



General Shareholders' Meeting

17 May 2024

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Event



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Report of the Board of Directors

Re-election of directors

MASTER REPORT OF THE BOARD OF DIRECTORS OF “IBERDROLA, S.A.” REGARDING THE PROPOSED RE-ELECTIONS OF DIRECTORS INCLUDED IN ITEMS 16 TO 18 ON THE AGENDA FOR THE GENERAL SHAREHOLDERS’ MEETING

1. Object of the report

This explanatory report has been prepared by the Board of Directors of “Iberdrola, S.A.” (the “**Company**”) in accordance with the provisions of Section 529 *decies* of the *Companies Act (Ley de Sociedades de Capital)* in relation to the following proposals being submitted to the shareholders at the General Shareholders’ Meeting:

- the re-election of Ms Nicola Mary Brewer as a director under the category of independent director (item 16 on the agenda for the General Shareholders’ Meeting);
- the re-election of Ms Regina Helena Jorge Nunes as a director under the category of independent director (item 17 on the agenda for the General Shareholders’ Meeting); and
- the re-election of Mr Víctor de Oriol Ibarra as a director under the category of other external director (item 18 on the agenda for the General Shareholders’ Meeting).

As regards the re-election of Ms Nicola Mary Brewer and Ms Regina Helena Jorge Nunes, the Board of Directors has taken into account the conclusions contained in the corresponding proposals of the Appointments Committee dated 5 March 2024, and in relation to the re-election of Mr Víctor de Oriol Ibarra, the Board of Directors shares the conclusions of the report of the Appointments Committee of that same date in favour of the re-election thereof as a director under the category of other external director.

The aforementioned proposals and report of the Appointments Committee attached as annexes to this document contain the information required by Article 14.2.d) of the *Regulations for the General Shareholders’ Meeting* regarding each of the candidates and fall within the selection criteria (particularly skills, knowledge and experience) defined by the Appointments Committee, which also examines the appropriateness of each re-election prior to the end of the term for which a director was appointed and, if relevant, evaluates the quality of their work and dedication to the position during the preceding term of office.

As will be seen below in the information relating to each of the candidates, the proposed re-elections concern candidates who, based on the skills matrix prepared by the Appointments Committee, have suitable profiles for performing the duties of the Board of Directors and its committees, thanks to their highly qualified knowledge and backgrounds in the fields of finance and risk analysis; international relations, equality and human rights; and domestic and international strategy in the energy sector.

Therefore, with the advice of the Appointments Committee, the Board of Directors finds that the process of re-election of the candidates does not suffer from implicit bias that might entail any kind of discrimination.

In addition, the proposals submitted to the shareholders at the General Shareholders’ Meeting, considered as a whole, strengthen the high level of independence of the management decision-making body as well as the diversity of skills, knowledge, experience, origin, nationality, age and gender in accordance with the Sustainable Development Goals (SDGs) approved by the United Nations (UN), particularly goal five relating to the empowerment of women, which enables the Board of Directors to better perform the duties entrusted thereto.



In this regard, if the proposals submitted to the shareholders at the General Shareholders' Meeting are approved, the Board of Directors would be composed of fourteen members, two of whom would be classified as executive (14.29% of the total number of directors), ten of whom would be classified as independent (71.43% of the total) and two of whom would be classified as other external (14.29% of the total), with a large majority of external directors (85.71% would be external (non-executive) directors, as opposed to 14.29% who would be classified as executive directors).

Furthermore, the proposals would maintain the presence of directors with six nationalities and, in terms of gender diversity, a balanced composition of women and men (50/50 distribution of external directors of each gender and the less represented gender representing more than 40% of the total number of members of the Board of Directors). The percentage of women in the governing body would remain at 42.86%.

2. Governance model, checks and balances and separation of executive duties within the Company

The Company is the controlling entity of a multinational group that is diversified and efficiently organised and coordinated for the best development of the corporate object and the achievement of the corporate interest (the "Group").

The *By-Laws* of the Company define the corporate and governance structure of the Group, which is further developed in the *Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation* approved by the Board of Directors, and which is integrated into the Company's Governance and Sustainability System and into the governance and sustainability systems of the other companies of the Group.

This corporate and governance structure is inspired by: (i) the principle of "subsidiarity", which pursues a balance between decentralised management of the companies of the Group and the exploitation of synergies arising from belonging to the Group; and (ii) respect for the corporate autonomy of the companies that comprise it, which must do business in accordance with the highest ethical standards and in compliance with the good governance recommendations generally recognised in international markets, adjusted to their needs and particularities.

The corporate structure comprises "Iberdrola, S.A.", which is configured as a listed holding entity, the main function of which is to act as the owner of the equity interests of the country subholding companies, which in turn group together the equity stakes in the head of business companies. Based on this corporate organisation, the governance structure is governed by principles that differentiate the duties of strategic definition and supervision belonging to the Company, on the one hand, and those of day-to-day administration and effective management attributed to the head of business companies, with the country subholding companies being responsible for strengthening the function of strategic supervision, organisation and coordination in relation to the territories, countries or businesses decided by the Company's Board of Directors.

Each of these companies has its own legal personality, assets and governing bodies and is organised through its respective board of directors, which appoints the corresponding chief executive officers and assigns them the duties to be performed, and through its management decision-making bodies, and it may also have audit committees, internal audit areas and compliance divisions or units.

