



Ongoing Shareholder Engagement Policy

25 March 2025

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The Board of Directors of IBERDROLA, S.A. (the “**Company**”) has the power to design, assess and continuously revise the Company’s Governance and Sustainability System, and specifically to approve and update policies, which contain the guidelines governing the conduct of the Company, and furthermore, to the extent applicable, inform the policies that the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “**Group**”), decide to approve in the exercise of their autonomy.

The Company has made the engagement of its shareholders in corporate life one of the keys to its corporate governance and sustainable development strategy within the framework of its relationship with these Stakeholders. It has had a policy in this area since 2015, which represented an innovation at the time regarding the manner in which listed companies related to their shareholders, and which the Board of Directors has regularly reviewed, strengthened and updated in order to increase, further develop and deepen a continuous interaction of the Company with its shareholders. In addition, the Board of Directors approves an annual report that contains the results of the practical application of this policy and which is published on the corporate website.

Furthermore, it recognises the engagement of the shareholders, both individuals and institutional investors, as an opportunity to further promote the sustainable creation of long-term value in accordance with the provisions of the By-Laws and good corporate governance practices.

In exercising these powers, and particularly its powers to promote, determine and supervise the overall strategy of the involvement of the shareholders in corporate life, and within the framework of legal provisions, the By-Laws and the Purpose and Values of the Iberdrola Group, as well as the Company’s sustainable development strategy, the Board of Directors hereby approves this Ongoing Shareholder Engagement Policy (the “**Policy**”), which respects, further develops and adapts the Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group with respect to the Company.

1. Scope of Application

This Policy applies to the Company.

2. Purpose

This Policy is intended to encourage the continuous and permanent engagement of the Company’s shareholders in corporate life and, together with the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, to structure the principles that should govern the communication of the Company with its shareholders and their communication with the Company, in order to continue creating long-term value.

In particular, this interaction is not limited to the holding of the General Shareholders’ Meeting; rather, the Company encourages ongoing interaction, aspiring for the engagement of the shareholders in corporate life to be effective, permanent, constructive, sustainable and constant throughout the year, helping maintain long-lasting and stable relations and alignment of the interests of shareholders and those of the Company in order to favour achievement of the purpose and realisation of the corporate values.

The application of this Policy shall take into account the provisions of law and those contained in the Governance and Sustainability System and, in particular, in said Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, as well as in the By-Laws, the Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group, the Stakeholder Engagement Policy, the Regulations for the General Shareholders’ Meeting, the Regulations of the Board of Directors, and the Internal Regulations for Conduct in the Securities Markets.



3. Main Principles of Conduct

The Company adopts and promotes the following main principles of conduct in order to encourage the effective, permanent, constructive and sustainable engagement of its shareholders in corporate life:

- a. Transparency: seek transparency in the relations of Company with its shareholders by means of clear, continuous and responsible communication, sharing truthful, sufficient, relevant, correct, complete, clear, reliable and useful information through the conduits, instruments and channels established thereby.
- b. Participation: boost the participation of the shareholders in activities organised by the Company throughout the year and actively encourage their participation in the General Shareholders' Meeting.
- c. Interaction: proactively and continuously maintain interaction between the Company and the shareholders in order to encourage their sense of belonging through direct, fluid, constructive, ongoing, effective and inclusive dialogue that allows for an understanding of the interests of the Company's shareholders and of the corporate information by the shareholders.
- d. Active listening: understand the decisions, opinions, concerns and proposals of the shareholders that affect the Company's activities so as to understand, assess, answer them to the extent possible and encourage their long-term relationship with the Company, contributing to more informed decision-making and a better understanding of the community and the development of sustainable activities.
- e. Respect: respect equal treatment in the acknowledgement and exercise of the rights of shareholders in the same situation and who are not affected by any conflict of interest or competition, and protect the rights and legitimate interests of the shareholders.
- f. Innovation: place new technologies into the service of shareholder engagement in corporate life, in order to achieve interaction with as many shareholders as possible and to facilitate access to information, with the commitment to responsibly use such technology and to continue offering alternatives for those shareholders who need them or prefer to use non-digital mediums.
- g. Continuous improvement: be responsive to change and take into account generally recognised good governance recommendations, the Company's accumulated experience and the views of shareholders, shareholder associations, institutional investors, proxy advisors and other Stakeholders in updates of this *Policy* by the Board of Directors.

