



Annual Corporate Governance Report

Year 2023



ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED PUBLIC LIMITED COMPANIES

ISSUER IDENTIFICATION DETAILS

YEAR END-DATE: 31/12/2023

TAX IDENTIFICATION CODE (C.I.F.) A-48010615

Company name: **IBERDROLA, S.A.**

Registered office: Plaza Euskadi número 5, 48009 Bilbao (Biscay), Spain

A OWNERSHIP STRUCTURE

- A.1.** Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

☐ Yes ☒ No

Date of last change	Share capital (€)	Number of shares	Number of voting rights
01/08/2023	4,762,708,500	6,350,278,000	6,350,278,000

As of the date of approval of this report, the share capital of “Iberdrola, S.A.” comes to €4,817,474,250 and is represented by 6,423,299,000 ordinary shares having a nominal value of €0.75 each, belonging to a single class and series and fully subscribed and paid up, as a result of the implementation of the second increase in share capital by means of a scrip issue approved by the shareholders at the General Shareholders’ Meeting on 28 April 2023. The terms “Iberdrola” or the “Company” will hereafter be used to refer to “Iberdrola, S.A.” and “Iberdrola Group” in reference to the group of companies made up of Iberdrola, as the holding entity of the Group, and its subsidiaries.

Indicate whether there are different classes of shares with different associated rights:

☐ Yes ☒ No

- A.2.** List the company’s significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK, INC.	0.00	5.16	0.00	0.14	5.30
NORGES BANK	3.45	0.00	0.00	0.00	3.45
QATAR INVESTMENT AUTHORITY	0.00	8.71	0.00	0.00	8.71

Pursuant to the provisions of Sections 23.1 and 32 of Royal Decree 1362/2007 of 19 October, it is deemed that the holder of a significant interest is a shareholder holding at least 3% of voting rights (or 1% if the party required to report resides in a tax haven or in a country or territory with no taxation or with which there is no effective exchange of tax information).

The information provided regarding significant interests is based on the reports sent by the holders thereof to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (“CNMV”) and/or to the Company itself. Specifically, the percentages of “BlackRock, Inc.” have been calculated taking into account the voting rights reported in its latest notice to the CNMV and the total number of voting rights of Iberdrola as at the end of financial year 2023.

According to available information, the approximate breakdown of the interests in the share capital by type of shareholder at year-end 2023 is as follows:

- International investor 70.07%
- Domestic entities 7.73%
- Domestic retail investors 22.20%

Breakdown of the indirect holding:

Name or company name of the indirect owner	Name or company name of the direct owner	% of voting rights attached to the shares	% of voting rights through financial instruments	% of total voting rights
BLACKROCK, INC.	BLACKROCK GROUP	5.16	0.14	5.30
QATAR INVESTMENT AUTHORITY	QATAR HOLDING LLC	6.28	0.00	6.28
QATAR INVESTMENT AUTHORITY	DIC HOLDING LLC	2.43	0.00	2.43

Indicate the most significant changes in the shareholder structure during the year:

Most significant movements

The significant shareholders have not notified the CNMV or the Company of significant changes during financial year 2023.

- A.3.** Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A.2 above:

Name or company name of director	% voting rights attributed to shares (including loyalty votes)		% of voting rights through financial instruments		% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	0.17	0.06	0.00	0.00	0.23	0.00	0.00
MR ARMANDO MARTÍNEZ MARTÍNEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR JUAN MANUEL GONZÁLEZ SERNA	0.00	0.01	0.00	0.00	0.01	0.00	0.00
MR ANTHONY L. GARDNER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR IÑIGO VÍCTOR DE ORIOI IBARRA	0.02	0.00	0.00	0.00	0.02	0.00	0.00
MS MARÍA HELENA ANTOLÍN RAYBAUD	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR MANUEL MOREU MUNAIZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR XABIER SAGREDO ORMAZA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS SARA DE LA RICA GOIRICELAYA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS NICOLA MARY BREWER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS REGINA HELENA JORGE NUNES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR ÁNGEL JESÚS ACEBES PANIAGUA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA ÁNGELES ALCALÁ DÍAZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS ISABEL GARCÍA TEJERINA	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	0.26
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Pursuant to the Company's *Director Remuneration Policy*, the shareholders acting at a General Shareholders' Meeting approve long-term share incentive plans linked to Iberdrola's performance regarding its strategic objectives (Strategic Bonus). Among other aspects, the shareholders approve: (i) the objective and quantifiable financial, business and sustainable development parameters against which the Company's performance is assessed; (ii) the maximum number of shares to be delivered to the beneficiaries (executive directors, management personnel and other professionals who, due to their position or responsibility, are deemed to contribute decisively to the creation of sustainable value), with a specific limit for executive directors; and (iii) the duration of the plan.

Since 2008, the Company's shareholders have approved consecutive strategic bonuses, each of which has a six-year term, structured in two phases: the performance evaluation phase, which closes in the third year of the plan; and the payment phase, in respect of which payment is made in instalments and deferred through the delivery of shares over the next three years. At year-end 2023, the 2020-2022 Strategic Bonus (currently in the payment phase) and the 2023-2025 Strategic Bonus (in the evaluation phase) are in force, with targets that project an ambitious and challenging scenario for

a company that is not satisfied with simply continuing its profitable growth, being financially sound and being committed to the Sustainable Development Goals, but rather seeks to continue strengthening its industry leadership in the energy transition and decarbonisation.

Pursuant to the 2020-2022 Strategic Bonus, the executive chairman may receive up to a maximum of 1,900,000 shares, and the chief executive officer up to a maximum of 240,000 shares, which, if applicable, will be paid in three equal and deferred instalments, in 2023 (portion already paid), 2024 and 2025. The maximum amount of shares that the chief executive officer can receive was allocated thereto when he was a member of Senior Management, and it was not changed due to his appointment as chief executive officer on 25 October 2022. The number of shares to be delivered to each beneficiary will depend on the evaluation of the Company's performance and the level of achievement of said objectives (i.e. the weighted coefficient of achievement of the objectives), and the annual accrual and corresponding payment will be subject to confirmation by the Board of Directors, after a report from the Remuneration Committee, that the circumstances on which such evaluation was based remain in effect.

Breakdown of the indirect holding:

Name or company name of director	Name or company name of the direct owner	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	From the total % of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to the shares with a loyalty vote
No data					

List the total percentage of voting rights represented on the board:

Total percentage of voting rights held by the Board of Directors	0.26
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A.4. If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description
No data		

A.5. If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description
NORGES BANK	Contractual	<p>On 16 January 2023, “Iberdrola Renovables Energía, S.A.” (Sociedad Unipersonal) and its subsidiary “Ibernova Promociones, S.A.” (Sociedad Unipersonal), which form part of the Iberdrola Group through the subholding company “Iberdrola España, S.A.” (Sociedad Unipersonal), entered into a framework agreement with “NBIM Iberian Reinfra AS”, a company belonging to the Norges Bank Group, to co-invest in renewable assets in Spain, helping to accelerate the decarbonisation of the country. The agreement provides for the acquisition by “NBIM Iberian Reinfra AS” of a 49% stake in the share capital of several Iberdrola Group companies owning onshore wind and solar photovoltaic PV projects in Spain with an aggregate project portfolio of 1,265 MW. The deal, which closed on 31 May 2023 after verification that the required conditions had been met, provides that the parties may expand it to include other renewable assets in Spain or in other countries.</p>
NORGES BANK	Corporate	<p>Pursuant to the framework agreement described above, “Iberdrola Renovables Energía, S.A.” (Sociedad Unipersonal) and “NBIM Iberian Reinfra AS” have established the holding company “Energías Renovables Romeo, S.L.”, in which they hold 51% and 49% of the share capital, respectively. In turn, this holding company holds 100% of the share capital of the following companies, the assets of which will be controlled and managed by the Iberdrola Group, providing operation and maintenance services and other corporate services: “Energías Eólicas de Cuenca, S.A.” (Sociedad Unipersonal) and “Sistemas Energéticos Loma del Viento, S.A.” (Sociedad Unipersonal).</p>

- A.6.** Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders:

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship / post
No data			

There are no directors connected to significant shareholders and, specifically, none of the directors has been appointed on behalf of, nor has their appointment been proposed by, said shareholders.

- A.7.** Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Sections 530 and 531 of the Spanish Companies Act (Ley de Sociedades de Capital). If so, describe them briefly and list the shareholders bound by the agreement:

☐ Yes ☒ No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

☐ Yes ☒ No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

- A.8.** Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

☐ Yes ☒ No

- A.9.** Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
105,786,997		1.67

(*) Through:

Name or company name of direct shareholder	Number of direct shares
No data	

Explain any significant changes during the year:

Explain significant changes

During financial year 2023, the Company sent to the CNMV the following updates to its treasury share position as a result of various changes in the number of voting rights arising from corporate transactions:

- On 2 February, coinciding with the increase in share capital carried out as a result of the “Iberdrola Retribución Flexible” programme, in implementation of the corresponding resolution approved by the shareholders at the General Shareholders’ Meeting on 17 June 2022, there was a communication of the subsequent update of the percentage of treasury shares due to the change in the number of voting rights of the Company, as well as certain direct acquisitions and transfers, which resulted in a total position of 82,183,894 shares (1.275%).
- On 7 July, coinciding with the reduction in share capital carried out in implementation of the corresponding resolution approved by the shareholders at the General Shareholders’ Meeting on 28 April 2023, there was a communication of the subsequent update of the percentage of treasury shares due to the change in the number of voting rights of the Company, as well as certain direct acquisitions and transfers, which resulted in a total position of 63,355 shares (0.001%); and
- On 4 August, coinciding with the increase in share capital carried out as a result of the “Iberdrola Retribución Flexible” programme, in implementation of the corresponding resolution approved by the shareholders at the General Shareholders’ Meeting on 28 April 2023, there was a communication of the subsequent update of the percentage of treasury shares due to the change in the number of voting rights of the Company, as well as certain direct acquisitions and transfers, which resulted in a total position of 25,159,644 shares (0.396%).

During financial year 2023 the Company also provided four more notices arising from consecutive direct acquisitions of own shares that exceeded 1% of voting rights since the preceding notice:

- On 12 January notice was provided of direct acquisitions of a total of 77,258,807 shares (1.214%).
- On 31 March notice was provided of direct acquisitions of a total of 66,647,817 shares (1.034%).
- On 15 June notice was provided of direct acquisitions of a total of 66,787,382 shares (1.036%).
- On 15 December notice was provided of direct acquisitions of a total of 63,741,974 shares (1.004%).

A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares:

AUTHORISATIONS TO ISSUE NEW SHARES

At the General Shareholders’ Meeting held on 2 April 2020, the shareholders resolved to authorise the Board of Directors to increase share capital upon the terms and within the limits set forth in Section 297.1.b) of the Companies Act (*Ley de Sociedades de Capital*) and to issue debentures exchangeable for and/or convertible into shares and warrants in an amount of up to €5,000 million. Both authorisations were granted for a term of five years and include the power to exclude preemptive rights up to an overall maximum nominal amount of 10% of the share capital. Neither of them has been used, either in whole or in part, through the date of approval of this report.

Furthermore, the shareholders acting at the General Shareholders' Meeting held on 28 April 2023 approved the two customary increases in share capital by means of a scrip issue to implement the "Iberdrola Retribución Flexible" optional dividend system through the issuance of new bonus shares, together with the corresponding reduction in share capital by means of the retirement of own shares in order for the number of outstanding shares to remain at around 6,240 million. Both the increases and the reduction in share capital have been implemented as of the date of approval of this report.

AUTHORISATION TO ACQUIRE OWN SHARES

The shareholders acting at the General Shareholders' Meeting held on 17 June 2022 resolved to authorise the Board of Directors to carry out the derivative acquisition of shares of Iberdrola on the following terms:

- a. Purchases may be made by Iberdrola directly, or indirectly through its subsidiaries, excluding those that carry out regulated activities pursuant to the provisions of the Electricity Industry Act (*Ley del Sector Eléctrico*) and the Hydrocarbons Act (*Ley de Hidrocarburos*).
- b. Purchases will be made using purchase/sale or swap transactions or any other means allowed by law.
- c. Purchases may be made up to the maximum sum permitted by law (i.e. 10% of the share capital).
- d. Purchases may not be made at a higher price than that quoted on the Stock Exchange or at a price lower than the share's nominal value.
- e. The authorisation was granted for a period not to exceed five years as from the approval of the resolution.
- f. As a result of the acquisition of shares, including those that the Company or the person acting in their own name but on behalf of the Company has previously acquired and holds in treasury, the resulting shareholders' equity cannot decrease to below the amount of the share capital plus the restricted reserves required under law or the By-Laws.

The shares purchased as a result of the aforementioned authorisation can be used for either transfer or retirement or can be applied to the remuneration systems provided for in the Companies Act, as well as to the development of programmes fostering the acquisition of interests in the Company, such as dividend reinvestment plans, loyalty bonuses or similar instruments.

A.11. Estimated float:

	%
Estimated float	80.60

A.12. Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

☒ Yes

☐ No

Description of restrictions

ACQUISITION OF SHARES

At the industry level, and pursuant to applicable law in Spain, prior government approval is required for the acquisition of a stake equal to or greater than 10% of the share capital of listed Spanish companies in the energy infrastructure and energy supply sectors, among others (Section 7 *bis* of Law 19/2003 of 4 July, introduced by Royal Decree-law 8/2020 of 17 March, and sole transitional provision of Royal Decree-law 34/2020 of 17 November).

In addition, due to the activities carried out by the companies of the Iberdrola Group outside Spain, the acquisition of a significant interest in the share capital of Iberdrola would also be subject to the provisions of the applicable laws of the following countries:

1) United States of America The acquisition of a stake resulting in ownership of an interest equal to or greater than 10% of the share capital of Iberdrola may be subject to prior approval by certain regulatory authorities.

2) Australia: The acquisition of an interest of at least 20% of the share capital of Iberdrola by a person, whether alone or with one or more associates, will require approval by the Australian Treasurer, pursuant to Australia's Foreign Acquisitions and Takeovers Act 1975 (Cth).

3) United Kingdom: Under the National Security and Investment Act 2002, the acquisition of a controlling interest in Iberdrola constitutes an indirect acquisition of control in "Scottish Power Limited" ("SPL"). In addition, due to SPL's activities in the energy sector, the acquisition of more than 25%, more than 50% or more than 75% of the voting rights or shares of Iberdrola requires a mandatory notification to the UK Secretary of State for Energy Security, who must approve the acquisition in order for it to close. A failure to comply with these notification and approval requirements will render the acquisition void, unless the transaction is subsequently approved with retroactive effect.

4) Brazil: A takeover of Iberdrola would entail the indirect acquisition of control of "Neoenergia S.A.", a listed company in Brazil, and its regulated subsidiaries dedicated to the hydroelectric generation, transmission and supply of electricity, which would give rise to the obligation to make a transfer of control takeover bid for the acquisition of the shares of the other shareholders of "Neoenergia S.A.", and would require the prior approval of the National Electricity Agency for the takeover of such regulated companies and, if applicable, of the Administrative Council for Economic Defence.

5) Mexico: Under Mexican competition law, the acquisition of control (by any act) of Iberdrola would be considered a concentration with effects in Mexico. Concentrations must be reported to and authorised by the Federal Economic Competition Commission prior to consummation only if they exceed any of the monetary thresholds provided for by applicable law, which are updated annually and, at the close of 2023, are as follows: (a) if the concentration has a value or price in Mexico, in respect of shares or assets in Mexico, exceeding MXN\$1,867,320,000; (b) if the concentration involves the direct or indirect acquisition of 35% or more of the shares or assets of a Mexican entity with annual sales or assets in Mexico with a value exceeding MXN\$1,867,320,000; and (c) if the concentration involves the direct or indirect acquisition of assets or shares in Mexico with a value exceeding MXN\$871,416,000 and the parties to the transaction directly or indirectly have annual sales or assets in Mexico exceeding MXN\$4,979,520,000. A failure to report or obtain prior authorisation to consummate a concentration that exceeds the monetary thresholds is punishable by a fine of up to 5% of the cumulative revenues in Mexico of each of the parties to the concentration.

VOTING RIGHTS

Pursuant to the provisions of Section 34 of Royal Decree-Law 6/2000 of 23 June on Urgent Measures to Intensify Competition in the Goods and Services Market, the individuals or legal entities having a direct or indirect interest equal to or greater than 3% of the capital or voting rights of two or more companies that have the status of principal operator of one of the economic markets or sectors in Spain contemplated in said legal provision (which includes the generation and supply of electricity, as well as the production and supply of natural gas, in which Iberdrola has the status of principal operator) may not exercise rights in excess of such percentage in more than one entity.

Furthermore, Article 29.2 of the By-Laws provides that no shareholder may cast a number of votes greater than those corresponding to shares representing 10% of the share capital. In the case of a takeover bid, this restriction shall be deprived of effect upon the occurrence of the circumstances provided for in Section 527 of the Companies Act and Article 50 of the By-Laws.

A.13. Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

☐ Yes

☒ No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

A.14. Indicate whether the company has issued shares that are not traded on a regulated EU market.

☐ Yes

☒ No

If so, indicate each share class and the rights and obligations conferred:

B GENERAL SHAREHOLDERS' MEETING

B.1. Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details:

☒ Yes

☐ No

	% quorum different from that established in Article 193 of the Spanish Corporate Enterprises Act for general matters	% quorum different from that established in Article 194 of the Spanish Corporate Enterprises Act for special resolutions
Quorum required at 1st call	0.00	66.67
Quorum required at 2nd call	0.00	60.00

Description of differences

Article 21.2 of the By-Laws increases the quorum required to hold a valid meeting "in order to adopt resolutions regarding a change in the object of the Company, transformation, total split-off, dissolution of the Company, and the amendment of this section 2", in which case "shareholders representing two-thirds of subscribed share capital with voting rights must be in attendance at the first call to the General Shareholders' Meeting, and shareholders representing sixty per cent of such share capital must be in attendance at the second call".

B.2. Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

☒ Yes

☐ No

	Qualified majority different from that established in Article 201.2 of the Spanish Corporate Enterprises Act for matters referred to by Article 194.1 of said Act	Other matters requiring a qualified majority
% established by the company for the adoption of resolutions	75.00	75.00

Article 52 of the By-Laws provides that all resolutions intended to eliminate or amend the provisions contained in title IV (breakthrough of restrictions in the event of takeover bids), in Article 28 (conflicts of interest), and in sections 2 to 4 of Article 29 (limitation upon the maximum number of votes that a shareholder may cast) shall require the affirmative vote of three-fourths (3/4) of the share capital present in person or by proxy at a General Shareholders' Meeting.

B.3. Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

In addition to the provisions of Section 285 et seq. of the Companies Act that apply to the Company, Articles 21.2 and 52 of Iberdrola's By-Laws (mentioned in sections B.1 and B.2 above) require a qualified quorum and qualified majority, respectively, for the approval of certain resolutions.

- B.4.** Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

Date of general meeting	Attendance data				
	% physical presence	% present by proxy	% distance voting		Total
			Electronic voting	Other	
18/06/2021	0.00	59.37	0.67	5.79	65.83
Of which float:	0.00	47.63	0.53	5.79	53.95
17/06/2022	0.22	49.95	1.82	20.14	72.13
Of which float:	0.07	41.28	1.80	20.14	63.29
28/04/2023	8.93	40.74	1.77	20.53	71.97
Of which float:	0.18	37.28	1.77	20.53	59.76

In 2022 and 2023 the General Shareholders' Meeting was held on site with the ability to attend remotely, while the 2021 meeting was held exclusively by remote means.

- B.5.** Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason:

☐ Yes ☒ No

- B.6.** Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

☐ Yes ☒ No

- B.7.** Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting:

☐ Yes ☒ No

- B.8.** Indicate the address and manner of accessing the company's website, information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

Address of the website with information on corporate governance:

<https://www.iberdrola.com/corporate-governance>

Address of the website with information on corporate governance:

<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting>

C STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1. Board of Directors

C.1.1 Maximum and minimum number of directors established in the articles of incorporation and the number set by the general meeting:

Maximum number of directors	14
Minimum number of directors	9
Number of directors set by the general meeting	14

C.1.2 Complete the following table on Board members:

Name or company name of director	Representative	Category of director	Position on the board	Date first appointed	Date of last appointment	Election procedure
MR JOSÉ IGNACIO SÁNCHEZ GALÁN		Executive	Chair	21/05/2001	28/04/2023	Resolution of Shareholders at General Meeting
MR ARMANDO MARTÍNEZ MARTÍNEZ		Executive	Chief executive officer	25/10/2022	28/04/2023	Resolution of Shareholders at General Meeting
MR JUAN MANUEL GONZÁLEZ SERNA		Independent	Lead Independent Director	31/03/2017	18/06/2021	Resolution of Shareholders at General Meeting
MR ANTHONY L. GARDNER		Independent	2 nd Vice-Chair	13/04/2018	17/06/2022	Resolution of Shareholders at General Meeting
MR IÑIGO VÍCTOR DE ORIOL IBARRA		Other external	Director	26/04/2006	02/04/2020	Resolution of Shareholders at General Meeting
MS MARÍA HELENA ANTOLÍN RAYBAUD		Other external	Director	26/03/2010	28/04/2023	Resolution of Shareholders at General Meeting
MR MANUEL MOREU MUNAIZ		Independent	Director	17/02/2015	28/04/2023	Resolution of Shareholders at General Meeting
MR XABIER SAGREDO ORMAZA		Independent	Director	08/04/2016	28/04/2023	Resolution of Shareholders at General Meeting
MS SARA DE LA RICA GOIRICELAYA		Independent	Director	29/03/2019	28/04/2023	Resolution of Shareholders at General Meeting
MS NICOLA MARY BREWER		Independent	Director	02/04/2020	02/04/2020	Resolution of Shareholders at General Meeting
MS REGINA HELENA JORGE NUNES		Independent	Director	02/04/2020	02/04/2020	Resolution of Shareholders at General Meeting
MR ÁNGEL JESÚS ACEBES PANIAGUA		Independent	Director	20/10/2020	18/06/2021	Resolution of Shareholders at General Meeting
MS MARÍA ÁNGELES ALCALÁ DÍAZ		Independent	Director	26/10/2021	17/06/2022	Resolution of Shareholders at General Meeting

MS ISABEL GARCÍA TEJERINA		Independent	Director	16/12/2021	17/06/2022	Resolution of Shareholders at General Meeting
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Total number of directors	14
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

Name or company name of director	Category of the director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he/she was a member	Indicate whether the director left before the end of his or her term of office

Reason for cessation when this occurs before the end of the term of office and other observations; information on whether the director has sent a letter to the remaining members of the board and, in the case of cessation of non-executive directors, explanation or opinion of the director dismissed by the general meeting

C.1.3 Complete the following tables on the members of the Board and their categories:

EXECUTIVE DIRECTORS		
Name or company name of director	Post in organisation chart of the company	Profile

MR JOSÉ IGNACIO SÁNCHEZ GALÁN	Executive chairman	<p>Salamanca, Spain, 1950.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Chairman of the boards of directors of the Iberdrola Group's country subholding companies in the United Kingdom ("Scottish Power Ltd."), the United States of America ("Avangrid, Inc.", a NYSE-listed company) and Brazil ("Neoenergia, S.A.", a company listed on the BOVESPA).</p> <p>Member of the group of top utility executives of the World Economic Forum (Davos), as well as a member of the European Round Table for Industry (ERT), of the Global Leadership Council of UNICEF's Generation Unlimited, of the Renewable Hydrogen Coalition and of the J.P. Morgan International Council.</p> <p>Trustee of Fundación Princesa de Asturias, Fundación Carolina, Fundación Universitaria Comillas-ICAI, Fundación Conocimiento y Desarrollo, Real Instituto Elcano and Museo Nacional del Prado.</p> <p>ACADEMIC TRAINING:</p> <p>Industrial engineer with a degree from the Escuela Superior de Ingeniería (ICAI) of Universidad Pontificia Comillas (Madrid) and degrees in Business Administration and Foreign Trade from ICADE (Madrid) and in General Corporate Management and Foreign Trade from Escuela de Organización Industrial (EOI) in Madrid.</p> <p>A recipient of honorary doctorate degrees from the universities of Salamanca, Edinburgh and Strathclyde (Glasgow), he has been on the faculty of Escuela Técnica Superior de Ingeniería (ICAI) and is currently a visiting professor at the University of Strathclyde, chairman of the Social Council of Universidad de Salamanca, a trustee of the Comillas-ICAI University Foundation and a member of the Presidential Advisory Council of the Massachusetts Institute of Technology (MIT).</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has served as chief operating officer of "Industria de Turbo Propulsores, S.A." (ITP) and as chairman of the European aerospace consortium Eurojet (Germany). He has held various positions at "Sociedad Española del Acumulador Tudor, S.A." (now, Exide Group, engaged in the manufacture and sale of batteries).</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>In the telecommunications industry, he has been chief executive officer of "Airtel Móvil, S.A." (now, "Vodafone España, S.A.U."), and in the food industry, a member of the Supervisory Board of "Nutreco Holding N.V.", a listed company in The Netherlands, and a founding member and director of the Matarromera Group (Spain).</p> <p>SOME RECOGNITIONS:</p> <ul style="list-style-type: none"> – Chosen by Time magazine as one of the 100 most innovative global leaders in the fight against climate change in 2023. – Award for Best Business Leadership in Energy Transition by El Periódico de la Energía and considered Best Chief Executive Officer of European electricity utilities, for the twelfth time, according to the Institutional Investor Research Group in 2023. – ESG Leadership Award from the Foreign Policy Association and Medal of Honour from the World Association of Jurists for his promotion of ESG principles, presented at the United Nations in 2023. – José Echegaray Award from Ecoprensa given to international personalities who have most contributed to promoting the liberal spirit and ideology in 2023. – Management Leadership Award (Spanish Association for Quality) and Business Career Award (El Economista) in 2020. – Recognised as one of the five Best-Performing CEOs in the World and the top in the utilities sector (Harvard Business Review), and as one of the 30 most influential leaders in the fight against climate change (Bloomberg) in 2019. – National Innovation and Design Award in the Innovative Career category (Spanish Ministry of Science, Innovation and Universities), Honourable Mention for his professional career (Official Industrial Engineers Association), designation as Universal Spaniard (Fundación Independiente), and León Award for his business management (El Español) in 2019. – Honorary Member of the Spanish Institute of Engineering (2018). – Appointed by Queen Elizabeth II as a Commander of the Most Excellent Order of the British Empire and recipient of the international Responsible Capitalism Award (First Group) in 2014.
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		<ul style="list-style-type: none"> – Best CEO of European utilities and of Spanish listed companies in investor relations (Thomson Extel Survey) in 2011. – Business Leader of the Year Award (Spain-U.S. Chamber of Commerce) and recipient of the International Award for Economics (Fundación Cristóbal Gabarrón) in 2008. – Best CEO of the Year (Platts Global Energy Awards) in 2006. – Best CEO in Investor Relations (IR Magazine) in 2005, 2004 and 2003.
MR ARMANDO MARTÍNEZ MARTÍNEZ	Chief executive officer	<p>Miranda de Ebro, Spain, 1968.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in industrial engineering (with a major in electricity) from Universidad de Valladolid (Spain) and a diploma in Company Management from Instituto Panamericano de Alta Dirección de Empresa, IPADE Business School.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has spent most of his professional career at the Iberdrola Group and has more than 25 years' experience in the energy industry. In 1997 he joined Iberdrola as director of the Santurce (Biscay) thermal power plant. From 2000 to 2014 he worked at "Iberdrola México, S.A. de C.V.", first as director of Generation, and from 2011 onwards, as general director of that Mexican company. In July 2014 he was appointed as general director of the Global Liberalised Business. From February 2016 to October 2021, he held the position of director of the Networks Business. In October 2021 he was appointed as Business CEO, effective from 1 November 2021, with overall responsibility for all businesses at the global level.</p> <p>He has chaired the boards of directors of "Iberdrola España, S.A. (Sociedad Unipersonal)", "Iberdrola Redes España, S.A." (Sociedad Unipersonal), "Scottish Power Energy Networks Holdings Ltd.", "Avangrid Networks, Inc.", "Neoenergía Distribuição Brasília S.A.", "Iberdrola Clientes, S.A." (Sociedad Unipersonal), of "Scottish Power Retail Holdings Ltd.", "Iberdrola México, S.A. de C.V." and "Iberdrola México Energía S.A. de C.V."</p>

