



# General Shareholders' Meeting

17 May 2024

Sustainable  
Event



Committed



## Announcement of the call to meeting



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

Pursuant to the provisions of the *Companies Act* and the *By-Laws*, the Board of Directors of "Iberdrola, S.A." has resolved to call the General Shareholders' Meeting to be held in person and remotely on the date and with the agenda set out below:

### Meeting

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| <b>When</b>                                       | <ul style="list-style-type: none"> <li><b>Friday 17 May 2024</b> (first call), at 11:00 a.m.<sup>1</sup></li> </ul>  |
| <b>Where</b>                                      | <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>   |
| <b>Incentives and amenities for participation</b> | <ul style="list-style-type: none"> <li><b>Engagement dividend</b> of €0.005 (gross) per share for all shareholders with the right to participate, subject to the quorum reaching 70% of the share capital and the shareholders approving the payment of this incentive.</li> <li><b>Prize draw for 30 e-bikes</b> among shareholders casting absentee votes or granting a proxy through the corporate website or the telephone channel.</li> <li><b>Delivery of commemorative gifts</b> at the shareholder information desks.</li> <li><b>Participation prior to the Meeting:</b> in addition to the corporate website, the telephone channel and the information desks, the Company will activate all the alternatives described below for absentee voting or proxy granting prior to the Meeting.</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

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| <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>  |

<sup>1</sup> The Meeting is called to be held on Friday 17 May, at 11:00 a.m., on first call, and on Saturday 18 May, at the same time, on second call, although it is expected to be held on first call.



**Approvals and delegation of powers**

- 20. Authorisation to increase the share capital on the terms and within the limits provided by law, for a maximum period of five years and with the power to exclude pre-emptive rights, limited to an aggregate maximum of 10% of the share capital.
- 21. 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.
- 22. Delegation of powers to formalise and to convert the resolutions adopted into a public instrument.

**Participation**

**Who can participate**

- All shareholders having at least one share registered in their name on 10 May may attend the Meeting in person or by proxy as well as cast an absentee vote prior to the Meeting.

**Channels for participating prior to the Meeting**

- Shareholders may grant their proxy, or cast an absentee vote, through depositaries or the following channels:
  - **Corporate website:** [www.iberdrola.com](http://www.iberdrola.com).
  - **Shareholder telephone number:** 900 100 019 (free phone).
  - **Shareholder information desks** at the places, on the dates and at the times to be announced on the corporate website.
  - **Post:** 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 ([Junta2024@iberdrola.es](mailto:Junta2024@iberdrola.es)).
  - **Instant messenger:** sending an image of the proxy and absentee voting card to the Company by WhatsApp (+34 639 000 639) or by Telegram ([Junta Iberdrola](https://www.instagram.com/iberdrola)).
- 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.

**Attending the Meeting**

- **Remote attendance:** 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, and may authenticate themselves in advance in order to expedite 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.
- **Physical attendance:** shareholders or 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.
- The Board of Directors has requested the **presence of a notary public** to draw up the minutes of the Meeting.

**Dates of interest**

- **22 March:** launch of applications on the corporate website to grant proxies and cast absentee votes, register to attend remotely, or reserve a seat to attend in person.
- **27 March:** end of period to request the publication of a supplement to the call to meeting and to submit well-founded proposed resolutions.
- **12 May:** launch of application on the corporate website for 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.
- **16 May:** end of period to cast an absentee vote and grant a proxy prior to the Meeting if, as expected, it is held on first call (if held on second call, the period would end on 17 May).
- **17 May, 11:00 a.m.:** holding of the Meeting on first call, which will be broadcast through the corporate website.

**Accessibility**

- Sustainable management of the Meeting entails a commitment to making participation accessible to all shareholders, who can bring up any needs in this regard with the Shareholder's Office.

**Information and engagement**

**Documentation of the Meeting**

- In addition to being able to request delivery without charge, the shareholders have all documentation available at the **registered office** and on the **corporate website**, 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 *Regulations of the Board of Directors* made since the last Meeting.



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| <b>Channels of communication</b> | <ul style="list-style-type: none"><li>• For purposes of the call to the Meeting, the Company strengthens and expands the existing means for permanent dialogue with shareholders and investors, including the following channels:<ul style="list-style-type: none"><li>- Telephone (900 100 019) and e-mail (<a href="mailto:accionistas@iberdrola.com">accionistas@iberdrola.com</a>) of the <b>Shareholder's Office</b>.</li><li>- Interactive application available to members of the <b>OLS Shareholders' Club</b>, which all holders of the Company's shares can join via the corporate website.</li><li>- E-mail address <a href="mailto:investor.relations@iberdrola.es">investor.relations@iberdrola.es</a>, which the <b>Investor Relations Office</b> uses to handle enquiries from institutional investors and proxy advisors.</li><li>- <b>Virtual Shareholder Assistant (AVA)</b> for all users of the corporate website and of the "Iberdrola Investors" App.</li></ul></li></ul> |
| <b>Measures for engagement</b>   | <ul style="list-style-type: none"><li>• In addition to participation in the Meeting, the Company promotes continuous shareholder engagement throughout the year, which includes the following initiatives:<ul style="list-style-type: none"><li>- For the third consecutive year, the immersive <b>Shareholder Month</b> area will be activated on the corporate website, and will include various content like interviews with members of the management team as well as links to legally required documentation and to the channels for participation in the Meeting.</li><li>- There are plans to organise <b>face-to-face meetings with senior management</b> near the date of the Meeting, which will be announced on the corporate website.</li></ul></li></ul>   |

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In Bilbao, on 19 March 2024.

The General Secretary and Secretary of the Board of Directors.

**Personal data protection:** Pursuant to the General Data Protection Regulation, "Iberdrola, S.A." (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, (iii) to apply the corporate policies to encourage transparency and the Company's direct contact with shareholders to foster their engagement, including the payment of financial incentives to participate in the Meeting; (iv) to perform analyses and prepare reports to optimise the management of the Meeting; and (v) 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), (iv) and (v), it is the legitimate interest of the Company in holding a Meeting that fully conforms to its Governance and Sustainability System and the rest of its internal rules, including the corporate transparency and shareholder engagement policies, as well as ensuring the observance and full satisfaction of shareholder rights and adopting measures favouring the achievement of those objectives.

These personal data will 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 regulations, but in no event will they be transferred outside of the European Economic Area. Moreover, in order to perform certain tasks relating to the purposes described above, i.e. verifying the proper development of the Meeting in accordance with applicable procedures and compliance with the obligations related to the holding thereof, as well as preparing statistical information, the Company will hire third-party service providers that will have access to personal data within the framework of these tasks but those data may not be used for any other purpose. These entities will be personal data processors by virtue of the contracts that the Company will sign with them in accordance with the provisions of applicable law.

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 and the Company's Data Protection Officer ([dpo@iberdrola.com](mailto:dpo@iberdrola.com)).