Governance and Sustainability System

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Introduction to the Governance and Sustainability System
1. The identity of IBERDROLA, S.A.

1. IBERDROLA, S.A., with a registered office in Biscay, is an international, independent company that is publicly traded and listed on the stock market, and which holds equity interests in leading companies engaged in the production, transmission, distribution and supply of electricity in various geographic areas. As such, it constitutes a historical, business, corporate and institutional reality of tremendous size and unquestionable value and significance, a reference point for diverse Stakeholders and closely linked to the environmental, social and economic surroundings in which it does business.

References in the Governance and Sustainability System to IBERDROLA, S.A. or the “Company” are made to this company individually.

2. The origin of the various companies owned by the Company or the various companies in which it holds an interest has a long history, starting on both sides of the Atlantic. It goes back to 1840 in the United States of America with the organisation of “Hartford City Light Co”; which was in charge of lighting cities by gaslight, and to 1901 on the other side, in Spain and in the United Kingdom, with the founding of “Hidroeléctrica Ibérica, S.A.” in Bilbao in order to meet the growing demand for electric power in the main industrial regions in the north of Spain, and “Clyde Valley Electrical Power Co.” in Glasgow to generate and sell electricity to engineering companies in the area.

3. The Company and the companies in which it holds a majority interest focus their activities on the energy sector, an essential item for millions of users and customers, through the use of environmentally-friendly sources and technologies, and promoting the energy transition and digital transformation.

4. The development of the Company’s corporate object and all its business activities is focused on the achievement of a purpose and certain values, which define its identity and corporate philosophy, and which comprise and form its essence and way of being.

The Company’s purpose, its raison d’être, is to “continue building together each day a healthier, more accessible energy model, based on electricity”, which contributes to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN) (especially those relating to universal access to electricity, the supply of affordable and clean energy and climate action), and which satisfies the most stringent standards and requirements in terms of environmental protection, climate action, social commitment, good governance and compliance, within the general framework of respect for and protection of human rights, the social market economy, sustainability and generally accepted ethical principles in its sphere of activity.

Its corporate values, which distinguish its way of being, are summarised in those synthesised as “sustainable energy”, “integrating force” and “driving force”, fundamental ideas, viewpoints and guidelines that, along with the purpose described above, constitute the ideological and axiological foundation of the Company and its business enterprise.

5. By formulating its purpose and values, accepting the mandate expressed by its shareholders through successive amendments to its by-laws, the Company stands as a business reality that transcends its nature as purely and merely a commercial company, without negating it, and asserts itself as a company whose purpose is not limited to the achievement of economic benefits, but which instead, guided by its own distinctive raison d’être, aspires to the creation of sustainable business value, to the achievement of more than just financial results and benefits, which can remunerate not only the contributors of capital but also all its other Stakeholders and the communities in which it is present, and which engages in its activities through the social dividend, which is given formal weight by its By-Laws.

6. With this projection, the Company conceives of the corporate interest in its own and different way, as the interest common to all shareholders of an independent company focused on the creation of shared sustainable value in accordance with and based on its distinctive purpose and values and the commitments also assumed in its Code of Ethics, which is based thereon.

Similarly, the Company does not consider the holders of its equity interests as mere shareholders but as participants identified with its enterprise; and thus holders of an investment that is focused on long-term sustainable profits and yet compatible with and deriving from the implementation of its purpose and the practice of and respect for its values.

Likewise, the Company does not view its Stakeholders as third parties unrelated to its identity, as they are equally necessary players for the achievement of its enterprise, members of an integrated company, to whom it opens up and joins, and with whom it shares the value created, through the social dividend.

7. Given its size and significance as well as the basic and essential nature of the energy it produces and distributes for the economy and society, the Company’s business activities and the scope and dimension of its purpose and values are not limited even by the broad framework of all of its Stakeholders, but rather transcends and extends to the communities in which it has a presence and in which it does business.
From this perspective, the Company recognises and reaffirms its desire to be an active player and driving force, and in fulfilling its purpose and values to assume its leadership role in the creation of a balanced and advanced society, in the collective effort to achieve its global and sustainable development and progress.

8. The Company’s identity is also based on its own internal rules, which are configured around three main vectors: its environmental performance and its reaction to climate change, its social commitment, and the application of best corporate governance practices; and which have been conscientiously and progressively developed as an instrument of organisation for all of its members to achieve its purpose and the corporate interest and social dividend, as well as the realisation of its values, and to guarantee its enterprise, identity and independence.

9. In sum, the Company aspires to identify itself as an institutional company that enriches its purely corporate and private dimension, that opens up and commits itself to its Stakeholders and the communities in which it has a presence, and that adds to its formal legitimacy the material legitimacy provided thereto by the plural and comprehensive (economic, social, environmental, and governance) business activities that it undertakes and carries out.

2. IBERDROLA, S.A. and the companies of the Iberdrola Group

10. The Company and the companies making up its group (collectively, “Iberdrola”, the “Iberdrola Group” or the “Group”) are currently 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.

11. The Iberdrola Group does not have its own legal personality separate from that of each of the companies that comprise it, nor does it have its own management bodies or positions.

12. As regards the corporate organisation of the Iberdrola Group, the Company is a holding company owning the equity stakes in the country subholding companies, which in turn group together the equity stakes in the head of business companies. The governance model is governed by certain principles that differentiate the functions of strategy, supervision, organisation and coordination (attributed to the holding company), strengthening and further developing these three latter functions in relation to the territories or countries or the businesses (through the country subholding companies), and those of day-to-day administration and effective management of the businesses (the purview of the head of business companies).

13. This corporate and governance structure of the group of companies making up Iberdrola operates jointly with the Group’s Business Model, which allows the global integration of the businesses, seeks to achieve maximum operational efficiency of the various units, and ensures the dissemination, implementation and monitoring of the general strategy, the basic management guidelines established for each of the businesses, and best practices.

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

14. The shares of the Company and of the country subholding companies “Neoen S.A. and “Avangrid, Inc.” are listed on the stock market and have minority shareholders. Within a special framework of strengthened autonomy enjoyed by these two listed country subholding companies, the Company ensures that the legitimate interests of the shareholders thereof other than the Company have sufficient protection and adequately co-exist with the general interests of the other companies of Iberdrola and with the interests of the shareholders of the holding company.

3. The Governance and Sustainability System and the Compliance System

15. The Company was a pioneer in the development of its own internal system to ensure, in the exercise of the corporate autonomy supported by law, the preservation of its identity, the realisation of its purposes and values and the achievement of its business ends and objectives.

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16. Este sistema, inicialmente configurado como un Sistema de Gobierno, ha evolucionado, desde el punto de vista más amplio, a un sistema de gobernanza y sostenibilidad, orientado hacia un sistema más amplio, referido como Gobierno y Sostenibilidad, expresando la idea de que la identidad, la preservación de sus valores y el desarrollo de sus objetivos y valores no pueden ser alcanzados sin una comprometida decisión social, sin posicionarse en el extremo de la eficiencia y el cumplimiento ambiental, y sin una exigente demanda de respetar y observar el buen gobierno corporativo.

Por lo tanto concebido, el Sistema de Gobierno y Sostenibilidad de la Compañía en efecto constituye un rasgo distintivo y diferenciador de la empresa en una comprensiva y distintiva empresa, así como el marco regulatorio que soporta y asegura el cumplimiento de sus propósitos, conducta y desarrollo.

Este Sistema de Gobierno y Sostenibilidad, que es aprobado por la Compañía, cubre a las demás empresas del Grupo, a la distancia con que se apliquen las políticas que rigen y modifican las mismas, proactivamente y de forma autónoma, por la parte matriz y las filiales, y por el responsable de la actividad de la empresa.

La Compañía también tiene un Sistema de Cumplimiento, que tiene la intención de garantizar que la Compañía actúe de acuerdo con el derecho, la ley, los internos, especialmente el Sistema de Gobierno y Sostenibilidad, aportando al desarrollo del propósito y valor de la empresa, a los intereses de la empresa y a la previsión, la gestión de las infracciones reguladoras y éticas que puedan cometer los directores, profesionales o suministradores situados en el organismo. El Departamento de Cumplimiento de la Compañía proactivamente y de forma autónoma supervisa la eficacia y eficiencia de su Sistema de Cumplimiento, que es bajo constante revisión en el objetivo de adoptar las mejores prácticas internacionales en esta materia y los nuevos requerimientos en esta materia.

Para ellos, las filiales y la cabeza de negocios tienen sus propios sistemas de cumplimiento, que deben ser proactivamente y de forma autónoma supervisados por los respectivos servicios de cumplimiento, sin perjuicio de la correspondiente coordinación a todos los niveles del caso.

17. El Sistema de Gobierno y Sostenibilidad de la Compañía está basado en las Leyes, un cuerpo de provisiones aprobadas por los socios en la Reunión del Accionistas General, que representa la máxima expresión del propósito y valor corporativos de la Compañía y que constituye el principal recurso de su sistema interno.

Las Leyes, y en particular el título inicial de las mismas, expanden sobre el texto habitual de estas normas y reglas, el propósito y valor de la Compañía, la definición de su propia entidad, su concepto original de interés corporativo -orientado en la creación de valor sostenible compartido-, la contribución a la divisióndividendo y compromiso con sus Stakeholders y su compromiso con la dirección social - y la determinación de lo esencial y de las bases y aspectos más significativos de su negocio, del interés corporativo y del organismo institucional; en otras palabras, ellos definen las directrices que determinan las características fundamentales de la identidad de la Compañía, su individualidad y de su empresa.

18. Las Leyes se basan en y deben interpretarse de acuerdo con las disposiciones específicas del Propósito y Valor de la Iberdrola, que sostiene a todas las empresas formando parte de Iberdrola, informa sobre su filosofía, guía su estrategia y gobierna las actividades de las empresas del Grupo, así como las iniciativas y decisiones en dichas materias.

19. El Propósito y Valor de la Iberdrola es también la base para el Código de Ética, que adquiere forma concreta a la que se refiere, es aplicable a los directores, profesionales y proveedores de la Compañía y de las demás empresas que integran a Iberdrola, y que busca fomentar un ambiente de ética y compromiso con la sostenibilidad, compartida entre todos los participantes en el proceso de value creation.

20. Como un instrumento regulador, las políticas corporativas se caracterizan por su función de vincular y solidarizar ideas y valores en modelos, patrones y estándares de comportamiento, racionalizando decisiones de gestión en diferentes áreas, y en varios asuntos de importancia que pueden afectar a la empresa. En cierto sentido, se entiende una limitación positiva del deseo de que los directores y profesionales de la Compañía hayan desarrollado sus responsabilidades. Como resultado de ello, definen reglas seguras para el comportamiento, que, si es aplicado, puede llevar al supuesto de buena fe de conformidad y aptitud de la empresa, así como las implicaciones y el interés corporativo de la Compañía, al realzar el cumplimiento de las condiciones de que se benefician.

21. Consiste en el propósito y valor y sus compromisos con el logro de los Objetivos de Desarrollo Sostenible (ODS) aprobados por las Naciones Unidas (ONU) y los requerimientos ESG, el Sistema de Gobierno y Sostenibilidad de la Compañía y Sistematiza las políticas corporativas, que pueden ser referidas como general o estructurales (como la Política de Desarrollo Sostenible General y la Política de Involucramiento de Stakeholder) y de aquellos de un propósito más específico o particular.
22. Environmental policies, aligned with the goals and the path established by the Paris Agreement and the United Nations (UN) 2030 Agenda for Sustainable Development, constitute the Company’s response to environmental challenges such as climate change and biodiversity loss, while helping to identify and take advantage of the opportunities arising from the energy and ecological transition. In line with the Purpose and Values of the Iberdrola Group and its sustainable development strategy, they reflect the Company’s commitment to combating climate change, to green recovery and to the environment in all its other manifestations, while seeking to generate value for its customers, its shareholders and its other Stakeholders.

23. Along these lines, the policies regarding its social commitment reflect the link of the Company and of the other companies of Iberdrola to human rights, the development of professional relationships based on diversity, inclusion and a sense of belonging, which are essential for the promotion of equal opportunity and ensure non-discrimination in the management of people, all within the framework of the Company’s sustainable development strategy.

24. In addition, of particular significance in the Company’s internal rules and regulations are the corporate governance and compliance policies and rules, which include best practices in these areas and position the Company at the forefront thereof, and which fall into four categories: (i) corporate governance and regulatory compliance policies; (ii) risk policies; (iii) rules on governance of the corporate decision-making bodies and on other internal functions and committees; and (iv) market abuse prevention rules.

25. Within the framework of the law, ethical principles and the By-Laws, the corporate governance and regulatory compliance policies define the directives and guidelines for conduct in which the Purpose and Values of the Iberdrola Group and its sustainable development strategy take shape and which guide the conduct of the shareholders, directors and professionals of the Company and of the other companies of Iberdrola to which they apply. These policies, inspired by the business and ethical ideas, principles and values making up the Company’s ideological and axiological foundation, contain the detailed guidelines and directives on conduct ensuring that the Company’s strategy is consistent therewith, favouring the strengthening and enrichment of the reality and identity of both the companies comprising Iberdrola and the communities in which it does business. They also reflect the Company’s firm commitment to the Purpose and Values of the Iberdrola Group, to ethical principles, and to the ongoing monitoring and penalisation of improper conduct and acts that are illegal or contrary to law or to the Governance and Sustainability System.

26. In turn, the risk policies are intended to establish the basic principles and general framework for the control and management of risks facing the Company and the other companies of Iberdrola, particularly including both corporate risks and the specific risks of the various businesses.

27. The governance rules of the corporate decision-making bodies and of other functions and internal committees include regulations and procedures that establish, among other things, the composition, powers and rules of operation of the main decision-making and management structures of the Company, as well as the duties and obligations of their members in accordance with its nature and characteristics as a listed holding company.

28. Finally, in view of the presence of the Company and of certain Iberdrola companies in the securities markets and the trading thereon of their financial instruments and securities, the Governance and Sustainability System includes a set of rules that seek to ensure the equal treatment of all investors and the protection thereof against the improper use of inside information or other conduct constituting manipulation and abuse of the market.

29. Consistent with the text described above, the Governance and Sustainability System is formally organised in five books: (i) book one, which contains the By-Laws; (ii) book two, referring to the purpose, which includes the Purpose and Values of the Iberdrola Group, the Code of Ethics, the General Sustainable Development Policy and the Stakeholder Engagement Policy; (iii) book three, on the environment and climate action, which groups together the environmental policies; (iv) book four, referring to the social commitment, which contains the social policies; and (v) book five, on corporate governance, which contains the corporate governance and regulatory compliance policies, the risk policies and the governance rules of the corporate decision-making bodies and of other functions and internal committees and market abuse prevention rules.

30. The Company aspires for its Governance and Sustainability System to enjoy the highest possible levels of compliance and dissemination, with a particular emphasis on taking advantage of the most advanced, environmentally-friendly technologies and on the principles of regulatory transparency. Therefore, the full text or a summary of the documents that make it up are available in Spanish and English on the Company’s corporate website (www.iberdrola.com). They are also published in accessible formats so that they can be consulted using the most frequently utilised electronic devices, including smart phones, tablets and computers.

31. The Governance and Sustainability System is subject to a process of constant revision to ensure that it is always suitable and conforms to the facts and circumstances requiring any such revision, as well as to ensure that it includes the best guidelines and practices in this area.
In this work to further improve and continually update the Governance and Sustainability System, the Company draws on the external advice of the law firms “CMS Albiñana & Suárez de Lezo”, “Cortés, Abogados”, “Cuatrecasas, Gonçalves Pereira”, “Garrigues” and “Uriá Menéndez”.

In Bilbao, on 20 June 2023.

The Board of Directors of IBERDROLA, S.A.
The Driving Ideas of the Governance and Sustainability System
Leadership in corporate governance and transparency is one of the hallmarks of Iberdrola’s identity: The Board of Directors therefore regularly reviews the Governance and Sustainability System, keeping it updated and including therein the good governance recommendations and best practices generally accepted in international markets.

In order to disseminate the content thereof and to assist in searching by subject matter, symbols are included together which each norm that identify the main “driving ideas” contained therein:

- **SDGs**: The Company is committed to contributing to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN). It not only contributes decisively to meeting objectives seven and thirteen relating to the supply of affordable and clean energy and the fight against climate change, but in its daily activities also considers the seventeen goals as guidance in its decision-making processes, the principles of which inform its conduct and its daily tasks, rejecting actions that contravene them or hinder the achievement thereof.

- **Climate Action**: Climate change is one of the most important challenges that humanity must currently cope with. The Company recognises the contribution of its activities to climate goals and commits itself to taking on a leadership role in the fight against climate change, as well as to protecting the environment and biodiversity.

- **Shareholder Engagement**: The Company is committed to a proactive search for two-way interaction with the Company’s shareholders in order to encourage their engagement in corporate life and forge a sense of belonging, maintaining a constructive, ongoing and effective dialogue with them.

- **Diversity and Inclusion**: The Company has established the development of professional relationships based on diversity, inclusion and a sense of belonging, equal opportunity and non-discrimination, as well as the management of people, as a strategic objective. In particular, it regards the achievement of gender equality within the Company to be one of the essential values of the organisation.

- **Decentralised Structure**: The corporate and governance structure of the Iberdrola Group is based on a recognition of its multinational character, which is diversified, organised efficiently and coordinated around the Company and the country subholding companies and head of business companies, subject to basic common guidelines and the principle of subsidiarity, which seeks a balance between decentralised management and the exploitation of the synergies that arise from belonging to the Group.

- **Compliance**: The Company promotes a preventive culture based on the principle of “zero tolerance” towards improper conduct and acts that are illegal or contrary to law or the Governance and Sustainability System, on the one hand, and on the other the application of ethical principles and principles of responsible behaviour that should govern the conduct of all members of the management decision-making bodies, professionals and suppliers of the Company. This culture inspires its effective, autonomous, independent and robust Compliance System, which is under continuous review in order to adopt the most advanced international practices and trends and new regulatory requirements in this area.
Contents

Book One - By-Laws 15

By-Laws 19

Book Two - Purpose 39

Introduction to Book Two - Purpose 41
1. Purpose and Values of the Iberdrola Group 44
2. Code of Ethics 48
3. General Sustainable Development Policy 69
4. Stakeholder Engagement Policy 80

Book Three - Environment and Climate Action 85

Introduction to Book Three - Environment and Climate Action 87
1. Sustainable Management Policy 89
2. Environmental Policy 92
3. Climate Action Policy 95
4. Biodiversity Policy 98

Book Four - Social Commitment 101

Introduction to Book Four - Social Commitment 103
1. Policy on Respect for Human Rights 105
2. People Management Policy 108
3. Equality, Diversity and Inclusion Policy 116
4. Selection and Hiring Policy 120
5. Knowledge Management Policy 122
6. Innovation Policy 124
7. Quality Policy 126
8. Corporate Security Policy 128
9. Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms 130

Book Five - Corporate Governance 133

Introduction to Book Five - Corporate Governance 137
Part I. Corporate Governance and Regulatory Compliance Policies 140

1. Corporate Governance Policy 141
2. Shareholder Engagement Policy 153
3. Shareholder Remuneration Policy 159

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# 4. Policy Regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors

# 5. Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation

# 6. Brand Policy

# 7. Board of Directors Diversity and Member Selection Policy

# 8. Director Remuneration Policy

# 9. Senior Management Remuneration Policy

# 10. Statutory Auditor Contracting and Relations Policy

# 11. Iberdrola Group Financial Information Preparation Policy

# 12. Iberdrola Group Non-Financial Information Preparation Policy

# 13. Compliance and Internal Reporting and Whistleblower Protection System Policy

# 14. Anti-Corruption and Anti-Fraud Policy

# 15. Competition Law Compliance Policy

# 16. Corporate Tax Policy

# 17. Personal Data Protection Policy

## Part II. Risk Policies

# 1. General Risk Control and Management Policy

# 2. 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
- Purchasing Policy
- Information Technology Policy
- Cybersecurity Risk Policy
- Reputational Risk Framework Policy
- Occupational Safety and Health Policy
3. Specific Risk Policies for the Various Group Businesses

- Risk Policy for the Networks Businesses of the Iberdrola Group
- Risk Policy for the Electricity Production and Customers Businesses of the Iberdrola Group
- Risk Policy for the Real Estate Business

Part III. Governance Rules of the Corporate Decision-Making Bodies and other Functions and Internal Committees

1. Regulations for the General Shareholders’ Meeting
2. Regulations for the Electronic Shareholders’ Forum
3. Regulations of the Board of Directors
4. Regulations of the Audit and Risk Supervision Committee
5. Basic Internal Audit Regulations
6. Regulations of the Appointments Committee
7. Regulations of the Remuneration Committee
8. Regulations of the Sustainable Development Committee
9. Regulations of the Compliance Unit
10. Internal Rules on Composition and Duties of the Operating Committee

Part IV. Market Abuse Prevention Rules

1. Internal Regulations for Conduct in the Securities Markets
2. Internal Rules for the Processing of Inside Information

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## PREAMBLE

### PRELIMINARY TITLE. “IBERDROLA, S.A.” AND THE IBERDROLA GROUP

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Company Name</td>
</tr>
<tr>
<td>2</td>
<td>Registered Office</td>
</tr>
<tr>
<td>3</td>
<td>Duration</td>
</tr>
<tr>
<td>4</td>
<td>The Iberdrola group</td>
</tr>
<tr>
<td>5</td>
<td>Object of the Company</td>
</tr>
<tr>
<td>6</td>
<td>Corporate Interest</td>
</tr>
<tr>
<td>7</td>
<td>Social Dividend</td>
</tr>
<tr>
<td>8</td>
<td>Applicable Legal Provisions, Governance and Sustainability System</td>
</tr>
<tr>
<td>9</td>
<td>Stakeholder Engagement, Corporate Websites and Presence on Social Media</td>
</tr>
</tbody>
</table>

## TITLE I. SHARE CAPITAL AND SHAREHOLDERS

### Chapter I. Share Capital and Shares

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>Share Capital</td>
</tr>
<tr>
<td>11</td>
<td>Shares</td>
</tr>
</tbody>
</table>

### Chapter II. Shareholders

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>12</td>
<td>Shareholder Status</td>
</tr>
<tr>
<td>13</td>
<td>Shareholder Engagement</td>
</tr>
<tr>
<td>14</td>
<td>Shareholders and the Governance and Sustainability System</td>
</tr>
</tbody>
</table>

## TITLE II. GENERAL SHAREHOLDERS’ MEETING

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>15</td>
<td>General Shareholders’ Meeting</td>
</tr>
<tr>
<td>16</td>
<td>Shareholder Participation</td>
</tr>
<tr>
<td>17</td>
<td>Powers of the Shareholders Acting at a General Shareholders’ Meeting</td>
</tr>
<tr>
<td>18</td>
<td>Call to and Methods of Holding a General Shareholders’ Meeting</td>
</tr>
<tr>
<td>19</td>
<td>Shareholders’ Right to Receive Information</td>
</tr>
<tr>
<td>20</td>
<td>Place of the Meeting</td>
</tr>
<tr>
<td>21</td>
<td>Establishment of a Quorum for the General Shareholders’ Meeting</td>
</tr>
<tr>
<td>22</td>
<td>Right to Attend</td>
</tr>
<tr>
<td>23</td>
<td>Right to Proxy Representation</td>
</tr>
<tr>
<td>24</td>
<td>Presiding Committee, Chair of and Secretary for the General Shareholders’ Meeting</td>
</tr>
<tr>
<td>25</td>
<td>List of Attendees</td>
</tr>
<tr>
<td>26</td>
<td>Deliberations and Voting</td>
</tr>
<tr>
<td>27</td>
<td>Absentee Voting</td>
</tr>
<tr>
<td>28</td>
<td>Conflicts of Interest</td>
</tr>
<tr>
<td>29</td>
<td>Approval of Resolutions</td>
</tr>
</tbody>
</table>

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### TITLE III. MANAGEMENT OF THE COMPANY

#### Chapter I. General Provisions

- Article 30. Management and Representation of the Company

#### Chapter II. Board of Directors

- Article 31. Regulation of the Board of Directors
- Article 32. Powers of the Board of Directors
- Article 33. Composition of the Board of Directors and Appointment of Directors
- Article 34. Types of Directors
- Article 35. Meetings of the Board of Directors
- Article 36. Quorum for the Meeting and Majorities Required to Adopt Resolutions

#### Chapter III. Committees and Positions within the Board of Directors

- Article 37. Committees of the Board of Directors
- Article 38. Executive Committee
- Article 39. Audit and Risk Supervision Committee
- Article 40. Appointments Committee and Remuneration Committee
- Article 41. Sustainable Development Committee
- Article 42. Chairman and Vice-Chair or Vice-Chairs
- Article 43. Chief Executive Officer
- Article 44. Secretary and Deputy Secretary or Deputy Secretaries of the Board of Directors
- Article 45. Checks and Balances System: Lead Independent Director

#### Chapter IV. Rules Applicable to Directors

- Article 46. General Duties of Directors
- Article 47. Term of Office
- Article 48. Director Remuneration
- Article 49. Powers of Information and Inspection

### TITLE IV. BREAKTHROUGH OF RESTRICTIONS IN THE EVENT OF TAKEOVER BIDS

- Article 50. Removal of Voting Limitations
- Article 51. Effectiveness of the Removal
- Article 52. Amendments to Articles in Title IV and Related Provisions

### TITLE V. FINANCIAL YEAR AND ANNUAL FINANCIAL AND NON-FINANCIAL INFORMATION

#### Chapter I. Financial Year

- Article 53. Financial Year
Chapter II. Annual Financial Information

Article 54. Preparation
Article 55. Verification
Article 56. Approval
Article 57. Allocation of Profits/Losses

Chapter III. Annual Non-Financial Information

Article 58. Preparation
Article 59. Verification
Article 60. Approval

TITLE VI. DISSOLUTION AND LIQUIDATION

Article 61. Dissolution
Article 62. Liquidation
By-Laws

27 July 2023

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PREAMBLE

Pursuant to the corporate autonomy recognised by law, these By-Laws govern the corporate contract by which all shareholders of IBERDROLA, S.A. (the “Company”) are bound upon acquiring such status.

Having been approved in accordance with applicable law by the shareholders acting at a General Shareholders’ Meeting, which is the highest governing body through which shareholders express their contractual will, they go far beyond the minimum requirements established by law and even the typical text of the by-laws of listed companies.

Along these lines, the Preliminary Title hereof first defines the fundamental pillars of the Company as an independent and publicly listed entity, the holding company of an international industrial group, with broad geographic diversification of its businesses as a fundamental level of risk management, and which, based on its multi-level corporate structure, combines a decentralised decision-making system, inspired by the principle of subsidiarity, with robust coordination mechanisms ensuring the global integration of all of the businesses of the companies within the Iberdrola group, all on the basis of an effective system of checks and balances that prevents the centralisation of management power within a single governance body or a single person.

The provisions of the By-Laws regarding the corporate object, the purpose and values, and the corporate interest and social dividend, beyond the corporate aspects highlighted above, give shape to a company focused on a clear “purpose” and certain clear “values” that make up its corporate philosophy and the ideological and axiological bases on which its corporate enterprise is based.

In accordance therewith, the Company is defined by its By-Laws as an all-encompassing company, which transcends its nature as purely and merely a mercantile company, which opens to and engages all of its Stakeholders and is fully committed to contributing to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN) and the most demanding environmental, social commitment and corporate governance (ESG) requirements, and in essence affirms itself to be a company and institutional reality, a player in the economic and social environment in which it does business.

The By-Laws also constitute the foundation on which the Company’s Governance and Sustainability System is built and based, that is, its own set of internal regulations, developed under the aforementioned corporate autonomy, to ensure by these rules its raison d’être and way of being, the construction of its identity, the achievement and implementation of the Purpose and Values of the Iberdrola Group, the creation of sustainable value that satisfies the corporate interest, and makes feasible and real the social dividend that it shares with all of its Stakeholders.

In turn, the Purpose and Values of the Iberdrola Group meet the most demanding standards in the areas of environmental protection and climate action, social commitment, corporate governance and regulatory compliance, within the general framework of respect for and protection of human rights, the social market economy, sustainability and the ethical principles generally accepted in its sphere of activity.

Similarly, the By-Laws establish a well-developed Compliance System, which, integrated within the overall governance and sustainability system, is intended to prevent and manage the risk of regulatory or ethical violations or violations of the Governance and Sustainability System.

The by-law rules that arise from and are based on the internal sovereignty of the shareholders acting at a General Shareholders’ Meeting also recognise the essential function performed by the Board of Directors as a governing body or structure that guides the realisation of the Purpose and Values of the Iberdrola Group, ensures the assembly and coordination of all its Stakeholders within a company made up of them, and directs and supports the driving action of the Company as an enterprise and institutional reality in the communities of which it is a part and in today’s globalised society as a whole.

To the extent applicable thereto, the By-Laws of the Company and the other provisions of the Company’s Governance and Sustainability System bind its shareholders, the members of its Board of Directors and of senior management, as well as the other professionals of the Company and of the other companies of the Iberdrola group, and generally any persons validly connected thereto. All have the duty to comply with them, as well as the right to demand compliance therewith.

PRELIMINARY TITLE. “IBERDROLA, S.A.” AND THE IBERDROLA GROUP

Article 1. Company Name

The name of the Company is IBERDROLA, S.A.
Article 2. Registered Office

1. The registered office of the Company is in Bilbao (Biscay), at Plaza Euskadi número 5.
2. The registered office may be transferred to another location within the same municipal area by resolution of the Board of Directors.

Article 3. Duration

The duration of the Company is indefinite, its operations having commenced on 19 July 1901, the date of formalisation of its deed of incorporation.

Article 4. The Iberdrola group

1. The corporate and governance structure of the Iberdrola group is defined based on the following:
   a. The Company, which is a listed holding company, is the controlling entity of a multinational group of companies (the “Group”), and has duties relating to the establishment and supervision of the policies and strategies covering the Group, the basic guidelines for the management thereof, and decisions on matters of strategic importance at the Group level, as well as the design of its Governance and Sustainability System.
   b. Country subholding companies group together the equity stakes in the Group’s head of business companies and strengthen the function of strategic supervision, organisation and coordination and further develop them in relation to such countries or businesses as are decided by the Company’s Board of Directors, disseminating, implementing and ensuring compliance with policies, strategies and general guidelines at the Group level based on the characteristics and unique aspects of their respective territories, countries and businesses. The listed country subholding companies of the Group enjoy a special framework of strengthened autonomy that contemplates the measures that are appropriate to safeguard the interests of the minority shareholders of said companies.
   c. Finally, the head of business companies of the Group are in charge of the day-to-day administration and effective management of the businesses, and of the day-to-day control thereof, without prejudice to observing the corporate autonomy of the subsidiaries thereof in accordance with law.

2. All companies of the Group share a common corporate interest as well as the same purpose, corporate values and ethical principles.

Article 5. Object of the Company

1. The Company’s object is:
   a. To carry out all manner of activities, works and services inherent in or related to the business of production, transmission, switching and distribution or supply of electric power or electricity by-products and applications thereof and the raw material or energy needed for the generation thereof; energy, engineering, information-technology, telecommunications and internet-related services; water treatment and distribution; the provision of a full range of urban and gas supply services, as well as other gas storage, regasification, transportation or distribution activities, which will be carried out indirectly through the ownership of shares or equity interests in other companies that will not engage in the supply of gas.
   b. The distribution, representation and marketing of all manner of goods and services, products, articles, merchandise, software programs, industrial equipment and machinery, tools, utensils, spare parts and accessories.
   c. The investigation, study and planning of investment and corporate organisation projects, as well as the promotion, creation and development of industrial, commercial or service companies.
   d. The provision of services to assist or support companies and businesses in which it has an interest or which are within its corporate group, for which purpose it may provide appropriate guarantees and bonds in favour thereof.

2. The aforementioned activities may be carried out in Spain as well as abroad, and may be performed, in whole or in part, either directly by the Company or through the ownership of shares or equity interests in other companies, subject in all cases and at all times to applicable legal provisions for each industry, especially the electricity industry.
Article 6. Corporate Interest

The Company conceives of the corporate interest as the common interest of all persons owning shares of an independent company focused on the sustainable creation of value by engaging in the activities included in its corporate object, taking into account the other Stakeholders related to its business activity and its institutional reality, in accordance with the Purpose and Values of the Iberdrola Group and the commitments made in its Code of Ethics.

Article 7. Social Dividend

1. The performance of the activities included in the corporate object, particularly the Company’s innovation and digital transformation strategy, must be focused on the sustainable creation of value, in accordance with the Purpose and Values of the Iberdrola Group and with the commitments made in its Code of Ethics.

2. The Company recognises and seeks to obtain a social dividend consisting of the direct, indirect or induced contribution of value of its activities for all Stakeholders, particularly through its contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations and its commitment to best environmental, social and corporate governance (ESG) practices.

3. The statement of non-financial information formulated by the Board of Directors and approved by the shareholders at the General Shareholders’ Meeting presents the Company’s performance in the social, environmental and sustainability areas, as well as the social dividend generated and shared with its Stakeholders.

4. The Company shall promote the public dissemination of its non-financial information and of the social dividend generated, especially among its Stakeholders.

Article 8. Applicable Legal Provisions, Governance and Sustainability System and Compliance System

1. The Company is governed by the legal provisions relating to listed companies and other applicable laws and regulations, as well as by its Governance and Sustainability System.

2. The Governance and Sustainability System is the Company’s internal system of rules, which is configured in accordance with applicable law in the exercise of corporate autonomy supported thereby and applies to the entire Group. It is intended to ensure through rule-making the best implementation of the corporate contract that binds its shareholders, and especially the corporate object, the corporate interest and the social dividend, as defined in the preceding articles.

   For their part, the country subholding companies and head of business companies have their own Governance and Sustainability System, approved within the framework of the performance of their responsibilities and in the exercise of their powers. This System constitutes its internal order and is consistent with that of the Company.

3. The aforementioned Governance and Sustainability System is made up of these By-Laws, the Purpose and Values of the Iberdrola Group, the Code of Ethics, corporate policies, and the other governance, compliance and market abuse prevention rules.

4. The Purpose and Values of the Iberdrola Group synthesises its raison d’être, the ideological and axiological foundation of its corporate enterprise, which, due to its size and importance, is a focal point for many Stakeholders and for the environmental, social and economic environment in which the entities of the Group do business.

5. The Purpose and Values of the Iberdrola Group also inspires and takes form in the policies and in the other rules of the Governance and Sustainability System, governing the day-to-day activities of all entities of the Group and guiding their strategy and all of their actions.

6. The shareholders acting at a General Shareholders’ Meeting and the Board of Directors of the Company, within their respective purview, develop, apply and interpret the rules making up the Governance and Sustainability System in order to ensure compliance at all times with the purposes thereof and, particularly, the fulfilment of the corporate interest.

7. Full or summarised versions of the rules making up the Governance and Sustainability System can be viewed on the Company’s corporate website.

8. Within the framework of the Governance and Sustainability System, the Company also has a Compliance System, consisting of a structured set of rules, procedures and activities intended to prevent and manage the risk of regulatory and ethical breaches or breaches of the Governance and Sustainability System itself, as well as to contribute to the full realisation of the Purpose and Values of the Iberdrola Group and the corporate interest.

   The country subholding companies and head of business companies also have their own compliance function, which has full responsibility for managing their respective compliance systems.
9. The application and further development of the Company’s compliance function and Compliance System is the responsibility of the Compliance Unit, an autonomous body with the highest standards of independence and transparency that is linked to the Sustainable Development Committee of the Board of Directors.

Article 9. Stakeholder Engagement, Corporate Websites and Presence on Social Media

1. The Company and the other entities belonging to the Group seek to engage all Stakeholders in its corporate enterprise in accordance with a policy on relations based on the principles of transparency and active listening, which allows for continuing to respond to their legitimate interests and to effectively disclose information regarding the activities and businesses of the Group. The Company’s Board of Directors is responsible for approving this policy and coordinating and supervising the application thereof.

2. The Company’s corporate website, its presence on social media and its digital communication strategy generally are channels of communication serving the Stakeholder engagement policy. The ultimate goal thereof is to encourage the stakeholders’ engagement, reinforce their sense of belonging, strengthen the Iberdrola brand and favour the development of the businesses of the Group and the digital transformation thereof.

3. The Board of Directors shall promote the use of the corporate website to facilitate the exercise of the shareholders’ rights to receive information and to participate in connection with the General Shareholders’ Meeting and the corporate governance of the Company, upon the terms provided by law and the Governance and Sustainability System.

4. The corporate websites and the presence on social media of the country subholding companies and of the head of business companies contribute to the Company’s digital communication strategy and are one of the principal means for engaging their respective Stakeholders. The structure and content thereof shall conform to the Company’s Stakeholder engagement policy and to the general guidelines approved by its Board of Directors.

5. All companies of the Group shall promote the accessibility of their respective corporate websites.

TITLE I. SHARE CAPITAL AND SHAREHOLDERS

■ Chapter I. Share Capital and Shares

Article 10. Share Capital

The share capital is 4,762,708,500.00 euros, represented by 6,350,278,000 ordinary shares having a nominal value of 0.75 euro each, belonging to a single class and series, which are fully subscribed and paid up.

Article 11. Shares

1. The shares are represented in book-entry form.

2. If shares have not been entirely paid up, this circumstance shall be reflected in the corresponding book entry.

3. Unpaid subscriptions must be paid at the time fixed by the Board of Directors, within a period of five years from the date of the resolution approving the increase in capital. The form and other circumstances of the payment shall be governed by the provisions of the resolution approving the increase in capital, which may provide for cash as well as non-cash contributions.

■ Chapter II. Shareholders

Article 12. Shareholder Status

1. Each share of the Company confers upon its legitimate holder the status of shareholder, and vests such holder with the rights and obligations established by law and by the Governance and Sustainability System. The shareholders also participate indirectly, through the Company, in the other companies of the Group.

2. The Company shall acknowledge as shareholders any parties that appear entitled to have shareholder status as owner in the entries of the corresponding book-entry register.

3. The Company may, as legally allowed, access the information needed to fully identify its shareholders and the ultimate beneficial owners, within the meaning provided by law, including addresses and means of contact for communication with them.
Article 13. Shareholder Engagement
The Company shall foster the continuous provision of appropriate information for its shareholders, permanent contact therewith and their engagement in corporate life. For this purpose, the Board of Directors shall establish the channels for participation through which the Company will foster their engagement with appropriate guarantees and coordination mechanisms.

Article 14. Shareholders and the Governance and Sustainability System
1. The ownership of shares entails consent to the Governance and Sustainability System and the duty to respect and comply with the legally adopted decisions of the governance bodies of the Company.
2. Shareholders must exercise their rights vis-à-vis the Company and the other shareholders, and must comply with their duties, acting with loyalty, in good faith and transparently, within the framework of the corporate interest as the paramount interest ahead of the private interest of each shareholder and in accordance with the Governance and Sustainability System.

TITLE II. GENERAL SHAREHOLDERS’ MEETING

Article 15. General Shareholders’ Meeting
1. The shareholders, meeting at a General Shareholders’ Meeting, shall decide, by the majorities required in each case and in accordance with law and the Governance and Sustainability System, on the matters within their purview.
2. Resolutions that are duly adopted at a General Shareholders’ Meeting shall bind all shareholders, including shareholders who are absent, dissent, abstain from voting or lack the right to vote, without prejudice to the rights they may have to challenge such resolutions.
3. The General Shareholders’ Meeting is governed by the provisions of law, these By-Laws, the Regulations for the General Shareholders’ Meeting, other applicable provisions of the Governance and Sustainability System and other implementing rules approved by the Board of Directors within the scope of its powers.

Article 16. Shareholder Participation
The Board of Directors shall adopt appropriate measures to encourage maximum participation of the shareholders at the General Shareholders’ Meeting, including, if appropriate, the payment of financial incentives for participation (such as attendance bonuses or the payment of an engagement dividend subject to a specified minimum quorum being reached at the General Shareholders’ Meeting) pursuant to a predefined and public policy.

Article 17. Powers of the Shareholders Acting at a General Shareholders’ Meeting
1. The shareholders acting at a General Shareholders’ Meeting shall decide the matters assigned thereto by law, the Regulations for the General Shareholders’ Meeting or other rules of the Governance and Sustainability System, and particularly regarding the following:
   a. The approval of the annual financial statements, the directors’ report, the allocation of profits or losses and corporate management.
   b. The approval of the statement of non-financial information.
   c. The appointment, re-election and removal of directors, as well as the ratification of directors designated by interim appointment to fill vacancies.
   d. The approval of the director remuneration policy.
   e. The approval of the establishment of systems for remuneration of the directors consisting of the delivery of shares or of rights therein or remuneration based on the value of the shares.
   f. Releasing the directors from the prohibitions arising from the duty of loyalty, when authorisation is attributed by law to the shareholders acting at a General Shareholders’ Meeting, as well as from the obligation not to compete with the Company.
   g. The appointment, re-election and removal of the statutory auditors.
   h. The amendment of these By-Laws.
   i. An increase or reduction in share capital.

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j. The delegation to the Board of Directors of the power to increase share capital, in which case it may also grant thereto the power to exclude or limit pre-emptive rights, upon the terms established by law.

k. The delegation to the Board of Directors of the power to carry out an increase in share capital already approved by the shareholders at a General Shareholders’ Meeting, within the periods set forth by law, indicating the date or dates of execution and establishing the conditions for the increase as to all matters not provided for by the shareholders. In this case, the Board of Directors may make use of such delegation in whole or in part, or may refrain from using it, in view of market conditions or the condition of the Company itself, or of particularly relevant facts or circumstances that justify such decision, and shall report thereon to the shareholders at the first General Shareholders’ Meeting held after the end of the period granted for the use of such delegation.

l. The exclusion or limitation of pre-emptive rights.

m. The authorisation for the derivative acquisition of the Company’s own shares.

n. The transformation, merger, split-off or overall assignment of assets and liabilities and the transfer of the registered office abroad.

o. The dissolution of the Company and the appointment and removal of the liquidators.

p. The approval of the final liquidation balance sheet.

q. The issuance of debentures and other negotiable securities and the delegation to the Board of Directors of the power to issue them, as well as the power to exclude or limit pre-emptive rights, upon the terms established by law.

r. The commencement of derivative liability actions against directors, statutory auditors and liquidators.

s. The approval and amendment of the Regulations for the General Shareholders’ Meeting.

t. The authorisation of related-party transactions in an amount or with a value equal to or greater than that determined by law.

u. The transfer to controlled entities of core activities that were previously carried out by the Company itself, even if the Company maintains full control thereof.

v. The acquisition, transfer or contribution of key assets from or to another company.

w. The approval of transactions having an effect equivalent to liquidation of the Company.

2. The shareholders at a General Shareholders’ Meeting shall also decide on any matter that the Board of Directors or shareholders submit for the consideration thereof, upon the terms and with the requirements established by law and the Governance and Sustainability System.

**Article 18. Call to and Methods of Holding a General Shareholders’ Meeting**

1. A General Shareholders’ Meeting must be called by the Board of Directors through an announcement published as much in advance as required by law, and which shall state the manner in which it will be held.

2. A General Shareholders’ Meeting may be held in the following ways: in person only, in person with the ability to attend remotely, or, if there are reasons that make it advisable, exclusively by remote means. In all cases, shareholders may grant a proxy and cast an absentee vote pursuant to the provisions of these By-Laws, the Regulations for the General Shareholders’ Meeting and the implementing rules approved by the Board of Directors within the scope of its powers.

3. The announcement of the call to meeting shall be disseminated through the following media, at a minimum:
   a. The Official Bulletin of the Commercial Registry (Boletín Oficial del Registro Mercantil) or one of the more widely circulated newspapers in Spain.
   b. The website of the National Securities Market Commission (Comisión Nacional del Mercado de Valores).
   c. The Company’s corporate website.

**Article 19. Shareholders’ Right to Receive Information**

1. From the date of publication of the call to the General Shareholders’ Meeting through and including the fifth day prior to the date set for the meeting to be held on first call, the shareholders may request in writing the information or clarifications that they deem are required, or ask the written questions that they deem relevant, regarding (i) the matters contained in the agenda of the call to meeting; (ii) information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders’ Meeting; and (iii) the audit report.
2. Shareholders attending the General Shareholders’ Meeting may request such information or clarifications as they deem appropriate regarding the matters set forth in the preceding section within the period and on the terms determined by the Board of Directors in accordance with the provisions of law and the Governance and Sustainability System.

3. The Board of Directors shall be required to provide the information validly requested in the form and within the periods set forth in the law, in these By-Laws, in the Regulations for the General Shareholders’ Meeting and in the implementing rules approved by the Board of Directors within the scope of its powers, except in cases in which it is unnecessary for the protection of shareholder rights, there are objective reasons to believe that it might be used for ultra vires purposes or that publication of the information might prejudice the Company or related companies. The information requested may not be denied if the request is supported by shareholders representing at least twenty-five per cent of the share capital.

4. The announcement of the call to the General Shareholders’ Meeting shall state the means whereby any shareholder may obtain from the Company, without charge and on an immediate basis, the documents that must be submitted for the approval of the shareholders at such General Shareholders’ Meeting, as well as, if applicable, the directors’ report and the audit report.

5. The Company shall make available to its shareholders the information and documentation required in accordance with the provisions of law, the Governance and Sustainability System and the implementing rules approved by the Board of Directors within the scope of its powers.

**Article 20. Place of the Meeting**

1. The General Shareholders’ Meeting shall be held at the place indicated in the call to meeting within the municipal territory of Bilbao.

2. If the General Shareholders’ Meeting is held exclusively by remote means, the place of the meeting shall be deemed to be the registered office.

**Article 21. Establishment of a Quorum for the General Shareholders’ Meeting**

1. The General Shareholders’ Meeting shall be validly established with the minimum quorum required by law, taking into account the matters appearing on the agenda.

2. Notwithstanding the provisions of the preceding section, 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, 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.

3. The absence of shareholders occurring once a quorum for the General Shareholders’ Meeting has been established shall not affect the validity of the meeting.

4. If the attendance of shareholders representing a particular minimum percentage of share capital or the consent of specific interested shareholders is required pursuant to law or the Governance and Sustainability System, in order to adopt a resolution regarding one or more items on the agenda, and such percentage is not reached or such shareholders are not present in person or by proxy, the shareholders at the General Shareholders’ Meeting shall limit themselves to deliberating and deciding on those items on the agenda that do not require such percentage of share capital or the consent of such shareholders.

**Article 22. Right to Attend**

1. The holders of at least one voting share may attend the General Shareholders’ Meeting and take part in deliberations thereat, with the right to be heard and to vote.

2. The General Shareholders’ Meeting may be attended in person by going to the place where the meeting is held or, if so indicated in the call to meeting, to other places provided for such purpose by the Company and that are connected with the principal meeting place by systems that allow for recognition and identification of the attendees, permanent communication among them, and participation and voting, all in real time. Attendees at any of such places shall be considered to be attendees at the same individual meeting, which shall be deemed to be held at the principal location thereof.

3. The General Shareholders’ Meeting may be attended remotely using the systems determined by the Board of Directors, which must allow for the identification of attendees, the exercise of their rights and the proper conduct of the meeting.

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4. In order to exercise the right to attend, shareholders must cause the shares to be registered in their name in the corresponding book-entry register at least five days prior to the day on which the General Shareholders’ Meeting is to be held.

5. The chair of the General Shareholders’ Meeting may authorise the in-person or remote attendance of management personnel, professionals of the companies of the Group and other persons related to the Company. The chair may also grant in-person or remote access to the media, to financial analysts and to any other person the chair deems appropriate, as well as authorise the simultaneous or delayed broadcast thereof, although the shareholders acting thereat may revoke such authorisation.

Article 23. Right to Proxy Representation

1. All shareholders having the right to attend may be represented at the General Shareholders’ Meeting by proxy through another person, whether or not such person is a shareholder, by complying with the requirements of law, the Governance and Sustainability System and the implementing rules approved by the Board of Directors within the scope of its powers.

2. Proxy representatives may participate in the General Shareholders’ Meeting in person or remotely, as provided in the call to meeting.

3. Proxies must be given in writing or by remote means of communication (such as by telephone or by postal or electronic correspondence), in which case the provisions of Article 27 below for the casting of absentee votes shall apply to the extent applicable.

4. Proxy and voting instructions of shareholders acting through intermediary and management institutions or depositaries shall be governed by the provisions of law, the Governance and Sustainability System and the implementing rules approved by the Board of Directors within the scope of its powers.

5. In cases of absence of identification of the proxy representative, absence of express instructions for the exercise of voting rights, submission of items not included on the agenda of the call to the General Shareholders’ Meeting or a conflict of interest affecting the proxy representative, the rules established in this regard in the Governance and Sustainability System and in the implementing rules approved by the Board of Directors within the scope of its powers shall apply to the proxy.

6. The chair of and the secretary for the General Shareholders’ Meeting, from the establishment of a valid quorum thereat, and the persons acting by delegation from either of them, shall be responsible for verifying the identity of the shareholders and their representatives, verifying the ownership and status of their rights, and recognising the validity of the attendance, proxy and absentee voting card or the instrument or means evidencing attendance or representation by proxy, including any means provided for authentication and participation by remote means.

Article 24. Presiding Committee, Chair of and Secretary for the General Shareholders’ Meeting

1. The Presiding Committee (Mesa) of the General Shareholders’ Meeting shall be made up of the chair of and the secretary for the General Shareholders’ Meeting and the other members of the Board of Directors present at the meeting, who may attend in person or remotely.

2. Without prejudice to other powers that may be assigned thereto by these By-Laws or the Governance and Sustainability System, the Presiding Committee shall assist the chair of the General Shareholders’ Meeting in carrying out the duties thereof.

3. The chairman of the Board of Directors or, in the absence thereof, the vice-chair, shall act as chair of the General Shareholders’ Meeting. If there are several vice-chairs, they shall act in the order set forth in Article 42.6 below. In the absence of all of the foregoing, the person appointed by the Presiding Committee shall act as chair of the General Shareholders’ Meeting.

4. The secretary of the Board of Directors or, in the absence thereof, the deputy secretary, shall act as secretary for the General Shareholders’ Meeting. If there are several deputy secretaries, they shall act in the order set forth in Article 44.2 below. In the absence of all of the foregoing, the person appointed by the Presiding Committee shall act as secretary for the General Shareholders’ Meeting.

Article 25. List of Attendees

1. Prior to beginning with the agenda for the meeting, a list of attendees shall be prepared that sets forth the status or representation of each attendee and the number of shares they own or represent by proxy.
2. Questions or claims arising with respect to the preparation of the list of attendees and compliance with the requirements for the establishment of a valid quorum at the General Shareholders’ Meeting shall be resolved by the chair thereof.

Article 26. Deliberations and Voting

1. The chair of the General Shareholders’ Meeting shall: direct the meeting; accept new proposed resolutions relating to matters on the agenda; organise the deliberations and presentations, granting the floor to shareholders attending in person and who so request it and taking the floor away or refusing to grant it when the chair deems that a particular matter has been sufficiently debated, is not included in the agenda or hinders the progress of the meeting; indicate the time and establish, pursuant to the Regulations for the General Shareholders’ Meeting, the system or procedure for voting; decide on the suspension or limitation of political rights, especially the voting rights attaching to shares, pursuant to law and these By-Laws; approve the polling and vote counting system; announce the voting results; temporarily suspend or propose a continuation of the General Shareholders’ Meeting; close the meeting; and, in general, exercise all powers, including those of order and discipline, that are required for the proper conduct of the proceedings.

2. The chair of the General Shareholders’ Meeting may entrust the management of the meeting to a director the chair deems appropriate, or to the secretary for the General Shareholders’ Meeting, who shall carry out this duty on behalf of the chair, with the chair having the right to retake it at any time. In the event of temporary absence or supervening incapacity of the chair of or the secretary for the General Shareholders’ Meeting, the appropriate persons under sections 3 and 4 of Article 24, respectively, shall assume the duties thereof.

3. Proposed resolutions shall be voted upon by the shareholders at the General Shareholders’ Meeting pursuant to the provisions of the following articles and the Regulations for the General Shareholders’ Meeting.

Article 27. Absentee Voting

1. Shareholders may cast their absentee vote in writing or by remote means of communication (such as by telephone or by postal or electronic correspondence) on proposed resolutions relating to the items on the agenda of the call to meeting by complying with the requirements of law, the Governance and Sustainability System and the implementing rules approved by the Board of Directors within the scope of its powers.

2. Shareholders that have cast their absentee vote shall be deemed present for purposes of the establishment of a quorum for the General Shareholders’ Meeting.

3. Absentee votes must be received by the Company before 24:00 on the day immediately prior to the day set for the holding of the General Shareholders’ Meeting upon first call or upon second call, as applicable.

4. The Board of Directors is authorised to develop the rules, means and procedures for absentee voting, including applicable rules on priority and conflict.

Specifically, the Board of Directors may reduce the advance period set forth in section 3 above for receipt by the Company of absentee votes, and accept and authorise the chair of and the secretary for the General Shareholders’ Meeting and the persons acting by delegation therefrom to accept, any absentee votes received after such period, to the extent permitted by the means available.

5. The chair of and the secretary for the General Shareholders’ Meeting, from the establishment of a valid quorum thereof, and the persons acting by delegation from either of them, shall be responsible for verifying and recognising the validity of the absentee votes cast in accordance with the provisions set forth in the Governance and Sustainability System and the implementing rules approved by the Board of Directors within the scope of its powers.