Total number of executive directors	2
Percentage of Board	14.29

EXTERNAL PROPRIETARY DIRECTORS		
Name or company name of director	Name or company name of the significant shareholder represented by the director or that nominated the director	Profile
No data		

EXTERNAL INDEPENDENT DIRECTORS	
Name or company name of director	Profile
MR JUAN MANUEL GONZÁLEZ SERNA	<p>Madrid, Spain, 1955.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Chairman of “GSU Found, S.L.” and “Tuero Medioambiente, S.L.”, as well as director of “HM Hospitales 1989, S.A.”, “Hommingcloud, S.L.” and “Digital Cinegetics, S.L.”.</p> <p>He is a founding trustee and chairman of Fundación González Serna Urbán, chairman of the Sustainability Committee of the Spanish Commercial Coding Association (<i>Asociación Española de Codificación Comercial</i>) (AECOC), honorary chairman of the Family Business Association of Castile and León (<i>Asociación Empresa Familiar de Castilla y León</i>) and a trustee of Fundación Casa Ducal de Medinaceli.</p> <p>ACADEMIC TRAINING:</p> <p>He has a degree in Law, Economics and Business Studies from the Instituto Católico de Administración y Dirección de Empresas (ICADE) of the Universidad Pontificia Comillas (Madrid) and a Master’s in Business Administration (MBA) from the Escuela de Dirección del Instituto de Estudios Superiores de la Empresa (IESE Business School) of the University of Navarra in Barcelona.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has been an independent director of the Iberdrola Group’s country subholding company in Spain, “Iberdrola España, S.A.” (Sociedad Unipersonal), and of “Iberdrola Renovables, S.A.”, as well as chair of the Appointments and Remuneration Committee of the latter company.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>In 1991, together with his spouse, Lucía Urbán, he founded Grupo SIRO, now Cerealto, of which he was chairman for 31 years.</p> <p>He also has extensive experience in the financial and venture capital industry: currently a member of the Advisory Board of CaixaBank de Castilla y León, and has been an advisory director of Rabobank in Spain and Europe, a director of “CO2 Revolution, S.L.” of “Banco Urquijo Sabadell Banca Privada, S.A.” and of “Sociedad para el Desarrollo Industrial de Castilla y León, Sociedad de Capital Riesgo, S.A.” (SODICAL, now “Ade Capital Social, Sociedad de Capital Riesgo de Régimen Común, S.A.”).</p> <p>He has also been a member of the Executive Committee and a trustee of Fundación SERES.</p>

MR ANTHONY L. GARDNER	<p>Washington D.C., United States of America, 1963.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Executive adviser to “Brookfield Asset Management Ltd.”, senior adviser to “Brunswick Group, LLP” and member of the advisory boards of the Centre for European Reform, the European Policy Centre and the Ditchley Park Foundation. He is also a senior fellow of the German Marshall Fund and a member of The Trilateral Commission.</p> <p>ACADEMIC TRAINING:</p> <p>He studied Government at Harvard University and International Relations at the University of Oxford. He holds a Juris Doctor degree from Columbia Law School and a Masters in Finance from London Business School.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has been a member of the Sustainable Development Committee of Iberdrola. He has also been an independent director of the Iberdrola Group’s country subholding company in the United Kingdom, “Scottish Power, Ltd.”, and a member of that company’s Audit and Compliance Committee.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>He was the US ambassador to the European Union from 2014 to 2017. Prior to that appointment, for six years he was the managing director at Palamon Capital Partners, a private equity firm based in London. He was also the director of one of the finance departments of Bank of America and of GE Capital, as well as director in the international acquisitions group of GE International. He has worked as an attorney at international law firms in London, Paris, New York and Brussels.</p> <p>He has dedicated more than twenty years of his career to US-European affairs, as a government official, lawyer and investor. As Director for European Affairs on the National Security Council (1994-1995), he worked closely with the US Mission to the European Union to launch the New Transatlantic Agenda.</p> <p>He previously worked with the Treuhandanstalt (German Privatisation Ministry) in Berlin, the Stock Exchange Operations Committee in Paris and as secondee for the European Commission in Brussels. He has been a director of “Brookfield Business Partners L.P.”, as well as a senior advisor of the law firm “Sidley Austin LLP”, and of the Bill & Melinda Gates Foundation.</p>
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MR MANUEL MOREU MUNAIZ	<p>Pontevedra, Spain, 1953.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Chairman of “Seaplace, S.L.”, vice chair of “Tubacex, S.A.” and member of its Audit and Compliance and Strategy and Monitoring committees, as well as sole director of “Heath Wind, S.L.” “H.I. de Iberia Ingeniería y Proyectos, S.L.” and “Howard Ingeniería y Desarrollo, S.L.”</p> <p>Professor of the Master’s Programme in Oil at Universidad Politécnica de Madrid (ETSIM), of the Maritime Master’s Programme of Instituto Marítimo Español, and of Universidad Pontificia Comillas, and member of the Spain Committee of Lloyd’s Register EMEA.</p> <p>ACADEMIC TRAINING:</p> <p>Doctorate in naval engineering from Escuela Técnica Superior de Ingenieros Navales (ETSIN) of the Universidad Politécnica de Madrid, and Master’s degree in Oceanic Engineering from the Massachusetts Institute of Technology (MIT).</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has been a member of the Corporate Social Responsibility Committee of Iberdrola and of the Board of Directors of “Iberdrola Renovables, S.A.”, and a director and member of the Audit and Compliance Committee of “Gamesa Corporación Tecnológica, S.A.” (now “Siemens Gamesa Renewable Energy, S.A.”).</p> <p>Throughout his career, he has participated in numerous projects with various companies in the energy and industrial sector in matters related to floating offshore wind power generation, and other naval and offshore projects for electricity production, fuel systems, manufacturing, water treatment, etc.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>He has been a member of the board of “Metalships and Docks, S.A.”, “Neumáticas de Vigo, S.A.” and “Rodman Polyships, S.A.”, dean of the Colegio Oficial de Ingenieros Navales y Oceánicos de Madrid y de España, president of the Spanish Institute of Engineering, and a professor of the Escuela Técnica Superior de Ingenieros Navales of the Universidad Politécnica de Madrid and for the Repsol’s Master’s Programme in Oil.</p>
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<p>MR XABIER SAGREDO ORMAZA</p>	<p>Portugalete, Spain, 1972.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>He is chair of the Board of Trustees of Bilbao Bizkaia Kutxa Fundación Bancaria-Bilbao Bizkaia Kutxa Banku Fundazioa and of BBK Fundazioa, as well as a trustee of the Biocruces Sanitary Research Institute, of the Bilbao Museum of Fines Arts and of the Guggenheim Museum Foundation, at which he also serves as a member of the Executive Committee.</p> <p>He is a member of the Board of Directors of the Orkestra Basque Institute of Competitiveness and of the Management Council of Universidad de Deusto, and is a visiting professor at various institutions.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in Economics and Business from Universidad del Pais Vasco, with a major in Finance, holder of postgraduate degrees in various areas, and certified training in information technology risks.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has been the chair of Iberdrola's Audit and Risk Supervision Committee, a director of "Iberdrola Generación, S.A." (Sociedad Unipersonal) and a member of its Audit and Compliance Committee, as well as a director of "Iberdrola Distribución Eléctrica, S.A." (Sociedad Unipersonal), at which he has held the position of chair of the Audit and Compliance Committee.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>He has been the director of the Expansion and Assets area of the credit institution Ipar Kutxa, managing director of the concessionaire Transita and a member of the Board of the Bilbao Port Authority.</p> <p>In addition, he has been chair and vice-chair of the Board of Directors of Caja de Ahorros Bilbao Bizkaia Kutxa, Aurrezki Kutxa eta Bahitexea (BBK) and chair of its Audit Committee, as well as chair of the Board of Trustees of Fundación Eragintza.</p> <p>In 2021 he received the "Top Talent Saria CEO" award (Grupo Noticias) and in 2022 he won the "Tu Economía" award in the best business management category (La Razón), was recognised in the financial organisation category in the 1st Edition of the Carlos V National Awards for Business Excellence (European Society for Social and Cultural Promotion) and he was chosen as "CEO of the Year" in the 9th Edition of the Capital Awards (Premios Capital).</p>
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MS SARA DE LA RICA GOIRICELAYA	<p>Bilbao, Spain, 1963.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Director of Fundación ISEAK (Initiative for Socio-economic Analysis and Knowledge), a member of the Think Tank of AMETIC (<i>Asociación Multisectorial de Empresas de la Electrónica, las Tecnologías de la Información y la Comunicación, de las Telecomunicaciones y de los Contenidos Digitales</i>), an honorary member of the Spanish Economics Association (<i>Asociación Española de Economía</i>), an associate researcher at CreAM (Centre for Research and Analysis of Migration – London University College) and at IZA (Institute of Labor Economics – Bonn).</p> <p>ACADEMIC TRAINING:</p> <p>With a PhD in Economics from the University of the Basque Country, she has dedicated a large portion of her professional life to the study of and search for solutions on issues such as immigration, the labour market, gender equality and poverty.</p> <p>She regularly publishes academic articles in domestic and international magazines dealing with economic issues, mainly related to labour, participates in conferences and seminars, and supervises graduate students in their dissertations.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has been a member of the Appointments Committee of Iberdrola. She has also been an independent director of the Iberdrola Group's country subholding company in Spain, "Iberdrola España, S.A." (Sociedad Unipersonal).</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She has been president and secretary of the European Society for Population Economics and a member of its Executive Committee, chair of the Committee on the Situation of Women in Economics (COSME), and a member of the Economic and Social Council (CES). She has also been the secretary of the Spanish Economics Association (AEE).</p> <p>In addition, she has been a member of the Scientific Advisory Board of Fundación Gadea and of the Scientific Committee of the Basque Institute for the Evaluation of the Educational System (IVEI-ISEI). Furthermore, she has been a member of the Board of Directors of Basquetour, Turismoaren Euskal Agentzia, Agencia Vasca de Turismo, S.A., a government-owned company of the Department of Tourism, Trade and Consumption of the Basque Government, created to lead the promotion and implementation of the competitiveness strategy of Basque tourism.</p> <p>She has worked on editorial boards and/or research project review boards.</p> <p>She is a member of the Economic Affairs Advisory Council, which advises the Ministry of Economy, Trade and Business of the Government of Spain. She is also a member of the Advisory Commission to the Ministry of Work and Social Economy on the matter of Minimum Interprofessional Salary.</p> <p>In 2018 she was given the "2018 Basque Economist Award" (Economistak Saria 2018) by the Basque Association of Economists (<i>Colegio Vasco de Economistas</i>) and in 2023 was awarded the "Excellence in Communication Award" by Cadena Ser Bilbao and the "1st Emilio Ontiveros Economy Award" by Fundación Emilio Ontiveros.</p>
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MS NICOLA MARY BREWER	<p>Taplow, United Kingdom, 1957</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>She 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 appointed her as Senior Independent Director with effect from 25 April 2024. She is also a visiting professor at University College London, a member of the international think tank The Trilateral Commission and a trustee of the charity organisation Middle Temple Charity.</p> <p>ACADEMIC TRAINING:</p> <p>She was educated at the Belfast Royal Academy and read English at the University of Leeds, graduating with a BA in 1980 and then taking a Doctorate in linguistics in 1988. She was granted an Honorary Doctorate of Laws from the University of Leeds in 2009.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has been an independent director of the Iberdrola Group’s country subholding company in the United Kingdom, “Scottish Power, Ltd.”, and a non-executive director of “Aggreko plc”.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She was a diplomat in the Foreign and Commonwealth Office (“FCO”) of the British government, with overseas postings in South Africa, India, France and Mexico, and was the founding director of the Diplomatic Academy of the FCO.</p> <p>She succeeded Mr Paul Boateng as British High Commissioner to South Africa, Swaziland and Lesotho.</p> <p>She 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.</p> <p>She was 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.</p> <p>She also served as the FCO’s Director for Global Issues and then as Director-General for Regional Programmes at the Department for International Development (DfID), supervising the UK’s overseas bilateral aid programmes.</p> <p>Outside of her career as a diplomat, she was Vice-Provost (International) at University College London, a trustee of the charity institution Sentebale and a director of the non-profit organisation London First.</p> <p>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 II’s 2011 Birthday Honours, and she was distinguished as “Chevalier dans l’Ordre de la Légion d’Honneur” by the French Republic in 2022.</p>
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<p>MS REGINA HELENA JORGE NUNES</p>	<p>São Paulo, Brazil, 1965</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Founder and CEO of “RNA Capital Ltda.” and director of “Cielo S.A.”</p> <p>ACADEMIC TRAINING:</p> <p>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.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has held the position of independent director at “Neoenergia S.A.”, the Group’s country subholding company in Brazil.</p> <p>She has been an independent director and member of the Audit Committee of “Companhia Distribuidora de Gás do Rio de Janeiro S.A.”, the main activity of which is the distribution and retail sale of natural gas in the State of Rio de Janeiro (Brazil).</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She has more than 30 years of experience in the domestic and international financial market.</p> <p>In her capacity as CEO of “RNA Capital Ltda.”, she has been directly involved in advising and/or consulting for companies in the utilities sector.</p> <p>She was a member of the Risk and Capital Committee of “Banco do Brasil”, an independent director of “IRB-Brasil Resseguros, S.A.”, coordinating chair of its Risk and Solvency Committee and a member of its Investments, Capital Structure and Dividend Committee, as well as a member of the Advisory Board of “Mercado Eletrônico S.A.”, a B2B e-commerce company.</p> <p>She worked for 20 years at S&P Global Ratings. She was president of operations 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.</p> <p>Before joining S&P, 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 and Correspondent Banking and Risk (Trade Finance) Areas focused on Latin America.</p> <p>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.</p>
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<p>MR ÁNGEL JESÚS ACEBES PANIAGUA</p>	<p>Ávila, Spain, 1958</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Founding partner and member of the board of directors of “MA Abogados Estudio Jurídico, S.L.P.”, sole director and professional partner of “Doble A Estudios y Análisis, S.L.P.”, managing partner of “Michavila Acebes Abogados, S.L.P.”, as well as a trustee of Fundación para el Análisis y Estudios Sociales (FAES) and of Fundación España Constitucional.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in Law from Universidad de Salamanca.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>As a lawyer, he has advised companies in the energy and the industrial and technology sectors, among others.</p> <p>From 2012 to 2019 he was an independent director of Iberdrola (during part of that period, he was also a member of its Executive Committee and of its Appointments Committee).</p> <p>After the IPO flotation of “Bankia, S.A.”, he was a director of “Banco Financiero y de Ahorros, S.A.”, acting as chairman of its Audit and Compliance Committee.</p> <p>He also has significant knowledge of the regulatory area due to his work as a member of the Council of Ministers of the Government of Spain, a senator and a national deputy.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>He served on the board of “Caja Madrid Cibeles, S.A.”, which manages the investments of Grupo Caja Madrid in other companies with activities in the financial and insurance sectors, as well as the retail banking sector outside of Spain, and as a trustee of Fundación Universitaria Teresa de Ávila.</p> <p>In the institutional arena, he was Minister for Public Administrations, Minister of Justice, and Minister of the Interior of the Spanish Government.</p>
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<p>MS MARÍA ÁNGELES ALCALÁ DÍAZ</p>	<p>Albacete, Spain, 1962.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Professor of Commercial Law at the University of Castilla-La Mancha and Of Counsel to the law firm “Ramón y Cajal Abogados, S.L.P.”, director of “UCLM-Emprende, S.L.” (Sociedad Unipersonal) and a permanent member of the General Legislation Commission of the Ministry of Justice.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in Law. Ph.D. in Commercial Law from the University of Castilla-La Mancha.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has been an independent director and a member of the Audit and Compliance Committee of the country subholding company of the Iberdrola Group in Spain, “Iberdrola España, S.A.” (Sociedad Unipersonal), as well as an independent director and member of the Finance and Remuneration and Succession Committees of the country subholding company of the Iberdrola Group in Brazil, “Neoenergia S.A.”.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She has held several positions at the University of Castilla-La Mancha, including vice-chancellor for student affairs and general secretary, and is currently a professor of Commercial Law at that university.</p> <p>She has been a visiting researcher at German universities and has been invited to participate in conferences and to lecture for undergraduate, postgraduate, master’s and doctoral degrees at Spanish and foreign universities and research institutes.</p> <p>She served as Director General of Registries and Notaries of the Ministry of Justice from 2009 to 2011, and since 2013 she has advised large companies in her capacity as Of Counsel to the law firm “Ramón y Cajal Abogados, S.L.P.”</p> <p>She is the author of a large number of monographs, articles published in specialised publications and collective books on subjects like banking law, registry law, organisation and management of SMEs, contract and commercial distribution law, bankruptcy law, etc., with a high degree of specialisation in company law, the law applicable to listed companies, corporate governance and the stock market.</p>
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MS ISABEL GARCÍA TEJERINA	<p>Valladolid, Spain, 1968</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>Senior Advisor at “Ernst & Young España, S.A.” for sustainability issues and the agri-food sector, as well as an independent director of “Avanza Previsión Compañía de Seguros, S.A.” and a member of its Audit Committee.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in Agricultural Engineering from the Polytechnic University of Madrid and degree in Law from the University of Valladolid.</p> <p>Master’s degree in European Communities from the Polytechnic University of Madrid, and in Agricultural Economics from the University of California (Davis). She also participated in the Global Senior Management Programme of Instituto de Empresa and the University of Chicago Graduate School of Business, and has participated in the High-Level Business Energy Course organised by the Club Español de la Energía.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has been an independent director of the Group’s country subholding company in Brazil, “Neoenergía, S.A.”, and a member of its Finance, Audit, Remuneration and Succession committees, as well as chair of the Sustainability Committee.</p> <p>She has been the Director of Strategic Planning at the chemical fertiliser company “Fertiberia, S.A.”, a member of the board of the Algerian fertiliser manufacturing company “Fertial SPA” and of “Sociedad Estatal de Infraestructuras Agrarias del Norte, S.A.”, as well as a member of the Governing Board of the Spanish Ports System (<i>Puertos del Estado</i>). She has also been an independent director of “Primafrío, S.L.”, the chair of its Innovation and Sustainability Committee, and a member of its Audit Committee.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She was Minister of Agriculture, Fisheries, Food and Environment of the Spanish Government between 2014 and 2018 and, prior to that, Secretary General for Agriculture and Food, during which time she participated in and led numerous complex European negotiations.</p> <p>In particular, as Minister of Agriculture, Fisheries, Food and Environment, she was responsible for the national climate change policy and for international negotiations in this field, having participated in several United Nations Climate Summits, including the Paris Summit in December 2015.</p> <p>During that stage as the head of water policy, the hydrological planning culminated with the approval of basin hydrological plans under the jurisdiction of the General State Administration (with the highest consensus ever achieved in the National Water Council), bringing Spain up to date with its European water planning obligations. The first flood risk management plans were approved, the first fluvial nature reserves were created, the CRECE Plan was launched to comply with the European Urban Waste Water Treatment Directive, and important investments in hydraulic infrastructure were resumed.</p> <p>At the institutional level, she was also vice-chair of the High-Level Inter-Ministerial Working Group on the 2030 Agenda.</p> <p>She has been awarded the Grand Cross of Charles III and distinguished with the title of Commander of the Order of Agricultural Merit of France.</p>
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Total number of independent directors	10
Percentage of Board	71.43

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name or company name of director	Description of the relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS			
Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:			
Name or company name of director	Reasons	Company, manager or shareholder to which or to whom the director is related	Profile

MR IÑIGO VÍCTOR DE ORIOL IBARRA	More than 12 years have passed since appointment	Iberdrola	<p>Madrid, Spain, 1962.</p> <p>ACADEMIC TRAINING:</p> <p>Bachelor of Arts and International Business from Schiller International University (Madrid), a graduate of the Executive Corporate Management Programme of IESE Business School, and Certified European Financial Analyst (CEFA) from Instituto Español de Analistas Financieros.</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>He has been chair of “Electricidad de La Paz, S.A.” (Bolivia), “Empresa de Luz y Fuerza Eléctrica de Oruro, S.A.” (Bolivia) and “Iberoamericana de Energía Ibener, S.A.” (Chile), as well as a member of the board of “Empresa de Alumbrado Eléctrico de Ceuta, S.A.”, “Neoenergía S.A.” (Brazil) and “Empresa Eléctrica de Guatemala, S.A.”</p> <p>He has also been a member of the Appointments Committee and of the Sustainable Development Committee of the Company, director of Corporate Governance for the Americas of Iberdrola, director of Management Control at “Amara, S.A.”, and a financial analyst in the Financial Division and the International Division of Iberdrola.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>He has been chair of “Empresa de Servicios Sanitarios de Los Lagos, S.A.” in Chile.</p>
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MS MARÍA HELENA ANTOLÍN RAYBAUD	More than 12 years have passed since appointment	Iberdrola	<p>Toulon, France, 1966.</p> <p>OTHER CURRENT POSITIONS AND PROFESSIONAL ACTIVITIES:</p> <p>She is also the vice president of the Excellence in Management Club (<i>Club de Excelencia en la Gestión</i>), a member of the Management Board of the Spanish Association of Automotive Equipment and Component Manufacturers (<i>Asociación Española de Fabricantes de Equipos y Componentes para Automoción</i>) (Sernauto), a director of "Injat, S.L.", an independent director of "Derivados Asfálticos Normalizados, S.A." (DANOSA), a member of the Madrid and Central Spain Territorial Advisory Board of SabadellUrquijo Banca Privada, a member of the Executive Committee of the Spanish Confederation of Business Organisations (<i>Confederación Española de Organizaciones Empresariales</i>) (CEOE), a board member of France Foreign Trade (<i>Comercio Exterior de Francia</i>), Spain section, and a member of the Plenary Committee of the Spanish Chamber of Commerce.</p> <p>ACADEMIC TRAINING:</p> <p>Degree in International Business and Business Administration from Eckerd College, St. Petersburg, Florida (United States of America), and a Master of Business Administration from Anglia University, Cambridge (United Kingdom) and from Escuela Politécnica de Valencia (Spain).</p> <p>NOTEWORTHY EXPERIENCE IN THE ENERGY AND INDUSTRIAL ENGINEERING SECTOR:</p> <p>She has been an external independent director of "Iberdrola Renovables, S.A." and a member of its Related-Party Transactions Committee.</p> <p>She has been in charge of the corporate Industrial and Strategy Divisions of "Grupo Antolín Irausa, S.A.", where she has also been a director of Human Resources and the head of Total Quality, a member of the Management Committee, and the Vice Chair of the Board of Directors.</p> <p>NOTEWORTHY EXPERIENCE IN OTHER INDUSTRIES:</p> <p>She has been a member of the Advisory Board of SabadellUrquijo Banca Privada.</p>
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Total number of other external directors	2
Percentage of Board	14.29

Indicate any changes that have occurred during the period in each director's category:

Name or company name of director	Date of change	Previous category	Current category

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	Year 2023	Year 2022	Year 2021	Year 2020	Year 2023	Year 2022	Year 2021	Year 2020
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	5	5	6	4	50.00	50.00	54.54	40.00
Other External	1	1		1	50.00	50.00	0.00	50.00
Total	6	6	6	5	42.86	42.86	42.86	35.71

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

☒ Yes

☐ No

☐ Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved
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The structure and composition of the Board of Directors is a key element of good corporate governance, as it affects its effectiveness and influences the quality of its decisions and its ability to effectively promote the corporate interest. Accordingly, the Company encourages this body to have an independent, plural, diverse and balanced composition, with regular and staggered renewal of its members, whose diversity reflects the social and cultural reality of Iberdrola and enriches the deliberations of and resolutions adopted by the Board of Directors and its committees through the contribution of plural viewpoints on the matters within their purview.

Iberdrola has had a Board of Directors Diversity and Member Selection Policy since 2015, which specifically applies to the Company as the holding entity of the Iberdrola Group, in order to expressly promote the search for candidates whose appointment favours a diversity of skills, knowledge, experience, origin, nationality, age and gender among the members of the Board of Directors.

For these purposes, said corporate policy provides that there shall be an avoidance of any type of bias that might entail any discrimination, and particularly one that hinders the appointment of female directors, and also the goal of meeting at least the minimum percentages for the gender less represented on the Board of Directors that are established by applicable legal provisions or by generally accepted good governance recommendations.