This corporate and governance structure, which is intended to foster an agile and autonomous decision-making process by the companies of the Group, operates jointly with the Business Model, which allows the global integration of the businesses, seeks to achieve maximum operational efficiency of the various units, and ensures the dissemination, implementation and monitoring of the overall strategy, the basic management guidelines established for each of the businesses, and best practices.

This Business Model combines a decentralised decision-making structure, inspired by the principle of subsidiarity, with robust coordination mechanisms that ensure the global integration of the businesses carried out by the companies making up the Group, all based on a system of checks and balances that prevents management power from being concentrated within a single governance body or a single person.

The composition of the Board of Directors, the configuration of its positions, the existence of consultative committees, together with the corporate and governance structure and the Business Model described above articulate a system of checks and balances ensuring that none of the executive chairman, the chief executive officer or the Executive Committee has a decision-making power that is not subject to appropriate controls and balances, ensuring that they are under the effective supervision of the Board of Directors, which will adopt the measures required in this regard.

As stated, this system of checks and balances is based, in particular:

- (i) On the composition of the Board of Directors, which is a benchmark in terms of independence, refreshment and diversity, the result of a pioneering transformation process initiated two decades ago.

As guaranteed in the *By-Laws*, it has a large majority of independent directors, which has been strengthened over the last 11 years, positioning the Company at the forefront of this area. In 2003, the Company had 48% independent directors, in 2012, this figure increased to 65%, and the board is currently composed of a considerable majority of independent directors, 10 of its 14 members, representing 71% of the total number of directors, which is more than 15 percentage points above the average for Ibx 35 companies.

Furthermore, the Board of Directors is today a leader in the diversity of its members in terms of origin, gender, knowledge, skills and experience. It has members of six nationalities (from Spain, Italy, Brazil, France, the United States of America and Great Britain), in line with the international scope of the Group and as a result of a process of internationalisation that began in 2009 with the appointment of a British director, with 29% of the directors currently being of international origin.

Since the first appointment of a woman to the Board of Directors in 2006, the Company has continued to make progress in a renewal process committed to gender equality that has led to the current balanced presence of women and men, which is reflected in the fact that each gender represents 50% of the total number of external directors and none of them has a representation of less than 40% of the total number of members of the management decision-making body, with the percentage of women (42.86%) also exceeding the figure set out in the recommendation of the Good Governance Code of Listed Companies and in Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures, and the average of Ibx 35 companies.

In terms of the diversity of knowledge and skills of members of the Board of Directors, 71% of board members have a business or economics and finance background, 43% have a legal background, 29% have an engineering background and 14% have a humanities background.

For the proper performance of the duties of a director, the Company provides all directors with the necessary information and promotes access by all directors to extensive training materials and sessions that allow for the continuous updating and reinforcement of their knowledge and skills and which respond to the need for professionalisation, diversification and qualification of the members of the management decision-making body.



(ii) On the configuration of positions within the Company's governance body:

- a) With a lead independent director as a counterweight, who has been assigned enhanced duties that go beyond what is provided by law and are in line with the recommendations of the *Good Governance Code of Listed Companies* and with best practices in this area (i.e. chairing the meetings of the Board of Directors in the absence of the chair and vice-chairs; participating with the chair in planning the annual calendar of meetings of this corporate decision-making body and in preparing the agenda for each meeting; reflecting the concerns of the non-executive directors; maintaining contacts with shareholders and proxy advisors, and leading any process of succession of the chair of the Board of Directors; in addition to the duties assigned thereto by law).

The role of the lead independent director is also reinforced by serving at the same time as the first vice-chair of the Board of Directors, the chairman of the Remuneration Committee of the Company and a member of the Executive Committee.

- b) With the existence of two non-executive vice-chairs, both classified as independent, which strengthens the Company's checks-and-balances mechanisms and prevents any possible risk of a temporary power vacuum within the Board of Directors.
- c) With the separation of the positions of chairman and chief executive officer within the Company as from 25 October 2022.

Until that time, the holding of both positions by Mr José Ignacio Sánchez Galán resulted in excellent economic and financial performance and enabled the Company to cement a business model capable of generating sustainable value for its shareholders, as reflected in the key financial and non-financial indicators.

Following the separation of the aforementioned positions, the chairman of the Board of Directors assumes all duties not expressly assigned to the chief executive officer and those areas, divisions and positions that do not report thereto or to other specific bodies report to the chair.

As regards duties relating to the structuring of the activity by business, the chief executive officer is responsible for coordinating the businesses of the companies of the Group as the person with overall responsibility for all of them (without prejudice to the powers of supervision of the country subholding companies and those of day-to-day administration and effective management of the head of business companies).

The chief executive officer also reinforces and facilitates the exercise of the powers vested in the chairman of the Board of Directors, to whom the chief executive officer reports. The chief executive officer reports to the executive chairman for this purpose.

The chief executive officer also reports to the Board of Directors and regularly submits the management report thereto, presenting any proposed decisions regarding the matters within their purview.

- (iii) On the consultative committees of the Board of Directors, made up of a majority of independent directors and chaired by directors from that category, with the Audit and Risk Supervision Committee and the Sustainable Development Committee made up entirely of directors classified as independent directors.