6. The provisions of the preceding sections of this article shall not apply to shareholders or their proxy representatives if they attend the General Shareholders’ Meeting remotely. The casting of votes by those attending remotely during the General Shareholders’ Meeting shall be governed by the provisions of these By-Laws, the Regulations for the General Shareholders’ Meeting and the implementing rules approved by the Board of Directors within the scope of its powers.

Article 28. Conflicts of Interest

1. A shareholder may not exercise the shareholder’s right to vote at a General Shareholders’ Meeting, either in person or by proxy, with respect to the adoption of a resolution to:
   a. Relieve the shareholder of an obligation or grant the shareholder a right.
   b. Provide the shareholder with any kind of financial assistance, including the provision of guarantees in favour thereof.
Article 29. Approval of Resolutions

1. Except in cases in which the law or these By-Laws require a greater majority, the shareholders acting at a General Shareholders’ Meeting shall adopt resolutions by simple majority of the shareholders present in person or by proxy, with a resolution being deemed adopted when it receives more votes in favour than against. Each voting share that is represented in person or by proxy at the General Shareholders’ Meeting shall give the right to one vote.

2. 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.

3. 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.

4. Shares deprived of voting rights pursuant to the application of the preceding sections shall be deducted from the shares in attendance at the General Shareholders’ Meeting for purposes of determining the number of shares upon which the majorities needed for the approval of resolutions by the shareholders at a General Shareholders’ Meeting shall be calculated.

TITLE III. MANAGEMENT OF THE COMPANY

■ Chapter I. General Provisions

Article 30. Management and Representation of the Company

1. The Company is managed and represented by the Board of Directors, its chairman and, if applicable and if so approved by the Board of Directors, by an executive committee called the Executive Committee (Comisión Ejecutiva Delegada) and, also if so decided by the Board of Directors, by one or more chief executive officers (consejeros delegados).

2. Each of these bodies shall have the powers set forth in these By-Laws, the Regulations of the Board of Directors and other applicable provisions of the Governance and Sustainability System, without prejudice to the provisions of law.

■ Chapter II. Board of Directors

Article 31. Regulation of the Board of Directors

The Board of Directors shall be governed by the provisions set forth in the law, these By-Laws, the Regulations of the Board of Directors and other applicable provisions of the Governance and Sustainability System.
Article 32. Powers of the Board of Directors

1. The Board of Directors has the power to adopt resolutions regarding all matters not assigned by law or the Governance and Sustainability System to the shareholders acting at a General Shareholders’ Meeting.

2. Although the Board of Directors has the broadest powers and authority to manage and represent the Company, as a general rule of good governance, the Board of Directors shall focus its activities, pursuant to the Governance and Sustainability System, on the strategic definition and supervision of the general guidelines to be followed at the Group level, attending to the following matters, among others:
   
a. Establish, within legal limits, the policies, strategies and guidelines covering the Group, entrusting to the decision-making bodies and the management of the head of business companies of the Group the duties of effective administration and day-to-day management of the businesses.

b. Through the country subholding companies, supervise the general development of the aforementioned policies, strategies and guidelines by the head of business companies in relation to their respective territories, countries or businesses, establishing appropriate mechanisms of coordination and exchange of information in the interest of the Company and of the other companies within the Group.

c. Decide on matters of strategic importance at the Group level.

3. The Board of Directors shall generally entrust to its chairman, to the chief executive officers and to senior management the dissemination, coordination and general implementation of management guidelines covering the Group, acting in furtherance of the interests of each and every one of the companies belonging thereto.

4. The Board of Directors shall design, evaluate and continuously review the Governance and Sustainability System, shall approve the Purpose and Values of the Iberdrola Group and shall pay special attention to the approval and updating of the corporate policies, which further develop the principles reflected in these By-Laws and in the other provisions of the Governance and Sustainability System and codify the guidelines that should govern the activities of the Company, its shareholders and the other companies of the Group.

   In particular, the Board of Directors shall approve and regularly update a climate action plan to achieve neutrality in the emission of greenhouse gases by 2050. This plan shall set out the intermediate objectives, the strategy and the investment plan designed to meet these objectives and shall define the methodologies used to assess the implementation thereof.

5. The Regulations of the Board of Directors shall specify the powers reserved to such body, which may not be entrusted to the representative decision-making bodies or to the senior management of the Company.

Article 33. Composition of the Board of Directors and Appointment of Directors

1. The Board of Directors shall be composed of a minimum of nine and a maximum of fourteen directors, who shall be appointed or ratified by the shareholders acting at a General Shareholders’ Meeting, subject to the provisions of law and the requirements established by the Governance and Sustainability System.

2. The determination of the number of directors shall be within the purview of the shareholders acting at a General Shareholders’ Meeting, for which purpose the shareholders may establish such number either by express resolution or indirectly through the filling of vacancies or the appointment of new directors within the aforesaid minimum and maximum numbers.

3. 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.

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 operates.

e. Persons who are under any other circumstance of disqualification or prohibition governed by provisions of a general nature, including those who have interests in any way opposed to those of the Company or the Group.
4. The appointment, ratification, re-election and removal of directors must comply with the provisions of law and the Governance and Sustainability System. Resolutions proposed to the shareholders at a General Shareholders’ Meeting regarding the appointment, ratification and re-election of directors must be accompanied by a report providing the rationale for the proposal.

Article 34. Types of Directors

1. Those directors who perform management duties within the Company or its Group, whatever the legal relationship they maintain, shall be deemed executive directors.

2. All other directors of the Company, whether proprietary, independent or other external, shall be deemed non-executive directors:
   a. Proprietary directors: those directors who own a shareholding interest that is equal to or greater than that legally regarded as significant at any time, or who have been appointed owing to their status as shareholders, even if their shareholding interest does not reach such amount, as well as those representing the shareholders described above. However, if any of such directors at the same time performs management duties within the Company or the Group, such director shall be deemed an executive director.
   b. Independent directors: those directors who, having been appointed because of their personal and professional qualities, may carry out their duties without being constrained by relationships with the Company or its Group, its significant shareholders, its management personnel or with the other directors. Directors who have been independent directors for a continuous period of more than twelve years cannot be deemed to be independent directors.
   c. Other external directors: those non-executive directors who do not have the characteristics to be deemed proprietary or independent directors.

The Regulations of the Board of Directors may further elaborate upon and develop these concepts within the framework established by law.

3. The Board of Directors shall ensure that a majority of its members are independent directors. This instruction, as well as those set forth in these By-Laws and in the Regulations of the Board of Directors regarding the composition of the committees of the Board of Directors, shall be mandatory for such body, which must follow them in the exercise of its powers to propose appointments and re-elections of directors to the shareholders at a General Shareholders’ Meeting and to make interim appointments of directors to fill vacancies and in appointing members of the committees of the Board of Directors, and merely constitute guidance for the shareholders.

4. A rationale for the status of each director shall be provided by the Board of Directors to the shareholders at the General Shareholders' Meeting at which the appointment thereof must be made or ratified or the re-election thereof approved, and shall be maintained or, if applicable, modified in the Annual Corporate Governance Report, after a report from the Appointments Committee.

Article 35. Meetings of the Board of Directors

1. The Board of Directors shall meet with the frequency that the chairman of the Board of Directors deems appropriate, and at least the number of times and in the cases provided for by law and the Regulations of the Board of Directors. Meetings shall generally take place in person at the Company’s registered office or at the place, in Spain or abroad, indicated in the call to meeting, which shall be made in accordance with the provisions of law and the Governance and Sustainability System.

2. If so decided by the chairman of the Board of Directors, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The directors in attendance at any of such interconnected places shall be deemed for all purposes to have attended the same individual meeting of the Board of Directors.

3. Without prejudice to the foregoing, the Board of Directors shall be deemed to have validly met without the need for a call to meeting if all of the directors are present in person or by proxy and unanimously agree to hold the meeting and to the items of the agenda to be dealt with thereat.

Article 36. Quorum for the Meeting and Majorities Required to Adopt Resolutions

1. The establishment of a quorum within the Board of Directors and the adoption of resolutions thereby shall require the attendance at the meeting, in person or by proxy, of a majority of the directors.

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2. All of the directors may cast their vote and give their proxy in favour of another director, provided, however, that non-executive directors may only do so in favour of another non-executive director. 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.

3. The chairman of the Board of Directors, as the person responsible for the efficient operation thereof, shall stimulate the debate and active participation of the directors during its meetings, safeguarding their freedom to make decisions and express their opinion.

4. Unless higher majorities are provided for by law or the Governance and Sustainability System, resolutions shall be adopted by absolute majority of votes cast in person or by proxy at the meeting. In the event of a tie, the chairman of the Board of Directors shall have the tie-breaking vote.

5. The chairman of the Board of Directors may invite to meetings all those persons who may contribute to improving the information provided to the directors.

6. The Board of Directors and its committees may adopt resolutions by vote in writing without a meeting.

### Chapter III. Committees and Positions within the Board of Directors

**Article 37. Committees of the Board of Directors**

1. The Board of Directors must have an Audit and Risk Supervision Committee, an Appointments Committee and a Remuneration Committee (or a single Appointments and Remuneration Committee), on a permanent basis.

2. The Board of Directors may also have an executive committee, called the Executive Committee (Comisión Ejecutiva Delegada), a consultative committee called the Sustainable Development Committee, and may create any other consultative committees with the powers that the Board of Directors determines, all of a voluntary nature.

3. The committees shall be governed by the provisions of the Governance and Sustainability System, including the specific regulations thereof, when available, which must be approved by the Board of Directors and, by way of supplement and to the extent not incompatible with the nature thereof, by the provisions regarding the operation of the Board of Directors.

**Article 38. Executive Committee**

1. If created, the Executive Committee shall have 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.

2. The Executive Committee shall be composed of the number of directors decided by the Board of Directors upon a proposal of the Appointments Committee, with a minimum of four and a maximum of eight.

3. The appointment of the members of the Executive Committee and the delegation of powers thereto shall be carried out by the Board of Directors with the favourable vote of at least two-thirds of the members thereof. The renewal thereof shall be carried out at the time and in the form and numbers decided by the Board of Directors with such majority.

4. The chairman of the Board of Directors and the chief executive officers shall in all cases form part of the Executive Committee.

5. Meetings of the Executive Committee shall be chaired by the chairman of the Board of Directors, and in the absence thereof, by one of the vice-chairs who are members of the Executive Committee, if any, or by the lead independent director (consejero coordinador), if a member of the Executive Committee. In the absence of all of the foregoing, they shall be chaired by the director member of the Executive Committee having the longest length of service in office, and in the case of equal length of service, by the oldest. The secretary of the Board of Directors or, in the absence thereof, any of the deputy secretaries or, in the absence of all of them, the director that the Executive Committee appoints from among its members in attendance shall serve as secretary.

6. Resolutions of the Executive Committee shall be adopted by an absolute majority of votes cast in person or by proxy. In the event of a tie, the chair of the Executive Committee shall have the tie-breaking vote.

**Article 39. Audit and Risk Supervision Committee**

1. The Board of Directors shall create a permanent Audit and Risk Supervision Committee, an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.
2. The Audit and Risk Supervision Committee shall 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 such directors shall be independent.

3. The Board of Directors shall appoint a chair of the Audit and Risk Supervision Committee from among the independent directors forming part thereof, as well as its secretary, who need not be a director. The chair of the Audit and Risk Supervision Committee shall hold office 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.

4. The Audit and Risk Supervision Committee shall have the powers set forth in the Regulations of the Board of Directors and in its own regulations, and in any case those provided by law, except the power to report to the Board of Directors regarding the content of the statement of non-financial information, which is assigned to the Sustainable Development Committee, without prejudice to any powers that may be assigned by rules or regulations to the Audit and Risk Supervision Committee in relation to the process of preparation and submission thereof.

Article 40. Appointments Committee and Remuneration Committee

1. The Board of Directors shall create a permanent Appointments Committee and a permanent Remuneration Committee (or a single Appointments and Remuneration Committee, in which case reference in these By-Laws to the Appointments Committee and the Remuneration Committee shall be deemed made to the same committee), which shall be internal informational and consultative bodies without executive duties, with information, advisory and proposal-making powers within their respective scopes of action.

2. The Appointments Committee and the Remuneration Committee shall each 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, and the majority of their respective members must be classified as independent.

3. The Board of Directors shall appoint the chairs of both committees from among the independent directors forming part of each of them, as well as their secretaries, who need not be directors.

4. The Appointments Committee and the Remuneration Committee shall have the powers set forth in the Regulations of the Board of Directors and in their own regulations and in any event those established by law as well as those corresponding to each of them due to the nature thereof.

Article 41. Sustainable Development Committee

1. If created, the Sustainable Development Committee shall be deemed an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.

2. The Sustainable Development Committee shall 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, and the majority thereof must be classified as independent.

3. The Board of Directors shall appoint a chair of the Sustainable Development Committee from among the independent directors forming part thereof, as well as its secretary, who need not be a director.

4. The Sustainable Development Committee shall have the powers set forth in the Regulations of the Board of Directors and in its own regulations.

   In particular, the Sustainable Development Committee shall have the power to report on the content of the statement of non-financial information, without prejudice to the powers that may be assigned by rules or regulations to the Audit and Risk Supervision Committee in relation to the process of preparation and submission thereof.

Article 42. Chairman and Vice-Chair or Vice-Chairs

1. The Board of Directors, after a report from the Appointments Committee, shall appoint a chairman from among its members. The Board of Directors may also appoint one or more honorary chairs of the Company.

2. The chairman of the Board of Directors shall have the status of president of the Company and of chair of all of the corporate decision-making bodies of which the chairman is a member, which he shall permanently represent with the broadest powers, having the duty to carry out the resolutions thereof and being authorised in urgent cases to adopt such measures as the chairman deems advisable in furtherance of the corporate interest.

3. The chairman of the Board of Directors undertakes the senior management and representation of the Company, as well as leadership of the Board of Directors.
4. The chairman of the Board of Directors may exercise the powers conferred upon him by law and the Governance and Sustainability System, and particularly the following:
   a. To call and preside over meetings of the Board of Directors and the Executive Committee, setting the agenda for the meetings and directing the discussion and debate.
   b. To chair the General Shareholders’ Meeting and perform thereat the duties assigned thereto by the Governance and Sustainability System.
   c. To bring to the Board of Directors those proposals that the chairman deems appropriate for the efficient running of the Company, particularly those relating to the operation of the Board of Directors itself and other governance decision-making bodies, as well as to propose the persons, if any, who will hold office as vice-chair, chief executive officer, secretary and deputy secretary of the Board of Directors and of the committees thereof, without prejudice to the reporting powers belonging to the Appointments Committee.
   d. To ensure, with the collaboration of the secretary of the Board of Directors, that the directors receive in advance information sufficient to deliberate on the items on the agenda.
   e. To stimulate the debate and active participation of the directors during meetings, safeguarding their freedom to take positions.
5. The Board of Directors, upon a proposal of its chairman and after a report from the Appointments Committee, may elect from among its members one or more vice-chairs, who shall temporarily replace the chairman of the Board of Directors in the event of vacancy, absence, illness or incapacity.
6. If there is more than one vice-chair of the Board of Directors, the chairman of the Board of Directors shall be replaced by the vice-chair that is expressly appointed by the Board of Directors for such purpose; in default of the foregoing, by the vice-chair having the longest length of service in office; in case of equal length of service, by the oldest. If a vice-chair has not been appointed, the chairman shall be replaced by the lead independent director; in the absence thereof, by the director with the longest length of service in office, and in case of equal length of service, by the oldest.
7. If the chairman must be replaced on a definitive basis due to removal, notice of resignation, disability or death, the preceding sections shall apply and the vice-chair or director appointed as a provisional replacement shall lead the process for electing a new chairman, in accordance with the succession plan approved by the Board of Directors.
8. The same procedure shall be followed to decide the removal of a vice-chair.

Article 43. Chief Executive Officer
1. The Board of Directors, upon a proposal of the chairman thereof, after a report from the Appointments Committee and with the favourable vote of at least two-thirds of the directors, may appoint one or more chief executive officers (consejeros delegados) with the powers it deems appropriate and which may be delegated pursuant to law and the Governance and Sustainability System.
   a. To call and preside over meetings of the Board of Directors and the Executive Committee, setting the agenda for the meetings and directing the discussion and debate.
   b. To stimulates the debate and active participation of the directors during meetings, safeguarding their freedom to take positions.
   c. To ensure, with the collaboration of the secretary of the Board of Directors, that the directors receive in advance information sufficient to deliberate on the items on the agenda.
   d. To chair the General Shareholders’ Meeting and perform thereat the duties assigned thereto by the Governance and Sustainability System.
   e. To chair the General Shareholders’ Meeting and perform thereat the duties assigned thereto by the Governance and Sustainability System.
2. In the event of vacancy, absence, illness or incapacity of all of the chief executive officers, the duties entrusted thereto shall be temporarily assumed by the chairman of the Board of Directors or, in the absence thereof, by the vice-chair or director designated in accordance with the provisions of section 6 of the preceding article, who shall call a meeting of the Board of Directors to deliberate and decide upon the appointment, if appropriate, of one or more new chief executive officers.

Article 44. Secretary and Deputy Secretary or Deputy Secretaries of the Board of Directors
1. The Board of Directors, upon a proposal of the chairman thereof and after a report from the Appointments Committee, shall appoint a secretary, who need not be a director, and, if appropriate, one or more deputy secretaries, who also need not be directors, and who shall replace the secretary in the event of vacancy, absence, illness or incapacity. The same procedure shall be followed to decide the removal of the secretary and, if applicable, each deputy secretary.
   a. The secretary of the Board of Directors shall perform the duties assigned thereto by law and the Governance and Sustainability System.
   b. If there is more than one deputy secretary, the secretary of the Board of Directors shall be replaced by the corresponding one among them in accordance with the order established at the time of their appointment. In the absence of a secretary and deputy secretaries, the director that the Board of Directors itself appoints from among the attendees at the meeting in question shall serve as such.
   c. The secretary of the Board of Directors shall perform the duties assigned thereto by law and the Governance and Sustainability System.
   d. The secretary of the Board of Directors or, if applicable, the deputy secretary or one of the deputy secretaries if several, may also hold the position of general secretary if so decided by the Board of Directors, with the duties assigned thereto by the Governance and Sustainability System.
Article 45. Checks and Balances System: Lead Independent Director

1. The Governance and Sustainability System shall provide the measures necessary to ensure that neither the chairman of the Board of Directors nor the Executive Committee nor the chief executive officers have a decision-making power that is not subject to appropriate checks and balances.

2. The Board of Directors shall adopt the measures necessary to ensure that both the chairman of the Board of Directors and the Executive Committee and the chief executive officers are under its effective supervision.

3. The appointment of an executive director as chairman of the Board of Directors shall require the favourable vote of at least two-thirds of the directors.

4. If the chairman of the Board of Directors has the status of executive director, the Board of Directors, upon a proposal of the Appointments Committee and with the abstention of the executive directors, must necessarily appoint from among the independent directors a lead independent director (consejero coordinador), who shall be specially empowered, when the lead independent director deems it appropriate, to:
   a. Ask the chairman of the Board of Directors to call a meeting thereof and to participate with the chairman in the planning of the annual schedule of meetings.
   b. Participate in the preparation of the agenda for each meeting of the Board of Directors and request the inclusion of matters on the agenda for meetings of the Board of Directors that have already been called.
   c. Coordinate, gather and reflect the concerns of the non-executive directors.
   d. Direct the periodic evaluation of the chairman of the Board of Directors and lead any process for the succession thereof.

5. The lead independent director may also maintain contacts with shareholders when so decided by the Board of Directors.

Chapter IV. Rules Applicable to Directors

Article 46. General Duties of Directors

1. The directors must carry out their office and comply with the duties imposed by law and the Governance and Sustainability System with the diligence of a prudent businessperson, taking into account the nature of the office and the duties assigned to each of them. The directors must also carry out their office with the loyalty of a faithful representative, acting in good faith and in the best interest of the Company.

2. The Regulations of the Board of Directors shall elaborate upon the specific obligations of directors stemming from the duties established by law, and particularly those of confidentiality, non-competition and loyalty, with special focus on conflict of interest situations.

3. The Company may obtain an insurance policy that covers the civil liability of the directors in the performance of their duties.

Article 47. Term of Office

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

2. 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.

3. Directors may be re-elected to one or more terms of four years.

Article 48. Director Remuneration

1. The Company shall annually allocate as an expense an amount equal to a maximum of two per cent of consolidated group profits obtained during the preceding financial year for the following purposes:
   a. To remunerate the directors, both for their status as such as well as for any executive duties, based on the offices held and dedication to and attendance at meetings of the corporate decision-making bodies.
   b. To endow a fund to meet the obligations of the Company regarding pensions, the payment of life insurance premiums and the payment of severance compensation in favour of current and former directors.
2. In particular, in their capacity as such, the directors shall receive remuneration consisting of a fixed annual amount, attendance fees and appropriate risk coverage benefits (death and disability). In the case of termination prior to the end of the period for which they were appointed, non-executive directors who are not proprietary directors shall have the right to receive a severance payment for non-competition unless their cessation in office is due to a breach of the duties of director attributable thereto or to the sole decision thereof.

3. The amount, subject to the maximum limit of two per cent, may only accrue if profits for the preceding financial year are sufficient to cover legal and other mandatory reserves and if there has been an issuance to the shareholders of a dividend of at least four per cent of the share capital charged to the results for such financial year.

4. Independently of the provisions of the preceding sections, and subject always to the approval of the shareholders at a General Shareholders' Meeting, the remuneration of directors may also consist of the delivery of shares or options thereon, as well as a payment based on the value of the Company's shares.

Article 49. Powers of Information and Inspection
1. A director shall have the broadest powers to obtain information regarding any aspect of the Company, to examine its books, records, documents and other background information on corporate transactions, to inspect all of its facilities and to communicate with the members of senior management of the Company.

2. The exercise of the aforementioned powers shall be channelled through the secretary of the Board of Directors, who shall act on behalf of the chairman thereof pursuant to the provisions of the Governance and Sustainability System.

TITLE IV. BREAKTHROUGH OF RESTRICTIONS IN THE EVENT OF TAKEOVER BIDS

Article 50. Removal of Voting Limitations
The prohibition on voting for shareholders affected by conflicts of interest established in Article 28 above and the limitation on the maximum number of votes that may be cast by a single shareholder contained in sections 2 to 4 of Article 29 above shall be deprived of effect upon the occurrence of the following circumstances:

a. when the Company is the target of a takeover bid aimed at the share capital as a whole; and

b. when, as a result of the takeover bid, an individual or a legal entity, or several of them acting in concert, acquire an interest equal to two-thirds of the voting share capital of the Company, provided the full consideration therefor consists only of cash; or, alternatively,

c. when, as a result of the takeover bid, an individual or a legal entity, or several of them acting in concert, acquire an interest equal to three-fourths of the voting share capital of the Company, provided that the consideration therefor consists, in whole or in part, of securities, without giving the recipient an alternative right to receive such consideration wholly in cash.

Article 51. Effectiveness of the Removal
1. The removal of the restrictions mentioned in the preceding article shall be effective from the date of publication of the result of the settlement of the bid in the Listing Bulletin (Boletín de Cotización) of the Bilbao Stock Exchange.

2. The directors of the Company shall have the power, as well as the duty, to take the actions necessary to formalise the amendment of the By-Laws referred to in section 1 above and to seek registration thereof with the Commercial Registry.

Article 52. Amendments to Articles in Title IV and Related Provisions
All resolutions intended to eliminate or amend the provisions contained in this Title, in Article 28 and in sections 2 to 4 of Article 29 above shall require the affirmative vote of three-fourths of the share capital represented in person or by proxy at a General Shareholders’ Meeting.
TITLE V. FINANCIAL YEAR AND ANNUAL FINANCIAL AND NON-FINANCIAL INFORMATION

■ Chapter I. Financial Year

Article 53. Financial Year
The financial year shall commence on 1 January of each year and shall end on 31 December of each year.

■ Chapter II. Annual Financial Information

Article 54. Preparation
Within the first three months of the year, the Board of Directors shall prepare the annual financial statements, the directors’ report and the proposed allocation of profits or losses, and the consolidated annual financial statements and directors’ report for the previous financial year.

Article 55. Verification
1. The separate and consolidated annual financial statements and directors’ reports must be audited by an external auditor, the appointment or re-election of which shall be submitted by the Board of Directors, upon a proposal of the Audit and Risk Supervision Committee, for the approval of the shareholders at the General Shareholders’ Meeting.
2. The external auditor must comply with the professional and independence requirements of applicable law and those set out in the Governance and Sustainability System.

Article 56. Approval
The separate and consolidated annual financial statements and directors’ reports shall be submitted for the approval of the shareholders at the General Shareholders’ Meeting by a simple majority of votes, in accordance with the provisions of Article 29 of these By-Laws.

Article 57. Allocation of Profits/Losses
1. The shareholders shall decide at the General Shareholders’ Meeting upon the allocation of profits or losses for the financial year in accordance with the approved annual financial statements.
2. If the shareholders resolve to distribute a dividend, they shall decide the time and form of payment thereof. The establishment of these standards and of any others that may be required or appropriate to carry out the resolution may be delegated to the Board of Directors.
3. The shareholders may resolve at the General Shareholders’ Meeting that the dividend be paid totally or partially in kind, provided that the assets or securities to be distributed are homogeneous, they are admitted to trading on an official exchange at the time the resolution is made effective, or the Company duly guarantees the liquidity thereof within a maximum period of one year, and they are not distributed for a lesser value than the value set forth for them in the balance sheet of the Company. The same rule shall apply to a reduction in share capital due to a return of in-kind contributions.
4. The distribution of a dividend to the shareholders shall be made in proportion to their paid-up share capital.

■ Chapter III. Annual Non-Financial Information

Article 58. Preparation
The Board of Directors shall prepare the statement of non-financial information for the preceding financial year, within the period and in accordance with the provisions of applicable law and the Governance and Sustainability System, presenting a clear and accurate statement of the Company’s social, environmental and sustainability performance, as well as of the social dividend generated and shared with its Stakeholders. In particular, said statement of non-financial information shall also report on the level of achievement and any updates of the climate action plan approved by the Board of Directors.
Article 59. Verification
1. The statement of non-financial information must be reviewed by an external provider of assurance services appointed by the Board of Directors upon a proposal of the Audit and Risk Supervision Committee.
2. The provider of said service must comply with the professional and independence requirements of applicable law and those set out in the Governance and Sustainability System.

Article 60. Approval
The statement of non-financial information shall be submitted for the approval of the shareholders at the General Shareholders’ Meeting by a simple majority of votes, in accordance with the provisions of Article 29 of these By-Laws.

TITLE VI. DISSOLUTION AND LIQUIDATION

Article 61. Dissolution
The Company shall be dissolved upon the occurrence of any of the grounds established by law, which must be ascertained and assessed in accordance with the provisions of the Governance and Sustainability System, which shall also supplement the provisions of applicable law on this issue.

Article 62. Liquidation
1. The Company shall be governed by applicable legal provisions and the provisions of the Governance and Sustainability System during the liquidation period and until its termination.
2. From the moment the Company declares itself to be in liquidation, the Board of Directors shall cease its duties and the directors shall become liquidators of the Company. They shall make up a collective body which shall be composed of an odd number of members. If necessary for such purpose, the director having the least length of service since appointment or, in case of equal length, the director who is younger, shall cease to hold office.
3. The provisions of these By-Laws governing the call to and holding of General Shareholders’ Meetings shall be complied with during the liquidation.
4. The corporate decision-making bodies, within the scope of their respective powers, shall adopt such resolutions and make such decisions as are appropriate to finalise the liquidation, seeking the common interest of the shareholders, observing and complying with the Purpose and Values of the Iberdrola Group and its Code of Ethics, as well as the legitimate rights of all of its Stakeholders.
## Contents

**Introduction to Book Two - Purpose**  41

1. Purpose and Values of the Iberdrola Group .......................................................... 44
2. Code of Ethics ........................................................................................................ 48
3. General Sustainable Development Policy ............................................................. 69
4. Stakeholder Engagement Policy .......................................................................... 80
Introduction to Book Two - Purpose
1. The Governance and Sustainability System constitutes the Company’s own internal system that it establishes, in the exercise of the corporate autonomy supported by law, to ensure the preservation of its identity, the realisation of its purposes and its values, as well as the achievement of its business ends and objectives.

2. The Governance and Sustainability System, and more specifically its By-Laws, which are the primary source and standard thereof, recognise and validate the fact that the Company and the other companies of the Group are guided and governed by a purpose and values, which make up their corporate philosophy, their ideological and axiological foundation.

3. The mandate in the By-Laws to formulate, implement and realise the purpose and values within the framework of the Governance and Sustainability System has far-reaching implications.

   Among other issues, it means that the achievement thereof constitutes the Company’s determining and ultimate purpose, which, strictly speaking, identifies it and singles it out as a business enterprise. Hence, the adoption of a purpose and values, which transcends the achievement of purely financial benefits in the short term, in itself sets a clear guiding star, a precise guide and focus for its work, a singular understanding and comprehension of the role to be played by its Stakeholders, as well as of its links and ties with the communities with which it interacts. In short, the identification and definition of a specific purpose and values means that its entire internal organisation, the Governance and Sustainability System, is conceived, implemented, applied and interpreted in terms of both the other and the one, as they constitute its true foundational, informing and guiding principles.

4. The By-Laws give to the Board of Directors the power to define and formulate the purpose of the Company.

   This power has been exercised by the Board of Directors, which has defined the Company’s purpose, its raison d’être, as “to continue building together each day a healthier, more accessible energy model”, as well as its values, its way of being, as summarised with the expressions “sustainable energy”, “integrating force” and “driving force”.

5. The Purpose and Values of the Iberdrola Group rest upon and are further developed in the basic definitions regarding corporate purpose, corporate interest, social dividend and good governance set forth in the Preliminary Title of the By-Laws.

   This purpose and the values guide the Company and the other companies of the Group towards comprehensive (economic, social, environmental and governance), responsible and sustainable corporate action that contributes to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), meets environmental, social and governance (ESG) requirements, and seeks to obtain profits and the satisfaction of equally comprehensive “dividends” for their Stakeholders and for the communities in which they do business.

6. Thus conceived, the purpose and values identify the Company and the other companies of the Group as a business reality that transcends merely commercial nature thereof to stand as an institutional endeavour that integrates all of the specific Stakeholders within the enterprise, and which, at the same time, is integrated within society with a decisive focus on involvement, commitment and leadership in the task of contributing to progress and sustainable development thereof.

7. In addition to inspiring and informing the entire Governance and Sustainability System, the Code of Ethics and the general or cross-cutting corporate policies included in this book two are immediate corollaries to the Purpose and Values of the Iberdrola Group.

   The Code of Ethics represents the materialisation for the Company and the other companies of the Group, through the prism of the Purpose and Values of the Iberdrola Group, of corporate ethics, and of generally accepted ethical principles and standards, constituting the guide for conduct that must govern the actions of all its members and of all those related or connected thereto, while at the same time fostering a culture based on ethics and on the commitment to sustainable development.

   The corporate policies included in this book two, which are the General Sustainable Development Policy and the Stakeholder Engagement Policy, constitute the general framework, the set of generic guidelines, ground rules or standards within which the other more specific or particular policies of the Company, i.e. environmental, social, corporate governance and regulatory compliance, and risk policies, are comprised. The first of said policies sets forth the sustainable development strategy based on the ESG foundations or objectives mentioned above. It is the response of the companies of the Iberdrola Group to how to carry out the business activities thereof and how to achieve the purpose thereof in these areas of action; in short, how to achieve said sustainable business value. The second establishes the general guidelines for relations, redefined by the Purpose and Values of the Iberdrola Group, with all of the own specific Stakeholders of the companies making up Iberdrola.
8. With the identification, formulation and approval of the Purpose and Values of the Iberdrola Group, the Code of Ethics, the General Sustainable Development Policy and the Stakeholder Engagement Policy and the inclusion thereof in the Governance and Sustainability System, the Company, based on its century-old tradition, reaffirms its current identity, its role as an institutional enterprise faithful to its own corporate commitment to the public interest and engaged in comprehensive business action, committed to and shared with its Stakeholders, to whom it provides its leadership and drive in its areas of activity based on sustainable development, within the general framework of respect for human rights, the social market economy and generally accepted ethical principles.

In Bilbao, on 20 June 2023.

The Board of Directors of IBERDROLA, S.A.
1. Purpose and Values of the Iberdrola Group

14 March 2023

1. Introduction 45
2. The Purpose of the Iberdrola Group 45
3. The Values of the Group 45
4. Scope and Dimension of the Purpose and Values 46
5. Purpose and Values and the Governance and Sustainability System 47
6. Acceptance 47
1. Introduction

The Board of Directors of Iberdrola, S.A. (the “Company”) hereby establishes the Purpose and Values of the Iberdrola Group, explaining the reach and scope thereof, as well as their role and anchoring in the Governance and Sustainability System, pursuant to Articles 7 and 32 of the By-Laws. Pursuant to the first of said articles, the Purpose and Values of the Iberdrola Group summarise “its raison d’être, the ideological and axiological foundation of its business enterprise”; and, pursuant to the second, the Board of Directors “shall approve the Purpose and Values of the Iberdrola Group”.

In doing so, the Board of Directors exercises its powers, but also assumes its high responsibility as the Company’s highest management decision-making body.

This formulation updates and completes the one carried out in February 2019. Like the previous formulation, it is based on the recognition and positive assessment of the Company’s historical background, a commercial company founded in 1901; of its current identity and reality, of its status as a large company in the energy industry and as an economic and social player and driver of undeniable importance for all of its Stakeholders and for the communities in which it does business; and of an entity that is a determined participant in defending human rights, in contributing to the achievement of the Sustainable Development Goals (“SDGs”) approved by the United Nations (UN), and in meeting Environmental, Social and Governance (ESG) requirements within its area of activity and in the context of the global society of our times, which faces major challenges and opportunities like the energy transition, digital transformation, climate change and its own sustainability.

2. The Purpose of the Iberdrola Group

The Board of Directors reaffirms that the purpose of the companies making up the Company’s group (the “Group”), and thus their raison d’être, is “to continue building together each day a healthier, more accessible energy model, based on electricity”. This purpose, focused on the well-being of people and on the preservation of the planet, reflects the strategy that the Group’s companies have been sustainably implementing for years and its commitment to continue fighting along with all its Stakeholders for:

a. A real and global energy transition, based on decarbonisation and on the electrification of the energy sector, and generally of the economy as a whole, that contributes to the achievement of the SDGs, particularly with respect to the reaction against climate change, and the generation of new opportunities for environmental, social and economic development.

b. An energy model that is more electric, one that abandons the use of fossil fuels and generalises renewable energy sources, the efficient storage of energy, smart grids and digitalisation.

c. An energy model that is healthier for people, whose short-term health and well-being depend on the environmental quality of their environment.

d. The drive towards more accessible conditions of well-being for all, and the creation of a society that favours inclusion, equality, equity and development.

e. An energy model that is built in collaboration with all players involved and with society as a whole, based on best governance practices that contribute to its sustainability.

3. The Values of the Group

Along with the purpose, the Company’s Board of Directors also establishes the values of the Company and of the other companies of the Group. If the former summarises the Company’s “raison d’être”, the latter summarise its “way of being”, which consists of the fact that, in order to achieve the purpose of the Group’s companies, their entire strategy and actions must be inspired by and based on the following three “values”:

a. “Sustainable energy”: because the Company seeks to always be a model of inspiration, creating environmental, social and economic value in all of its surroundings, and with the future in mind.

The Company and the companies of the Group act responsibly toward people, communities and the environment, with a strong commitment to the sustainable development strategy defined by the Company’s Board of Directors, which seeks to maximise the social dividend generated by the activities and businesses of the Group’s companies, from which all of their Stakeholders benefit.

For this purpose, the professionals of the Group’s companies engage in their activities in accordance with the ethical principles set out in the Code of Ethics. They especially endeavour to ensure transparency, the safety of people, the creation of shared sustainable value for the Company and its surroundings, striving to identify and
understand the expectations of all their Stakeholders and working to achieve the well-being of both present and future generations.

b. “Integrating force”: because the Company has great strength and a deep sense of responsibility. This is why it works by combining talents, for a purpose that is to be achieved by all and for all.

The Company’s professionals form a diverse team prepared to achieve the success of the business enterprise. For these purposes, the Group's companies seek for them to work without geographic, cultural or operational barriers, to share talent, knowledge and information, and to have a global, long-term vision.

To achieve such a team, the Group's companies drive the development of their professionals and contribute to the training of future generations in order to boost their enthusiasm, empathy and initiative at work, and to favour solidarity and creativity, as well as their respect for human relations. The Group's companies also encourage the maintenance of sincere and faithful dialogue between their workforce and their other Stakeholders.

c. “Driving force”: because the Company makes small and large changes a reality while being efficient and self-demanding, always seeking continuous improvement.

It innovates and promotes large and small changes that make life easier for people. It expects its professionals to adopt a non-conformist attitude, to constantly seek excellence and opportunities for improvement, to embrace change and new ideas, to learn from mistakes, to evolve with feedback on their actions and to anticipate the needs and expectations of Stakeholders. To achieve this goal, the Company favours simple, agile and efficient processes for organising work and exchanging information that take advantage of technological advances and that are subject to continuous innovation.

4. Scope and Dimension of the Purpose and Values

The Purpose and Values of the Iberdrola Group endow the Company and the other companies of the Group with an immanent and specific purpose, which, in short, is the construction of an electric, efficient, healthy and accessible energy model, fully in line with the SDGs and consistent with the highest ESG standards and requirements mentioned above, within the general framework of respect for and protection of human rights, the social market economy, sustainability and generally accepted ethical principles.

By making all of this its raison d’être and purpose, the Company stands as a business reality that transcends its nature as a pure and simple commercial enterprise without denying such nature.

In this regard, although obtaining financial benefits continues to be a primary objective for the Company and the other companies of the Group, because they are essential to making the achievement of their purpose possible, they are not the ultimate goal, nor do they exhaust the deeper and more inherent and intrinsic purpose thereof. Thus, the Company needs shareholders and investors who of course contribute capital and financial resources, but also, and above all, who share the fate of the Company and who participate in this great enterprise or endeavour that entails the achievement of such a far-reaching goal. Therefore, the corporate interest, which guides the lawful conduct of the corporate decision-making bodies, cannot be limited to the interest of the shareholders and partners who have contributed capital and financial resources, to merely a financial return on their contribution, but extends to the common interest of all of them in creating shared sustainable value in accordance with and based on the purpose and distinctive values of the Company as well as the commitments made by the Company and the other companies of the Group. This corporate interest, thus defined, is the one to which they allocate the financial capital they contribute or the investment they decide to make.

At the same time and consistently therewith, the Company recognises as equally necessary types of capital or factors for achieving its purpose other no less important ones, such as human capital, management capital, technological capital, natural or environmental capital, and institutional or economic and social governance capital, to which it has access and which it has or enjoys through relationships and procedures of various kinds and nature, and without the proper combination and coordination of which (a task corresponding to and assumed by the Board of Directors) its purpose could not be achieved.

The use of such different factors and means by the Company and its performance of a business function that integrates all of them for the sake of its purpose and values mean that all of its actions must be focused on the creation of sustainable business value, the achievement of an overall result and of an equally comprehensive profit, which makes it possible to adequately remunerate the contributors of financial capital with financial returns and dividends, but also all other participants and groups involved, through the “social dividend”, as set forth in the By-Laws. The financial and non-financial information that must be prepared, approved, validated and published in accordance with the legal and bylaw provisions in effect is focused on the determination of all of these variables.
The Company is aware that, given its size and significance, as well as the basic and essential nature of the energy it produces and distributes for the economy and society, its business activities and the scope and dimension of its purpose and values are not limited to its already very broad internal sphere, but extend to all of its suppliers, its customers and its other Stakeholders, and is equally aware that they also have a driving and multiplying effect on all of the economic, social and political groups and communities in which it has a presence and in which it does business.

The Company therefore recognises and reaffirms its desire to be an active player and to assume, in compliance with and in furtherance of its purpose and values, the leadership that corresponds to it in the creation of a balanced and advanced society; and to participate, resolutely and responsibly, for the same reason, in the collective effort to ensure its global and sustainable development and progress.

5. Purpose and Values and the Governance and Sustainability System

The Company reaffirms its determination to continue with the constant development and improvement of its regulatory system, which is not only one of corporate governance, but more broadly one of governance and sustainability, in order to channel and ensure through these unique and specific internal rules the full achievement of its purpose and of its values, in all their scope and size, as well as its business goals and objectives and the creation of such sustainable business value, for all of its Stakeholders and for the communities and territories in which it operates.

As a result thereof, the Governance and Sustainability System aspires to be a coherent unit unto itself, in which the Purpose and Values of the Iberdrola Group, a synthesis of its corporate ideology and the axiological foundation of its business enterprise, inspire and underpin, as general principles, the preparation, application and interpretation of all of the rules, policies and procedures that guide and organise, direct and channel the conduct of the Company and of the other companies of the Group.

At the same time, given the full scope and dimension of its purpose and values, the Governance and Sustainability System is not conceived as a merely internal and isolated effort, but rather seeks to become integrated with and contribute to the better governance and sustainability of the entire global society of today in which the Company and the other companies of the Group are present and do business.

With the Purpose and Values of the Iberdrola Group and, in short, with the entire Governance and Sustainability System based thereon and guided thereby, the Company ultimately identifies itself to society as a whole and to its Stakeholders as an integral company properly made up of all of them and rooted in such society, that is, as an institutional endeavour that adds to its formal legitimacy the required material legitimacy provided thereto by corporate action and the plural (economic, social, environmental and governance) function that it undertakes and carries out, both internally and externally.

6. Acceptance

The professionals of the Group's companies expressly accept the Purpose and Values of the Iberdrola Group. Professionals who hereafter join or become part of the Group's companies must also expressly accept the content hereof.
2. Code of Ethics

20 June 2023

Section A. Introduction

Article A.1. Purpose

Article A.2. Scope of Application

Section B. General Ethical and Stakeholder Engagement Principles of Iberdrola

Article B.1. Purpose and Values of the Iberdrola Group

Article B.2. Commitment to the Sustainable Development Goals (SDGs)

Article B.3. Sustainable Development and Business Ethics

Article B.4. Human Rights

Article B.5. Protection of the Environment, Climate Change and De-carbonisation of the Economy

Article B.6. Informational Transparency

Article B.7. Shareholders and the Financial Community

Article B.8. Customers

Article B.9. Suppliers

Article B.10. Competitors

Article B.11. Media

Article B.12. Regulatory Bodies

Article B.13. Social Conduct

Section C. Ethical Principles and Duties of Directors

Article C.1. Ethical Principles of Directors

Article C.2. Qualities of Directors

Article C.3. Ethical Duties

Section D. Rules of Conduct of the Professionals of the Group’s Companies

Article D.1. Professionals of the Companies of the Iberdrola Group

Article D.2. Compliance with Law and with the Governance and Sustainability System

Article D.3. Irreproachable Professional Conduct

Article D.4. Right to Privacy

Article D.5. Workplace Health and Safety

Article D.6. Selection, Hiring and Assessment

Article D.7. Equality and Reconciliation

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### Article D.8. Training 58
### Article D.9. Information 58
### Article D.10. Gifts and Presents 59
### Article D.11. Conflicts of Interest 59
### Article D.12. Business Opportunities 60
### Article D.13. Resources and Means for the Performance of Professional Activities 60
### Article D.14. Protection of Information 61
### Article D.15. Inside Information 62
### Article D.16. Publicly Broadcast Events 62
### Article D.17. Outside Activities 62
### Article D.18. Separation of Activities 63

#### Section E. Ethical Commitments of the Suppliers of the Group's Companies 64

- **Article E.1. Suppliers of the Companies of the Iberdrola Group** 64
- **Article E.2. Compliance Commitments of Suppliers** 64
- **Article E.3. Conflicts of Interest of Suppliers** 65
- **Article E.4. Duty of Secrecy of Suppliers** 65
- **Article E.5. Labour Practices of Suppliers** 65
- **Article E.6. Health and Safety Commitments of Suppliers** 66
- **Article E.7. Environmental Commitment of Suppliers** 66
- **Article E.8. Quality and Safety of Products and Services Supplied** 66
- **Article E.9. Subcontracting** 66

#### Section F. Internal Reporting System 66

- **Article F.1. Internal Reporting Systems and Internal Reporting Channels** 66

#### Section G. Common Provisions 67

- **Article G.1. Interpretation and Integration of the Code of Ethics** 67
- **Article G.2. Instructions in Contravention of the Code of Ethics** 68
- **Article G.3 Acceptance** 68
- **Article G.4 Approval and Amendment** 68

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Section A. Introduction

Article A.1. Purpose

1. IBERDROLA, S.A. (the “Company”) aspires for its conduct and that of the persons connected therewith to conform and adhere not only to applicable law and its Governance and Sustainability System but also to ethical principles and generally accepted sustainable development principles.

2. This Code of Ethics further develops and specifies the provisions of the Purpose and Values of the Iberdrola Group and is intended to serve as a guide for the conduct of the directors, professionals and suppliers of the Company and of the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”, the “Iberdrola Group” or “Iberdrola”), in a global, complex and changing environment.

3. In addition, the Code of Ethics has been prepared taking into account the good governance recommendations generally recognised in international markets and the sustainable development principles accepted by the Company, constituting a basic reference for observance of such initiatives and practices by the companies of the Group. It also deals with the prevention obligations imposed within the area of criminal liability for legal entities.

4. The Code of Ethics sets forth the Company’s commitment to the principles of business ethics and transparency in all areas of activity and establishes a set of principles and guidelines for conduct designed to ensure ethical and responsible behaviour by the directors, professionals and suppliers of the Iberdrola Group’s companies.

5. The Code of Ethics forms a part of the Company’s Governance and Sustainability System, and is fully respectful of the principles of corporate organisation established therein.

Article A.2. Scope of Application

1. The principles and guidelines for conduct contained in the Code of Ethics apply to directors, including natural persons appointed by corporate directors to represent them in the performance of their duties, to professionals and suppliers of the companies of the Group, as well as investee companies that do not belong to Iberdrola over which the Company has effective control, within the limits established by law, regardless of their rank, their geographical location or their functional subordination, or the Group company to which they provide their services or with which they have a contractual relationship.

2. By way exception to the preceding section, listed country subholding companies and the subsidiaries thereof, under their own special framework of strengthened autonomy, may establish their own code of ethics or conduct, which must be based on a purpose and certain values that are ultimately consistent with the Purpose and Values of the Iberdrola Group and governed by the principles set out in this Code of Ethics, in which case they shall be excluded from the scope hereof.

3. Furthermore, the companies within Iberdrola to which other codes of ethics or of conduct apply, whether industry-based or arising under the domestic law of those countries or territories in which they carry out their activities, shall also observe such other codes of ethics or of conduct. In any event, such codes of ethics or conduct shall embrace the Purpose and Values of the Iberdrola Group and shall be governed by the principles set forth in this Code of Ethics.

4. This Code of Ethics shall apply, to the extent relevant, to the directors, professionals and suppliers of joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company or another company of the Group assumes the management thereof.

5. Professionals acting as representatives of the Group’s companies at companies and entities that do not belong thereto shall observe the Code of Ethics in the performance of such representation, to the extent that it is not inconsistent with the regulations of the company or entity at which they act as representatives of the companies of the Iberdrola Group. At those companies and entities in which the companies of the Group, while not having a majority stake, are responsible for management, the professionals representing the companies of the Iberdrola Group shall promote compliance with the provisions of the Purpose and Values of the Iberdrola Group and the rules of conduct established in this Code of Ethics.

6. Observance of the Code of Ethics is understood to be without prejudice to strict compliance with the Governance and Sustainability System, and especially the Internal Regulations for Conduct in the Securities Markets and the rules in implementation thereof, the corporate governance and regulatory compliance policies, and the current rules on separation of activities in each jurisdiction in which the Group’s companies carry out regulated activities.
Section B. General Ethical and Stakeholder Engagement Principles of Iberdrola

Article B.1. Purpose and Values of the Iberdrola Group

1. The Board of Directors of the Company has approved the *Purpose and Values of the Iberdrola Group*. Far from being a mere statement of principles, the content thereof guides the Company and the other companies of the Group towards comprehensive (economic, social, environmental and governance), responsible and sustainable corporate action that contributes to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), meets environmental, social and governance (ESG) requirements, and seeks to obtain profits and the satisfaction of equally comprehensive dividends for their Stakeholders and for the communities in which they do business.

2. The best assurance of the commitment of the Iberdrola Group’s companies to the creation of sustainable value that meets the corporate interest and makes feasible and real the social dividend that they share with their Stakeholders is professional conduct in accordance with the principles contained in the *Purpose and Values of the Iberdrola Group*, which take form and are further developed in this *Code of Ethics* and in the other rules and policies of the Governance and Sustainability System.

Article B.2. Commitment to the Sustainable Development Goals (SDGs)

The companies integrated within Iberdrola contribute to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN) through their business activities. In particular, through this *Code of Ethics*, the companies of the Group formalise their support for goal sixteen, which includes the fight against all forms of corruption.

Article B.3. Sustainable Development and Business Ethics

1. The companies of the Iberdrola Group express their firm commitment to the principles of the *General Sustainable Development Policy* as a framework for their programmes and actions with the professionals, customers, suppliers, shareholders and the other Stakeholders with which they engage.

The sustainable development strategy established at the Group level is based on certain principles that ensure that the corporate activities and businesses are carried out by the companies making up Iberdrola while fostering the sustainable creation of value for the shareholders and taking into account the other Stakeholders related to their business activities and institutional reality, equitably compensating all groups that contribute to the success of their business enterprise, promoting the values of sustainability, integration and dynamism, favouring contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN) and rejecting actions that contravene or hinder them.

Along these lines, the companies of the Iberdrola Group adopt a responsible business ethic allowing for harmonisation of the creation of value for their shareholders with sustainable development that revolves around three vectors, namely environmental, social and corporate governance aspects, in order to meet certain needs and expectations of their main Stakeholders.

2. The companies of the Group express their firm commitment to the principles of the *Compliance and Internal Reporting and Whistleblower Protection System Policy* and of the *Anti-Corruption and Anti-Fraud Policy*, and in particular to not adopting practices or conduct that might be considered improper or performing acts that are illegal or contrary to law or the Governance and Sustainability System in their relations with third parties (including customers, suppliers, competitors and authorities).

To such end, the professionals of the Iberdrola Group’s companies shall receive appropriate training on applicable law in the countries or territories in which the companies of the Iberdrola Group operate.

3. The companies integrated within Iberdrola shall ensure compliance with applicable tax regulations and shall strive to achieve appropriate coordination of the tax policy followed by all of them, within the framework of furtherance of the corporate interest and of support for the long-term business strategy, avoiding tax risks and inefficiencies in the implementation of business decisions.

Article B.4. Human Rights

1. The companies of the Iberdrola Group hereby state their commitment and connection to the human rights recognised in domestic and international legislation, pursuant to the *Guiding Principles on Business and Human Rights*, the *OECD Guidelines for Multinational Enterprises*, the principles underpinning the *United Nations Global Compact*, the Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy, the conventions of the International Labour Organization (including convention 169), the Sustainable Development Goals (SDGs) approved by the United Nations (UN), the Company’s *Code of Ethics*, as well as such documents and texts as may replace or supplement those mentioned above.
2. Pursuant to the provisions of the Policy on Respect for Human Rights, the companies of the Group particularly affirm their total rejection of child labour, forced or compulsory labour and any kind of modern slavery, endeavouring to ensure and promoting the elimination of these types of situations both among their suppliers and within the supply chains thereof, and undertake to respect freedom of association and collective bargaining, the right to freedom of movement within each country, non-discrimination based on any condition or characteristic, the rights of ethnic minorities and indigenous peoples in the places in which they do business, and to favour an open dialogue that integrates different cultural frameworks.

**Article B.5. Protection of the Environment, Climate Change and De-carbonisation of the Economy**

1. The activities of the Iberdrola Group's companies are based on respect for and protection of the environment, complying with or improving upon the standards established in such environmental laws and regulations as may apply, minimising the impact that their activities might have thereon and encouraging actions that contribute to the protection thereof, engaging in and sponsoring research and development projects that promote de-carbonisation of the economy.

2. The companies integrated within Iberdrola accept as guidelines for conduct the continued development of a real and global energy transition based on promoting the decarbonisation of the economy and the prevention of pollution by gradually reducing the intensity of greenhouse gas emissions, continuing the development of electric energy from renewable sources, and progressively introducing at their facilities more efficient technologies having a lower intensity of carbon dioxide emissions.

3. The companies of the Group work with regulatory bodies to develop and promote fair regulations that protect the environment and public policies and strategies that deal in a coordinated and consistent manner with the problems relating to climate change.

**Article B.6. Informational Transparency**

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 the 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, whether within the boundary of Iberdrola (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, among others) 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.

**Article B.7. Shareholders and the Financial Community**

1. The companies of the Group express their intention to create value for their shareholders on a continuous and sustained basis, and shall make available to them permanent communication and enquiry channels to enable them to receive proper, useful and complete information regarding the development of the companies of the Iberdrola Group, within the framework of the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors and the principle of equal treatment of shareholders under identical conditions.

2. Relations with investors and financial analysts shall be channelled through the Investor Relations Division (or such division as assumes the duties thereof at any time).