These main principles presume the obligation of the shareholders to fulfil their duties acting with responsibility, loyalty, in good faith and transparently, within the framework of the corporate interest as the paramount interest ahead of the private interest of each of them and in accordance with applicable legal provisions and the Governance and Sustainability System.

The engagement of shareholders in corporate life shall in no event serve as a cover for conduct that is contrary to the corporate interest or that seeks the fulfilment of personal and individual interests not aligned therewith, or the abusive exercise of their rights.

The main principles established in this *Policy* shall apply to the ultimate beneficiaries, to the extent appropriate based on the circumstances of the specific case.

4. Competent bodies in relation to engagement

The Board of Directors, led by its chairman, shall be the body responsible for promoting, establishing and supervising the overall strategy for engaging the Company's shareholders in



corporate life, promoting the main principles of conduct provided for in the preceding section of this Policy.

In particular, interaction with the shareholders falls within the exclusive purview of the Board of Directors, acting collectively, and of its chairman, as well as the persons chosen by the Board of Directors or the chairman thereof.

The directors hence do not individually constitute a valid channel of interaction for these purposes, and therefore, they have neither the duty nor the power to interact with the shareholders. However, if so resolved by the Board of Directors, its chairman or the Executive Committee, the lead independent director or the other members of the Board of Directors may engage in dialogue with specific shareholders regarding issues relating to the Company's corporate governance and sustainable development. However, an effort shall be made to ensure that the directors who are to maintain this dialogue belong to the committee responsible for the issues to be dealt with.

In the exercise of these duties, shareholder dialogue, information, participation and interaction channels and instruments shall be established that promote the Company's communication with them and vice-versa in a permanent and effective manner, all with the appropriate guarantees and coordination mechanisms. The establishment of these channels and instruments shall take into account the issues that may be most interesting or relevant for the shareholders, as well as the most appropriate channels to bring about engagement and the most respectful of the environment, and efforts shall be made to take advantage of innovation and new technologies that make it possible to maintain contact and dialogue with as many shareholders as possible, regardless of their location.

In addition, the Board of Directors may establish specific mechanisms of engagement with those shareholders that are holders of a significant and stable financial interest in the Company. These mechanisms shall in any event take into account the existence of potential conflicts of interest and may not involve the provision to such shareholders of any information that might place them in a privileged or advantageous position vis-à-vis the other shareholders.

Shareholder engagement in corporate life and the channels and instruments established for such purpose shall be aligned with the provisions in the policies and general guidelines approved by the Board of Directors.

However, in the exercise of the aforementioned powers, both the Board of Directors and the chairman thereof may delegate the management, supervision and promotion of the effective operation of the shareholder engagement channels and instruments to the Finance, Control and Corporate Development Division (or to such division as assumes the duties thereof at any time) and therein to the Investor Relations Division (or to such division as assumes the duties thereof at any time), as well as to such other Company divisions or professionals as they deem advisable. The divisions or persons to whom such actions are delegated shall periodically report to the chairman of the Board of Directors on the messages exchanged with the shareholders, as well as any other significant aspect noted during the exchange with them. In turn, the Chairman shall report thereon to the Board of Directors in order to take the measures required to fulfil the purposes of this Policy and specifically to take into account the proposals of the shareholders.

In any case, the statements made by directors who have been assigned to interact with specific shareholders on the issues indicated above only bind the Company when they are expressly supported by a resolution or decision of the Board of Directors, the chairman thereof or the Executive Committee.

5. Engagement channels

The Company shall encourage the engagement of the shareholders throughout the year through various dialogue, information, participation and interaction channels and instruments,



and optimise the scope and quality of interaction between the Company and the shareholders. The Company has established the engagement channels and instruments described below, in particular, to make this possible.

■ 5.1. Permanent information for shareholders throughout the year

The Company shall activate appropriate and effective mechanisms of dialogue for its shareholders throughout the year, so that they are informed, if they so desire, and continuously and permanently participate in issues relating to the activity of the Company and of the other companies of the Group, their shareholder status, the issues and proposals to be submitted for approval of the shareholders at the General Shareholders' Meeting, other documentation published on the corporate website, and other issues that are deemed to be of interest to them.