- (iv) On the corporate and governance structure of the Group, designed such that management power is not centralised within a single governance body or a single person, with the existence of executive checks and balances through the figures of the chief executive officers of the country subholding and head of business companies.

The Board of Directors believes that this system of effective checks and balances, defined and described in the Company's Governance and Sustainability System in the context of the aforementioned corporate and governance structure, effectively differentiates the supervisory and management functions and ensures the cohesion of strategic coordination and organisation at the Group level with the effective coordination of the businesses of the Group's companies, in all territories and countries in which they operate, with the Company's Board of Directors maintaining responsibility for approving strategic objectives at the Group level, the definition of its organisational model, and the supervision of compliance therewith and the development thereof.

With the separation of the positions of chair and chief executive officer within the Company, together with the retention of the management team, there is a continuation of a path of success and excellence that the Board of Directors believes is the most appropriate to ensure that the 2023-2025 Strategic Plan is achieved. The continuity of the current management team, which has demonstrated its resiliency, excellent track record and that its skills are suited to the future context and environment, also provides security to the Company's shareholders, reducing potential risks associated with a change of leadership.

This, together with the in-depth knowledge of the Group and the businesses carried out by the companies that comprise it, the global vision of the Company's strategy, and the extensive professional experience of the people who perform the highest executive duties within the Company, guarantees the successful development of the business enterprise at the Group level, which transcends financial aspects and is capable of generating sustainable value for all its Stakeholders.

All of the foregoing is backed by external recognition of the Company's good governance, which shows that the Company has the most advanced corporate governance practices, particularly in the areas of transparency, appointment of directors, remuneration, risk supervision and control of conflicts of interest.

The Board of Directors and its committees are subject to an annual external evaluation to confirm the proper operation thereof and their alignment with the highest corporate governance standards. This has led to an average rate of 99% compliance with the indicators evaluated over the last four years (400 indicators).

This evaluation exercise is supported by the various corporate governance awards given to the Company and by the maintenance of one of the highest ratings in the ISS QualityScore, ISS ESG Corporate Rating and Dow Jones Sustainability indices.

The effectiveness of the governance model has also been supported by the Company's shareholders, who have approved the management of the Board of Directors by an overwhelming majority at the last four general meetings, with average voting support exceeding 95% in favour. This level of support is particularly significant in the context of a *Company Shareholder Engagement Policy* that proactively encourages shareholder participation at the General Meeting, as shown by high quorum percentages averaging over 71% of share capital at the general meetings held between 2020 and 2023, despite the geographic dispersion of the Company's shareholders. This engagement of the shareholders in the life of the Company is the result of the two-way interaction that the Company encourages with the holders of its shares as a measure of transparency and to ensure the proper functioning of the General Shareholders' Meeting, among other things. In 2015 the Company was the first Spanish company, and one of the first worldwide, to approve a shareholder engagement policy in order to reinforce the role of its shareholders as a key element in its corporate governance, fostering their effective engagement to ensure the alignment of their interests with those of the Company.



3. Competence, experience and merits of Ms Nicola Mary Brewer, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting

The competence, experience and merits of Ms Nicola Mary Brewer, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting, are described in detail in the proposal of the Appointments Committee attached to this report.

Based on the information set out in the aforementioned proposal of the Appointments Committee, the Board of Directors has been able to verify that the candidate continues to have the competence, experience and merits required to hold the position of director.

In particular, the Board of Directors has evaluated the broad experience and professional background of the candidate (especially in the area of international relations and defence of equality and human rights), her training, her knowledge of the operation of the Group, and particularly of the businesses carried out by the companies of Iberdrola in a key market like the United Kingdom, acquired by acting as an independent director at the country subholding company "Scottish Power Ltd.", as well as her contribution to diversity within the Board of Directors due to her origin and nationality (British) as well as from the viewpoint of gender.

The Board of Directors has also taken into account the good results obtained by the candidate in the regular evaluations of her performance as a director of the Company.

Ms Nicola Mary Brewer has been proposed based on the personal and professional qualities thereof. In particular, the Appointments Committee has verified that the candidate can perform the duties thereof without being constrained by the relationships with the Company, its significant shareholders or the members of its management team, thus making the candidate deserving of the classification of independent director.

4. Competence, experience and merits of Ms Regina Helena Jorge Nunes, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting

The competence, experience and merits of Ms Regina Helena Jorge Nunes, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting, are described in detail in the proposal of the Appointments Committee attached to this report.

Based on the information set out in the aforementioned proposal of the Appointments Committee, the Board of Directors has been able to verify that the candidate continues to have the competence, experience and merits required to hold the position of director.

In particular, the Board of Directors has evaluated the broad experience and professional background of the candidate (especially in relation to the financial sector, credit ratings and risk analysis), her training, her knowledge of the operation of the Group, and particularly of the businesses carried out by the companies of Iberdrola in a key market like Brazil, acquired by acting as an independent director at the country subholding company "Neoenergia, S.A.", as well as her contribution to diversity within the Board of Directors due to her origin and nationality (Brazilian) as well as from the viewpoint of gender.

The Board of Directors has also taken into account the good results obtained by Ms Regina Helena Jorge Nunes in the regular evaluations of her performance as a director of the Company.



