name and ID (DNI) number below to identify them:

I grant my proxy to:

If you do not identify anyone, your proxy representative will be the chairman of the Board of Directors.

Signature of **shareholder** (only if using this card):

Signature of **proxy representative** (only if proxy representative sends the card):

The form for absentee voting or giving voting instructions to your proxy on each agenda item is included on the back. If you do not fill it out, it will be deemed that you vote, or give specific instructions to vote, in favour of all proposals made by the Board of Directors.

### Attendance at the Meeting:

- **Date and time of the meeting:** Friday **17 May 2024** (first call), at **11:00 a.m.**
- **Remote attendance:** prior registration through [votojunta.iberdrola.com](http://votojunta.iberdrola.com) **between 08:00 a.m. and 10:15 a.m. on 17 May**, with the ability to authenticate oneself in advance. Registration to attend remotely by telephone will not be possible.
- **Physical attendance:** reserve a seat through the Shareholder's Office or the corporate website ([www.iberdrola.com](http://www.iberdrola.com)) **before 10:15 a.m. on 17 May**.

This card shall be construed in accordance with the provisions of the Governance and Sustainability System and with the *Implementing Rules for the General Shareholders' Meeting*, available on the corporate website.



**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	14	15	16	17	18	19	20	21	22	
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 a proxy extends their proxy for the representative to be able to vote on any such proposals. If the NO box is checked, it shall be deemed that the shareholder abstains or instructs the proxy representative to abstain on such proposals.

NO

**Matters in which the proxy representative has a conflict of interest:**

Unless the NO box is checked, the proxy shall be deemed to have been granted in connection with such matters in the following order (if the substitute proxy representative is also affected by a conflict of interest): to the chair of the Meeting, to the secretary for the 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 9 (remuneration policy), 15 (annual remuneration report) and 16 to 18 (re-elections of directors), and also if the removal of or the filing of a derivative liability action against a director of the Company is proposed to the shareholders at the General Meeting.

**Agenda:**

<b>Management results and statutory audit</b>	<ol style="list-style-type: none"> <li>Annual financial statements 2023.</li> <li>Directors' reports 2023.</li> <li>Statement of non-financial information 2023.</li> <li>Corporate management and activities of the Board of Directors in 2023.</li> <li>Re-election of "KPMG Auditores, S.L." as statutory auditor.</li> </ol>
<b>Governance and Sustainability System</b>	<ol style="list-style-type: none"> <li>Amendment of the Preamble and of the current Articles 1, 4, 6, 7 and 8 of the <i>By-Laws</i> and addition of a new Article 9 to more clearly differentiate the references to "Iberdrola, S.A. and to the "Iberdrola Group".</li> <li>Amendment of the current Articles 9, 12, 13, 14, 16, 18, 19, 22, 23, 27, 56 and 60 of the <i>By-Laws</i>, and addition of two new Articles 14 and 19, all to strengthen the continuous and ongoing engagement of the shareholders in company life and to encourage their effective and sustainable involvement in the Company.</li> <li>Amendment of Articles 10, 11, 12, 14, 16, 19, 20, 21, 22, 23, 27 and 40 of the <i>Regulations for the General Shareholders' Meeting</i> in order to revise the rules governing attendance at the General Shareholders' Meeting.</li> <li><i>Director Remuneration Policy</i>.</li> </ol>
<b>Remuneration</b>	<ol style="list-style-type: none"> <li>Engagement dividend: approval and payment.</li> <li>Allocation of profits/losses and dividend for 2023: approval and supplementary payment, which will be made within the framework of the "Iberdrola Retribución Flexible" optional dividend system.</li> <li>First increase in capital by means of a scrip issue at a maximum reference market value of €2,600 million in order to implement the "Iberdrola Retribución Flexible" optional dividend system.</li> <li>Second increase in capital by means of a scrip issue at a maximum reference market value of €1,700 million in order to implement the "Iberdrola Retribución Flexible" optional dividend system.</li> <li>Reduction in capital by means of the retirement of a maximum of 183,299,000 own shares (2.854% of the share capital).</li> <li>Consultative vote on the <i>Annual Director and Officer Remuneration Report 2023</i>.</li> </ol>
<b>Board of Directors</b>	<ol style="list-style-type: none"> <li>Re-election of Ms Nicola Mary Brewer as an independent director.</li> <li>Re-election of Ms Regina Helena Jorge Nunes as an independent director.</li> <li>Re-election of Mr Iñigo Víctor de Oriol Ibarra as an external director.</li> <li>Setting of the number of members of the Board of Directors at fourteen.</li> </ol>
<b>Approvals and delegation of powers</b>	<ol style="list-style-type: none"> <li>Authorisation to increase the share capital on the terms and within the limits provided by law, for a maximum term of five years and with the power to exclude pre-emptive rights, limited to an aggregate maximum of 10% of the share capital.</li> <li>Authorisation to issue bonds exchangeable and/or convertible into shares and warrants, in an amount of up to €5,000 million and a maximum term of five years, with the power to exclude pre-emptive rights, limited to an aggregate maximum of 10% of the share capital.</li> <li>Delegation of powers to formalise and to convert the resolutions adopted into a public instrument.</li> </ol>