**Article B.8. Customers**

1. The companies of the Group commit to offering services and products with a quality equal to or exceeding legal requirements, promoting responsible consumption, competing in the marketplace and engaging in marketing and sales activities based on the merits of their products and services, in all cases applying standards of transparency, disclosure and protection.

2. The companies of the Iberdrola Group shall guarantee the confidentiality of all data of their customers and undertake not to disclose such data to third parties without the customer's consent, except when required by law or to comply with court or governmental orders.
The capture, use and processing of the personal data of customers shall be made in such a manner as to guarantee their right to privacy and comply with personal data protection laws as well as the rights given to customers by the laws on information society and electronic commerce services and other applicable legal provisions.

3. Contracts with customers of the Group's companies shall be drafted in a clear and simple manner. Transparency shall be promoted in pre-contractual and contractual relations with customers, and they shall be advised of the various existing alternatives, particularly as regards services, products and rates.

4. The companies of the Iberdrola Group shall raise awareness among their customers and cause them to participate in environmental and social commitments and principles.

5. Professionals of the Group's companies shall avoid any kind of interference or influence of customers or third parties that may alter their professional impartiality and objectivity and may not receive any kind of remuneration from customers or generally from third parties for services relating to the professional's activities within Iberdrola's boundary.

Article B.9. Suppliers

1. The procedures of the Group's companies for the selection of suppliers shall conform to an objective and impartial standard and shall avoid any conflict of interest or favouritism in the selection thereof.

Professionals of the Iberdrola Group's companies undertake to comply with established internal award procedures, including, in particular, those relating to the approval of suppliers.

2. The prices and other information submitted by suppliers during a process of selection shall be treated confidentially and shall not be disclosed to third parties without the consent of the interested parties or where required by law or to comply with court or governmental orders.

Professionals of the Group's companies who have access to personal data of suppliers must maintain the confidentiality thereof and comply with the provisions of the laws on the protection of personal data, to the extent applicable.

3. The information made available by professionals of the Group's companies to their suppliers shall be true and shall not be given with the intent to mislead.

4. The companies of the Iberdrola Group shall raise awareness among their suppliers and cause them to participate in environmental and social commitments, especially those relating to the circularity of their activities and the fight against child and forced or compulsory labour and any other kind of modern slavery.

5. Professionals of the companies comprising Iberdrola shall avoid any kind of interference or influence of suppliers or third parties that may alter their professional impartiality and objectivity and may not receive any kind of remuneration from suppliers of the Group's companies or generally from third parties for services relating to the professional's activities within the boundary of Iberdrola.

6. The companies of the Group shall make available suitable means to collaborate with their suppliers in order to increase their competitiveness, establishing appropriate programmes in each case, promoting partnerships in line with Sustainable Development Goal (SDG) seventeen approved by the United Nations (UN).

7. The companies of the Iberdrola Group shall endeavour to ensure compliance with the provisions of this Code of Ethics by their suppliers and shall take action as a result of any violation.

Article B.10. Competitors

1. The companies of the Iberdrola Group undertake to promote free competition to the benefit of consumers and users and to comply with the legal provisions on competition.

2. The companies making up Iberdrola commit to competing freely and fairly in the marketplace.

3. The acquisition of information from third parties, including information regarding competitors, shall be made in a lawful manner.

4. The companies of the Iberdrola Group shall provide the assistance and cooperation that the competition authorities may require in the performance of their duties, and particularly for the investigation of any conduct that may constitute a violation of the legal provisions on competition.

Article B.11. Media

Relations with the media shall be channelled through the Communication Division (or such division as assumes the duties thereof at any time) and shall be governed by the principles of informational transparency and collaboration.

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Article B.12. Regulatory Bodies

1. Relations with regulatory bodies and with public officials and other persons who participate in the performance of public duties shall be governed by the principles of lawfulness, transparency, fidelity, reliability, professionalism, cooperation, reciprocity and good faith, without prejudice to the legitimate disputes that, observing the aforementioned principles and in the defence of the corporate interest, may arise with such authorities in relation to the interpretation or application of legal provisions.

2. The companies integrated within Iberdrola shall respect and abide by all court and/or governmental decisions or resolutions that may be issued, but reserve the right to file such appeals as may be appropriate when they believe that they do not conform to the law and are contrary to their interests.

Article B.13. Social Conduct

1. The companies of the Group contribute with their business activities and their sustainable development strategy to the progress of the communities in which they have a presence, both from the economic viewpoint and from the perspective of business ethics, to universal access to energy supply, to the promotion of equality and social justice, to the protection of vulnerable groups, to the encouragement of innovation and to the protection of the environment, to the generation of quality employment based on diversity, inclusion and a sense of belonging, as well as to leadership in the fight against climate change, and work to establish firm and permanent connections therewith.

2. The companies of the Iberdrola Group, either directly or through intermediaries, shall refrain from making contributions that are not in accord with the sustainable development strategy established at the Group level.

3. All social-welfare, cultural or any other kind of contributions made by the companies of the Group, regardless of the legal form thereof, whether a collaboration agreement or sponsorship, donation or any other legal form or transaction, and regardless of the area to which they are directed (such as the promotion of education, culture and sports, and the protection of the environment and vulnerable groups), must meet the following requirements: have a legitimate purpose, not be anonymous, be formalised in writing, and, if contributions of money, be made by any payment method that allows for identification of the recipient of the funds and provides evidence of the contribution. Cash contributions are prohibited.

4. Prior to making a contribution from among those referred to in the preceding section, the proposing corporate or business area must comply with the provisions of internal rules approved for such purpose.

5. In any event, the Iberdrola Group company making the contribution must document in the formalisation thereof that it is subject to the beneficiary continuing to meet the requirements and conditions upon which it was approved and to following the purposes for which it was provided. The provisions of this article shall not apply to presents and gifts under the circumstances set forth in Article D.10.1.

6. The companies of the Group, either directly or through intermediaries, are strictly prohibited from directly or indirectly making contributions (regardless of the legal form thereof, such as donations, loans or advances) to Spanish political parties, including federations, coalitions and groups of electors.

Section C. Ethical Principles and Duties of Directors

Article C.1. Ethical Principles of Directors

1. The ethical principles that must govern all conduct by directors of the companies of the Iberdrola Group (and by the individual representatives of corporate directors in the performance of their duties) are:

   a. strict compliance with the law and with the Governance and Sustainability System, particularly including their duties regarding confidentiality, use of non-public information, non-competition, use of corporate assets, business opportunities, related-party transactions and other conflicts of interest;
   
   b. commitment to and involvement with human rights;
   
   c. protection of the environment;
   
   d. non-discrimination based on any condition or characteristic and consideration of diversity and inclusion in all their variables;
   
   e. reconciliation of family and work life;
   
   f. workplace safety and health, which involves taking the actions required to provide safe and healthy conditions for the prevention of work-related injuries and health impairments that are suited to the purpose, size and context of each organisation and to the specific nature of the risks for professionals;

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Article C.2. Qualities of Directors

1. Directors of the Iberdrola Group's companies must be respectable and capable persons with recognised expertise, competence, experience, qualifications, training, availability and commitment to their duties.

2. Directors of the Group's companies must also distinguish themselves by their professionalism and integrity, which must translate into transparent, diligent, responsible, efficient, professional, loyal, honest, good-faith and objective conduct, in line with the values of excellence, quality and innovation in furtherance of the corporate interest, the principles set out in this Code of Ethics and the corporate values provided for in the Purpose and Values of the Iberdrola Group.

3. Directors of the companies integrated within Iberdrola have the duty to cultivate the ongoing improvement of the above-mentioned qualities and capabilities.

Article C.3. Ethical Duties

1. As an expression of the integrity required of directors of the Group's companies, they shall comply with the following ethical duties in the performance of their tasks (which shall also apply to the individual representatives appointed by corporate directors to hold the position):

a. Not give or accept gifts or presents in the performance of their duties. On an exceptional basis, they may accept or give gifts or presents if the following circumstances are all present: they are of insignificant or symbolic economic value, correspond to signs of courtesy or to customary business gifts and tokens, and are not forbidden by law, by the Governance and Sustainability System or by generally accepted business practices.

b. Not offer or grant, or solicit or accept, whether directly or through an intermediary, unjustified advantages or benefits that are directly or indirectly intended to obtain a benefit, whether present or future, for the companies of the Iberdrola Group, for themselves or for a third party. In particular, they may not give or receive any type of bribe or commission from, or made by, any other party involved, such as government officials and other persons participating in the performance of public duties (whether Spanish or foreign) or personnel of other companies, political parties, authorities, customers, suppliers or shareholders. Acts of bribery, which are expressly prohibited, include the offer or promise, whether direct or indirect, of any kind of improper advantage, any instrument designed to conceal them, and influence-peddling.

c. Not receive money from customers or suppliers on a personal level, even as a loan or advance. The foregoing does not apply to loans or credits granted by financial institutions that are customers or suppliers of the Group's companies and that are not involved in the activities listed in the preceding sections.

d. Not give or accept any kind of hospitality that influences, might influence or might be construed as influencing decision-making.

e. If there is any connection, membership or collaboration with or in government administrations, public organisations and entities, government-owned companies, political parties or other kinds of public-purpose entities, institutions or associations, it shall be ensured that the strictly personal nature thereof, unrelated to the Iberdrola Group's companies, is clearly shown.

f. Make responsible use of the resources and means made available to them for the performance of their duties, using them solely for professional activities in the interest of the companies integrated within Iberdrola and not for personal purposes.

g. Recognise and respect the Group companies' ownership of and right to use and operate the computer software and information technology systems, presentations, projects, equipment, manuals, videos, studies, reports and other works and rights created, developed, refined or used in performing their duties or based on the information technology systems of the companies of the Iberdrola Group.
1. The members of the management team and of the workforce of the companies and entities to which this Code of Ethics applies pursuant to the provisions of Section A, as well as those other persons whose activities are expressly made subject hereto, are deemed to be professionals of the Group's companies.

Section D. Rules of Conduct of the Professionals of the Group's Companies

Article D.1. Professionals of the Companies of the Iberdrola Group

1. The members of the management team and of the workforce of the companies and entities to which this Code of Ethics applies pursuant to the provisions of Section A, as well as those other persons whose activities are expressly made subject hereto, are deemed to be professionals of the Group's companies.

2. Any exemption from compliance with this article shall require approval of the management decision-making body of the affected company of the Iberdrola Group after a report from the committee in charge of these matters, if any. In the case of companies without a collective management decision-making body, the shareholders acting at a general shareholders' meeting or the sole shareholder/member shall be responsible for approval.

h. Respect the principle of confidentiality in respect of the characteristics of the rights, licences, software, systems and technological knowledge, in general, owned by the Group's companies or which they have the right to operate.

i. Use the information technology equipment, systems and software that the Iberdrola Group's companies make available thereto to perform their duties, including the facility of access to and operating on the internet and the directors' website (or similar instrument), in accordance with the security and privacy protocols established by the Group's companies and pursuant to standards of security and efficiency, excluding any use, action or information technology function that is unlawful or contrary to the regulations or instructions of the companies of the Iberdrola Group or that compromises the confidentiality of the information of the Group's companies. The use of private data transmission devices to access the systems and applications of the Iberdrola Group's companies must comply with the security and privacy protocols established by the companies integrated within Iberdrola.

j. Not operate, reproduce, replicate or assign the information technology systems or applications of the Group's companies for purposes unrelated to the performance of their duties. Not install or use on the computer equipment provided by the software or applications of the Iberdrola Group's companies the use of which is unlawful or that might damage the systems or prejudice the image or the interests of the Group's companies, their customers or third parties.

k. Avoid any action or decision in their business, professional or personal activities that might violate the law or the Governance and Sustainability System in connection with confidentiality, the use of non-public information, related-party transactions, significant transactions, business opportunities, use of corporate assets, other cases of conflict of interest, and relations with shareholders, professionals, customers, vendors and suppliers of the Group's companies, competitors and the media.

l. Contribute to the Company's commitment to the continuous and sustained creation of value for its shareholders and to the long-term success of the Company within the framework of the Corporate Policies and the principle of equal treatment of shareholders in the same situation.

m. Abide, in their relations with regulatory bodies, by the principles set out in Article B.1.2. Specifically, the transparency of information, particularly financial information, is a basic principle that must govern the directors' conduct.

n. Channel their relations with the media and with investors and financial analysts through such divisions and services as are determined by the relevant management decision-making bodies, and if such bodies operate in the form of a board of directors, by the chair thereof.

o. Adopt the principles of the General Sustainable Development Policy and responsible business ethics that allows for harmonisation of the creation of value for the shareholders with sustainable development, upon the terms set forth in Article B.3.

p. Communicate through the internal reporting system provided for in the Compliance and Internal Reporting and Whistleblower Protection System Policy and established by the corresponding company of the Iberdrola Group any fact of which they are aware that might constitute potentially improper conduct or an act that is potentially illegal or contrary to law or to the Governance and Sustainability System (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of European Union law), with an impact on the companies of the Group, on their contractual relationship with their suppliers, or on the interests and image of the companies comprising Iberdrola, without prejudice to the ability to address their grievances or reports to the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or any other competent institution, body or entity.

q. Manage and ensure Group-level management, in all fields of endeavour, in accordance with the provisions of the Purpose and Values of the Iberdrola Group and this Code of Ethics.
2. Those professionals of the companies integrated within Iberdrola who manage or direct teams of people in the performance of their duties must also ensure that the professionals for which they are directly responsible know and comply with this Code of Ethics and lead by example, acting as benchmarks for conduct at the Group level.

**Article D.2. Compliance with Law and with the Governance and Sustainability System**

1. Professionals shall strictly comply with the laws in force in the jurisdiction of their workplace, heeding both the spirit and the purpose of such legal provisions, and shall observe the provisions of this Code of Ethics, the other rules of the Governance and Sustainability System and the basic procedures governing activities at the Group level and of the company at which they provide their services. The obligations and commitments assumed by the Iberdrola Group’s companies in their relations with third parties, as well as the customs and good practices of the countries or territories in which they do business shall also be fully observed.

2. Professionals must communicate through the internal reporting systems provided for in the Compliance and Internal Reporting and Whistleblower Protection System Policy and established by the corresponding company of the Iberdrola Group any fact of which they are aware that might constitute potentially improper conduct or an act that is potentially illegal or contrary to law or to the Governance and Sustainability System (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of European Union law), with an impact on the companies of the Group, on their contractual relationship with their suppliers, or on the interests and image of the companies comprising Iberdrola, without prejudice to the ability to address their grievances or reports to the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or any other competent institution, body or entity.

3. The members of the management teams of the Group’s companies shall have particular knowledge of the laws and regulations, including internal ones and legal provisions on the separation of activities, affecting their respective areas of activity, and must ensure that the professionals reporting to them receive the required information and training to enable such professionals to understand and fulfil the legal and regulatory obligations, including internal ones, applicable to their position.

**Article D.3. Irreproachable Professional Conduct**

1. The standards that govern the conduct of the professionals shall be professionalism, integrity and self-control in their actions and decisions:

   a. Professionalism is acting diligently, responsibly and efficiently, focusing on excellence, quality and innovation.

   b. Integrity is acting loyally, honestly, in good faith, objectively and in line with the interests of the Group's companies and with their principles and values as expressed in the Purpose and Values of the Iberdrola Group and in this Code of Ethics.

   c. Self-control in actions and in decision-making means that any action performed rests upon four basic premises: (i) that it is ethically acceptable; (ii) that it is legally valid and complies with the provisions of applicable law and internal rules, including the Governance and Sustainability System, and particularly this Code of Ethics; (iii) that it is performed within the framework of the corporate interest of the Company and that of the other companies of the Group; and (iv) that the professional is prepared to assume responsibility therefor.

2. Professionals have an obligation to report to the compliance unit of the corresponding Group company (which in turn shall inform the Company’s Compliance Unit if it has not already been provided the information and it is appropriate following established internal procedures) regarding the commencement, evolution and result of any court, criminal, administrative or any other proceeding for the imposition of penalties brought against the professional or in which the professional is a defendant, under investigation or accused and which may affect the professional in the performance of the duties thereof as a professional of a Group company or prejudice the image, reputation or interests at the level of the Iberdrola Group.

   In such an event, the competent compliance units of the Group's companies shall act in accordance with the protocol approved for such purpose.

**Article D.4. Right to Privacy**

1. The companies of the Iberdrola Group respect the right to privacy of their professionals in all its forms, and particularly as regards the processing of their personal data.

2. The companies integrated within Iberdrola respect the personal communications of their professionals made through the internet and other means of communication.

3. Professionals undertake to responsibly use the means of communication, information technology systems and, in general, any other means made available to them by the companies of Iberdrola in accordance with the policies and
standards established for such purpose. Such means are not provided for non-professional personal use, and are thus not appropriate for private communication. Therefore, they do not give rise to an expectation of privacy and may be supervised by the Iberdrola Group’s companies in the proportionate exercise of their duties of control.

4. The companies of the Group undertake not to disclose personal data of their professionals, except with the consent of the interested parties and where legally obliged to make such disclosure by law or to comply with court or administrative orders. Under no circumstances may personal data of the professionals be processed for purposes other than those provided for by law or by contract.

5. Professionals that have access to the personal data of other professionals of the Group’s companies in the course of their activities shall undertake in writing to respect the confidentiality of such data.

6. The compliance units and the corresponding divisions and other relevant bodies of the Group’s companies shall comply with the requirements established in personal data protection legislation regarding communications sent thereto by the professionals in accordance with the provisions of this Code of Ethics.

Article D.5. Workplace Health and Safety

1. The companies of the Iberdrola Group shall promote a workplace health and safety programme and adopt the preventive measures required under current legislation and any other measures that may be established in the future.

2. Professionals shall observe with particular attention the regulations relating to workplace health and safety, in order to prevent and minimise occupational risks.

Article D.6. Selection, Hiring and Assessment

1. The companies integrated within Iberdrola shall maintain the most rigorous and objective selection and hiring programme, ensuring that selection is carried out exclusively on the basis of merit and capability, including candidates meeting the knowledge, aptitudes, abilities and skills profile required for the various positions and guaranteeing equal treatment throughout the process.

2. The companies of the Group shall endeavour to ensure that the selection and hiring processes are objective and impartial and that the hiring of the most qualified candidates is prioritised, avoiding any interference in the selection processes.

3. The companies of the Iberdrola Group shall assess their professionals rigorously and objectively on the basis of their individual and collective professional performance, for which purpose the process shall avoid direct participation by professionals who are family members or who have a similar personal connection with the professionals involved.

4. Professionals shall participate in any setting of their objectives and shall be informed of the assessments made of them.

Article D.7. Equality and Reconciliation

1. The companies of the Iberdrola Group shall refrain from establishing discriminatory differences in salary.

2. The companies of the Group respect the personal life of their professionals and shall promote reconciliation programmes that facilitate the achievement of an optimal balance between the latter and their work responsibilities.

3. The use of discriminatory language in any kind of internal or external corporate communication is prohibited, and the use of inclusive language shall be promoted.

Article D.8. Training

1. The companies of the Iberdrola Group shall promote the training of their professionals. Training programmes shall foster the training of professionals, equal opportunity and professional career development and shall contribute to the achievement of objectives at the Group level.

2. Professionals undertake to update their technical and managerial knowledge continuously and to take advantage of the training programmes established at the Iberdrola Group level.

Article D.9. Information

The companies of the Group shall inform their professionals of the outlines of their strategic objectives and regarding progress at the level of the Iberdrola Group.
Article D.10. Gifts and Presents

1. Professionals may not give or accept gifts or presents in the performance of their professional activities. As an exception, the delivery and acceptance of gifts or presents shall be allowed if all of the following simultaneously occur:
   a. they are of insignificant or symbolic financial value;
   b. they correspond to signs of courtesy or to customary business gifts and tokens; and
   c. they are not forbidden by law, the Governance and Sustainability System or generally accepted business practices.

2. Professionals may not offer or grant, or solicit or accept, whether directly or through an intermediary, unjustified advantages or benefits that are directly or indirectly intended to obtain a benefit, whether present or future, for the companies of the Iberdrola Group, for themselves or for a third party. In particular, they may not give or receive any type of bribe or commission from, or made by, any other party involved, such as government officials and other persons participating in the performance of public duties (whether Spanish or foreign) or personnel of other companies, political parties, authorities, customers, suppliers or shareholders. Acts of bribery, which are expressly prohibited, include the offer or promise, whether direct or indirect, of any kind of improper advantage, any instrument designed to conceal them, and influence-peddling.

   Nor may they personally receive money from customers or suppliers on a personal level, even as a loan or advance, the foregoing being independent of loans or credits given to professionals of the Iberdrola Group's companies by financial institutions that are customers or suppliers of the Group's companies and that are not involved in the activities set forth above.

3. Professionals may not give or accept any kind of hospitality that influences, might influence or might be construed as influencing decision-making.

4. In the event of any doubt as to what is acceptable, the offer must be turned down or, if appropriate, first discussed with the compliance unit of the corresponding company of the Group, as applicable.

Article D.11. Conflicts of Interest

1. A conflict of interest shall be deemed to exist in those circumstances in which there is a direct or indirect conflict between the personal interest of the professional and the interest of any of the companies of the Iberdrola Group. A personal interest of the professional shall exist when the matter affects the professional or a person connected thereto.

2. The following shall be deemed to be persons connected to the professional ("Connected Persons"):
   a. The spouse of the professional or the person with whom the professional has a like relationship of affection.
   b. The ascendants, descendants and siblings of the professional or of the professional's spouse (or person with a like relationship of affection).
   c. The spouses of the ascendants, descendants and siblings of the professional.
   d. The companies or entities in which the professional, or another person connected thereto, directly or through a nominee, falls within any of the control situations established under the law.
   e. The companies or entities in which the professional, or any of the persons connected thereto, directly or through a nominee, holds an administrative or management position or a position for which the professional receives remuneration for any reason, provided that the professional also directly or indirectly exercises a significant influence on the financial and operational decisions of such companies or entities.

3. By way of example, the following are circumstances that might give rise to a conflict of interest:
   a. Being involved, personally or through relatives (or by a like relationship of affection), in any financial transaction or operation to which any of the companies within Iberdrola is party.
   b. Negotiating or formalising contracts on behalf of any of the companies of the Group with Connected Persons.
   c. Being a significant shareholder, director or member of the management team or holding a position of responsibility or exercising a similar influence at entities that are customers, suppliers or direct or indirect competitors of any of the companies of the Iberdrola Group.

4. Professional decisions must be based on the best defence of Group-level interests and must not be influenced by personal or family relationships (or by a like relationship of affection) or by any other personal interests.

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5. Professionals shall observe the following general guidelines for conduct in connection with potential conflicts of interest:

a. Communication: professionals are required to report the conflicts of interest in which they are involved as soon as possible prior to entering into any transaction or to the conclusion of the business in question. For this purpose, they shall send a communication in writing to an immediate superior, to the division responsible for the human resources function and to the compliance unit of the Group company to which they belong. Said compliance unit shall evaluate the situation in coordination with the division responsible for the human resources function and shall make the appropriate decisions, advising on the appropriate actions in each particular circumstance, when necessary. Professionals affected by the conflict who belong to the division responsible for the human resources function or to the relevant compliance division must refrain from participating in the resolution thereof.

In said communication, professionals must specify:

- whether the conflict of interest affects them personally or through a Connected Person, in which case they shall provide the name of such person;
- the circumstances that led to the conflict of interest, describing, if appropriate, the subject matter and the principal terms of the planned transaction or decision, in any case including the amount thereof or the approximate financial valuation; and
- the department or person of the Group company with whom the respective contacts were made.

Any question as to whether a professional might be involved in a conflict of interest must be communicated as provided above, and no action may be taken until it is resolved.

b. Independence: At all times act with professionalism, loyalty to the Iberdrola Group’s companies and their shareholders, and independently of their own interests or those of third parties. They shall therefore in no case let their own interests prevail over the interests of the Group’s companies.

c. Abstention: Refrain from participating in or influencing the making of decisions that might affect the entities of the Iberdrola Group with which a conflict of interest, from participating in deliberations on the adoption of such decisions and from accessing information related to such conflict.

The general guidelines for action described above shall be especially observed in those instances in which the conflict of interest is, or may reasonably be expected to be, of such a nature as to constitute a structural and permanent conflict of interest between the professional, or a Connected Person, and any of the companies of the Group.

6. In order to determine the existence of any possible disqualifications, prior to accepting any government position the professional must report thereon in writing to the division responsible for the human resources function of the Iberdrola Group company to which the professional belongs. This division shall in turn inform the compliance unit of the corresponding company of the Group, as applicable.

**Article D.12. Business Opportunities**

1. Business opportunities shall be deemed to be all investments or transactions relating to the property or assets of the Group’s companies of which professionals become aware in the course of their professional activity, in those cases in which the investment or transaction has been offered to a company of the Iberdrola Group or such company has an interest therein.

2. Professionals may not take advantage of business opportunities for their own benefit or for the benefit of a Connected Person unless previously offered to a company of the Group and:

   a. the Iberdrola Group company has chosen not to take advantage of it without any influence of the professional; and

   b. the division responsible for the human resources function of the Group company in question expressly authorises the professional to take advantage of the business opportunity.

3. Professionals may not use the name of the companies of the Iberdrola Group or invoke their status as professionals thereof to engage in transactions for their own account or for the account of Connected Persons.

**Article D.13. Resources and Means for the Performance of Professional Activities**

1. The companies of the Group undertake to make available to their professionals all necessary and appropriate resources and means for them to perform their professional activities.

2. Without prejudice to mandatory compliance with the specific rules and procedures of the Iberdrola Group's companies regarding resources and means, professionals agree to responsibly use the resources and means made
available thereto, using them solely for professional activities in the interest of the Iberdrola Group's companies and not for private or personal purposes. Professionals shall avoid any practices, particularly unnecessary activities and expenses, that reduce the creation of value for the shareholders.

3. The companies of the Iberdrola Group own and hold the right to use and operate the computer software and information technology systems, presentations, equipment, manuals, videos, projects, studies, reports and other works and rights created, developed, refined or used by their professionals within the framework of their work or based on the information technology systems of the Group's companies.

4. Professionals shall respect the principle of confidentiality in respect of the characteristics of the rights, licences, software, systems and technological knowledge, in general, owned by the Group's companies or which they have the right to operate. The disclosure of any information relating to such characteristics shall require the prior authorisation of the division responsible for the human resources function of the Iberdrola Group company in question.

5. The use of the information technology equipment, systems, and software made available by the Group's companies to the professionals for the performance of their work, including the facility of access to and operating on the internet, must conform to the security and privacy protocols established by the Iberdrola Group's companies and to standards of security and efficiency, excluding any use, action or information technology function that is unlawful or contrary to the regulations or instructions of the Group's companies or that compromises the confidentiality of information of the Iberdrola Group's companies.

6. Professionals shall not operate, reproduce, replicate or assign the information technology systems or applications of the Group's companies for purposes unrelated to their work activities. In addition, professionals shall not install or use on the computer equipment provided by the companies of the Iberdrola Group software or applications that are unlawful to use or that might damage the systems or prejudice the image or the interests of the Group's companies, customers or third parties.

**Article D.14. Protection of Information**

1. Non-public information owned by the Iberdrola Group's companies shall generally be deemed to be information for “internal use” unless it has been classified as “confidential” or “secret” based on the provisions of sections 2 and 3 below, and may in turn be considered a trade secret upon the terms set forth in section 4 of this article.

2. Information whose disclosure is not authorised, particularly outside of or within the boundary of Iberdrola, and which might cause harm, whether economic, reputational or otherwise, or violate applicable legal provisions, giving rise to penalties or claims against the companies of the Iberdrola Group, shall be classified as “confidential”.

3. Information whose content is highly sensitive or valuable and the disclosure of which both within and outside of the boundary of Iberdrola or the unauthorised disclosure of which might cause serious harm, whether economic (such as financial losses, losses in market share or losses in competitive position), reputational or otherwise, might significantly affect the confidence of customers, or violate applicable legal provisions, giving rise to penalties or claims against the companies of the Iberdrola Group shall be classified as “secret”.

4. Any information or knowledge (including technological, scientific, industrial, commercial, organisational or financial information or knowledge) generated within the companies of the Group and regardless of its classification as information for internal use, confidential or secret, which: (i) as a whole or in the precise configuration and assembly of its components, is not generally known by or readily accessible to persons belonging to the circles in which such type of information or knowledge is normally used, (ii) has a business value, whether actual or potential, within the boundary of the Group, and (iii) has been subject to reasonable measures by the companies that make up Iberdrola to keep it secret, shall be considered a trade secret and shall enjoy the protection provided by applicable legal provisions.

5. Without prejudice to the classification thereof, non-public information shall be subject to professional secrecy and may not be provided by the professionals of the Group's companies to third parties other than in the normal course of their work, profession or duties, provided that those to whom the information is disclosed are subject to an information exchange agreement (in the case of information classified as internal use) or a confidentiality agreement (in the case of information classified as confidential). Information classified as secret shall only be accessible to a number of specifically designated and authorised users.

Third parties accessing non-public information shall confirm that they have the means required to protect it.

6. The companies of the Group and their professionals must take sufficient security measures and apply the procedures established for these purposes to protect non-public information recorded on physical or electronic media from any internal or external risk of unauthorised access, tampering or destruction, whether intentional or accidental.

7. The disclosure of internal use, confidential or secret information or the use thereof for personal purposes is a breach of this Code of Ethics.
8. Any reasonable indication of a leak of confidential or secret information must be reported by those with knowledge thereof to their immediate superior and to the divisions responsible for the security and human resources functions of the relevant company of the Group. The division responsible for the security function must in turn give written notice to the compliance unit of the corresponding company of the Group.

9. In the event of severance of the professional relationship, non-public information owned by the Group's companies, including documents and storage media or devices, as well as the information stored in any corporate or personal electronic device, shall be returned by the professional to the relevant company of the Group, and the professional's duty of confidentiality shall continue in all cases.

**Article D.15. Inside Information**

1. Professionals have the duty to know and comply with the *Internal Regulations for Conduct in the Securities Markets*, to the extent applicable thereto.

2. Professionals having access to any inside information of the Group's companies, as this term is defined in the *Internal Regulations for Conduct in the Securities Markets*, shall adhere to the obligations, limitations and prohibitions set forth in said regulations, and shall in particular refrain from:
   a. Preparing or carrying out any kind of transaction in the shares or other negotiable securities of the Group's companies to which such information refers, including the direct or indirect acquisition, transfer or assignment for themselves or third parties of shares or negotiable securities of the companies of the Iberdrola Group to which such information refers, or using this kind of information, whether for their own account or that of third parties, to cancel or change an order relating to said shares or securities given prior to becoming aware of the inside information. They must also refrain from even attempting to engage in such transactions.
   b. Communicating inside information to third parties, except in the instances expressly allowed by the *Internal Regulations for Conduct in the Securities Markets*.
   c. Recommending or inducing a third party to engage in any of the transactions referred to in letter a) above or cause another to engage in said transactions based on inside information.

3. The prohibitions established in the previous section apply to any professional having inside information if such professional knows or should have known that it is inside information. They shall also apply to any information regarding other issuers of listed securities that may be deemed to be inside information and to which the professional had access in the ordinary course of such professional's work, profession or duties within the Group's companies.

**Article D.16. Publicly Broadcast Events**

Professionals should be especially cautious in any presentation, participation in professional conferences or seminars, or in any other event that may be publicly broadcast and in which they will participate as professionals of the companies of the Iberdrola Group, and shall seek to ensure that their message is aligned with that of the Group's companies, reporting sufficiently in advance to the relevant communication division (or such division as assumes the duties thereof at any time) and obtaining prior authorisation from their immediate superior.

**Article D.17. Outside Activities**

1. Professionals shall devote to the Iberdrola Group's companies all the professional capacity and personal effort needed to perform their duties within the relevant companies of the Group.

2. The provision of services as employees or professionals, for their own account or for the account of another, to companies or to entities other than companies of the Iberdrola Group, as well as a professional engaging in or participating as an instructor in academic activities when they are related to the activities of the Group's companies or to the duties performed by the professionals therein, must be authorised in advance and in writing by the division responsible for the human resources function of the Group company in question. Notwithstanding the foregoing, in cases of sporadic or occasional participation of professionals in academic or similar activities, if related to the activities of Iberdrola Group companies or to the duties performed by the professionals therein, the prior approval of the head of the corresponding department shall be sufficient.

The prior approval of the division responsible for the human resources function shall also be required in the following cases:

   a. Active participation on or appointment of the professional to the management boards of professional or industry organisations or associations in representation of the Group's companies.

   b. Any other type of outside activity that could affect the due dedication of the professional to the duties thereof or that might entail a potential conflict of interest.
3. The companies of the Iberdrola Group respect the performance of social and public activities by their professionals, provided that they do not interfere with their work at the Group's companies or affect the reputation thereof.

4. The connection, membership or collaboration by professionals with or in political parties or other kinds of public-purpose entities, institutions or associations shall be such that the personal nature thereof is clear, thereby avoiding any connection with the companies integrated within Iberdrola.

5. The creation of or membership, participation or collaboration on social media, forums or internet blogs by professionals and the opinions or statements they make therein shall be made in a manner that clearly shows the personal nature thereof. Professionals must in any event refrain from using the image, name or brands of the Group's companies to open accounts or register themselves on such forums or media.

**Article D.18. Separation of Activities**

1. The Group, made up of both companies that carry out Regulated Activities and companies that carry out Liberalised Activities, as these terms are defined in the next section, undertakes to observe the industry regulations regarding the separation of both types of activities in force in each of the countries or territories in which it has a presence.

2. Generally, for purposes of this Code of Ethics, those activities relating to distribution and transmission in the electricity industry and those of regasification, basic storage, transportation and distribution in the hydrocarbon industry are deemed to be “Regulated Activities”. Production and supply activities carried out under a free competition system in both the electricity and the gas industries, as well as the provision of energy recharging services, are deemed to be “Liberalised Activities”. For these purposes, the companies of the Iberdrola Group carrying on these activities shall be known as “Regulated Companies” and “Liberalised Companies”, respectively.

   However, given the differences in the regulation of the energy industries in the various countries or territories in which the Group's companies operate, the specific definition of Regulated Activities and Liberalised Activities and, thus, of Regulated Companies and Liberalised Companies, shall conform to the laws and regulations in force in each country or territory at any time.

3. It is the responsibility of the Iberdrola Group's companies to keep Regulated Activities and Liberalised Activities duly separate within the boundary of Iberdrola in accordance with the regulations for the separation of activities applicable in each case.

4. Generally and without prejudice to the provisions of the laws and regulations applicable in each country or territory, the rules for the separation of activities are deemed to require that the companies of the Group and their professionals:

   a. Ensure independence in the day-to-day management of Regulated Companies and that of those responsible for the management thereof, avoiding the participation by Liberalised Companies in the day-to-day management thereof, without prejudice to the Group-level powers of economic oversight and management over such companies.

   To such end, the companies of the Iberdrola Group shall ensure that Regulated Companies have the human capital and the material and financial resources that are adequate and necessary to carry on their day-to-day activities.

   b. Guarantee the independence and protection of the occupational interests of the persons responsible for the management of Regulated Companies and of all those professionals who deserve special protection by virtue of their duties under applicable law.

   c. Take appropriate measures to ensure the protection of sensitive sales information of Regulated Companies that might give a competitive advantage if known by Liberalised Companies.

   In this regard, Regulated Companies may not share sensitive sales information with Liberalised Companies, except where permitted by applicable laws and regulations or disclosed to third parties, in which case such information shall be shared under non-discriminatory conditions.

   d. Ensure that all activities of Regulated Companies are carried out following objective and non-discriminatory standards, avoiding any preferential treatment of Liberalised Companies or their customers.

   e. Keep the books of Regulated Companies and of Liberalised Companies duly separated, as provided by applicable laws and regulations in each country or territory.

   In addition, the companies of the Group shall ensure that financial transactions relating to, among other things, the transfer of resources, assets, rights and/or contracts, if any, made between Regulated Companies and the other companies of the Iberdrola Group, as well as the provision and receipt of services common to them, observe the specific regulations established in each jurisdiction regarding the conditions to which such transactions must be subject.
5. The companies of the Group shall, in accordance with the laws and regulations in force in each country or territory in which they carry on Regulated Activities, adopt codes or similar internal rule-making instruments that ensure compliance with the rules for the separation of activities by their professionals.

The companies integrated within Iberdrola guarantee that said codes or rule-making instruments shall be communicated to and disseminated among the professionals and the members of the management team of the Group’s companies in the respective jurisdictions in which they apply.

In addition, any codes and rule-making instruments that are adopted shall be disseminated externally, in particular, through the websites of the companies of the Iberdrola Group.

Section E. Ethical Commitments of the Suppliers of the Group’s Companies

Article E.1. Suppliers of the Companies of the Iberdrola Group

1. This section contains the ethical principles that must govern the conduct of the suppliers of the companies of the Group, which must be expressly accepted by them prior to commencing their contractual relationship with such companies.

2. The provisions of this Code of Ethics are understood to be without prejudice to such additional conditions or requirements as may be imposed by applicable law, by the practices and rules of the various jurisdictions in which the Iberdrola Group's companies operate and by the respective contract with each supplier, which shall apply in all cases.

Article E.2. Compliance Commitments of Suppliers

1. Suppliers shall engage in their commercial relationships in conformity with principles of business ethics, efficient management, transparency and honesty.

2. Suppliers must comply with the compliance policies of the Group’s companies, whether general or special, which include crime prevention, the reaction against corruption and fraud, and with the strictest rules of ethical and moral conduct and international treaties and laws applicable to these matters, ensuring the establishment of adequate procedures required for such purpose.

3. Suppliers undertake to promote free and fair competition in the markets in which they participate and to comply with the legal provisions on competition, actively cooperating with the authorities entrusted with the supervision of said markets.

4. Suppliers shall not directly or indirectly promise, offer or pay any bribe to facilitate transactions or other improper payments to any third party or to any professional of the companies of the Iberdrola Group in relation to their contracts therewith.

5. Suppliers shall not directly or indirectly promise, offer or pay any money or valuable property in a corrupt manner in order to (i) influence an act or decision of a third party or a professional of the Group’s companies; (ii) obtain an undue or improper advantage for the companies of the Iberdrola Group; or (iii) induce a third party or a professional of the Group’s companies to exercise influence over the act or decision of a public official or other persons participating in the performance of public duties.

6. Suppliers shall not try to obtain information owned by the Group’s companies that is not public, particularly including information not available to other bidders, in relation to their contracts therewith.

7. Suppliers shall not promise, offer or deliver gifts or objects of value, of any kind, to persons or entities that are public officials or that participate in the performance of public duties for the purpose of or in relation to the formalisation of their contracts with the companies of the Group.

8. Suppliers may only promise, offer or give reasonable gifts or items of insignificant or symbolic value, including entertainment or meal expenses, for the purpose of or in relation to the formalisation of the contract, to persons or entities that are not public officials or do not participate in the performance of public duties and in accordance with anti-corruption laws and the integrity and ethics policies of the Governance and Sustainability System. In any case, reasonable gifts or objects or items of insignificant or symbolic financial value must have a legitimate business purpose.

9. Suppliers and the entities that they hire in turn to provide services or supplies to the companies of the Iberdrola Group (the “Subcontractors”), to their respective professionals, and to the companies that have participated in tenders for services or supplies in order to be suppliers, must communicate through the internal reporting system provided for in the Compliance and Internal Reporting and Whistleblower Protection System Policy and established by the corresponding company of the Iberdrola Group: (i) any conduct by a director or professional of the companies making

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www.iberdrola.com Governance and Sustainability System
up Iberdrola that might constitute potentially improper conduct or an act that is potentially illegal or contrary to law or to the Governance and Sustainability System (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of European Union law), with an impact on the companies of the Group or the interests and image of the companies comprising Iberdrola; or (ii) the potential commission by a supplier, by one of its Subcontractors or by their respective professionals of an act or conduct from among those mentioned above within the framework of their commercial relationship with the companies of the Group or with an impact on the interests and image of the companies comprising Iberdrola. All of the foregoing is without prejudice to their right to address their grievances or reports to the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or to any other competent institution, body or entity.

10. Suppliers, Subcontractors, their respective professionals and companies that have participated in a tender for services or supplies in order to be suppliers of the companies of the Iberdrola Group must report as promptly as possible any of the conduct or acts set forth in the preceding subsection of which they become aware due to their commercial relationship with the Company or with the other companies of the Iberdrola Group.

11. By contracting with a company of the Group, suppliers undertake to inform their professionals and their Subcontractors of the contents of Sections A, E, F and G of this Code of Ethics and of the existence of the internal reporting channels set forth in the Compliance and Internal Reporting and Whistleblower Protection System Policy, as well as to require their Subcontractors to inform their professionals thereof. In addition, suppliers must be able to show compliance with such obligations at the request of the Iberdrola Group company with which they maintain the commercial relationship.

**Article E.3. Conflicts of Interest of Suppliers**

Suppliers must maintain mechanisms ensuring that the supplier’s independence of action and full compliance with applicable law will not be affected in the event of a possible conflict of interest between the interest of the supplier and the personal interest of any of its professionals.

**Article E.4. Duty of Secrecy of Suppliers**

1. Suppliers and their respective professionals shall be responsible for adopting adequate security measures to protect the non-public information owned by the companies of the Group and have the means necessary to safeguard it.

2. Information owned by the companies of the Iberdrola Group and disclosed to the supplier shall, as a general rule, be deemed to be confidential or secret information.

3. The information provided by suppliers to their contacts within the Group’s companies shall be true and shall not be given with the intent to induce any deception.

**Article E.5. Labour Practices of Suppliers**

1. Suppliers shall reject all forms of forced or compulsory labour and all forms of modern slavery and must adopt within their organisation appropriate measures to eliminate all such practices and promote the adoption of such measures within their supply chain.

2. Likewise, suppliers shall expressly reject the use of child labour, both within their organisation and in their supply chain, respecting the minimum hiring age limits in accordance with applicable law, and shall have adequate and reliable mechanisms in place to verify the age of their professionals.

3. The freedom of union association and the right to collective bargaining of the suppliers’ professionals must be respected thereby, subject to the law applicable in each case.

4. Suppliers must reject all discriminatory practices due to any condition or characteristic in employment and occupational matters and treat their professionals fairly and with dignity and respect.

5. Labour relations between suppliers and their professionals must be based on equal opportunity, particularly between genders, on non-discrimination due to any condition or characteristic, and on the consideration of diversity and inclusion in all variables thereof.

6. Suppliers shall assess the implementation of reconciliation measures that promote respect for the personal life of their professionals and facilitate the achievement of an optimal balance between the latter and work responsibilities, with respect for applicable laws and local practices, and shall not in any case eliminate the measures established at the time of becoming a supplier of the Iberdrola Group’s companies.

7. Suppliers shall pay their professionals in accordance with the provisions of applicable wage laws, including minimum wages, overtime and social security benefits.
Article E.6. Health and Safety Commitments of Suppliers

1. Suppliers shall ensure the protection of their professionals, avoiding their overexposure to chemical, biological or physical hazards or tasks demanding excessive effort at the workplace.

2. Suppliers shall identify and evaluate potential emergency situations at the workplace and shall minimise the possible impact thereof by implementing emergency response plans and procedures.

3. Suppliers must provide their personnel with the training and means required to do their work as agreed under contract, and shall be liable for any damage or loss attributable thereto by action or omission, especially as a consequence of not having taken appropriate preventive health and safety measures to avoid it.

Article E.7. Environmental Commitment of Suppliers

1. Suppliers must strictly comply with all environmental obligations applicable thereto and have an effective environmental policy or sufficient measures based on the products and services supplied.

2. Suppliers shall identify and manage those substances and other materials that present a hazard when released into the environment in order to ensure that they are handled, transported, stored, recycled or reused, and disposed of safely and in compliance with applicable regulations. Waste materials, waste water or emissions having the potential to adversely affect the environment shall be appropriately managed, controlled and treated, endeavouring to reduce the carbon footprint that they may generate and optimising the management thereof.

Article E.8. Quality and Safety of Products and Services Supplied

Products and services delivered by suppliers shall meet the quality and safety standards and parameters required by applicable law, with special emphasis being placed on adherence to agreed prices, delivery dates and safety conditions.

Article E.9. Subcontracting

1. Suppliers of the companies of the Iberdrola Group shall be responsible for ensuring that their own suppliers and subcontractors are subject to principles of conduct equivalent to those established in this section of the Code of Ethics.

2. The actions performed and the procedures used by suppliers to comply with their obligations towards the Group’s companies may not entail an indirect or intermediate violation of this Code of Ethics, the corporate policies or the other rules of the Governance and Sustainability System.

Section F. Internal Reporting System

Article F.1. Internal Reporting Systems and Internal Reporting Channels

1. In order to create an environment of transparency and to foster respect for the law and the rules of conduct established in the Code of Ethics by its directors, its professionals, and its suppliers, and in accordance with applicable legal provisions, the Company has established an internal reporting system as provided for in the Compliance and Internal Reporting and Whistleblower Protection System Policy as a channel to encourage the reporting of potentially improper conduct or acts that are potentially illegal contrary to law or the Governance and Sustainability System, and particularly the rules of conduct of this Code of Ethics.

2. The aforementioned internal reporting system provides the directors, professionals and suppliers (including subcontractors and their respective professionals) of the Company, as well as companies that have participated in tenders for services or supplies in order to be suppliers of the Company, with appropriate internal reporting channels for them to report any conduct or act of the kind indicated in Articles C.3.p), D.2.2 and E.2.9 of this Code of Ethics, respectively, in relation to the Company, without prejudice to the ability of all of them to address their communications to the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or to any other competent institution, body or entity.

3. The country subholding companies, head of business companies and other companies of the Group have their own internal reporting systems and shall be coordinated in this area with the Company’s Compliance Unit in accordance with the provisions of established internal rules and procedures.

4. Communications made through the internal reporting channels must always adhere to standards of truthfulness and proportionality, and may not be used for purposes other than seeking compliance with legal provisions and the Governance and Sustainability System, and particularly this Code of Ethics.
5. In those jurisdictions in which applicable law so allows, grievances or reports channelled through the internal reporting channels may be submitted anonymously.

6. As established by legal provisions, the companies of the Group undertake not to take (and to ensure that their professionals do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against the directors, professionals or suppliers who may use the internal reporting channels to report conduct or an act that must be reported under the provisions of this Code of Ethics, unless they have acted in bad faith or the grievance or report is false.

As established by legal provisions, they also undertake not to take (and to ensure that their professionals do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against: (i) any natural person who, within the organisation in which the whistleblower works, assists him/her in the process, or is related to him/her, as a representative of the employees, co-worker or relative; and (ii) any legal person, for whom the whistleblower works or with whom he/she has another type of relationship in an employment context or in which he/she has a significant shareholding.

7. The identity of the person reporting the conduct indicated in Articles C.3.p), D.2.2 and E.2.9 of this Code of Ethics through any of the internal reporting channels (if identified) shall be confidential and, therefore, it shall in no event be communicated to the affected party or to any other third party without the consent thereof, thus ensuring non-disclosure of the identity of the whistleblower.

Without prejudice to the foregoing, the details of the persons making the report, if known, may be provided to the administrative or judicial authorities, to the extent that they are requested by such authorities as a result of any proceedings arising from the subject matter of the grievance or report, and to the persons involved in any subsequent investigation or judicial proceedings commenced as a result of the investigation. Such transfer of data to administrative or judicial authorities shall always be carried out in full compliance with personal data protection legislation.

8. If the grievance or report is sent by a procedure other than that governed by this section of the Code of Ethics or to a person who is not responsible for the management thereof, the recipient of the information must immediately forward it to the body responsible for managing the internal reporting system within the Group company in question, preserving the confidentiality of the sender and the content of the communication. A violation of the obligations set out in this section constitutes a very serious breach of the Code of Ethics.

9. The provisions of the preceding sections of this article of the Code of Ethics are deemed to be without prejudice to the operation of the internal reporting channels fully observing applicable law in each country or territory in which the companies of the Iberdrola Group operate. The obligations and commitments assumed by the Group’s companies in their contractual relations with third parties, as well as the customs and good practices of the countries or territories in which they do business, shall also be observed.

Section G. Common Provisions

Article G.1. Interpretation and Integration of the Code of Ethics

1. This Code of Ethics shall be interpreted in accordance with the Governance and Sustainability System.

2. The Company’s Compliance Unit is the body responsible for the general interpretation and integration of the Code of Ethics.

3. By way of exception to the foregoing, the management decision-making bodies of each of the companies of the Group are to provide a binding interpretation of the provisions set forth in Section C in a manner consistent with the rest of the text of this Code of Ethics.

4. The interpretative opinions of the Company’s Compliance Unit, which must take into account the provisions of the Purpose and Values of the Iberdrola Group, shall be binding on the professionals and suppliers of the companies belonging to the Iberdrola Group.

5. This Code of Ethics, by its nature, does not deal with all potential situations, but rather establishes the standards to guide the conduct of the persons subject thereto in their relations with the Group’s companies and with third parties by reason of their connection to the companies of the Iberdrola Group, and to resolve any issues that might arise in the performance of their professional activities.

6. Any question that arises for the professionals and suppliers (including Subcontractors) of the Group’s companies regarding the interpretation of this Code of Ethics must be discussed with the compliance units of the relevant companies of the Group through the channels made available in the internal reporting system.

Professionals and suppliers (including Subcontractors) of the Group’s companies may also submit suggestions regarding the content of the sections of the Code of Ethics that are applicable to them.
7. The codes of ethics of country subholding or head of business companies that are not identical to this Code of Ethics because they include specific provisions to conform the content thereof to applicable domestic legal or industry-specific provisions shall be interpreted by the compliance units of such companies, although the interpretation of the provisions of this Code of Ethics (other than the provisions of section C) shall always be reserved to the Company's Compliance Unit.

**Article G.2. Instructions in Contravention of the Code of Ethics**

1. No third party, regardless of rank or position, shall request that a director or a professional of the companies of the Group commit an act that is unlawful, illegal or a breach of the provisions of the Governance and Sustainability System, especially this Code of Ethics.

2. In turn, no director, professional or supplier of the companies of the Iberdrola Group may justify improper, unlawful or illegal conduct or conduct that contravenes the provisions of the Governance and Sustainability System in reliance on an order from a superior or from any director or professional of the companies of the Group.

**Article G.3 Acceptance**

1. Directors, professionals and suppliers of the companies of the Iberdrola Group that are subject to this Code of Ethics shall expressly accept the rules of conduct established herein that are applicable thereto.

2. Professionals who join or hereafter become part of the boundary of the Iberdrola Group and suppliers contracting with companies of the Group shall expressly accept the rules of conduct set forth in Sections D and E, respectively, of this Code of Ethics.

3. Directors shall receive a complete copy of this Code of Ethics, for which they shall deliver a signed receipt.

4. An extract of this Code of Ethics, made up of Sections A, B, D, F and G, shall be annexed to contracts with the professionals of the companies of the Iberdrola Group.

5. In the case of suppliers of the companies of the Group, an extract made up of Sections A, E, F and G shall be annexed to their respective contracts.

**Article G.4 Approval and Amendment**

1. This Code of Ethics shall be periodically updated based on proposals made by the Company’s Compliance Unit, which shall review the content of Sections A, B, D, E, F and G at least once per year, as well as on the suggestions made by the professionals of the Group's companies and the suppliers thereof (including Subcontractors) in relation to the content of the sections of the Code of Ethics applicable thereto.

2. The Sustainable Development Committee, the Internal Audit Area and the Compliance Unit of the Company shall be able to make proposals to improve or to foster the adaptation of the Code of Ethics as a whole.

3. The amendment of this Code of Ethics shall in any case fall within the purview of the Company’s Board of Directors.

This Code of Ethics was approved at a meeting of the Board of Directors of the Company held on 27 February 2002 and was last amended on 20 June 2023.
3. General Sustainable Development Policy

20 June 2023

1. Purpose 70
2. Scope of Application 70
3. Objectives of the Sustainable Development Strategy 70
4. Social Dividend 71
5. General Principles of Conduct 72
6. Main Principles of Conduct 73
7. Principles of Conduct with respect to the Principal Stakeholders 75
8. Implementation and Coordination of the Group-level Sustainable Development Strategy 78
9. Foundations Committee and Foundations Linked to the Group 79

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The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

The policies and rules that make up the Governance and Sustainability System are intended to ensure the alignment of all conduct of the Group’s companies with their purpose, i.e. to continue building together each day a healthier, more accessible energy model, based on electricity, as well as with the bylaw-mandated commitment of the Company to the social dividend and with the Sustainable Development Goals (“SDGs”) approved by the United Nations (UN).

In the exercise of these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this General Sustainable Development Policy (the “Policy”).

### 1. Purpose

This Policy is intended to establish the general principles and structure the foundations that must govern the sustainable development strategy at the Group level to ensure that all its corporate activities and businesses are carried out while fostering the sustainable creation of value for shareholders and taking into account the other Stakeholders related to its business activities and institutional reality, equitably compensating all groups that contribute to the success of its business enterprise, promoting the values of sustainability, integration and dynamism, favouring the achievement of the SDGs and rejecting actions that contravene or hinder them.

The sustainable development strategy established at the Group level revolves around three main vectors: environmental, social, and corporate governance and compliance aspects. The actual and effective implementation thereof, along with the Governance and Sustainability System that supports it, is to form part of the virtual soul of the Group, one of the key elements that differentiates it from its competitors and which is a deciding factor for its establishment as the preferred company for its Stakeholders.