A. Documentation published by the Company

The Company makes available to its shareholders, by means of publication on the corporate website, all information provided for by law and the Governance and Sustainability System, as well as information that may be of interest to them and which it prepares voluntarily, to facilitate and promote the engagement of the shareholders in corporate life.

In particular, apart from the information required by applicable legal provisions, the Company annually publishes the following documentation on the corporate website:

- (i) the integrated report, which includes, inter alia, information on the Company's business model and strategy;
- (ii) the report on the independence of the statutory auditor prepared by the Audit and Risk Supervision Committee.
- (iii) the related-party transactions report prepared by Audit and Risk Supervision Committee;
- (iv) the activities report of the Board of Directors and of the Committees thereof.
- (v) the shareholder engagement report;
- (vi) the tax transparency report; and
- (vii) the compliance system transparency report.

The Board of Directors may group the documentation indicated in items (i) to (vii) above into one or more reports, which shall be made available to the shareholders during the period between the preparation of the annual financial statements and the holding of the annual General Meeting, sufficiently in advance of this meeting.

The Company shall disseminate the documentation indicated in items (i) to (vii) above and the legally required information mainly publish through its corporate website and, if applicable, that of the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*), in Spanish and, if possible, in English. In the event of a discrepancy between the Spanish and English versions, the former shall prevail.

In general, the documentation on the corporate website shall be available in accessible formats so that it can be consulted using the most frequently utilised electronic devices, including smart phones, tablets and computers, and in the majority of cases so that it can be easily downloaded and printed. Such information may be made available to shareholders through other tools, such as a virtual assistant based on artificial intelligence software or similar technologies, ensuring the responsible use of artificial intelligence and algorithms.

B. Shareholders' information requests

All shareholders who are registered in the "OLS Shareholder's Club" space or who have access to other instruments or systems established by the Company in the future may confidentially or openly vis-à-vis other shareholders and at any time of the year request



such information or clarifications as they deem appropriate, or submit such questions as they consider relevant, regarding the documentation published by the Company on its corporate website and mentioned in the preceding section, as well as regarding any other aspect that is relevant to their position as a shareholder.

The Company shall endeavour, to the extent possible, to provide verbal or written replies to shareholders' requests, queries and petitions within a period of 48 hours following receipt thereof, and shall attempt to do so within fifteen business days in all cases.

In its replies, the Company shall take into account the furtherance of the corporate interest and the provisions of law and the Governance and Sustainability System and shall base the replies on official information that it has previously published. In any event, it shall not provide shareholders with requested information if it would harm the corporate interest, would adversely impact competitiveness or is not of a public nature or should not be provided in view of the provisions of law and the Governance and Sustainability System.

If the requested information or clarification or the reply to the question that has been asked is already available on the corporate website, the Company may answer with a referral to the information that has already been published.

In accordance with the principles of transparency and symmetry of dissemination of information and equal treatment of shareholders, the information, clarifications, replies and other documentation that the Company provides to respond to the issues raised thereby and which are in the general interest shall be made available to the other shareholders registered in the "OLS Shareholder's Club" space or any other system or instrument configured by the Company to permanently offer this information.

Shareholders must use the information provided by the Company in good faith, complying with the provisions of law and the Governance and Sustainability System. In the event of abusive or harmful use of the information requested and that is provided by the Company, the shareholder shall be liable for the damages caused by such use.

C. Attention to shareholders

The Company commits to direct, fluid, transparent, constructive, permanent, effective and inclusive dialogue and to close interaction with its shareholders.

To this end, the Company may carry out information and membership campaigns for the "OLA Shareholder's Club" channel, as well as encourage participation in the General Meeting, aimed at shareholders registered in the book-entry registers of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U." (IBERCLEAR) who are not registered in the aforementioned channel. Such actions may be carried out directly by the Company or through third parties, by telephone, mailings and by e-mail or post, depending on the contact details available and in accordance with the provisions of applicable legal provisions.

The Company shall also permanently respond to any shareholder, whether or not they are a member of the "OLS Shareholder's Club", by means of constant and high-quality attention through highly qualified and specialist personnel who attend to the channels made available thereto. This assistance may be provided by telephone or by e-mail. In addition, virtual assistants based on artificial intelligence or other technology may be used through the corporate website.

The Company shall endeavour, to the extent possible, to reply to shareholders' queries, suggestions and questions, giving absolute priority to the furtherance of the corporate interest and complying with the law and the Governance and Sustainability System, maintaining a receptive attitude. To such end, the replies and other documents that are provided may be made available to the public on the corporate website.