This policy also provides that in the selection of candidates, it shall endeavour to ensure a diverse and balanced composition of the Board of Directors overall, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of the

matters within its purview, and that the diversity criteria shall be chosen based on the nature and complexity of the businesses, as well as the social and environmental context in which the businesses operate.

In any case, the candidates must be respectable persons, widely recognised for their expertise, competence, experience, qualifications, training, availability and commitment to their duties. Furthermore, the selection process shall promote a search for candidates with knowledge and experience in the main countries and sectors in which the companies of the Iberdrola Group do or will do business, and the directors must have a sufficient knowledge of Spanish and English to perform their duties. They must also be irreproachable professionals, whose conduct and professional track record is aligned with the principles set forth in the Code of Ethics and with the corporate values contained in the Purpose and Values of the Iberdrola Group.

This selection shall be based on an analysis of the needs of the Company and of the other companies of the Iberdrola Group, which must be carried out by the Board of Directors with the advice of the Appointments Committee. In this regard, the Regulations of the Appointments Committee assign to this committee the duty to periodically review, evaluate compliance with and propose changes to the Board of Directors Diversity and Member Selection Policy. In addition, the Board of Directors is vested with the power to periodically evaluate the level of compliance with and effectiveness of this policy.

As a result, the Board of Directors has a diverse composition considering multiple factors, including:

- the existence of a large majority of external directors (85.71%, compared to 14.29% of executive directors), and particularly of independent directors (71.43%), whose profiles are included in section C.1.3 of this report, who have been selected based on the varied skills, knowledge and professional backgrounds that make up the skills matrix of the Board of Directors;
- the existence of six nationalities (Spain, France, Italy, Great Britain, the United States of America and Brazil) including the main countries and markets in which the Group's companies operate; and
- a balanced presence of women and men (50/50 distribution of external directors of each gender and no gender with a representation of less than 42.86% of the total number of directors), further details of which are provided in the following section of this report.

- C.1.6 Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

Explanation of measures

Iberdrola recognises the development of professional relations based on equal opportunities to be a strategic objective, and in particular considers diversity to be part of the organisation's core values.

At the Company level, Iberdrola's Board of Directors Diversity and Member Selection Policy and the selection of its members has allowed it to achieve a balanced presence of women and men, which is reflected in the 50/50 distribution of external directors between both genders and in no gender with a representation of less than 42.86% of the total number of directors.

The Company thus antedated compliance with applicable requirements since 2021 by continuously meeting the goal set out in the Good Governance Code of Listed Companies of 40% female board members by the end of 2022, with a minimum 40% presence of each gender among non-executive members and 33.33% presence among all members set for 30 June 2026 in Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022.

The annex included at the end of this report describes the resolutions adopted in application of this corporate policy, which is subject to regular review and evaluation by the Appointments Committee, allowing the Company to achieve the current balanced presence of women and men on the Board of Directors. In addition, the resolutions adopted in financial year 2023 include the appointment of

the current chair of the Audit and Risk Supervision Committee, whereby the chairmanships of the advisory committees of the Board of Directors are also split 50/50 between the two genders.

At the Iberdrola Group level, the Equality, Diversity and Inclusion Policy promotes gender equality at all companies of the group in accordance with international best practices and goal five of the Sustainable Development Goals ("SDGs") approved by the United Nations, particularly as regards access to employment, professional training and promotion, and working conditions.

Iberdrola's Diversity and Inclusion Division advances the implementation, monitoring and verification of compliance with the policy, which provides for the following actions, among others: (i) analysing affirmative measures to correct any inequalities that may arise and to promote access by the underrepresented gender to positions of responsibility in which they have little or no representation; (ii) guaranteeing the principle of equal opportunity in professional development, removing any obstacles that may impede or limit careers due to gender; (iii) promoting mechanisms and procedures for selection and professional development that facilitate the presence of the underrepresented gender with the necessary qualifications in all areas of the organisation in which it is underrepresented, e.g. through the implementation of programmes that encourage the companies of the Iberdrola Group to have a significant number of female senior officers; (iv) ensuring balanced representation in the various decision-making bodies and levels, guaranteeing participation under conditions of equal opportunity in all areas of consultation and decision-making; (v) promoting the organisation of working conditions with a gender perspective; (vi) establishing protective measures for women to prevent certain situations specific to this group from having a negative impact on their professional careers; and (vii) strengthening the Iberdrola Group's commitment to gender equality both within the organisation and in society and raising awareness.

These commitments and activities are strengthened through the ESG goals published by the Company, which included obtaining external certification of equal gender pay by 2025, the presence of women in high-ranking positions (management positions), with a target of 30% by 2025 and 35% by 2030, and the presence of women in positions of responsibility (management positions, middle management and highly qualified technical positions), with a target of 35% by 2025 and 36% by 2030.

These goals are also incentivised through the variable remuneration of the executive directors, management personnel and other professionals who, due to their position or responsibility, are deemed to make a decisive contribution to the creation of sustainable value. Specifically, long-term variable remuneration programmes contemplate goals to continue promoting salary equality and the presence of women in high-ranking positions and positions of responsibility, which are described in the annex included at the end of this report.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

Explanation of reasons

Not applicable

C.1.7 Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

Taking into consideration the information contained in the two preceding sections of this report, the Appointments Committee believes that Iberdrola is applying the Board of Directors Diversity and Member Selection Policy in a fully consistent manner and that the composition of its Board of Directors is balanced and diverse.

C.1.8 If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name or company name of shareholder	Reason
No data	

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

☐ Yes

☒ No

C.1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	As executive chairman, he has all the powers that may be delegated under the law and the By-Laws. He assumes all the duties that are not expressly assigned to the chief executive officer.
MR ARMANDO MARTÍNEZ MARTÍNEZ	As chief executive officer, he has all the powers that may be delegated under the law and the By-Laws. He has overall responsibility for coordinating the management of the businesses of the companies of the group, with the highest executive duties in that area.
Executive Committee	All the powers inherent to the Board of Directors, except for those powers that may not be delegated pursuant to law or the Governance and Sustainability System, including the ability to issue or repurchase shares (as approved by the shareholders at the General Shareholders' Meeting), are delegated thereto.

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	AVANGRID, INC.	Chair	No
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	NEOENERGIA S.A.	Chair	No
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	SCOTTISH POWER LTD.	Chair	No

C.1.11 List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
MR JUAN MANUEL GONZÁLEZ SERNA	GSU Found, S.L.	Chair
	Tuero Medioambiente, S.L.	Chair
	HM Hospitales 1989, S.A.	Director
	Hommingcloud, S.L.	Director
	Digital Cinegetics, S.L.	Director
MS MARÍA HELENA ANTOLÍN RAYBAUD	Injat, S.L.	Director
	Derivados Asfálticos Normalizados, S.A.	Director
MR MANUEL MOREU MUNAIZ	Seaplace, S.L.	Chair
	H.I. de Iberia Ingeniería y Proyectos, S.L.	Sole Director
	Howard Ingeniería y Desarrollo, S.L.	Sole Director
	Heath Wind, S.L.	Sole Director
	Tubacex, S.A.	Vice-Chair
MR XABIER SAGREDO ORMAZA	Bilbao Bizkaia Kutxa Fundación Bancaria - Bilbao Bizkaia Kutxa Banku Fundazioa	Chair
	BBK Fundazioa	Chair
	ORKESTRA-Basque Institute of Competitiveness	Director
	Universidad de Deusto	Director
MS NICOLA MARY BREWER	The Weir Group plc.	Director
MS REGINA HELENA JORGE NUNES	Cielo S.A.	Director
	RNA Capital Ltda.	Chief executive officer
MR ÁNGEL JESÚS ACEBES PANIAGUA	MA Abogados Estudio Jurídico, S.L.P.	Director
	Doble A Estudios y Análisis, S.L.P.	Sole Director
MS MARÍA ÁNGELES ALCALÁ DÍAZ	UCLM-Emprende, S.L. (Sociedad Unipersonal)	Director
MS ISABEL GARCÍA TEJERINA	Avanza Previsión Compañía de Seguros, S.A.	Director

The positions described above for which the directors receive remuneration are specified below:

- Mr Juan Manuel González Serna: chairman of “GSU Found, S.L.”; chairman of “Tuero Medioambiente, S.L.”; director of “HM Hospitales 1989, S.A.”.
- Ms María Helena Antolín Raybaud: director of “Injat, S.L.”; director of “Derivados Asfálticos Normalizados, S.A.”.
- Mr Manuel Moreu Munaiz: president of “Seaplace, S.L.”; vice president of “Tubacex, S.A.”.
- Mr Xabier Sagredo Ormaza: chair of Bilbao Bizkaia Kutxa Fundación Bancaria - Bilbao Bizkaia Kutxa Banku Fundazioa.
- Ms Nicola Mary Brewer: director of “The Weir Group plc.”
- Ms Regina Helena Jorge Nunes: director of “Cielo S.A.”; CEO of “RNA Capital Ltda.”.
- Mr Ángel Jesús Acebes Paniagua: sole director of “Doble A Estudios y Análisis, S.L.P.”.
- Ms Isabel García Tejerina: director of “Avanza Previsión Compañía de Seguros, S.A.”.

The profiles of the directors available in section C.1.3 of this report show other non-remunerated positions (e.g. memberships on the boards of trustees of foundations) that have not been included in the preceding table because they are not provided for in the drop-down list of the form.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
MR ANTHONY L. GARDNER	Managing Partner of "Brookfield Private Equity Group"
	Senior Adviser of "Brunswick Group, LLP"
MS MARÍA HELENA ANTOLÍN RAYBAUD	Member of the Territorial Advisory Board of SabadellUrquijo Banca Privada de Madrid y Centro de España.
MR MANUEL MOREU MUNAIZ	Professor of the Master's Programme in Business and Maritime Law of the Spanish Maritime Institute and of Universidad Pontificia de Comillas.
	Professor of the Master's Programme in Oil at Universidad Politécnica de Madrid.
MS SARA DE LA RICA GOIRICELAYA	Director of Fundación ISEAK
MR ÁNGEL JESÚS ACEBES PANIAGUA	Lawyer
MS MARÍA ÁNGELES ALCALÁ DÍAZ	Of Counsel at "Ramón y Cajal Abogados, S.L.P."
	Professor of Commercial Law at Universidad de Castilla-La Mancha
MS ISABEL GARCÍA TEJERINA	Senior Advisor for sustainability issues and the agri-food sector at "Ernst & Young España, S.A."

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

☒ Yes

☐ No

Explanation of the rules and identification of the document where this is regulated

Pursuant to the Regulations of the Board of Directors, those persons serving as directors in more than five companies, of which no more than three may have shares trading on domestic or foreign stock exchanges, may not be appointed as directors. Positions within holding companies are excluded from the calculation. Furthermore, companies belonging to the same group shall be deemed to be a single company.

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	23,965
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	1,186
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	0
Funds accumulated by former directors for long-term savings systems (thousands of euros)	0

Remuneration includes the amounts received by the group of directors for their performance as such during financial year 2023 (€7,206 thousand, which includes fixed remuneration, attendance fees and other items such as insurance policies) as well as the remuneration received for the performance of the executive duties of the members of the Board of Directors (including salaries, annual variable remuneration, payment of the first period of the 2020-2022 Strategic Bonus and other items such as insurance policies), all of which is duly described in the Annual Director Remuneration Report.

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

Name or company name	Position(s)
MR JOSÉ SAINZ ARMADA	Chief Finance, Control and Corporate Development Officer (CFO)
MR SANTIAGO MARTÍNEZ GARRIDO	General Secretary and Secretary of the Board of Directors
MS SONSOLES RUBIO REINOSO	Chief Internal Audit and Risk Officer
MS MARÍA DOLORES HERRERA PEREDA	Chief Compliance Officer

Number of women in senior management	2
Percentage of total senior management	50

Total remuneration of senior management (thousands of euros)	23,475
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The number of members of senior management has changed during financial year 2023. Pursuant to the instructions for completing this section, total remuneration includes the remuneration of all members of senior management who have performed their duties at any time during the year, even if they do not have such status as of the closing date.

The amount of fixed and variable remuneration of the officers and other professionals with management responsibilities not included in Iberdrola's senior management amounted to €159,689 thousand in 2023 (802 people) and €141,119 thousand in 2022 (740 people), affected by the exchange rate.

C.1.15 Indicate whether the Board regulations were amended during the year:

☒ Yes

☐ No

Description of amendment(s)

Within the process of ongoing review of the Governance and Sustainability System, in addition to certain technical improvements, amendments have been made to the Regulations of the Board of Directors in order to (i) adapt the duties of supervision, organisation and coordination at the various corporate levels of the Iberdrola Group (holding company, country subholding companies and head of business companies) in line with the proposed amendments to the By-Laws submitted for approval at the General Shareholders' Meeting held on 28 April 2023; (ii) within the framework of updating the compliance systems of the Iberdrola Group, review the duties of the Sustainable Development Committee in connection with the Company's Compliance Unit and with the compliance systems of the group's companies; (iii) reaffirm the overall strategy of ongoing engagement of the shareholders in corporate life throughout the year, i.e. not limited to the General Shareholders' Meeting, expressly giving the Board of Directors the powers to promote, determine and oversee such strategy, guaranteeing the application of the principle of equality of treatment of all shareholders who are in the same situation; and (iv) specify that those members of the Company's management (other than support or advisory personnel or staff members) who perform global duties and who report directly to the Board of Directors, to the chairman thereof or to the chief executive officer of the Company, as well as any other person who the Board of Directors acknowledges as such upon a proposal of the chairman thereof, and in any event the Chief Internal Audit Officer, shall form part of senior management.

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

1. SELECTION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

The appointment and re-election of directors is within the purview of the shareholders at the General Shareholders' Meeting.

Vacancies that occur may be filled by the Board of Directors on an interim basis (co-option procedure) until the next General Shareholders' Meeting.

The Appointments Committee advises the Board of Directors regarding the most appropriate configuration of the Board of Directors itself and of the committees thereof as regards size and equilibrium among the various classes of directors by taking into account, in all cases, the requirements that must be met by director candidates pursuant to the Board of Directors Diversity and Member Selection Policy.

The Appointments Committee shall also review the criteria for the selection of candidates for directors and assist the Board of Directors in defining the profiles that these candidates must meet, in view of the needs of the Board of Directors and based on the areas within the Board that should be strengthened, as well as ensure that the selection procedures do not suffer from implicit biases that could entail any discrimination, and particularly that could hinder the selection of female directors.

The Board of Directors and the Appointments Committee, within the scope of their powers, shall endeavour to ensure that the candidates proposed are respectable and qualified persons, widely recognised for their expertise, competence, experience, qualifications, training, availability, and commitment to their duties. In the selection of candidates, it shall also endeavour to ensure the achievement of appropriate balance within the Board of Directors as a whole, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of the matters within its purview.

Specifically, it falls upon the Appointments Committee to propose the independent directors, as well as to report upon the proposals relating to the other classes of directors. For these purposes, during the selection process, the chairman or one of the members of the Appointments Committee shall meet with each of the candidates for director before the issuance of its report or proposal. If the Board of Directors deviates from the proposals and reports of the Appointments Committee, it shall give reasons for so acting and shall record such reasons in the minutes.

The following may not be appointed as directors:

- a. Legal entities.
- b. Persons who hold the position of director or who are members of senior management of domestic or foreign companies competing with the Company in the energy industry or other industries, or such persons, if any, as are proposed by them in their capacity as shareholders.
- c. Persons serving as directors in more than five companies, of which no more than three may have shares trading on domestic or foreign stock exchanges. Positions within holding companies are excluded from the calculation. Furthermore, companies belonging to the same group shall be deemed to be a single company.
- d. Persons who, during the two years prior to their appointment, have occupied high-level positions in Spanish government administrations that are incompatible with the simultaneous performance of the duties of a director of a listed company under Spanish national or autonomous community law, or positions of responsibility with entities regulating the energy industry, the securities markets or other industries in which the Group's companies operate.
- e. Persons that are under any other circumstance of disqualification or prohibition governed by provisions of a general nature, including those that have interests in any way opposed to those of the Company or the Iberdrola Group.

In the case of re-election of directors, the Appointments Committee shall evaluate the quality of the work and dedication to the position of the directors proposed during the previous term of office, and expressly their respectability, suitability, expertise, competence, availability and commitment to their duties. Prior to the expiry of the term for which a director has been appointed, the Appointments Committee shall also examine the advisability of the re-election thereof.

2. REMOVAL OF DIRECTORS

Directors serve in their position for a term of four years, so long as the shareholders acting at the General Shareholders' Meeting do not resolve to remove them and they do not resign from their position.

The Appointments Committee must inform the Board of Directors regarding proposed removals due to breach of the duties inherent to the position of director or due to a director becoming affected by supervening circumstances of mandatory resignation or withdrawal. It may also propose the removal of directors in the event of disqualification, structural conflict of interest or any other reason for resignation or cessation of office, pursuant to law or the Governance and Sustainability System.

The Board of Directors may propose the removal of an independent director before the passage of the period provided for in the By-Laws only upon sufficient grounds, evaluated by the Board of Directors after a report from the Appointments Committee, or as a consequence of takeover bids, mergers or other similar corporate transactions resulting in a significant change in the shareholding structure of the Company, as recommended by the Good Governance Code of Listed Companies.

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of change(s)

The Board of Directors of Iberdrola evaluates the performance of its governing bodies and directors on an annual basis, thereby reaffirming its strong commitment to ongoing improvement of its corporate governance and monitoring of best practices in this area.

The evaluation for the 2023 financial year ended with a positive assessment of the quality and efficiency of the operation of the Board of Directors and its committees, as well as the performance of the chairman, the chief executive officer and the other directors, with no deficiencies having been identified that require the implementation of an action plan for their correction. Notwithstanding the foregoing, and within the framework of the aforementioned commitment, the Continuous Improvement Plan for financial year 2024, a document that pursues excellence in both internal organisation and in the procedures applicable to the activities of the governing bodies, has been approved.

In particular, the results of the evaluation corresponding to the 2023 financial year shows 100% compliance with the 29 work areas defined in the Continuous Improvement Plan approved for purposes of the 2022 evaluation, some of which have led to improvements in the internal organisation of the governing bodies, such as the half-yearly review of the meetings held by the different bodies to, among other issues, assess the balance of their respective workloads and the achievement of the corresponding tasks in accordance with the annual calendar.

Likewise, as a result of the development of the aforementioned Continuous Improvement Plan during the 2023 financial year, the consultative committees carried out a review of the Orientation Programme for directors, as a result of which numerous improvements were also incorporated into this programme.

The following milestones were also achieved during financial year 2023:

Composition:

- Re-election of Mr José Ignacio Sánchez Galán, Mr Armando Martínez Martínez, Ms María Helena Antolín Raybaud, Mr Manuel Moreu Munaiz, Mr Xabier Sagredo Ormaza and Ms Sara de la Rica Goiricelaya as members of the Board of Directors.
- Re-election of Mr José Ignacio Sánchez Galán as executive chairman of the Board of Directors and Mr Armando Martínez Martínez as chief executive officer.
- Appointment of Ms María Ángeles Alcalá Díaz as chair of the Audit and Risk Supervision Committee.
- Monitoring of skills matrix.

Development of competencies:

- Monitoring of the Outlook 2020-2025 and the Strategic Plan 2023-2025.
- Comprehensive monitoring of risks, particularly macroeconomic risks and those deriving from international conflicts, as well as their impact on the energy markets.
- Monitoring of strategic operations and co-investment projects with strategic partners.
- Monitoring of the results of the General Shareholders' Meeting, both by the Board of Directors and by its consultative committees, in accordance with their respective purviews.
- Approval of a new organisational chart and update of the composition of senior management.

Operation:

- Development of training in areas of interest to the Board of Directors and its committees (e.g. cybersecurity, talent management and retention, ESG reporting, corporate purpose and values, etc.), aligned with the suggestions made by the directors.
- Half-yearly review of the agendas of the governance bodies.

Environmental and social issues:

- Monitoring of the main activities of the companies of the Iberdrola Group in connection with the Climate Action Plan.
- Review of the level of implementation of the Sustainable Development Plan 2023-2025.
- Review of environmental and social policies.

Corporate governance and compliance:

- Updating of the Company's Compliance System in order to, among other aspects: (i) influence the decentralisation of the functions and responsibilities of the compliance bodies of the Group's companies; (ii) comply with the requirements of Law 2/2023 of 20 February regulating the protection of persons who report regulatory violations and the fight against corruption; and (iii) apply the best international practices in this area and incorporate the experience accumulated in the application of the compliance culture.
- Approval of the Compliance and Internal Reporting and Whistleblower Protection System Policy and of the Competition Law Compliance Policy, as well as amendment of the Regulations of the Compliance Unit.
- Approval of new criteria for the composition of the Company's Compliance Unit, particularly including the appointment of a chair and a secretary external to the Iberdrola Group, as well as a review of the powers of such unit.

Description of the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and areas evaluated

The Appointments Committee coordinates the evaluation of the operation of the Board of Directors and of the committees thereof on an annual basis, and submits to the full Board of Directors the results of said evaluation together with a proposed action plan with recommendations to correct any deficiencies that have been detected or a continuous improvement plan to continue working on excellence in the Company's corporate governance if no deficiency has been recorded.

The evaluation process for financial year 2023 used PricewaterhouseCoopers Asesores de Negocios, S.L. (PwC) as an external adviser.

The scope of the process included the evaluation of the Board of Directors, its committees, the chairman, the chief executive officer and each of the other directors of the Company from the perspective of the following dimensions: (i) compliance with internal rules and with the CNMV Good Governance Code of Listed Companies, (ii) monitoring of corporate governance trends, and (iii) analysis of compliance with the Continuous Improvement Plan defined based on the evaluation from the prior year.

The evaluation of the chairman of the Board of Directors was led by the first vice-chair and lead independent director.

This process included a comparative analysis of 24 companies, which were selected at both the domestic and international level and which met two criteria: (i) companies considered to have best practices, and (ii) comparable companies.

This evaluation used 392 best practices indicators, which practices were assessed using objective and verifiable evidence. This was all supplemented by interviews conducted with the directors by the first vice-chair and lead independent director, in which he collected feedback on the performance of the Board of Directors and its committees, in line with the recommendations of the Good Governance Code of Listed Companies and the Technical Guide 1/2019 on Nomination and Remuneration Committees published by the CNMV.

The process concluded on 20 February 2024 with the approval by the Board of Directors of the results of the evaluation of financial year 2023 and the Continuous Improvement Plan for financial year 2024. This document includes 31 areas for progress, including the following:

1. Ensure that time continues to be devoted in the agenda to monitoring risks that have an impact on the business and the achievement of the objectives of the Strategic Plan 2023-2025.

2. Maintain excellence in the operation of the Board of Directors and its committees (preparation and conduct of meetings), as well as the training programme for directors.
3. Supervise the process of implementing the management chart approved in December 2023, particularly with regard to risk management and supervision, as well as the changes to the Compliance System that were also approved during that year.

Continue to review the Governance and Sustainability System in the quest for continuous improvement and alignment with best practices.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

The Company has been advised by an outside consultant for the last fourteen years.

The PwC Group's business relations with the companies within the Iberdrola Group worldwide were approximately €56,191 thousand in 2023. Specifically, the total amount of billing by the PwC Group for consulting services provided to the Company's Board of Directors and the Office of the Secretary thereof was €901 thousand during that financial year.

C.1.19 Indicate the cases in which directors are obliged to resign.

Directors must submit their resignation from the position and formally resign from their position upon the occurrence of any of the instances of disqualification, lack of competence, structural and permanent conflict of interest or prohibition against performing the duties of director provided by law or the Governance and Sustainability System.

In this connection, the Regulations of the Board of Directors provide that the directors must submit their resignation to the Board of Directors in the following cases:

1. When, due to supervening circumstances, they are involved in any circumstance of disqualification or prohibition provided by law or the Governance and Sustainability System.
2. When, as a result of any acts or conduct attributable to the director, serious damage is caused to the value or reputation of the Company or there is a risk of criminal liability for the Company or any of the companies of the Iberdrola Group.
3. When there are situations that affect them, whether or not related to their conduct within the Company itself, that might harm the good standing or reputation thereof.
4. When they cease to deserve the respectability or to have the capability, expertise, competence, availability or commitment to their duties required to be a director of the Company.

In particular, when the activities performed by the director, or the companies that the director directly or indirectly controls, or the individual or corporate shareholders or those related to any of them, might compromise the suitability thereof.

5. When they are seriously reprimanded by the Board of Directors because they have breached any of their duties as directors.
 6. When their continuance in office on the Board of Directors may for any reason, either directly, indirectly, or through persons related thereto, jeopardise the faithful and diligent performance of their duties in furtherance of the corporate interest.
 7. When the reasons why the director was appointed cease to exist and, in particular, in the case of proprietary directors, when the shareholder or shareholders who proposed, requested, or decided the appointment thereof totally or partially sell or transfer their equity interest, with the result that such equity interest ceases to be significant or sufficient to justify the appointment.
 8. When an independent director unexpectedly falls under supervening circumstances that prevent the director from being considered as such pursuant to the provisions of law.
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The resignation provisions set forth under points 6 and 7 above shall not apply when, after a report from the Appointments Committee, the Board of Directors believes that there are reasons that justify the director's continuance in office, without prejudice to the effect that the new supervening circumstances may have on the classification of the director.

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?:

☒ Yes

☐ No

If so, describe the differences.

Description of differences

The Regulations of the Board of Directors require a majority of at least two-thirds of the directors present at the meeting in person or by proxy to approve the amendment thereof.

The Regulations of the Board of Directors also state that directors must tender their resignation to the Board of Directors if they are seriously reprimanded thereby because they have breached any of their duties as directors, by resolution adopted by a two-thirds majority of the directors.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors:

☐ Yes

☒ No

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

☐ Yes

☒ No

The Regulations of the Board of Directors provide that the standards to take into account for selecting candidates for the position of director shall include, by way of guidance only, the appropriateness of the directors generally not exceeding the age of seventy years.

Each of the non-executive directors has undertaken to tender their resignation to the Board of Directors at the first meeting it holds after they reach seventy years of age.

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

☐ Yes

☒ No

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

The Regulations of the Board of Directors provide that the directors must attend its meetings, and since 2023 the Corporate Governance Policy has expressly provided that in preparing the proposals and reports relating to the re-election of directors, the Appointments Committee must take into consideration, among other matters, the number of meetings attended by the candidate for re-election during their previous term of office, in order to assess their dedication to the position. This shall take into account the minimum level of attendance at the meetings of these bodies that the main international institutional investors and proxy advisors provide for in their voting policies, which is generally 75% of the meetings held during the year.