The general principles and foundations set forth in this Policy are further developed and specified in specific environmental, social, and corporate governance and regulatory compliance policies that address certain needs and expectations of the main Stakeholders of the Company.

### 2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the lawfully established limits.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social, and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

The contents of this Policy must also govern the conduct of the foundations linked to the Group.

### 3. Objectives of the Sustainable Development Strategy

Fulfilment of the corporate interest, as defined in the By-Laws, requires the implementation of a sustainable development strategy that favours the “sustainable creation of value by engaging in the activities included in its corporate object, taking into account other Stakeholders related to its business activity and its institutional reality (...)”.

For this purpose, it should be kept in mind that the By-Laws of the Company provide for the implementation of a sustainable development strategy that causes all of its Stakeholders to participate in the social dividend generated by its activities, sharing the created value with them.

Pursuant to the bylaw-mandated rule imposed by the Company’s shareholders, its Board of Directors has further developed this strategy, focused on the sustainable creation of value, providing a quality service through the use of environmentally-friendly energy sources, staying alert to the opportunities offered by the knowledge economy, and committed to the
SDGs, especially in relation to goals seven and thirteen regarding the supply of accessible and clean energy and the fight against climate change, respectively.

For this purpose, the companies of the Group innovate, make new investments and promote more efficient, sustainable and clean technologies, foster growth and develop talent and the technical and human capacities of their professionals, work for the safety of people and the supply of energy, and labour to build a successful business enterprise together with all of the participants in their value chain, sharing the achievements with their Stakeholders.

In particular, the sustainable development strategy endeavours to ensure the achievement of the following objectives, based on the principles set out in the SDGs:

- promote compliance with the Company’s purpose, i.e., to continue building together each day a healthier, more accessible energy model, based on electricity, and to promote the three corporate values, i.e. sustainable energy, integrating force and driving force;
- cause all of their Stakeholders to participate in the success of the Company's business enterprise, through the social dividend generated.
- favour the achievement of strategic goals at the Group level in order to offer a safe, reliable and high-quality supply of energy that is respectful of the environment;
- improve the competitiveness of all of the companies of the Group through the assumption of management practices settled on innovation, the development of professional relationships based on diversity, inclusion and a sense of belonging, equal opportunity and non-discrimination in the management of people, productivity, profitability, efficiency and sustainability;
- responsibly manage the risks and opportunities deriving from changes in the surroundings, and maximise the positive impacts of their activities in the various territories in which the companies of the Group operate and minimise the negative impacts, to the extent possible, avoiding short-term approaches or those that do not sufficiently take into account the interests of all of their Stakeholders;
- encourage a culture of ethical behaviour that increases business transparency in order to generate credibility and trust within the Stakeholders of the Group's companies, which includes society in general;
- promote relationships based on trust with all of the Stakeholders of the Group's companies, providing a balanced and inclusive response to all of them, particularly emphasising the involvement of local communities to glean their viewpoints and expectations regarding significant potential issues, and thus be able to take them into consideration;
- contribute to the recognition of the Group's companies and the improvement of their reputation; and
- promote information and communication in the various communities in which the companies of the Group do business so that the they are thought of as an ideal place for professional development of the various groups of which they are comprised from the viewpoint of their commitment to diversity and inclusion.

4. Social Dividend

The Company is an international energy leader that produces and supplies energy to more than 100 million people in the countries and territories in which it is present.

It contributes, with the social dividend generated through its activities, with its tax contribution, and through the development of its corporate object in accordance with the principles set forth in its environmental, social, and corporate governance and regulatory compliance policies: to the stimulation of society in general, both from an economic viewpoint as well as from the perspective of business ethics, to the promotion of equality and justice, to the protection of vulnerable groups, to the encouragement of innovation, to respect for the environment, to the fight against climate change and to the generation of high-quality employment based on diversity, inclusion and a sense of belonging, and to other measures of well-being.

The contribution to its Stakeholders with its social dividend is one of the basic premises for the success of the Company's business enterprise and is based on the SDGs, the principles of which it accepts and supports. This strategy seeks to put the Group's companies at the forefront of best practices in this area and position the Company as one of the best companies for the world, ultimately aspiring to act as a driver and lever for social and environmental change.

Consistent with its global leadership in renewable energy, with its commitment to the promotion of energy efficiency and to universal access to energy services, and pursuant to the provisions of its environmental policies, and specifically of its Climate Action Policy, the companies of the Group significantly contribute to compliance with SDGs seven and thirteen, regarding the supply of affordable and clean energy and the fight against climate change, respectively.
Leadership in the fight against climate change and the development of clean energy that contributes to the decarbonisation of the economy are the two main foundations of the Group-level, as well as being the goals to which there is the most significant contribution.

Furthermore, with their business activities, and particularly with the manner in which they are carried out, the companies of the Group contribute to achieving SDGs eight (which promotes sustainable and inclusive economic development, productive employment and decent work) and nine (regarding industry, innovation and infrastructure).

However, the commitment to the SDGs goes further, as in its day-to-day activities the Company takes into consideration all of the goals as guidance in its decision-making processes, the principles of which inform its conduct and its daily tasks, rejecting conduct that contravenes or hinders them.

The Company thus works to measure the social dividend generated by the Group’s companies through their business activities, which is the principle source for the creation of value for their Stakeholders, prioritising cleaner and safer energy and promoting measures to protect vulnerable groups, with specific partnerships, sponsorships and activities focusing on social content, either directly or in collaboration with foundations linked to the Group, and generally with a global institutional strategy committed to business ethics and the SDGs, open to their Stakeholders, favouring the engagement thereof as well as the design and regular execution of plans for raising awareness regarding various issues that promote sustainable development.

Along these lines, measurement of the social dividend encompasses the principal direct, indirect and induced impacts, both present and future, generated by the activities of the Group’s companies, consistent with the Company’s commitment to the long-term creation of shared sustainable value for its shareholders.

Due to the diversity of sustainable development goals and commitments, the Group’s companies use a broad set of indicators that allows for an evaluation of the contribution from various perspectives. Even though the indicators do not capture all of the impacts generated, the results obtained constitute an efficient assessment tool to verify the achievement of the bylaw-mandated commitment to the social dividend. This assessment is taken into consideration by the Board of Directors when defining the Group-level strategy, and is shared transparently with all of the Stakeholders of the companies that comprise the Group through the public dissemination of their non-financial information and the social dividend that is generated. Along these lines, the statement of non-financial information prepared by the Board of Directors and, after independent verification, approved by the shareholders at the General Shareholders’ Meeting, presents the Company’s performance in the social, environmental and sustainability areas, as well as the social dividend generated, whether directly or in collaboration with foundations linked to the Group, and shared with the Stakeholders thereof.

5. General Principles of Conduct

In order to meet the goals set out in the area of sustainable development, the Company adopts the following main principles of conduct:

a. comply with applicable law in the countries and territories in which the Group’s companies do business and assume ethical leadership in the business communities in which it is present, with the supplementary and voluntary adoption of international commitments, rules and guidelines in those countries in which the legal framework is inadequate or insufficient, basing its relations with the competent public authorities in each jurisdiction on the law, fidelity, reliability, professionalism, collaboration, reciprocity and good faith;

b. support the principles of the SDGs, specifically those relating to universal access to energy and the fight against climate change, the commitments of the Paris Agreement, the United Nations (UN) Guiding Principles on Business and Human Rights and other international instruments, especially in the areas of good human rights and labour practices, protection of the environment and the fight against corruption and all forms of fraud.

c. align its conduct with the principles contained in the Purpose and Values of the Iberdrola Group and follow the guidelines contained in the other rules of the Governance and Sustainability System, especially in the Code of Ethics, which governs the ethical and responsible conduct that the companies of the Group expects of their directors, professionals and suppliers;

d. favour free market practices, rejecting any illegal or fraudulent practice, implementing effective mechanisms for prevention, surveillance, and punishment of improper acts, further developing its commitment to the promotion of unrestricted competition in favour of consumers and users;

e. adopt cutting-edge corporate governance practices, in line with good governance recommendations generally accepted in international markets, based upon business transparency and mutual trust with Stakeholders;

f. have an effective, autonomous, independent and robust Compliance System; and

g. encourage pathways of dialogue, thus facilitating relationships with the workforce, shareholders and the financial community, customers, suppliers and, in general, with the other Stakeholders, in accordance with the Stakeholder
Engagement Policy, in order to forge a sense of belonging to an excellent company, to harmonise business values and social expectations, and to adapt, to the extent possible, Group-level policies and strategies to the interests, concerns and needs of such Stakeholders, using all communications within its reach such as direct contact, social networks, consultation procedures and the corporate website of the Company and of the other companies of the Group.

6. Main Principles of Conduct

Set forth below is a description of the main principles of conduct within the boundary of the Group with respect to various aspects in the area of sustainable development common to all of the Company’s Stakeholders. All of them represent a Group-level commitment to the social dividend that is generated by applying these principles to the business activities of the companies comprising the Group.

■ 6.1. Principles of Conduct with respect to the Creation of Shared Sustainable Value

The creation of shared sustainable value is the fundamental principle that should govern the Group-level policies, strategy and operations, and entails the equitable compensation of all groups contributing to the success of the business enterprise of the Group's companies and consideration of the social return on new investments, generating employment and wealth for society with a long-term vision that seeks a better future without compromising present results.

The fundamental principles are developed in the Sustainable Management Policy and can be synthesised as follows:

- Develop a business model based on models that are environmentally sustainable, economically feasible and socially inclusive.
- Establish instruments to strengthen the competitiveness of the energy products supplied, through efficiency in energy generation, storage, transmission, distribution and sale processes. The Company thus pays special attention to the excellent management of its processes and resources, using the instruments developed in the Quality Policy.
- Implement measures tending to ensure the high quality of the service and the safe and reliable supply of energy products.
- Promote the reduction of the environmental impact of all the activities carried out by the companies of the Group, striving to promote a rational and sustainable use of water, leading the fight against climate change through the development of clean energy that contributes to the decarbonisation of the economy, prevent or if applicable minimise polluting emissions and the effects thereof, and improve the circularity of their activities and those of their suppliers.
- Advance the responsible use of energy and the sustainable use of natural resources, promoting the minimisation of impacts caused by the activities of the Group's companies, in line with the provisions of the Company's environmental policies, and public awareness regarding the efficient consumption of products and services.
- Strengthen the social dimension of the activities of the Group's companies, and particularly respect for human rights as set out in the Policy on Respect for Human Rights. Specifically, the companies of the Group strive to improve the quality of life of the people in the communities in which they do business, promoting universal access to energy supply, paying special attention to customers who are economically disadvantaged or in any other situation of vulnerability.

■ 6.2. Principles of Conduct with respect to Transparency

Transparency is fundamental for generating confidence and credibility, both in the markets and in investors, as well as in the workforce and in the other Stakeholders. The Company undertakes to:

- disseminate truthful, sufficient, useful and reliable information regarding the significant activities of the Group's companies and of the foundations linked thereto;
- encourage transparency, assuming a commitment to annually prepare and publish financial and non-financial information regarding its activities, following generally accepted methodologies and submitting the information to independent external verification with respect to the latter; and
- facilitate complete and truthful information regarding the taxes that Group companies pay in the countries and territories in which they operate.

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The Company shall publish the additional information required by applicable legal provisions in each country or territory or voluntarily assumed thereby or by any of the other companies of its Group, including both the statement of non-financial information, which the Board of Directors formulates and submits for the approval of the shareholders at the General Shareholders’ Meeting and which reflects the Company’s social, environmental and sustainability performance as well as the social dividend generated and shared with its Stakeholders, as well as the following reports: the integrated report, the annual financial report, the annual corporate governance report, the annual director remuneration report and an activities report of the Board of Directors and of the committees thereof.

### 6.3. Principles of Conduct with respect to the Development and Protection of Intellectual Capital

Intellectual capital constitutes the principal differentiating element of competitive companies. Therefore, the Company considers the development and protection thereof to be a fundamental aspect, which is further developed in the *Knowledge Management Policy* and the *Corporate Security Policy*, the main principles of conduct of which include:

- Foster initiatives, procedures, and tools that allow the Company to truly and effectively exploit the intellectual capital of the Group’s companies;
- Develop specific defensive plans to protect critical infrastructure and to ensure the continuity of the essential services provided by the companies of the Group in accordance with the provisions of the *Corporate Security Policy*; and
- Ensure adequate protection of information and knowledge and the confidentiality thereof.

### 6.4. Principles of Conduct with respect to Innovation

The Company believes that innovation is the principal tool at the Group level for ensuring sustainability, efficiency and competitiveness, and is a strategic variable that affects all of its businesses and all of its activities. The main principles of conduct in which the desire of the Group’s companies to lead innovation within the energy industry materialises include those set forth below and further developed in the *Innovation Policy*:

- Promote research, development and innovation (R&D) activities, focusing on efficiency aimed at the ongoing optimisation of the business operations of the Group’s companies, management of facilities and equipment lifespans, reduction of operation and maintenance costs, and decrease in environmental impact, as well as the development of new products and services to satisfy the needs of the customers;
- Create innovations fostering sustainable growth and the efficient management of resources and a reduction in environmental impact, contributing to the social and economic development of the surroundings in which the Group’s companies do business;
- Engage in projects in the area of universalisation of energy services based on models that are environmentally sustainable, economically feasible and socially inclusive;
- Protect innovation, and particularly information or knowledge considered (or that might be considered) to be a trade secret taking into account the importance of the protection thereof; and
- Keep the Group’s companies at the forefront of new technologies and disruptive business models.

### 6.5. Principles of Conduct with respect to Responsible Tax Policy

The taxes that the companies of the Group pay in the countries and territories in which they do business are their main contribution to the funding of public purpose needs and, accordingly, one of their contributions to society.

Within the framework of the provisions of the *Corporate Tax Policy*, the Group’s companies assume the following commitments:

- Comply with tax rules in the various countries and territories in which the Group’s companies operate.
- Make decisions on tax matters based on a reasonable interpretation of applicable legal provisions and in close relationship to the activities of the Group’s companies;
- Follow the recommendations of the good tax practices codes implemented in the countries and territories in which the companies of the Group do business, taking into account the specific needs and circumstances at the Group level.
The inter-relation of the various companies of the Group with their human resources follows the following principles:

a. respect the human rights recognised by domestic and international laws, oppose child labour, forced or compulsory labour and any kind of modern slavery, not discriminating based on any condition or characteristics, and respect the freedom of association and of collective bargaining, the right to free circulation within each country, the rights of ethnic minorities and indigenous populations in the countries in which they do business and the right to the environment of all the communities in which they operate, and understand access to energy as a right related and linked to other human rights, upon the terms set forth in the Policy on Respect for Human Rights;

b. select, hire and nurture talent within a favourable employment relationships framework, based on equality of opportunity, non-discrimination, diversity in all its variables and the inclusion of professionals, facilitating measures for the integration of disadvantaged groups and people with disabilities, and for reconciliation between personal and working life.

c. promote the participation and representation of the various groups that make up their human capital so that, based on this diversity, everyone can be fully integrated into the activities of the Group's companies;

d. ensure the firm commitment thereof to prohibit any form of discrimination;

e. recognise and value family and personal connections among the professionals of the Group's companies, a necessary consequence of their strong local roots within the communities in which they have historically done business, and establish measures ensuring that professionals with such connection are not favoured or discriminated against in hiring and promotion;

f. promote a sense of belonging of their workforce, in order for all professionals to consider themselves part of the business enterprise of the Group's companies, be aware of their role in the local, national and international community, and assume as their own the values, principles and goals established at the Group level;

g. establish a remuneration policy that favours the hiring of the best professionals and strengthening of the human capital of the Group's companies.

h. promote the training, qualification and knowledge refreshment of professionals, favouring professional promotion and adapting the management of people to a diverse and multicultural work environment; and

i. ensure a safe and healthy working environment within the companies of the Group and in their spheres of influence. The measures that favour this objective are developed in the Occupational Safety and Health Risk Policy.
7.2. Shareholders and the Financial Community

The principles of conduct that govern the Company’s relationship with its shareholders and the financial community are:

a. Facilitate and promote a responsible exercise of their rights and the performance of their duties by the shareholders and the holders of rights or interests in shares, subject to the principle of equal treatment of those in the same situation.

b. Favour the informed participation of the Company’s shareholders at the General Shareholders’ Meeting and take proper measures for it to serve the effective exercise of the duties held by the shareholders under the law and the Governance and Sustainability System.

The Company thus may make available to the shareholders on the occasion of each General Shareholders’ Meeting a guide in the medium it deems appropriate (such as through a virtual assistant) and certain rules of implementation that standardise, adapt, further develop and make more specific the provisions of the Company’s Governance and Sustainability System concerning the exercise of shareholders’ rights.

c. Encourage the engagement of its shareholders in corporate life, especially in the area of corporate governance. For this purpose, the Board of Directors has approved the Shareholder Engagement Policy, has adopted various initiatives, and has created and developed various channels of communication and participation.

The Board of Directors of the Company has approved a Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors that develops the relations with financial analysts, institutional investors and proxy advisors, and recognises ongoing attention to the transparency of information disseminated by the Company and relations with shareholders, institutional investors and proxy advisors.

Such principles are based on the duty of the shareholders to exercise their rights vis-à-vis the Company and other shareholders and fulfil their duties acting with loyalty, in good faith and transparently, within the framework of the corporate interest as the paramount interest ahead of the private interest of each shareholder and in accordance with the Governance and Sustainability System of the Company.

7.3. Regulatory Entities

The companies of the Group attempt to maintain a constructive and continuous dialogue with regulatory entities based on the principles of lawfulness, transparency, fidelity, reliability, professionalism, cooperation, reciprocity and good faith, seeking to mutually understand the interests and objectives of each party, and working together to seek solutions to issues affecting the Group’s companies and that are within the scope of the powers of such entities, thus contributing to the development of public policies that are useful for sustainable development.

7.4. Customers

The companies of the Group work to know the needs and expectations of their customers and thus offer them the best solutions, defending the proper operation of the market under free and fair competition and continuously working to care for and increase their satisfaction, strengthening their connection at the Group level and promoting responsible consumption, assuming the following principles of conduct for such purposes:

a. obey and comply with the rules governing communication and marketing activities and accept the voluntary codes that promote transparency and the truthfulness of such activities;

b. see to the protection of the health and safety of their customers in all of the life cycles of the products they sell, by complying with applicable law and providing training and information to consumers using various instruments: websites, information in invoices and the development of training and informational campaigns;

c. provide information to their customers allowing for a more rational, efficient and safe use of electricity and gas in the countries in which they sell their products and services;

d. pay attention to customers who are economically disadvantaged or in any other situation of vulnerability, establishing specific procedures of protection and collaborating in providing ongoing access to energy and gas supply according to the policies established by the competent government administrations in each case;

e. facilitate effective access to information regarding the services they provide that is needed by customers with idiomatic or sensory difficulties, by implementing the appropriate instruments for such purpose;

f. adopt the instruments necessary to ensure the confidentiality of the data of its customers, in accordance with the provisions of the Code of Ethics and applicable law;

g. pursue continuous improvement of the quality of supply in the various countries and territories in which they operate; and
h. monitor the quality of the service provided to their customers, through surveys measuring their satisfaction, and through customer service.

■ 7.5. Suppliers

The companies of the Group believe that it is essential to ensure that all participants in the value chain respond and adhere to generally accepted ethical and sustainable development principles, in addition to applicable laws and the Governance and Sustainability System. Therefore, the principles of conduct in this area are the following:

a. adopt responsible practices in the management of the supply chain; and
b. cause all participants in the value chain to comply with the principles and values set forth in the Code of Ethics regarding business ethics and transparent management, good labour practices, the promotion of health and safety, respect for the environment, guaranteeing the quality and safety of the products and services sold and development of responsible practices in the supply chain, promoting joint management (shared responsibility) in strict respect for the human and labour rights recognised in domestic and international law.

■ 7.6. The Media

Transparency is one of the hallmarks of the Company’s identity and one of the fundamental goals of its communication strategy. The companies of the Group value and recognise the key role of media in achieving this goal. Therefore, relations with the media shall be governed by the principles of informational transparency and collaboration.

■ 7.7. Society at Large

The companies of the Group are characterised by their international presence. In their operations, they assume the following principles of conduct relating to the various territories and communities in which they operate:

a. build strong bonds with the communities in which they do business through formal public consultations, thus generating confidence and forging a sense of belonging to an excellent company, of which these communities feel they are an integral part;
b. harmonise their activities in the various countries in which they operate with the various social and cultural realities of each of them;
c. strengthen relations of trust with the various communities with which they interact, by supporting the various governments and leading social organisations, by promoting processes of consultation to understand expectations, favouring equal opportunity of the Stakeholders and paying attention to intercultural dialogue and consensus with indigenous populations (aligned with Convention 169 of the International Labour Organization);
d. favour access to energy, with special attention to customers who are economically or in any other situation of vulnerability;
e. strengthen respect for the rights of ethnic minorities in all of the communities in which they are present.
f. engage in corporate volunteering programmes and campaigns that promote the participation of their professionals in volunteer actions in order to promote improvement in people’s quality of life, looking after the environment, sustainable development, universal access to energy and the eradication of hunger, including collection campaigns that seek to respond to social needs;
g. support the promotion and conservation of biodiversity and of the cultural and artistic heritage of the territories and communities in which they do business;
h. support initiatives that contribute to a more healthy, egalitarian and just society, such as supporting the empowerment of women and promoting the reconciliation of personal and work life; and
i. promote the protection of animals, as living sentient beings, and particularly the fight against abandonment, violence, mistreatment, abuse and the illegal trafficking of animals, respecting their quality as sentient beings, in accordance with the characteristics of each species and respecting the limitations established by applicable legal provisions.

The companies of the Group also collaborate on specific projects in emerging and developing countries as well as in areas in a situation of humanitarian crisis, actively participating in the search for sustainable solutions for access to modern forms of energy.
7.8. The Environment

The Company aspires to be the preferred global energy company, among other reasons, because of its respect for the environment, as highlighted and developed in the environmental policies, and particularly in the following: the Sustainable Management Policy, the Environmental Policy, the Climate Action Policy and the Biodiversity Policy.

The devotion of the companies making up the Group to leadership in the fight against climate change through the development of clean energy (which contributes to the decarbonisation of the economy) and in respect for the environment are the pillars of the energy production model within the boundary of the Group and the factor that distinguishes it in the energy industry as a world leader in this area. This takes form in the following basic principles of conduct:

   a. develop a business model based on environmentally sustainable economic activities;
   b. continuously identify, quantify and assess throughout the life cycle of the facilities, the impacts and dependencies of the activities of the Group’s companies on natural capital, with a focus on biodiversity, through the promotion of research and improving understanding of the ecosystems of the environments of the territories in which they operate;
   c. lead the fight against climate change by developing sustainable energy from renewable energy sources that contribute to the decarbonisation of the economy, as well as by optimising the use of energy throughout its value chain, and prevent or if applicable minimise polluting emissions and the effects thereof on human health and the environment;
   d. integrate climate change into internal strategic planning and decision-making processes;
   e. contribute to raising the awareness of society regarding the phenomenon of climate change and its consequences and solutions;
   f. make sustainable use of natural capital by improving the circularity of the business activities of the Group’s companies and those of their suppliers, the sustainable use of natural resources, the implementation of life cycle analysis, the eco-design of their infrastructures, the application of the waste hierarchy, as well as the optimisation of waste management and the use of recycled materials;
   g. promote innovation through research and support for the development of new technologies and best environmental practices; and
   h. raise awareness, train and involve the professionals, subcontractors, suppliers and other Stakeholders of the Group’s companies in environmental commitments and principles.

8. Implementation and Coordination of the Group-level Sustainable Development Strategy

The implementation, monitoring and supervision of the Group-level sustainable development strategy is the responsibility of the various companies of the Group in accordance with their corporate and governance structure defined in the Governance and Sustainability System, and particularly in the Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation, and is put into practice respecting the principles of subsidiarity and decentralised management through the various committees that assume duties in the area of sustainable development and reputation. Specifically:

   a. The Company’s Corporate Sustainable Development and Reputation Committee (or such committee as assumes the duties thereof at any time), which has the duties of defining the basic corporate lines of evolution of practices focused on the sustainable growth of the social dividend and improvement of reputation at the Group level, approving and monitoring the plans for development in both areas, being aware of the most significant advances, and cooperating in the preparation of the public information disclosed by the Company with respect to these areas.
   b. The sustainable development and reputation committees created within each of the country subholding companies in order to: promote compliance with the policies and guidelines approved in the various countries and territories in which the Group’s companies operate, coordinate the corporate strategy among the various businesses carried out in each country and territory, and report to the Company’s Corporate Sustainable Development and Reputation Committee (or such committee as assumes the duties thereof at any time) on the results achieved.
   c. The country subholding companies may also be linked to foundations, separated from the corporate structure, that implement and carry out in their respective countries and territories the sustainable development strategy entrusted thereto to the extent conforming to their foundational purposes and without prejudice to their autonomy and independence.
9. Foundations Committee and Foundations Linked to the Group

The Company has a Foundations Committee, an internal consultative body without executive duties created to ensure proper coordination between the foundations linked to the Group, which are responsible within their respective countries and territories for executing the sustainable development strategy designed by the Company’s Board of Directors, to the extent that it conforms to their founding purposes and is entrusted thereto by the board of directors of the country subholding company with which they are connected, contributing to the generation of the social dividend and particularly to the achievement of the SDGs, all without prejudice to the independence of said entities for achieving their foundational purposes, with full functionality and autonomy.

The Board of Directors must approve internal rules governing the composition and duties of the Foundations Committee and, as to the latter, a Sustainable Development Master Plan that describes the Group-level strategic lines of action in the field of sustainable development to be carried out by the foundations connected to the Group.

Foundational entities to which the country subholding companies have entrusted the performance of general interest and sustainable development activities in accordance with this Policy may join the Foundations Committee.

The Foundations Committee reports to the Sustainable Development Committee on the annual activities programmes of the foundations and on their respective budgets, as well as on the conduct of general interest and sustainable development that are entrusted thereto by the country subholding companies.

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This Policy was initially approved by the Board of Directors on 18 December 2007 as the General Corporate Social Responsibility Policy and was last amended on 20 June 2023.
4. Stakeholder Engagement Policy

20 December 2022

1. Purpose
2. Scope of Application
3. The Company’s Stakeholders
4. Basic Principles
5. Responsibilities in the Management of Stakeholder Engagement
6. Global Stakeholder Engagement Model
The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

The By-Laws, the Purpose and Values of the Iberdrola Group, the General Sustainable Development Policy and the other corporate policies express the Company’s focus on the creation of shared sustainable value for the Stakeholders related to its business activity and its institutional reality, in accordance with the commitments made in the Code of Ethics.

It is not possible to achieve the social interest and develop a responsible and sustainable business model without the strong engagement of the Company's Stakeholders, which are defined as those groups and entities whose decisions and opinions have an influence thereon and who, at the same time, are affected by the Group's activities.

The Company makes the commitment to involve all of its Stakeholders in the social dividend generated by its activities, whether directly or in cooperation with foundations linked to the Group, which dividend is understood as the sustainable contribution of value, including the advancement of business communities which the Company participates in and leads, both from the economic viewpoint and from the perspective of business ethics, the promotion of diversity, equality, inclusion, the sense of belonging, and justice, and the encouragement of innovation and protection of the environment through the generation of quality employment that ensures equal opportunity and non-discrimination in people management, as well as leadership in the fight against climate change.

This social dividend measures the direct, indirect and induced impacts of the Company’s activities included in the company object for all of its Stakeholders in the economic, social and environmental areas, and particularly its contribution to the achievement of the Sustainable Development Goals (“SDGs”) approved by the United Nations (UN).

The Company’s Stakeholders also have a leading role in corporate reputation, which is understood as their set of perceptions regarding the company. These perceptions are quite important, as they determine the decisions of the Stakeholders to invest, purchase or make recommendations, which directly affect the long-term sustainability of a company.

In line with the foregoing, one of the main principles of the Reputational Risk Framework Policy is to proactively manage the Company’s Stakeholders in order to include their expectations within the Group’s management and to mitigate the related risks, all through the Global Stakeholder Engagement Model of the Iberdrola Group (the “Global Engagement Model”).

Furthermore, appropriate management of the Company’s Stakeholders decisively contributes to the achievement of the purpose of the Policy on Respect for Human Rights, which is to formalise the Group’s commitment to the human rights recognised under domestic and international law and to define the general principles that the Group will apply for due diligence in the human rights area.

In fulfilling these responsibilities, and within the framework of the law and the By-Laws and the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Stakeholder Engagement Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the general framework for the Group’s relations with its Stakeholders in all of its activities and operations, in order to:

(i) continue encouraging the engagement of the Stakeholders in the Company’s business enterprise through a strategy of strong involvement in the communities in which it operates and the creation of shared sustainable value for all of them;

(ii) continue responding to the legitimate interests of the Stakeholders with which the Company interacts;

(iii) continue building trust among the Stakeholders in order to build long-lasting, stable and robust relationships;

(iv) encourage the recognition by all of its Stakeholders of the Company’s commitment to diversity in the broad sense, particularly in all matters regarding the professional development of their members; and

(v) contribute through all of the above to maintaining the corporate reputation in the various countries and businesses in which the Company does business.

Notwithstanding the foregoing, the Board of Directors may approve other corporate policies addressing specific Stakeholders.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.
Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

The contents of this Policy must also govern the conduct of foundations linked to the Group.

3. The Company’s Stakeholders

The value chain made up of the activities carried out by the Company means that its Stakeholders are quite numerous. Therefore, for purposes of this Policy, the Stakeholders are grouped into the following categories:

- Workforce.
- Shareholders and the financial community.
- Regulatory entities.
- Customers.
- Suppliers.
- The media.
- Society at large.
- The environment.

These Stakeholders are in turn divided into other categories, the Sub-stakeholders, made up of various groups and entities, which allows the management of the relationships to be adjusted to specific and local realities, needs and expectations, in many cases relating to the Group’s facilities.

4. Basic Principles

The Group accepts and promotes the following basic principles to engage and establish relations of trust with its Stakeholders:

a. Responsibility: act responsibly and build relationships based on ethics, integrity, sustainable development, and respect for human rights and the communities affected by the various activities of the Group.

b. Transparency: ensure transparency in relationships, and in financial and non-financial communications, sharing truthful, sufficient, relevant, complete, clear, reliable and useful information.

c. Active listening: practice active listening, encouraging bi-directional and effective communication as well as direct, fluid, constructive, diverse, inclusive and intercultural dialogue.

d. Participation and engagement: encourage the participation and engagement of the Stakeholders in all of the Company’s activities, promoting voluntary consultation processes or similar channels of interaction in application of the law of each country, and especially in the planning, construction, operation and decommissioning of the Group’s power projects.

e. Consensus: work towards consensus with the Stakeholders, especially with local communities and indigenous populations, taking their viewpoints and expectations into consideration.

f. Collaboration: promote collaboration with the Stakeholders, in order to contribute to compliance with the Purpose and Values of the Iberdrola Group and the achievement of the SDGs.

g. Continuous improvement: seek continuous improvement, regularly reviewing Stakeholder engagement mechanisms to ensure that they respond in the most efficient way possible to the needs of each moment.
5. Responsibilities in the Management of Stakeholder Engagement

From the corporate governance standpoint, the Board of Directors is vested with the power to approve and supervise the general strategy on engagement with the Company’s Stakeholders, endeavouring to ensure the proper coordination thereof at the Group level.

To this end, the Company’s ESG Division (or such division as assumes the duties thereof), through the Stakeholder and Reputation Unit, galvanises and coordinates the actions required to comply with this Policy and with the Global Engagement Model, as well as to promote best practices in this area.

Pursuant to the Group’s organisational structure, inspired by the principle of subsidiarity, the country subholding companies and the head of business companies, within their purviews, are responsible for implementing the strategy regarding Stakeholder engagement and the Global Engagement Model, as well as maintaining direct discussion and dialogue with their various Stakeholders, especially those who act within the environment of the facilities of the Group’s businesses. For all of the foregoing reasons, the country subholding companies and the head of business companies shall be endowed with the resources and structure necessary for them to carry out these activities.

Country subholding companies may also entrust to foundations with which they have agreements the implementation of general interest and sustainable development activities previously defined by the Company, which contributes to improving relations and dialogue with the Stakeholders of the Company, under the coordination of the Foundations Committee, and without prejudice to the autonomy and independence of said foundations to achieve their purposes.

6. Global Stakeholder Engagement Model

In 2016, the Company approved the Global Engagement Model based on the International AA1000 AccountAbility standard, among other things, to comply with this Policy.

The Global Engagement Model, which is implemented throughout the Group using a shared digital application, contains the principles and provides the guidelines that, on the one hand, ensure that the Company’s Stakeholder engagement is homogeneous while respecting the particularities of each country and business, and on the other, establish the mechanisms required to ensure that the Stakeholders have sufficient capacity to engage with the Group.

The main characteristics of the Global Engagement Model are the following:

- a. It is a guide to perform the segmentation of the Stakeholders, the identification of Sub-stakeholders, and the prioritisation of the latter, based on the Group’s impact and ability to influence them, as well as their impact and ability to influence the Group.

- b. It contains the guidelines to ensure that the Stakeholders have sufficient capacity to communicate with the Company, through regular evaluation of the available channels and the characteristics thereof (number, type and frequency of use) by the persons in charge of them. The channels are constantly evolving to adjust to the needs and realities of each moment and to maximise their effectiveness in establishing close, robust and long-lasting relationships.

- c. It provides guidelines to identify and prioritise relevant issues (needs and expectations) for each Stakeholder, as well as to identify and manage the risks and opportunities related to these significant issues, all in relation to the Company’s contribution to achieving the SDGs. In the case of risks, their management depends on their evaluation in terms of probability, impact and the existence of related reputational risks.

- d. It contains the main guidelines to design and monitor action plans that respond to issues that are significant for the Stakeholders based on an assessment of the risks and opportunities thereof, while improving communication and relations therewith.

- e. It allows for knowing the impacts of the actions in relation to the Stakeholders, maximising positive impacts and mitigating those that are negative.

- f. It identifies future trends relating to the expectations of the Stakeholders, as well as good practices to be shared throughout the Group.

In order to implement the Global Engagement Model, there is a network of persons at each of the country subholding companies in charge of extending and properly applying it. Any Sustainable Development and Reputation Committees created within each of the country subholding companies will also report to the Company’s Corporate Sustainable Development and Reputation Committee on the results achieved.
A global working group called the “Iberdrola Stakeholders’ Hub” and the Company’s Corporate Sustainable Development and Reputation Committee evaluate the implementation of the Global Engagement Model and the results of the process.

The results of the Group’s Stakeholder engagement are mainly disclosed through the communication strategy, the corporate website and the presence of the Company and the country subholding companies on social media, as well as the various reporting elements, including the statement of non-financial information and the integrated report.

* * *

This Policy was initially approved by the Board of Directors on 17 February 2015 and was last amended on 20 December 2022.

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## Contents

### Introduction to Book Three - Environment and Climate Action 87

1. Sustainable Management Policy 89
2. Environmental Policy 92
3. Climate Action Policy 95
4. Biodiversity Policy 98
Introduction to Book Three - Environment and Climate Action
1. The Governance and Sustainability System constitutes the Company’s own internal system that it establishes, in the exercise of the corporate autonomy supported by law, to ensure through its rules the preservation of its identity, the realisation of its purposes and values, and the achievement of its business ends and objectives.

2. As befits the maturity of the Governance and Sustainability System, the corporate policies are characterised by their evolution, consistency and coverage, as well as by their function of embedding and specifying the ideological and axiological content of the purpose and values in guidelines and standards for conduct that rationalise management decisions in recurring or particularly important fields and issues that so require, and constitute an essential part of the Governance and Sustainability System.

3. They thus entail a sensible limitation to the discretion that the directors and professionals of Iberdrola must have in the performance of their duties, thereby defining safe lines of conduct within the framework of respect for and observance of human rights, of the contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), of compliance with environmental, social and governance (ESG) requirements and with the goals established by the Paris Agreement and the United Nations (UN) 2030 Agenda for Sustainable Development, in the monitoring of which it may be assumed, prima facie, that the corresponding actions adhere and conform to the Purpose and Values of the Iberdrola Group and to the corporate interest of Iberdrola, which they help to realise and further develop.

4. The environmental policies are included within the sustainable development strategy and constitute the Company’s decisive response to the challenges, objectives and goals associated with climate change, environmental preservation and biodiversity loss, while helping to identify and take advantage of the opportunities arising from the energy transition. They are therefore the living expression of the Company’s commitment, which is shared by all of its Stakeholders, to the creation of comprehensive business value that takes into account and respects the natural and environmental capital on which its activities are based and take shape, in this way contributing to the maximum dissemination and application thereof among its Stakeholders and in the communities in which it is present.

5. The approval of the environmental policies is entrusted to the Board of Directors, with the participation, if applicable, of specialised committees, and particularly the Sustainable Development Committee, all without prejudice to the powers of the shareholders acting at a General Shareholders’ Meeting, who are ultimately responsible for approving the corporate focus and management, as well as the comprehensive results, both financial and social, of the Group.

6. The work of translating ideas, values and principles into guidelines or protocols of conduct should be subject to ongoing attention in order to adjust them to the changing circumstances within which the Company works as a comprehensive enterprise with three dimensions: business, corporate and institutional. Therefore, like the rest of the Governance and Sustainability System, the environmental policies contained in this book three are subject to a process of ongoing review for adaptation, adjustment and improvement to ensure that they conform to the context in which the Company carries out its business activities, to applicable law and to the best practices applicable.

In Bilbao, on 20 December 2022.

The Board of Directors of “Iberdrola, S.A.”
1. Sustainable Management Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In the exercise of these responsibilities and aware that the sustainable creation of value is one of the pillars of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Sustainable Management Policy (the “Policy”).

1. Purpose

The fulfilment of the corporate interest, as defined in the By-Laws, requires that the business activities included in the corporate object be focused on the creation of sustainable value.

In compliance with this mandate and with the provisions of the Purpose and Values of the Iberdrola Group and the General Sustainable Development Policy, the Group commits to a sustainable energy model, endeavouring to achieve development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

The main principles of conduct regarding sustainable management set out in this Policy contribute to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

The Group’s commitment to sustainable management rests upon the following main principles of conduct:

a. development of a business model based on environmentally sustainable economic activities;

b. competitiveness of the energy products supplied, through efficiency in energy generation, storage, transmission, distribution and sale processes;

c. high quality of the service and reliability and safety in the supply of energy products;
4. Instruments to Promote Sustainable Management

The instruments to promote the main principles of conduct of this Policy are the following:

a. competitiveness of the energy products supplied: the Group promotes efficiency in energy generation, storage, transmission, distribution and sale processes, so that energy can sustainably be offered at the best price possible. This is all accomplished through the use of cleaner and more efficient technologies with low operation and maintenance costs, as well as a combination of diversified generation technologies that includes the most competitive energy sources based on weather and market conditions.

b. high quality of service and reliability and safety in the supply of energy products: the Group promotes operational excellence, fostering a culture of continuous improvement and excellence in management, as provided in the Quality Policy. The continuous evaluation of process support tools, like quality management systems, which are hallmarks of the Group, are ultimately intended and are the Group's fundamental tools to achieve operational excellence;

c. reduction of the environmental impact of all its activities: the Group strives to:
   (i) promote a rational and sustainable use of water, manage the risks relating to water scarcity and ensure that water used is returned to the environment in the desired condition;
   (ii) lead the fight against climate change by developing sustainable energy from renewable energy sources that contribute to the decarbonisation of the economy, as well as by optimising the use of energy throughout its value chain;
   (iii) prevent or, where appropriate, minimise polluting emissions and their effects on human health and the environment;
   (iv) assume a leadership position in the conservation and protection of biodiversity, generating a net positive environmental impact whenever possible; and
   (v) improve the circularity of its business activities and those of its suppliers, through the sustainable use of natural resources, the implementation of life cycle analysis, the eco-design of its infrastructures, the application of the waste hierarchy, as well as the optimisation of waste management and the use of recycled materials. The Group also has an Environmental Management System (EMS) that allows for alignment of the environmental dimension with the Group's sustainability model and for identification of environmental aspects throughout the life cycle and the impact thereof on the environment by calculating the Corporate Environmental Footprint;

d. creation of sustainable value: the Group deploys the best corporate governance and sustainability practices within its reach, including codes of conduct and compliance and risk management codes. All of the foregoing is intended to ensure informational transparency and preserve the creation of shared sustainable value for its shareholders and other Stakeholders related to its business activities and its institutional reality, nurturing business profit as one of the foundations for the future sustainability of the Company and the Group, and responsibly carrying out its work as a major driving force in the energy sector. In this regard, and in accordance with the provisions of the Stakeholder Engagement Policy, the Group seeks to encourage the increasing involvement of the Stakeholders in the business enterprise and to respond to their legitimate interests, as means to increase the degree of trust and contribute to preserving the corporate reputation. In particular, the Group works on achieving excellent management of relations with its customers, offering efficient and suitable energy products tailored to their needs, and capturing the opportunities provided by the market;

e. boosting social commitment: the Group's strategy is aligned with the achievement of the goals of the United Nations (UN) 2030 Agenda for Sustainable Development. Along these lines, the Group desires to act as an engine and lever for social change, and works through the social commitment policies to face inescapable social challenges and goals, like the commitment to human rights, the empowerment of women, and the promotion of the diversity and equality of its members and the constituents of and participants in its business enterprise. In particular, the Group strives to improve the quality of life of the people in the communities in which it does business, promoting universal access to energy supply, paying special attention to customers who...
1. Sustainable Management Policy

Governance and Sustainability System

Book Three - Environment and Climate Action

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are economically disadvantaged or in any other situation of vulnerability, establishing specific procedures of protection and collaborating in providing ongoing access to energy supply according to the policies established by the competent regulatory bodies in each case; and

f. promoting the responsible use of energy: supporting energy saving and efficiency measures and contributing to sustainable development through public awareness campaigns encouraging the efficient consumption of its products and services.

5. Sustainable Event Management

The Group assumes a commitment to leadership in the area of sustainable event management, encouraging the contribution of all participants in its value chain. For this purpose, the Iberdrola Group Events Manual establishes guidelines that should govern all events of the Group to ensure that they scrupulously comply with all applicable requirements in each case (especially including laws on safety and health, noise, waste, privacy and personal data protection), while at the same time promoting accessibility, inclusion, non-discrimination and diversity in the planning and execution thereof.

The companies of the Group shall endeavour to establish sustainable management systems for events whose importance and complexity so advise, in which they shall promote the engagement of all affected Stakeholders and take into consideration their needs and expectations.

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This Policy was initially approved by the Board of Directors on 17 December 2013 and was last amended on 20 December 2022.
2. Environmental Policy

21 February 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In the exercise of these responsibilities, and aware that leadership in the development of sustainable energy and respect for the environment are the pillars of the Group’s energy production model and some of the cornerstones of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Environmental Policy (the “Policy”).

1. Purpose

The Policy is intended to establish a framework of reference for integrating the protection of nature and the environment within the strategy, investments and operations established at the Group level, and define the principles of conduct for environmental management and the management of natural capital.

The Company considers respect for the environment to be a key element for realising the vision of building an energy model in harmony with nature and with human beings. The companies of the Group are therefore committed to continue taking a leading position in the development of a sustainable energy model, based on the use of renewable energy sources and smart grids, electrification, efficiency, reduction in emissions and digital transformation, where respect for and the protection of the environment are integrated into all of their activities and processes. The Group’s companies are also committed to compliance with environmental regulations and international best practices in this area.

Through a business model and supported by a practice favouring transparent information and ongoing dialogue, the Group’s companies respond to the expectations of their Stakeholders with respect to the preservation of the environment, ever more stringent regulatory requirements, and constant scrutiny of management by analysts, assessors and various agents of society in general.

The commitment of the Group’s companies to leadership in the development of sustainable energy is aligned with the contribution to achievement of Sustainable Development Goals (SDGs) six, seven, twelve, thirteen, fourteen, fifteen and seventeen approved by the United Nations (UN).

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.
3. Main Principles of Conduct

To implement their commitment to the environment and boost environmental sustainability, the Group's companies articulate the following main principles of conduct that apply to all of their activities and businesses and that shall be integrated within the internal decision-making processes:

a. develop a sustainable model that is respectful of nature, biodiversity and historical and artistic heritage;

b. comply with legal provisions and conform to applicable environmental standards;

c. apply the principle of mitigation hierarchy (avoid, minimise, restore and compensate as a last resort) in all activities;

d. promote innovation through research and support for the development of new technologies and best environmental practices;

e. use natural capital sustainably. In particular:
   - to make rational and sustainable use of water, managing the risks relating to water scarcity and ensuring that water used is returned to the environment in the desired condition;
   - improve the circularity of their business activities and those of their suppliers, through the sustainable use of natural resources, the implementation of life cycle analysis, the eco-design of their infrastructures, the application of the waste hierarchy, as well as the optimisation of waste management and the use of recycled materials; and
   - integrate the protection and promotion of biodiversity into strategy at the Group level and develop a business model that is sustainable and positive with nature;

f. conserve, protect and promote the development and growth of natural heritage;

g. implement a common environmental management system that applies precautionary, anti-pollution and continuous improvement principles and places the environment at the centre of decision-making through:
   - assessing the environmental risks of their activities, facilities, products and services on a regular basis, improving and updating the mechanisms designed to prevent, mitigate or eradicate them;
   - ongoing identification, assessment and mitigation of the environmental impacts of the activities, facilities, products and services of the Group's companies;
   - management of risks and impacts by establishing objectives, programmes and plans that promote the continuous improvement of environmental processes and practices within the framework of the Group, and the establishment of monitoring, control and audit mechanisms; and
   - environmental training of the professionals of the Group's companies;

h. reduce environmental impact and improve the environmental performance of the Group's companies from a life-cycle perspective;

i. encourage the engagement of the Stakeholders in the business enterprise of the Group's companies pursuant to the provisions of the Stakeholder Engagement Policy, which contemplates, among other things, the strong involvement of the Group's companies in the communities in which they operate and the creation of shared sustainable value for all of them;

j. raise awareness, train and involve the professionals, subcontractors, suppliers and other Stakeholders of the Group's companies in the commitments and principles of this Policy; and

k. report transparently on environmental results and activities.

4. Priority Lines of Action

In order to achieve their commitment to nature and the environment and to promote environmental sustainability and respect for nature, the companies of the Group work on three priority lines of action, in which the main principles of conduct set out in the preceding section shall be applied:
2. Environmental Policy

This *Policy* was initially approved by the Board of Directors on 18 December 2007 and was last amended on 21 February 2023.

a. climate action;
b. protection of biodiversity; and
c. circular economy.

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3. Climate Action Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and aware of its commitment to the environment generally and to the fight against climate change particularly, the Board of Directors hereby approves this Climate Action Policy (the “Policy”) pursuant to the provisions of the Purpose and Values of the Iberdrola Group.

1. Purpose

The Policy is intended to establish a framework for articulating the Group's strategy and business model in a manner consistent with its commitment to the fight against climate change.

Climate change is one of the most significant challenges currently facing humanity. Anthropogenic emissions of greenhouse gases, mainly from the use of fossil fuels, and the use of land have accelerated global warming in recent decades, the consequences of which are already visible. At the global level, efforts are aimed at keeping the global temperature increase for the remainder of the century below 2°C compared to pre-industrial levels and to continue efforts to further limit the temperature increase to as close to 1.5°C as possible.

The Group has included environmental performance and the fight against climate change as one of the cornerstones of its Governance and Sustainability System, which is inspired by the highest standards in climate governance. In this respect, the Group is aware of the contribution of its business activities to climate objectives, as well as of the need to have appropriate capacities and mechanisms in place in the area of adaptation to climate change.

Therefore, the Group undertakes to continue: (i) assuming a leadership role in the fight against climate change, directly and through the establishment of partnerships with other players; (ii) promoting a social culture aimed at raising awareness among all its Stakeholders of the magnitude of this challenge and the benefits associated with successfully responding to it, considering the impact of this phenomenon on the Group's activities; and (iii) actively and decisively contributing to a carbon-neutral and sustainable future, minimising the environmental impact of all its activities and promoting the adoption of all actions available to the Group for this purpose, an effort that must be compatible with the achievement of the corporate interest. The Group shall also continue analysing and identifying specific actions in the fight against climate change that allow for detecting and exploiting the opportunities that might arise from a decarbonised and more electrified economy and also increase the ability to adapt, strengthen resiliency and reduce vulnerability to climate change in accordance with the goal established in the Paris Agreement. The Group's commitment to leadership is aligned with the achievement of the objectives of the Paris Agreement and the Sustainable Development Goals (SDGs) approved by the United Nations (UN) (especially numbers seven and thirteen).

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

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At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

To implement its commitment to climate action, the Group shall be guided by the following main principles of conduct, which shall be gradually applied in all its activities and businesses:

- a. set and review short-, medium- and long-term emission mitigation targets in line with the Paris Agreement targets and subsequent updates deriving from climate change science, and bring the intensity of global direct emissions below 50 g CO\textsubscript{2} per kWh generated by 2030, with the goal of achieving carbon neutrality by 2050;

- b. integrate climate change into internal strategic planning and decision-making processes, as well as into the analysis, management and reporting of long-term risks, taking into account the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD) and other leading organisations regarding climate governance and the reporting of climate risks and opportunities;

- c. promote innovation in more efficient and less greenhouse gas-intensive technologies and gradually introduce them in the Group's facilities;

- d. involve all Stakeholders in a regular update of the Climate Action Plan through two-way communication based on the creation of sustainable value for all of them, in accordance with the provisions of the Stakeholder Engagement Policy, in order to develop a strategy for a fair transition of the energy model;

- e. include the implementation of the climate action plan among the parameters that may be considered in the Company' remuneration systems;

- f. contribute to raising awareness in society at large about the phenomenon of climate change, its consequences and solutions, as well as the need to act quickly, through actions focused on generating knowledge and mobilising and promoting climate action, given that it is a threat to people and communities, all in line with the Group's commitment to respect the right of all communities to the environment, as set out in the Policy on Respect for Human Rights;

- g. promote internal awareness and training for the Group's professionals as well as for subcontracted personnel regarding climate change;

- h. promote suppliers' awareness of climate change and encourage them to adopt practices consistent with those of the Company in this area, and particularly with regard to reducing their carbon footprint;

- i. publicly support and lead the main milestones of the global climate agenda and multilateral processes on climate change, adopting positions consistent with the Company's objectives and with the environmental policies of the Governance and Sustainability System in those jurisdictions in which the Group has a presence;

- j. encourage the participation of the private sector in the global climate agenda in order to meet the objectives of the Paris Agreement, and particularly the goal of maintaining the global average temperature of the planet, as well as introduce a more ambitious dynamic in terms of both the implementation of the agreement and the update of the commitments made by the parties;

- k. have an environmental management system (EMS) of the Group, which allows for evaluating, analysing, managing and reducing environmental risks, as well as improving the management of resources and optimising investments and costs, and which incorporates all relevant climate variables;

- l. actively foment a culture that promotes the efficient and responsible use of energy and encourages behaviours supporting such responsible use, engaging all Stakeholders of the Company for this purpose. In particular, professionals will be encouraged to contribute with their daily work to the achievement of the objectives defined in the fight against climate change; and

- m. encourage research and the development of methodologies in the evaluation and design of adaptation measures, and take appropriate measures to mitigate the impacts of climate change on the production of energy from renewable sources, integrating climate science into the setting of objectives and internal procedures.
4. Priority Lines of Action

The Group shall promote the following priority lines of action to develop the main principles of conduct set out in the preceding section:

a. formalise and communicate a Climate Action Plan that specifies its commitment to achieve CO2 neutrality by 2050, the interim targets for scopes 1, 2 and 3 of the greenhouse gas inventory, the strategy and investment policy designed to fulfil this commitment, and the frameworks and methodologies based on available science used to evaluate and report on the implementation of the plan;

b. contribute to the electrification of the economy and maintain the Group's global leadership in renewable energy and in the investment and operation of smart grids that allow for a high level of renewable energy integration, by supporting regulatory legal initiatives aimed at:
   i. increased electrification of consumer uses of the economy, such as electric mobility and heat pumps as efficient systems for domestic heating and cooling;
   ii. promoting the “polluter pays” principle, advocating for mechanisms for the establishment of emissions prices that generate a strong and sustainable price signal, capable of generating the resources required to equitably finance sustainable energy projects, both in industrialised countries and in emerging and developing economies, and supporting a tax system that includes this principle in the transport, construction and electricity production industries;
   iii. eliminating subsidies to high-emission technologies and industries;
   iv. promoting the replacement of energy generation systems based on the use of fossil fuels with higher carbon content and favouring the improvement of efficiency in generation, in transmission and in the final use of energy, all within the framework of an increasing electrification of the energy model; and
   v. continuing to develop the real and global energy transition, based on decarbonisation and on the electrification of the energy sector in particular, and of the economy as a whole, that contributes to the Sustainable Development Goals (SDGs) approved by the United Nations (UN), particularly with respect to the fight against climate change;

c. integrate climate science and adaptation and resilience standards, as well as include technical improvements, in the design, construction and management of energy generation, storage and distribution networks and infrastructure in order to reduce or avoid the potential impacts of climate change on their functionality and allow the Group to adapt to changes in energy demand caused by climate change;

d. analyse the risks arising from climate change as regards the energy transition, as well as physical risks;

e. regularly review the Company’s greenhouse gas emissions inventory and establish control and monitoring mechanisms, including the verification of emissions by an independent third party;

f. develop communication campaigns and materials, workshops and educational resources aimed at specific groups, or partner in projects with third parties, in both the public and private sectors, to promote communication and internal training of the Group’s professionals on climate action;

g. formalise agreements and work with multilateral bodies and civil society organisations with particular engagement in the fight against climate change, and particularly the UN Framework Convention on Climate Change, in order to strengthen the Group’s international leadership in the process of fighting climate change;

h. support public policies and strategies that deal in a coordinated and consistent manner with the social problems relating to climate change;

i. lead the main international indices on the fight against climate change;

j. disseminate the results achieved and/or actions performed by the Group regarding the fight against climate change; and

k. establish the mechanisms needed to ensure the coordinated application of this Policy throughout the Group.