■ 5.2. Participation of shareholders in the General Meeting

In compliance with the mandate provided in the By-Laws, the Board of Directors shall adopt measures to promote the maximum participation of the shareholders at the General Meeting, at which all duly authenticated shareholders have the right to attend and participate, with no minimum number of shares being required.

For these purposes, the Company shall provide disclosures through the corporate website and the shareholder engagement channels in order to promote their effective and informed participation in the General Meeting, in accordance with the principle of transparency provided for in this Policy. The Board of Directors may also encourage participation on the terms set out in the annex to this policy.

The manner for exercising the rights of the shareholders and for their participation in the General Meeting shall be determined by the Board of Directors in accordance with applicable legal provisions, the Governance and Sustainability System, and particularly the Regulations for the General Shareholders' Meeting, the announcement of the call to meeting, and the implementing rules approved by the Board of Directors for each General Meeting.

Specifically, in setting the agenda for the General Meeting and formulating the corresponding proposed resolutions, the Board of Directors may take into account the opinions and concerns of the Company's shareholders, in accordance with the principle of active listening provided for in this Policy.

Shareholders representing at least three per cent of the share capital may:

- a. request the publication of a supplement to the call to the Annual General Shareholders' Meeting including one or more items in the agenda of the call to meeting, so long as the new items are accompanied by a rationale or, if applicable, by a well-founded proposed resolution; and
- b. submit well-founded proposed resolutions regarding matters already included or that should be included in the agenda of the call to any General Shareholders' Meeting.

Shareholders must exercise said rights responsibly, loyally, in good faith and transparently, within the framework of the corporate interest as the paramount interest ahead of the private interest of each of them and in accordance with applicable legal provisions and with the Governance and Sustainability System. The Company may request the documents and the information necessary to verify that such requirements have been satisfied.

The Company shall ensure the dissemination of the new items on the agenda and the proposed resolutions submitted and the documentation that may be attached thereto in accordance with the provisions of law, and in any case as soon as possible, and shall publish a new form of proxy and absentee voting card that includes the additional items on the agenda and proposals.

If such rights are validly exercised, the chair of the General Shareholders' Meeting, making use of the powers vested therein by the Regulations for the General Shareholders' Meeting, shall submit to a vote the new items on the agenda or proposed resolutions after the proposed resolutions submitted by the Board of Directors. In this case, the following rules shall apply in order to determine the direction of the shareholders' votes on those proposals that conflict with other proposals submitted to the shareholders at the same General Shareholders' Meeting:

- a. First, absentee votes cast pursuant to the provisions of the Regulations for the General Shareholders' Meeting shall be counted in the direction that is appropriate in accordance with the provisions of the Governance and Sustainability System and any implementing rules that they Board of Directors may adopt within its purview, as well as the votes of the members of the presiding committee, whether on their own behalf or on behalf of other shareholders.



- b. Second, attendees desiring to expressly state the direction of their vote in favour of a specific proposed resolution must so notify the notary public or assistants thereto (or in the absence thereof, the secretary for the General Shareholders' Meeting) or do so through the remote attendance platform. It shall be deemed that the shareholders (and their proxy representatives) voting in favour of a proposed resolution vote against all the others that conflict therewith.
- c. Third, attendees desiring to vote against, in blank or to abstain with regard to proposed resolutions must proceed in the manner set forth in subsection b) above.
- d. Finally, those votes corresponding to all shares appearing in person or by proxy at the meeting, after deducting the votes corresponding to the shares set forth in a) and b) above, shall be deemed to be votes in favour of the proposal that has obtained more votes in favour: (i) shares appearing in person or by proxy whose holders or proxy representatives have expressly stated that they vote in favour of another conflicting proposal, who vote in blank or who abstain from all of them; and (ii) shares whose holders or proxy representatives have left the meeting prior to the voting on the proposed resolution in question and have provided a record thereof to the notary public or assistants thereto (or in the absence thereof, to the secretary for the General Shareholders' Meeting) or through remote means of communication in the case of remote attendance.