If a director cannot attend personally, the Regulations of the Board of Directors provide that they must grant their proxy to another director, to whom they must give the appropriate instructions. The proxy granted shall be a special proxy for the Board meeting in question and may be communicated by any means allowing for the receipt thereof.

Non-executive directors may only grant a proxy in favour of another non-executive director, and no director may cast their vote or grant a proxy in connection with matters in respect of which they have any conflict of interest.

There is no maximum number of proxies provided per director.

C.I.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of board meetings	9
Number of board meetings held without the chairman's presence	0

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	1
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Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the Executive Committee	15
Number of meetings held by the Audit and Risk Supervision Committee	15
Number of meetings held by the Appointments Committee	8
Number of meetings held by the Remuneration Committee	10
Number of meetings held by the Sustainable Development Committee	7

The meetings of the Remuneration Committee listed in the table above include the application on one occasion of the procedure for adopting resolutions in writing without a meeting.

Pursuant to the provisions of Article 45 of the By-Laws, the lead independent director coordinates, meets with and reflects the concerns of the non-executive directors, and also directs the periodic evaluation of the chairman of the Board of Directors and leads any process for the succession thereof.

In the exercise of these powers, the lead independent director has held meetings with all of the non-executive directors, which meetings dealt with the evaluation of the chairman as well as with initiatives to improve the performance of each of the directors.

C.I.26 Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

Number of meetings in which at least 80% of directors were present in person	9
Attendance in person as a % of total votes during the year	98.48
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	9
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	100.00

The attendance of each and every one of the directors at the meetings of the Board of Directors and its committees during financial year 2023 is described in the annex included at the end of this report.

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

☒ Yes

☐ No

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

Name	Position
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	Executive chairman
MR JOSÉ SAINZ ARMADA	Chief Finance, Control and Corporate Development Officer (CFO)

Iberdrola has established a certification process by which those responsible for financial information in the different areas of the Iberdrola Group (i.e. those responsible for the country subholding companies and global corporate areas) certify that: (i) the financial information they deliver to the Company for purposes of consolidation does not contain any material errors or omissions and provides a fair view of the results and the financial condition within their area of responsibility, and (ii) they are responsible for establishing the Internal Control over Financial Reporting System (ICFRS) within their area of responsibility and have found that the system is effective. The text of these certifications is inspired by the form of certification established in Section 302 of the U.S. Sarbanes-Oxley Act.

The culmination of the process is a joint certification that the executive chairman and the CFO submit to the Board of Directors.

The process is carried out by means of electronic signature in a software application which manages the areas of responsibility and time periods and which serves as a repository of all the documentation generated, allowing for periodic review by the supervision and control bodies of the Iberdrola Group's companies.

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

Pursuant to its regulations, the Audit and Risk Supervision Committee (the "Committee") performs the following duties, among others:

- Supervise (on an ongoing basis and specifically at the request of the Board of Directors) the process of preparing and presenting regulated financial information relating to the Company, both individual and consolidated with its subsidiaries, reviewing compliance with legal requirements, the proper delimitation of the scope of consolidation and the correct application of accounting standards, and submit recommendations or proposals to the Board of Directors to safeguard the integrity thereof.
- Supervise the clarity and integrity of the financial information regarding the Company and its group based on available sources of internal information (including reports regarding internal audit, risk management and internal assurance by the corresponding divisions, reports from other areas or departments, or the analysis and opinion of the Company's management team itself) and external information (including reports from experts or information received from the statutory auditor), and reach its own

conclusion as to whether the Company has properly applied the accounting policies. It shall also ensure that the interim financial statements are prepared using the same accounting principles as the annual financial statements.

- Establish appropriate relationships with the statutory auditor to receive information regarding matters that might entail a threat to the independence thereof, for examination by the Committee, and any other information related to the development of the audit procedure, as well as such other communications as are provided for in the laws on statutory audit and in other legal provisions on auditing.
- The Committee must receive written confirmation from the statutory auditor on an annual basis of its independence in relation to the Company or entities directly or indirectly related thereto, as well as a detailed breakdown of information on any type of additional (non-auditing) services of any kind provided to and the corresponding fees received from such entities by such statutory auditors or by persons or entities related thereto, pursuant to the legal provisions governing the audit of accounts.
- On an annual basis, prior to the audit report, issue a report containing an opinion on whether the independence of the statutory auditors is compromised, which shall be made available to the shareholders upon the terms set forth in the Regulations for the General Shareholders' Meeting. This report shall contain a reasoned assessment of the provision of each and every one of the additional services other than the legal audit referred to in the preceding point, considered individually and as a whole, and in relation to the rules on independence or the legal provisions governing the audit of accounts.
- Report in advance to the Board of Directors regarding the financial information that the Company must disclose on a regular basis because of its status as a listed company; the Committee shall ensure that the interim statements are prepared in accordance with the same accounting standards as the annual financial statements and, for such purpose, it shall consider the appropriateness of a limited review by the statutory auditor.
- Review the contents of the audit reports on the accounts and of the reports on the limited review of interim accounts, if any, as well as other mandatory reports to be prepared by the statutory auditor, prior to the issuance thereof, in order to avoid qualified reports.
- Assess the results of each audit of accounts and supervise the response of the members of senior management to the recommendations made therein.
- Act as a channel of communication between the Board of Directors and the statutory auditors, causing them to hold an annual meeting with the Board of Directors to report thereto on the work performed and the accounting status and risks of the Company.
- Evaluate any proposal made by the members of senior management regarding changes in accounting practices.
- Analyse the reasons why the Company may itemise certain alternative information on returns in its public information instead of the measures directly defined by accounting rules, the extent to which useful information is provided to investors, and the level of compliance thereof with best practices and international recommendations in this area.
- Obtain information on significant adjustments identified by the statutory auditor or that result from revisions made by the Internal Audit and Risk Division and the position of the management team regarding said adjustments.
- Timely and properly attend to, answer and take into account any requests sent thereto by the National Securities Market Commission during the current financial year or in prior years, ensuring that the same types of incidents previously identified in said requests are not repeated in the financial statements.
- Check that the financial information published on the corporate website of the Company is continuously updated and that it coincides with the information that has been approved by the Board of Directors and published on the website of the National Securities Market Commission.

In turn, the Regulations of the Board of Directors provide that:

- The Board of Directors shall meet with the statutory auditor at least once per year in order to receive information regarding the work performed and regarding the accounting status and risks of the Company.
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- The Board of Directors shall use its best efforts to prepare the annual financial statements such that there is no room for qualifications by the statutory auditor. However, when the Board of Directors believes that its opinion must prevail, it shall provide a public explanation of the content and scope of the discrepancy.

Pursuant to the above-cited rules, the Committee has reported throughout financial year 2023 on the process of preparing and presenting, and the clarity and integrity of, the financial information (separate and consolidated) relating to the Company prior to the approval thereof by the Board of Directors and its submission to the National Securities Market Commission. The reports of the Committee, which the chair thereof has presented to the full Board of Directors, are mainly intended to disclose such aspects, if any, as may give rise to qualifications in the audit report of Iberdrola and its consolidated group.

Accordingly, the Committee submitted to the Board of Directors the following reports regarding the annual, quarterly and half-yearly financial information of the Company for financial year 2023:

- Report dated 24 April 2023 on the results for the first quarter of 2023.
- Report dated 24 July 2023 on the financial information for the first half of 2023.
- Report dated 23 October 2023 on the results for the third quarter of 2023.
- Report dated 19 February 2024 regarding the annual financial statements of Iberdrola and its consolidated group for financial year 2023.

As disclosed in the information about Iberdrola posted on the website of the National Securities Market Commission (www.cnmv.es), the audit reports on the separate and consolidated annual financial statements prepared by the Board of Directors have historically been issued without qualifications.

C.I.29 Is the secretary of the Board also a director?

☐ Yes

☒ No

If the secretary is not a director, complete the following table:

Name or company name of the secretary	Representative
MR SANTIAGO MARTÍNEZ GARRIDO	

C.I.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

MECHANISMS TO PRESERVE THE INDEPENDENCE OF THE AUDITOR

The Regulations of the Audit and Risk Supervision Committee (the "Committee") and the Statutory Auditor Contracting and Relations Policy provide that:

- The relations of the Committee with the Company's statutory auditor (the "Auditor") shall respect the independence thereof.
- The Committee shall discuss with the Auditor any circumstance that might compromise the independence thereof and shall evaluate the effectiveness of the protective measures and the relationships between the Iberdrola Group and the Auditor and its network, including those that entail the provision of non-audit services. It shall request from the Auditor a certification of independence of the firm as a whole and of the members of the team participating in the process of auditing

the annual financial statements of the Iberdrola Group, with a detailed breakdown of information regarding non-auditing services of any kind provided by the Auditor or by persons connected thereto under applicable law. The Auditor shall include in such certification a statement regarding compliance with its internal quality assurance and independence protection procedures and shall submit to the Committee on an annual basis the profiles and professional background of the members of the Iberdrola Group audit teams, indicating any changes with respect to the previous financial year.

- Before issuing the annual audit report, the Committee shall issue a report expressing an opinion on the independence of the Auditor and the potential impact of each and every one of the non-audit services provided by the Auditor or by persons connected thereto, considered individually and as a whole. It shall also supervise the auditor's internal quality assurance and independence protection procedures and shall receive information on the hiring of professionals from the auditor by any of the companies of the Iberdrola Group.
- The Committee shall not submit a proposal to the Board of Directors, and the Board of Directors shall not submit a proposal to the shareholders at the General Shareholders' Meeting, for appointment as Auditor of firms for which it has evidence that they are affected by a lack of independence, prohibition or disqualification pursuant to applicable legal provisions, and if the total fees received for the provision of audit and non-audit services provided to the Company and to any other entity of the group by the Auditor or audit firm or by a member of its network during each of the last three consecutive financial years represent more than 15% of the total annual income of the Auditor or audit firm and of said network.

The Committee has established a restrictive policy on the non-audit services that the Auditor can be authorised to provide to the Company and its group:

- Prior to formalisation thereof, the Committee must receive information regarding any contract it intends to sign with the Auditor or a member of its network for the provision of non-audit services to the Company or any of the companies of its group, in order to be able to analyse the threats to independence that might arise from said contracts. The Auditor must therefore forward to the Committee any request to approve the provision of non-audit services, sufficiently describing the services requested, so that the Committee can analyse the impact of the contracting thereof on independence, both individually and collectively.
- The provision by the Auditor or by any member of its network of non-audit services must be authorised in advance by the Committee in all cases, whether the services are provided to the Company or to any other company of the group. In addition, if the subsidiary to which the services are provided has its own audit and compliance committee, the latter must also authorise the provision of the services in advance. By contrast, authorisation must be granted in advance by the audit and compliance committee of the country subholding company of the group when the services are provided thereto or to one of its subsidiaries without an audit and compliance committee of its own.
- In order to authorise the provision of said services, the Committee must assess whether the audit firm is the most appropriate firm to provide them based on its experience and expertise, analysing the nature thereof and the circumstances and context in which it occurs; the status, position or influence of the provider of the service and other relations thereof with the Company; the effects of the provision thereof; and whether said services could threaten the independence of the auditor; and, if applicable, the establishment of measures eliminating or reducing the threats to a level that does not compromise the independence thereof.

In compliance with recommendation 65.c) of Technical Guide 3/2017 on Audit Committees of Public Interest Entities, the Committee has established the indicative limit of the fees that may be received by the Auditor or an entity within its network at five million euros per year for non-audit services provided to the Company and to any other entity of its group during any financial year of the Company.

As regards financial year 2023:

- Iberdrola's Auditor, "KPMG Auditores, S.L." ("KPMG"), appeared on sixteen occasions before the Committee and on one occasion before the Board of Directors to report on issues relating to the audit of accounts. During these appearances, KPMG did not report issues that might put its independence at risk.
 - On 20 February 2023 KPMG sent to the Committee written confirmation of its independence (and, if applicable, of the independence of other persons belonging to the audit firm) with regard to the audit of the financial information for financial year 2022.
-

- On 24 July 2023 KPMG sent to the Committee written confirmation of its independence with regard to the limited review of the financial information as at 30 June 2023.
- On 19 February 2024 KPMG sent to the Committee written confirmation of its independence with regard to the audit of the financial information for financial year 2023.
- In these letters the Auditor stated that it has implemented internal policies and procedures designed to provide Iberdrola with reasonable assurance that KPMG and its personnel maintain their independence when so required by applicable legal provisions.
- Pursuant to the foregoing, the hiring of the Auditor for non-audit services was approved in advance by the Committee. Prior to approval thereof, the Chief Internal Audit and Risk Officer, and if necessary the audit committee and the internal audit division of the group company receiving the services (or of any country subholding company to which it belongs) stated that the provision thereof did not threaten the independence of the auditor. In requests for services made by the Committee, the Auditor confirmed that, among other things, there were no restrictions on independence for the performance of the work described therein.
- In its statement of independence dated 19 February 2024, KPMG reported that three of its professionals were hired by the Iberdrola Group during financial year 2023. It also confirmed in this statement that such hirings do not fall within any of the prohibitions set out in the applicable legal provisions and have not created a threat compromising their independence as auditors.
- On 19 February 2024 the Committee submitted its report to the Board of Directors regarding the independence of the Iberdrola's Auditor, in which it concluded that the Auditor performed its work independently.

MECHANISMS TO PRESERVE THE INDEPENDENCE OF FINANCIAL ANALYSTS, INVESTMENT BANKS AND RATING AGENCIES

See annex included at the end of this report.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

☐ Yes ☒ No

If there were any disagreements with the outgoing auditor, explain their content:

☐ Yes ☒ No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

☒ Yes ☐ No

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	1,865	2,864	4,729
Amount invoiced for non-audit work/Amount for audit work (in %)	54.12%	12.14%	17.49%

See annex included at the end of this report.

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

☐ Yes

☒ No

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	7	7

	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	22.58	22.58

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

☒ Yes

☐ No

Details of the procedure

The Regulations of the Board of Directors provide that the required support shall be provided for new directors to become rapidly and adequately acquainted with the Company and the Iberdrola Group, such that they can actively perform their duties as such and, if so appointed, as members of any of the committees of the Board of Directors as from their appointment as such. To this end, an orientation programme is made available to them through the directors' website referred to below. During the 2023 financial year, the contents of this programme were updated in accordance with the suggestions made by the consultative committees.

All directors are provided with the information needed to perform their duties, and access to training materials and sessions that allow them to continuously update their knowledge is encouraged.

Moreover, as regards the members of the consultative committees, the corresponding regulations provide that said committees must have a periodic training plan that ensures the refreshment of knowledge relating to the purview of each of them.

In order to improve their knowledge of the Iberdrola Group, presentations are made to the directors regarding the various businesses. In addition, a portion of each meeting of the Board of Directors tends to be dedicated to a presentation on economic, legal or political/social issues of importance to the Iberdrola Group.

The directors have access to a specific application, the directors' website, that facilitates performance of their duties and the exercise of their right to receive information. This website includes information deemed appropriate for preparation of the meetings of the Board of Directors and the committees thereof in accordance with the agenda, the training materials intended for the directors, and presentations made to the Board of Directors.

In addition, the directors are given access through the directors' website to the minutes of the meetings of the Board of Directors and the committees thereof, as well as such other information as the Board of Directors approves.

Finally, the *Regulations of the Board of Directors* provide that the directors are required to properly prepare for the meetings of the Board of Directors and, if applicable, the meetings of the Executive Committee or of the consultative committees of which they are members, for which purposes the directors must diligently become apprised of the running of the Company and the matters to be discussed at such meetings.

C.I.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

☒ Yes

☐ No

Explain the rules

The Regulations of the Board of Directors set out the obligations and duties of the directors, including, as an expression of the duty of loyalty, the obligation to submit their resignation to the Board of Directors in the event that supervening circumstances mean they are involved in an instance of disqualification or prohibition or loss of suitability, respectability, capability, competence, availability or commitment to their duties required to be a director and the other instances provided for in the Governance and Sustainability System.

A director must inform the Company of any judicial, administrative or other proceedings instituted against the director which, because of the significance or nature thereof, may seriously affect the reputation of the Company. In particular, every director must inform the Company, through the secretary of the Board of Directors, in the event that the director is subject to an investigation, arrested, or an order for the commencement of an oral criminal trial is issued against the director for the commission for any crime, and of the occurrence of any significant procedural steps in such proceedings. In such instance, the Board of Directors shall review this circumstance as soon as practicable and, following a report of the Appointments Committee, shall adopt the decisions it deems fit taking into account the interests of the Company.

In addition, the director must inform the Company of any fact or event that may be relevant to the holding of office as a director.

Directors must also submit their resignation to the Board of Directors and formally resign from their position in the events described in section C.I.19 of this report.

C.I.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

[] Yes

[X] No

Director's name	Nature of the situation	Observations

Indicate whether the Board of Directors has examined the case. If so, explain with reasons whether, given the specific circumstances, it has adopted any measure, such as opening an internal enquiry, requesting the director's resignation or proposing his or her dismissal.

Indicate also whether the Board decision was backed up by a report from the nomination committee.

[] Yes

[] No

Decision / action taken	Reasoned explanation

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

At 31 December 2023 there are bonds issued by companies of the Iberdrola Group, as well as loans and other agreements with financial institutions, the maturity of which could be affected or which would require additional security in the event of a change of control of the Company in accordance with the terms of each contract, the most significant of which are listed below:

- Bond issues in the amount of €11,661 million in the European market and US\$350 million (equivalent to €316 million) in the U.S. market.
- Loans arranged with the European Investment Bank and with the Official Credit Institute, totalling €4,623 million.
- Bank and export credit agency loans in the amount of €3,280 million and US\$900 million (equivalent to €813 million).
- Bond issues amounting to R\$16,281 million (equivalent to €3,046 million) and loans amounting to R\$27,812 million (equivalent to €5,203 million) corresponding to the country subholding company “Neoenergia S.A.” and its subsidiaries.

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries	23
Type of beneficiary	Description of the agreement
Executive directors and officers	<p>1. EXECUTIVE DIRECTORS</p> <p>When the current executive chairman joined the Company in 2001, the Company included clauses in the contracts with its key officers providing for severance pay of up to five times annual salary in order to achieve an effective and sufficient level of loyalty. Although the treatment in effect for such officers was applied to him at that time, he would currently be entitled to two (2) times his annual remuneration as severance pay (it was three times the prior year) for instances in which a severance payment was required for termination of contract.</p> <p>The chief executive officer is entitled to receive severance pay equivalent to two (2) times his annual remuneration in the event of termination of his relationship with the Company, provided that said termination is not due to a breach attributable to the beneficiary or solely due to a voluntary decision thereof. This severance payment for termination of contract includes compensation for the commitment not to compete.</p> <p>The contractual relationship with the executive chairman in any event establishes a duty not to compete with respect to companies and activities that are similar in nature to those of the Company during the term of his relationship with the Company, with a post-contractual non-compete provision that is expanded from two years (from the prior financial year) to three years, maintaining the compensation of two (2) times annual remuneration.</p> <p>In the case of the chief executive officer, the obligation not to compete covers the term of the contract and for one year after the termination thereof. In compensation for this post-contractual commitment not to compete, he is entitled to compensation equal to one times annual his annual fixed remuneration, which is in any case included in the severance payment for termination of contract, if one exists.</p> <p>2. OFFICERS</p> <p>The employment contracts of officers of Iberdrola who, given their responsibilities, decisively contribute to the creation of value, contain specific clauses on severance payments. The purpose of such clauses is to obtain an effective and sufficient level of loyalty for the management of the Company and thus avoid a loss of experience and knowledge that might jeopardise the achievement of strategic objectives. The amount of the severance pay depends on length of service and the reasons for the officer's cessation of office, up to a maximum of five (5) times annual salary.</p> <p>Notwithstanding the foregoing, the Senior Management Remuneration Policy provides since 2011 that the limit on the amount of the severance pay under new contracts with the members of senior management shall be two (2) times their annual salary.</p> <p>As at 31 December 2023 there are a total of 23 beneficiaries of severance clauses, representing 2.87% of the Iberdrola Group's officers and other professionals with management responsibilities. Of these, only 12 (1.5% of the group) have a severance pay limit of more than two times annual remuneration, which represents a reduction of 86.5% in the number of beneficiaries since 2003.</p>

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of directors	General shareholders' meeting
Body authorising the clauses	X	

	Yes	No
Are these clauses notified to the General Shareholders' Meeting?	X	

C.2. Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them

EXECUTIVE COMMITTEE		
Name	Position	Category
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	Chair	Executive
MR ARMANDO MARTÍNEZ MARTÍNEZ	Member	Executive
MR JUAN MANUEL GONZÁLEZ SERNA	Member	Independent
MR ANTHONY L. GARDNER	Member	Independent
MR MANUEL MOREU MUNAIZ	Member	Independent
MR ÁNGEL JESÚS ACEBES PANIAGUA	Member	Independent

% of executive directors	33.33
% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	00.00

Explain the functions delegated or assigned to this committee, other than those that have already been described in Section C.1.9, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Executive Committee is assigned all the powers of the Board of Directors, except for those powers that may not be delegated pursuant to legal or by-law restrictions.

It must be composed of a minimum of four and a maximum of eight members, of which at least two must be non-executive, at least one of which must be an independent director. In all events, the chairman of the Board of Directors and the chief executive officer are members of this committee, and the secretary of the Board of Directors acts as secretary thereof. The appointment of its members and the permanent delegation of powers thereto is carried out by the Board of Directors with the favourable vote of at least two-thirds of the members thereof.

A director who is appointed as a member of the Executive Committee shall serve for the unexpired portion of such director's term of office, without prejudice to the Board of Directors' power of revocation. In the event that a member of the Executive Committee is re-elected as director, such member shall only continue to serve as a member of the Executive Committee if expressly re-elected as such by resolution of the Board of Directors.

It shall meet as many times as deemed necessary by the chair thereof. It must also meet when so requested by a minimum of two of its members. A valid quorum shall be established with the attendance at the meeting, in person or by proxy, of at least a majority of its members, and resolutions shall be adopted by an absolute majority of the members present at the meeting in person or by proxy.

During financial year 2023, it held a total of 15 meetings and all of them were attended by 100% of its members, except for a single meeting at which one of the members was unable to attend and granted a proxy with specific voting instructions. These meetings were also attended, where appropriate, by senior management of the Company and/or external advisors.

Its duties consist of making proposals to the Board of Directors regarding strategic decisions, investments and divestitures that are significant for the Company or the Iberdrola Group, assessing their conformity to the current budget and strategic plans and analysing and monitoring business risks. It also provides assistance to the Board of Directors in the ongoing supervision of compliance with the principles governing the organisation and coordination of the Iberdrola Group's companies and the strategic goals thereof.

The following are some of the more significant activities that the Executive Committee carried out in financial year 2023. More detail can be viewed in the Activities Report of the Board of Directors and of the Committees thereof, which is published annually on occasion of the call to the General Shareholders' Meeting (<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting/documents>):

- Monitoring the implementation of the Strategic Plan 2023-2025.
- Analysis of current events in the energy sector, including the reform of the European Union's electricity market and the European Wind Energy Action Plan.
- Monitoring of the Iberdrola Group's financial structure and liquidity and approval of significant financing transactions.
- Monitoring of the main investments and divestments by the companies of the Iberdrola Group.
- Monitoring of results: monthly, operating indicators and investment projects by business and by geographic area, and results of the Group's companies.
- Monitoring of the Company's performance in the main environmental, social and governance parameters, as well as of the presence of companies of the Iberdrola Group on sustainability indices.
- Monitoring of changes in the energy regulatory environment with an impact on the Group, including, inter alia, the various industry regulations adopted or in process in the European Union, Spain and Portugal, and the reform of the Electricity Industry Law in Mexico, as well as the ruling of the Mexican Supreme Court on the action challenging the constitutionality of this reform.
- Monitoring of the implementation of the 2023 budget and monitoring of the preliminary bases for the budget for financial year 2024.
- Monitoring of the process of adapting the Iberdrola Group's payroll structure to the strategy defined in Outlook 2020-2025 and outlook for the 2023-2025 period.
- Monitoring of the participation in the Davis World Economic Forum, the European Round Table for Industry and the UN Climate Change Conference (COP28).

AUDIT AND RISK SUPERVISION COMMITTEE		
Name	Position	Current
MS MARÍA ÁNGELES ALCALÁ DÍAZ	Chair	Independent
MR XABIER SAGREDO ORMAZA	Member	Independent
MS REGINA HELENA JORGE NUNES	Member	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its

organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Audit and Risk Supervision Committee is an internal informational and consultative body.

It must be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors upon a proposal of the Appointments Committee, from among the non-executive directors who are not members of the Executive Committee. A majority of its members must be independent, and at least one of them shall be appointed taking into account the knowledge and experience thereof in the areas of accounting, audit and risk management.

Without prejudice to the foregoing, the Board of Directors and the Appointments Committee shall endeavour to ensure that the members of the Audit and Risk Supervision Committee as a whole, and especially the chair thereof, have the expertise, qualifications and experience appropriate for the duties they are called upon to perform in the area of accounting, auditing and management of risks, both financial and non-financial, that at least one of them has experience in information technology, and that as a whole the members of the Audit and Risk Supervision Committee have relevant technical knowledge in the finance and internal control area, as well as in relation to the energy sector.

The Board of Directors shall appoint a chair of the Audit and Risk Supervision Committee from among the independent directors forming part thereof, who must be a director with sufficient capacity and availability to provide greater dedication to the committee than the rest of the members thereof. It shall also appoint its secretary, who need not be a director. As with the other consultative committees, the secretary is a prestigious outside lawyer, which ensures the secretary's independence of judgement and enriches the debate and exchange of views at the meetings.

Its members are appointed for a maximum term of four years and may be re-elected on one or more occasions for terms of the same maximum length. The position of chair is held for a maximum period of four years, after which period the chair may not be re-elected until the passage of at least one year from ceasing to act as such, without prejudice to the continuance or re-election thereof as a member of the Committee.

A valid quorum is established with the attendance at the meeting, in person or by proxy, of a majority of its members, and resolutions are adopted by an absolute majority of votes of the members present at the meeting in person or by proxy. During financial year 2023, it held a total of 15 meetings and all of them were attended by 100% of its members and, where appropriate, by senior management of the Company and/or external advisors.