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This Policy was initially approved by the Board of Directors on 15 December 2009 and was last amended on 20 December 2022.
4. Biodiversity Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and aware of its commitment to the environment generally and to the preservation of the biodiversity of the territories in which the Group does business specifically, the Board of Directors hereby approves this Biodiversity Policy (the “Policy”) pursuant to the provisions of the Purpose and Values of the Iberdrola Group.

1. Purpose

The Policy is intended to establish a reference framework for integrating the protection and promotion of biodiversity into the Group's strategy, and to define the principles of conduct for the development of a business model that is sustainable and positive with nature, such that its activities protect and promote the development and growth of the natural heritage, particularly including the protection of animals, as living sentient beings.

The degradation of ecosystems and the unprecedented decline of biological diversity, unanimously identified by the scientific community as a direct consequence of the impact of human activities, entail serious environmental, economic and social risks, requiring action to reverse the loss of biodiversity.

The Group is committed to taking a leadership role in the conservation and promotion of biodiversity in its industry and to integrating into its management the United Nations (UN) 2050 vision of “Living in Harmony with Nature”, where biodiversity is valued, preserved, restored and used sustainably, maintaining the services of the ecosystem, supporting a healthy planet and providing essential benefits for all people.

This is aligned with the achievement of Sustainable Development Goals (SDGs) six, thirteen, fourteen, fifteen and seventeen approved by the United Nations (UN).

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

To implement its commitment to biodiversity, the Group shall be guided by the following main principles of conduct, which apply to all its activities and businesses:
a. integrate biodiversity in internal strategic and decision-making processes of the Group, as well as in the analysis, management and reporting of long-term risks;

b. identify, quantify and assess, on an ongoing basis and throughout the life cycle of the facilities, the impacts and dependencies of the Group's activities on natural capital, including diversity and the protection of wild animals and protected and vulnerable species, fostering respect for them in all lines of conduct;

c. apply the principle of mitigation hierarchy (avoid, minimise, restore, and compensate as a last resort) in all the phases of infrastructure projects;

d. avoid locating new infrastructure projects in spaces that are protected due to their ecological, biological, cultural and/or landscape value or areas catalogued as having high value for biodiversity;

e. avoid or reduce deforestation associated with their activities and supply chain;

f. manage and compensate in quantity and quality the negative impacts produced on the environment, giving priority to solutions based on nature, facilitating the connectivity of populations and encouraging the development of special protection or private conservation areas;

g. develop plans for monitoring flora and fauna, especially protected or vulnerable species, so that the interaction of infrastructure with the environment can be continuously assessed;

h. integrate the management of natural capital and biodiversity into the Group's Environmental Management System (EMS), setting goals, indicators and standards for the control, monitoring and audit thereof;

i. identify and establish management plans for invasive species that pose a risk to ecosystems and species at sites where the Group operates;

j. participate in carrying out research, preservation, education and sensitisation projects, cooperating with government agencies, non-governmental organisations, local communities and other Stakeholders on biodiversity issues and relating to the fight against abandonment, violence, mistreatment, abuse and the illegal trafficking of animals, in accordance with the provisions of the General Sustainable Development Policy.

k. promote biodiversity awareness and training for the Group's professionals as well as for subcontracted personnel and that of its suppliers; and

l. report on the biodiversity actions of the Group, the presence of facilities in protected areas, and research, preservation, education and awareness-raising actions, periodically publishing a biodiversity report.

4. Priority Lines of Action

Biodiversity has a leading role in the Group's strategy, for which reason four priority lines of actions have been established to apply the main principles of conduct set out in the preceding section:

a. protect biodiversity and make sustainable use of natural capital by adopting a hierarchy of conservation, integrating best practices throughout the life cycle in the management thereof and promoting actions for the regeneration and conservation of natural heritage;

b. continuously identify, quantify and assess throughout the life cycle of the facilities, the impacts and dependencies of the Group's activities on natural capital, with a focus on biodiversity, through the promotion of research and improving understanding of the ecosystems of the environments of the territories in which it operates;

c. partnering with Stakeholders, considering their biodiversity needs and expectations, and participating in projects for the enhancement of biodiversity and the protection of and respect for animals; and

d. highlighting and raising awareness of the importance of biodiversity protection and conservation through training, internal and external education, awards, publications, and sponsorship, and internal and external communication of the impact of the Group's activities in this area.

* * *

This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 December 2022.
Book Four - Social Commitment
Contents

Introduction to Book Four- Social Commitment  103

1. Policy on Respect for Human Rights  105
2. People Management Policy  108
3. Equality, Diversity and Inclusion Policy  116
4. Selection and Hiring Policy  120
5. Knowledge Management Policy  122
6. Innovation Policy  124
7. Quality Policy  126
8. Corporate Security Policy  128
9. Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms  130
Introduction to Book Four - Social Commitment
1. The Governance and Sustainability System constitutes the Company’s own internal system that it establishes, in the exercise of the corporate autonomy supported by law, to ensure through its rules the preservation of its identity, the realisation of its purposes and values, and the achievement of its business ends and objectives.

2. As befits the maturity of the Governance and Sustainability System, the corporate policies are characterised by their evolution, consistency and coverage, as well as by their function of embedding and specifying the ideological and axiological content of the purpose and values in guidelines and standards for conduct that rationalise management decisions in recurring or particularly important fields and issues that so require, and constitute an essential part of the Governance and Sustainability System.

3. They thus entail a sensible limitation to the discretion that the directors and professionals of the Company must have in the performance of their duties, thereby defining safe lines of conduct within the framework of respect for and observance of human rights, of the contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), of compliance with environmental, social and governance (ESG) requirements and with the goals established by the Paris Agreement and the United Nations (UN) 2030 Agenda for Sustainable Development, in the monitoring of which it may be assumed, prima facie, that the corresponding actions adhere and conform to the Purpose and Values of the Iberdrola Group and to the corporate interest of the Company, which they help to realise and further develop.

4. The social commitment policies are included within the sustainable development strategy, and constitute the Company’s decisive response to such inescapable social challenges, objectives and goals as the commitment to human rights, the empowerment of women, the promotion of diversity, inclusion and a sense of belonging, and equality among its members and among those who in any way are included or participate in its business enterprise. In short, they represent an articulation of the Company’s acknowledgement and appreciation of human and personal capital, without which its operations would not be possible.

5. The Company’s commitment to the social demands and requirements of our time also extends to all those who act or establish relations therewith, to the extent applicable thereto, thus contributing to its maximum dissemination and application among its Stakeholders and in the communities in which it is present.

6. The approval of the social policies is entrusted to the Board of Directors, with the participation, if applicable, of specialised committees, and particularly the Sustainable Development Committee, all without prejudice to the powers of the shareholders acting at a General Shareholders’ Meeting, who are ultimately responsible for approving the corporate focus and management, as well as the comprehensive results, both financial and social, of the Group.

7. The work of translating ideas, values and principles into guidelines or protocols of conduct should be subject to ongoing attention in order to adjust them to the changing circumstances within which the Company works as a comprehensive enterprise with three dimensions: business, corporate and institutional. Therefore, like the rest of the Governance and Sustainability System, the social policies contained in this book four are subject to a process of ongoing review for adaptation, adjustment and improvement to ensure that they conform to the context in which the Company carries out its business activities, to applicable law and to the best practices applicable.

In Bilbao, on 20 December 2022.

The Board of Directors of “Iberdrola, S.A.”
1. Policy on Respect for Human Rights

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and aware that respect for human rights is one of the main pillars on which the purpose and values of the Group’s companies rest and an aspect that is inextricably linked to the United Nations (UN) 2030 Agenda for Sustainable Development, the Board of Directors hereby approves this Policy on Respect for Human Rights (the “Policy”), which has been prepared taking into account the most stringent international standards.

1. Purpose

The purpose of this Policy is to formalise the commitment of the Group’s companies to the human rights recognised in domestic and international legislation and to define the principles that shall be applied within the boundary of the Group for due diligence in the area of human rights pursuant to the Guiding Principles on Business and Human Rights, the OECD Guidelines for Multinational Enterprises, the principles underpinning the United Nations Global Compact, the Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy, the conventions of the International Labour Organization (including convention 169), the Sustainable Development Goals (SDGs) approved by the United Nations (UN), the Company’s Code of Ethics, as well as such documents and texts as may replace or supplement those mentioned above.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

To achieve the aforementioned goals and commitments, the following main principles of conduct that must govern the innovation strategy of the companies comprising the Group in all areas are adopted and promoted at the Group level:

a. Identify potential impacts that the operations and activities performed by the Group’s companies might have on human rights, either directly or through third parties.
b. Have a due diligence system that identifies situations and activities with a higher risk of violating human rights, in order to develop mechanisms for the prevention and mitigation of such risk and to redress the impacts if they occur.

c. Evaluate the effectiveness of the due diligence system on a regular basis using monitoring indicators, with a special focus on those centres of activity in which there might be a higher risk of violating human rights. This evaluation will rely on the internal control systems of the Group's companies.

d. Report the results of the evaluation of the effectiveness of the due diligence system in its annual public information, available on the Company's corporate website.

e. Advance a culture of respect for human rights and actions intended to promote awareness-raising in this field among its professionals within all companies of the Group.

f. Have in place reporting and grievance mechanisms, equipped with adequate guarantees and settlement procedures, in order to respond to potential violations of human rights. These mechanisms must be sufficiently communicated both to the professionals of the Group's companies and to persons and organisations outside of the Group. To this end, appropriate internal reporting procedures regarding the issues communicated shall be defined in order to allow for an evaluation of the due diligence systems.

g. Adopt as soon as possible such measures as may be applicable in the event of detecting any violation of human rights at the facilities of the businesses of the Group's companies or of their suppliers, and report thereon to the competent government authorities in order for them to take any appropriate action if such violation may amount to an administrative, criminal or any other type of offence.

4. Human Rights Regulatory Framework

In addition to this Policy, the following also form part of the Group’s regulatory framework on respect for human rights:

a. the social policies, which cater to certain needs and expectations of the Company’s Stakeholders, and which particularly cover various issues relating to human rights, like occupational health and safety, equal opportunity, reconciliation and quality;

b. the Personal Data Protection Policy, which guarantees the right to the protection of data of all natural persons who establish relations with the companies belonging to the Group, particularly ensuring respect for the rights to reputation and to privacy in the processing of the various categories of personal data; and

c. the Purchasing Policy, which includes the perspective of the Group's companies on shared responsibility with their suppliers as regards respect for human rights, in order to increase the number of suppliers subject to sustainable development policies and standards based on a human rights strategy.

Apart from what is already established in these policies and in the Governance and Sustainability System, the companies of the Group also explicitly make the following commitments:

a. to reject child labour, forced or compulsory labour, and any form of modern slavery, endeavouring to ensure and encouraging the elimination of such situations with regard to their suppliers and their supply chain;

b. to respect freedom of association and collective bargaining;

c. to respect the right to freedom of movement within each country;

d. to not discriminate due to any condition or characteristics;

e. to respect the rights of ethnic minorities and of indigenous peoples in the places in which they carry out their activities, and to favour an open dialogue that includes different cultural frameworks;

f. to respect the right to the environment of all of the communities in which it operates, considering their expectations and needs; and

g. to understand access to energy as a right related and linked to other human rights, working with public institutions in the implementation of systems for the protection of vulnerable customers and on plans to extend service to communities that lack access to energy.

5. Relationship with Stakeholders

As to the relationship of the Company’s Stakeholders with human rights, the following must be taken into account:
a. Workforce: the professionals of the Group’s companies must show strict respect for the human rights recognised under domestic and international law in the conduct of their activities in all countries in which the Group operates, and shall particularly endeavour to ensure compliance with this Policy and with the regulatory framework for human rights at the Group level. All professionals of the Group’s companies are expected to act as a first line of defence for human rights, reporting any potential impact thereon or any breach of the Group’s corporate policies through the channels activated by the Group’s companies within their respective internal reporting systems to which reference is made in the Compliance and Internal Reporting and Whistleblower Protection System Policy.

b. Suppliers: must also show strict respect for the human rights recognised under domestic and international law in the conduct of their activities. The Company believes that its suppliers are a key ally for compliance with this Policy and thus assume a shared responsibility with the companies of the Group. In particular, suppliers and their professionals must: (i) adopt such measures as may be needed to eliminate all forms or types of forced or compulsory labour and any form of modern slavery within their organisation, as well as promote the adoption thereof within their supply chain; (ii) expressly reject the use of child labour in their organisation as well as within their supply chain; (iii) respect their workers’ freedom of trade association and right to collective bargaining by their professionals, avoiding all discriminatory practices due to any condition or characteristic in connection with employment and labour; and (iv) set the salaries of their professionals in accordance with applicable law, respecting minimum salaries, overtime and social welfare benefits.

c. Society in general: operations within the boundary of the Group must strengthen respect for the rights of ethnic minorities and of indigenous peoples in the places in which it carries out its activities and favour access to energy.

d. In the case of investment partners with operational control over facilities in which the Group’s companies have an interest, the alignment of their own policies with this Policy shall be promoted through its representatives on the management bodies.

6. Implementation and Update

The Company may draw on specialised external advice in order to conform the Group’s operating procedures to the main principles of conduct set forth in this Policy and, if necessary, to monitor the Policy and update the text hereof.

The Company’s Board of Directors, through the Sustainable Development Committee, will receive periodic information on the measures and procedures adopted within the Group to implement and monitor the provisions of this Policy.

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This Policy was initially approved by the Board of Directors on 17 February 2015 and was last amended on 20 June 2023.
2. People Management Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and aware that the workforce is a strategic asset and key element for achieving the purpose and putting into practice the values set forth in the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this People Management Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to define, design and disseminate a model for the management of resources and human capital in order to attract, develop and retain talent, as well as to encourage the physical, mental and emotional well-being of the workforce through their personal and professional growth, making them participants in the successful business enterprise of the Group’s companies and guaranteeing them a dignified and stable job within a diverse and inclusive environment.

People fundamentally determine the difference between competitive companies and those that are not, and between those that sustainably create value and those that gradually lose their capacity to generate wealth. In this regard, it is essential that companies define, design and disseminate a management model that promotes not only the physical and mental well-being of their professionals, but also an adequate, pleasant, satisfactory and stimulating working environment that generates confidence and motivation, which will promote the professional and personal development of the workforce and result in greater creativity and productivity, thus contributing to the achievement of business objectives.

It is therefore important when making decisions to consider the impact on the working environment and on the physical, mental and emotional well-being of professionals.

Well-being initiatives tailored to business needs reduce absenteeism, increase job satisfaction, employee engagement and talent retention, stimulate the generation and discussion of ideas, advance innovation and motivation, and increase the sense of belonging to the company.

The key principles for the care and development of the workforce are considered to be the design and implementation of frameworks for the management of the resources, human capital and labour relations that allow all professionals to share in the success of all of the companies making up the Group, that promote the economic and social development thereof, thereby contributing to compliance with goal eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), and that further the objectives of competitiveness and business efficiency.

In particular, this Policy provides guidelines for conduct with respect to: (i) the selection of professionals; (ii) the creation of stable and high quality employment within a diverse and inclusive environment; (iii) the building of stable relationships with the workforce; (iv) workplace safety and health; (v) reconciliation between personal and working life; (vi) the management and promotion of talent and training; and (vii) the promotion and encouragement of well-being.

The management of resources, human capital and labour relations must be informed by respect for the human and labour rights recognised by domestic and international law, diversity and inclusion, equality of opportunity and non-discrimination, as well as by the alignment of the interests of the professionals with the strategic objectives established at the Group level.

This Policy, the text of which is consistent with the provisions of the Policy on Respect for Human Rights, and particularly with labour rights, is further developed through the following policies: the Equality, Diversity and Inclusion Policy, the Selection and Hiring Policy, the Knowledge Management Policy, the Occupational Safety and Health Risk Policy and the Senior Management Remuneration Policy.
2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. General Principles of Conduct

In order to achieve the aforementioned objectives, the companies of the Group adopt and promote the following general principles of conduct that must inform the management of human capital:

a. An appropriate framework of labour relations and of agreed mechanisms to bring the organisation into line with corporate and social requirements, promoting the objectives of competitiveness and business efficiency.

b. Design of a job offering of value that favours the selection, hiring, promotion and retention of talent, consisting of competitive remuneration and a diverse and inclusive work environment that facilitates reconciliation between personal and working life and promotes the professional growth of the workforce of the Group’s companies. This professional growth must be based on objective performance standards, equal opportunity and a commitment to the Purpose and Values of the Iberdrola Group and to the business enterprise established at the Group level.

c. The development of consistent processes for the management of resources and human capital that progress in the implementation of a talent culture in all of the territories or countries in which the companies of the Group do business, respecting local characteristics and particularities and the special framework of strengthened autonomy of the listed country subholding companies.

d. The definition as a strategic objective of the conduct of labour relations based on equal opportunity, particularly between genders, non-discrimination, and the consideration of diversity and inclusion in all variables thereof, pursuant to the Equality, Diversity and Inclusion Policy. Measures must also be promoted to facilitate the effective integration of disadvantaged groups and persons with disabilities and to achieve a good working environment that allows professionals to reconcile personal and working life, complying with the law applicable in each territory or country and following best international practices.

e. The consolidation of stable and quality jobs.

f. A remuneration system that allows for the attraction and retention of the best professionals and for the alignment of their objectives with those established at the Group level.

g. Appreciation of the contribution of all professionals to the creation of value for the companies of the Group and to the growth thereof.

h. Recognising and valuing family and personal connections among the professionals of the Group’s companies, a necessary consequence of their strong local roots within the communities in which they have historically done business, and establishing specific measures ensuring that there is no favouring of or discrimination against professionals in hiring and internal promotion processes based on such connection, and that there is no violation of the principle of equal opportunity.

i. Guaranteeing that the processes of selecting, hiring and promoting professionals of the Group endeavour to ensure that all of its professionals are persons who are respectable and competent, aligned with the provisions of the Purpose and Values of the Iberdrola Group and with the principles of and commitments assumed in the Code of Ethics, assessing their background and rejecting those who, in view of their personal record, lack the required competence. All without prejudice to respect for identity and individual beliefs, as established in the Equality, Diversity and Inclusion Policy.

j. A work environment that is safe and healthy within the companies of the Group and within their spheres of influence.
k. Fostering and promoting well-being at work, caring for and offering a suitable, pleasant, satisfactory and stimulating working environment that generates confidence and motivation among professionals, as well as their commitment to the values of the Group’s companies.

4. Instruments

The companies of the Group have the following instruments to achieve the above objectives:

a. Resources and human capital policies: this Policy, the Equality, Diversity and Inclusion Policy, the Selection and Hiring Policy, the Knowledge Management Policy, the Occupational Safety and Health Risk Policy and the Senior Management Remuneration Policy.

b. The Company’s Personnel and Services Division (or such division as assumes the duties thereof at any time), the main objective of which is to standardise the guidelines for the management and promotion of talent within the framework of the Group, bearing in mind the different social and labour circumstances of the territories in which it operates, and with the support of the resources and human capital divisions at the various companies of which it is composed, which are responsible for implementing and monitoring human resources policies and strategies.

To meet this objective, the Company’s Personnel and Services Division (or such division as assumes the duties thereof at any time) may create specialised global committees in areas like the selection and hiring of professionals, training, remuneration systems and social-welfare benefits, which will act in coordination with any local committees that the resources and human capital divisions of the country subholding companies decide to create.

c. The Company’s Diversity and Inclusion Division (or such division as assumes the duties thereof at any time), which is responsible for the implementation, monitoring and verification of compliance with the Equality, Diversity and Inclusion Policy;

d. Collective bargaining agreements or specific equivalent agreements to govern aspects relating to human resources management, as well as the existing specific monitoring mechanisms.

e. Channels for dialogue and communication with the professionals of the Group’s companies, and particularly mixed subcommittees or committees with professionals, labour climate or satisfaction surveys, meetings with the executive chairman and the members of senior management, specific meetings, the corporate website and the various intranets of the Group’s companies.

f. International mobility programmes aligned with the Group’s Business Model to favour the exchange of experiences and knowledge, professional development and the promotion of talent, and the firm establishment of a Group-level culture.

g. Training programmes that foster the development of intellectual capital and the promotion of professionals within the companies of the Group.

h. A specific programme for the training and monitoring of management personnel fostering internal promotion and ensuring the orderly succession in senior management positions and other key positions within the Company and the other companies of the Group.

i. Occupational risk prevention programmes and processes and a global workplace safety and health system based on defined standards applicable to all companies of the Group.

j. Guidelines and programmes to promote physical, mental and emotional well-being and a healthy, safe, pleasant, diverse and inclusive working environment that fosters the personal and professional development of the workforce of the Group’s companies and addresses their global training concerns.

5. Main Principles of Conduct in connection with Equality, Diversity and Inclusion

The Equality, Diversity and Inclusion Policy further develops the objectives and principles on these matters at the Group level, which can be summarised in the following:

a. respect for diversity among the professionals of the Group’s companies, promoting non-discrimination;

b. development of the principle of equal opportunity, the observance of which is one of the basic pillars of professional development, and entails the commitment to provide and show equitable treatment that promotes the personal and professional progress of the workforce, keeping professionals with family or similar personal...
connections from holding posts directly reporting -either hierarchically or functionally- to the professionals with which they are connected, among other issues; and

c. promotion of gender equality, especially as regards access to employment, professional training and promotion, and working conditions.

The Company endeavours to ensure that the processes related to the selection, hiring, management of labour relations, training and promotion of professionals in which artificial intelligence is used, and especially the algorithms used, do not suffer from biases that violate these objectives and principles or prevent the verification thereof due to limitations on transparency and/or tracking of results pursuant to the provisions of the Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms.

6. Main Principles of Conduct in connection with the Selection and Hiring of Professionals

As further developed in the Selection and Hiring Policy and in the Equality, Diversity and Inclusion Policy, the main principles of conduct in connection with selection and hiring are:

a. develop a global framework for standardising talent recruitment, selection and hiring procedures within the companies of the Group;

b. endeavour to ensure that selection and hiring processes are objective and impartial, and that the process of selecting family members of professionals of the Group's companies or persons with another similar personal connection does not involve the participation of the workforce members to whom they are connected;

c. encourage the access of young people to their first job through scholarship programmes, programmes for graduates and other agreements;

d. provide candidates with an attractive and comprehensive job offer of value that favours the selection and hiring of the best professionals;

e. favour the hiring of professionals from excluded groups and of persons with disabilities;

f. the Group's companies must offer value based upon equal opportunity, diversity and inclusion and be made up of competitive remuneration, a broad offer of professional training and development, a healthy, safe, diverse and inclusive work environment, contribution to the business enterprise, and measures that facilitate reconciliation between personal and working life;

g. promote the hiring of its professionals using stable contracts; and

h. standardise working conditions and the benefits received by part-time and full-time professionals.

7. Main Principles of Conduct in connection with the Management and Promotion of Talent and Training

Talent management and promotion are key aspects to improve the Company’s position vis-à-vis its competitors, and their aim is the definition of a framework to develop a global quality management system, involving all professionals of the Group's companies.

In the process of analysis and deliberation prior to the adoption of its resolutions, the Board of Directors generally gives special consideration to the impact that its decisions might have on the talent management and promotion strategy at the Group level.

The Company also works continuously to configure a value offering addressed to its professionals that favours the selection, hiring, promotion and retention of talent.

One of the basic aspects of global talent management at the Group level is the encouragement of training in accordance with the following main principles of conduct:

a. Establishment of a conceptual framework that includes all training actions designed to promote the qualification of the workforce, aligning it with a diverse, inclusive and multicultural work environment, open to cultural changes, expanding the principles set out in the Purpose and Values of the Iberdrola Group, creating value at the Group level and promoting the sustainable development of the businesses.
b. Implementation of training programmes and plans that support advanced professional training for the performance of the job, adjustment to technological and organisational changes, adjustment of the workforce to the requirements of the Group's companies and greater capacity for professional development. In particular, these training programmes and plans should facilitate processes of knowledge refreshment and ongoing reconversion of skills, so that technologies, innovation and training make up an interactive triangle that operates to advance sustainable competitiveness at the Group level.

c. Envisioning training as a key element of professional qualification and development, and as a gateway to opportunities for promotion within the boundary of the Group.

d. Ensuring that training programmes include aspects relating to respect for human rights, diversity and inclusion and foster a culture of ethical conduct, without exclusionary or discriminatory biases. These programmes must be comprehensive, such that the technical, social and human aspects are considered as a whole in order for professionals to develop in their work not only the best qualifications, but also the principles and values to be promoted with society at the Group level.

e. Dissemination and sharing of the knowledge existing within the Group's companies, ongoing learning and cultural exchange, so as to boost efficiency through the appropriate use of intellectual capital, in accordance with the provisions of the Knowledge Management Policy.

8. Main Principles of Conduct in connection with Performance and Development Evaluations

Evaluations of the professionals and communication of the results thereof to those evaluated are an essential aspect of their professional training. The main principles of conduct in this area are as follows:

a. perform periodic evaluations of the performance of the professionals of the Group's companies based on objective standards;

b. communicate the results thereof to the employees evaluated, so as to favour their professional development, contributing to the creation of a feedback culture; and

c. in the process of salary evaluation or review, avoid direct participation by professionals who are family members or who have a similar personal connection with the professionals involved.

9. Main Principles of Conduct in connection with the Remuneration System

The companies of the Group consider it a priority for the remuneration system to promote the strengthening of its human capital, as the main factor differentiating it from its competitors. The main principles of conduct informing the remuneration systems of the Group's companies are:

a. favour the attraction, hiring and retention of the best professionals;

b. maintain consistency between strategic positioning at the Group level and its development, its international and multicultural reality, as well as its objective of excellence;

c. recognise and reward the dedication, responsibility and performance of all its professionals;

d. adjust to the various local circumstances in which the different companies of the Group operate; and

e. be and stay at the forefront of the market, consistently with the position achieved by the Company and the other companies of the Group.

10. Main Principles of Conduct in connection with the Reconciliation of Personal and Working Life

Achieving an effective work/life balance for professionals is a priority at the Group level, which is implemented through the following main principles of conduct:

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
2. People Management Policy

a. implement measures of reconciliation that promote respect for the personal and family life of professionals and facilitate the achievement of an optimal balance between the latter and work responsibilities;

b. establish effective ways to make flexible the conditions for providing services, especially with regard to time and place of work, and which allow for the better adjustment thereof to the various situations that may arise in the private life of professionals;

c. maintain commitments to external institutions, making an effort to honour the commitments assumed in order to obtain and maintain all certifications and awards given to the Group's companies in connection with reconciliation and equality;

d. favour the hiring of those suppliers that have internal measures favouring the reconciliation of personal and working life of their personnel; and

e. address with due measures of reconciliation, among others, the situations of single, married, domestically partnered, divorced, separated, widowed and plurally cohabiting persons, with or without children, and with any other particular family or emotional circumstances, including the specific bond arising with animal companions, as living sentient beings.

11. Main Principles of Conduct in connection with Respect for Private Life and Digital Disconnection

The most recent organisational dynamics and the implementation of new technologies promote organisational efficiency, but at the same time blur the limits between the time dedicated to work and private life. As set forth in this Policy, the priority of the Group's companies is for their professionals to be able to fully develop their personal life in a way that is compatible with, and enriches, their work activities.

For these purposes, this Policy establishes certain guidelines that allow for the effective separation of the personal and work spheres, with special attention paid to the disconnection from digital devices, without favouring or discriminating against professionals, based on the following main principles of conduct:

a. Promote the most appropriate digital disconnection guidelines intended to encourage respect for rest time and facilitate the full development of a professional's personal life outside working hours and with the least possible interference from their professional obligations, which should only occur when the need is justified.

b. Establish the standards for disconnection, which should take into account the specific situation of the different groups of professionals, particularly including: (i) those who must make themselves particularly available due to their high level of responsibility, their engagement in work covering territories in different time zones, or their state of preparedness to meet unpredictable needs, and (ii) those who engage in their work completely or predominantly from a distance, and particularly from their homes.

In this latter case, standards should be defined to ensure full respect for personal life and disconnection from work responsibilities, without prejudice to the business powers to control work and the required flexibility in working hours.

These guidelines for disconnection should be diverse based on the responsibilities of the different workforce groups and should cover the multiple and varied digital communication and information instruments supplied to professionals for the performance of work, particularly mobile devices, computers and tablets enabled for remote work or that receive professional e-mails.

12. Global Workplace Safety and Health System

Recognising the importance of workplace safety and health risks, the Board of Directors commits to taking the actions required to provide safe and healthy conditions for the prevention of work-related injuries and physical or mental health impairments that are suited and adjusted to the purpose, size and context of each organisation and to the specific nature of the risks for professionals within the Company and the other companies of the Group, as well as in its spheres of influence, thereby contributing to the achievement of goals three and eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

The Occupational Safety and Health Risk Policy is intended to establish a common framework for the control and monitoring of workplace safety and health risks within the general guidelines determined in the General Risk Control and Management Policy, and contains the main principles of conduct of the Group's companies in this area.
Group-level commitments in this area are advanced through a number of instruments, including the development and implementation of a system of global standards for physical and mental safety and health, including emotional and social well-being, that determine minimum levels and ensure the harmonisation of the standards applied at all companies of the Group.

All of the foregoing such that the various levels of the organisation are aware of the importance of workplace safety and health in the planning and subsequent implementation of the actions of the Group’s companies, and that all professionals contribute with their daily work to the achievement of the goals set in this field.

13. Main Principles of Conduct in connection with Well-Being

In line with the encouragement and promotion of well-being among professionals, the Company will provide them with tools and protocols to minimise the possibility of burnout, work-related stress or anxiety, as well as means to enable them to generate resilience in the face of adversity, whether work-related or personal.

The main principles of conduct that shall guide the Group's companies in this area are:

a. recognise that the work culture and environment contribute significantly to the ability of professionals to make healthy lifestyle choices, as well as to raise awareness of the importance of physical health in the personal and professional sphere;

b. advocate for a healthy lifestyle that is not limited to the occurrence of disease, but promotes physical, mental and emotional well-being, encouraging professionals to regularly engage in physical activity and reduce sedentary practices, providing access to healthy food choices, assisting in the process of avoiding bad habits, and promoting motivating work environments;

c. prepare co-working spaces that facilitate collaboration and interaction among the professionals of the Group's companies, that stimulate the raising and discussion of initiatives and ideas, and that engage them in the activities of the Group's companies;

d. promote team-building actions aimed at generating a pleasant, stimulating and trusting atmosphere among professionals, improving existing links with the goal of creating a cohesive and motivated team; and

e. facilitate access to physical, mental and emotional health initiatives by promoting choices that improve collective health.

14. Work Ethics

The Board of Directors has approved a Code of Ethics that sets forth the main principles of conduct required of the various companies of the Group and of all their professionals and management team, regardless of their job category, their geographic or functional location, or the company of the Group at which they work, except in the case of professionals of listed country subholding companies that have approved their own Code of Ethics in accordance with their internal rules, and the dependent companies thereof, to which this latter code shall apply.

The Compliance Unit has the duty to disseminate, interpret and inform the appropriate bodies of the level of compliance with the Code of Ethics.

The compliance units of the Group’s companies shall apply the Code of Ethics (or the specific code of their country subholding or head of business company) within their respective purviews.

15. Main Principles of Conduct in connection with Corporate Volunteerism

The companies of the Group shall develop corporate volunteering programmes and campaigns that promote the participation of their professionals in community service actions, the goal of which is to put into practice the provisions of the Purpose and Values of the Iberdrola Group and the General Sustainable Development Policy as regards improving the quality of life of people, looking after the environment and sustainable development, as well as universal access to energy and the elimination of hunger, including collection campaigns that seek to respond to social needs. These corporate volunteering campaigns and programmes are thus an additional means for contributing to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).
Said programmes and campaigns shall be guided by the following main principles of conduct:

a. contribute to social well-being and community service;
b. strengthen a sense of belonging to the Group and improve the labour climate;
c. contribute to the ethical training of professionals, channelling their spirit of community service to the benefit of the communities in which the Group's companies are present; and

d. promote the values of participation, commitment, responsibility and teamwork.

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This Policy was initially approved by the Board of Directors on 17 February 2015 and was last amended on 20 June 2023.
3. Equality, Diversity and Inclusion Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, aware of its commitment to the workforce as its main strategic asset and the key to its business success, and in accordance with the provisions of the People Management Policy, the Board of Directors hereby approves this Equality, Diversity and Inclusion Policy (the “Policy”).

1. Purpose

This Policy seeks to create a good environment that facilitates and strengthens equal opportunity, non-discrimination, diversity and the inclusion of the professionals of the companies belonging to the Group, thus adopting a people management model committed to professional excellence and quality of life, all in accordance with applicable law in each country and following best international practices, including the provisions of the Sustainable Development Goals (SDGs) approved by the United Nations (UN) in these areas.

Equal opportunity constitutes one of the basic pillars of professional progress, and the development thereof entails equitable treatment to promote the personal and professional progress of the workforce of the Group’s companies.

Diversity covers the set of characteristics that make people unique and singular, that is, the richness that each person contributes thanks to their variety, including visible and non-visible traits.

Inclusion, on the other hand, refers to how differences between individuals are valued and opportunities are generated so that everyone can realise their full potential. In other words, a conscious strategy that focuses on developing the structures, systems, processes and culture that generate respect for the individual characteristics of all people within the organisation, while also promoting a sense of belonging that makes them feel valued and part of a group or community.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.
3. Main Principles of Conduct in connection with Equal Opportunity

To achieve the aforementioned objectives and commitments in the area of equal opportunity, the following main principles of conduct that must govern the labour relations of the companies making up the Group are adopted and promoted at the Group level:

a. Guarantee the quality of employment as a fundamental means to promote equal opportunity and non-discrimination, fostering the maintenance of stable and high-quality jobs, with fair salaries and occupational contents that guarantee a continuous improvement in the abilities and skills of professionals.

b. Implement the principle of equal opportunity in the workplace, the observance of which is one of the basic pillars of professional development, and which entails the commitment to provide and show equitable treatment that promotes the personal and professional progress of the workforce of the Group's companies in the following fields:
   - Promotion, professional development and remuneration: value such knowledge and skills as are required to perform a job, through the evaluation of goals and performance.
     In particular, both when making individual proposals for goals and in the assessment of performance and of any salary increases, standards of equal opportunity, non-discrimination and respect for diversity shall be taken into account. Along these lines, equal treatment shall be promoted to encourage the personal and professional progress of the workforce of the Group's companies in a way that recognises the knowledge and skills required for each job, the contribution of professionals to the creation of value, as well as dedication and responsibility in the performance of their duties.
   - Selection: choose the best professionals by means of selection tools and systems based on the knowledge and abilities of the candidates.
   - Hiring: not establish discriminatory salary differences and ensure appropriate integration of professionals within the company, workgroup and position.
   - Training: ensure the education and training of all professionals in the knowledge and skills required for the proper performance of their work.
   - Support for professionals with disabilities, promoting their effective employment.
   - Promotion of transparent communication, encouraging innovation and providing professionals the independence they need in the performance of their duties.
   - Elimination of any actions contrary to equal opportunity.

c. Promote gender equality within the boundary of the Group, complying with applicable law in each country and following the best international practices, as well as the provisions in this regard of goal five of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), particularly as regards access to employment, professional training and promotion, and working conditions, and for these purposes:
   - Reinforce the commitment of the Group's companies to gender equality both within the organisation and in society, and raise awareness on this topic in both spheres.
   - Guarantee the principle of equal opportunity in professional development, removing any obstacles that may hamper or limit a professional career by reason of gender.
   - Propose affirmative action measures in order to correct inequalities that appear and to promote access by the less represented gender to positions of responsibility in areas in which it is underrepresented or not present.
   - Strengthen mechanisms and procedures for selection and professional development that facilitate the presence of the less represented gender with the required qualifications in all areas of the organisation in which it is underrepresented. This includes, among other things, through the implementation of specific training and professional development monitoring programmes for women that promote the Group's companies having a significant number of female senior managers.
   - Strive to achieve a balanced representation within the various decision-making bodies and levels, guaranteeing participation in all consultative and decision-making areas of the Group's companies on the basis of equal opportunity.
4. Main Principles of Conduct in connection with Diversity and the Promotion of Inclusion

To achieve the aforesaid objectives and commitments relating to diversity and the promotion of inclusion, the following main principles of conduct that must govern the Group's labour relations are adopted and promoted at the Group level:

a. Ensure non-discrimination among its professionals and positioning against any conduct or practice associated with prejudice on grounds of nationality, ethnic origin, skin colour, marital status, family responsibilities, religion, age, disability, social status, health, gender, sexual orientation, gender identity and expression, or any other condition or characteristic of a person that is not related to the requirements to perform their job.

b. Promote the contribution of the knowledge, experiences and abilities of all professionals of the Group's companies, regardless of any personal or social conditions or circumstances.

c. Foster a sense of inclusion within the Group that seeks to ensure that all professionals are considered part of the business enterprise and of its role in the local, national and international community. It is thus sought that the Company's values, principles and objectives are assumed as their own by the workforce of the Group's companies and that their contribution to them is perceived as an essential component of not only professional but also personal development.

d. Recognise the coexistence of different generations as a source of continuous enrichment, due to their diverse skills and approaches, for both professionals and for the various businesses and corporate areas, and as a decisive contribution to the adaptation of the services provided by the Company to the needs of the communities in which it does business.

e. Take into consideration that certain physical or intellectual disabilities that might be an obstacle for performing some tasks in fact represent significant added value in other duties. In any case, not identify such circumstances in advance and without justification as obstacles to proper integration in the workplace.

f. Recognise that the international character of the companies making up the Group and the contribution made thereto by people of different origins, races or ethnicities represents a permanent and decisive source of enrichment at the Group level, which is preserved and encouraged.
g. Promote information and communication with the various communities in which the companies of the Group do business so that they are thought of as an ideal place for professional development of the various groups of which they are comprised from the viewpoint of their commitment to diversity and inclusion.

h. Ensure that selection and hiring processes are based on neutral and objective standards of merit and ability, while establishing specific actions to promote the inclusion of groups with less easy access to the labour market.

i. Address with due measures of integration, among others, the situations of single, married, domestically partnered, divorced, separated, widowed and plurally cohabiting persons, with or without children, and with other particular family and emotional circumstances, including the specific bond arising with animal companions, as living sentient beings.

j. Ensure that decisions on professional promotion and professional development are based on equitable criteria, eliminating from all business decisions in this regard reasons, grounds or consequences detrimental to diversity, promoting the proper inclusion of all groups of professionals.

k. Ensure that, in the training of each professional, regardless of the group to which the professional belongs, the professional is provided with sufficient knowledge, aptitudes and skills for the appropriate performance of the professional’s work, while providing for specific actions in such training from the perspective of accepting diversity and rejecting discrimination.

l. Encourage the use of inclusive language in all types of internal and external corporate communications, and in any case eradicate the use of discriminatory language.

m. Maintain an environment that is free from workplace violence, intimidation and harassment in all its forms, including sexual and gender-based harassment, ensuring the establishment of agile and effective reporting channels and attention to alleged victims.

n. Constantly develop awareness-raising policies for the professionals within the companies of the Group, especially those with management responsibilities, so that they value and promote the contribution that diversity represents for the Company.

o. Include within leadership programmes behaviours that encourage better decision-making and a diversity-based culture, as well as an internal communications strategy that can convey plurality and inclusiveness at the Group level.

p. Facilitate internal mobility and interaction within the organisation to create networks of contacts and teams that take advantage of multiculturalism, and constantly monitor and update management processes and procedures so that contacts and teamwork enhancing diversity and inclusion take place.

q. In line with the Policy on Respect for Human Rights, guarantee the internationally established rights of freedom of association in order to preserve the choice of each person in their relationship with trade unions and the conduct of these organisations in the defence of their legitimate interests.

r. Endeavour to ensure that the design of the processes in which artificial intelligence is used, and especially the algorithms used, do not suffer from biases that violate Group-level objectives and commitments regarding diversity and the promotion of diversity due to their design or the actual results of their implementation, or prevent the verification thereof due to limitations on transparency or tracking of results pursuant to the provisions of the Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms.

5. Instruments

In order to achieve the objectives set out in this Policy, the Company and the Group have a Diversity and Inclusion Division of the Company (or such division as assumes the duties thereof at any time) that is responsible for implementing, monitoring and verifying compliance with this Policy.

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This Policy was initially approved by the Board of Directors on 16 December 2008 as the Equality and Reconciliation Policy. Subsequently, as a result of the Company’s pioneer spirit and the process of ongoing review of the Governance and Sustainability System, it approved a Diversity and Inclusion Policy. On 19 April 2021, the Company’s Board of Directors approved the consolidation of the Diversity and Inclusion Policy and the Equal Opportunity and Reconciliation Policy, creating this single policy, which was last amended on 20 June 2023.
The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, aware that the strategic goals at the Group level could not be achieved without the support of a well-qualified, diversified and motivated workforce, and in compliance with the provisions of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Selection and Hiring Policy (the “Policy”), the text of which shall be interpreted in accordance with the Equality, Diversity and Inclusion Policy and is consistent therewith.

1. Purpose

The purpose of this Policy is to further the contribution to Sustainable Development Goals (SDGs) five and eight approved by the United Nations (UN), promoting economic and sustainable growth, as well as equality of opportunity in all of the selection and hiring processes of the Group’s companies.

The success of the business enterprise is critically dependent upon attracting, selecting and retaining the best talent in order to engage professionals with the skills, knowledge, abilities and behaviour reflected in the Purpose and Values of the Iberdrola Group and in the Code of Ethics, thus attending to current and future needs of the Group’s companies, all in accordance with applicable law and the best professional practices.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

To achieve the aforementioned goals, the following main principles of conduct that must govern the selection and hiring activities of the companies comprising the Group are adopted and promoted at the Group level:
4. Selection and Hiring Policy

a. develop an overall framework to harmonise talent recruitment, selection and hiring procedures within the companies of the Group that guarantees the ability to integrate, motivate and retain the best talent, as well as to uphold the legal and ethical principles expected from a trusted company, consistent and aligned with the Purpose and Values of the Iberdrola Group and with the principles of the Code of Ethics. For these purposes, said overall framework must:

- comply with applicable labour laws in each country;
- valuing and promoting internal talent;
- establish the conduct necessary to eliminate biases and barriers that prevent equal access to professional opportunities;
- ensure that selection is carried out exclusively on the basis of merit and capability, including all candidates meeting the knowledge, aptitudes, abilities and skills profile required for the various positions and guaranteeing equal treatment throughout the process; and
- guarantee absolute confidentiality to all candidates, in accordance with personal data protection laws and regulations;

b. take care that the selection and hiring processes are objective and impartial and that the hiring of the most qualified candidates is prioritised, avoiding any interference in the selection processes;

c. ensure that during the talent recruitment and selection process, candidates are provided with an experience that prioritises clear communication, frequent feedback, an efficient process and a reliable infrastructure;

d. encourage the access of young people to their first job through scholarship programmes, programmes for graduates and other agreements;

e. present to the candidates an attractive and comprehensive job offer of value based on equal opportunity, diversity and inclusion, and made up of competitive remuneration, a broad offer of professional training and development, a healthy, safe, diverse and inclusive work environment, contribution to the business enterprise, and measures facilitating reconciliation between personal and working life, seeking for the experience of the candidates during the selection process and their subsequent integration within the companies of the Group to be completely satisfactory;

f. promote the hiring of its professionals using stable contracts;

g. communicate the purpose and values of the Group’s companies to the candidates and respond to their concerns relating to the selection process; and

h. favour the hiring of people from groups that are excluded or with less easy access to the labour market, and those with disabilities.

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This Policy was initially approved by the Board of Directors on 11 March 2008 and was last amended on 20 June 2023.
5. Knowledge Management Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, aware that intellectual capital constitutes a basic pillar for the creation and protection of the Company’s value, and in compliance with the provisions of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Knowledge Management Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish guidelines for the dissemination and sharing of existing knowledge within the boundary of the Group and promote continuous learning and cultural exchange, so as to enhance operational efficiency through the proper use of intellectual capital and encourage initiatives, procedures and tools that allow for the actual and effective use of this intellectual capital, always furthering the interests of the Company and of the companies belonging to the Group, without prejudice to specific policies that may be established at particular companies of the Group.

In a world in which traditional production assets are ever more accessible, intellectual capital is the asset that marks the differences between companies that are competitive and those that are not; between companies that sustainably create value and those that gradually lose their capacity to generate wealth; and between companies that are able to act as a lever for social change and transcend purely financial objectives.

The intellectual capital of the Company depends to a large extent on all of its people, but also depends on its operational and organisational structures and on internal and external relations with all Stakeholders. Organisational and personal training must therefore be permanent and ongoing, and must be in line with the strategy established at the Group level.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.
3. Main Principles of Conduct

To achieve the aforementioned goals, the following main principles of conduct that must inform all of the knowledge management activities of the companies that make up the Group are adopted and promoted at Group level:

a. Think of the Group as a system made up of connections among people and working groups as a key lever for talent development. The knowledge of each person or group must be identified and accessible to all, generating a multiplier effect, so as to produce knowledge-based operational leverage. For this reason, it is especially important to identify where critical knowledge resides within the organisation.

b. Recognise the value of the existing knowledge within the Group’s boundary and boost its development as a key value-creation tool, promoting a business culture that encourages the dissemination of this knowledge.

c. Promote working methods and environments that favour the sharing of ideas and knowledge.

d. Structure an intelligent organisation, with the capacity for ongoing learning, innovation and digital transformation.

e. Recognise different forms of knowledge and promote diverse and inclusive knowledge.

f. Establish a line of work to constantly improve the initiatives and the application thereof at all of its business units.

g. Align knowledge management with the skills and requirements set out in the strategy established at the Group level.

h. Define the required models of management, measurement, processes, systems and documentation by integrating the vision of the various business units in order to understand and develop mechanisms to ease the flow of knowledge within the existing organisational structure, within a secure environment. This allows for the sharing of experiences and ensures that constant attention is given to the operation of the organisation as a whole, thus contributing to the achievement of goal eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

i. Foster the sharing of the existing knowledge within the Group’s boundary to the greatest extent possible, putting in place the necessary resources to enable the development and internal dissemination thereof through communication, awareness-raising and training, as well as the efficient use thereof. This shared intelligence is creative and innovative, and greater than the mere sum of the individual intellectual capabilities involved, thus multiplying internal talent. Emphasis will be placed on the creation and enhancement of organisational connections (networks), as well as on team cohesiveness, in line with the values established at the Group level.

j. Evaluate the intellectual capital existing at the Group’s companies in a consistent and sustained manner over time, in order to be able to assess the effectiveness of the initiatives implemented under this Policy, correct defects and develop new activities.

k. Implement actions for improvement to bring the Group’s companies ever closer to excellence in knowledge management.

l. Preserve the financial value that knowledge and business information represent for the companies of the Group, thereby protecting their businesses and, consequently, the value of the Iberdrola brand.

m. Respect the intellectual and industrial property rights of third parties in the management of knowledge.

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This Policy was initially approved by the Board of Directors on 16 December 2008 and was last amended on 20 June 2023.
6. Innovation Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, aware that innovation is a strategic variable that affects all of the businesses and activities of the Group’s companies, and in compliance with the provisions of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Innovation Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to define and disseminate the strategy that allows the Company and the other companies of the Group to continue to be leaders in innovation in the energy sector, leading the transition towards a healthier and more accessible energy model, based on electricity.

Along these lines, the foundations of the innovation strategy established at the Group level are sustainable development, the promotion of renewable energy and the exploitation of the opportunities offered by digitalisation and automation, as well as a wager on emerging technologies and driving the digital transformation of its businesses, thus contributing to the achievement of goals nine and eleven of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

The wager on innovation is a priority for ensuring sustainability, efficiency and competitiveness, and for keeping the Company at the forefront of developing the new products, services and business models that are transforming the industry.

Therefore, the Company promotes the creation of an innovative ecosystem based on the attraction of outside talent and the exploration of new pathways for collaboration, in order to obtain knowledge and design new solutions that allow for the sustainable creation of value for the Company and its Stakeholders. It also promotes internal talent, implementing a culture of innovation at all levels, that facilitates the successful handling of the challenge of incorporating new technologies.

The Company sees innovation as an open and decentralised process. It is decentralised because it is carried out independently in each business unit, but consistently thanks to the support and coordination provided by the Company’s Innovation, Sustainability and Quality Division (or such division as may assume the duties thereof at any time). It is open because the Company considers itself to be a technology driver and, as such, its vocation is to involve all of its technology suppliers, including universities, technology centres and equipment manufacturers, in its innovation process.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

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3. Main Principles of Conduct

To achieve the aforementioned goals, the following principles of conduct in relation to the innovation strategy of the companies comprising the Group are adopted and promoted at the Group level:

a. lead innovation focused on energy efficiency and enabling greater electrification of demand;

b. promote research, development and innovation (R&D) activities, focusing on efficiency aimed at the ongoing optimisation of the business operations of the Group’s companies, management of facilities and equipment lifespans, reduction of operation and maintenance costs, decrease in environmental impact, as well as the development of new products and services to satisfy the needs of the customers;

c. drive the digital transformation of the businesses of the Group’s companies in order to improve the efficiency of its processes, the operation and maintenance of its assets and to increase the availability of its generation plants;

d. keep the Group at the forefront of new technologies and disruptive business models, by encouraging a “culture of innovation” that pervades the entire organisation and promotes motivating work environments that favour and reward the generation of ideas and innovative practices by professionals, accepting risk implicit therein and recognising creative contributions;

e. incentivise innovative ecosystems and encourage innovation in collaboration with start-ups, entrepreneurs and suppliers in order to develop new disruptive and sustainable business models, favour the exchange of knowledge and have a knock-on effect among them;

f. foster partnerships and alliances with the academic, intellectual and technology world, by means of links that make it possible to multiply innovative capacity within the boundary of the Group and collaborate on the dissemination of knowledge;

g. achieve innovations that foster sustainable growth, the efficient management of resources and a reduction in environmental impact, contributing with all of the foregoing to the social and economic development of the places in which the companies of the Group do business;

h. engage in projects in the area of universalisation of energy services based on models that are environmentally sustainable, economically feasible and socially inclusive;

i. incorporate innovation into all training within the companies of the Group by means of courses and specific programmes to develop skills relating to creativity;

j. implement an innovation management system that includes the establishment of annual targets and goals as part of an ongoing improvement procedure, managing the Company’s human and intellectual capital as a major pillar of the entire creative and innovation process;

k. safeguard innovation in technological, commercial, industrial, scientific, organisational and financial fields, among others, encouraging fair competition among companies within the framework of a social market economy, which is a key factor for long-term sustainable development, and particularly information or knowledge considered (or that could be considered) to be a trade secret in view of the importance of the protection thereof, insofar as it provides an actual or potential competitive advantage and hence adds significant business value for the company of the Group that owns the information or knowledge;

l. stimulate creative thinking within a diverse and inclusive environment;

m. promote a system of technological monitoring and prospecting to identify opportunities and challenges for the businesses of the Group’s companies and detect the need for innovation in processes or services, all in order to act in advance of technological changes and the new needs and risks of the market;

n. circulate internally the knowledge gained, so that all professionals are familiar with the best practices applicable to their activity in the search for efficiency and effectiveness in the processes of the Group’s companies;

o. protect the results of the innovation process, managing intellectual and industrial property suitably and ethically, which shall in every case entail respect for the intellectual and industrial property rights of third parties;

p. support innovations that provide added value for users and boost the satisfaction of the workforce, shareholders, customers and other Stakeholders of the Company.

* * *

This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 June 2023.
7. Quality Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and aware that outstanding management of all processes and resources of the companies belonging to the Group is an indispensable tool in the sustainable creation of value for all of its Stakeholders and for compliance with the provisions of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Quality Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to develop the instruments of the Group to strengthen the competitiveness of the energy products and services supplied through efficiency in energy generation, transmission and distribution processes, paying special attention to excellent management of processes and resources.

By developing these instruments, the Group strengthens its sustainable growth model within the context of the culture of excellence and quality management procedures, thus contributing to the achievement of goals seven, nine and twelve of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

The Company conceives of quality as one of the basic principles making up the third of the corporate values of the Group, namely, driving force, which reflects its commitment to innovation and seeks to make into reality small and large changes that make life easier for people through efficiency, self-discipline and the constant search for ongoing improvement, which encompasses a commitment to other values like simplicity, agility and foresight.

The Group’s model of value creation is based on three strategic pillars: profitable growth, operational excellence and optimisation of capital, with the people to whom the Group supplies energy, i.e. with its customers, as the central element of all of its activities. In this context, the ultimate aim of the Group’s sustainable and shared value creation model goes beyond the mere generation of profitability and also aspires to act as an engine and lever for social change.