The candidate has been proposed based on the personal and professional qualities thereof. In particular, the Appointments Committee has verified that the candidate can perform the duties thereof without being constrained by the relationships with the Company, its significant shareholders or the members of its management team, thus making the candidate deserving of the classification of independent director.

5. Competence, experience and merits of Mr Víctor de Oriol Ibarra, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting

The competence, experience and merits of Mr Víctor de Oriol Ibarra, whose re-election as a director is submitted to the shareholders at the General Shareholders' Meeting, are described in detail in the report of the Appointments Committee attached to this document.

Based on the information set out in the aforementioned report of the Appointments Committee, the Board of Directors has been able to verify that the candidate continues to have the competence, experience and merits required to hold the position of director.

Specifically, the Board of Directors has quite favourably assessed the experience and well-versed knowledge of Mr de Oriol Ibarra regarding the energy sector, the Company and its Group, and particularly its domestic and international businesses, acquired during his long professional association with the Company, as well as the good results of the regular evaluations of his performance as a director of the Company, which will allow him to continue contributing quite positively to the operation of the Board of Directors.

The candidate has been proposed based on the personal and professional qualities thereof. Mr Íñigo Víctor de Oriol Ibarra will continue to be assigned to the category of other external director since more than twelve consecutive years have passed since his first appointment as a director of the Company.

6. Contribution of the proposed candidates to the diversity of skills, knowledge, experience, origin, nationality, age and gender within the Board of Directors

Considered as a whole, the three candidates allow for a strengthening of the diversity of skills, knowledge, experience, origin, nationality, age and gender in the composition of the Board of Directors required for the best performance of the duties thereof, in accordance with the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

On the one hand, as described in the proposals and in the report of the Appointments Committee attached hereto, the three candidates have specific and appropriate knowledge to hold the position of director of the Company, a majority of them have experience in the main countries and sectors in which the Group's companies do business, and they are respectable, suitable and qualified persons, widely recognised for their expertise, competence, experience, qualifications, training, availability and ability to commit to the duties of said position.

Furthermore, the British citizenship of Ms Nicola Mary Brewer and the Brazilian citizenship of Ms Regina Helena Jorge Nunes contribute to the diversity of origins and nationalities and therefore benefit the diversity of the Board of Directors in this aspect.

In addition, all of the candidates are upstanding professionals, whose conduct and professional track record are aligned with the principles set forth in the *Code of Ethics* and with the purpose and values of the Group established in the *Purpose and Values of the Iberdrola Group*. The Appointments Committee has also verified that none of them have directly or indirectly incurred any grounds for disqualification, prohibition, conflict or



opposition of interests to the corporate interest set forth in provisions of a general nature or in the Governance and Sustainability System for holding the position of director.

Furthermore, the proposed re-elections of the candidates help maintain a diverse and balanced composition of the Board of Directors as a whole, based on the nature and complexity of the businesses of the Group's companies as well as the social and environmental context in which it has a presence.

Specifically, the various professional profiles and backgrounds of the candidates ensure the contribution of multiple viewpoints and guarantee an enriching debate and a decision-making process without implicit biases, and contribute very positively to the operation of the Board of Directors.

Finally, it is stated for the record that all of the candidates have sufficient knowledge of the Spanish and English languages to be able to perform their duties.

7. Proposed resolutions

The proposed resolutions submitted to the shareholders for approval at the General Shareholders' Meeting in relation to the re-election of directors and the determination of the number of members of the Board of Directors are as follows:

ITEM 16 ON THE AGENDA

Re-election of Ms Nicola Mary Brewer as an independent director

RESOLUTION

To re-elect Ms Nicola Mary Brewer as a director, upon a proposal of the Appointments Committee, for the by-law mandated four-year term and with the classification of independent director.

ITEM 17 ON THE AGENDA

Re-election of Ms Regina Helena Jorge Nunes as an independent director

RESOLUTION

To re-elect Ms Regina Helena Jorge Nunes as a director, upon a proposal of the Appointments Committee, for the by-law mandated four-year term and with the classification of independent director.

ITEM 18 ON THE AGENDA

Re-election of Mr Iñigo Víctor de Oriol Ibarra as an external director

RESOLUTION

To re-elect Mr Iñigo Víctor de Oriol Ibarra as a director, after a report from the Appointments Committee, for the by-law mandated four-year term and with the classification of other external director.

ITEM 19 ON THE AGENDA

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

RESOLUTION

To set the number of members of the Board of Directors at fourteen.

8. Composition of the Board of Directors

If all proposed resolutions regarding the re-election of Ms Nicola Mary Brewer, Ms Regina Helena Jorge Nunes and Mr Víctor de Oriol Ibarra as directors of the Company submitted to the shareholders at the General Shareholders' Meeting under items 16 to 18 on the agenda are approved, the Board of Directors would be made up of the following fourteen members:

Name	Position	Classification
Mr José Ignacio Sánchez Galán	Chairman	Executive
Mr Armando Martínez Martínez	Chief Executive Officer	Executive
Mr Juan Manuel González Serna	First vice-chair and lead independent director	Independent
Mr Anthony Luzzatto Gardner	Second vice-chair	Independent
Mr Íñigo Víctor de Oriol Ibarra	Member	Other external
Ms María Helena Antolín Raybaud	Member	Other external
Mr Manuel Moreu Munaiz	Member	Independent
Mr Xabier Sagredo Ormaza	Member	Independent
Ms Sara de la Rica Goiricelaya	Member	Independent
Ms Nicola Mary Brewer	Member	Independent
Ms Regina Helena Jorge Nunes	Member	Independent
Mr Ángel Jesús Acebes Paniagua	Member	Independent
Ms María Ángeles Alcalá Díaz	Member	Independent
Ms Isabel García Tejerina	Member	Independent

In Bilbao, on 19 March 2024

ANNEX

PROPOSAL OF THE APPOINTMENTS COMMITTEE REGARDING THE RE-ELECTION OF MS NICOLA MARY BREWER AS AN INDEPENDENT DIRECTOR OF “IBERDROLA, S.A.”