Its duties are governed by and further developed in the *Regulations of the Board of Directors*, as well as in the *Regulations of the Audit and Risk Supervision Committee*, and entail the issuance of reports and proposals mainly concerning financial information, non-financial information, internal control systems, control and risk management systems, the Internal Audit and Risk Division and the statutory auditor.

The following are some of the more significant activities that the Audit and Risk Supervision Committee carried out in financial year 2023. More detail can be viewed in the Activities Report of the Board of Directors and of the Committees thereof, which is published annually on occasion of the call to the General Shareholders' Meeting (<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting/documents>):

- Memoranda of internal control recommendations resulting from the audit of financial information and external assurance of non-financial information for financial year 2022 and implementation of said recommendations.
 - Evaluation of the Internal Control over Financial Reporting System and Internal Control over Non-Financial Reporting System.
 - Specific meeting on risk management: review of the adequacy of the current internal control and risk management system with respect to the current reality of the group.
 - Acknowledgement of the update of risk management and internal assurance activities regarding the holistic treatment of risks.
 - Analysis of the alternative performance measures included in the annual financial statements and in the directors' reports for financial year 2022.
 - Monitoring of the Strategic Cybersecurity Plan and of the cyber-resilience of the group.
 - Annual cybersecurity and data protection risk plan for financial year 2023.
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- Monitoring of internal control recommendations from assurance provider for the Statement of Non-Financial Information. Sustainability Report 2022.
- Proposal regarding the expiry of the appointment of the statutory auditor.
- Report to the Board of Directors on information regarding related-party transactions with directors and significant shareholders and their respective related persons.
- Transparency report on the payment of taxes prepared by the Global Tax Division.
- Annual report on risk policies and, if applicable, proposed amendment thereof to the Board of Directors, and acknowledgement of proposed risk limits and indicators for 2023.
- Report to the Board of Directors on a corporate transaction, its financial terms, and its accounting impact: divestment consisting of the sale of generation assets with an installed capacity of 8,539 MW in Mexico.

Furthermore, section C.I.30 and the annex included at the end of this report describe the duties performed by the Audit and Risk Supervision Committee during financial year 2023 in relation to the provision of non-audit services by the auditor.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Names of directors with experience	MS MARÍA ÁNGELES ALCALÁ DÍAZ MR XABIER SAGREDO ORMAZA MS REGINA HELENA JORGE NUNES
Date of appointment of the chairperson	21/02/2023.

NOMINATION COMMITTEE		
Name	Position	Current
MR ÁNGEL JESÚS ACEBES PANIAGUA	Chair	Independent
MS MARÍA HELENA ANTOLÍN RAYBAUD	Member	Other external
MR ANTHONY L. GARDNER	Member	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Appointments Committee is an internal informational and consultative body.

It must be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors upon a proposal of the Appointments Committee, from among the non-executive directors. A majority of its members must be classified as independent.

The Board of Directors must endeavour to ensure that the members of the Appointments Committee have such expertise, qualifications and experience as are required by the duties they are called upon to perform, particularly in the following areas: corporate governance, strategic human resources analysis and evaluation, selection of directors and management personnel, and performance of senior management duties.

Its members are appointed for a maximum term of four years and may be re-elected on one or more occasions for terms of the same maximum length.

The Board of Directors shall appoint a chair of the Appointments Committee from among the independent directors forming part thereof, who must be a director with sufficient capacity and availability to provide greater dedication to the committee than the rest of the members thereof. It shall also appoint its secretary, who need not be a director. As with the other consultative committees, the secretary is a prestigious outside lawyer, which ensures the secretary's independence of judgement and enriches the debate and exchange of views at the meetings.

A valid quorum is established with the attendance at the meeting, in person or by proxy, of a majority of its members, and resolutions are adopted by an absolute majority of votes of the members present at the meeting in person or by proxy. During financial year 2023, it held a total of 8 meetings and all of them were attended by 100% of its members, except for a single meeting at which one of the members was unable to attend and granted a proxy with specific voting instructions. These meetings were also attended, where appropriate, by senior management of the Company and/or external advisors.

Its duties are further developed in the Regulations of the Board of Directors, as well as in the Regulations of the Appointments Committee, and entail the issuance of reports and proposals concerning, among other things, the appointments of members of the Board of Directors, of its committees and of the Company's Senior Management.

The following are some of the more significant activities that the Appointments Committee carried out in financial year 2023. More detail can be viewed in the Activities Report of the Board of Directors and of the Committees thereof, which is published annually on occasion of the call to the General Shareholders' Meeting (<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting/documents>):

- Proposals for the re-election of Mr Manuel Moreu Munaiz, Mr Xabier Sagredo Ormaza and Ms Sara de la Rica Goiricelaya as independent directors, and reports on the proposals for the re-election of Mr José Ignacio Sánchez Galán and Mr Armando Martínez Martínez as executive directors, and of Ms María Helena Antolín Raybaud as an external director.
 - Proposals for the re-election of Ms María Helena Antolín Raybaud and Mr Anthony L. Gardner as members of the Appointments Committee and of Ms Sara de la Rica Goiricelaya as a member of the Sustainable Development Committee; reports on the proposed re-election of Mr José Ignacio Sánchez Galán, Mr Armando Martínez Martínez and Mr Manuel Moreu Munaiz as members of the Executive Committee; and report on the proposed appointment of Ms María Ángeles Alcalá Díaz as chair of the Audit and Risk Supervision Committee.
 - Report on the classification of the members of the Board of Directors.
 - Report to the Board of Directors on the proposal for the appointment of Mr Rafael Sebastián Quetglas as counsel to the Board of Directors.
 - Annual review of the Board of Directors Diversity and Member Selection Policy and verification of compliance therewith.
 - Annual review of the skills matrix of the Board of Directors and of the composition of the boards of the country subholding companies to monitor their skills.
 - Annual review of the structure and composition of the Board of Directors and forecast of terms ending through 2024.
 - Report to the Board of Directors on the sections of the annual financial information for financial year 2022 falling within the purview of the Appointments Committee.
 - Report to the Sustainable Development Committee regarding the sections of the Annual Corporate Governance Report 2022 falling within the purview of the Appointments Committee.
 - Proposed reports evaluating the operation of the Board of Directors and the other committees, the performance of the chairman and of the chief executive officer, the suitability of the Board of Directors and each of the directors for financial
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year 2022, as well as the respective continuous improvement plans, and proposed guidelines for the evaluation for financial year 2023.

- Report to the Board of Directors regarding the composition of Senior Management.
- Verification of the sufficiency and adequacy of the information regarding the members of the Board of Directors and of senior management published on the corporate website.

REMUNERATION COMMITTEE		
Name	Position	Current
MR JUAN MANUEL GONZÁLEZ SERNA	Chair	Independent
MR MANUEL MOREU MUNAIZ	Member	Independent
MR IÑIGO VÍCTOR DE ORIOL IBARRA	Member	Other external

% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Remuneration Committee is an internal informational and consultative body.

It must be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors upon a proposal of the Appointments Committee, from among the non-executive directors. A majority of its members must be classified as independent.

The Board of Directors must endeavour to ensure that the members of the Remuneration Committee have such expertise, qualifications and experience as are required by the duties they are called upon to perform, and particularly regarding corporate governance, policy design and remuneration plans for directors and senior management.

Its members are appointed for a maximum term of four years and may be re-elected on one or more occasions for terms of the same maximum length.

The Board of Directors shall appoint a chair of the Remuneration Committee from among the independent directors forming part thereof, who must be a director with sufficient capacity and availability to provide greater dedication to the committee than the rest of the members thereof. It shall also appoint its secretary, who need not be a director. As with the other consultative committees, the secretary is a prestigious outside lawyer, which ensures the secretary's independence of judgement and enriches the debate and exchange of views at the meetings.

A valid quorum is established with the attendance at the meeting, in person or by proxy, of a majority of its members, and resolutions are adopted by an absolute majority of votes of the members present at the meeting in person or by proxy. During financial year 2023, it held a total of 10 meetings (including the application on one occasion of the procedure for adopting resolutions in writing without a meeting) and all of them were attended by 100% of its members and, where appropriate, by senior management of the Company and/or external advisors.

Its duties are further developed in the *Regulations of the Board of Directors*, as well as in the *Regulations of the Remuneration Committee*, and entail the issuance of reports and proposals mainly concerning the remuneration of members of the Board of Directors and of the Company's Senior Management.

The following are some of the more significant activities that the Remuneration Committee carried out in financial year 2023. More detail can be viewed in the Activities Report of the Board of Directors and of the Committees thereof, which is published annually on occasion of the call to the General Shareholders' Meeting (<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting/documents>):

- Determination of short-term variable remuneration targets (annual bonus).
- Determination of the percentage of compliance with the targets to which the 2020-2022 Strategic Bonus is linked and payment of the first tranche.
- Definition of the Strategic Bonus for the 2023-2025 period and acknowledgement of designation of new beneficiaries.
- Review of best practices on the remuneration of executive directors taking into account the main recommendations of institutional investors as well as best practices identified at comparable companies. - Specifically, in the area of remuneration reporting and information in the annual director remuneration reports.
- Continuous improvement of the Annual Director Remuneration Report.
- Analysis of the opinion of retail and institutional shareholders and proxy advisors during the year with a view to developing and presenting a new policy at the General Shareholders' Meeting in 2024.
- Review of trends in remuneration parameters used at comparable companies and global companies, such as the inclusion of indicators aligned with the objectives of the ESG strategy and review of their alignment with Iberdrola's strategic objectives.
- Review of directors' fixed remuneration to determine its competitiveness vis-à-vis comparable companies.
- Review of the general remuneration programmes for the workforce, assessing the suitability and results thereof.
- Review of the results of the external competitive analyses presented by independent external advisors on remuneration in order to determine Iberdrola's remuneration practices.

SUSTAINABLE DEVELOPMENT COMMITTEE		
Name	Position	Current
MS SARA DE LA RICA GOIRICELAYA	Chair	Independent
MS NICOLA MARY BREWER	Member	Independent
MS ISABEL GARCÍA TEJERINA	Member	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of other external directors	0.00

Explain the functions delegated or assigned to this committee, other than those that have already been described in Section C.1.9, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

The Sustainable Development Committee is an internal informational and consultative body.

It must be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors upon a proposal of the Appointments Committee, from among the non-executive directors. A majority of its members must be classified as independent.

Its members are appointed for a maximum term of four years and may be re-elected on one or more occasions for terms of the same maximum length.

The Board of Directors shall appoint a chair of the Sustainable Development Committee from among the independent directors forming part thereof, who must be a director with sufficient capacity and availability to provide greater dedication to the committee than the rest of the members thereof. It shall also appoint its secretary, who need not be a director. As with the other consultative committees, the secretary is a prestigious outside lawyer, which ensures the secretary's independence of judgement and enriches the debate and exchange of views at the meetings.

A valid quorum is established with the attendance at the meeting, in person or by proxy, of a majority of its members, and resolutions are adopted by an absolute majority of votes of the members present at the meeting in person or by proxy. During financial year 2023, it held a total of 7 meetings and all of them were attended by 100% of its members and, where appropriate, by senior management of the Company and/or external advisors.

Its duties are further developed in the Regulations of the Board of Directors, as well as in the Regulations of the Sustainable Development Committee, and entail the issuance of reports and proposals mainly concerning Iberdrola's Governance and Sustainability System, the Company's environmental, social and governance ("ESG") performance, the Compliance Unit and the compliance systems of the group's companies, the non-financial information published by the Company, the Purpose and Values of the Iberdrola Group, and corporate reputation.

The following are some of the more significant activities that the Sustainable Development Committee carried out in financial year 2023. More detail can be viewed in the Activities Report of the Board of Directors and of the Committees thereof, which is published annually on occasion of the call to the General Shareholders' Meeting (<https://www.iberdrola.com/corporate-governance/general-shareholders-meeting/documents>):

- Monitoring of the implementation of the Purpose and Values of the Iberdrola Group.
 - Review of the General Sustainable Development Policy and monitoring of the level of compliance with the Sustainable Development Plan, the ESG 2023-2025 objectives and actions that are significant to institutional investors, including relations with public Stakeholders.
 - Monitoring of the implementation of the Stakeholder Engagement Policy and the Policy on Respect for Human Rights.
 - Monitoring and review of the level of achievement of the Climate Action Plan.
 - Monitoring of the Company's activities and objectives in the area of employment, satisfaction, diversity, integrity, non-discrimination, equality, reconciliation, accessibility and mobility, to the extent that they fall within the purview of the committee.
 - Monitoring of the corporate governance strategy and compliance with legal requirements and the rules of the Governance and Sustainability System, as well as activities in the area of corporate reputation, brand and other intangible assets.
 - Annual evaluation of the group's crime prevention programmes and opinions regarding the annual report on the effectiveness of the compliance systems during financial year 2022 and the performance of the Compliance Unit during financial year 2023.
 - Review and validation, for submission to the Board of Directors, of the annual activity plan and budget of the Compliance Unit for financial year 2024.
 - Reports and proposals to the Board of Directors relating to the amendment of the Company's Compliance System and the composition of the Compliance Unit.
 - Report to the Board of Directors on the monitoring of the performance by the Iberdrola Group's foundations of the general interest, corporate social responsibility and corporate reputation activities entrusted thereto, and on the promotion of the strategy for social sponsorship and patronage for 2024.
 - Analysis of environmental, social and governance elements in the non-financial information.
 - Reports to the Board of Directors regarding the statement of non-financial information (sustainability report), the annual corporate governance report, the tax transparency report and the diversity and inclusion report for financial year 2022, as well as the integrated report for 2023.
 - Verification of the sufficiency and adequacy of information regarding sustainable development, corporate governance and other aspects relating to the duties of the committee published on the corporate website.
 - Analysis and evaluation of the way in which Iberdrola handles its relations with suppliers in terms of sustainability.
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- Monitoring of the Company's activities relating to elements of systematic measurement and measurement tools with respect to ESG and corporate social responsibility, climate governance instruments, trends in responsible communications and marketing, the circular economy, and climate governance.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	Year 2023		Year 2022		Year 2021		Year 2020	
	Number	%	Number	%	Number	%	Number	%
Executive Committee	0	0.00	0	0.00	0	0.00	1	20.00
Audit and Risk Supervision Committee	2	66.67	2	66.67	2	66.67	1	33.33
Appointments Committee	1	33.33	1	33.33	1	33.33	1	33.33
Remuneration Committee	0	0.00	0	0.00	0	0.00	0	0.00
Sustainable Development Committee	3	100.00	3	100.00	3	100.00	3	100.00

C.2.3 Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The committees of the Board of Directors are governed by the *Regulations of the Board of Directors*. Each of the consultative committees also has its own regulations. These regulations are available on the Company's corporate website at the following link: <https://www.iberdrola.com/corporate-governance/governance-sustainability-system/corporate-governance-policies>.

The Activities Report of the Board of Directors and of the Committees thereof (<https://www.iberdrola.com/shareholders-investors/annual-reports>), which reports the composition thereof, the number of meetings held during the year, the attendance of its members and appearances at these meetings, as well as the key issues dealt with and the priorities for the following year, is also published on this website.

As part of the process of ongoing review of the Governance and Sustainability System, the following amendments, among others, have been made to the regulations of the consultative committees: (i) in the *Regulations of the Audit and Risk Supervision Committee*, there have been changes to its duties relating to complaints or reports made through the internal reporting channels provided by the Company that could have a material impact on the financial statements or internal control; (ii) in the *Regulations of the Appointments Committee*, there have been updates to its powers relating to the management and promotion of talent to refer to the recruitment, development, selection and loyalty of talent, in line with the *People Management Policy* and the *Selection and Hiring Policy* approved by the Board of Directors; and (iii) in the *Regulations of the Sustainable Development Committee*, there have been updates to its duties in connection with the Company's Compliance Unit and with the compliance systems of the group's companies.

D RELATED PARTY AND INTRAGROUP TRANSACTIONS

- D.1.** Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected directors or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

Pursuant to the Regulations of the Board of Directors, Related-Party Transactions means those transactions carried out by the Company or its subsidiaries with directors, with shareholders holding 10% or more of the voting rights or who have proposed or caused the appointment of any of the directors, or with any other parties who should be considered parties related to the Company in accordance with International Accounting Standards.

As an exception to the preceding paragraph, transactions that are not classified as such in accordance with the law, and particularly those identified in section 2 of Article 48 of the Regulations of the Board of Directors, shall not be deemed Related-Party Transactions.

The approval of Related-Party Transactions must be decided by the shareholders at a General Shareholders' Meeting in the instances provided by law, and particularly if it relates to a transaction having a value of more than 10% of the total items of the assets of the Iberdrola Group according to the last consolidated annual balance sheet approved by the shareholders at the General Shareholders' Meeting of the Company.

Other Related-Party Transactions are subject to the approval of the Board of Directors. However, Related-Party Transactions may be approved by the Executive Committee due to the urgency of the matter, giving notice thereof at the next meeting of the Board of Directors in order for them to be ratified.

The Board of Directors, through the Audit and Risk Supervision Committee (the "Committee"), shall endeavour to ensure that Related-Party Transactions are fair and reasonable from the viewpoint of the Company and, if applicable, of shareholders other than the related party. As provided by law, the approval of Related-Party Transactions must be the subject of a prior report of the Committee, which shall verify compliance with said requirements.

The Board of Directors may delegate the approval of Related-Party Transactions when so allowed by law, and particularly those transactions that simultaneously satisfy the following three conditions: (i) that they are conducted under contracts whose terms and conditions are standardised and apply on an across-the-board basis to a large number of customers; (ii) that they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question; and (iii) that the amount thereof does not exceed 0.5% of the consolidated net turnover of the Iberdrola Group according to the last consolidated annual financial statements approved by the shareholders at the Company's General Shareholders' Meeting.

The approval of the aforementioned Related-Party Transactions, particularly those relating to electricity and gas services, shall not require a prior report of the Committee. The Board of Directors has established a regular internal reporting and control procedure in relation to those transactions exceeding €20,000 on an annual basis (calculated based on standard market rates) or that have not been executed exclusively through the ordinary commercial channels of the Iberdrola Group, in which procedure the Committee must participate, which shall verify the fairness and transparency of such transactions and compliance with any legal criteria applicable to the corresponding exceptions. The execution of these types of transactions is the responsibility of the representatives of the group company in question. The Committee, with the assistance of the Internal Audit and Risk Division and with the information provided for this purpose by the Office of the General Secretary and Secretary of the Board of Directors and the Compliance Unit, shall examine these types of Related-Party Transactions each year and shall submit the corresponding report to the Board of Directors.

In the case of customary or recurring Related-Party Transactions in the ordinary course of business, it shall be sufficient to give a generic prior approval of the kind of transaction and of the conditions for performance thereof, provided that they are transactions with the same counterparty and their object is homogeneous. The Board of Directors is responsible for approving the various lines of transactions. In relation to the lines of transactions, the Committee, with the assistance of the Internal Audit and Risk Division, must issue an annual report to be submitted to the Board of Directors verifying compliance with the conditions established by the Board of Directors when approving the lines of transactions in question.

If a Related-Party Transaction entails the successive performance of different transactions, of which the second and subsequent transactions are mere acts of execution of the first transaction, the provisions of this section shall only apply to the first transaction carried out.

The execution of a Related-Party Transaction puts the director who engages in said transaction or is related to the person engaging in the transaction in a conflict of interest, for which reason the duty to abstain in the deliberation and voting on the approval resolution shall apply.

The Company shall publicly announce Related-Party Transactions no later than the time of execution thereof in the cases, to the extent and in the manner prescribed by law.

The Company shall also report Related-Party Transactions in the half-yearly financial report, in the annual corporate governance report, and in the notes to the annual financial statements.

In addition, directors must give written notice to the general secretary and secretary of the Board of Directors, on a half-yearly basis, regarding the Related-Party Transactions in which they or persons connected to the Company and related to such directors have engaged.

D.2. Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the shareholder or any of its subsidiaries	% Shareholding	Name or company name of the company or entity within its group	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against by a majority of independents
No data						

Name or company name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of operation and other information required for its evaluation
No data		

Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Name or company name of the company or entity within its group	Relationship	Amount (thousands of euros)	Approving body	Identity of the significant shareholder or director who has abstained	The proposal to the board, if applicable, has been approved by the board without a vote against by a majority of independents
No data						

Name or company name of the administrators or managers or their controlled or jointly controlled entities	Nature of the operation and other information necessary for its evaluation
No data	

D.4. Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

Company name of the entity within the group	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

Transactions by Iberdrola with subsidiaries and companies in which the Company has an interest that have not been eliminated in the process of consolidation were made in the ordinary course of business of the Company, were carried out under arm's-length conditions, and are of little significance to accurately reflect the assets, financial condition and results of operations of the Company.

- D.5.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the International Accounting Standards adopted by the EU, which have not been reported in previous sections.

Company name of the related party	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of euros)
No data		

- D.6.** Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

Pursuant to the Regulations of the Board of Directors, a conflict of interest shall be deemed to exist in those situations provided by law, and particularly when the interests of the director, either for their own or another's account, directly or indirectly conflict with the interest of the Company or of companies within the Iberdrola Group and with their duties to the Company.

An interest of the director shall exist when the matter affects the director or a person related thereto.

The Regulations of the Board of Directors deem the following to be persons related to a Director:

- a) The director's spouse or person related to the director by a like relationship of affection.
- b) The ascendants, descendants and siblings of the director or of the director's spouse (or of a person with a like relationship of affection).
- c) The spouses of the director's ascendants, descendants and siblings.
- d) Companies or entities in which the director directly or indirectly holds, including through an intermediary, an interest that gives the director significant influence or in which the director holds a position on the management body or within the senior management thereof or of its controlling company. For these purposes, it is assumed that any interest equal to or greater than ten per cent of the share capital or voting rights or based on which representation on the company's management body could be obtained, in fact or by law, provides a significant influence.
- e) Shareholders that the director represents on the Board of Directors.

Conflicts of interest shall be governed by the following rules:

1. Communication: once a director becomes aware of being in a situation of conflict of interest, the director must give written notice of the conflict to the Board of Directors, in the person of the secretary thereof, as soon as possible. The secretary shall periodically submit a copy of the notices received to the Appointments Committee, in the person of the secretary thereof.

The notice shall contain a description of the situation giving rise to the conflict of interest, with a statement as to whether it is a direct conflict or an indirect conflict through a related person, in which case the latter person must be identified.

The description of the situation must describe, as applicable, the subject matter and the principal terms of the transaction or the planned decision, including the amount thereof or an approximate financial assessment thereof.

Any question as to whether a director might be involved in a conflict of interest must be forwarded to the general secretary and secretary of the Board of Directors, and the director must refrain from taking any action until it is resolved.

2. Abstention: a director must refrain from taking any action until the Board of Directors reviews the case, approves the appropriate decision and informs the director thereof, without prejudice to the exceptions provided by law.

To this end, the director shall leave the meeting during the deliberation and voting on those matters in which the director is affected by a conflict of interest, and shall not be counted in the number of members in attendance for purposes of the calculation of a quorum and the majorities required for approving resolutions.

At each meeting of the Board of Directors and of the committees thereof, the secretary shall remind the directors, before dealing with the agenda, of the abstention rule.

3. Transparency: whenever required by law, the Company shall report any cases of conflict of interest in which the directors have been involved during the financial year in question and of which the Company is aware by reason of notice given thereto by the director affected by such conflict or by any other means.

The general secretary and secretary of the Board of Directors shall prepare a register of the conflicts of interest reported by the directors, which shall be continuously updated.

In those instances in which the conflict of interest is, or may reasonably be expected to be, of such a nature that constitutes a structural and permanent conflict of interest between the director (or a person related thereto) and the Company or the companies forming part of the Iberdrola Group, it shall be deemed that the director lacks, or has lost, the competence required to hold office.

Conflicts of interest of the members of the management team are subject to the same rules of communication, abstention and transparency.

Transactions with significant shareholders or other related parties are governed by the rules described in Section D.1 of this report.

- D.7.** Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

☐ Yes

☒ No

E RISK MANAGEMENT AND CONTROL SYSTEMS

E.1. Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

Pursuant to the three lines model, Iberdrola's General Risk Control and Management Policy and the risk policies (corporate and those specific to the businesses) in development thereof are implemented within a comprehensive risk control and management system, supported by the Company's Risk Committee and based upon a proper definition and allocation of duties and responsibilities at the operating level and upon ensuring the development of supporting procedures, methodologies and tools, suitable for the various stages and activities within the system, including:

- a. The establishment of a structure of risk policies, guidelines, limits and indicators, as well as of the corresponding mechanisms for the approval and implementation thereof.
- b. The ongoing identification of significant risks and threats, taking into account their possible impact on key management objectives and the financial statements (including contingent liabilities and other off-balance sheet risks).
- c. The analysis of such risks, both at each corporate business or function and taking into account their combined effect on the companies of the Iberdrola Group as a whole.
- d. The measurement and control of risks following homogeneous procedures and standards common to all the companies of the Iberdrola Group.
- e. The analysis of risks associated with new investments, as an essential element in risk/return-based decision-making, including physical and transition risks related to climate change.
- f. The maintenance of a system for monitoring and control of compliance with policies, guidelines and limits, by means of appropriate procedures and systems, including the contingency plans needed to mitigate the impact of the materialisation of risks.
- g. The ongoing evaluation of the suitability and efficiency of applying the system and the best practices and recommendations in the area of risks for eventual inclusion thereof in the model.
- h. The audit of the comprehensive risk control and management system by the Internal Audit Division.

The foregoing is undertaken in accordance with the following main principles of conduct:

- a. Integrate the risk/opportunity vision into the Company's management, through a definition of the strategy and the risk appetite and the incorporation of this variable into strategic and operating decisions.
- b. Segregate functions, at the operating level, between areas that assume risks and areas responsible for the analysis, control and monitoring of such risks, ensuring an appropriate level of independence between them.
- c. Guarantee the proper use of risk-hedging instruments and the maintenance of records thereof as required by applicable law.
- d. Inform regulatory agencies and the principal external players, in a transparent fashion, regarding the risks facing the companies of the Iberdrola Group and the operation of the systems developed to monitor such risks, maintaining suitable channels of communication.
- e. Ensure appropriate compliance with the corporate governance rules established by the Company through its Governance and Sustainability System and the update and continuous improvement thereof within the framework of the best international practices as to transparency and good governance, and implement the monitoring and measurement thereof.
- f. Act at all times in compliance with the values and standards of conduct reflected in the Code of Ethics, under the principle of "zero tolerance" for the commission of unlawful acts and situations of fraud set forth in the Crime Prevention Policy and in the Anti-Corruption and Anti-Fraud Policy and the principles and good practices reflected in the Corporate Tax Policy.