The Company, through its Innovation, Sustainability and Quality Division (or such division as may hereafter assume the duties thereof), supports and coordinates the implementation, monitoring and verification of compliance with this Policy by all of the companies of the Group.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.
3. Main Principles of Conduct

To achieve the aforementioned goals, the Group adopts and promotes the following main principles of conduct that inform all of its quality activities:

a. improvement in the satisfaction of the customer, both internal and external, which is a central element of the Group's activities and of the design and configuration of its products and services, such that they meet or exceed the expectations thereof;

b. the drive towards operational excellence, strengthening a culture of continuous improvement and excellence in management in order to increase competitiveness and the creation of value for the workforce, the shareholders and other Stakeholders of the Company;

c. advancement of quality management systems, giving priority in the implementation thereof to contributing value to the various organisations of the Group. In particular, the transformation of the energy model towards greater electrification and the impact of digitalisation and the new business models on the activities of the Group make it necessary to continuously evaluate the tools supporting the processes, including quality management systems, in order to achieve operational excellence and excellence in management;

d. a focus on the Stakeholders of the Company, working to identify and satisfy or even exceed their expectations; and

e. the commitment of all of the Group's professionals by means of teamwork, an appropriate flow of information, internal communication, training, equality of opportunity and recognition of achievements.

4. Quality Model of the Company

The Company’s quality model forms part of the Group's Business Model, established through a global quality management system that coordinates and supervises the quality management systems of the various corporate areas and businesses of the Group to take advantage of the synergies deriving from belonging thereto and driving compliance with the main principles of conduct referred to above.

As part of such model, in order to properly supervise compliance with the provisions of this Policy, the Group has quality guidelines approved by the Company's Innovation, Sustainability and Quality Division, which define the strategic global quality lines, consistently with the main principles of conduct set out above and with the commitment to ongoing improvement, and which are communicated to the companies of the Group, which further develop and specify them in quality goals and challenges among their various organisational levels, respecting the corporate and governance structure of the Group.

Furthermore, to ensure homogeneous quality practices and levels within the Group, the Company’s Innovation, Sustainability and Quality Division has also approved a manual and a set of general quality procedures, as well as a global scoresheet that regularly monitors the goals and action plans of the various corporate areas and businesses.

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This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 December 2022.
8. Corporate Security Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, in order to lay down the general principles that are to govern all aspects of the corporate security activities and in compliance with the provisions of the Purpose and Values of the Iberdrola Group, the Board of Directors hereby approves this Corporate Security Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the main principles of conduct that are to govern within the boundary of the Group to ensure the effective protection of people, of hardware and software assets and critical infrastructure, and of information, as well as of the privacy of the data processed, ensuring a reasonable level of security, resilience and compliance.

This Policy also confirms the firm commitment of the Company to excellence in the area of security of people, of the hardware and software assets and critical infrastructure of the Group’s companies and of information, at all times ensuring that security activities are fully in accordance with the law and scrupulously comply with the provisions of the Policy on Respect for Human Rights.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

To realize the commitment set forth in section 1 above, the following main principles of conduct that must inform all of the corporate security activities of the companies that make up the Group are adopted and promoted within the boundary thereof:

a. Design a preventive security strategy, with a comprehensive vision, the objective of which is to minimise hardware and software security risks, including the consequences resulting from an act of terrorism, and allocate the resources required for the implementation thereof.

b. Develop specific defensive plans to protect critical infrastructure and to ensure the continuity of the essential services provided by the companies of the Group.
c. Guarantee the protection of the professionals of the companies of the Group, both in their workplace and in their professional travel.

d. Ensure the adequate protection of information and knowledge and the confidentiality thereof, as well as of the control, information technology and communication systems of the Group, and establish controls and procedures for this purpose, particularly to avoid any unlawful acquisition, use or disclosure of the information or knowledge, pursuant to the provisions of the Cybersecurity Risk Policy.

e. Identify non-public information that should be classified as confidential or secret, as well as information or knowledge considered (or that could be considered) to be a trade secret, and implement and develop appropriate and reasonably sufficient security and privacy procedures or protocols, taking into account the risk level of an occurrence thereof, while also endeavouring to ensure that the integrity and availability of such information or knowledge is protected.

f. Have procedures and tools that allow for actively fighting against fraud and against attacks on the brand and reputation of the Group and its professionals.

g. Guarantee the right to the protection of personal data for all natural persons who establish relations with the companies belonging to the Group, ensuring respect for the rights to reputation and to privacy in the processing of the various categories of personal data, in accordance with the provisions of the Personal Data Protection Policy.

h. Implement security measures based on efficiency standards and that contribute to the normal performance of the Group's business activities.

i. Avoid the use of force in the exercise of security, using it solely and exclusively when strictly necessary and always in accordance with the law and in a manner proportional to the threat faced, in order to protect life.

j. Promote a culture of security within the Group by means of communication and training activities in this area.

k. Ensure the proper qualification of all security personnel, both internal and external, establishing rigorous training programmes and defining hiring requirements and standards that take this principle into account. In particular, train all security personnel in the area of human rights, or ensure that such personnel have received proper training in this area.

l. Inform security providers who may be hired, as appropriate, of the principles of this Policy and regularly evaluate their compliance herewith.

m. Collaborate with public authorities having responsibility for public security matters and not interfere in the performance of their legitimate duties.

n. Act at all times in compliance with applicable law and within the framework established by the Code of Ethics and the other rules of the Governance and Sustainability System.

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This Policy was initially approved by the Board of Directors on 23 September 2013 and was last amended on 20 June 2023.
9. Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

Pursuant to the provisions of the Company’s By-Laws and as part of its commitment to the social dividend, the Group’s innovation and digital transformation strategy must be focused on the sustainable creation of value, in accordance with the Purpose and Values of the Iberdrola Group and with the commitments made in the Code of Ethics.

Aware of the significance of artificial intelligence and algorithms in the development and implementation of this strategy, and of the importance of ensuring its responsible use, in accordance with the corporate philosophy of the Company and the principles that inform its corporate culture, based on ethics and on the commitment to sustainable development, the Board of Directors hereby approves this Policy on the Responsible Use of Artificial Intelligence Tools and Algorithms (the “Policy”), aligned with the OECD Council Recommendation on Artificial Intelligence.

1. Purpose

The purpose of this Policy is to establish the common and general principles and guidelines for conduct that are to govern the design, development and application of artificial intelligence tools and algorithms, ensuring compliance with applicable law, the Purpose and Values of the Iberdrola Group, the Code of Ethics and the other rules of the Governance and Sustainability System under all circumstances.

Along these lines, this Policy establishes the tools and guidelines to ensure responsible, transparent, safe and reliable use of artificial intelligence systems and algorithms by the Company.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

Finally, the principles established in this Policy shall also apply to suppliers that develop artificial intelligence tools for the Company and the entities subject to this Policy, as appropriate.
3. General Basic Principles of Responsible Use of Artificial Intelligence Tools and Algorithms

The purpose of this Policy is to establish the common and general principles and guidelines for conduct that are to govern the design, development and application of artificial intelligence tools and algorithms in order to achieve the purpose of this Policy, which are described below.

a. Principle of tangibility

Tools that use artificial intelligence or algorithms should be at the service of the people, generating tangible benefits for Company and its Stakeholders, endeavouring to ensure that the development thereof contributes to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

b. Principle of respect for human rights, the Purpose and Values of the Iberdrola Group and the Code of Ethics

The Company shall endeavour to ensure the responsible use of artificial intelligence and algorithms, in compliance with the Company’s commitment to human rights and to the principles that inform the Purpose and Values of the Iberdrola Group and the Code of Ethics, facilitating human intervention in the designs thereof when necessary to ensure effective compliance with said commitment and the principles contained in this Policy.

c. Principle of equity

The Company shall endeavour to ensure that the artificial intelligence tools and algorithms it uses in the performance of its activities foster and promote compliance with the principles of equal opportunity, diversity, promotion of inclusion and sustainability that govern the Purpose and Values of the Iberdrola Group and the Code of Ethics, seeking to avoid unjustifiably discriminatory biases and impacts (based on race, ethnicity, religion, gender, sexual orientation, disability or any other condition of persons) in the design, development or application thereof.

d. Principle of “innovative culture”

In order to reduce “group-think” and to mitigate unconscious bias and limiting beliefs, the Company shall endeavour to ensure that the design, development and application of artificial intelligence tools and algorithms are aligned with the Group’s innovation strategy, which seeks to keep it at the forefront of new technologies and disruptive business models, by encouraging a “culture of innovation” that pervades the entire organisation and promotes motivating work environments that favour and reward the generation of ideas and innovative practices.

e. Principle of traceability and verifiability

The Company shall endeavour to ensure that automated processes in which artificial intelligence and/or algorithms are used do not contain limitations on transparency and/or traceability that prevent the objective verification thereof through audit procedures.

f. Principle of transparency

When necessary or advisable, the Company shall inform users of the category of personal data that it may use in its artificial intelligence tools and algorithms, as well as the purpose or purposes of the processing of personal data giving rise to the use thereof, in accordance with the legal provisions on the protection of personal data that apply in each case.

g. Principle of privacy

The Company shall ensure that the artificial intelligence tools and algorithms it uses in the performance of its activities respect the legal provisions on the protection of personal data applicable in each case and the principles contained in the Personal Data Protection Policy.

h. Principle of security

The Company shall have in place physical and logical security systems and mechanisms to protect its artificial intelligence systems and its algorithms against any alteration, misuse or unauthorised access and to ensure the integrity of the data stored or transmitted through them.


The Company shall adopt measures that permit self-regulation of the responsible use of artificial intelligence tools and algorithms. This shall include providing professionals who use these tools with training on artificial intelligence, its operation and the consequences that may arise from the use of incomplete, biased or non-transparent algorithms, and particularly on the impact it can have on the Company and its Stakeholders.
4. Specific commitment in automated processes using artificial intelligence and algorithms

The Company shall endeavour to ensure that the automated processes in which it uses artificial intelligence and algorithms respect the general basic principles described in the preceding section, promote compliance with the principles that inform the Purpose and Values of the Iberdrola Group and the Code of Ethics, and particularly that they do not suffer from biases that violate the principles of equal opportunity, diversity and promotion of inclusion, nor make it impossible to verify them due to limitations on the transparency and/or traceability of the results.

5. Supervision of the responsible use of artificial intelligence tools and algorithms

The Company shall have adequate, reasonable and effective mechanisms in place to monitor and control the data used for the development of digital applications and the design thereof, as well as the possible malfunction of artificial intelligence tools and algorithms.

The Company’s Cybersecurity Division shall evaluate compliance with the provisions of this Policy at least once a year, and shall report the results of its evaluation to the Audit and Risk Supervision Committee.

* * *

This Policy was initially approved by the Board of Directors on 10 May 2022 and was last amended on 20 December 2022.
# Contents

## Introduction to Book Five - Corporate Governance

## Part I. Corporate Governance and Regulatory Compliance Policies

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Corporate Governance Policy</td>
<td>141</td>
</tr>
<tr>
<td>2. Shareholder Engagement Policy</td>
<td>153</td>
</tr>
<tr>
<td>3. Shareholder Remuneration Policy</td>
<td>159</td>
</tr>
<tr>
<td>4. Policy Regarding Communication and Contacts with Shareholders,</td>
<td>161</td>
</tr>
<tr>
<td>Institutional Investors and Proxy Advisors</td>
<td></td>
</tr>
<tr>
<td>5. Policy for the Definition and Coordination of the Iberdrola Group</td>
<td>168</td>
</tr>
<tr>
<td>and Foundations of Corporate Organisation</td>
<td></td>
</tr>
<tr>
<td>6. Brand Policy</td>
<td>174</td>
</tr>
<tr>
<td>7. Board of Directors Diversity and Member Selection Policy</td>
<td>176</td>
</tr>
<tr>
<td>8. Director Remuneration Policy</td>
<td>179</td>
</tr>
<tr>
<td>9. Senior Management Remuneration Policy</td>
<td>188</td>
</tr>
<tr>
<td>10. Statutory Auditor Contracting and Relations Policy</td>
<td>191</td>
</tr>
<tr>
<td>11. Iberdrola Group Financial Information Preparation Policy</td>
<td>197</td>
</tr>
<tr>
<td>12. Iberdrola Group Non-Financial Information Preparation Policy</td>
<td>199</td>
</tr>
<tr>
<td>13. Compliance and Internal Reporting and Whistleblower Protection</td>
<td>202</td>
</tr>
<tr>
<td>System Policy</td>
<td></td>
</tr>
<tr>
<td>14. Anti-Corruption and Anti-Fraud Policy</td>
<td>209</td>
</tr>
<tr>
<td>15. Competition Law Compliance Policy</td>
<td>212</td>
</tr>
<tr>
<td>17. Personal Data Protection Policy</td>
<td>219</td>
</tr>
</tbody>
</table>
## Part II. Risk Policies

18. **General Risk Control and Management Policy**

19. **Corporate Risk Policies**

<table>
<thead>
<tr>
<th>Policy</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate Credit Risk Policy</td>
<td>228</td>
</tr>
<tr>
<td>Corporate Market Risk Policy</td>
<td>228</td>
</tr>
<tr>
<td>Operational Risk in Market Transactions Policy</td>
<td>228</td>
</tr>
<tr>
<td>Insurance Policy</td>
<td>229</td>
</tr>
<tr>
<td>Investment Policy</td>
<td>229</td>
</tr>
<tr>
<td>Financing and Financial Risk Policy</td>
<td>229</td>
</tr>
<tr>
<td>Treasury Share Policy</td>
<td>230</td>
</tr>
<tr>
<td>Risk Policy for Equity Interests in Listed Companies</td>
<td>230</td>
</tr>
<tr>
<td>Purchasing Policy</td>
<td>230</td>
</tr>
<tr>
<td>Information Technology Policy</td>
<td>231</td>
</tr>
<tr>
<td>Cybersecurity Risk Policy</td>
<td>231</td>
</tr>
<tr>
<td>Reputational Risk Framework Policy</td>
<td>232</td>
</tr>
<tr>
<td>Occupational Safety and Health Policy</td>
<td>232</td>
</tr>
</tbody>
</table>

20. **Specific Risk Policies for the Various Group Businesses**

<table>
<thead>
<tr>
<th>Policy</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Risk Policy for the Networks Businesses of the Iberdrola Group</td>
<td>234</td>
</tr>
<tr>
<td>Risk Policy for the Electricity Production and Customers Businesses of the Iberdrola Group</td>
<td>235</td>
</tr>
<tr>
<td>Risk Policy for the Real Estate Business</td>
<td>236</td>
</tr>
</tbody>
</table>
**Part III. Governance Rules of the Corporate Decision-Making Bodies and other Functions and Internal Committees**  

<table>
<thead>
<tr>
<th>Rule Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>21. Regulations for the General Shareholders' Meeting</td>
<td>238</td>
</tr>
<tr>
<td>22. Regulations for the Electronic Shareholders' Forum</td>
<td>259</td>
</tr>
<tr>
<td>23. Regulations of the Board of Directors</td>
<td>264</td>
</tr>
<tr>
<td>24. Regulations of the Audit and Risk Supervision Committee</td>
<td>299</td>
</tr>
<tr>
<td>25. Basic Internal Audit Regulations</td>
<td>317</td>
</tr>
<tr>
<td>26. Regulations of the Appointments Committee</td>
<td>325</td>
</tr>
<tr>
<td>27. Regulations of the Remuneration Committee</td>
<td>337</td>
</tr>
<tr>
<td>28. Regulations of the Sustainable Development Committee</td>
<td>346</td>
</tr>
<tr>
<td>29. Regulations of the Compliance Unit</td>
<td>356</td>
</tr>
<tr>
<td>30. Internal Rules on Composition and Duties of the Operating Committee</td>
<td>368</td>
</tr>
</tbody>
</table>

**Part IV. Market Abuse Prevention Rules**  

<table>
<thead>
<tr>
<th>Rule Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>31. Internal Regulations for Conduct in the Securities Markets</td>
<td>372</td>
</tr>
<tr>
<td>32. Internal Rules for the Processing of Inside Information</td>
<td>396</td>
</tr>
</tbody>
</table>
Introduction to Book Five - Corporate Governance

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
1. The Governance and Sustainability System constitutes the Company’s own internal system that it establishes, in the exercise of the corporate autonomy supported by law, to ensure the preservation of its identity, the realisation of its purposes and of its values, and the achievement of its business ends and objectives.

2. As befits the maturity of the Governance and Sustainability System, the corporate policies are characterised by their evolution, consistency and coverage, as well as by their function of embedding and specifying the ideological and axiological content of the purpose and values in guidelines and standards for conduct that rationalise management decisions in recurring or particularly important fields and issues that so require, and constitute an essential part of such Governance and Sustainability System.

3. They thus entail a sensible limitation to the discretion that the directors and professionals of the Company must have in the performance of their duties, thereby defining safe lines of conduct within the framework of respect for and observance of human rights, of the contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), of compliance with environmental, social and governance (ESG) requirements and with the goals established by the Paris Agreement and the United Nations (UN) 2030 Agenda for Sustainable Development, in the monitoring of which it may be assumed, prima facie, that the corresponding actions adhere and conform to the Purpose and Values of the Iberdrola Group and to the corporate interest of the Company, which they help to realise and further develop.

4. The Company aspires for both its own conduct as well as that of the people connected therewith to be consistent with and conform to not only the requirements or demands established by applicable rules and laws, but also, beyond this minimum required level, to the entirety of its own Governance and Sustainability System, which includes the best practices generally accepted in the international markets in the area of good corporate governance, compliance and transparency.

5. The policies and rules contained in this book five of the Governance and Sustainability System are therefore of particular relevance in the internal organisation of the Company, not only because of the above, but also because of its structure and organisation, its international nature and dimension, and its nature as a listed company and the holding company of an international enterprise.

6. This book five is structured into four parts: (i) corporate governance and regulatory compliance policies; (ii) risk policies; (iii) rules on governance of the corporate decision-making bodies and on other internal functions and committees; and (iv) market abuse prevention rules.

7. Corporate governance and compliance policies play a fundamental role in the internal organisation and proper performance of the Company’s business activities. Within the framework of the law, ethical principles and the By-Laws, they define the directives and guidelines for conduct in which the Purpose and Values of the Iberdrola Group and the sustainable development strategy take shape, and guide the conduct of the shareholders, directors and professionals of the Company and of the other companies of Iberdrola to which they apply and its commitment to the Stakeholders. They also reflect the Company’s effective, autonomous, independent and robust Compliance System, with ethical principles, and with ongoing monitoring and penalisation of improper conduct and acts that are illegal or contrary to law or the Governance and Sustainability System.

8. For their part, the risk policies are those referring to actions preventing and mitigating all risks that affect the performance of the Company’s broad and ambitious business enterprise, and which are therefore extensively dealt with, covering a wide range of issues and conduct, establishing standards for a multiplicity of risks, from corporate to business, including financial risks, security risks and reputational risks.

9. The governance rules of the corporate decision-making bodies and other internal functions and committees establish the rules of operation of the main corporate bodies of the Company, in accordance with its nature and characteristics as a listed holding company. Based on the corporate configuration of the companies making up Iberdrola as set out in the By-Laws, and always with a view to the best compliance with an implementation of the Purpose and Values of the Iberdrola Group, these rules seek the primary goal of regulating the most appropriate levels and most suitable procedures for the proper operation of the Company and its internal bodies and committees, defining the composition, powers and operating rules of its main corporate structures, among other aspects, as well as the rights, duties and obligations of their members.

10. Furthermore, since IBERDROLA, S.A. is a public company and an issuer of securities and financial instruments that are traded and listed on markets of this type, the Governance and Sustainability System must also attend to this unique corporate dimension, an issue with respect to which the compliance function assumes particular importance. This is reflected in the section grouping together the Internal Regulations for Conduct in the Securities Markets and the Internal Rules for the Processing of Inside Information. As a whole, these rules make up a solid and efficient base ensuring that all investors are in equal conditions, protected against the improper use of inside information, as well as potential market manipulation.
11. The corporate governance, regulatory compliance and risk rules and policies that make up this book, are binding, to the extent applicable thereto, on the corporate decision-making bodies and other internal committees of the Company, its directors, its professionals, and, in general, on any persons who may be validly bound thereby, or those who may act or establish relations with the Company.

12. The approval of said rules and policies is entrusted to the Board of Directors, in accordance with and taking into account the exceptions set forth in applicable law, with the participation, if applicable, of specialised committees, particularly the Audit and Risk Supervision Committee and the Sustainable Development Committee, all without prejudice to the power of the shareholders acting at a General Shareholders’ Meeting, who are ultimately responsible for approving the corporate focus and management as well as comprehensive results at the Group level.

13. Like the rest of the Governance and Sustainability System, the policies and rules contained in this book five are subject to a process of ongoing review for adaptation, adjustment and improvement to ensure that they conform to the context in which the Company carries out its business activities, to applicable law, to the highest ethical standards and to best applicable practices.

In Bilbao, on 20 June 2023.

The Board of Directors of IBERDROLA, S.A.
Part I. Corporate Governance and Regulatory Compliance Policies

1. Corporate Governance Policy
2. Shareholder Engagement Policy
3. Shareholder Remuneration Policy
4. Policy Regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors
5. Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation
6. Brand Policy
7. Board of Directors Diversity and Member Selection Policy
8. Director Remuneration Policy
9. Senior Management Remuneration Policy
10. Statutory Auditor Contracting and Relations Policy
11. Iberdrola Group Financial Information Preparation Policy
12. Iberdrola Group Non-Financial Information Preparation Policy
13. Compliance and Internal Reporting and Whistleblower Protection System Policy
14. Anti-Corruption and Anti-Fraud Policy
15. Competition Law Compliance Policy
16. Corporate Tax Policy
17. Personal Data Protection Policy

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
1. Corporate Governance Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In the exercise of these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Corporate Governance Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the general corporate governance strategy and commitments of both the Company and the other companies of the Group, based on the application of the highest ethical standards and upon compliance with the good governance recommendations generally recognised in international markets, adjusted to their needs and particularities.

All of the companies of the Group conceive of corporate governance as an element in service of the corporate interest, which the Company conceives as the common interest of all shareholders of an independent company focused on the creation of shared sustainable value by engaging in the activities included in its corporate object, taking into account its other Stakeholders related to its business activity and its institutional reality, in accordance with the Purpose and Values of the Iberdrola Group and the bylaw-mandated commitment to a social dividend, and particularly to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

The Company requires and hopes that its shareholders and other persons holding rights or interests in shares of the Company, and, to the extent applicable, intermediary and management institutions or depositaries, respect and comply with the provisions of this Policy in their relations therewith.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the lawfully established limits.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social, corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. General Principles of the Corporate Governance Strategy

In order to achieve the objectives relating to the corporate governance strategy, the Company accepts and promotes the following general principles of conduct in each of the areas indicated below:
a. Shareholders: the Company considers the effective and sustainable engagement of shareholders in its corporate life to be a primary objective, and proactively seeks two-way interaction with the Company's shareholders in order to encourage their sense of belonging through ongoing and effective dialogue with them that helps align their interests and those of the Company, in accordance with the Shareholder Engagement Policy.

Within the framework of the corporate interest, the Company takes specific and measurable financial and non-financial objectives into account in its strategic planning that always seek to improve profitability and to create value sustainably for the shareholders.

The Governance and Sustainability System also contemplates the measures that are appropriate to safeguard the interests of the minority shareholders of the companies of the Group that are not wholly owned, to the extent that they may not be fully aligned with those of the Company.

b. Separation of duties and decentralised management within the organisation: a configuration is established based on a separation of the duties of day-to-day and effective management from those of defining strategy and supervision, with a decentralised structure inspired by the principle of “subsidiarity” and respect for the corporate autonomy of the companies that comprise the Group.

The Company scrupulously respects the legal and functional separation of regulated companies and the autonomy that other companies of the Group should have, especially those that are listed, for this purpose providing specific mechanisms and procedures to prevent, identify and resolve conflicts of competition and interest, whether of an exceptional or a structural and permanent nature.

c. Regulatory compliance and ethics: the Company endeavours to ensure compliance with law and the Governance and Sustainability System, as well as the ethical principles, particularly those set forth in the Code of Ethics, promotes a preventive culture based on the principle of “zero tolerance” towards improper conduct and acts that are illegal or contrary to law or said Governance and Sustainability System, on the one hand, and on the other the application of ethical principles and principles of responsible behaviour that should govern the conduct of all members of the management decision-making bodies, of the professionals and of the suppliers of the Company and of the other companies of the Group.

It is for this reason that the Company has its own effective, autonomous, independent and robust Compliance System consisting of a structured set of rules, formal procedures and substantive actions intended to ensure that the Company acts in accordance with ethical principles, the law and internal rules, particularly the Governance and Sustainability System, to contribute to the full realisation of the Purpose and Values of the Iberdrola Group and the corporate interest, and to prevent, manage and mitigate the risk of regulatory and ethical breaches that may be committed by the directors, professionals or suppliers thereof within the organisation.

The Compliance Unit, a collective permanent and internal body linked to the Company’s Sustainable Development Committee, is responsible for proactively and autonomously endeavouring to ensure the implementation and effectiveness of said Compliance System. It has the broadest powers, budgetary autonomy and independence of action to meet its goals.

The Company’s Compliance Unit and the compliance units and functions of the other companies of the Group perform their duties under principles of coordination, cooperation and information, particularly complying with the provisions of the Governance and Sustainability System in relation to the decentralisation of the effective management of the businesses and the corresponding individualisation and separation of the responsibilities of each of the companies comprising the Group.

As regards data protection, the Company has a specific policy that endeavours to ensure compliance with applicable legal provisions in this area, particularly ensuring respect for the rights to reputation and to privacy in the processing of the various categories of personal data.

As regards taxation, the Company’s Corporate Tax Policy is based on the concept that the taxes that the companies of the Group pay in the countries and territories in which they do business are their main contribution to the funding of public expenditures and, accordingly, one of their main contributions to society.

The Company’s tax strategy consists basically of ensuring compliance with applicable tax laws and regulations and seeking to establish an appropriate coordination of the tax practices followed by the companies within the Group, all within the framework of fulfilling the corporate interest and supporting a long-term business strategy that avoids tax risks and inefficiencies in the implementation of business decisions.

d. Promotion of diversity: the Company seeks an appropriate balance in the composition of the Board of Directors, as well as regular staggered renewal, and endeavours to ensure a diversity of skills, knowledge, experience, origins, nationalities, age and gender among its members as a reflection of the social and cultural reality of all companies of the Group.
In the area of remuneration, the Company articulates its Director Remuneration Policy and its Senior Management Remuneration Policy on principles that combine motivation, loyalty-building and the objective evaluation of management and performance with dedication and achievement of the individual goals and results of the Company and the consolidated goals and results at the Group level, within the context of their international activities.

e. Transparency: the Governance and Sustainability System entrusts to the Board of Directors the highest-level supervision of the information provided to shareholders, institutional investors and the markets in general, safeguarding, protecting and facilitating the exercise of their rights and interests within the framework of the defence of the corporate interest, endeavouring to ensure truthfulness, promptness, clarity, symmetry and respect for the principle of equal treatment in the dissemination of information.

The Company ensures that its financial information, which it must regularly publish, presents in all material respects a true and fair view of its equity, financial position and results as provided by law, and the Iberdrola Group Financial Information Preparation Policy establishes a number of principles for the preparation of consolidated information that must be observed and followed by the companies of the Group.

Pursuant to the provisions of the Iberdrola Group Non-Financial Information Preparation Policy, the Company also prepares and discloses relevant and reliable non-financial information regarding its performance and activities. In particular, the statement of non-financial information, which is formulated by the Board of Directors and, after independent verification, is approved by the shareholders at the General Shareholders’ Meeting, seeks to reflect the Company’s environmental, social and corporate governance performance, as well as the social dividend generated and shared with its Stakeholders.

The general communication strategy for financial, non-financial and corporate information through the information and communication channels provided for in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors contributes to maximising the dissemination and the quality of the information available to the market, to shareholders and the financial community, and to other Stakeholders.

f. The Iberdrola brand, a hallmark of the Company’s identity and one of its strategic assets in the economic, social, environmental and corporate governance dimensions, it works to ensure that it is protected and used as a lever contributing to the reputation success of the businesses of the Group’s companies.

The brand also contributes to the two-way interaction of the Company with its shareholders and fosters engagement in corporate life by the shareholders and other Stakeholders, the expectations of whom the Company includes in its strategy and are taken into account in the management of corporate reputation.

g. Innovation: the Company conceives of innovation as a strategic variable that affects all of its businesses and activities, including its corporate governance practices. This strategic objective permeates the entire organisation and affects all issues of order and operation of the Group’s companies and of its corporate decision-making bodies.

4. Commitments in Relations with the Company’s Shareholders

The Board of Directors has recognised a strategic goal of paying continuous attention to the transparency of information and of relations with its shareholders and with institutional investors, which are governed by the provisions of law and the Governance and Sustainability System and, specifically, by the principles set out in the General Sustainable Development Policy, in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors and in the Shareholder Engagement Policy.

For their part, shareholders must exercise their rights vis-à-vis the Company and other shareholders, and must comply their duties, acting with 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 law and with the Governance and Sustainability System, to the extent applicable thereto.

The Company desires and aspires for shareholders to act with entire transparency vis-à-vis the Company and the other shareholders, reporting the terms and conditions associated with the acquisition and holding of financial, voting and related rights, without prejudice to their legal duty to disclose significant interests, the identity of the ultimate and actual owner of the Company shares, any other securities entitling the holders to acquire or subscribe for shares or other interests therein, as well as the voting rights that may be exercised by them. It is also expected that they disclose the status or capacity in which they hold such shares, securities, rights or interests.

Specifically, every shareholder and every holder of an interest in shares of the Company or of voting rights therein, even if not a shareholder, must be prepared, as an expression of the holder’s commitment to transparency and the corporate interest, to disclose and provide to the Company specific, full and accurate information on the aspects described below:
5. Commitments regarding Separation of Duties and Checks and Balances

5.1. The Board of Directors

The Board of Directors, the body with the broadest powers to administer the Company, focuses its activity on approving strategic goals at the Group level, on defining its organisational model, and on supervising compliance therewith and further development thereof. In the performance of its duties, it pursues the corporate interest and acts with unity of purpose and independent judgement, affording equal treatment to all shareholders in the same situation.

It is composed of persons with recognised prestige and professional competence, who act with independent judgement in the performance of the duties inherent to their position. The composition thereof seeks a diversity of skill, knowledge, experience, origin, nationality, age and gender, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of matters within its purview.

The stability of the Board of Directors is a primary objective. Therefore, the Company has adopted a number of measures so that each year the shareholders at the General Shareholders’ Meeting decide on the appointment or re-election of approximately one-fourth of the directors.

The Company also has a succession plan for non-executive directors, which attempts to ensure that the renewal thereof occurs on a staggered and orderly basis, anticipating expected vacancies (due to reaching the indicative age of seventy years established for these directors as the age after which the Board of Directors will evaluate the continuation thereof or due to exceeding twelve years of continuous time in office, which means that they cannot be classified as independent).

In addition, the Board of Directors has approved succession plans for the executive chairman of the Board of Directors & for the chief executive officer, which shall apply respectively if they give early notice of their desire to resign from their position, or in the event of their cessation in office due to non-occasional and unexpected non-availability.

The text of these succession plans, together with that of other rules of self-organisation of the Board of Directors, is set out in Annex I to this Policy.

Finally, both the executive chairman of the Board of Directors and the chief executive officer as well as the members of senior management and the persons holding key positions have a person who can replace them in their duties in the event of a limited absence. Each of the replacements has been chosen based on the personal and professional competence thereof.

5.2. Positions on the Board of Directors

a. Chairman of the Board of Directors

The chairman of the Board of Directors has the status of executive chairman and reports to the Board of Directors.
The chairman exercises the power of representation of the Company in his individual capacity, the senior management thereof, leadership of the Board of Directors (leading its debate and endeavouring to ensure the proper operation of the Board of Directors as well as of the Executive Committee, which he also chairs) and the other powers vested therein by the Board of Directors, the Governance and Sustainability System and the law.

In his capacity as executive chairman, he also assumes all duties not expressly assigned by the Board of Directors to the chief executive officer.

The areas, divisions and positions that do not report to the CEO or other specific bodies report to him.

b. Chief Executive Officer

The chief executive officer holds the powers delegated by the Board of Directors in accordance with law and the Governance and Sustainability System.

The chief executive officer is responsible for the day-to-day management of the businesses of the Group's companies as the person with overall responsibility for all of them, with the highest executive duties in this area. The chief executive officer also reinforces and facilitates the exercise of the powers vested in the chairman of the Board of Directors, to whom the chief executive officer reports. The chief executive officer reports to the executive chairman for this purpose.

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

The directors of the global businesses of the companies of the Group report directly to the chief executive officer, as do, among others, the chief executive officers of the country subholding companies, who report hierarchically to their boards of directors and, in the case of listed country subholding companies, with full respect for the special framework of enhanced autonomy given thereto by the Governance and Sustainability System.

c. Non-executive vice-chairs of the Board of Directors

The duties that the Regulations of the Board of Directors attribute to the non-executive vice-chairs include the duty to temporarily replace the chairman of the Board of Directors, with all of the powers and duties thereof, in the event of occasional and unexpected vacancy, absence, illness or incapacity, thus avoiding any possible risk of a temporary power vacuum.

d. Lead Independent Director

A lead independent director (consejero coordinador), appointed from among the independent directors, upon a proposal of the Appointments Committee and with the abstention of the executive directors, has the powers vested therein by the By-Laws and the Regulations of the Board of Directors, which go beyond those required by law.

e. Secretary of the Board of Directors

The secretary of the Board of Directors endeavours to ensure the formal and substantive legality of the actions of the Board of Directors, as well as coordination among the secretaries of the committees of the Board of Directors in all matters relating to the Governance and Sustainability System and to compliance.

■ 5.3. Committees of the Board of Directors

The Board of Directors has an Executive Committee and four consultative committees: the Audit and Risk Supervision Committee, the Appointments Committee, the Remuneration Committee and the Sustainable Development Committee. The composition, powers and operation of these four latter committees are governed by their respective regulations, which are approved by the Board of Directors.

The Executive Committee is a basic corporate governance instrument of the Company, the primary function thereof being to support the Board of Directors in supervising the implementation of the strategy defined thereby, ensuring the continuous implementation thereof throughout the year. Therefore, the Executive Committee meets more frequently than the Board of Directors.

The chair of the Executive Committee informs the Board of Directors of the matters dealt with and the resolutions adopted at the first meeting of the Board held after the meetings of the Executive Committee.

■ 5.4. Meetings of the Board of Directors and its committees

The directors must personally attend the meetings held by the Board of Directors and the committees of which they are members and, if unable to attend in person, they must give a proxy to another director, together with appropriate instructions.
Pursuant to the provisions of the Regulations of the Board of Directors, non-executive directors may only give a proxy to other non-executive directors.

In preparing proposals and reports regarding the re-election of directors, the Appointments Committee takes into consideration, among other things, the number of meetings of the Board of Directors and of the committees of which the candidate for re-election is a member that were attended by the candidate during his or her previous term of office, in order to assess the dedication thereof to their position. For these purposes, it shall consider the minimum level of attendance at the meetings of these bodies that the main institutional investors and international proxy advisors provide for in their voting policies, which are generally set at 75% of the meetings held during the year.

As regards the means for attending meetings, in its eagerness to remain at the forefront of innovation, the Company promotes the use of new technologies by the Board of Directors and its committees, which constitute a fundamental element for the efficient performance of their duties, and has the tools required to allow for the holding of meetings of its corporate decision-making bodies by remote means of communication.

Annex II to this Policy sets out the specific rules that must be met to use remote communication systems to hold meetings of the Board of Directors and of the committees thereof.

### 5.5. Corporate and Governance Structure and Business Model of the Group

The corporate structure of the Group includes:

- the Company, which is configured as a listed holding company, the main function of which is to act as the entity owning the equity stakes in the country subholding companies;
- the country subholding companies, which in turn group together the equity stakes in the head of business companies; and
- the head of business companies.

This corporate configuration is intended to favour an agile and rapid decision-making process in day-to-day administration and management, which is within the purview of the head of business companies, while at the same time achieving proper coordination of business activities at the Group level, as described below, as a result of the duties of organisation and supervision performed by the country subholding companies and the Company and within their respective purviews.

Based on this corporate organisation, the Group’s governance structure is governed by the principles set out below:

- vesting the Board of Directors with powers relating to the approval of strategic goals at the Group level, the definition of its organisational model, and the supervision of compliance therewith and further development thereof, fully respecting the special framework of strengthened autonomy of the listed country subholding companies;
- assumption by the chairman of the Board of Directors and by the chief executive officer, with the technical support of the Operating Committee, and by the management team, of the duty of strategic supervision, organisation and coordination at the Group level;
- the function of strategic supervision, organisation and coordination is strengthened through the country subholding companies, which perform it in relation to the territories, countries or businesses decided by the Company’s Board of Directors;
- the head of business companies assume decentralised executive responsibilities, enjoy the independence necessary to carry out the day-to-day administration and effective management of the businesses, and are responsible for the day-to-day control thereof;

The provisions of the preceding paragraphs shall be without prejudice to respect for the corporate autonomy of the subsidiaries of the head of business companies domiciled in countries or territories other than that of the parent company. These subsidiaries may be vested with the effective management of their business activities within their country or territory.

Within the Group’s corporate and governance structure, the Operating Committee is an internal committee of the Company, the essential function of which is to provide technical support to the chairman of the Board of Directors and to the chief executive officer, in order to facilitate the development of the Group’s Business Model. The composition and duties thereof are described in the Internal Rules on Composition and Duties of the Operating Committee.

### 5.6. Checks and Balances System

The structure of the Board of Directors, with a broad majority of independent directors, the configuration of its positions, the existence of consultative committees, the corporate and governance structure and the Business Model described above articulate a system of checks and balances ensuring that none of the chairman of the Board of Directors, the chief
executive officer or the Executive Committee have a decision-making power that is not subject to appropriate controls and balances, ensuring that they are under the effective supervision of the Board of Directors.

In particular, the roles of the non-executive vice-chairs and of the lead independent director serve as a counterbalance to that of the chairman when the chairman is an executive director, ensuring that the activities thereof are subject to proper controls.

Along the same lines, the corporate and governance structure of the Group itself is designed such that management power is not centralised within a single governance body or a single person, but rather is decentralised among the boards of directors of the head of business companies, the Company’s main function being supervision, organisation and strategic coordination at the Group level.

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This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 June 2023.
ANNEX I

Self-organisation Rules of the Board of Directors

1. Succession Planning

■ 1.1. Succession Plan for Non-Executive Directors

Each of the non-executive directors undertakes to tender their resignation to the Board of Directors at the first meeting it holds after they reach seventy years of age or twelve years as a director of the Company.

Cessation in office of a director as provided in the preceding paragraph shall not give rise to the right to receive any severance payment for this reason.

On periodic basis, and at least once per year, the Appointments Committee shall review whether it can be expected that any of the non-executive directors will cease to perform their duties during the financial year due to issues of age or time in office or for any other reason.

In such case the Appointments Committee shall drive the selection process established in the Board of Directors Diversity and Member Selection Policy to identify a candidate in replacement thereof with sufficient time to ensure an orderly succession.

■ 1.2. Succession Plan for the Executive Chairman of the Board of Directors

A) Advance notice

If the executive chairman of the board of directors gives early notice of his desire to resign from the position, the succession thereof shall be planned and coordinated by a specific committee, which shall be convened and chaired by the lead independent director and shall be made up of the lead independent director, the chairs of the consultative committees of the Board of Directors and the executive chairman.

The committee shall have the support of the Appointments Committee and may contract for the advice of an independent expert to be paid for by the Company.

Within a period of not more than thirty days from the date that the executive chairman gives early notice of his desire to resign from the position, the committee shall provide to the Board of Directors a specific proposal regarding the replacement thereof, which must take into consideration the special personal and professional skills of the candidate.

In addition, if the committee proposes that the chairman of the Board of Directors continue to have the status of executive chairman, the committee must consider the candidate's ability to lead the development and implementation of the current strategic plan in regards to the duties it proposes be carried out.

The committee shall favourably value those candidates that are directors or members of the management team of the Company or of other companies of the Group and that have been linked thereto as directors or professionals for at least five years.

Unless otherwise stated by the chairman of the Board of Directors, the chairman shall continue to perform all of the duties thereof until the Board of Directors appoints a new chairman.

B) Non-occasional and unexpected non-availability

In the event of non-occasional or unexpected unavailability of the chairman of the Board of Directors, the non-executive vice-chair, or if one has not been appointed the lead independent director, or in the absence thereof, the director having the longest length of service, and if equal lengths of service, the oldest, shall temporarily assume the chairmanship of the Board of Directors, which must be convened to meet within a period of not more than forty-eight hours from the time that such unavailability becomes known. The agenda of said meeting shall include the identification of the person who must temporarily assume the duties of chairman of the Board of Directors, and the planning of the definitive succession shall be entrusted to a specific committee upon the terms described in section 1.2.A) above.
If there is more than one vice-chair, the executive chairman shall be replaced by the one that is expressly appointed by the Board of Directors for such purpose, or in the absence thereof the vice-chair having the longest length of service in office, and in case of equal lengths, the oldest.

■ 1.3. Succession Plan for the Chief Executive Officer

A) Advance notice

If the chief executive officer gives early notice of the chief executive officer’s desire to resign from the position, the succession thereof shall be planned and coordinated by the Appointments Committee, which may contract for the advice of an independent expert to be paid for by the Company.

Within a period of not more than thirty days from the date that the chief executive officer gives early notice of his or her desire to resign from the position, the Appointments Committee shall provide to the Board of Directors a proposal regarding the replacement thereof. To this end, it must take into particular account the candidate(s) presented by the chairman of the Board of Directors. In making its proposal, the Appointments Committee must also weigh the particular personal and professional skills of the candidate.

The Appointments Committee shall favourably value those candidates that are directors or members of the management team of the Company or of other companies of the Group and that have been linked thereto as directors or professionals for at least five years.

Unless otherwise stated by the chief executive officer, the chief executive officer shall continue to perform all of the duties thereof until the Board of Directors appoints a new chief executive officer.

B) Non-occasional and unexpected non-availability

In the event of non-occasional or unexpected unavailability of the chief executive officer, the duties thereof shall be temporarily assumed by the chairman of the Board of Directors (or if the chairman is unable to do so for any reason, they shall be assumed by the person appointed in accordance with section 1.2.B above), who must call to meeting (or request the call to meeting) of the Board of Directors to meet within a period of not more than forty-eight hours from the time that such unavailability becomes known. The agenda of said meeting shall include the identification of the person who must temporarily assume the duties of chief executive officer, and the planning of the definitive succession shall be entrusted to the Appointments Committee upon the terms described in section 1.3.A) above.

■ 1.4. Succession Plan for the Executive Chairman of the Board of Directors and of the Chief Executive Officer (simultaneous cessation of office)

In the event that the executive chairman and the chief executive officer cease to hold their respective offices simultaneously, the duties of the chairman of the Board of Directors shall be assumed by the person appointed as indicated in section 1.2.B) above and those of the chief executive officer by the same person, and the process provided in section 1.2.A) for the appointment of the chairman of the Board of Directors shall commence and, upon the conclusion thereof, the process provided in section 1.3.A) for the appointment of the chief executive officer shall commence. In this case, the appointments of the executive chairman and the chief executive officer must be approved within a period of no more than ten days from the date on which they definitively cease to hold their respective offices.

2. Limits on Travel by the Members of the Board of Directors Using the Same Means of Transport

The following may not travel together on the same means of transport:

a. One-half or more of the members of the Board of Directors.

b. One-half or more of the members of the Executive Committee.

c. The chairman and all of the vice-chairs of the Board of Directors.

d. The chair of the Board of Directors and the chief executive officer.

e. The secretary and the deputy secretary of the Board of Directors.

“Means of transport” shall mean any vehicle used for the transport of persons by land, sea or air, including automobiles, buses, trains, ships and aeroplanes (whether commercial or private).
3. IT Security and Privacy Rules

The following mandatory rules and limitations are established on the use by the directors of the software and on-line systems, applications and elements relating to the performance of their duties, and particularly on accessing the directors’ website and information regarding the Group, as well as on participating in meetings of the Board of Directors or of the committees thereof:

a. Directors must follow the instructions established and communicated to them by the Company concerning access, security, operation and use of the hardware and software, including computer programs, access to websites, applications and mobile communication devices.

b. Before using private data transmission devices to access the Company’s systems and applications, they must inform the Office of the Secretary of the Board of Directors and comply with the security and privacy protocols established by the Company.

c. At the meetings of the Board of Directors and of the committees thereof, as well as at any other meeting in which the directors of the Company participate in their capacity as directors, they must observe the security and privacy protocols established by the Company, which may contemplate that mobile telephones and data transmission devices in general are to be switched off during the entire duration of such meetings, as well as restrictions on receiving or making calls or connections during the meetings.

The Company shall respect and protect the privacy of directors’ communications and data in the use of the software and on-line systems, applications and elements it makes available to them.
ANNEX II

Specific Rules regarding the Use of Remote Communication Systems to Hold Meetings of the Board of Directors and of the Committees thereof

■ Rule One. Forms of Holding Meetings

1. Meetings of the Board of Directors and of the committees thereof shall be held in person at the place indicated in the call to meeting.

2. If so decided by the chair of the decision-making body in question on an exceptional basis, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The directors in attendance at any of such interconnected places shall be deemed for all purposes to have attended the same meeting.

3. The call to meetings to be held at several places connected among themselves shall prioritise the use of rooms available at facilities of the Group’s companies and the use of systems in the following order of priority: telepresence, video-conference and conference calls.

■ Rule Two. Attendance at Meetings by Remote Communication Systems

1. On an exceptional basis, based on the circumstances in each case, the chair of the decision-making body in question may authorise the attendance at the meeting of one or more directors by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time.

2. For this purpose, efforts shall be made for the director who must attend a meeting using remote communication systems to connect from a room available at the facilities of the Group’s companies.

3. If this is not possible or appropriate, the chair of the decision-making body in question may authorise the connection from other locations using devices provided by the Company (computer, tablet or mobile phone), giving priority to the use of video-conference systems, and allowing telephonic means (without image) on an exceptional basis.

4. The chair of the decision-making body in question may approve the use of other access systems on justified grounds, provided that this does not endanger the confidentiality of the meeting.

5. These instructions must be observed for the attendance of guests at meetings of the Board of Directors and of the committees thereof.

■ Rule Three. Confidentiality

1. If the attendance of directors or guests at any meeting of the Board of Directors or of the committees thereof does not take place at the facilities of the Group’s companies, the attendees shall be responsible for taking the measures necessary to ensure the confidentiality of the meeting.

2. For this purpose, they must connect from a private, closed and silent room that ensures the confidentiality of the deliberations, resolutions and materials used at the meeting and without the presence of third parties.

■ Rule Four. Identification of Attendees

1. The secretary for the meeting shall be responsible for identifying the remote attendees at the beginning of the meeting and, in the case of guests, when they connect. If the secretary connects remotely, the chair of the meeting shall be responsible for the identification thereof.

2. If there are reasonable concerns regarding the identity of an attendee at the meeting, the chair may decide that they must leave the meeting.
Rule Five. Conduct of the Meeting

1. In the interests of good order and conduct of the meetings held using remote communications systems, the attendees (whether directors or guests) must observe the measures indicated by the chair of the decision-making body, including, by way of example and not limitation, the disconnection of calls placed on hold or muting the microphones of the devices from which they are connecting.

2. Meetings at which remote communications systems are used may not be subject to any type of recording, storage, broadcast or dissemination.

3. If a director attending remotely must leave the meeting during deliberations or voting on a matter pursuant to the provisions of the Regulations of the Board of Directors, the director must disconnect from the meeting. The secretary for the meeting must verify the disconnection and record it in the minutes.

4. The secretary for the meeting shall be responsible for verifying that guests attending meetings remotely do so at the portion of the meeting decided by the chair.

5. The chair of the meeting may suspend or end the meeting at any time due to technical incidents that prevent the proper conduct thereof or endanger the confidentiality of the deliberations, the resolutions or the materials used.

6. If a technical incident definitively prevents the connection of the chair of the meeting with the other attendees, the meeting shall automatically be deemed to have ended. The secretary shall record this in the minutes, and no additional resolution or action shall be required. In other instances, the chair of the meeting shall be responsible for deciding whether to continue with or to suspend the meeting.

Rule Six. Compliance with Rules

Prior to connecting to any of the meetings of the Board of Directors or of the committees thereof (or immediately after connecting, if not possible beforehand), the attendees (whether directors or guests) must confirm that they are aware of and undertake to comply with the rules described above.

Rule Seven. Interpretation

The chairman of the Board of Directors shall be responsible for the final interpretation of these rules. Without prejudice to the foregoing, if any issues arise regarding the interpretation hereof which must be resolved during the meeting and the chairman of the Board of Directors is not in attendance because it is a meeting of another decision-making body, they shall be resolved by the person chairing the meeting, and in the absence thereof, by the secretary of the decision-making body in question.
2. Shareholder Engagement Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Shareholder Engagement Policy (the “Policy”).

1. Purpose

This Policy is intended to encourage the engagement of shareholders in certain areas of its corporate life and, together with the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, sets out the principles that should govern the two-way interaction between the Company and its shareholders.

The application hereof 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 Code of Ethics, the Stakeholder Engagement Policy, the Regulations of the Board of Directors, the Internal Regulations for Conduct in the Securities Markets and the Internal Rules for the Processing of Inside Information.

2. Scope of Application

This Policy applies to the Company.

3. Main Principles of Conduct

The main principles of conduct on which this Policy is based are described below:

a. a proactive search for two-way interaction between the Company and its shareholders in order to encourage their effective and sustainable engagement in corporate life and forge a sense of belonging, maintaining a constructive, ongoing and effective dialogue with them that helps align their interests and those of the Company;

b. help the Board of Directors to become apprised of the shareholders’ opinions and concerns in the areas of corporate governance and the sustainable development strategy established at the Group level, such that it may take them into account in the performance of its duties;

c. establish channels of dialogue and participation additional to the General Shareholders’ Meeting that, without detracting from the powers of the shareholders at such Meeting, allow for the encouragement of effective and sustainable shareholder engagement in the life of the Company; and

d. respect equal treatment in the acknowledgement and exercise of the rights of all shareholders in the same situation and who are not affected by any conflict of interest or competition, establishing appropriate measures to avoid the communication of information that might give some shareholders a privilege or advantage vis-à-vis other shareholders or that might damage the corporate interest.

These principles shall apply to the ultimate beneficiaries, to the extent appropriate based on the circumstances of the specific case.

4. Competent Bodies

The duty of interaction with the shareholders falls within the exclusive purview of the Board of Directors, acting collectively, and of its chairman.
Both the Board of Directors and the chairman thereof may delegate the performance of this duty 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 professionals as they deem advisable, in order for them to manage and promote the effective operation of the channels for shareholder participation. The persons to whom such duty is 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 such exchange. The chairman shall in turn report thereon to the Board of Directors.

In line with the foregoing, directors do not 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 interaction with specific shareholders regarding issues relating to the Company’s corporate governance and sustainable development, although, as far as possible, the directors who will engage in such interaction shall belong to the committee in charge of the issues to be discussed.

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. Scope and Channels of Engagement

Except as provided by law and in the Governance and Sustainability System, shareholder engagement under the provisions of this Policy shall be limited to the areas of corporate governance and the sustainable development strategy of the Company, both in Spain and in the other countries in which the companies of the Group have a presence.

Shareholder engagement in the Company 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.

The Company shall establish the channels of participation through which it shall promote the involvement of its shareholders with the appropriate guarantees and coordination mechanisms and shall endeavour to take advantage of new technologies that make it possible to maintain contact and dialogue with as many of them as possible.

The Company has the following channels for shareholder participation in corporate life:

### 5.1. General Shareholders’ Meeting

The General Shareholders’ Meeting is the main channel for shareholder participation in corporate life. All duly accredited shareholders have the right to attend the General Shareholders’ Meeting, with no minimum number of shares being required for such purpose.

The Board of Directors shall encourage the informed and responsible participation of the shareholders at the General Shareholders’ Meeting as provided in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, and shall promote two-way interaction with the shareholders through the other participation channels in order to become apprised of the opinions and concerns thereof and take them into account when drawing up the agenda, preparing the proposed resolutions and making decisions regarding the other details and circumstances in connection with the holding of the General Shareholders’ Meeting.

The Board of Directors shall also actively promote shareholder participation at the General Shareholders' Meeting and the ability of the shareholders to participate therein, pursuant to the provisions of law and the Governance and Sustainability System. For such purposes, it shall facilitate access to the documents in connection with the General Shareholders’ Meeting and the understanding of the information relating to the matters to be addressed therein, and may approve for each meeting the implementation of financial incentives, upon terms and conditions determined by the Board of Directors, in accordance with the policy on payment of participation incentives included in the Annex to this Policy. It may also carry out other proactive actions designed to encourage maximum participation of the shareholders, such as information campaigns.

If the meeting is held only in person or in person with the ability to attend remotely, it must take place at premises that offer the best conditions for the progress and monitoring thereof and that are located in the centre of the municipality where the registered office is situated. The Company shall provide appropriate means to facilitate entry to and exit from the premises where the meeting will be held by all attendees, and particularly, when reasonably possible, by those with reduced mobility or other forms of psychomotor function impairment.