In order to safeguard shareholders' rights and transparency, the Company may ask a specialised external firm to verify whether the internal procedures related to the organisation and holding of the General Meeting are applied in accordance with the provisions of the Governance and Sustainability System and other internal rules, with particular attention to the shareholders' proxy and voting systems, to the exercise of shareholders' rights to information and participation, to published documentation, and to the calculation of the quorum and counting of votes and the particularities of the manner of holding the General Meeting.

The Company shall manage the General Meeting as a sustainable event, encouraging the engagement of its shareholders and other affected Stakeholders and taking into consideration their needs and expectations.

■ 5.3. Relations with shareholder associations and institutional shareholders

The Company acknowledges the importance of shareholder associations as a suitable vehicle for representation of retail shareholders and for transmission of their opinions and concerns, particularly regarding the Company's corporate governance and its sustainable development strategy, and it appreciates the existence thereof and respects the legal rights granted thereto. In addition, the existence of institutional shareholders having a stable and continuous presence in the Company's shareholder base is welcome to the extent it may allow for the creation of sustained value in the medium and long term, as well as the development of firm mutual bonds of loyalty that do not give rise to conflicts of duties or interest. Institutional shareholders are ideally attended to through direct channels and by qualified personnel, in order to reply to the specialised issues that they may raise.

Without prejudice to the meetings or other contacts promoted by the Company, both shareholder associations and institutional shareholders may request, through the Investor Relations Division (or through such division as assumes the duties thereof at any time), the holding of meetings with Company representatives designated by the Board of Directors or by the chairman thereof, setting forth the specific matters to be addressed therein.



The Company will review such requests and will accommodate them when it so deems appropriate and provided that, in so doing, the provisions of this Policy are not violated.

In the event that the Company agrees to hold a meeting with a shareholders association or with one or more institutional shareholders, the Board of Directors or the chairman thereof shall designate, at a minimum, two representatives of the Company, who shall be informed of the specific matters to be dealt with and with whom the content of and the information that may be provided at such meeting shall be agreed, in order to avoid the transmission of information that might entail the granting of a privilege or advantage vis-à-vis the other shareholders or that might damage the corporate interest.

In addition to the foregoing, the Board of Directors or the chairman thereof may develop long-term engagement plans with shareholder associations and with those institutional shareholders that express their intent to have a stable and continued presence in the Company and may thus establish appropriate mechanisms for communication regarding the operations of the Company.

The Company shall provide information regarding the meetings to be held and the establishment of any engagement plans or communication mechanisms as provided in section 7 below.

■ 5.4. Participation and organisation of events and meetings

The Company organises multiple corporate, cultural and leisure events throughout the year, the purpose of which is to facilitate and foster interaction and communication with its shareholders, based at all times on the principle of equal treatment of all shareholders in the same situation and who are not affected by any conflict of interest or competition.

To satisfy the expectations and concerns of shareholders, the Company prepares and adjusts the organisation of events and meetings and the participation therein of its representatives and professionals, as well as of invited experts based on the topics to be examined, the features of the shareholders at which they are aimed, and the context in which they are held. It shall endeavour to take into account the opinions of the shareholders in the preparation of these events.

Within the framework of the Stakeholder Engagement Policy, the Company may encourage the organisation of awareness-raising and engagement workshops in thematic areas linked to activities of the Group's companies, mainly in the area of the Group's sustainable development strategy. Shareholders who have voluntarily registered in the Company's corresponding databases shall be informed of the organisation of these workshops.

6. Engagement channels

The channels of communication and contact with shareholders shall be available through an engagement space available on the corporate website to facilitate shareholder access.

In particular, these shareholder communication and contact channels include general channels such as the corporate website and the National Securities Market Commission, which encourage their engagement, and other special channels for interaction with the Company's shareholders, such as the General Shareholders' Meeting, the Shareholder's Office (a permanent channel of attention for the Company's shareholders, continuously and proactively engaging in initiatives aimed at strengthening their engagement), "OLS Shareholder's Club" (an interactive system activated on the corporate website that actively promotes permanent interaction with the shareholders who voluntarily join it and who are interested in such interaction) and the "Investor Relations App", as well as other systems and instruments that the Company implements with the use of new technologies.

The aforementioned channels are described in further detail in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors.



The Company reserves the right to modify, suspend, cancel or restrict the engagement channels, as well as to interrupt, suspend, cancel or restrict their use when, due to technical, security or cybersecurity reasons, it is advisable or required to protect the corporate interest. Furthermore, the Company shall not be liable for any damages that may be caused by breakdowns, overloads, line failures, connection failures or any other contingencies of the same or a similar nature that are beyond its control and that prevent the use of the engagement channels.