The General Risk Control and Management Policy and the risk policies in further development thereof apply to all companies that make up the Iberdrola Group, over which the Company has effective control, within the limits established by the laws applicable to the regulated activities carried out by the Iberdrola Group's companies in the various countries in which they operate.

Excluded from the scope of this policy are listed country subholding companies and the subsidiaries thereof which, pursuant to their own special framework of strengthened autonomy, have their own risk policies approved by their competent bodies. In any event, said risk policies must be in accord with the principles set forth in the risk policies of the Iberdrola Group.

At those companies over which the Company does not have effective control, the Company shall promote principles, guidelines, and risk limits consistent with those established in the General Risk Control and Management Policy and in its supplemental risk policies and shall maintain appropriate channels of information to ensure a proper understanding of risks.

Iberdrola believes that its comprehensive risk control and management system operates on a comprehensive and continuous basis, strengthening such management by business unit or activity, subsidiaries, geographic areas and corporate-level support areas.

E.2. Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

1. BOARD OF DIRECTORS

In the area within its purview, and with the support of the Audit and Risk Supervision Committee, it must use all of its capabilities in order for the significant risks of the Iberdrola Group to be adequately identified, measured, managed and controlled, and to establish through the General Risk Control and Management Policy the mechanisms and basic principles for appropriate management of the risk/opportunity ratio. By virtue thereof, it defines the risk strategy and profile of the group and approves the risk policies.

2. EXECUTIVE COMMITTEE

In order to conform the impact of the risks to the established appetite, upon the proposal of affected business or corporate divisions and after a report from the Group's Risk Committee, it annually reviews and approves the specific guidelines regarding the risk limits of the corporate risk policies.

3. AUDIT AND RISK SUPERVISION COMMITTEE

As a consultative body of the Board of Directors, it is vested with various powers relating to the Comprehensive Risk Control and Management System, as set forth in Articles 3, 5, and 9 of the Regulations thereof.

This includes the following (by way of example and based on the importance thereof):

- Conduct a periodic review of the risk policies on at least an annual basis.
 - Continuously review and supervise the effectiveness of the internal control and risk management systems, such that the principal risks are properly identified, managed and reported.
 - Obtain and analyse with the external auditor information regarding any significant deficiency in internal control that the statutory auditor detects in carrying out its audit work.
 - Ensure that the internal control policies and systems are effectively applied.
 - As regards the activities of the Internal Audit and Risk Division, which is functionally controlled by the Committee: i) supervise the activities and ensure the effectiveness thereof, and ii) approve the direction and the annual plan of said Division and its budget.
 - Evaluate the various risk tolerance levels established in the risk policies in order to, if appropriate, propose the adjustment thereof.
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- Promote a culture of risk avoidance.
- Endeavour to ensure that the internal control and risk management system established at the level of the group identifies at least: i) the different types of financial and non-financial risks, ii) the establishment and review of the risk map and levels that the Company deems acceptable, iii) the measures planned in order to mitigate the impact of identified risks in the event they materialise, and iv) the reporting and internal control systems that will be used to monitor and manage the risks.
- At least annually, call a meeting with each of the heads of the businesses of the group's companies and of the relevant corporate areas to exercise the powers of the Committee to be informed of the trends of their respective businesses or corporate areas and the risks associated therewith, all without prejudice to the corporate and governance structure of the group, pursuant to which each of the country subholding companies directly and effectively manages the risks of their businesses.
- Maintain appropriate relationships with the audit and compliance committees of the other companies of the group.
- Identify and evaluate emerging risks.
- Obtain creditable information as to whether the most significant risks are managed and maintained within the tolerance figures that have been established.
- Receive information from the Company's tax director regarding the tax guidelines applied during the financial year, and particularly regarding the level of compliance with the Corporate Tax Policy, as well as regarding the tax consequences of transactions or matters that must be submitted to the Board of Directors for approval when such consequences represent a significant issue.

4. BOARDS OF DIRECTORS OF COUNTRY SUBHOLDING AND HEAD OF BUSINESS COMPANIES

The country subholding companies adopt the Company's risk policies and specify the application thereof, approving the guidelines on specific risk limits. The audit and compliance committees of such companies shall report to the board of directors thereof on the internal control and risk management systems.

The management decision-making bodies of the head of business companies approve the specific risk limits applicable to each of them and implement the necessary control systems.

Pursuant to their special framework of strengthened autonomy, the listed companies of the group have their own risk policies, which are aligned with those established by the Company.

5. GROUP RISK COMMITTEE

This is a technical body that is chaired by the director of Internal Audit and Risks and which performs executive duties in the customary management of risks and provides advice to the governance bodies of the Iberdrola Group's companies.

It meets at least once a month, with the participation of the Risk director, the risk directors of the country subholding companies and corporate areas that have such a position, the Internal Audit Division and the Administration and Control Division.

It reviews new reported risks and the reports monitoring the main existing risks, and issues the Quarterly Risk Report of the group, which includes the main risk positions, the report on compliance with policies and risk limits and indicators, and the update of the key risks map.

It is supplemented by the credit risk and market risk committees, which report to the former, and which meet on a monthly basis.

E.3. Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law

18/2017), to the extent that these are significant and may affect the achievement of business objectives.

The companies of the Iberdrola Group are subject to various risks inherent in the different countries, territories, industries and markets in which they do business and in the activities they carry out, which may prevent them from achieving their objectives and successfully implementing their strategies.

Pursuant to the definitions established by the General Risk Control and Management Policy, risks at the Iberdrola Group level are classified as follows:

- Corporate governance risks.
- Market risks.
- Credit risks.
- Business risks.
- Regulatory and political risks.
- Operational, technological, environmental, social and legal risks.
- Reputational risks.

Given the multidimensional nature of the risks, the taxonomy includes additional classification variables for improved monitoring, control and reporting of these risks. These additional categories include:

- Classification of risks into structural, "hot topics" and emerging, the latter of which are understood as possible new threats with an uncertain impact and undefined probability, and growing threats, which could eventually become material for the companies of the Iberdrola Group.
- The inclusion of secondary risk factors, including financial, environmental, social and governance (environmental, social and governance, or "ESG"), fraud or corruption, tax, health, cybersecurity or third party risk factors.

Furthermore, the Iberdrola Group's companies have compliance systems made up of a set of substantive rules, formal procedures and specific actions intended to ensure that their conduct is in accordance with applicable ethical principles and law, preventing, avoiding and mitigating the risk of conduct that is improper or contrary to ethics or the law.

The following are elements of such compliance systems, which have been developed in accordance with national and international best practices in the areas of compliance, fraud prevention, and anti-corruption: (i) the Code of Ethics (which applies all professionals of the companies of the Iberdrola Group, directors, and suppliers); (ii) the Company's Compliance Unit, a collective, internal and permanent body linked to the Sustainable Development Committee, which, among other things, disseminates a preventive culture based on the principle of "zero tolerance" towards the commission of unlawful acts or improper conduct; (iii) the compliance units of the country subholding companies and head of business companies that proactively and autonomously ensure the application and effectiveness of their respective compliance systems, without prejudice to the appropriate coordination of the Group at all levels; and (iv) the set of compliance policies, protocols, procedures, and controls intended to prevent improper conduct or possible breaches of regulations or ethical principles.

Finally, in relation to possible risks with a reputational impact, the following is reported:

- The decision rendered on 4 January 2024 by the Central Criminal Court of the National High Court declaring the acquittal of "Iberdrola Generación España, S.A." (Sociedad Unipersonal), its three employees and its former employee who, according to the Annual Corporate Governance Report 2022, had been prosecuted in relation to the price of the bids for the Duero, Sil and Tajo hydroelectric management units, between 30 November 2013 and 23 December 2013. This court decision is final and binding, and therefore the reputational risks arising from this litigation for the companies of the Iberdrola Group are considered to have been overcome.
- The criminal proceeding that continues before the Preliminary Examining Court No. 4 of Valladolid for the alleged Wind Farm Payoff Scheme (*Trama Eólica*) in Castile-León, in which "Iberdrola Renovables de Castilla y León, S.A." appears as a party with potential subsidiary civil liability in the amount of €11,257,500, jointly and severally with the Regional Government of Castile and León.

For more details regarding the risks to which the Iberdrola Group's companies are subject, see:

- The "Principal risks and uncertainties" section of the consolidated directors' report for financial year 2023.
- The "Climate action and TCFD" section of the "Statement of Non-Financial Information. Sustainability Report 2023", in relation to the risks of climate change.
- Section "Risks" of the "Integrated Report February 2024".

The annex included at the end of this report describes the risk factors that it has been deemed might affect the activities of the Iberdrola Group's companies during financial year 2024 and subsequent years.

E.4. Indicate whether the entity has risk tolerance levels, including for tax risk.

The Company's Board of Directors reviews and approves the risk tolerance levels that are acceptable at the Iberdrola Group level on an annual basis. The General Risk Control and Management Policy, together with the policies that further develop and supplement it, qualitatively and quantitatively establish the annually accepted risk appetite, in a sufficiently detailed manner, both at the group level and at the level of each of the principal businesses and corporate functions, in accordance with the objectives established in the multi-year plan and the corresponding annual budgets.

By way of complement, the Administration and Control Division, after considering such limits and guidelines, in order to verify the risk globally assumed in the annual profit and loss account, engages in a comprehensive probability analysis of the global risk remaining for the financial year at the time of approving the annual budget.

In addition, all new multi-year plans are accompanied by their corresponding analysis of associated risk.

The General Risk Control and Management Policy is further developed and supplemented through the following policies, which are also subject to approval and update by the Company's Board of Directors, and which include maximum or benchmark risk limits and indicators to keep risks within certain tolerance levels:

Corporate Risk Policies:

- Corporate Credit Risk Policy
- Corporate Market Risk Policy
- Operational Risk in Market Transactions Policy
- Insurance Policy
- Investment Policy
- Financing and Financial Risk Policy
- Treasury Share Policy
- Risk Policy for Equity Interests in Listed Companies
- Information Technology Policy
- Cybersecurity Risk Policy
- Reputational Risk Framework Policy
- Purchasing Policy
- Occupational Safety and Health Risk Policy

Risk policies for the various businesses of the Iberdrola Group's companies:

- Risk Policy for the Networks Businesses of the Iberdrola Group
 - Risk Policy for the Electricity Production and Retail Businesses of the Iberdrola Group
 - Risk Policy for the Real Estate Business
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The General Risk Control and Management Policy, as well as a summary of the risk policies in further implementation thereof, are available on Iberdrola's corporate website (www.iberdrola.com).

The limits and indicators of the risk policies should be consistent with the annual budget and the objectives set forth in the multi-year investment plans. The numeric values of the limits and indicators set forth in the various policies are probabilistic in nature (like VaR and EBITDA at risk) or deterministic in nature, and are expressed in monetary units, indices or benchmarks, including:

- limits on the maximum overall credit risk exposure by type of counterparty;
- limitations on market risk proportional to the volume of activity of each business;
- strict overall limit on the discretionary trading of energy;
- limitations on operational risk through preventative maintenance programmes and insurance programmes; or
- strict limitations on activities not associated with the main energy business.

The Corporate Tax Policy establishes the limits on tax risk by setting the tax strategy, the principles of conduct and the good tax practices assumed by the Company.

As described above, the Iberdrola Group's companies have a risk tolerance level (acceptable risk level) established at the corporate level, which is annually approved by the Company's Board of Directors and by its Executive Committee. The Group's Risk Committee, the Operating Committee, the Audit and Risk Supervision Committee, the businesses, the corporate functions and the Audit and Risk Division also participate in the process.

E.5. Indicate which risks, including tax risks, have materialised during the year.

The activities of the Iberdrola Group's companies during 2023 were affected by various risks that materialised in the countries and markets in which they operate. Thanks to a diversification of activities, markets and geographical regions (which allowed the negative impacts on some businesses to be offset by favourable performance in others) and the measures adopted, the overall impact on the consolidated financial statements of the Iberdrola group and its subsidiaries has been limited.

Main risks that have materialised:

- The cancellation of the PPA contracts for the sale of electricity associated with the Park City Wind and Commonwealth Wind offshore wind projects in the United States due to higher financing and construction costs (€37 million).
- Cost deviations associated with transmission line construction projects in Brazil, won at auctions.
- Impairment recorded by the real estate division, in the amount of €106 million.
- The Spanish government's decision to extend the sales tax (1.2%) for certain energy companies in 2024.
- The publication of the draft Royal Decree updating the ENRESA tax, which contemplates an increase of almost 40% from 30/6/2024, with an annual impact from that date of €80 million (€40 million in 2024).
- Lower than forecast onshore wind production, especially in Spain, the United Kingdom, Australia and Brazil.
- Increase in late payments in the United Kingdom due to regulatory limitations on the installation of prepaid devices.

Positive events that have occurred include the following:

- The decision rendered on 4 January 2024 by the Central Criminal Court of the National High Court declaring the acquittal of "Iberdrola Generación España, S.A." (Sociedad Unipersonal), its three employees and its former employee who had been prosecuted in relation to the price of the bids for the Duero, Sil and Tajo hydroelectric management units.
- The favourable decision of the Federal Energy Regulatory Commission (FERC) in the 2000-2001 California energy crisis litigation over potential electricity market manipulation.
- The Supreme Court's ruling of 26 September 2023 on adverse effects, which nullifies the values assigned to i-DE by Order TED/490/2022, requiring the government to approve the substitute regulation and therefore

recognising the validity of the reformulation of accounts and validating all the expert reports presented by i-DE.

- The European Parliament's agreement on the reform of the European electricity market, which eliminates the more interventionist measures initially proposed and recognises the need to preserve the marginal pricing market and avoid distortions.
- Lower costs of certain raw materials and equipment.

E.6. Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise.

The comprehensive risk control and management system, together with the control and management policies and systems that implement them, including the Group's Risk Committee and the Company's Operating Committee, have allowed for the identification of risks and new threats sufficiently in advance, as well as for establishing appropriate mitigation plans.

The Company's Operating Committee meets on an approximately weekly basis.

The Group's Risk Committee, which reviews the evolution of the various risks, meets on a monthly basis, and on a quarterly basis issues the Quarterly Risk report of the Iberdrola Group, which includes the main risk positions, the report on compliance with policies and limits approved, and the update of the key risks maps.

On at least a quarterly basis, the Audit and Risk Supervision Committee of the Board of Directors supervises the evolution of the Company's risks:

- It reviews the Iberdrola Group's quarterly risk reports submitted by the director of Internal Audit and Risk.
- It coordinates and reviews the risk reports submitted on a regular basis (at least half-yearly) by the audit and compliance committees of the country subholding and head of business companies of the Iberdrola Group.
- On at least a half-yearly basis, it prepares a risk report for the Board of Directors.

In addition, the Audit and Risk Supervision Committee of the Board of Directors regularly calls each one of the heads of businesses and of the relevant corporate areas to a meeting so that they can report on the trends in their respective businesses or corporate areas and the risks associated therewith.

The Iberdrola Group's risk management model is based on the internationally recognised three lines model and ensures the existence of mechanisms so that all significant group risks are controlled at all times and subject to regular reporting to the various committees and commissions and externally.

F INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFRS)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

F.1. The entity's control environment.

Report on at least the following, describing their principal features:

F.1.1 The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFRS; (ii) its implementation; and (iii) its supervision.

Iberdrola's Board of Directors is ultimately responsible for implementing and maintaining a proper and effective Internal Control over Financial Reporting System (hereinafter, "ICFRS"). The boards of directors of each of the country subholding and head of business companies also have this responsibility within their respective purview.

The heads of the country subholding companies and of the head of business companies, together with their respective heads of control, as well as the directors of the corporate areas, are in turn responsible for the design and implementation of the ICFRS. This responsibility is explicitly set forth in the certifications that said persons sign on a half-yearly basis in relation to the financial information for their respective areas of responsibility.

Pursuant to Article 31.6.d of the Regulations of the Board of Directors, the Audit and Risk Supervision Committee (hereinafter, the "Committee") is responsible for supervising the effectiveness of the internal control of Iberdrola and of all of the companies within its group, as well as the risk management systems thereof. Article 31.6.f of this Regulation also provides that the duties of the Committee include that of supervising the process of preparing and presenting mandatory financial information and submitting recommendations or proposals to the Board of Directors to protect the integrity of this information.

In the performance of its powers with respect to the internal control and risk management systems, the Committee is supported by the Internal Audit and Risk Division, in coordination with those other functions that have powers regarding the management, supervision and assurance of risks. Any audit and compliance committees at the country subholding and head of business companies have these powers within their respective purview.

F.1.2 Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity:

The Board of Directors of Iberdrola defines the organisational structure at the first level. The heads of these top-level organisations, together with the Personnel and Organisation Division, implement the deployment within their respective purview.

Each top-level division prepares a proposed organisational structure, including a description of the mission, duties and responsibilities of the various organisations deployed, which must subsequently be validated by the Personnel and Organisation Division, as well as by the Finance, Control and Corporate Development Division.

The main responsibility for preparing financial information lies with the Control Division. This division proposes the structure of heads of Control of the country subholding and head of business companies and deals with coordinating and supervising the conduct thereof.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions:

The Iberdrola Group has a Code of Ethics that was first approved by Iberdrola's Board of Directors in financial year 2002, and which is regularly reviewed and updated.

The Code of Ethics is communicated and disseminated among the professionals of the Iberdrola Group's companies in accordance with the plan approved annually for this purpose by the Iberdrola's Compliance Unit (the "Unit"), which provides for various initiatives in the area of training (both on-line and in-person) and communication, addressed to the various groups of professionals based on their exposure to compliance risks.

The Code of Ethics, which includes informational transparency among its general ethical principles and principles on relations with Iberdrola's Stakeholders, expressly states the following in Article B.6.:

"1. The companies of the Iberdrola Group shall provide true, proper, useful and reliable information regarding their performance and relevant conduct. The transparency of the information required to be disclosed is a basic principle that must govern the conduct of all directors, professionals and suppliers of the Group's companies.

2. The financial information of the companies integrated within Iberdrola, and particularly the annual financial statements, shall reflect in all material respects a true and fair view of their assets, financial position and results as provided by law. For such purposes, no director, professional or supplier shall conceal or distort the information set forth in the accounting records and reports of the group's companies, which shall be complete, accurate and truthful.

3. A lack of honesty in the communication of information from Iberdrola's boundary, whether within the Group (to professionals, subsidiaries, departments, internal bodies, and management decision-making bodies, among others) or externally (to auditors, shareholders and investors, regulatory bodies, and the media) is a breach of this Code of Ethics. This includes delivering incorrect information, organising it in an incorrect manner or seeking to confuse those who receive it."

The Unit, which is a collective permanent and internal body linked to the Sustainable Development Committee of Iberdrola, controls the effective operation of Iberdrola's Compliance System, with powers in the area of compliance. The duties of the Unit include ensuring and coordinating the application of the Code of Ethics and of the other rules in the compliance area, and the spread of a preventive culture based on the principle of "zero tolerance" towards the commission of unlawful acts. The Unit also evaluates and prepares an annual report on the effectiveness of the compliance systems of Iberdrola and of the companies of the Iberdrola Group. The report is submitted to the Sustainable Development Committee, which issues its opinion and forwards it to the Board of Directors of Iberdrola.

The Unit is also in charge of investigating grievances and potential improper activities in order to determine whether a professional of Iberdrola has acted contrary to the provisions of applicable law or the Code of Ethics, and if applicable, to submit its conclusions to the Personnel and Organisation Division for it to decide on the application of disciplinary

measures in accordance with the offences and penalties system set forth in the collective bargaining agreement to which the professional belongs or in applicable labour law. The compliance units of the other companies of the Iberdrola Group perform this same function at each of them.

Pursuant to Article G.3.1 of the Code of Ethics, directors, professionals and suppliers of the Iberdrola Group's companies expressly accept the rules of conduct established therein that are applicable thereto.

Pursuant to Article G.3.2 of the Code of Ethics, professionals who hereafter join or become part of the Iberdrola Group's boundary and suppliers contracting with companies of the Iberdrola Group shall also expressly accept the rules of conduct to which they are subject as set forth in sections D (for professionals) and E (for suppliers), respectively, of the Code of Ethics.

Likewise, directors shall receive a complete copy of the Code of Ethics, for which they shall deliver a signed receipt.

- Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

Iberdrola has established for the members of the management bodies of the group's companies, their professionals, their suppliers, as well as for other third parties provided for in applicable legal provisions, the duty to report through the Internal Reporting System any improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System. To this end, internal reporting channels (the "**Internal Reporting Channels**") have been set up and are accessible through the Employee Portal and the corporate website www.iberdrola.com.

The Unit and the compliance units of the country subholding and head of business companies handle the grievances or reports submitted through the Internal Reporting Channels.

Communications through the Internal Reporting Channels may be made anonymously, and if the reporting party identifies themselves, Iberdrola guarantees absolute confidentiality with respect to both the information provided and the personal data of the reporting party. In addition, the companies of the Iberdrola Group state their commitment not to engage in (and to ensure that their professionals do not engage in) any form of direct or indirect retaliation, including threats or attempted retaliation, against any person who makes a report through the Internal Reporting Channels, except in cases involving bad faith on the part of the complaining party.

- Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFRS, covering at least accounting standards, auditing, internal control and risk management:

Training is key in the Company's People Management Policy and is an essential element for new professionals to adapt themselves to the Iberdrola Group and for the proper performance of their jobs, as well as to keep the group's professionals updated regarding any changes that occur within the group itself as well as the environment within which they do business.

As an example of the commitment to training, Iberdrola has a corporate campus with multiple training centres in various countries, including the International Corporate Campus in San Agustín del Guadalix (Madrid). Training in all areas is provided at these facilities by internal professionals, outside entities, universities, outside experts, etc.

Specifically, the personnel directly or indirectly involved in the preparation and review of financial information and in the evaluation of the ICFRS, based on their different responsibilities, receive regular training on accounting standards, auditing, internal control and risk management, which is intended to give them the knowledge needed for the optimal performance of their duties as well as to anticipate, to the extent possible, the proper alignment of the Iberdrola Group's companies with future rules and best practices. Most of these courses are provided by outside entities: business schools, universities and consultants specialising in economic/financial matters.

These professionals also attend various conferences, symposia and seminars in the areas of accounting, tax and internal audit, at both the domestic and the international level.

Furthermore, in order to pool best practices and analyse the challenges facing the Iberdrola Group's companies in these areas, various international meetings among the professionals of these areas from the different countries and country subholding companies are organised on an annual basis. Specifically, in 2023 there were, among other events, the "V International Internal Audit Planning Symposia" and the "XVI Global Control Committee", held on an annual basis to analyse the most significant issues affecting the function of preparing and reviewing financial information, like new accounting rules. Similarly, there were symposia with the participation of representatives of all the country subholding companies in order to share best practices in the identification and assessment of risks and their transfer to various areas of responsibility.

In addition, although not considered specific training activities, the Accounting Practice Division, which reports directly to the Control Division, is responsible for defining and updating the accounting policies, publishes a quarterly bulletin that is broadly distributed within the Iberdrola Group regarding new accounting developments with respect to International Financial Reporting Standards ("IFRS"), which includes updates on standards (standards that have entered into effect, published draft or proposed standards, standards issued, standards approved by the European Union, new standards and expected drafts or proposals, as well as existing standards) and accounting questions asked internally, together with the conclusions with respect thereto.

F.2. Assessment of risks in financial reporting.

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented.

The process of identifying risks of error in financial information is one of the most important steps within the methodology used for implementing Iberdrola's ICFR system (ICFRS), documenting both the objectives and performance thereof as well as its results.

The methodology, developed by Iberdrola, starts with an analysis of the consolidated financial information of the group and of the various country subholding companies, in order to select the most significant accounting headings and notes, pursuant to quantitative (materiality) and qualitative (business risk and third-party visibility) standards. The headings and notes selected are grouped into management cycles or large processes in which the selected information is generated. The cycles are analysed and a high-level description of each of them is prepared as a means for identifying the potential risks of error in the financial information in relation to attributes like integrity, presentation, valuation, cut-off, recording and validity. The risks identified are subject to a process of assessment, selecting the most significant ones, applying

professional judgement regarding a number of indicators (existence of documented processes and controls, intervention of systems that automate the process, occurrence of incidents in the past, familiarity with and maturity of the process, and need for the use of judgement to make estimates). The risks of fraud are not subject to explicit identification, although they are taken into account to the extent that they can generate material errors in the financial information.

Once the most significant risks have been selected and the main aspects to be controlled are identified, the controls required for the mitigation or management thereof are selected and/or designed, with these controls being subject to monitoring and documentation within the scope of the ICFRS.

The Internal Control over Financial Information department, which is under the Control Division, provides specialised knowledge regarding internal control and carries out duties of support and coordination throughout the process described above, endeavouring to ensure the consistency and homogeneity of the model at the level of the Iberdrola Group, as well as the efficiency and effectiveness thereof.

The selected risks are reviewed at least annually within the framework of the assessment of the effectiveness of the internal control system performed by those responsible for it with the support and coordination of the Internal Control over Financial Information department. This review is intended to update the risks to the changing circumstances in which the Company operates, especially in the event of changes in the organisation, computer systems, regulation, products or market conditions.

The above risks, together with the controls that mitigate or manage them, are systematically reviewed by the Internal Audit and Risk Division.

- Whether the process covers all the objectives of financial reporting (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often:

As mentioned above, the cycles or large processes in which financial information is generated are reviewed at least on an annual basis to identify potential risks of error in relation to attributes like validity (existence and approval), integrity, valuation, presentation, cut-off and recording.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles:

The scope of consolidation is identified on a monthly basis, and is used to produce an updated map of companies, expressly identifying the changes that have occurred in each period.

The scope of this review is the totality of companies in which Iberdrola or any of its subsidiaries has an interest, regardless of the significance thereof.