1. Introduction

Pursuant to the provisions of Article 5, sections d) and e), of the *Regulations of the Appointments Committee* of “Iberdrola, S.A.” (the “**Company**”), the Appointments Committee (the “**Committee**”) is responsible for proposing to the Board of Directors the re-election of independent directors for submission to a decision by the shareholders at a General Shareholders' Meeting, as well as for verifying that the candidate to be re-elected continues to comply with the general requirements for all directors of the Company, pursuant to the provisions of law and the Governance and Sustainability System, and for compiling appropriate information regarding their personal qualities, experience, knowledge and effective availability.

Ms Nicola Mary Brewer was first appointed as a director of the Company, for the bylaw-mandated term of four years, by the shareholders at the General Shareholders' Meeting held on 2 April 2020.

Given that the term for which Ms Brewer was appointed as a director of the Company ends during this financial year 2024, the Committee has examined the advisability of the re-election thereof and has performed the verifications and evaluations referred to in Article 5, sections c) and d) of its regulations.

Therefore, the purpose of this document is to reflect the results of the work performed by the Committee relating to the potential re-election of Ms Brewer as a director of the Company with the classification of independent director.

2. Professional profile and biographical data of the candidate.

Born in Taplow (United Kingdom), in 1957.

Was educated at the Belfast Royal Academy and read English at the University of Leeds, graduating with a BA in 1980, then taking a Doctorate in linguistics in 1988. Leeds granted her an Honorary Doctorate of Laws in 2009.

Noteworthy experience for holding this position within the Company

Energy sector

Ms Brewer has held the position of independent director at “Scottish Power Ltd.”, the country subholding company of the energy businesses in the United Kingdom. While holding this position, she obtained a first-hand understanding of the operation of the Iberdrola Group and the main challenges and opportunities of the energy sector in a key market. She has also held the position of non-executive director of “Aggreko plc.”

Other sectors

Ms Nicola Mary Brewer was a diplomat until 2014, having been the Founding Director of the Diplomatic Academy of the Foreign and Commonwealth Office (“**FCO**”) of the British government.



She joined the FCO in 1983, completing overseas postings in South Africa, India, France and Mexico.

Ms Brewer was appointed as the FCO's Director for Global Issues from 2001 to 2002, and then as Director-General for Regional Programmes at the Department for International Development (DfID), the DfID board member supervising the UK's overseas bilateral aid programmes.

In 2004 she was appointed Director-General for Europe at the FCO, leading the FCO's contribution to the UK's 2005 Presidency of the European Union, advising the Foreign Secretary and the Minister on the European Union and other European policy issues.

In December 2006 Ms Brewer was appointed by open competition as the first Chief Executive of the newly established Equality and Human Rights Commission, the successor body to the Commission for Racial Equality, the Disability Rights Commission and the Equal Opportunities Commission, holding the position from 2007 until 2009.

In 2009 she succeeded Mr Paul Boateng as British High Commissioner to South Africa, Swaziland and Lesotho, completing her mission in September 2013.

She was also Vice-Provost (International) of University College London, a trustee of the charity Sentebale, and a director of the not-for-profit organisation London First.

She was appointed Companion of the Order of St Michael and St George (CMG) in the 2003 New Year Honours and Dame Commander of the Order of St Michael and St George (DCMG) in Queen Elizabeth's 2011 Birthday Honours, and she was distinguished as "Chevalier dans l'Ordre de la Légion d'Honneur" by the French Republic in 2022.

3. Membership on other boards of directors and other activities currently performed

Ms Brewer is an independent director and a member of the Nomination Committee, the Remuneration Committee and the Sustainability and Technology Committee of the Board of Directors of "The Weir Group plc", which has also appointed her lead independent director effective from 25 April 2024.

She is also a visiting professor at University College London, a member of the Trilateral Commission international think tank and a trustee of the Middle Temple Charity.

4. Category to which the director candidate should belong

Ms Nicola Mary Brewer has been proposed based on her personal and professional qualities, after verifying that she can discharge her duties without being constrained by the relationships with the Company, its significant shareholders or the members of its management team, thus meriting the classification of independent director.

5. Availability

Before the beginning of each financial year, the Board of Directors prepares a schedule of regular meetings, both of the full Board and of its committees, accommodating the needs of the Company to the agreed dedication of the directors.



Based on the schedule, the effective availability of the candidate to prepare for each meeting of the Board of Directors and to provide the dedication necessary for holding the position of director has been verified with the candidate.

6. Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company of which the director candidate is a holder.

As at the date of this proposal, Ms Nicola Mary Brewer is the holder of 1,000 shares of the Company.