As a pioneer in organising the General Shareholders' Meeting as a sustainable event since 2016, the Company shall manage the shareholder engagement channels taking into account its commitment to leadership in sustainable event management.

7. Coordination with the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors

The activities that the Company carries out through the shareholder engagement channels described above, and specifically the information provided to its shareholders within the framework thereof, shall be properly coordinated with the content of the communications made by the Company pursuant to the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors.

The internal body of the Company responsible for this coordination shall be the Investor Relations Division (or such division as assumes the duties thereof at any time), which shall rely on the support of the Finance, Control and Corporate Development Division (or such division as assumes the duties thereof at any time) or of the Office of the General Secretary and the Board of Directors when such support is required by the circumstances.

8. Dissemination

The Company shall disclose through the corporate website all activities intended to seek the engagement of shareholders, and, to the extent appropriate, the ultimate beneficiaries, in corporate life conducted in implementation of the provisions of this *Policy*.

9. Implementation and Monitoring

The Investor Relations Division (or such division as assumes the powers thereof at any time) is responsible for the implementation and monitoring of this Policy and the achievement of its objectives, except as regards the General Shareholders' Meeting, the organisation of which is the responsibility of the Office of the General Secretary and of the Board of Directors.

The Investor Relations Division (or such division as assumes the duties thereof at any time) shall periodically report to the chairman of the Board of Directors regarding the conduct of the activities carried out in implementation of the provisions of this Policy. The chairman of the Board of Directors shall in turn report thereon to the Board of Directors or to the Executive Committee.

The Company shall report on the practical application and results of this Policy, together with those of the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, in the shareholder engagement report that may form part of the annual corporate governance report.

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This Policy was initially approved by the Board of Directors on 17 February 2015 and was last amended on 25 March 2025.



ANNEX

Policy on the Payment of Attendance Bonuses and other Financial Incentives for Participation

The Board of Directors shall encourage the participation of the shareholders at the General Shareholders' Meeting through the establishment of a financial incentive. The amount per share of this incentive shall not exceed one and one-half per cent of the par value of the Company's shares.

To this end, for each General Shareholders' Meeting, the Board of Directors shall decide on the implementation of the financial incentive it deems most appropriate in accordance with this Policy, which may consist of the payment of an engagement dividend, an attendance bonus or other instruments that it deems appropriate.

The financial incentive for shareholder participation that is selected for each General Shareholders' Meeting shall be stated in the announcement of the call to meeting.

If the incentive consists of an engagement dividend, the payment thereof shall be subject to the quorum for the General Shareholders' Meeting reaching or exceeding the percentage predetermined by the Board of Directors and all shareholders with the right to attend the General Shareholders' Meeting shall be entitled to receive it. The engagement dividend may be charged to the results of the current financial year or the prior financial year or charged to the Company's reserves.

If the incentive consists of the payment of an attendance bonus, the shares included in the list of attendees at the General Shareholders' Meeting shall be entitled to receive it, although the Board of Directors, or the persons authorised thereby, may decide to pay said bonus to shares not included in the list of attendees, based on the entry of the holders thereof into the room after the quorum for the formation thereof is met or for other reasons beyond the control of the Company and the shareholder.

There may be an exception to the general principle of paying a financial incentive for participation, following a resolution of the Board of Directors, if advisable due to the financial situation of the Company or if there are objective exceptional circumstances causing the payment of such bonus not to be an effective incentive to encourage participation at the General Shareholders' Meeting. In this case, the decision not to pay the incentive for a particular General Shareholders' Meeting shall be set forth in the announcement of the call to meeting thereof and the rationale for the decision shall be described during the meeting. Furthermore, the re-establishment of the incentive may not be approved until the objective circumstances used as the basis for the suspension thereof cease to exist. In this case, the Board of Directors must explain the reasons motivating the decision on the payment thereof at the next General Shareholders' Meeting during which the incentive is once again paid.

If the Board of Directors decides to propose for a particular General Shareholders' Meeting an incentive that is different from the one proposed at the previous meeting that was held, it shall give an account of the reasons in the documentation made available to the shareholders on occasion of the call to meeting.