Furthermore, following the provisions of Section 529 of the Companies Act, the Regulations of the Board of Directors provide that the purview of the Board of Directors includes, among other things, approving the creation or acquisition of equity interests in special purpose entities or entities registered in countries or territories that are considered to be tax havens, as well as any other transactions or operations of a similar nature that, due to their complexity, might diminish the transparency of the Iberdrola Group. In any event, said decisions must be preceded by a report of the Audit and Risk Supervision Committee, as provided by its Regulations, unless these transactions are carried out by listed country

subholding companies of the Iberdrola Group or subsidiaries thereof, in which case the audit and compliance committee or equivalent body of such listed country subholding company issues the report.

Pursuant to specific internal procedures in effect (conforming to the Iberdrola Group's corporate governance model), the initiative relating to the creation or acquisition of an interest in a special purpose entity or an entity domiciled in a tax haven is within the purview of the management of Iberdrola or of the country subholding or head of business company or subsidiary thereof that intends to create or acquire a company of this nature.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements:

The process of identifying risks of error in financial information takes into account the effects of other types of risk (operational, technological, legal, tax, reputational, environmental, etc.) to the extent that they significantly affect the financial statements. However, there is no express categorisation of such other types for the identification of financial information risks.

- The governing body within the company that supervises the process:

The governing body that supervises the process is the Audit and Risk Supervision Committee, which is supported by the Internal Audit and Risk Division in coordination with those other functions having powers regarding the management, supervision and assurance of risks, in the performance of this duty.

F.3. Control activities.

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1 Review and authorisation procedures for financial information and a description of the ICFRS, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

Iberdrola's Board of Directors defines the process for preparing the consolidated financial information of the Iberdrola group and clearly determines the powers vested in the Audit and Risk Supervision Committee (hereinafter, the "Committee") and in the audit and compliance committees of the other companies of the group through the Iberdrola Group Financial Information Preparation Policy that applies to all companies of the Iberdrola Group.

"Consolidated financial information" means the information appearing in the consolidated annual financial statements, in the interim management statements corresponding to the results of Iberdrola and its consolidated group for the first and third quarter, and in the half-yearly financial report.

This policy provides that the financial information required for the preparation of the “consolidated financial information” must be prepared in accordance with the accounting standards established in the Accounting Policies Handbook and the models approved by Iberdrola’s Control Division.

Said policy provides that the management decision-making body of each company shall be responsible for preparing the financial information relating to its respective company that may be required to prepare the “consolidated financial information”. By analogy, the management decision-making bodies of the country subholding companies shall be responsible for approving the “financial information for consolidation” within which the information regarding the company itself and that of the subsidiaries forming part of its subgroup is included.

Thus, the management decision-making bodies of the country subholding companies, following a report from their respective audit and compliance committees, and based on the information received from their subsidiaries, shall prepare and approve the financial information for consolidation corresponding to their subgroup, and once such information has been verified by their external auditor within the context of its review of the consolidated financial information, they shall send it to Iberdrola’s Control Division prior to the date indicated thereby, in order to prepare the consolidated financial information and submit it for formulation or approval by the Company’s Board of Directors, as appropriate, after a report from the Committee.

Furthermore, the process or structure of certification of the financial information, which is managed and coordinated by the Internal Control over Financial Information department, is formally carried out on a half-yearly basis, coinciding with the interim and annual close, reflects the form in which the financial information is generated within the companies of the Iberdrola Group.

In this structure, the heads of the country subholding companies and the heads of the head of business companies, together with their respective heads of control, as well as the heads of the global corporate areas, certify both the reliability of the financial information regarding their areas of responsibility (which is the information they provide to the Company for consolidation at the group level) and the effectiveness of the internal control system established to reasonably guarantee such reliability within their area of responsibility. Finally, the executive chairman and the CFO, who is responsible for the preparation of the financial information, certify to the Board of Directors the reliability of the annual financial statements and the half-yearly financial report.

The Committee supervises the entire process of certification, submitting to the Board of Directors the conclusions obtained from this analysis at the meetings during which the financial statements are formally prepared.

As regards the description of the ICFRS to be published in the securities markets, the procedure for the review and approval thereof is the same as the one used for all disclosures of an economic and financial nature in the Annual Corporate Governance Report.

The documentation of the ICFRS includes high-level descriptions of the cycles for generating the selected relevant financial information, as well as detailed descriptions of the prioritised risks of error and of the controls designed for the mitigation or management thereof. The description of the controls includes the evidence to be obtained during the implementation thereof, which is necessary for their review.

Each of the accounting close processes at the businesses is considered a cycle, and the same occurs with the group of accounting close activities at the corporate level, with the global consolidation process and with the process of preparing the notes to the financial statements. This means that all of these activities are subject to the methodological process described in the section relating to risks.

Furthermore, the specific review of critical accounting judgements, estimates, valuations and relevant projections is subject to specific controls within the model, as these types of issues involve risks of error in the various cycles in which they are made. The evidence of the specific controls is the support for such reviews in many cases.

Independently of the process of certification followed in the countries, businesses and corporate areas, the Committee, with the support of the Internal Audit and Risk Division, performs a quarterly global review of the financial information, ensuring that the half-yearly financial reports and quarterly management statements are prepared using the same accounting standards as the annual financial reports, and verifies the proper definition of the scope of consolidation and the correct application of generally accepted accounting principles and of the IFRS.

F.3.2 Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The controls considered to mitigate or manage the risks of error in financial reporting include some relating to the most significant software applications, like the controls relating to user access permissions or those relating to the integrity of the transfer of information between applications, control of operations and change management.

In addition, the companies of the Iberdrola Group have internal control guidelines and procedures regarding IT systems in relation to the acquisition and development of software, the acquisition of systems infrastructure, the installation and testing of software, change management, service levels, third-party services, security of the systems and access thereto, incident management, and continuity of operations and segregation of functions.

These guidelines and procedures (which in some cases are different based on geographic area or type of solution, and are in a process of progressive homogenisation) are applied to all IT systems that support the relevant processes of generation of financial information, and to the infrastructure required for the operation thereof.

The Iberdrola Group also has internal policies and rules to manage the risks associated with the use, ownership, operation, participation, influence and adoption of specific information technology or the processes for the management and control thereof. These include policies on information technology, cybersecurity risks and the responsible use of artificial intelligence algorithms, as well as rules on access management and data protection.

Thus, there is a model of general controls integrated within the risk management model that allows for a global evaluation of the risks related to information technology ("IT").

Both the risk model and the IT controls are based on market best practices and international market standards, like COBIT5, NIST, ISO and COSO. The evolution thereof over the long term is maintained by including the new needs arising from the changing regulatory compliance framework that applies to the IT systems and services, as well as the recommendations and guidelines of auditors and relevant third parties.

As part of the general IT controls model, there is a regular evaluation of the effectiveness of the information technology controls in the area of financial systems, adopting the appropriate measures if any incident is detected.

On an annual basis, the heads of the IT systems of the Iberdrola Group certify the effectiveness of the internal controls established regarding the financial reporting systems. This certification covers the relevant financial systems based on the scope of the external financial audit and the considerations of the Digital Transformation Division, the Internal Audit and Risk Division and the relevant business organisations within the boundary of the Iberdrola Group.

For financial year 2023, the total number of systems covered by the IT controls system was 49, on which a model of 20 controls was applied, most of which are evaluated and applied by the Digital Transformation Division, and in some cases by other business organisations.

The frequency of the evaluation is annual or biannual, depending on the nature of the control, and it is performed using a principle of sampling of all of the relevant evidence in each case. The entire process of evaluating the IT controls is supported by a “GRC” (Governance, Risks and Compliance) system and is supervised annually by the Internal Audit and Risk Division.

F.3.3 Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

In general terms, the companies of the Iberdrola Group do not have significant functions subcontracted to third parties with a direct impact on financial information. The evaluations, calculations or assessments entrusted to third parties that could materially affect the financial statements are considered to be activities relevant to the generation of financial information leading to the identification of any priority risks of error, which involves the design of associated internal controls. These controls cover the internal analysis and approval of fundamental assumptions to be used, as well as the review of the evaluations, calculations or assessments made by outside parties, by comparing them to the calculations made internally.

F.4. Information and communication.

Report on whether the company has at least the following, describing their main characteristics:

F.4.1 A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

The Accounting Practice Division, which reports to the Control Division, is responsible for defining and updating the accounting policies, as well as for resolving questions or conflicts arising from the interpretation thereof. It maintains fluid communication with the heads of operation of the organisation, and particularly with the heads of the accounting functions.

As indicated in section F.1. above, it publishes a bulletin on a quarterly basis that is broadly distributed within the Iberdrola Group regarding new accounting developments deriving from the IFRS, which includes updates on standards (standards that have entered into effect, published draft or proposed rules, standards issued, standards approved by the European Union, new standards and expected drafts or proposals, as well as existing standards) and accounting questions asked internally, together with the conclusions with respect thereto.

The Accounting Practice Division is also responsible for keeping the Accounting Policies Handbook continuously updated and ensuring the appropriate dissemination thereof.

The Accounting Policies Handbook is continuously updated. For this purpose, the Accounting Practice Division analyses whether the new developments or changes in the accounting area have an effect on the accounting policies of the

Iberdrola Group's companies, as well as the date of entry into force of each of the standards. When a new provision, or new interpretations thereof, are identified as having an effect on the accounting policies of the Iberdrola Group's companies, they are included in the handbook, and also communicated to the parties responsible for preparing the financial information of said companies through the quarterly bulletins mentioned above, and the application supporting the handbook is also updated.

The updated version of said handbook is available in an application on the internal network of the Iberdrola Group's companies. This application is also accessible by users via remote access and can be connected to e-mail. Any change or upload of a document of the handbook generates an e-mail notice to all users.

F.4.2 Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFRS.

The mechanism for capturing and preparing the information supporting the main financial statements within the boundary of the Iberdrola Group is primarily based on the use of a unified management consolidation tool (called BPC), which is accessible from all geographic areas and is currently deployed at all of the Iberdrola Group's companies.

A large part of the information supporting the breakdowns and notes is included in the consolidation tool, with the rest being captured by homogeneously formatted spreadsheets, called reporting packets, that are prepared for the half-yearly and yearly close.

F.5. Supervision of the functioning of the system.

Report on at least the following, describing their principal features:

F.5.1 The activities of the audit committee in overseeing the ICFRS as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including the ICFRS. Additionally, describe the scope of the ICFRS assessment made during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

The Audit and Risk Supervision Committee (hereinafter, the "Committee") is supported by the Internal Audit and Risk Division, in coordination with those other functions that have powers regarding the management, supervision and assurance of risks, in the performance of its powers regarding the internal control and risk management systems.

The Committee's supervision of the ICFRS mainly includes:

- monitoring compliance with the certification process by the various persons responsible for financial information;
 - reviewing the design and operation of the internal control system to evaluate the effectiveness thereof; and
 - regular meetings with the external auditor, the Control Division, the Internal Audit and Risk Division and senior management to review, analyse and comment on the financial information, the boundary of companies that it covers and the accounting criteria applied, as well as any significant weaknesses in internal control that have been identified.
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The parties responsible for preparing the financial information of each country subholding company, head of business company and corporate area must engage in an annual process, coordinated by the Internal Control over Financial Information department, of reviewing the design and operation of the internal control system within their area of responsibility in order to evaluate the effectiveness thereof.

There is thus an analysis of whether, based on the changing circumstances in which the companies of the Iberdrola Group act (changes in organisation, systems, processes, products, regulation, etc.), changes in the risks identified and prioritised should be included and/or new risks should be identified. There is also an analysis of whether the design of the existing controls to mitigate or manage the risks that may have changed is appropriate, as well as whether they have operated satisfactorily in accordance with their design.

The conclusions from this annual review process, with respect to both the deficiencies identified (which are classified as high, medium or low, based precisely on their potential impact on the financial information) and the action plans to fix them, are presented at an annual meeting of the Control Committee attended by the heads of Control of Iberdrola and of the various country subholding companies, the heads of the main corporate areas and of the Internal Audit and Risk Division. Conclusions are made at this meeting regarding the effectiveness of the Internal Control over Financial Reporting System (ICFRS) within each of the different areas of responsibility, and globally for the entire Iberdrola Group. Thereafter, the most significant conclusions regarding the review are submitted to the Committee.

Apart from what is described in the preceding paragraphs, the Internal Audit and Risk Division, in support of the Committee, undertakes an independent review of the design and operation of the internal control system, identifying deficiencies and preparing recommendations for improvement. The Internal Audit and Risk Division is functionally subordinate to the Committee, and pursuant to the Basic Internal Audit Regulations has the main duties of assisting this committee in the exercise of its powers and objectively and independently supervising the effectiveness of the internal control system established at the Iberdrola Group level, which is made up of a set of risk management and control mechanisms and systems.

Based thereon, the Internal Audit and Risk Division engages in ongoing monitoring of the action plans agreed to with the various organisations to correct the deficiencies detected and to implement the suggestions for improvement agreed to with the organisations.

The period that the Internal Audit and Risk Division for in-depth review of the entire internal control system is five years.

Specifically, 18 cycles were reviewed during financial year 2023. These are cycles corresponding to the companies "Iberdrola México, S.A. de C.V.", "Scottish Power Ltd.", "Iberdrola España, S.A." (Sociedad Unipersonal), "Neoenergía S.A.", "Iberdrola Energía Internacional, S.A." (Sociedad Unipersonal) and "Iberdrola Inmobiliaria, S.A.", as well as corporate cycles.

In addition, on a half-yearly basis, coinciding with the half-yearly and yearly close, the Internal Audit and Risk Division performs a review of the operation of the internal controls that are considered to be most critical, to which there should be added the annual review of all the SOX Key Controls of "Avangrid, Inc."

The combination of regular reviews, together with the half-yearly reviews of the most critical controls, allows the Internal Audit and Risk Division to perform an evaluation of the internal control system (both design and operation) and issue an opinion regarding the effectiveness of the internal controls established to ensure the reliability of the financial information, which it submits to the Committee within the framework of their regular meetings.

F.5.2 Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the

company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

In general terms, the procedure for discussion regarding significant internal control weaknesses that have been identified is based on regular meetings with the various players.

Thus, the Audit and Risk Supervision Committee (hereinafter, the "Committee") holds meetings, both at the half-yearly and yearly close, with the external auditor, the Internal Audit and Risk Division and the Control Division responsible for preparing the financial information, in order to discuss any relevant aspect of the preparation process and of the resulting financial information.

Specifically, as established in its Regulations (scope of powers), the Committee has, among other powers, that of obtaining information regarding any significant deficiency in internal control that the statutory auditor detects while carrying out its audit work. For these purposes, the statutory auditor appears before such Committee on an annual basis to present recommendations in connection with the internal control weaknesses identified during the review of the annual financial statements. Any weaknesses noted by the statutory auditor are continuously monitored by the Committee with the support of the Internal Audit and Risk Division. Management responsible for preparing the consolidated financial statements also holds meetings with the external auditors and with the internal auditors, at both the half-yearly and yearly close, in order to discuss any significant issues relating to the financial information.

F.6. Other relevant information.

Iberdrola has an Internal Control over Financial Reporting System (ICFRS) or model that is intended to reasonably guarantee the reliability of the financial information. The development of the model, which began in 2006, was not the result of a legal requirement but rather the conviction, by both the Board of Directors and the senior management of Iberdrola, that within a context of growth and internationalisation as was already forecast for the companies of the Iberdrola Group, an explicit and auditable internal control system would contribute to maintaining and improving its control environment and the quality of the financial information, while at the same time increasing the confidence of investors due to its effects on the transparency, reputation and good governance of the Company and of the other companies making up the Iberdrola Group.

The ICFRS has two main sides: certification, and internal control itself.

Certification is a half-yearly process managed and coordinated by the Internal Control over Financial Information department during which those responsible for financial information in the different areas of the Iberdrola Group certify that: (i) the financial information they deliver to Iberdrola for purposes of consolidation does not contain any material errors or omissions and provides a fair view of the results and the financial condition of the company within their area of responsibility, and (ii) they are responsible for establishing the ICFRS within their area of responsibility and have found, upon assessment, that the system is effective. The text of these certifications is inspired by the form of certification established in Section 302 of the U.S. Sarbanes-Oxley Act.

The culmination of the half-yearly process is a joint certification that the executive chairman and the CFO submit to the Board of Directors for purposes of approval of the half-yearly financial report or the formulation of the annual financial statements.

The process is carried out by means of electronic signature in a software application which manages the areas of responsibility and time periods and which serves as a repository of all the documentation generated, allowing for periodic review by the supervision and control bodies of the Iberdrola Group's companies.

The other side of the model, that of internal control itself, is inspired by the leading framework described in the “Internal Control Integrated Framework” report of the “Committee of Sponsoring Organizations of the Treadway Commission (COSO)”, and is mainly focused on providing a reasonable level of security in achieving the goal of reliability of financial information.

The methodology used by Iberdrola for the development and continuous update of internal control, the development, maintenance and update of which is the responsibility of the Internal Control over Financial Information department, has the following stages or steps: (i) analysis and selection of significant financial information; (ii) the grouping thereof within cycles or large processes in which it is generated; (iii) the identification, evaluation and prioritisation of the risks of error in financial information within the selected cycles; (iv) the design and operation of controls to mitigate or manage the selected risks; and (v) the monitoring and update of the foregoing steps to continuously adapt the model to the circumstances of the business activity.

One of the main characteristics of the design of the model is that it attempts to ensure the quality of the financial information during each month of the year, and is not only limited to the periods corresponding to the annual or half-yearly close. This characteristic is strengthened with the use of a specific software application internally developed by the Iberdrola Group, which allows for the monitoring of the status of the controls at all times.

Another important characteristic of the model is that it extends the culture of internal control to all the organisations, both corporate and business, that significantly contribute to the generation of financial information, by personally assigning responsibility in the implementation and documentation of controls.

All significant documentation regarding Iberdrola’s ICFRS, for both the certification process and the internal control itself (including the description of the risks identified, the design of controls, and evidence of implementation thereof), is stored in this software application.

The people responsible for implementing the controls input into the software application evidence showing the performance thereof, and evaluate the results obtained, classifying them as satisfactory or unsatisfactory. This allows for monitoring of the internal control situation in real time, permitting quick action regarding any deficiencies detected.

Additionally, on an annual basis, the various heads of control at the country subholding and head of business companies, as well as the heads of the corporate areas, review the design and operation of the ICFRS, as a systematic process for the update thereof to the changing circumstances of the business activity.

The annual review is coordinated by the Control Division, which is also tasked with administering the software application and with coordinating the development of the ICFRS within the various businesses and corporate areas of the Iberdrola Group’s companies, as well as maintaining the homogeneity of the ICFRS throughout the boundary of the group. Based on this review, the Control Division annually issues its opinion on the effectiveness of the ICFRS, which is communicated to the Audit and Risk Supervision Committee (hereinafter, the “Committee”).

Furthermore, the Internal Audit and Risk Division, which is responsible for the independent supervision of internal control in support of the Committee, undertakes an independent review of the design and operation of the ICFRS, identifying deficiencies and preparing recommendations for improvement. This review is performed by applying a mixed model of selecting cycles based on risk and a minimum rotation of five years.

In addition, on a half-yearly basis, the Internal Audit and Risk Division undertakes an independent review of the effectiveness of the internal controls established to ensure the reliability of the financial information. It also reviews the process of certification of the financial information on a half-yearly basis. The conclusions from these reviews are submitted to the Committee, which, if applicable, makes them its own and forwards them to the Board of Directors.

Based on materiality standards, the current scope of the ICFRS covers the entire boundary of the Iberdrola Group. More than 1,700 people from the group's companies use the software application, both to document the evidence showing the implementation of more than 3,200 controls —which mitigate or manage more than 1,250 risks of error in the financial information deemed priority— and to monitor, analyse, adjust and evaluate the ICFRS.

In addition, the 120 department heads who participate in the process of certifying the correctness of the information for which they are responsible do so using an electronic signature directly within the software application.

All of the above allows for the final result of the certification process, which is supported by the situation of internal control itself, to be reviewed by Iberdrola's Board of Directors as one of the major guarantees of reliability in connection with the formulation of the annual and interim financial information.

F.7. External auditor's report.

Report:

F.7.1 Whether the ICFRS information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

The information on the ICFRS sent to the markets has not been subject to review by the external auditor consistent with the fact that the other information contained in the annual corporate governance report is only subject to review by the external auditor in relation to the accounting information contained in said report. Furthermore, it is believed that externally reviewing the information on the ICFRS sent to the markets would in a certain way be redundant, taking into account the review of internal control that the external auditor must perform in accordance with technical auditing standards within the context of the statutory audit of accounts.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code of Listed Companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies ☐ Explain ☒

Article 29.2 of the By-Laws provides that "No shareholder may cast a number of votes greater than those corresponding to shares representing ten (10%) per cent of share capital, even if the number of shares held exceeds such percentage of the share capital. This limitation does not affect votes corresponding to shares with respect to which a shareholder is holding a proxy as a result of the provisions of Article 23 above, provided, however, that with respect to the number of votes corresponding to the shares of each shareholder represented by proxy, the limitation set forth above shall apply".

Section 3 of such article adds: "The limitation set forth in the preceding section shall also apply to the maximum number of votes that may be collectively or individually cast by two or more shareholders that are entities or companies belonging to the same group. Such limitation shall also apply to the number of votes that may be cast collectively or individually by an individual and the shareholder entity, entities, or companies controlled by such individual. A group shall be deemed to exist under the circumstances provided by law, and also when a person controls one or more entities or companies".

Iberdrola believes that the limitation on the maximum number of votes that may be cast by a single shareholder, or by several shareholders belonging to the same group or, if applicable, acting in concert, is a measure to protect shareholders at companies with dispersed share ownership, whose investment is thus guarded from any transaction that is contrary to the corporate interest. In this regard, most shareholders, especially including but not limited to small retail investors, who represent approximately one-fourth of Iberdrola's share capital, have little room to manoeuvre and respond to a potential shareholder owning a non-controlling interest and not reaching the threshold requiring a takeover bid but seeking influence over the Company and whose own interest is not totally in line with the corporate interest.

It should also be noted that such voting limitation has been in effect since 16 June 1990, the date on which the General Shareholders' Meeting was held at which it was resolved, by unanimous vote of the attendees, to bring the By-Laws of the Company (then doing business as "Iberduero, S.A.") into line with the consolidated text of the Companies Act approved by Royal Legislative Decree 1564/1989 of 22 December. This shows the level of corporate consensus that has existed on such voting limitation from the very beginning, which has been confirmed by the fact that such limitation has remained unchanged through various by-law amendments passed by the shareholders at General Shareholders' Meetings. In turn, it reflects the will of the shareholders to increase their bargaining power in the event of hostile offers or transactions.

In any event, Article 50 of the current By-Laws establishes the instances of removal of such voting limitation in the event that the Company is the target of a takeover bid that receives the required shareholder approval, in which case the provisions of Section 527 of the Companies Act prevail. Pursuant to the foregoing, it cannot be deemed that the limitation on the maximum number of votes that may be cast by a shareholder constitutes an obstacle to a takeover bid.

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.
- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chairman of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies ☒ Complies partially ☐ Explain ☐

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies ☒ Complies partially ☐ Explain ☐

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities

with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies ☒ Complies partially ☐ Explain ☐

- 6.** That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence.
- b) Reports on the workings of the audit and nomination and remuneration committees.
- c) Report by the audit committee on related party transactions.

Complies ☒ Complies partially ☐ Explain ☐

- 7.** That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies ☒ Complies partially ☐ Explain ☐

- 8.** That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in cases in which the auditor has included a qualification or reservation in its audit report, the chairman of the audit committee should clearly explain to the general meeting the opinion of the audit committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, alongside the other Board proposals and reports.

Complies ☒ Complies partially ☐ Explain ☐

- 9.** That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies [X] Complies partially [] Explain []

- 10.** That when a duly authenticated shareholder has exercised his or her right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

- a) Should immediately distribute such complementary points and new proposals for resolutions.
- b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
- c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies [X] Complies partially [] Explain [] Not applicable []

- 11.** That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies [X] Complies partially [] Explain [] Not applicable []

- 12.** That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies [X] Complies partially [] Explain []

- 13.** That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies ☒ Explain ☐

- 14.** That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

- a) Is concrete and verifiable;
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior executives favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the nomination committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The nomination committee will annually verify compliance with this policy and explain its findings in the annual corporate governance report.

Complies ☒ Complies partially ☐ Explain ☐

- 15.** That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies ☒ Complies partially ☐ Explain ☐

- 16.** That the number of proprietary directors as a percentage of the total number of non-executive directors not be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies ☒ Explain ☐

- 17.** That the number of independent directors should represent at least half of the total number of directors.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies ☒ Explain ☐

- 18.** That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Professional profile and biography.
- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies ☒ Complies partially ☐ Explain ☐

- 19.** That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

- 20.** That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 21.** That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the nomination committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties inherent to his or her post as a director, fails to complete the tasks inherent to his or her post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies ☒ Explain ☐

- 22.** That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the nomination and remuneration committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that he or she be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. This without prejudice to the information that the company must disseminate, if appropriate, at the time when the corresponding measures are implemented.

Complies ☒ Complies partially ☐ Explain ☐

- 23.** That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if he or she is not a director.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

- 24.** That whenever, due to resignation or resolution of the General Shareholders' Meeting, a director leaves before the completion of his or her term of office, the director should explain the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 25.** That the nomination committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies ☒ Complies partially ☐ Explain ☐

- 26.** That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies ☒ Complies partially ☐ Explain ☐

- 27.** That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies ☒ Complies partially ☐ Explain ☐

- 28.** That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies ☐ Complies partially ☐ Explain ☐ Not applicable ☒

- 29.** That the company should establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies ☒ Complies partially ☐ Explain ☐

- 30.** That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies ☒ Explain ☐ Not applicable ☐

- 31.** That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies ☒ Complies partially ☐ Explain ☐

- 32.** That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies ☒ Complies partially ☐ Explain ☐

- 33.** That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out the duties assigned by law and the articles of incorporation, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances make this advisable.

Complies ☒ Complies partially ☐ Explain ☐

- 34.** That when there is a coordinating director, the articles of association or Board regulations should confer upon him or her the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairman.