If the General Shareholders’ Meeting is called to be held in person with the possibility of attending remotely or exclusively by remote means, the means of remote communication shall duly assure the identity of the shareholders and their proxy representatives. In addition, if the meeting is held exclusively by this means, the identity and legitimacy of the shareholders...
and their proxy representatives must be assured, and the attendees shall be allowed to participate effectively in the meeting by remote means of communication, including audio or video, supplemented with the ability to send written messages during the Meeting in order to exercise in real time their rights to speak, be informed, make proposals and vote, as well as to follow the presentations of the other attendees by these means.

Regardless of the manner in which the General Meeting is held, the Company shall adopt the measures required to allow the participation of shareholders with hearing or visual impairments at the General Shareholders’ Meeting. To this end, the meeting may be subject to simultaneous interpreting into Spanish sign language and electronic subtitling to facilitate monitoring thereof by persons with hearing impairments, as well as audio description for attendees with visual impairments. Shareholders with visual impairments who so request may be sent or provided the announcement of the call to meeting printed in the Braille system, as well as the delivery of any other document published by the Company on occasion of the call to the General Shareholders’ Meeting in a format compatible with voice reading systems.

Likewise, the Company’s innovation and digital transformation strategy, which affects all of its businesses and activities, including its corporate governance practices, promotes the digitalisation of both the General Shareholders’ Meeting event itself and the means made available for shareholders to participate, promoting and facilitating the use of internet channels and smart devices. As part of its innovation strategy, the Company applies advanced technologies, including blockchain technology to strengthen transparency and security in certain processes of the General Shareholders’ Meeting, and particularly the casting of votes remotely, allowing the registration thereof to be certified by means of an indelible blockchain that is integrated within the network on an encrypted basis, traceable, and without intermediaries.

Without prejudice to the provisions of the preceding paragraph, the Company adopts specific measures to ensure that shareholders who have difficulties accessing or making use of new technologies due to any circumstances can continue to participate in the General Shareholders’ Meeting without being adversely affected by the digitisation thereof.

The Company may ask a specialised external firm to review the proceedings of the General Shareholders’ Meeting in order to safeguard shareholders’ rights and transparency.

The Company also offers a live and recorded broadcast of the General Shareholders’ Meeting, in whole or in part, through its corporate website.

The General Shareholders’ Meeting is managed in accordance with the standards established in the Sustainable Management Policy as a sustainable event, encouraging the engagement of all affected Stakeholders of the Company and taking into consideration their needs and expectations.

Information is provided at the General Shareholders’ Meeting regarding the activities carried out by the Company in implementation of the provisions of this Policy.

Finally, if the General Shareholders’ Meeting is an annual meeting, additional presentations can be made or activities organised within the framework of Shareholder Day.

■ 5.2. Support for minority shareholders (“OLS Shareholders’ Club”)

The Company uses the “OLS Shareholders’ Club” to actively encourage two-way interaction between the Company and the shareholders who voluntarily join such Club and are interested in such interaction.

For such purpose, among other activities, it organises events during which Company representatives and, on occasion, other notable persons, can exchange viewpoints with the members of the club and discuss matters relating to corporate governance and the sustainable development strategy of the Company.

“OLS Shareholders’ Club” has an interactive system available on the corporate website that actively encourages two-way interaction between the Company and the shareholders.

This interactive system can allow the shareholders (who may access with their user name and password) not only to view and request the information set forth in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors but also to actively participate in meetings to be held electronically with Company representatives designated by the Board of Directors or by the chairman thereof regarding corporate governance, sustainable development and other matters that are significant for corporate life and which have an impact on its Stakeholders and on the communities and territories in which the companies of the Group have a presence.

The Company may set an annual schedule of electronic meetings with shareholders who have registered with the “OLS Shareholders’ Club” interactive system, setting forth the matters to be dealt with at each meeting.

All shareholders who have registered with the “OLS Shareholders’ Club” interactive system may participate in these meetings, which shall be moderated by a representative of the Shareholder’s Office.

The Company also has a telephone service line with a specific number (900 100 019), managed through the Shareholder’s Office, which constitutes a permanent information system for all shareholders, especially for those who have difficulties
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 regarding the Company’s corporate governance and its sustainable development strategy, 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.

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. Service through the Shareholder’s Office

The Shareholder’s Office, managed by the Finance, Control and Corporate Development Division (or such division as assumes the duties thereof at any time), is a permanent information system through which shareholders who voluntarily register in its database can be informed of the current progress of the companies making up the Group, all upon the terms set forth in the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors.

The Shareholder’s Office also serves as a channel of communication with those shareholders who have difficulties communicating using new technologies due to any circumstances or who prefer to continue engaging with the Company through traditional channels, such as telephone.

5.5. Awareness-raising and Involvement Workshops

Within the framework of the Stakeholder Engagement Policy, and in order to promote shareholder participation and engagement, 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, in which case it shall inform shareholders through the Shareholder’s Office.

6. Dissemination

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

The Company shall also report on the practical application of this Policy and the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors in the Activities Report of the Board of Directors and of the Committees thereof.
7. Coordination with the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors

All activities carried out through the participation channels described above and, specifically, the content of the information provided to the shareholders within the framework thereof, shall be properly coordinated with the content of the information provided and 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 Secretary of the Board of Directors when such support is required by the circumstances.

Additionally, 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 at such intervals as he deems appropriate.

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This Policy was initially approved by the Board of Directors on 17 February 2015 and was last amended on 20 June 2023.
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 pre-determined 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.
3. Shareholder Remuneration Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Shareholder Remuneration Policy (the “Policy”) and makes the corresponding proposals regarding the remuneration of its shareholders.

1. Purpose

The purpose of this Policy is to link shareholder remuneration to the profits of the Company.

2. Scope of Application

This Policy is of general application to the Company.

3. Main Principles of Conduct

The main principles of conduct on which this Policy is based are described below:

a. Creation of shared sustainable value and improvement of profitability: the Group’s companies are committed to leading the creation of business value in a sustainable manner that leads to the achievement of a global result and overall profit, that allows for fair and appropriate remuneration of the groups related to their business activities and their institutional reality, while taking into account the social return on new investments, generating employment and wealth for society with a long-term vision that provides for a better future without compromising present results.

Within the framework of the foregoing and of the corporate interest, the Company takes specific and measurable financial and non-financial objectives into account in its strategic planning that always seek to improve profitability and to create value sustainably for the shareholders.

b. Conformance to applicable legal provisions: the resolutions adopted by the shareholders at the General Shareholders’ Meeting and by the Board of Directors in implementation of this Policy shall in all cases observe applicable legal provisions and the provisions of the Governance and Sustainability System, and shall take into consideration the good governance recommendations in this area generally accepted in the international markets.

c. Conduct of the Board of Directors: the Board of Directors shall propose to the shareholders at the General Shareholders’ Meeting those decisions within its purview that it deems most appropriate regarding the distribution of dividends, and shall approve the payment of interim dividends, where applicable.

It may also propose other forms of shareholder remuneration, including flexible remuneration systems (scrip dividend), share buy-back programmes for their redemption, increases in capital by means of scrip issues, and distributions in kind, etc., and shall decide the frequency with which they are to be provided.

d. Incentives for participation in the General Shareholders’ Meeting: the Board of Directors may decide to implement financial incentives for the participation of the shareholders in the General Shareholders’ Meeting (such as attendance bonuses or the payment of an engagement dividend subject to achieving a particular minimum quorum at the General Shareholders’ Meeting).
4. Levels of Shareholder Remuneration

For so long as circumstances do not occur that justify a change thereof, the remuneration of the Company’s shareholders (pay-out), whatever the methods of payment thereof, must be sustainable, compatible with the maintenance of the Company’s financial strength and in line with that of companies having a similar business profile. Applying these standards, shareholder remuneration shall be between 65% and 75% of the net profit attributed to the Company, as controlling company, in its consolidated annual accounts.

This Policy was initially approved by the Board of Directors on 23 October 2007 and was last amended on 20 December 2022.
4. Policy Regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In particular, the Board of Directors is entrusted with the highest-level management and supervision of the information provided to shareholders, to professional or qualified equity, fixed-income and socially responsible investment investors (the “Institutional Investors”) and to the markets in general, and the Company’s communication with these groups in particular, by safeguarding, protecting and facilitating the exercise of their rights and interests within the framework of the defence of the corporate interest.

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the general principles relating to the Company’s communication and contacts with its shareholders and Institutional Investors in the context of their engagement with the Company, as well as with proxy advisors.

2. Scope of Application

This Policy applies to the Company.

3. Main Principles of Conduct

The following principles constitute the core values that shape the Company’s relations with the markets and the general public:

a. transparency, truthfulness, promptness, clarity, symmetry and respect for the principle of equality in the dissemination of information;

b. equal treatment in the acknowledgement and exercise of the rights of all shareholders in the same situation and who are not affected by any conflict of interest or competition;

c. protection of the rights and legitimate interests of all the shareholders;

d. implementation of a general communication strategy for financial, non-financial and corporate information through the information and communication channels provided for in this Policy, which contributes to maximising the dissemination and the quality of the information available to the market, to investors and to other Stakeholders;
4. Internal Coordination for the Dissemination of News that May Contain Inside Information or Other Relevant Information

In order to ensure that the dissemination of news that may contain inside information or other relevant information is carried out under conditions of transparency, symmetry and in compliance with the provisions of law and the Governance and Sustainability System, the Company has established the following internal coordination rules:

a. If information generated by the Company can be classified as inside information or other relevant information or if there is any doubt as to the obligation to report it to the National Securities Market Commission (Comisión Nacional del Mercado de Valores) (the “CNMV”) pursuant to law and the Governance and Sustainability System, the Office of the Secretary of the Board of Directors shall decide whether a notice of this kind should be sent in advance to the CNMV and, if so, draft, review and send such notice to the CNMV through the authorised representatives designated by the Company for such purpose.

The information to be reported to the CNMV may not be disseminated by any other means without prior publication thereof on the CNMV’s website. Furthermore, the content of the information disclosed to the market by any information or communication channel other than the CNMV must be consistent with the information sent to such commission.

b. Information generated by the Company may be reported to shareholders, Institutional Investors and the markets without observing the foregoing rules by any means that complies with this Policy; so long as there is no doubt under the law and the Governance and Sustainability System that it need not be communicated to the CNMV due to being inside information or other relevant information, or when, following consultation with the Office of the Secretary of the Board of Directors, such Office has determined, in accordance with the rules set forth in the preceding section, that the information need not be reported to the CNMV.
5. General Information and Communication Channels

5.1. CNMV and other entities

The first channel for the provision of information by the Company to shareholders, Institutional Investors and the markets in general is the CNMV, as well as, where appropriate, the channels established by other foreign authorities and supervisory entities. The information that is sent to the CNMV through the publication of notices on its website is immediately disseminated to the public. Notices sent to the CNMV regarding the Company are then included on the corporate website.

5.2. Corporate Website

The corporate website (www.iberdrola.com) is one of the most significant means to channel the relations of the Company with all of its Stakeholders, encourage the engagement thereof in corporate life, reinforce their sense of belonging, strengthen the Iberdrola brand, promote the development of the businesses of the Group’s companies and the digital transformation thereof, and show the Company’s commitment to the provisions of the Purpose and Values of the Iberdrola Group.

The Company uses the corporate website to make available to shareholders, Institutional Investors and the markets in general all information that may be of interest, thus allowing for the prompt publication thereof and the possibility of subsequent access thereto, thereby contributing to transparency as the foremost value informing the Company’s relations with the markets and with the public at large. For these purposes, the information is provided simultaneously and is permanently updated in Spanish and English whenever possible; in the event of discrepancies, the Spanish version prevails.

In particular, the presentations of results within the framework of any interim quarterly financial information that the Company may publish and of the half-yearly and annual financial reports, as well as any other significant economic/financial presentations, including investor activities on “capital markets & ESG day” (or any other name assigned to this event), are broadcast live in English via the Company’s corporate website, along with simultaneous translation into Spanish, and interested parties are given the opportunity to ask questions. Along these lines, the Company endeavours to keep the broadcast of the full proceedings of each presentation of results available on the corporate website for a reasonable period of time.

5.3. Social media

Social media have become a significant channel of communication and dissemination of information in recent years. The Company, aware of this fact and of the importance of having a presence in digital media, promotes its presence on social media as a channel of communication in order to encourage engagement and strengthen the sense of belonging of its Stakeholders, always bearing in mind the limitations and risks that arise when disseminating information through these media.

6. Channels of Communication with the Shareholders

The Board of Directors establishes appropriate channels in order for the shareholders and any ultimate beneficiaries to be kept permanently informed and in order for them to submit proposals in connection with the management of the Company, in accordance with the law and the Governance and Sustainability System.

The Company maintains the following channels of communication with the shareholders for such purposes:

6.1. Shareholder’s Office

The paramount purpose of the Shareholder’s Office (Oficina del Accionista) is to act as an open, permanent and transparent channel of communication with all the shareholders of the Company, through the ongoing development of initiatives calculated to strengthen such relationship in order for the shareholders to be kept continuously informed and in order for them to submit proposals regarding the management of the Company.

The Shareholder’s Office responds at all times to the queries, questions or suggestions of the shareholders through a toll-free telephone service line (900 100 019) and an e-mail address (accionistas@iberdrola.com), and is in contact with those shareholders who have voluntarily entered their names in its database.

In particular, shareholders may exercise with the Shareholder’s Office the right to receive information prior to the General Shareholders’ Meeting on the terms provided by law, by the Governance and Sustainability System, and by the terms decided by the Board of Directors for each of the meetings.
The Shareholder’s Office will also serve as a channel of communication with those shareholders who have difficulties communicating using new technologies due to any circumstances or who prefer to continue engaging with the Company through traditional channels, such as telephone.

The Shareholder's Office shall endeavour, to the extent possible, to respond to the queries and requests made by shareholders, giving absolute priority to the furtherance of the corporate interest and complying with the law and the Governance and Sustainability System. To such end, and in keeping with the principles of transparency, equality and symmetry in the dissemination of information, the replies and other documents that the Shareholder’s Office may provide shall be available to the public on the Company’s corporate website.

■ 6.2. “OLS Shareholders’ Club”

This is an open and permanent interactive system of communication enabled on the corporate website between the Company and those shareholders who voluntarily register, who shall be provided a user name and password.

This system allows registered shareholders to be informed of matters relating to the activities of the companies of the Group and, among other functionalities, will allow them to easily:

a. make queries or request clarifications from other shareholders, either openly or privately, regarding the Company or their status as a shareholder;

b. view the most frequently asked questions and answers;

c. have access to the legal and corporate documentation that they require;

d. make queries regarding the ethical principles covering governance at the Group level;

e. access the internal shareholder reporting channel indicated in section 6.3 of this Policy to submit grievances or reports;

f. grant a proxy or cast an absentee vote at the General Shareholders’ Meeting electronically;

g. view the General Shareholders’ Meeting directly; and

h. participate in other activities that ultimately seek to promote the engagement of shareholders within the Company, in accordance with the provisions of the Shareholder Engagement Policy.

“OLS Shareholders’ Club” also offers shareholders who are authenticated within the system direct telephone support and the sending of the documentation that can be made available to them in accordance with law and the Governance and Sustainability System, including the integrated report, annual reports, quarterly information bulletins and notices to the CNMV, as well as the ability to receive invitations to corporate, cultural and leisure events organised by the companies of the Group for shareholders and to participate in prize draws and special prizes and in surveys to find out their opinion thereof.

■ 6.3. Internal shareholder reporting channel

The Company has activated a channel that its shareholders can use to report potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of European Union law), having an impact within the scope of the Company, in its contractual relationship with its suppliers, or on the interests and image of the Company and of the other companies of the Group, all without prejudice to shareholders being able to notify the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or any other competent authority, institution, body or entity.

This channel is part of the Company’s internal reporting system established in the Compliance and Internal Reporting and Whistleblower Protection System Policy.

The Company’s Compliance Unit is the body responsible for managing communications sent via the internal shareholder reporting channel, in accordance with the provisions established in the Code of Ethics, in the Regulations of the Compliance Unit and in the Compliance and Internal Reporting and Whistleblower Protection System Policy, without prejudice to the delegation of this function to the Company’s director of Compliance in accordance with the provisions of applicable law.
7. Channels of Communication with Analysts and Institutional Investors

■ 7.1. “Investor Relations App”

The Company makes an “Investor Relations App” available to shareholders and Institutional Investors. Through this continuously updated multi-device communication channel, in Spanish and English, shareholders and Institutional Investors can access information regarding the Company that might be of interest to them, favouring the immediacy of publication and the ability to subsequently access the information.

Through this application, among other things, they can view the presentation of results in real time and view charts showing the Company’s share listing and prices, financial documentation, press releases and notices of inside information or other relevant information.

■ 7.2. Investor Relations Office

The Investor Relations Office, organised and managed by the Investor Relations Division, is responsible for the ongoing and individualised response to the queries of analysts and Institutional Investors, for which purpose it has an e-mail address (investor.relations@iberdrola.es).

The Company organises informational meetings regarding the status thereof and of the other companies of the Group or of other points of interest to analysts and Institutional Investors to give them suitable information in this regard. All of the foregoing is without prejudice to the strict observance by the Company of the principle of equal treatment of all shareholders in the same situation and who are not affected by any conflict of interest or competition.

8. General Shareholders’ Meeting

■ 8.1. Informed participation

The Board of Directors encourages the informed and responsible participation of the shareholders at the General Shareholders’ Meeting and takes such measures and safeguards as are appropriate to facilitate the effective discharge of their duties under the law and the Governance and Sustainability System.

In particular, in line with the provisions of the Innovation Policy, which provides for encouragement of the digital transformation within the boundary of the Group at all levels and the development of artificial intelligence applications, the Company may publish a guide, in the medium it deems appropriate (including a virtual assistant), providing an innovative and intuitive way for the shareholders to know, among other things, the appropriate procedures for participating in the General Shareholders’ Meeting, either in person or from a distance, and to access information of interest regarding the progress of the meeting.

The Company may also issue and send attendance, proxy and absentee voting cards to shareholders in order to facilitate their informed participation at the General Shareholders’ Meeting.

Upon the call to the General Shareholders’ Meeting, the Company may use the services of agencies, financial institutions and intermediaries for purposes of improved distribution of information among its shareholders and Institutional Investors, and the Investor Relations Office may adapt the means and instruments for proxy-granting and absentee voting to the specific circumstances of Institutional Investors.

In addition, from the call to the General Shareholders’ Meeting to the end thereof, the shareholders, particularly including those who have difficulty communicating using new technologies due to any circumstances, may rely on the support of the Shareholder’s Office, which has means for the organisation of presentations and events prior to the General Shareholders’ Meeting. If the meeting is held only in person or in person with the ability to attend remotely, the Shareholder’s Office shall have a specific site at the premises where the meeting is held in order to answer questions that the attendees may ask, as well as to serve and provide information to the shareholders who wish to use the floor during the meeting.

The Investor Relations Office is responsible for maintaining dialogue with proxy advisors, responding to their queries with regard to proposed resolutions submitted at a General Shareholders’ Meeting and providing them with the clarifications deemed appropriate.
Financial intermediary and management institutions and depositaries of the Company’s shares are responsible for: (i) informing the holders of shares regarding the rights they are entitled to exercise, (ii) adopting any measures required to ensure that the shareholders or any third party representatives designated by them may exercise such rights personally when they so deem advisable; and (iii) taking responsibility for the fact that the instructions they transmit to the Company on behalf of their customers are valid and faithfully correspond with those received.

Without prejudice to the foregoing, the Board of Directors and the chairman thereof may entrust the lead independent director or the other members of the Board of Directors with contacting proxy advisors regarding specific issues relating to the General Shareholders’ Meeting, ensuring that the directors who will engage in such contacts belong to the committee in charge of the issues to be discussed.

The directors shall have such powers only upon delegation from the Board of Directors, the chairman thereof or the Executive Committee. In any case, the statements made by directors 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.

### 8.2. Right to Request that a Supplement to the Call to Meeting Be Published and to Submit Well-Founded Proposed Resolutions

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.

The shareholders must exercise these rights with loyalty, in good faith and within the framework of the corporate interest upon the terms provided by law and 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 attendance, 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:

1. **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.

2. **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.

3. **Third,** attendees desiring to vote against, in blank or to abstain with regard to all proposed resolutions must proceed in the manner set forth in subsection (ii) above.

4. **Finally,** those votes corresponding to all shares represented in person or by proxy, after deducting the votes corresponding to the shares set forth in (a) and (b) below, shall be deemed to be votes in favour of the proposal that, pursuant to the provisions of subsection (i) and (ii), has obtained more votes in favour: (a) shares 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 (b) 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 the remote attendance platform.
8.3. Measures to Strengthen Transparency in Increases in Capital and Issues of Securities Convertible into Shares with the Exclusion of Pre-emptive Rights.

In view of the best internationally recognised corporate governance practices and the recommendations made in the guidelines of the main proxy advisors, the Board of Directors shall not propose to the shareholders at the General Shareholders’ Meeting the delegation of powers to issue shares or securities convertible into shares with the exclusion of pre-emptive rights in an amount greater than ten per cent of the share capital at the time of the delegation.

If the Board of Directors, in using such delegation, approves any issue of shares or of securities convertible into shares with the exclusion of pre-emptive rights, the Company shall publish on its corporate website the reports on such exclusion that are required by law or that are voluntarily prepared.

8.4. The General Shareholders’ Meeting on the Corporate Website

The Board of Directors promotes the use of the corporate website to facilitate the exercise of the shareholders’ rights to receive information and to participate in connection with the General Shareholders’ Meeting, including for this purpose those technological means that facilitate access by persons with disabilities.

After the publication of the call to the General Shareholders’ Meeting, a software tool is made available to the shareholders on the Company’s corporate website (avoiding documents in paper form and thereby favouring respect for and protection of the environment) allowing them to request information, grant their proxy and cast an absentee vote and to obtain the documentation deemed appropriate to facilitate informed attendance of the shareholders at the General Shareholders’ Meeting. These include, among other documents, any implementing rules that the Board of Directors may adopt within its purview for each General Shareholders’ Meeting, which shall contain the specific rules for the exercise of shareholders’ rights, and, specifically, a system for granting proxies and casting absentee votes by remote means of communication (including electronically, by telephone and by post), as well as the various rules for determining the direction of the vote.

A full or summary translation into English of the principal reports and documents made available to the shareholders is also included on the corporate website as soon as possible following publication of the announcement of the call to meeting, although the Spanish text shall in any event prevail in the event of a conflict.

8.5. Voting Platforms

The Company facilitates the participation of Institution Investors in the General Shareholders’ Meeting, recognising the validity of voting instructions sent through the voting platforms within the framework of the provisions of law.

9. Dissemination

The Company shall report on the practical application of the Shareholder Engagement Policy and this Policy in the Activities Report of the Board of Directors and of the Committees thereof.

10. Control

The Compliance Unit shall verify that in the application of this Policy, the Company complies with the provisions of the Internal Regulations for Conduct in the Securities Markets and the other rules of the Governance and Sustainability System included within the scope of its powers.

The Board of Directors, or the Executive Committee, if applicable, shall be periodically informed of the principal relations that the Company maintains with shareholders, Institutional Investors and proxy advisors by application of this Policy.

This Policy was initially approved by the Board of Directors on 26 October 2011 and was last amended on 20 June 2023.
5. Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, as well as its power to establish the Group’s structure and define the organisational model and supervise compliance therewith and the further development thereof, the Board of Directors hereby approves this Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation (the “Policy”).

1. Purpose

The purpose of this Policy is to define the corporate and governance structure of the Group, which is based on a recognition of the reality of a multinational, multi-corporate, diversified and efficiently organised and coordinated group for the best development of the corporate object and the achievement of the corporate interest.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. General Principles

Pursuant to the provisions of its By-Laws, the Company pursues its corporate object indirectly, by owning shares or membership interests in other companies.

In this respect, the Group is configured on the basis of the separation between the function of strategic definition and supervision, on the one hand, and that of day-to-day administration and effective management, on the other, providing itself in this respect with a decentralized structure inspired by the principle of subsidiarity and respect for the autonomy of the companies that comprise it, which do business in accordance with the highest ethical standards and in compliance with the good governance recommendations generally recognised in international markets, adjusted to their needs and particularities.
Therefore, essential premises for this Policy are the differentiation of the functions corresponding to the Company, as the holding company of the Group, domiciled in Biscay and with Spanish nationality, from the country subholding companies established in the territories in which the companies of the Group do business, and the head of business companies, whether Spanish or foreign.

All of them share the principles reflected in the Purpose and Values of the Iberdrola Group and in the Code of Ethics and conceive of the social dividend as the direct, indirect or induced contribution of value of their activities for their Stakeholders, particularly through their contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

4. Definition of the Corporate and Governance Structure

The structure of the Group, which is an essential part of the Governance and Sustainability System, is comprised of:

a. the Company, which is configured as a listed holding company, the main function of which is to act as the entity owning the equity stakes in the country subholding companies;

b. the country subholding companies, which in turn group together the equity stakes in the head of business companies; and

c. the head of business companies.

All of them have their own human and material resources to autonomously carry out the duties assigned thereto by the Governance and Sustainability System.

This corporate configuration is intended to favour an agile and rapid decision-making process in day-to-day administration and management, which is within the purview of the head of business companies, while at the same time achieving proper coordination of business activities at the Group level, as described below, as a result of the duties of organisation and supervision performed by the country subholding companies and the Company and within their respective purviews.

Based on the corporate organisation, the Group's governance structure, which is a key part of the Governance and Sustainability System, is governed by the principles described below, which duly distinguish between the duties of strategic definition and supervision, on the one hand, and day-to-day and effective management, on the other:

a. Vesting the Company's Board of Directors with powers relating to the approval of the strategic goals at the Group level, the definition of its organisational model, the supervision of compliance therewith and further development thereof, as well those relating to decisions on matters of strategic importance at the Group level, while fully observing the special framework of strengthened autonomy of the listed country subholding companies referred to in d) below.

b. Assumption by the chairman of the Board of Directors by the chief executive officer, with the technical support of the Operating Committee, and by the management team, of the duty of supervision, organisation and strategic coordination at the Group level through the dissemination, implementation and monitoring of the overall strategy and the basic guidelines for the management thereof established by the Company's Board of Directors.

c. The function of strategic supervision, organisation and coordination is strengthened through the country subholding companies, which perform it in relation to the territories, countries or businesses decided by the Company's Board of Directors, disseminating, implementing and ensuring compliance with the policies, strategies and general guidelines at the Group level based on the characteristics and particularities of their respective territories, countries or businesses.

One of the main functions of the country subholding companies is to centralise the provision of services common to the head of business companies, in accordance with the provisions of applicable law and especially the legal provisions regarding the separation of regulated activities.

In this regard, the country subholding companies facilitate the coordination of companies in which they hold an interest and are given the responsibility of ensuring compliance with legal provisions on the separation of regulated activities.

In order to specify the application of the Governance and Sustainability System based on applicable law in each territory, country or business, as well as on the characteristics and particular features thereof, and to comply with the responsibilities allocated thereto by the Governance and Sustainability System, the country subholding companies approve rules applicable to their subsidiary head of business companies and specify the application in each territory, country or business, as applicable, of the content of the policies, overall strategies and basic guidelines for management thereof approved by the Company's Board of Directors that cover the Group as a whole.

To best carry out their functions, country subholding companies have within their boards of directors at least one external director who, because of the personal and professional qualities thereof, may carry out their duties without
being constrained by relationships with the companies of the Group or with the directors, significant shareholders or members of the management thereof, as well as audit and compliance committees, in addition to their own internal audit and compliance units or divisions.

The chief executive officers of each country subholding company, appointed by their respective boards of directors, shall promote the specific application of the policies, the overall strategies and the basic guidelines for management thereof in each territory, country or business, as applicable, proposing the annual targets and budget, with the ability to represent their respective companies before domestic institutions in coordination, if appropriate, with the chief executive officers of the head of business companies in accordance with the provisions of e) above, and perform such other duties as are determined by each board of directors, always acting under the supervision thereof.

d. The listed country subholding companies have a special framework of strengthened autonomy that covers the three areas mentioned below.

In the regulatory area, the boards of directors of the listed country subholding companies are authorised to approve their own policies and other internal codes and procedures that specify, develop or make exceptions from the content of the equivalent rules of the Governance and Sustainability System.

In the related-party transactions area, the boards of directors of listed country subholding companies have a committee of their board of directors comprised exclusively of directors without a connection to the Company and that have the power to approve all transactions between the listed country subholding company and the subsidiaries thereof with the other companies of the Group in addition to the authorisations generally required in each case based on the nature of each transaction.

In the management area, listed country subholding companies enjoy a system of strengthened autonomy vis-à-vis the Company, which prevents it and the other companies of the Group from giving to their management team and the management teams of their subsidiaries instructions that interfere with the exercise of the powers vested therein by the Governance and Sustainability System.

The special framework of strengthened autonomy is implemented in the respective contracts signed by the Company with each listed country subholding company.

e. The head of business companies assume decentralised executive responsibilities, enjoy the independence necessary to carry out the day-to-day administration and effective management of each of the businesses, and are responsible for the day-to-day control thereof.

These head of business companies are organised through their respective boards of directors, which where appropriate include external directors who, because of the personal and professional qualities thereof, carry out their duties without being constrained by relationships with the companies of the Group or with the directors, significant shareholders or members of the management thereof, as well as their own managing boards, and may also have their own audit committees, internal audit areas and compliance units or divisions.

The chief executive officer of each head of business company are responsible for the effective management thereof under the supervision of its board of directors, to which they shall propose the objectives of the businesses and the annual budgets within the framework of the overall strategy of the businesses established at the Group level, and may represent their respective companies before national institutions if they are domiciled in a country or territory other than that of the country subholding company to which they are subordinate, on a coordinated basis with the chief executive officer of the latter.

The provisions of the preceding paragraphs shall be without prejudice to respect for the corporate autonomy of the subsidiaries of the head of business companies domiciled in countries or territories other than that of the parent company. These subsidiaries may be vested with the effective management of their business activities within their country or territory.

The selection of the directors of the country subholding and head of business companies shall endeavour to comply with the Board of Directors Diversity and Member Selection Policy, avoiding any implied bias entailing any kind of discrimination, and, in particular, that hinders the selection of female directors.

The Company’s Appointments Committee also reports on or prepares proposals regarding the appointment or removal of external directors of both unlisted country subholding companies and of other companies in which the Company has a direct or indirect interest and that are not controlled by a country subholding company. In addition, the Company’s Appointments Committee acknowledges the appointment or removal of the external directors of both the head of business companies (that are not controlled by a listed country subholding company) and of the other companies in which the non-listed country subholding companies that are not controlled by a head of business company have a direct or indirect interest.
In order to facilitate the orderly performance of the duties inherent in its status as a holding entity of the Group, the Company’s Board of Directors establishes a number of mechanisms that allow for the exchange of information needed for the strategic coordination of the activities performed by the various country subholding companies and head of business companies, without detracting from independence in decision-making by each of them or the requirements imposed on their directors by law and those deriving from the Governance and Sustainability System, in the interest of all of the companies within the Group.

5. The Group’s Business Model

The corporate and governance structure of the Group in turn allows for global integration of the businesses in accordance with the Group’s Business Model, which is focused on maximising the operational efficiency of the various business units and ensures the dissemination, implementation and monitoring of the overall strategy and the basic management guidelines established for each business, primarily through the exchange of best practices among the various companies of the Group without detracting from independence in decision-making by each of them and the demands imposed upon their directors by law and those deriving from the Governance and Sustainability System.

As part of the Business Model, the Company, within the framework of the duties assigned thereto, promotes the creation and operation of global committees in the interest of each of the businesses in order to maximise the generation of synergies and the exploitation thereof by the companies of the Group. These committees are authorised to approve global guidelines and recommendations, propose initiatives for improvement, favour the exchange of best practices and support the chief executive officer and those responsible for the businesses in the performance of their duties of strategic supervision, coordination and organisation, all without undermining the corporate autonomy of the companies of the Group.

6. Operating Committee

Within the Group’s corporate and governance structure, the Operating Committee is an internal committee of the Company, the essential function of which is to provide technical support to the chairman of the Board of Directors and to the chief executive officer, in order to facilitate the development of the Business Model.

7. Duties of the Company’s Board of Directors with respect to the Group’s Corporate and Governance Structure

The Board of Directors of the Company in any event has the following duties with respect to the corporate and governance structure of the Group:

a. conform the corporate and governance structure, organisational model and Business Model to the requirements of the corporate interest, complying with applicable law, the Governance and Sustainability System and the Compliance System, and acting in accordance with the Purpose and Values of the Iberdrola Group and with the commitments made in the Code of Ethics;

b. endeavour to ensure that the corporate and governance structure as well as the Business Model contribute to the social dividend, reflecting and disseminating the Company’s performance in this regard through the statement of non-financial information;

c. foster an egalitarian, diverse and inclusive culture of talent management and promotion as a reflection of the social and cultural reality of the companies making up the Group;

d. include in the corporate governance practices covering the Group, the promotion of innovation and digital transformation through the use of new technologies, while preserving security and privacy in furtherance of the corporate interest;

e. conform the structure of the Group to the legal requirements applicable in the jurisdictions in which it does business, and particularly to those regarding the rules of each jurisdiction on separation of regulated activities;

f. determine the location of the headquarters of the Company and of the other companies belonging to the Group based on the corporate interest, and make the relevant decisions or when appropriate submit them to the shareholders at a General Shareholders’ Meeting for adoption thereof, in all cases respecting the special framework of strengthened autonomy of the country subholding companies;

g. analyse potential conflicts of interest and approve Related-Party Transactions (as this term is defined in the Regulations of the Board of Directors) affecting any company of the Group, unless the power to approve the Related-Party Transaction is vested in the shareholders acting at a General Shareholders’ Meeting in accordance with their directors by law and those deriving from the Governance and Sustainability System.
with law or there has been a delegation pursuant to the provisions of the Regulations of the Board of Directors. Without prejudice to the foregoing, and as regards those conflicts of interest or Related-Party Transactions affecting listed country subholding companies, the Company’s Board of Directors shall ensure compliance with the rules on conflicts of interest and Related-Party Transactions established within the corresponding special framework of strengthened autonomy;

h. endeavour to ensure the reconciliation of the interest of the companies of the Group that have outside shareholders with the policies and strategies covering the entire Group;

i. introduce appropriate strategic coordination and organisation mechanisms in the interest of the Company and of the other companies within the Group, pursuant to the Group's Business Model;

j. approve the creation or acquisition of equity interests in special purpose entities or entities residing in countries or territories that Spanish legal provisions consider to be tax havens or that are included in the EU blacklist of non-cooperative jurisdictions, in line with the Corporate Tax Policy, as well as any other transactions of a similar nature that, due to their complexity, might diminish transparency; and

k. submit to a decision by the shareholders at a General Shareholders’ Meeting the inclusion within controlled entities of core activities theretofore carried out by the Company, even if they are wholly owned thereby.

Furthermore, as regards investee entities that do not form part of the Group, the Board of Directors, in defining the general strategy at the Group level, shall respect the particular regulatory aspects affecting such entities due to their nature as a regulated or listed company, their nationality, the jurisdictions in which they do business or any other circumstance that might affect them.

8. Related-Party Transactions

The Board of Directors of the Company, and the Executive Committee in urgent cases, shall be the bodies competent to approve or authorise Related-Party Transactions affecting any company of the Group, and in an amount or value that does not exceed the percentage determined by law to be within the purview of the shareholders acting at a General Shareholders’ Meeting, provided that approval thereof has not been delegated pursuant to the provisions of the Regulations of the Board of Directors.

In those instances in which the Related-Party Transaction must be authorised by the Board of Directors or the Executive Committee of the Company, and the Company does not directly participate in such transaction, the scope of approval shall be limited to verification that the Related-Party Transaction is fair and reasonable from the standpoint of the Company and, if applicable, of Company shareholders other than the related party, with the competent body of the company participating in the Related-Party Transaction maintaining its powers to decide on whether or not it is appropriate to carry out the transaction.

As regards those Related-Party Transactions affecting listed country subholding companies, the Company’s Board of Directors shall also ensure compliance with the rules on related-party transactions established within the corresponding special framework of strengthened autonomy.

9. Foundations

The country subholding companies may entrust the implementation of the sustainable development strategy to various foundations with which they have agreements but which are separate from the corporate structure of the Group and which have independence for the achievement of their purposes and full functionality and autonomy.

These entities implement within their respective territories or countries the sustainable development strategy designed by the Company’s Board of Directors, to the extent that it conforms to their founding purposes and is entrusted thereto by the board of directors of the country subholding company with which they have agreements, contributing to the generation of the social dividend and particularly to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN). They receive annual funding corresponding to their functions.

The Foundations Committee, which is an internal consultative body without executive duties, ensures the proper coordination of said foundations, in accordance with the provisions of the General Sustainable Development Policy.

10. Use of the IBERDROLA Brand

The Governance and Sustainability System recognises the IBERDROLA brand as a hallmark of the Company and the principal symbol of the Purpose and Values of the Iberdrola Group.
To the extent that the companies of the Group or foundations use such brand -owned by the Company- as part of their trade names and distinctive marks used to carry out their businesses, the use thereof shall be governed by the provisions of the *Brand Policy* and the other internal rules established by the Company.

**11. Stakeholder Engagement, Corporate Websites, Presence on Social Media and Digital Transformation**

The country subholding and head of business companies shall have a presence on the internet, and in particular shall actively participate in social media in order to engage with their respective Stakeholders, working together on the innovation and digital transformation strategy of the Group.

For these purposes, the country subholding companies and head of business companies shall have their own identity on social media and their corporate website, the contents of which must be managed in accordance with the guidelines established for such purpose by the Company, and for each territory, country or business by the country subholding companies, if applicable.

The country subholding and head of company companies shall adopt the measures necessary to avoid their corporate websites being confused with that of the Company.

The corporate websites of the country subholding companies and of the head of business companies shall be structured around specific sections intended to identify the corresponding company and its activities, describe its relationship with the other companies of the Group and its environmental, social and corporate governance position, and promote its relations with society in general and with the other relevant Stakeholders, fostering their engagement and strengthening their sense of belonging.

The foundations linked to the Group having agreements with the country subholding companies for the implementation of the sustainable development strategy in their respective country or territory contribute to improving relations and dialogue with the Company’s Stakeholders, without prejudice to the autonomy and independence of said entities to achieve their purposes.

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This *Policy* was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 December 2022.
6. Brand Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Brand Policy (the “Policy”).

1. Purpose

This Policy is intended to protect and contribute to the value of the Iberdrola brand and to establish certain main principles of conduct allowing all of the companies belonging to the Group, to use it as a springboard that contributes to enhance its reputation and to the success of its businesses.

2. Scope of Application

This Policy applies to all companies of the Group, to the entities in the nature of foundations linked thereto and to which a license has been granted, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

3. The Iberdrola Brand

The Iberdrola Brand belongs to the Company and constitutes one of its strategic assets, both financially and in the social, environmental and corporate governance dimensions: it is a hallmark of identity of the Company and of the Group and the principal symbol of the Purpose and Values of the Iberdrola Group.

As a hallmark of identity, the Iberdrola brand is a key element in the corporate strategy of the Company and of the other companies of the Group. As the symbol of the Purpose and Values of the Iberdrola Group, it is a springboard for creating value that can be used by all of the companies of the Group to contribute to the success of its businesses.

All of the companies of the Group must ensure that the Iberdrola brand is associated with the principles set out in the Purpose and Values of the Iberdrola Group, and thus to its commitments to the maximisation of its social dividend and the sustainable creation of value, the improvement of quality of life, the safety of people and of supply, the protection of the environment and customer focus.

In the case of the Company, the Iberdrola brand also contributes to two-way interaction with its shareholders, and fosters engagement in corporate life by the shareholders and other Stakeholders, forges a sense of belonging, and contributes to the alignment of their interests with those of the Company.

The use of the Iberdrola brand also favours the business activities of the companies of the Group, as well as its relations with all Stakeholders generally.

4. Use of the Brand

The Company may license the use of the Iberdrola brand to all of the companies of the Group and to the entities in the nature of foundations linked to the Group. All licensees shall be required to comply with the provisions of this Policy and any corresponding brand licensing agreement implementing the terms and conditions for using the Iberdrola brand. The Company may receive remuneration for the use of the brand, and particularly as consideration for receiving the benefits arising from the use thereof, upon the terms and conditions agreed in the corresponding license agreement.

Entities licensing the Iberdrola brand must use it in the same manner and in accordance with the standards of the Iberdrola Brand Usage Guide in effect from time to time, as well as with the quality control clauses of the relevant brand licensing agreement.
Any use of the Iberdrola brand that differs from the provisions of the *Iberdrola Brand Usage Guide* must be authorised in advance pursuant to the provisions of said guide.

The Iberdrola brand may form part of the trade names and distinctive signs used by the companies of the Group in carrying on their businesses.

Entities licensing the Iberdrola brand shall ensure that said use does not cause confusion regarding their own identity and independence. For these purposes, except in those situations allowed by the *Iberdrola Brand Usage Guide*, all of the companies of the Group (other than the Company itself), as well as entities in the nature of foundations linked thereto, that use the Iberdrola brand shall use it together with their own distinctive name.

The listed country subholding companies and the subsidiaries thereof must in any case use a different corporate name and brand that contributes to the differentiation thereof as autonomous entities belonging to the Group. In such instances, ownership of the relevant brand shall be held by each listed country subholding company.

### 5. Ceasing Use of the Brand

The companies of the Group shall cease to use the Iberdrola brand, including the use thereof in their own trade name or corporate name, in accordance with the provisions of any corresponding licence agreement, and in any event if such use might put at risk the reputation of the Group’s companies or when the company no longer belongs to the Group. In this latter event, when there are circumstances that so warrant, the Company may authorise companies that no longer belong to the Group to use the Iberdrola brand on a temporary basis. The same principles shall apply to entities in the nature of foundations linked to the Group in the event that they no longer have said connection.

### 6. Protection of the Brand

The companies of the Group shall take the actions needed to protect and contribute to the value of the Iberdrola brand, seeking effective protection of the Company’s rights thereto throughout the world and in all areas in which they are or expect to be present, particularly including the internet and social networks.

The companies of the Group and entities in the nature of foundations linked thereto may not directly or through third parties apply for and/or register trademarks, trade names, domain names, social profiles or any other distinctive mark that is identical or similar to the Iberdrola brand without the prior approval of the Company.

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This *Policy* was initially approved by the Board of Directors on 22 December 2015 and was last amended on 20 June 2023.
7. Board of Directors Diversity and Member Selection Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, within the framework of the law and the By-Laws and recognising transparency in all its activities, including the process for selecting candidates to hold the position of director, and diversity within the Board of Directors, as key elements of its corporate governance strategy, the Board of Directors hereby approves this Board of Directors Diversity and Member Selection Policy (the “Policy”).

The text of this Policy shall be interpreted in accordance with the Equality, Diversity and Inclusion Policy.

1. Purpose

The purpose of this Policy is to ensure that the proposed appointments of directors of the Company are based on a prior analysis of the needs of the Board of Directors and ensure a diversity of skills, knowledge, experience, origin, nationality, age and gender within the composition thereof.

2. Scope

This Policy applies to the selection of candidates for director of the Company.

3. Aims in Selecting Candidates

The selection of candidates for director shall start with an analysis of the needs of the Company and of the other entities of the Group, which must be carried out by the Board of Directors with the advice of the Appointments Committee.

It shall also target persons who satisfy the conditions set forth in the following sections in this Policy and whose appointment favours diversity of skills, knowledge, experience, origin, nationality, age and gender within the Board of Directors, in accordance with the Sustainable Development Goals (SDGs) approved by the United Nations (UN), and particularly with goal five relating to the empowerment of women.

4. Sources for the Identification of Candidates

The performance of executive duties within the Group, as well as duties as a director of the companies of the Group, especially of country subholding companies and of head of business companies, provides a deep understanding of the activities and internal operations thereof, which facilitates the rapid inclusion of the persons holding such positions into the dynamics of the operations of the Company’s Board of Directors. In turn, it provides first-hand knowledge of their skills, work capacity, commitment to the position and potential to provide value.

For all of the foregoing reasons, candidates who have prior experience within the Group will be given preference in the selection of directors, based on the following criteria:

a. the identification of candidates for executive director shall first take into account management personnel who have been linked to the Company or other companies of the Group for at least five years.
b. the selection of candidates for independent director shall first consider external directors of companies in which the Group has an interest.

In both cases, in the absence of suitable candidates or when circumstances so justify, as acknowledged by the Appointments Committee, other profiles shall be evaluated.

For purposes of complying with the provisions of this section, the appointment of the external directors of the companies in which the Group has an interest shall take into account the provisions of this Policy, and particularly the goals described in sections 5, 6 and 7 below.

In addition, any member of the Board of Directors may suggest other candidates for director that meet the requirements established in this Policy.

5. Conditions to Be Satisfied by the Candidates

The selection process shall promote a search for candidates with knowledge and experience in the main countries and sectors in which the Group does or will do business.

All candidates for director of the Company must be respectable and qualified persons, widely recognised for their expertise, competence, experience, qualifications, training, availability and commitment to their duties. They must also have sufficient knowledge of the Spanish and English languages to be able to perform their duties.

In particular, they must be irreproachable professionals, whose professional conduct and background 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.

By way of guidance, the appropriateness shall be considered of candidates for director generally not exceeding the age of seventy years.

6. Grounds for Disqualification Provided by Law or the Governance and Sustainability System

Those persons that have incurred legal grounds for disqualification from the holding of their position, or that fail to meet any of the requirements to be a director established in the Governance and Sustainability System and, in particular, the following, shall be ineligible as candidates for director:

a. directors or members of senior management, or such persons, if any, as are proposed by them in their capacity as shareholders of domestic or foreign companies competing with the Company in the energy industry or other industries. For clarification purposes, the companies of the Group shall not be deemed competitors of the Company.

b. persons serving as directors in more companies than are permitted under the provisions of the Regulations of the Board of Directors.

c. 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 operates.

In the case of candidates who have held high-level positions in the governments of other jurisdictions that are incompatible with the simultaneous performance of the duties of a director of a listed company, the Appointments Committee must take appropriate action to verify that the holding of such positions does not entail an impediment to the potential appointment of the candidate as a director.

d. 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 Group.

7. Diversity in the Composition of the Board of Directors

The selection of candidates shall endeavor to ensure that a diverse and balanced composition of the Board of Directors as a whole is achieved, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of the matters within its purview.
Along these lines, the Board of Directors assumes the commitment to promote diversity in the composition thereof, and for this purpose, in selecting candidates for director, shall assess candidates whose appointment favours the directors having different skills, knowledge, experience, origin, age and gender.

The diversity criteria shall be chosen based on the nature and complexity of the businesses of the Group, as well as the social and environmental context where it has a presence. Other criteria may also be taken into consideration based on the needs of the Board of Directors.

Any type of bias that might entail any kind of discrimination shall be avoided in the candidate selection process. Pursuant to the provisions of goal five of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), any bias that hinders the appointment of female directors and that might prevent achievement of the Company’s goal that the number of female directors accounts for at least forty per cent of the total number of members of the Board of Directors in the year 2022, shall be particularly avoided.

8. Evaluation and Dissemination

The Board of Directors shall periodically evaluate the level of compliance with and effectiveness of this Policy, and especially the percentage of female directors at any particular time.

The annual corporate governance report shall also include a detailed description of this Policy, as well as the goals set in this regard and the results obtained.

9. External Validation

The Company may rely on the cooperation of external advisers to validate that the candidates for director meet the conditions referred to in section 5 and that they are not subject to any of the grounds for ineligibility set out in section 6 above.

This Policy was initially approved by the Board of Directors on 25 March 2015 and was last amended on 20 December 2022.
8. Director Remuneration Policy

18 June 2021

1. Purpose and Main Principles

■ 1.1. Purpose and Values

The Purpose and Values of the Iberdrola Group seeks to promote a culture based on ethics and on the commitment to sustainable development and the creation of value for all stakeholders.

This commitment governs the day-to-day activities of the Company, channels its leadership role in its various areas of activity, focuses its strategy of maximising the social dividend and guides the ethical behaviour of all personnel participating in the daily construction of Iberdrola’s business enterprise, starting with its management body.

In this regard, the ultimate goal of the Director Remuneration Policy is to help develop the Purpose and Values, such that the remuneration of the Company’s directors is commensurate with the dedication and responsibility assumed, taking into consideration the Company’s desire to lead the energy sector. This desire is based on aspects like the provision of a high-quality service through the use of environmentally-friendly energy sources, innovation, digital transformation in its area of activity, the fight against climate change, and commitment to a social dividend and the generation of employment and wealth in its surroundings.

■ 1.2. Main principles

The Board of Directors has found that proper strategic decision-making and a clear commitment to the corporate values are two of the main factors determining the performance of companies, particularly in the energy sector: all of them can choose similar businesses, markets and technologies, but their performance is different, based on the principal differentiating elements of talent, effort, creativity, leadership and the ability to give shape to the commitment to one’s Purpose and Values.

Therefore, the ultimate goal of this Policy, like that of the other remuneration programmes for the Iberdrola Group’s professionals, is to contribute decisively to the attraction, retention, motivation and development of the best talent, on fair and competitive terms, which is the best way to contribute to the business strategy and to the long-term interests and sustainability of the Company and of the Iberdrola Group.

Within this context, the basic principles governing this Director Remuneration Policy are the following:

a. Provide suitable remuneration for the dedication and responsibility assumed by the directors, in line with the market remuneration paid at companies of comparable capitalisation, size, ownership structure and international scope. This will be essential for recruiting and retaining the best candidates.

To this end, the Remuneration Committee periodically engages in a benchmark analysis of remuneration systems applicable to comparable companies at the international level.

b. Align the remuneration policy of the Company as a whole with its Purpose and Values, with its commitment to maximise its social dividend and with shareholder return, as these terms are defined in the By-Laws, and with the achievement of the long-term sustainability of the Company, all within the framework of the Iberdrola Group’s commitment to all of its Stakeholders.

c. Ensure that the remuneration helps to achieve the strategic goals of Iberdrola, which are regularly published and updated.

■ 1.3. Principles governing the remuneration of the executive directors

Furthermore, the Director Remuneration Policy follows the same standards regarding the executive directors as the Senior Management Remuneration Policy and shares the same principles and guidelines as the remuneration policy for all professionals of the Company; a commitment to the Purpose and Values, personal and corporate ethics, excellence
in selection, continuous training, inclusion and gender equality, meritocracy and recognition of talent, reconciliation, and relevancy of the variable component of the remuneration package.

In particular, the main principles governing the remuneration of the executive directors are the following:

- a. Ensure that the remuneration, in terms of structure and total amount, is in line with best practices, as well as competitive vis-à-vis that of comparable entities at the domestic and international level, taking into account the situation of the markets in which the group operates.
- b. Establish the remuneration based on objective standards relating to the group's strategy, individual performance and the achievement of business goals.
- c. Include a significant annual variable component tied to performance and to the achievement of specific, pre-established, quantifiable objectives in line with the corporate interest and goals of the Company. For these purposes, the application of this Director Remuneration Policy shall take into account long-term financial, operational/industrial, environmental and sustainability parameters, including those relating to the energy transition, to the mitigation of and adaptation to climate change, and others relating to the Sustainable Development Goals.
- d. Foster and encourage the attainment of the strategic goals of the Company through the inclusion of long-term incentives, strengthening continuity in the competitive development of the group, of its directors and of its management team, and generating a motivating effect that acts as a driving force to ensure the loyalty and retention of the best professionals.
- e. Set appropriate maximum limits to any variable remuneration as well as suitable mechanisms in order for the Company to be able to obtain reimbursement of the variable components of remuneration if the payment has not conformed to the terms of performance or if such variable components have been paid based on information later shown to be inaccurate.

1.4. Consideration of working conditions within the Iberdrola Group

Pursuant to Article 3 of its Regulations, the duties of the Remuneration Committee include regularly reviewing the general remuneration programmes for the Iberdrola Group's professionals, evaluating the adequacy and results thereof.

In this regard, the Remuneration Committee has taken into account the employment terms and remuneration levels of the Iberdrola Group’s workforce in its review and update of this Policy and, in particular, with respect to executive directors, in accordance with the knowledge acquired in the performance of said duty of review.

Specifically, the Remuneration Committee has sought to ensure that the principles of the remuneration system for executive directors are aligned with the general remuneration programmes of the Iberdrola Group, seeking in all cases to foster the commitment of all professionals of the Iberdrola Group to the Company’s Purpose and Values, personal and corporate ethics, excellence in performance and the promotion of the strategic and sustainable development goals of the Iberdrola Group.

2. Overall By-Law Limitation on Director Remuneration

Pursuant to Article 48.1 of the By-Laws, the amount that the Company allocates annually to the directors as remuneration is limited to a maximum amount equal to 2% of the consolidated group profits obtained during the financial year, after covering legal and other mandatory reserves and the issuance to the shareholders of a dividend of at least 4% of the share capital.

This limit includes the amount corresponding to the executive directors for the performance of executive duties, as well as the endowment of funds to meet the obligations of the Company regarding pensions, the payment of life and casualty insurance premiums, coverage for and payment of severance compensation in favour of the directors, and the operational costs of the Board of Directors and the committees thereof.