7. Compliance with the provisions of the *Board of Directors Diversity and Member Selection Policy*.

Pursuant to the provisions of the *Board of Directors Diversity and Member Selection Policy*, in order to determine the appropriateness of re-electing Ms Brewer to the position of director, the Committee has evaluated the needs of the Company and of the other companies of the Iberdrola Group, taking into consideration the specific particularities of their businesses and of the territories in which they do business, comparing them to the profile of the candidate for re-election.

The Committee believes that the Board of Directors should have members with broad knowledge in the domestic and international energy industry and in the area of international relations, like that of Ms Brewer.

The Committee also very favourably assesses the knowledge and experience of the candidate for re-election acquired during her extensive professional career and particularly as a director of "Scottish Power Ltd.", as well as the continuation thereof, based on the positive evaluation of her performance and the good results achieved by Ms Nicola Mary Brewer, her dedication to the position throughout her entire term of office as a director of the Company, her strategic vision and decision-making ability, and the continued presence of a very valuable profile for the Board of Directors.

The re-election of Ms Brewer will also contribute to consolidating the already high percentages of independent directors and women on the Board of Directors, thus strengthening gender diversity on the Board. It would also maintain the Company's commitment in favour of gender equality and contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), particularly SDG number five relating to the empowerment of women.

The Committee has also taken into account that the candidate's profile and professional background will bring a pluralistic viewpoint to debate within the Board of Directors and enrich it, ensuring a decision-making process without implicit biases and positively favouring the operation thereof.

The Committee therefore considers the re-election of Ms Nicola Mary Brewer as a director to be appropriate.

8. Verification of compliance with the requirements to be a director of the Company

The Committee very favourably values the profile, skills and experience of the candidate, and specifically such director's respectability, capability, expertise, competence, experience, qualifications, education, availability and ability to commit to the duties of the position, which were verified in each of the annual evaluations of the individual performance thereof.



In addition, the Committee has verified that the conduct and professional track record of Ms Nicola Mary Brewer are fully aligned with the principles contained in the *Code of Ethics* and with the corporate purpose and values set out in the *Purpose and Values of the Iberdrola Group* and that the candidate has not directly or indirectly incurred any grounds for disqualification, prohibition, conflict or opposition of interests to the corporate interest set forth in provisions of a general nature or in the Governance and Sustainability System for holding the position of director.

Therefore, it is deemed to have been verified that the candidate meets the general requirements for all directors of the Company as provided by law and the Governance and Sustainability System.

9. Conclusion

The Committee has unanimously decided to propose the re-election of Ms Nicola Mary Brewer as a director of the Company, with the classification of independent director.

ANNEX

PROPOSAL OF THE APPOINTMENTS COMMITTEE REGARDING THE RE-ELECTION OF MS REGINA HELENA JORGE NUNES AS AN INDEPENDENT DIRECTOR OF “IBERDROLA, S.A.”

1. Introduction

Pursuant to the provisions of Article 5, sections d) and e), of the *Regulations of the Appointments Committee* of “Iberdrola, S.A.” (the “**Company**”), the Appointments Committee (the “**Committee**”) is responsible for proposing to the Board of Directors the re-election of independent directors for submission to a decision by the shareholders at a General Shareholders’ Meeting, as well as for verifying that the candidate to be re-elected continues to comply with the general requirements for all directors of the Company, pursuant to the provisions of law and the Governance and Sustainability System, and for compiling appropriate information regarding their personal qualities, experience, knowledge and effective availability.

Ms Regina Helena Jorge Nunes was first appointed as a director of the Company, for the bylaw-mandated term of four years, by the shareholders at the General Shareholders’ Meeting held on 2 April 2020.

Given that the term for which Ms Jorge Nunes was appointed as a director of the Company ends during this financial year 2024, the Committee has examined the advisability of the re-election thereof and has performed the verifications and evaluations referred to in Article 5, sections c) and d) of its regulations.

Therefore, the purpose of this document is to reflect the results of the work performed by the Committee relating to the potential re-election of Ms Jorge Nunes as a director of the Company with the classification of independent director.

2. Professional profile and biographical data of the candidate.

Born in São Paulo (Brazil), in 1965.

Degree in Business Administration from Mackenzie University. She attended courses in Trade Finance and Corporate Finance at the School of Continuing Studies at New York University, Leadership at Columbia University and International, Global and Multinational Business Development at INSEAD Fontainebleau.

Noteworthy experience for holding this position within the Company

Energy sector

Ms Regina Helena Jorge Nunes has acted as an independent director at “Neoenergia S.A.”, the country subholding company of the energy businesses in Brazil. While holding this position, she obtained a first-hand understanding of the operation of the Iberdrola Group and the main challenges and opportunities of the energy sector in a key market. She has been an independent director and member of the audit committee of “Companhia Distribuidora de Gás do Rio de Janeiro” (CEG), the main activity of which is the distribution and retail sale of natural gas in the State of Rio de Janeiro (Brazil).



Other sectors

She has more than 30 years of experience in the domestic and international financial market.

She has been a member of the Risk and Capital Committee of “Banco do Brasil”, an independent director of IRB-Brasil Resseguros, S.A., the coordinating chair of its Risk and Solvency Committee and a member of its Investment, Capital Structure and Dividends Committee, as well as a member of the advisory board of “Mercado Eletrônico”, a B2B e-commerce company.