Complies [X] Complies partially [] Explain [] Not applicable []

- 35.** That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies [X] Explain []

- 36.** That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board of Directors.
- d) Performance of the chairman of the Board of Directors and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the nomination committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the nomination committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies [X] Complies partially [] Explain []

- 37.** That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies [X] Complies partially [] Explain [] Not applicable []

- 38.** That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 39.** That the members of the audit committee, in particular its chairman, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies ☒ Complies partially ☐ Explain ☐

- 40.** That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies ☒ Complies partially ☐ Explain ☐

- 41.** That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 42.** That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

- a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational, technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
 - b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
-

- c) Establishing and supervising a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, especially those of a financial or accounting nature, that they observe in the company or its group. This mechanism must guarantee confidentiality and in any case provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
- d) Generally ensuring that internal control policies and systems are effectively applied in practice.

2. With regard to the external auditor:

- a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
- b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
- c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
- d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
- e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies ☒ Complies partially ☐ Explain ☐

- 43.** That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that he or she appear without the presence of any other member of management.

Complies ☒ Complies partially ☐ Explain ☐

- 44.** That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

45. That the risk management and control policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified in the event that they should materialised.
- e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies ☒ Complies partially ☐ Explain ☐

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies ☒ Complies partially ☐ Explain ☐

47. That in designating the members of the nomination and remuneration committee – or of the nomination committee and the remuneration committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies ☒ Complies partially ☐ Explain ☐

48. That large-cap companies have separate nomination and remuneration committees.

Complies ☒ Explain ☐ Not applicable ☐

- 49.** That the nomination committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director be able to ask the nomination committee to consider potential candidates that he or she considers suitable to fill a vacancy on the Board of Directors.

Complies ☒ Complies partially ☐ Explain ☐

- 50.** That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
- b) Verifying compliance with the company's remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies ☒ Complies partially ☐ Explain ☐

- 51.** That the remuneration committee should consult with the chairman and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies ☒ Complies partially ☐ Explain ☐

- 52.** That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:

- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
 - b) That their chairpersons be independent directors.
-

- c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and require them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.
- d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
- e) That their meetings be recorded and their minutes be made available to all directors.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 53.** That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the audit committee, the nomination committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee as the Board of Directors, in the exercise of its powers of self-organisation, may have decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.

Complies ☒ Complies partially ☐ Explain ☐

- 54.** The minimum functions referred to in the foregoing recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies ☒ Complies partially ☐ Explain ☐

55. That environmental and social sustainability policies identify and include at least the following:

- a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct.
- b) Means or systems for monitoring compliance with these policies, their associated risks, and management.
- c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d) Channels of communication, participation and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies ☒ Complies partially ☐ Explain ☐

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies ☒ Explain ☐

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies ☒ Complies partially ☐ Explain ☐

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Are based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess its contribution to the sustainable creation of value, such that the elements used to measure performance are not associated only with one-off, occasional or extraordinary events.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 59.** That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 60.** That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 61.** That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 62.** That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for

a market value equivalent to at least twice the amount of his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The forgoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the nomination and remuneration committee, to deal with such extraordinary situations as may arise and so require.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 63.** That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies ☒ Complies partially ☐ Explain ☐ Not applicable ☐

- 64.** That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies ☐ Complies partially ☒ Explain ☐ Not applicable ☐

When the current executive chairman joined the Company in 2001, the Company included clauses in the contracts with its key officers providing for severance pay of up to five times annual salary in order to achieve an effective and sufficient level of loyalty. Although the treatment in effect for such officers was applied to him at that time, he would currently be entitled to two (2) times his annual remuneration as severance pay (it was three times the prior year) for instances in which a severance payment was required for termination of contract.

The chief executive officer is entitled to receive severance pay equivalent to two (2) times his annual remuneration in the event of termination of his relationship with the Company, provided that said termination is not due to a breach attributable to the beneficiary or solely due to a voluntary decision thereof. This severance payment for termination of contract includes compensation for the commitment not to compete.

The contractual relationship with the executive chairman in any event establishes a duty not to compete with respect to companies and activities that are similar in nature to those of the Company during the term of his relationship with the Company, with a post-contractual non-compete provision that is expanded from two years (from the prior financial year) to three years, maintaining the compensation of two (2) times annual remuneration.

In the case of the chief executive officer, the obligation not to compete covers the term of the contract and for one year after the termination thereof. In compensation for this post-contractual commitment not to compete, he is entitled to compensation equal to one times annual his annual fixed remuneration, which is in any case included in the severance payment for termination of contract, if one exists.

H FURTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. In such case, name the code in question and the date on which the company subscribed to it. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010.

At a meeting held on 20 July 2010, the Board of Directors of Iberdrola approved the adherence of the Company to the Code of Good Tax Practices approved by the full Forum of Large Businesses (*Foro de Grandes Empresas*) established on 10 June 2009 at the behest of the National Tax Administration Agency (*Agencia Estatal de Administración Tributaria*).

Pursuant to the provisions of Sections 1 and 2 of the Code of Good Tax Practices and Sections 3 and 4 of Iberdrola's Corporate Tax Policy, the Company reports that it has complied with the text of said code as from the time of approval thereof.

In particular, it is reported that during financial year 2023, the Company's tax director appeared before Iberdrola's Audit and Risk Supervision Committee on 20 February and 24 July to report on, among other issues, the level of compliance with the Corporate Tax Policy, which includes the good tax practices contained in said code, all of which has been reported to the Board of Directors.

For its part, on 28 October 2016, the Forum of Large Businesses of the National Tax Administration Agency approved a proposal for the strengthening of good transparency practices consisting of the voluntary presentation of an Annual Tax Transparency Report for companies adhering to the Code of Good Tax Practices. In this regard, Iberdrola has been voluntarily submitting the aforementioned report since the launch of this initiative in 2016, having submitted the report for financial year 2022 on 25 October 2023. The information on the presentation of this Transparency Report has been made public through the website of the National Tax Administration Agency.

This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on: 20/02/2024.

Indicate whether any director voted against or abstained from approving this report.

Yes []

No [X]

Annex to the Annual Corporate Governance Report 2023 for Iberdrola, S.A.

The following information supplements the content of various sections of the report in which it could not be included owing to character limits in the form:

SECTION A.5

On 17 January 2024, the Company published a communication of other relevant information announcing that various Iberdrola Group companies had entered into a new framework co-investment agreement with “NBIM Iberian Reinfra AS” (Norges Bank Group), within the context of the collaboration between the parties for the joint development of renewable assets on the Iberian Peninsula that began in 2023.

SECTION C.1.6

Reference is made below to the incentives set out in the variable remuneration of the executive directors, management personnel and professionals who, due to their position or responsibility, are deemed to make a decisive contribution to the creation of sustainable value, in order to promote gender equality at the level of the Iberdrola Group.

Specifically, long-term variable remuneration programmes contemplate goals to continue promoting salary equality and the presence of women in high-ranking positions (management positions) and positions of responsibility (management positions, middle management and highly qualified technical positions):

- The absence of a pay gap between women and men is one of the SDG parameters used to determine the calculation of the remuneration from the 2020-2022 Strategic Bonus approved by the shareholders at the General Shareholders' Meeting held on 2 April 2020. The pay gap is defined as the difference between the average remuneration of women and men working at the companies of the group. And remuneration is considered to be the full-time equivalent annualised salary at 31 December 2020, 2021 and 2022, plus supplements and annual variable remuneration received during the corresponding year. The assessment of the performance of this parameter of the 2020-2022 Strategic Bonus determined a 100% compliance level, after finding a 5.5% positive gap in favour of women (Annual Director Remuneration Report 2022, p. 19).
 - The 2023-2025 Strategic Bonus approved by the shareholders at the General Shareholders' Meeting held on 28 April 2023 establishes the target for at least 30% of the Iberdrola Group's senior positions to be held by women by 2025, which represents an increase of 15.38% over year-end 2022. As indicated in section A.3 of this report, the Board of Directors, upon a proposal of the Remuneration Committee, must evaluate the Company's performance against the objectives of the 2023-2025 Strategic Bonus.
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Finally, set out below is a description of the resolutions on appointment, ratification and re-election of directors, adopted in accordance with the Board of Directors Diversity and Member Selection Policy and pursuant to which the Company has reached the current balanced presence of women and men on the Board of Directors:

- Appointment and re-elections of Ms María Helena Antolín Raybaud, with the classification of independent director, approved by the shareholders at the General Shareholders' Meetings held on 26 March 2010, 27 March 2015, 29 March 2019 and 28 April 2023. She is currently classified as other external director because more than twelve years have passed since she was first appointed, and she is a member of the Appointments Committee.
- Appointment and re-election of Ms Sara de la Rica Goiricelaya, with the classification of independent director, approved by the shareholders at the General Shareholders' Meeting held on 29 March 2019 and 28 April 2023. She has been the chair of the Sustainable Development Committee since 21 July 2020.
- Appointment of Ms Nicola Mary Brewer, with the classification of independent director, approved by the shareholders at the General Shareholders' Meeting held on 2 April 2020. Member of the Sustainable Development Committee.
- Appointment of Ms Regina Helena Jorge Nunes, with the classification of independent director, approved by the shareholders at the General Shareholders' Meeting held on 2 April 2020. Member of the Audit and Risk Supervision Committee.
- Appointment of Ms María Ángeles Alcalá Díaz, with the classification of independent director, approved by the Board of Directors on an interim basis (co-option procedure) on 26 October 2021. Her appointment was ratified and she was re-elected as a director by the shareholders acting at the General Shareholders' Meeting held on 17 June 2022, and she is the chair of the Audit and Risk Supervision Committee since 21 February 2023.
- Appointment of Ms Isabel García Tejerina, with the classification of independent director, approved by the Board of Directors on an interim basis (co-option procedure) on 16 December 2021. Ratified and re-elected as a director by the shareholders acting at the General Shareholders' Meeting held on 17 June 2022. She is currently a member of the Sustainable Development Committee.

SECTION C.1.9

The delegations of powers of the Board of Directors described in this section are limited to Iberdrola and are therefore constrained in accordance with the role corresponding to this Company and its management bodies within the corporate and governance structure of the group.

Iberdrola is the holding company of an international group present in Spain, Portugal, other Member States of the European Union, the United Kingdom, the United States of America, Australia, Mexico and Brazil, among other countries.

Through the country subholding companies and the head of business companies, the Iberdrola Group combines a decentralised structure and management model with coordination mechanisms that ensure the global integration of all businesses and an effective system of separation of functions, checks and balances, and controls.

The governance structure based on this corporate configuration duly distinguishes between the functions of strategic definition and supervision, on the one hand, and day-to-day and effective management, on the other:

- The Board of Directors of Iberdrola (holding company) is vested with powers relating to strategic definition and the governance model, as well as strategic supervision, organisation and coordination.
 - The chairman of the Board of Directors and Iberdrola's chief executive officer, with the technical support of the Operating Committee and the rest of the management team, assume strategic supervision, organisation and coordination at the group level.
 - The country subholding companies strengthen strategic supervision, organisation and coordination in relation to their respective territories, countries or businesses through the dissemination, implementation and supervision of the overall strategy and basic management guidelines, for which purpose they have their own chief executive officers, external directors and audit and compliance committees, in addition to their own compliance units or internal audit divisions. These entities group together equity stakes in the head of business companies, and one of their main functions is to centralise the provision of common services to these companies, as well as to represent them before domestic institutions.
 - The listed country subholding companies ("Avangrid, Inc." in the United States of America and "Neoenergia S.A." in Brazil) have a special framework of enhanced autonomy in the regulatory, related-party transaction, and management areas.
 - The head of business companies carry out the day-to-day administration and effective management of the businesses, and they are responsible for the day-to-day control thereof. They are organised through their respective boards of directors and specific management bodies, and they may also have their own audit and compliance committees, internal audit areas, and compliance units or divisions. If these companies have subsidiaries domiciled in countries or territories other than that of the head of business company, such subsidiaries may be vested with the effective management of their business activities within their country or territory, respecting their corporate autonomy.
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SECTION C.1.26

The attendance of the directors at the meetings held by the Board of Directors and its committees during financial year 2023 is set out below, in which a total of 64 meetings were held with the attendance of all their respective members with only four exceptions, including two meetings held on two consecutive days. In each of the absences, the directors excused their attendance for well-founded reasons and granted their proxy with specific voting instructions:

Directors	Board	Committees				
		EC	ARSC	AC	RC	SDC
MR JOSÉ IGNACIO SÁNCHEZ GALÁN	9/9	15/15				
MR ARMANDO MARTÍNEZ MARTÍNEZ	9/9	15/15				
MR JUAN MANUEL GONZÁLEZ SERNA	9/9	15/15			10/10	
MR ANTHONY L. GARDNER	9/9	14/15		7/8		
MR IÑIGO VÍCTOR DE ORIOL IBARRA	9/9				10/10	
MS MARÍA HELENA ANTOLÍN RAYBAUD	9/9			8/8		
MR MANUEL MOREU MUNAIZ	9/9	15/15			10/10	
MR XABIER SAGREDO ORMAZA	9/9		15/15			
MS SARA DE LA RICA GOIRICELAYA	9/9					7/7
MS NICOLA MARY BREWER	9/9					7/7
MS REGINA HELENA JORGE NUNES	9/9		15/15			
MR ÁNGEL JESÚS ACEBES PANIAGUA	9/9	15/15		8/8		
MS MARÍA ÁNGELES ALCALÁ DÍAZ	7/9		15/15			
MS ISABEL GARCÍA TEJERINA	9/9					7/7

Notes:

The denominator indicates the number of meetings held during the period of the year in which the director served as such or as a member of the respective committee.

EC: Executive Committee.

ARSC: Audit and Risk Supervision Committee.

AC: Appointments Committee.

RC: Remuneration Committee.

SDC: Sustainable Development Committee.

SECTION C.1.30

MECHANISMS TO PRESERVE THE INDEPENDENCE OF FINANCIAL ANALYSTS, INVESTMENT BANKS AND RATING AGENCIES

The principles underlying the Company's relationship with financial analysts, investment banks and rating agencies are set out in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, and include, among other things: provide for transparency, truthfulness, promptness, clarity, reliability, symmetry and respect for the principle of equality in the dissemination of information; implement a general communication strategy for financial, non-financial and corporate information, which contributes to maximising the dissemination and the quality of the information available to the market, to investors and to other Stakeholders; promote proper communication practices that avoid manipulation of information and protect the integrity and authenticity thereof; develop information-technology tools that allow the Company to capitalise on new technologies and digitalisation; and comply with the provisions of law and the Governance and Sustainability System, as well as with the principles of cooperation and transparency with all competent authorities, regulators and government agencies.

The Finance, Control and Corporate Development Division manages requests for information from financial analysts, investment banks and rating agencies, as well as institutional and individual investors, through the Investor Relations Division, and gives mandates to investment banks.

The independence of financial analysts is protected by the Investor Relations Division, which ensures the objective, fair and non-discriminatory treatment thereof.

In addition, Iberdrola is covered by analysts from leading investment banks and rating agencies, which have strict codes of conduct designed to preserve their independence and objectivity.

In addition to the publications on the corporate website and in the official registers of the CNMV as general information channels required of all listed companies, the Company also has various specific communication channels, including the following:

- Investor Relations Office: this regularly deals on an individualised basis with enquiries from analysts and qualified institutional equity, fixed-income and socially responsible investment investors, as well as from credit rating agencies.
- Presentations of results and other briefings: during 2023, presentations of results for financial year 2022, as well as for the first quarter, first half and first nine months of 2023 were held on 22 February, 26 April, 27 July and 26 October 2023, respectively. In addition, on 5 April 2023, a specific presentation was held

on the heads of agreement for the sale of generation assets in Mexico, the signing of which had been announced the day before by means of a communication of inside information. All these events were held exclusively online and could be viewed live and recorded by any interested parties through the corporate website. The meetings are announced and the documentation presented at the meetings is disseminated in advance by means of communications of relevant information.

- “Investor Relations App”: a multi-device communication channel, in Spanish and English, which is constantly updated for access to all relevant information about the Company, favouring immediate publication thereof and the ability to access it afterwards. Among other functionalities, this app allows for viewing results presentations in real time, as well as for viewing the share price and share performance graphs, financial documentation, press releases and communications of inside information or other relevant information.

SECTION C.1.32

Non-audit services provided by the KPMG Group to the companies of the Iberdrola Group during financial year 2023 mainly had the following scope:

- To “Iberdrola, S.A.”: the limited review of the half-yearly financial statements, in the amount of €1,273,000; two reports on the Company’s solvency, in the amount of €8,000 each; three comfort letters in November 2022, March 2023 and July 2023, respectively, within the framework of debt issues under the EMTN programme, in the amount of €86,000, €91,000 and €91,000, respectively; one comfort letter for the update of the EMTN programme, in the amount of €89,000; one agreed-upon procedures report on the Compliance System Transparency Report, in the amount of €14,000; one assurance report on the Statement of Non-Financial Information for financial year 2022, in the amount of €176,000; and one assurance report on the information included in the Green Bond Report 2022, in the amount of €29,000.
 - To “Iberdrola España, S.A.” (Sociedad Unipersonal) and its subsidiaries: several agreed-upon procedures reports on the description of invoices pending payment to suppliers, in order to comply with the provisions of Section 13.3.bis of General Law 38/2003 of 17 November on Subsidies (the “General Subsidies Act”), in the amount of €36,000; and various special reports in order to comply with the provisions of Section 13.3.bis of the General Subsidies Act, in the amount of €16,000.
 - To “Iberdrola Finanzas, S.A.” (Sociedad Unipersonal): three comfort letters in November 2022, March 2023 and July 2023, respectively, within the framework of issues of debt under the EMTN programme, in the amount of €5,000 each; and one comfort letter for the update of the EMTN programme, in the amount of €6,000.
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- To “i-DE Redes Eléctricas Inteligentes, S.A.” (Sociedad Unipersonal) and its subsidiaries: several agreed-upon procedures reports on the description of invoices pending payment to suppliers, in order to comply with the provisions of Section 13.3.bis of the General Subsidies Act, in the amount of €40,000; and agreed-upon procedures report regarding its declaration of investments to comply with Royal Decree 1125/2021, in the amount of €180,000.
 - To “i-DE Redes Eléctricas Inteligentes, S.A.” (Sociedad Unipersonal) (“i-DE”), “Conquense Distribución Eléctrica, S.A.” (Sociedad Unipersonal) and “Anselmo León Distribución, S.A.” (Sociedad Unipersonal): performance of regulatory audits on regulatory information for financial year 2022 that must be delivered to the CNMC in accordance with Circular 8/2021, in the total amount of €769,000.
 - To “Iberdrola Renovables Internacional, S.A.” (Sociedad Unipersonal): agreed-upon procedures report regarding corporate charges invoiced to its subsidiaries, in the amount of €13,000.
 - To “Iberdrola Renovables Energía, S.A.” (Sociedad Unipersonal): agreed-upon procedures report regarding corporate charges invoiced to subsidiaries, in the amount of €9,000.
 - To “Iberdrola Re, S.A.”: special report in compliance with the instructions of the *Commissariat aux Assurances* in *Amended Circular 9/02*, in the amount of €3,000.
 - To “Avangrid, Inc.” and its subsidiaries: audit reports on special-purpose regulatory financial statements to be prepared in accordance with the accounting principles established by the Federal Energy Regulatory Commission, in the amount of €287,000; comfort letter and consent letter in connection with a debt issue by “New York State Electric & Gas Corporation” in March 2023, including a review of the financial statements, in the amount of €222,000; comfort letter and consent letter in connection with a debt issue by “The United Illuminating Company” in October 2023 in the amount of €162,000; comfort letter and consent letter in connection with a debt issue by “New York State Electric & Gas Corporation” in August 2023 in the amount of €143,000; agreed-upon procedures report to comply with legal requirements set by the United States Environmental Protection Agency, in the amount of €37,000; and consent letter in relation to completing the company’s declaration of self-registration, in the amount of €46,000.
 - To “Iberdrola México, S.A. de C.V.” and its subsidiaries: tax opinions on the audit of the specific-purpose financial statements, in the amount of €293,000; and support services related to the Information on the Tax Situation in the Fiscal Year Statement (*Información sobre la Situación Fiscal en la Declaración del Ejercicio*) (ISSIF) for financial year 2022, in the amount of €158,000.
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- To “Iberdrola Renewables Norway, AS”: certification of the filing of corporate income tax, in the amount of €1,000.
 - To various companies in the group headed by “Scottish Power Energy Retail Limited”: audit of the consolidated segmented statements for financial year 2022, in the amount of €31,000; report on the procedures for which the British regulator Office of Gas and Electricity Markets (Ofgem) has requested information from “SP Distribution Plc”, “SP Manweb Plc” and “SP Transmission Plc”, in the amount of €21,000; and regulatory work regarding the Client Assets Sourcebook Audit, in the amount of €15,000.
 - To “C.Rokas Industrial Commercial Company S.A.” and a number of its subsidiaries: tax compliance reports requested by the Greek tax authorities, in the amount of €96,000.
 - To “Iberdrola Clienti Italia, S.R.L.”: audit report on the balance sheet at 31 December 2022 for participation in the mechanism for the recognition of general system charges not collected from end customers and already paid to distribution companies, in the amount of €66,000; audit report on the financial statements for financial year 2022 and report for participation in the mechanism for recognition of the general system charges not collected from end customers and already paid to distribution companies, amounting to €56,000; and review of certification forms required by the Italian authorities, in the amount of €12,000.
 - To “Iberdrola Energie France, S.A.S.” and its subsidiaries: agreed-upon procedures report to allow for the recovery of tolls corresponding to customer debts deemed non-collectable in 2022, in the amount of €20,000; certification report required by the French Energy Regulation Commission (*Commission de Régulation de l'Énergie*) (“CRE”) to consider the company’s claims for financial compensation to be obtained from the CRE on electricity sales as successful, in the amount of €8,000; four capital reduction reports and one capital increase report, in the total amount of €13,000; limited reviews of the financial statements of six subsidiaries of “Aalto Power, S.A.S.” for financial year 2022, in the amount of €46,000, certification report required by the CRE to certify expected losses on sales due to the reduction in the price of electricity for residential and small business customers, in the amount of €24,000; and various capital reduction and capital increase reports required by French law, in the total amount of €15,000.
 - To “Iberdrola Australia Re”: reasonable assurance reports on financial statements and internal control required by the Australian Financial Services Licence for companies dealing in financial instruments, for the financial year ended 31 December 2023, in the amount of €5,000.
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As regards the performance of the duties of the Audit and Risk Supervision Committee (the “Committee”) relating to the provision of non-audit services by the KPMG Group, it should be noted, as indicated in section C.1.30 of this report, that in order to approve the aforementioned provision of services, an evaluation was made as to whether the audit firm was the most suitable to provide them. Prior to each of the meetings of the Committee discussing the engagement of KPMG for the provision of non-audit services, the following was made available to the committee: (i) a letter from KPMG addressed to the chair of the Committee in order to request approval for the provision of the service in question, in which the statutory auditor confirmed that the provision of this service would not disqualify it or threaten its independence; and (ii) a presentation by the Chief Internal Audit and Risk Officer describing the main characteristics and terms and conditions of the service, stating that the provision thereof did not threaten the independence of the auditor and confirming that it had been pre-approved by the audit and compliance committee of the company receiving the service or, if applicable, of the parent country subholding company.

Additionally, at its meeting of 19 December 2016, the Committee agreed to pre-authorise the statutory auditor to carry out the following activities, as it considered them to be unquestionably related to the audit of accounts: (i) the preparation of comfort letters and, where appropriate, consent letters for securities issues; (ii) the issue of reports on compliance with ratios linked to financing agreements; and (iii) the performance of limited reviews of interim financial statements. Therefore, the engagement of the KPMG Group for the provision of such services was deemed to have been approved by the Committee, so that the Committee henceforth only needs to be informed of the commencement of the provision of such services at its next meeting (to take note of this and to verify that the limits on the fees that the statutory auditor may charge for the provision of additional services are not exceeded).

Finally, in accordance with the new practices set out in the code of ethics drawn up by the *International Ethics Standards Board for Accountants*, the provision of services other than the auditing of accounts (*Non-audit Services* or “NAS”) to Iberdrola had to be approved by the governing bodies of Iberdrola and, in addition, by those of the public interest entities that are owned by it, but not wholly owned, and which are audited by KPMG Auditores; i.e. “Avangrid, Inc”.

Along these lines, the Audit and Compliance Committee of “Avangrid, Inc.” pre-approved and submitted to its Board of Directors on 24 April 2023, and the Committee ratified on 10 May 2023, the following NAS: (i) the annual subscription to KPMG Accounting Research Online and automated access to the accounting information checklist formalised by KPMG Auditors; (ii) the issuance of consent letters or inclusion letters in connection with registration statements or debt issuances; (iii) the issuance of comfort letters in connection with debt issuances; (iv) the review of interim financial information, including limited reviews of financial

statements; (v) the financial audit of a spun-off company; (vi) the preparation of agreed-upon procedures reports, including those performed in accordance with International Standard on Related Services (ISRS) 4410; (vii) the preparation of review services reports under International Standard on Review Engagements (ISRE) 2410 relating to ESG reporting; and (viii) the preparation of assurance reports under the International Standard on Assurance Engagements (ISAE) on ESG reporting.

SECTION E.3

The activities of the Iberdrola Group's companies during financial year 2024 and subsequent years will be affected by the following main risk factors:

- ESG risks.
 - The impact on the global economy of geopolitical uncertainties, which in turn exacerbates the risks listed below.
 - Changes in the interest rate and exchange rate of the principal countries in which the Iberdrola Group's companies do business, as well as inflation.
 - Changes in international gas prices and emission allowances (or equivalent mechanisms) and their impact on electricity prices.
 - Prices of raw materials and tensions in supply chains (including the concentration of suppliers in certain segments and protectionist policies).
 - Energy market and tax intervention measures adopted by different governments.
 - Competition in the liberalised market.
 - The annual change in hydraulic, solar and wind resources, as well as the availability of generation facilities.
 - The ability to implement the major investment plan, in terms of cost and timing, including entry into new countries.
 - Regular regulatory reviews of the Iberdrola Group's companies that carry out electricity and gas distribution and transmission activities.
 - Financial, operational and reputational risk arising from a potential increase in cybersecurity attacks or incidents. There are regular appearances before the Audit and Risk Supervision Committee of executive officers competent to report on this issue.
 - The availability of generation and distribution facilities.
 - The final outcome of litigation, arbitration and tax disputes.
 - Credit risk, at both the retail and wholesale counterparty level.
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