She served for 20 years at “S&P Global Ratings”. She was president of operation in Brazil and Argentina, and was Head of the Southern Cone in Latin America, Deputy-Head in Latin America, board member of “BRC Ratings” (Colombia) and head of Global Development Markets.

Before joining “S&P Global Ratings”, she also worked at other financial institutions such as “Chase Manhattan” and “Citibank” in the areas of credit and risk analysis. At the “Commercial Bank of New York”, she led the Credit Areas for Latin America and Trade Finance and Risk Areas focused on Latin America.

For three years, she was an independent consultant in Brazil, having worked on privatisation programmes, investments of international funds in the Brazilian market, M&A and financial engineering projects.

3. Membership on other boards of directors and other activities currently performed

Ms. Regina Helena Jorge Nunes is a founding partner and CEO of “RNA Capital Ltda.”, as well as a director of “Cielo, S.A.”.

4. Category to which the director candidate should belong

Ms Regina Helena Jorge Nunes has been proposed based on her personal and professional qualities, after verifying that she can discharge her duties without being constrained by the relationships with the Company, its significant shareholders or the members of its management team, thus meriting the classification of independent director.

5. Availability

Before the beginning of each financial year, the Board of Directors prepares a schedule of regular meetings, both of the full Board and of its committees, accommodating the needs of the Company to the agreed dedication of the directors.

Based on the schedule, the effective availability of the candidate to prepare for each meeting of the Board of Directors and to provide the dedication necessary for holding the position of director has been verified with the candidate.

6. Shares of the Company and derivative financial instruments whose underlying assets are shares of the Company of which the director candidate is a holder.

As at the date of this proposal, Ms Regina Helena Jorge Nunes does not hold any shares of the Company.



7. Compliance with the provisions of the *Board of Directors Diversity and Member Selection Policy*.

Pursuant to the provisions of the *Board of Directors Diversity and Member Selection Policy*, in order to determine the appropriateness of re-electing Ms Regina Helena Jorge Nunes to the position of director, the Committee has evaluated the needs of the Company and of the Iberdrola Group, taking into consideration the specific particularities of the businesses thereof and the territories in which it does business, comparing them to the profile of the candidate for re-election.

The Committee believes that the Board of Directors should have members with knowledge and experience in the financial and energy sectors like those of Ms Jorge Nunes.

The Board of Directors should also have members with in-depth and well-versed knowledge of the Company and of the Iberdrola Group and of the businesses thereof, like that of Ms Regina Helena Jorge Nunes, which will allow her to continue to contribute very positively to the operation of the Board of Directors.

The Committee also very favourably assesses the knowledge and experience of the candidate for re-election acquired during her extensive professional career and particularly as a director of "Neoenergia S.A.", as well as the continuation thereof, based on the positive evaluation of her performance and the good results achieved by Ms Regina Helena Jorge Nunes, her dedication to the position throughout her term of office as a director of the Company, her strategic vision and decision-making ability, and the continued presence of a very valuable profile for the Board of Directors.

The re-election thereof will also contribute to maintaining the current high percentage of independent directors and will encourage a diversity of origin, nationality and gender within the Board of Directors.

The Committee has also taken into account that the candidate's profile and professional background will bring a pluralistic viewpoint to debate within the Board of Directors and enrich it, ensuring a decision-making process without implicit biases and positively favouring the operation thereof.

The Committee therefore considers the re-election of Ms Regina Helena Jorge Nunes as a director to be appropriate.

8. Verification of compliance with the requirements to be a director of the Company

The Committee very favourably values the profile, skills and experience of the candidate, and specifically such director's respectability, capability, expertise, competence, experience, qualifications, education, availability and ability to commit to the duties of the position, which were verified in each of the annual evaluations of the individual performance thereof.

In addition, the Committee has verified that the conduct and professional track record of Ms Regina Helena Jorge Nunes are fully aligned with the principles contained in the *Code of Ethics* and with the corporate purpose and values set out in the *Purpose and Values of the Iberdrola Group* and that the candidate has not directly or indirectly incurred any grounds for disqualification, prohibition, conflict or opposition of interests to the corporate interest set forth in provisions of a general nature or in the Governance and Sustainability System for holding the position of director.

Therefore, it is deemed to have been verified that the candidate meets the general requirements for all directors of the Company as provided by law and the Governance and Sustainability System.



9. Conclusion

The Committee has unanimously decided to propose the re-election of Ms Regina Helena Jorge Nunes as a director of the Company, with the classification of independent director.

ANNEX

REPORT OF THE APPOINTMENTS COMMITTEE REGARDING THE RE-ELECTION OF MR IÑIGO VÍCTOR DE ORIOL IBARRA AS AN EXTERNAL DIRECTOR OF "IBERDROLA, S.A."

1. Introduction

Pursuant to the provisions of Article 5, sections d) and e), of the *Regulations of the Appointments Committee* of "Iberdrola, S.A." (the "**Company**"), the Appointments Committee (the "**Committee**") is responsible for reporting on proposals for the re-election of other external directors for submission to a decision by the shareholders at a General Shareholders' Meeting, as well as for verifying that the candidate to be re-elected continues to comply with the general requirements for all directors of the Company, pursuant to the provisions of law and the Governance and Sustainability System, and for evaluating the quality of the relevant director's work and dedication to the position during their preceding term of office and, specifically, their respectability, capability, expertise, competence, experience, qualifications, availability and commitment to their duties.

Mr Íñigo Víctor de Oriol Ibarra was last re-elected as a director of the Company for the bylaw-mandated four-year term at the General Shareholders' Meeting held on 2 April 2020, having been appointed for the first time on 26 April 2006 and re-elected on 29 March 2007, 22 June 2012 and 8 April 2016.

Given that the term for which Mr Oriol Ibarra was appointed as a director of the Company ends during this financial year 2024, the Committee has examined the advisability of the re-election thereof and has performed the verifications and evaluations referred to in Article 5, sections c) and d) of the regulations thereof.

Therefore, the purpose of this report is to gather the results of the work performed by the Committee relating to the potential re-election of Mr de Oriol Ibarra, as well as to report to the Board of Directors, for submission to the shareholders at the General Shareholders' Meeting, on the re-election thereof with the classification of other external director.

2. Professional profile and biographical data of the candidate

Born in Madrid (Spain), in 1962.

Holding a Bachelor of Arts in International Business from Schiller International University (Madrid), he is a graduate of the Executive Corporate Management programme of IESE Business School, and holds the Certified European Financial Analyst (CEFA) diploma from Instituto Español de Analistas Financieros.

Noteworthy experience for holding this position within the Company

He was chair of "Electricidad de La Paz, S.A." (Bolivia), of "Empresa de Luz y Fuerza Eléctrica de Oruro, S.A." (Bolivia), and of "Iberoamericana de Energía Ibener, S.A." (Chile), as well as a member of the board of "Neoenergía, S.A." (Brazil), of "Empresa Eléctrica de Guatemala, S.A." and of "Empresa de Alumbrado Eléctrico de Ceuta, S.A.".



He has also been a director of Corporate Governance for the Americas of "Iberdrola, S.A." director of Management Control at "Amara, S.A.", and a financial analyst in the Financial Division and the International Division of the Company.

Noteworthy experience in other industries

He was chair of "Empresa de Servicios Sanitarios de Los Lagos, S.A." (ESSAL) in Chile.

3. Membership on other boards of directors

Mr de Oriol Ibarra is not a member of other boards of directors.

4. Category to which the director candidate should belong

Mr Íñigo Víctor de Oriol Ibarra is assigned to the category of other external director since more than twelve consecutive years have passed since his first appointment as a director of the Company.

5. Availability

Before the beginning of each financial year, the Board of Directors prepares a schedule of regular meetings, both of the full Board and of its committees, accommodating the needs of the Company to the agreed dedication of the directors.

Based on the schedule, the effective availability of the candidate to prepare for each meeting of the Board of Directors and to provide the dedication necessary for holding the position of director has been verified with the candidate.

6. Shares of the Company and Derivative Financial Instruments Whose Underlying Assets are Shares of the Company of Which the Director Candidate is a Holder.

As at the date of this report, Mr Íñigo Víctor de Oriol Ibarra is the holder of 1,274,014 shares of the Company, which represent 0.020% of the share capital.

7. Compliance with the provisions of the *Board of Directors Diversity and Member Selection Policy*.

Pursuant to the provisions of the *Board of Directors Diversity and Member Selection Policy*, in order to determine the appropriateness of re-electing Mr de Oriol Ibarra to the position of director, the Committee has evaluated the needs of the Company and of the Iberdrola Group, taking into consideration the specific particularities of the businesses thereof and of the territories in which it does business, comparing them to the profile of the candidate for re-election.

The Committee believes that the Board of Directors should have members with broad experience in the domestic and international energy industry and in the financial industry with a deep and thorough knowledge of the internal operation of the Iberdrola Group, like Mr de Oriol Ibarra.

The Committee also quite favourably assesses the knowledge and experience of the candidate for re-election acquired during his distinguished professional career and as a director and member of some of the consultative committees of the Company, as well as the continuation thereof, based on the positive evaluation of his performance during the entire term thereof, his strategic vision and management capacity, and the



continuation of a very valuable profile for the Board, with a broad understanding of the energy sector, of the Company and its Group and the businesses thereof, at both the domestic and international levels. The Committee therefore considers his re-election as a director to be appropriate.

8. Verification of compliance with the requirements to be a director of the Company.

The Committee quite favourably values the profile, skills and experience of the candidate, and specifically such director's respectability, capability, expertise, competence, experience, qualifications, education, availability and ability to commit to the duties of the position, which were verified in each of the annual evaluations of the individual performance thereof.

In addition, the Committee has verified that the conduct and professional track record of Mr Íñigo Víctor de Oriol Ibarra continue to be fully aligned with the principles contained in the *Code of Ethics* and with the corporate purpose and values set out in the *Purpose and Values of the Iberdrola Group* and that the candidate has not directly or indirectly incurred any grounds for disqualification, prohibition, conflict or opposition of interests to the corporate interest set forth in provisions of a general nature or in the Governance and Sustainability System for holding the position of director.

Therefore, it is deemed to have been verified that the candidate meets the general requirements for all directors of the Company as provided by law and the Governance and Sustainability System.

9. Conclusion

The Committee has unanimously decided to favourably report on the re-election of Mr Íñigo Víctor de Oriol Ibarra as a director of the Company, with the classification of other external director.