For the purpose of establishing such limit, the quoted price of shares or options thereon or remuneration indexed to the listing price of the shares shall not be calculated, which remuneration shall in all cases require the approval of the shareholders at a General Shareholders’ Meeting.
3. Competent Bodies

■ 3.1. Approval of the Director Remuneration Policy

Within the by-law framework referred to above, the shareholders acting at a General Shareholders’ Meeting are vested with the power to approve this Director Remuneration Policy, which constitutes the Company’s highest-level set of rules on director remuneration after the By-Laws.

In this regard, pursuant to the provisions of Article 3 of its Regulations, the Remuneration Committee proposes to the Board of Directors the policies on remuneration of the directors and members of senior management and regularly reviews them, proposing any amendment and update thereof to the Board of Directors.

The Remuneration Committee submits the proposed Director Remuneration Policy to the Board of Directors for approval and subsequent submission to the shareholders at the General Shareholders’ Meeting, issuing the corresponding specific explanatory report required by Section 529 novodecies of the Companies Act.

If the services of an external advisor are used to prepare the Director Remuneration Policy, the Remuneration Committee must properly assess the independence of said advisor.

The Remuneration Committee also has the duty of proposing to the Board of Directors the system and amount of annual director remuneration, as well as the individual remuneration of executive directors and other basic terms of their contracts, including any compensation or severance amounts payable in the event of removal, in any event pursuant to the provisions of the Governance and Sustainability System and this Policy.

■ 3.2. Implementation and application of the Director Remuneration Policy

Within the overall limit established in the By-Laws and in accordance with the provisions of law and this Director Remuneration Policy, the Board of Directors, upon a proposal of the Remuneration Committee, specifies the remuneration of the directors, except for remuneration consisting of the delivery of shares of the Company or of options thereon, or remuneration indexed to the listing price of the shares of the Company, which must be approved by the shareholders acting at a General Shareholders’ Meeting.

4. Structure of the Remuneration of Directors in their Capacity as such

The remuneration to which directors are entitled in their capacity as such is structured in accordance with the following standards within the framework of legal and by-law provisions:

■ 4.1. Amount

Directors receive a fixed annual amount that is commensurate with market standards, in keeping with the positions they hold on the Board of Directors and in the committees on which they sit.

The fixed remuneration of the directors in their capacity as such is included within the limit established in section 2 of this Policy, which also includes the remuneration of the executive directors for the performance of their executive duties, as well as the funding of pensions, the payment of life and casualty insurance premiums, coverage for and payment of severance compensation in favour of the directors, and the operational costs of the Board of Directors and the committees thereof.

The maximum amount of the annual remuneration to be paid to all directors in their capacity as such (excluding any compensation for the undertaking not to compete established in section 4.3 below) is 9,000 thousand euros during each financial year in which this Policy is in effect.

This overall amount may be updated by the Board of Directors in the light of the circumstances at any given time. If the update occurs, the update and the circumstances in justification thereof shall be reported in the corresponding annual director remuneration report.

The Board of Directors is responsible for determining the fixed remuneration of the directors in their capacity as such, within the aforementioned overall limit, taking into account the positions held by the director on the Board of Directors, the membership thereof on delegated or consultative bodies of the Board of Directors, and the duties and responsibilities attributed thereto, as well as their dedication to the Company.
For financial year 2021, the annual fixed remuneration of the directors for membership on the Board of Directors and the committees thereof, depending on the position held in each case, is as follows:

- Director holding the position of chairman of the Board of Directors: 567,000 euros.
- Directors holding the position of vice-chair of the Board of Directors or chair of any of the consultative committees: 440,000 euros.
- Directors holding the position of member of any of the committees: 253,000 euros.
- Directors only holding the position of member of the Board of Directors: 165,000 euros.

In addition, the chairman and the vice-chair of the Board of Directors shall receive a bonus of 4,000 euros per meeting for attending meetings of the Board of Directors. The chairs of the committees shall also receive a bonus of 4,000 euros per meeting for attending meetings of the relevant committee. The attendance bonus for members of the Board of Directors and the committees thereof shall be 2,000 euros per meeting.

The fixed remuneration described above may be updated by the Board of Directors, which shall be reported in the annual director remuneration report, in any case within the maximum annual limit for the entire Board of Directors stated above.

The fixed remuneration for membership on the Board of Directors and the committees thereof and the holding of positions on such bodies is compatible with and independent from the remuneration to which the executive directors are entitled for the performance of their executive duties as provided in section 5 of this Policy.

### 4.2. Risk coverage benefits

The Company pays the premiums under insurance policies that it has taken with certain insurance companies for the coverage of benefits for the death or disability of directors caused by accidents, and the Company itself assumes coverage of benefits for the death or disability of directors due to natural causes. Furthermore, the Company pays the premiums under insurance policies providing coverage against civil liability deriving from holding the office of director.

### 4.3. Non-competition

A director who ends the term of office to which the director was appointed or who, for any other reason, ceases to act as such, may not be a director or officer of, or provide services to, any entity whose object is similar, in whole or in part, to that of the Company or which is a competitor of the Company, for a term of two years. The Board of Directors may, if it deems it appropriate, relieve the outgoing director from this restriction or reduce it to a shorter period.

In the case of cessation of office prior to the end of the period for which they were appointed, non-executive directors who are not proprietary directors shall have the right to receive compensation for the commitment not to compete described in the paragraph above unless their cessation is due to a breach of the duties of director attributable thereto or to the provisions of the succession plan included in the General Corporate Governance Policy, or to the sole decision thereof.

For purposes of clarification, cessation of office shall not be considered to be due exclusively to the decision of the director if resignation occurs on occasion of the acceptance of a public office that is incompatible with the holding of the position of director.

The compensation for the commitment not to compete, if applicable, shall be equal to 90% of the fixed amount that the director would have received for the remainder of the director’s term (assuming that the annual fixed amount that the director receives at the time of cessation of office is maintained), with a maximum equal to two times 90% of such annual fixed amount.

### 5. Structure of the Remuneration of Executive Directors for the Performance of Executive Duties

The remuneration that executive directors are entitled to receive for the performance of executive duties at the Company (i.e. other than the duties inherent in their status as members of the Board of Directors) is structured around fixed remuneration, short-term and long-term variable remuneration, and applicable benefits, as described below.

The purpose of fixed remuneration is to attract and retain talent and reward the work of the executive directors, based on their level of responsibility, dedication, track record and professional experience, such that the necessary professionals are available to achieve the objectives of the Iberdrola Group.

Short-term variable remuneration (annual bonus) is intended to incentivise the achievement of the group’s annual objectives and those specific to the position, aligning the dedication and efforts of the executive directors with the business strategy.
Finally, long-term variable remuneration (Strategic Bonus) is intended to encourage the commitment of the executive directors to the Iberdrola Group’s business enterprise over the long term, linking a portion of their remuneration to the creation of value for the shareholders as well as to the sustainable achievement of the strategic objectives of the Company and the maximisation of its social dividend and shareholder return.

In this way, the remunerative mix of the executive directors, consisting of short- and long-term fixed and variable elements, is designed in such a way as to attract and retain the best talent and align their performance with the interests of the Iberdrola Group and the achievement of its business strategy, promoting its long-term sustainability, in accordance with best practices at the domestic and international level.

5.1. Fixed remuneration

This portion of the remuneration shall be in line with the remuneration paid in the market by companies with comparable capitalisation, size, ownership structure and international scope.

In 2021, the chairman & CEO will have the right to receive annual fixed remuneration of 2,250 thousand euros, and the Business CEO will have the right to receive 1,000 thousand euros.

The remuneration of the executive directors may vary based on the specific responsibilities and nature of the functions performed and will be reviewed annually by the Board of Directors upon a proposal of the Remuneration Committee, particularly taking into account, without limitation, the following factors: the financial position of the Company, market standards, the calibre and merits of the executive director, the risks of retention and general salary updates within the Iberdrola Group. For these purposes, this Committee may rely on external advisors to perform the market studies and analyses that it deems appropriate.

Any change shall be explained in the corresponding Annual Director Remuneration Report.

5.2. Short-term variable remuneration (annual bonus)

A portion of the annual remuneration of the executive directors (and that of the members of the management team and of the professionals of the group) is variable, in order to strengthen their commitment to the Purpose and Values and to the goals of the group, as well as to incentivise the best performance of their duties.

Annual variable remuneration shall be linked to the achievement of specific economic/financial, operational/industrial and other objectives relating to the Sustainable Development Goals that are predefined and quantifiable and aligned with the Purpose and Values, the achievement of the business strategy, and the long-term interests and sustainability of the Company.

The maximum annual variable remuneration for each financial year shall be limited to 200% of the fixed remuneration of the executive director for that financial year, and shall be specified in the annual director remuneration report.

The objectives to which the short-term variable remuneration of the chairman & CEO shall be linked will be those relating to parameters such as:

- Net profit, gross operating profit (EBITDA), cash flow, etc.
- Investments.
- Shareholder remuneration compared to other securities and indices.
- Financial strength.
- Development and application of the Stakeholder Engagement Policy and commitment to the social dividend.
- Development of the Equality, Diversity and Inclusion Policy.
- Results in the fight against climate change.
- Management of corporate reputation, measured by the Company’s presence on sustainability and ethics indices.
- Training of the group’s professionals.

The targets to which the short-term variable remuneration of other executive directors shall be linked will be those relating to parameters such as:

- Net profit, gross operating profit (EBITDA), cash flow, etc.
- Efficiency level of the group.
- Selection and implementation of investments.
8. Director Remuneration Policy

5.3. Long-term variable remuneration (Strategic Bonus): share delivery plans

The Company applies a long-term share-based incentive plan (Strategic Bonus) directed to executive directors, members of senior management and professionals who are considered to contribute decisively to the creation of value due to their position or responsibility within the group, consisting of the delivery of shares linked to the performance of the group in relation to the Outlook 2020-2025, updated on the Capital Markets Day held on 5 November 2020.

Share delivery plans are subject to approval by the shareholders at a General Shareholders’ Meeting, who establish the maximum number of shares to be delivered to the executive directors and also set the objective and quantifiable parameters determining the accrual thereof as well as their relative weighting. The plan currently in force (2020-2022 Strategic Bonus) was approved by the shareholders at the General Shareholders’ Meeting held on 2 April 2020.

The parameters include financial variables (increase in net profit, comparative increase in total shareholder return and financial strength) and others relating to the environment and sustainability (reduction of CO₂ emissions, increase in number of suppliers subject to sustainable development policies and standards, and elimination of the wage gap). Each parameter is assigned a specific weighting as well as a minimum level above which it is considered to be achieved and another level above which it is considered fully achieved, which shall be reported in the director remuneration report.

The Remuneration Committee evaluates performance and determines the level of achievement of the pre-established parameters. The committee may seek the advice of an independent expert for this purpose. A reasoned proposal thereof shall be submitted to the Board of Directors for approval.

The plans typically have a duration of six years, of which the initial three-year period is the period for evaluating the performance level compared to the parameters to which the plan is linked, and the next three financial years are the payment period during which the shares are delivered on a deferred basis.

In order to engage in a proper overall evaluation of performance, circumstances occurring after the approval of each of the plans having a significant impact, either positive or negative, on the Outlook 2020-2025 or on the main financial variables of the Company (corporate transactions, mergers, split-offs, acquisitions, extraordinary dividends, significant regulatory and/or tax changes in the markets in which the group operates, etc.) shall be taken into account.

At the end of the evaluation period for each of the incentive plans, the plan shall accrue annually in equal parts. In the case of the 2020-2022 Strategic Bonus, the accrual shall occur during the first half of 2023 and during the first quarter of 2024 and 2025. Each annual accrual and the corresponding payment thereof must be approved by the Board of Directors, after a report from the Remuneration Committee.

In this connection, during each of the three years of the accrual and payment period and for each delivery of shares, it is expected that there will be an evaluation whether to confirm or totally or partially cancel the corresponding payment and, if applicable, to claim the total or partial reimbursement of the shares already delivered (or the amount thereof in cash) under certain circumstances. The shares shall be delivered along with the remuneration corresponding to said shares that has accrued since the initial allocation thereof to the beneficiaries.

Executive directors who are beneficiaries of incentive plans may not transfer ownership of the shares received for a period of three years unless they maintain a net financial exposure to changes in the share price having a market value equivalent to at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments.
5.4. Remuneration for holding the position of director at other companies of the group that are not wholly owned

Executive directors and officers of the group who hold the position of director at companies that are not wholly owned, either directly or indirectly, by the Company, may receive remuneration corresponding to the position from said companies in accordance with their corporate governance rules on the same terms as the other external directors.

5.5. Neutrality

The Board of Directors shall ensure that the accrual of variable remuneration of any kind is not based merely on the general performance of the markets, of the industry in which the Company operates or other similar circumstances.

5.6. Benefits

The remuneration system for executive directors may be supplemented by health and life insurance, in line with practices in the market by companies with comparable capitalisation, size, ownership structure and international scope.

The Company may implement long-term employee benefit systems for its executive directors.

5.7. Malus and claw-back clauses

The Board of Directors, with due regard to any proposal made by the Remuneration Committee, has the power to totally or partially cancel the payment of long-term variable remuneration (malus clauses) or to request the return of remuneration already paid (claw-back clauses) under special circumstances. These circumstances include fraud, serious violation of the law, and a material restatement of the financial statements on which the Board based the evaluation of the performance level, provided that said restatement is confirmed by the external auditors and is not due to a change in accounting rules.

In the case of the Strategic Bonus, the power to demand a return of shares delivered shall be governed by a resolution of the shareholders acting at a General Shareholders’ Meeting and by the rules implementing said resolution and approved by the Board of Directors, after a report from the Remuneration Committee.

The proportion of the amounts to be withheld or recovered shall be determined in the discretion of the Board of Directors, after an opinion of the Remuneration Committee, based on the specific circumstances giving rise to the demand.

5.8. Severance clauses

Since the end of the 1990s, the executive directors, as well as a group of members of the management team, have the right to receive severance compensation in the event of termination of their executive relationship with the Company, provided that such termination is not the consequence of a breach attributable thereto or of the sole decision thereof. For purposes of clarification, termination shall not be deemed to be the consequence of the sole decision of the executive director if resignation is due to a breach by the Company or a material change in the duties of the executive director or other similar circumstances. In the case of the chairman & CEO, he is entitled to three times annual salary. Any reduction in the number of annual salary payments to this group might entail a high cost for the Company, for which reason the Board of Directors has decided not to change the current status quo, given the average age of the affected group and the practically non-existent execution of these types of guarantees. Each Annual Director Remuneration Report describes the ongoing reduction in the number of affected persons and any payment of this type of severance in each financial year. Since 2011, a severance limit of two times annual salary applies to new contracts with executive directors and members of senior management, as happens with the group’s Business CEO.

5.9. Appointment of new executive directors

To the extent possible, the remuneration of new executive directors shall be in line with the Remuneration Policy for those who are then holding the position. The fixed remuneration of the new executive directors shall be set on the date of their appointment, particularly taking into account their level of remuneration prior to their promotion or hiring, market terms and terms applicable to comparable positions, their experience and qualification level, and the duties assigned and responsibilities assumed. New executive directors shall participate in annual and long-term incentives based on the same principles as those applicable to directors holding the position at the time of their appointment, and may receive special or extraordinary remuneration or incentives to attract talent and compensate the new executive directors for variable remuneration or contractual rights lost upon leaving their previous position.
The Board of Directors, after taking account of the proposal of the Remuneration Committee, shall have the ability to modify established practice to the extent necessary to ensure the hiring of suitable candidates, in furtherance of the corporate interest.

6. Adjustment to Economic Situation and International Environment

The application of this Policy shall be appropriately adjusted to conform to the economic situation and international environment, upon a proposal of the Remuneration Committee, which may rely on the advice of an independent expert to this end. If appropriate, all the details of and reasons for any adjustment shall be provided to the shareholders in the next published annual director remuneration report.

7. Basic Terms of the Contracts with Executive Directors

a. Indefinite duration

The contracts with executive directors of the Company are of indefinite duration, and financial compensation is contemplated therein, as set out in Sections 5.8 and 7.d), in the event of termination of the contractual relationship with the Company, provided that such termination does not occur exclusively due to the decision of the executive director to withdraw or as a result of a breach of their duties. There is a three-month advance notice period for termination of the contracts.

b. Applicable legal provisions

The contracts with executive directors are governed by the legal provisions applicable in each case.

c. Compliance with the Governance and Sustainability System

Executive directors have the duty to strictly observe the rules and provisions contained in the Company’s Governance and Sustainability System, and especially, given the significance thereof, the principles and guidelines set out in the Preamble and in the Preliminary Title of the By-Laws, as well as in the Code of Ethics, which in any case shall be the reference point for the proper interpretation of the provisions of this Policy.

d. Non-competition

Given the scope of their knowledge of the design and execution of the Company’s strategy and business plans, the contracts with executive directors in all cases establish a duty not to compete with respect to companies and activities that are similar in nature during the term of their relationship with the Company, as well as for a period of between one and two years thereafter. As compensation for this post-contractual commitment not to compete, the executive directors are entitled to a severance payment equal to the remuneration for such periods.

e. Confidentiality and return of documents

There is a rigorous duty of confidentiality both during the term of the contracts and after the relationship has terminated. In addition, upon termination of their relationship with the Company, the executive directors must return to the Company any documents and items in their possession relating to the activities carried out thereby.

8. Principle of Full Transparency

The Board of Directors of the Company assumes a commitment to enforce the principle of the fullest transparency of all the items of remuneration received by all directors, providing clear and adequate information as much in advance as required and in line with the good governance recommendations generally recognised in international markets in the area of director remuneration. In this respect, the Board of Directors has taken into account the information received from constant two-way contact with retail and institutional shareholders and proxy advisors.

For such purpose, the Board of Directors establishes this Policy and endeavours to ensure the transparency of director remuneration by including in the notes to the Company’s annual financial statements a detailed breakdown, according to positions and classification, of all remuneration received by the directors, whether as such, in their capacity as executives, if applicable, or in any other capacity, and whether such remuneration has been paid by the Company or by other companies of the group.

In addition, the Board of Directors prepares the Annual Director Remuneration Report on an annual basis, which is submitted to a consultative vote as a separate item on the agenda.
9. Temporary Exceptions

Pursuant to the provisions of Section 529 novodecies.6. of the Companies Act, the Board of Directors, after a favourable report from the Remuneration Committee, may apply temporary exceptions to the variable components of executive directors’ remuneration if necessary to serve the long-term interests and sustainability of the Company as a whole or to ensure the viability thereof.

10. Effectiveness

This Director Remuneration Policy shall be in effect from the financial year of its approval and during financial years 2022, 2023 and 2024.

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This Director Remuneration Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended by the Company’s General Shareholders’ Meeting on 18 June 2021.
9. Senior Management Remuneration Policy

21 February 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) hereby approves this Senior Management Remuneration Policy (the “Policy”) in exercise of the powers vested therein.

The Company desires to continue to focus on the ongoing improvement and full alignment of the Policy with the good governance recommendations generally recognised in international markets in the area of senior management remuneration, adjusting them to the specific needs and circumstances of the Company and of the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”).

1. Scope

For purposes of the Company’s Governance and Sustainability System, the members of senior management are deemed to be those members of management 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 member of management that the Board of Directors deems to be a member of senior management, and in any case the director of the Internal Audit Area.

2. Purpose and Basic Principles

The Policy seeks to offer remuneration systems that make it possible to attract, retain and motivate the most qualified professionals, in order to enable the Company and the other companies of the Group to attain their strategic objectives within the increasingly competitive and internationalised context in which they operate.

To this end, the Policy seeks to:

a. Ensure that the remuneration, in terms of structure and total amount, is in line with best practices, as well as competitive vis-à-vis that of comparable entities at the domestic and international level. It has been established by taking into account the differences existing in the area of senior officer remuneration in the various regions in which the companies of the Group operate.

b. Establish the remuneration, in accordance with objective standards, based on the individual performance of the members of senior management and on the achievement of the corporate objectives of the Company and of the other companies of the Group.

c. Include a significant annual variable component tied to the achievement of specific, pre-established, quantifiable objectives in line with the corporate interest and strategic goals of the Company. The foregoing should be understood to be without prejudice to the possibility of considering other objectives, especially in the area of corporate social responsibility.

d. Foster and encourage the attainment of the strategic goals of the Company through the inclusion of long-term incentives, strengthening continuity in the competitive development of the Group’s companies and of its management team, and generating a motivating effect that acts as a driving force to ensure the loyalty and attraction of the best professionals.

e. Set appropriate maximum limits to any short-term or long-term variable remuneration, and establish suitable mechanisms to reconsider the implementation and payment of any deferred variable remuneration when a reformulation occurs that has a negative effect on the Company’s consolidated annual accounts, including the potential total or partial cancelation of payment of deferred variable remuneration in the event of a correction of the annual accounts on which such remuneration was based.

Without prejudice to the foregoing, the Policy shall be suitably adjusted to the prevailing economic situation and the international context.
3. Competent Bodies

The Board of Directors is the competent body to approve the Policy upon the proposal of the Remuneration Committee. It also approves the basic terms of the contracts of the members of senior management, based on proposals made by its chairman to the Remuneration Committee for its report and submission to the Board of Directors.

Pursuant to the provisions of the Company’s Governance and Sustainability System, the establishment of systems of remuneration for the members of senior management consisting of the delivery of shares of the Company or of rights thereon, or of remuneration indexed to the value of shares, requires the approval of the shareholders acting at a General Shareholders’ Meeting.

4. Structure of Remuneration of the Members of Senior Management

As in the case of the executive directors, the remuneration package for the members of senior management primarily consists of:

a. Fixed remuneration, adjustable on an annual basis.

b. Variable remuneration, consisting of an annual variable component (short term) and another tied to the Company’s performance with respect to certain specific economic/financial, industrial and operational and sustainability parameters that are pre-determined, quantifiable and aligned with the strategic (long-term) goals of the Company and of the other companies of the Group.

The parameters shall refer mainly to economic/financial, industrial and operational and sustainability aspects and shall be specific, pre-established, quantifiable parameters in line with the corporate interest and with the strategic goals of the Company, as well as with the creation of shareholder value over the long term and in a sustained fashion, taking into account the professional’s area of activity and individual performance.

The timeframe to be used for guidance purposes in medium- and long-term remuneration programmes shall be three years, and in the case of systems linked to shares of the Company, excessive dilution shall be avoided and the amount of remuneration shall be calculated at market prices. Appropriate minimum holding periods may be established in respect of a portion of the shares received. If there is a correction in the annual accounts upon which such remuneration was based, the Board of Directors shall evaluate whether it is appropriate to totally or partially cancel payment of the deferred variable remuneration.

It is also ensured that the accrual of variable remuneration of any kind is not based merely on the general performance of the markets, of the industry in which the Company operates, or on other similar circumstances.

c. A set of benefits consisting of health and well-being benefits and savings and risk benefits, including insurance and pension systems as well as in-kind remuneration.

5. Basic Terms of the Contracts

Such terms are the following:

a. Indefinite duration

The contracts of the members of senior management of the Company are of indefinite duration, and financial compensation is contemplated therein in the event of termination of the contractual relationship with the Company, provided that such termination does not occur exclusively due to the professional’s decision to withdraw or as a result of a breach of the duties thereof.

The amount of the severance payment is established in accordance with length of service and the reasons for the professional’s withdrawal from office, up to a maximum of five times annual salary. A limit of two times annual salary shall apply to new contracts with members of senior management signed as from 2011.

b. Applicable legal provisions

The contracts with the members of senior management of the Company are governed by the legal provisions applicable to senior officer special employment relationship agreements or by such special terms and conditions of the common employment system (régimen laboral común) as are determined by the Company or as legally apply from time to time.
c. Compliance with the Company’s Governance and Sustainability System

All of the members of senior management of the Company have the duty to strictly observe the rules and provisions contained in the Company’s Governance and Sustainability System to the extent applicable thereto.

d. Non-competition

The contracts with members of senior management in all cases establish a duty not to compete with respect to companies and activities that are similar in nature to those of the Company and of the other companies of the Group, during the term of their relationship with the Company and for a period of not less than one year following termination thereof, and also provide for payment, for each year of duration of such agreement not to compete, of an amount equal to 50% of the fixed remuneration received during the last full financial year.

e. Confidentiality and return of documents

A rigorous duty of confidentiality is established, which must be assumed by the professional and complied with both during the term of the contract and once the relationship has terminated, with the Company reserving the right to bring such legal actions as may be appropriate to defend its interests. In addition, the professional must return to the Company any documents and items relating to the professional’s activity that are in the possession thereof upon termination of the relationship with the Company, in accordance with such terms and conditions as are set forth by the Company.

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This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 21 February 2023.
10. Statutory Auditor Contracting and Relations Policy

20 December 2022

The Audit and Risk Supervision Committee (the “Committee”) of IBERDROLA, S.A. (the “Company”) hereby approves this Statutory Auditor Contracting and Relations Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to ensure that the position of statutory auditor of the individual accounts of the Company and of the accounts of the Company consolidated with those of its subsidiaries is held by an independent firm that has the technical qualifications required to perform its work in an efficient and responsible manner and in accordance with applicable legal provisions.

In particular, it governs the selection, appointment and any re-election or removal of the statutory auditor of the individual accounts of the Company and of the accounts of the Company consolidated with those of its subsidiaries, as well as the framework of relations with such statutory auditor and the procedure for evaluating the activities thereof.

This Policy also sets forth the principles that must govern the selection, appointment and any re-election or removal of the statutory auditors of the other companies within the group of which the Company is the controlling entity, within the meaning established by law (the “Group”), as well as the framework of relations between such companies and their auditors.

2. Scope of Application

This Policy is of general application to the Company.

Within the limits established by law, it is also applicable to the other companies of the Group as well as to investee companies not belonging to the Group over which the Company has effective control, within the limits established by law, in both cases as regards the principles that must govern the selection, appointment and, if applicable, re-election and removal of auditors and the framework of relations therewith, all in accordance with the provisions of Section 9 below.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy. In any event, such policy must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

3. Selection and Proposal for Appointment

3.1. Selection procedure

The Committee is the body responsible for the procedure of selecting the Company’s statutory auditor.

In particular, the Committee shall establish the minimum requirements to be satisfied by entities applying to act as statutory auditors of the Company, as well as the most appropriate selection and contracting procedure, which must be impartial, transparent, efficient and non-discriminatory, and contemplate the holding of a tender among the various candidate entities to ensure compliance with the foregoing requirements. In any event, the Committee shall ensure, among other things, strict compliance with the regulations applicable to the selection and contracting of statutory auditors, and particularly the equal treatment of the candidates.

For such purposes, the Committee shall approve a set of bid terms and conditions for all candidates invited to participate in the selection procedure, whereby they may become familiar with the activities of the Company and the characteristics...
and scope of the required services, including any non-audit services. The bid terms shall also contain a tentative schedule for the process.

To protect the integrity of the selection process and the confidential information that the Company makes available to the candidates, a corresponding confidentiality agreement shall be signed with each of them.

The bid terms and conditions shall include transparent and non-discriminatory selection standards, which the Company shall apply objectively in evaluating the bids submitted. Such standards must include at least the following:

a. the statutory auditor’s resources, skills and experience, especially in the energy sector, in the application of International Financial Reporting Standards, in the provision of services to the Group, in the auditing of international groups similar in size to that of the Group, and in maintaining relations with audit committees at listed companies;

b. the presence of the statutory auditor in the countries in which the Group does business;

c. the independence of the statutory auditor, particularly due to its individual circumstances or in relation to the provision to the Group of non-audit services, pursuant to applicable legal provisions, as well as any other circumstance arising from the independence rules to which the statutory auditor is subject; and

d. the quality and efficiency of its services. For this purpose, the Committee shall take into account the results of the inspections of the various statutory auditors that may have been performed by the Instituto de Contabilidad y Auditoría de Cuentas (Institute of Accounting and Accounts Auditing) (the “ICAC”) or other leading regulatory bodies, as well as strict compliance with any other requirement established by applicable legal provisions at any time.

In no event may the ability of the statutory auditor to provide non-audit services be a standard for selection.

The Committee shall establish a weighting for each of the selection standards set out in the bid terms and conditions, which shall not form a part thereof. The Committee shall not overweigh the proposed fees or other quantitative aspects.

In addition to the selection standards, the bid terms and conditions must state the terms of the bid that can be negotiated by the statutory auditor in strict compliance with the legal provisions in effect at any time.

The Committee may provide in the bid terms and conditions for the possibility of not proceeding with the selection procedure or abandoning the tender.

The Committee may request:

(i) through the secretary of the Board of Directors, the assistance of members of the management team or professionals of: (a) the Company; or (b) of any company of the Group that is not subordinate to a country subholding company that has its own audit committee

(ii) in turn, the audit and compliance committees of the country subholding companies shall channel the Committee’s requests for assistance addressed to the members of the management team or professionals of their dependent companies.

In this regard, the division or area of the Group that provides assistance shall make conclusions regarding the selection process in a report to be ratified, if applicable, by the Committee or the audit and compliance committee of the country subholding company, as appropriate.

The candidates shall submit their bids to the Committee at one or more meetings called for this purpose, at which the Committee may ask the candidates questions and request the clarifications it deems appropriate.

Communications with the candidates shall in any event be led by the Committee. The candidates must refrain from requesting additional information through channels other than those established by the Committee for such purpose in the bid terms and conditions. Furthermore, no company of the Group shall respond to any question or request for information that is not channelled through the Committee.

The Committee shall not submit a proposal to the Company’s Board of Directors for appointment of an audit firm as the Company’s statutory auditor if it has evidence that such firm is affected by any circumstance of lack of independence, prohibition or disqualification pursuant to the legal provisions governing the audit of accounts applicable at any time.

In particular, the foregoing shall apply 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 statutory auditor or audit firm or to a member of its network during each of the last three consecutive financial years represent more than fifteen per cent of the total annual income of the statutory auditor or audit firm and of said network.

The tender may include the selection of the statutory auditor of other companies of the Group provided that applicable legal provisions in each case do not prevent the selection thereof.
3.2. Proposal for appointment

Once the bids submitted have been evaluated in accordance with the selection standards set forth in the bid terms and conditions, the Committee, based on the report, if any, submitted by the relevant division or area, shall submit to the Board of Directors a report describing the selection process and recommending two candidates to serve as statutory auditor of the individual accounts of the Company and the accounts of the company consolidated with those of its subsidiaries, indicating its preference for one of them and providing sufficient grounds therefor. This recommendation shall be free of any third-party influence.

The report of the Committee must include the following aspects:

(i) an express statement that its recommendation is free from any third-party influence;

(ii) that no contractual provision has been imposed upon it whereby the election is restricted to certain categories or lists of statutory auditors, pursuant to the terms of applicable legal provisions; and

(iii) the financial years for which recommends appointing the candidates in question.

In view of the report, the Board of Directors shall propose to the shareholders at the General Shareholders’ Meeting the appointment of one of the two candidates selected by the Committee, with the reasons for the proposal if it differs from the preference of the Committee.

4. Appointment, Re-election and Removal

The appointment, re-election and removal of the statutory auditor that is to verify the individual annual accounts of the Company as well as the accounts of the Company consolidated with those of the companies belonging to the Group is within the purview of the shareholders acting at the General Shareholders’ Meeting, upon a proposal of the Board of Directors, prepared in view of the report of the Committee upon the terms of Section 3.

Before the end of the financial year in which the appointment of the Company’s statutory auditor is to expire, the Committee shall consider its possible re-election or, if appropriate, the commencement of the procedure for selecting and appointing a new statutory auditor, pursuant to the provisions of this Policy.

To such end, the Committee shall take into account the result of the annual evaluation of the independence and quality of the work performed by the Company’s statutory auditor, as well as any time and quantitative limits established by applicable legal provisions.

The Committee may only propose the removal of the statutory auditor to the Board of Directors, for subsequent submission to the shareholders at the General Shareholders’ Meeting, if so allowed by legal provisions.

5. Relationship with the Statutory Auditor

The Committee shall serve as the channel of communication between the Board of Directors and the statutory auditor. The Committee shall maintain an objective, professional, fluid and ongoing relationship with the Company’s statutory auditor, and shall at all times respect the independence thereof.

The Committee shall ensure that the Board of Directors meets 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.

The annual schedule of Committee meetings must include all items that might influence the audit report and the independence of the statutory auditor. The following actions should be taken to facilitate communication between the Committee and the statutory auditor:

a. the Committee and the statutory auditor must notify each other of any significant aspect detected in relation to the Internal Control over Financial Reporting System or to the audit.

b. the Committee must ask the statutory auditor for information regarding the most important aspects of its strategy and its work plan in relation to the audit of the Company, including: (i) the determination of the materiality figure; (ii) how it plans to respond to the most significant risks; (iii) the resources assigned to the performance of the work; (iv) the reasons for the use of specialists, if required; and (v) a schedule for the planned work, indicating the nature and scope of the tests of controls and substantive tests that have been planned;

c. the Committee shall discuss with the statutory auditor the opinions rendered regarding: (i) the quality and applicability of the Company’s accounting principles; (ii) the major assumptions used in critical estimates, particularly those with a high level of uncertainty, and significant changes thereto; (iii) errors and violations identified by the statutory auditor, specifying whether or not they have been corrected by the Company; and (iv) difficulties encountered during the course of the audit;
d. during the audit work, the Committee must ask the statutory auditor for the communications required to facilitate the supervision of the process of preparing the financial information relating to the Company and its Group, including its opinion on the accounting treatment of complex, high-risk or controversial transactions by management;

e. the Committee must ask the statutory auditor for information regarding: (i) the materiality figures, for the financial statements as a whole and, if applicable, for particular transactions, balances or information to be disclosed in the notes to the annual accounts; (ii) consideration of qualitative aspects for determination thereof; and (iii) how it will determine the scope and level of the audit work;

f. the Committee shall discuss with the statutory auditor the methods and assumptions used by Management in significant accounting estimates, as well as the effect of considering alternative methods or assumptions, and the consideration by the statutory auditor of data or information that might contradict Management's assumptions; and

g. the Committee and the statutory auditor shall evaluate whether their communication and relationship have been appropriate, and if necessary, whether the Committee should adopt measures to improve them.

The Committee shall verify compliance with the statutory auditor's audit plan, for which purpose it shall regularly receive from the statutory auditor information regarding such audit plan and the results of the implementation thereof.

For its part, the statutory auditor shall submit to the Committee an annual report with its recommendations as a product of its work. The Committee shall follow up on all recommendations proposed by the statutory auditor, and may require its cooperation whenever it deems it necessary. The statutory auditor shall also explain to the Committee how it has dealt with the risks encountered.

Finally, whenever the Committee knows or has been informed that the statutory auditor believes that any of the circumstances provided for in article 12.1 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC or any other legal provision that at any time replaces it is present, it shall propose to the Board of Directors the adoption of appropriate measures to cause the removal of the reasons for such circumstances, to the extent that they are factors under the Company's control, or, if not possible, to mitigate the impact thereof on the financial statements.

6. Independence

The Governance and Sustainability System ensures the establishment of the required relations between the Committee and the statutory auditor so that the former receives from the latter specific information regarding matters that might compromise the independence thereof.

The Committee shall endeavour to ensure that the statutory auditor of the Company is independent and that this is made clear in the relations between them.

To this end, prior to formalisation thereof, the Committee must receive information regarding any contract it intends to sign with the statutory auditor or audit firm or with any 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 individually and globally 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, which must be accompanied by a sufficient description of the services requested to allow the Committee to perform a comprehensive and effective analysis of the impact that the contracting thereof might have on independence, both individually and collectively.

The provision of non-audit services by the auditor or audit firm or by any member of its network must be approved in advance by:

- the Committee in all cases, whether the services are provided to the Company or to any other company of the Group; as well as
- the audit and compliance committee of the Group's country subholding company, if the services are provided thereto or to any subsidiaries without their own audit and compliance committee; or
- the audit and compliance committee, if any, of the subsidiary to which the services are provided.

In all cases, the relevant audit and compliance committee must analyse the impact of such contracting on the independence of the auditor.

The Commission shall be in constant communication and coordination with the audit and compliance committees of the country subholding companies, which must inform the Committee of the approvals they given thereby and by any audit and compliance committees of the subsidiaries to which the auditor or audit firm or any member of its network provides services, in accordance with the provisions of the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group.
The Committee must assess the aspects set forth in the Regulations of the Audit and Risk Supervision Committee in order to approve the provision of non-audit services by the statutory auditor.

Without prejudice to the foregoing, the statutory auditor may carry out limited audits or reviews of the interim accounts that are published with a frequency of less than one year pursuant to applicable legal provisions.

The Committee shall establish an indicative limit on the fees to be received by the statutory auditor for non-audit services taking into account the limitations set out in this Policy and in applicable legal provisions, pursuant to which the total fees received for non-audit services provided to the Company and any other entity of the Group by the statutory auditor or audit firm or a member of its network for a period of three or more consecutive years may not exceed seventy per cent of the average of the fees paid for audit services during three consecutive years.

On an annual basis, the Committee shall receive from the Company’s statutory 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 accounts of the Group from the Company or entities directly or indirectly connected thereto, as well as a detailed breakdown of information regarding additional services, other than auditing, of any kind provided to such entities by said statutory auditor or by persons or entities connected thereto, pursuant to the legislation governing the audit of accounts. In addition, in the annual certification that it sends to the Committee, the statutory auditor shall report on compliance with the internal procedures of quality assurance and protection of independence that have been implemented.

On an annual basis and prior to the issuance of the audit report, the Committee shall issue a report setting forth an opinion on the independence of the statutory auditor. This report must contain an assessment of the possible impact on the independence of the statutory auditor of each and every one of the additional non-audit services referred to in the preceding paragraph, considered individually and as a whole.

The Committee must also discuss with the statutory auditor any circumstance that might compromise the independence thereof and evaluate the effectiveness of the protective measures adopted, as well as understand and evaluate the set of relationships between the Group and the statutory auditor and its network that entail the provision of non-audit services or any other type of relationship.

Furthermore, the Committee shall monitor the internal procedures for assuring quality and safeguarding independence implemented by the Company’s statutory auditor.

The audit firms carrying out audits of accounts at companies of the Group shall, on an annual basis, provide to the Committee, through the audit committees or the bodies at each company assuming the powers thereof, information regarding the profiles and the track record of the persons making up the audit teams working for the Company and the Group, with specific mention of the changes in the composition of such teams compared to the immediately preceding financial year.

The Committee shall also receive information on the hiring by any of the companies of the Group of professionals coming from any of the Group’s audit firms.

7. Transparency

The Committee shall review the information published in relation to the audit of accounts, and particularly the fees paid by the Company to the various audit firms working for the Group for both audit and non-audit services, specifying the fees paid to the statutory auditor and those paid to any company of the network to which the statutory auditor belongs or to any other company to which the statutory auditor is related under a relationship of joint ownership, management or control. The Committee shall also include in the Activities Report of the Board of Directors and of the Committees thereof information regarding the activities performed during the preceding financial year in relation to the statutory auditor and the audit of accounts.

8. Evaluation

On an annual basis, the Committee shall evaluate the conduct of the statutory auditor and the contribution thereof to the quality of the audit and to the integrity of the financial information.

Such evaluation shall include at least the following parameters: (i) the independence of the statutory auditor; (ii) its knowledge of the businesses of the Group; (iii) the frequency and quality of its communications; (iv) the public results of the quality controls or inspections carried out by the ICAC and other supervisors; and (v) the reports on transparency of the statutory auditor, as well as any other available information.

The Committee shall also gather the opinion on the statutory auditor of the directors of each of the businesses of the Group, of the Finance, Control and Corporate Development and Internal Assurance and Risk Management Divisions and of the Internal Audit Area, as well as any other member of the management team of the Group that the Committee deems appropriate at any time due to such member’s significant contact with the statutory auditor. For these purposes, on an...
annual basis, the Committee shall approve a survey to be sent to each of the aforementioned members of the management team that shall include parameters relating to the quality of the statutory auditor’s service, its resources, communication and interaction with the management in question, the scope of the audit and the independence of the statutory auditor.

In the event that, after the evaluation of the statutory auditor, the Committee finds that there are worrisome or unresolved issues regarding the quality of the audit, it must consider the possibility of informing the Board of Directors so that, if it so deems appropriate, it may provide evidence thereof to the supervisory bodies.

9. Statutory Auditors of the Other Companies of the Group

Companies legally considered to be public-interest entities within the European Union shall carry out their own procedures for the selection, appointment, re-election and removal of statutory auditors, which shall be conducted independently and shall be governed by the same rules and principles as those contained in this Policy, provided that they are not incompatible with specific legal provisions that may apply in each case. Those companies of non-member States of the European Union whose respective applicable legal provisions so require shall also do so.

Their respective tenders for the selection of a statutory auditor may include the award of audit work at their subsidiaries when so permitted by applicable legal provisions.

In any event, the relations between the other companies within the Group and their respective statutory auditors shall be governed by the principles of independence and transparency set forth above, also taking into account any specific regulations applicable thereto in each case.

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This Policy was initially approved by the Committee on 23 November 2005 and was last amended on 20 December 2022.
11. Iberdrola Group Financial Information Preparation Policy

20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, within the framework of the law and the By-Laws and its sustainable development strategy, and recognising the strategic goal of paying continuous attention to the transparency of the financial information that it provides to the markets, the Board of Directors hereby approves this Iberdrola Group Financial Information Preparation Policy (the “Policy”).

1. Purpose

This Policy is intended to define an orderly process for preparing the consolidated financial information applicable to all companies of the Group, one that is consistent with the principles of subsidiarity and decentralised management that govern the corporate and governance structure of the Group, that ensures that the consolidated financial information of the Company has been prepared based on information provided by the various companies of the Group, and that clearly describes the responsibility of its management decision-making bodies in such process.

The main goal of this process is to ensure that the consolidated financial information that the Company publishes through the channels required by applicable legal provisions or through such additional channels as it deems appropriate reflects a true and fair view of the assets and liabilities, the financial position, the results and the cash flows of the group made up of the companies included in the consolidation.

2. Scope

This Policy shall apply to all companies of the Group and shall affect the process of preparing the consolidated annual accounts, the interim management statements corresponding to the results of the Company and of its consolidated group for the first and third quarter, and the half-yearly financial report (the “Consolidated Financial Information”).

3. Main Principles of Conduct

The main principles of conduct on which this Policy is based are described below:

a. the formulation of the individual financial information of each of the companies of the Group is the responsibility of the management decision-making bodies of each company;

b. at country subholding companies, the responsibility of their management decision-making bodies shall extend to the formulation of the financial information of the consolidated subgroup made up of the country subholding company and its subsidiaries if the formulation of such information is required by applicable law or if the management decision-making body of the relevant country subholding company deems it appropriate to formulate such consolidated information;

c. without prejudice to the provisions of law, the management decision-making body of each company shall also be responsible for the formulation of any financial information relating to its respective company that may be required to prepare the Consolidated Financial Information within the framework of the accounting consolidation process in accordance with the models and scopes defined by the Company’s Administration and Control Division (the “Financial Information for Consolidation”);

d. the management decision-making bodies of the country subholding companies shall also be responsible for approving the Financial Information for Consolidation within which the company itself and its subsidiaries are included, and which form part of its subgroup;
e. the Financial Information for Consolidation shall be prepared in accordance with the accounting standards established in the Accounting Policies Handbook and with the models approved by the Company’s Administration and Control Division;

f. without prejudice to the principles set forth above, the management teams responsible for preparing the Financial Information for Consolidation of each of the companies of the Group shall coordinate with the Company’s Administration and Control Division to reach agreement on the interpretive accounting standards to take into consideration when preparing such information. Any disagreement in this regard shall be reflected in writing when submitting the Financial Information for Consolidation, and

g. within the context of preparing the Consolidated Financial Information, companies with Financial Information for Consolidation that is covered by the scope of the verification procedures of the Company’s external auditor shall ensure that the Financial Information for Consolidation has been audited by its external auditor before submitting it to the Company’s Administration and Control Division in accordance with the process described in the next section of this Policy, and shall endeavour to ensure the avoidance of major disagreements with the Company’s external auditor in relation to the application of the accounting principles to such Financial Information for Consolidation.

4. Process of Preparing Consolidated Financial Information

Before the beginning of each financial year, the Office of the Secretary of the Company’s Board of Directors shall inform the Administration and Control Division of the date provided for the adoption of the resolution to formulate or the approval, as appropriate, of the Consolidated Financial Information.

The Company’s Administration and Control Division shall communicate to the management decision-making bodies of the Group’s companies the deadlines for submitting the Financial Information for Consolidation for each company, and in the case of the country subholding companies, for submitting that of their respective subgroups.

Such notice shall be coordinated with the requests for information that the chair of the Company’s Audit and Risk Supervision Committee and the chairs of the audit and compliance committees of the country subholding companies (and of the head of business companies that are not subordinate to a country subholding company and that have their own audit and compliance committee) send pursuant to the provisions of the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group in order to issue the required reports.

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 each subgroup, and once verified by their external auditor within the context of its review of the Consolidated Financial Information, shall send it to the Company’s Administration and Control Division prior to the date indicated thereby, in order to prepare the Consolidated Financial Information and submit it for the formulation or approval of the Company’s Board of Directors, as appropriate, after a report from its Audit and Risk Supervision Committee.

5. Powers Vested in the Company’s Audit and Risk Supervision Committee and the Audit and Compliance Committees of the other Companies of the Group

The provisions of this Policy shall be deemed without prejudice to the powers vested in the Company’s Audit and Risk Supervision Committee and the audit and compliance committees of the other companies of the Group in relation to the financial information of their respective company.

In particular, the Financial Information for Consolidation of the companies that have their own audit and compliance committee must be reported on by such committee before being submitted for the approval of the management decision-making body of the company in question.

Said reports shall be submitted to the Company’s Audit and Risk Supervision Committee pursuant to the provisions of the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group.

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This Policy was initially approved by the Board of Directors on 24 July 2018 and was last amended on 20 December 2022.
12. Iberdrola Group
Non-Financial Information Preparation Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

The transparency of the consolidated non-financial information that the Company regularly publishes is a key element of its strategy to allow its Stakeholders to be aware of the social dividend generated by the companies of the Group and their contribution to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN), in accordance with the commitments made by the Company.

In fulfilling these responsibilities, and within the framework of the law and the By-Laws and its sustainable development strategy, the Board of Directors hereby approves this Iberdrola Group Non-Financial Information Preparation Policy (the “Policy”).

1. Purpose

This Policy is intended to define an orderly process for preparing the consolidated non-financial information applicable to all companies of the Group, one that is consistent with the principles of subsidiarity and decentralised management that govern the corporate and governance structure thereof, that ensures that the consolidated non-financial information of the Company has been prepared based on information provided by the various companies of the Group and that clearly describes the responsibility of its management decision-making bodies in such process.

The main objective of the process is to ensure that the consolidated non-financial information that the Company publishes through the channels required by applicable legal provisions or through such other channels that it deems appropriate reflects in all material respects, in a reasonable and balanced manner, the environmental, social and corporate governance performance of the consolidated group, with the scope defined by law and in accordance with international standards.

2. Scope

This Policy applies to all companies of the Group and affects the process of preparing the statement of non-financial information that the Board of Directors prepares on an annual basis and submits for the approval of the shareholders at the General Shareholders’ Meeting.

3. Main Principles of Conduct

The main principles of conduct on which this Policy is based are described below:

a. on an annual basis, the Company’s Board of Directors prepares and submits for the approval of the shareholders at the General Shareholders’ Meeting the consolidated statement of non-financial information of the Company and its subsidiaries, which document also includes the individual non-financial information of the Company (the “Consolidated SNFI”);

b. prior to its publication for purposes of the call to the General Shareholders’ Meeting, the Consolidated SNFI shall be subject to assurance by an independent provider of assurance services appointed by the Board of Directors upon a proposal of the Audit and Risk Supervision Committee;

...
the ESG Division of the Company (or by such division as assumes the duties thereof at any time) in a Guide for the Preparation of the Consolidated Statement of Non-Financial Information (the “Guide”); (ii) shall verify that the content of the Consolidated SNFI conforms to the Company’s sustainable development strategy and that it includes a reference to the level of achievement of the climate action plan approved by the Board of Directors; and (iii) shall submit its report to the Board of Directors, prior to the preparation thereby of the Consolidated SNFI, taking into account the report prepared by the Audit and Risk Supervision Committee referred to in the next paragraph;

d. the Audit and Risk Supervision Committee: (i) shall supervise the process of preparation and presentation of the Consolidated SNFI; (ii) shall verify the clarity and integrity of the content thereof; (iii) shall report to the Sustainable Development Committee on the two foregoing items prior to the issuance thereby of its report and the preparation by the Board of Directors of the Consolidated SNFI; and (iv) shall propose to the Board of Directors the appointment of and shall maintain communications with the independent assurance provider responsible for assurance of the information included in the Consolidated SNFI;

e. the Company’s ESG Division (or such division as assumes the duties thereof at any time) shall prepare the Consolidated SNFI in accordance with the provisions of the general standards, guidelines and principles defined by the Sustainable Development Committee and the Guide;

f. the management decision-making bodies of the country subholding companies (and of the head of business companies that are not subordinate to a country subholding company) shall be responsible for the preparation and approval of the non-financial information of the consolidated subgroup made up of the corresponding country subholding company and its subsidiaries that is required to prepare the Consolidated SNFI in accordance with the models, scopes and procedures defined by the Company’s ESG Division (or such division as may assume the duties thereof at any time) pursuant to the provisions of the Guide, which shall include, among other things, the preparation of information segmented by geographical area and by business in line with the standards used to prepare the Consolidated SNFI;

g. the audit and compliance committees of the country subholding companies shall issue the reports that are required regarding the process of preparation and presentation and the clarity and integrity of the non-financial information corresponding to the respective company;

h. without prejudice to the foregoing principles, the organisations responsible for preparing the non-financial information for the consolidation of each of the companies of the Group shall coordinate with the Company’s ESG Division (or with such division as assumes the duties thereof at any time) to approve the interpretive criteria for the standards applied in the preparation of the Consolidated SNFI pursuant to the standards, guidelines and general principles defined by the Sustainable Development Committee and pursuant to the provisions of the Guide; and

i. the companies whose non-financial information is required to prepare the Consolidated SNFI shall provide the Company with all support necessary for the preparation thereof as well as in the process of assurance thereof by the independent assurance provider.

4. Process of Preparing the Non-Financial Information of the Group’s Companies

Before the beginning of each financial year, the Office of the Secretary of the Board of Directors of the Company shall inform the ESG Division (or such division as assumes the duties thereof at any time) of the date expected for the adoption of the resolution to formulate the Consolidated SNFI.

The Company’s ESG Division (or such division as assumes the duties thereof at any time) shall communicate to the management decision-making bodies of the country subholding companies (and of the head of business companies that are not subordinate to a country subholding company) the deadlines for submitting the non-financial information for the preparation of the Consolidated SNFI corresponding to their respective subgroups.

Said notice shall be coordinated with the requests for financial information made by the Company’s Administration and Control Division (or such division as assumes the duties thereof at any time) within the framework of the Iberdrola Group Financial Information Preparation Policy, as well as the requests for information made by the chair of the Company’s Audit and Risk Supervision Committee and the chairs of the audit committees of the country subholding companies pursuant to the provisions of the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and those of the Companies of its Group, in order to issue the required reports, and particularly in order for said Audit and Risk Supervision Committee to report on the process of preparation and presentation and the clarity and integrity of the Consolidated SNFI.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
Based on the information received from the organisation responsible for preparing the non-financial information for consolidation, the management bodies of the country subholding companies (following a report from their respective audit and compliance committees in the case of the country subholding companies) and of the head of business companies that are not subordinate to a country subholding company, shall prepare and approve the non-financial information for consolidation corresponding to the subgroup thereof and shall send it to the Company’s ESG Division (or to such division as assumes the duties thereof at any time) in accordance with the provisions of the Guide, prior to the date indicated thereby, in order to prepare the Consolidated SNFI.

The Company’s Board of Directors shall prepare the Consolidated SNFI for submission to the shareholders for approval at the General Shareholders’ Meeting following a report from the Sustainable Development Committee, which in turn shall have received from the Audit and Risk Supervision Committee a report on the process of preparation and presentation thereof, as well as on the clarity thereof and on the integrity of the content thereof.

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This Policy was initially approved by the Board of Directors on 21 July 2020 and was last amended on 20 June 2023.
13. Compliance and Internal Reporting and Whistleblower Protection System Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

The Company has a solid and innovative track record in compliance, which it has developed on the basis of regulatory requirements and best practices, positioning it as a leader in this field. In 2002 it already had a Code of Ethics to guide the conduct of its directors, professionals and suppliers as well as those of the other companies of the Group, and in 2010 it approved a Crime Prevention Policy which, together with the Anti-Corruption and Anti-Fraud Policy that came into force in 2016, demonstrate the development of a business culture based on ethics and honesty, as well as the responsibility and the commitment of the Company and of the other companies of the Group to actively respond to the challenge of the fight against corruption and fraud in all their areas of activity.

The Company has also established an effective, autonomous, independent and robust Compliance System of its own to prevent, manage and mitigate the risk of improper conduct and acts that are illegal or contrary to law and the Governance and Sustainability System that can be performed within the organisation, and to ensure that the conduct of the organisation is in accordance with ethical principles, the law and internal rules. Based on the experience it has accumulated and in line with the evolution of its Governance and Sustainability System towards an increasing decentralisation of duties and responsibilities among the various companies of the Group, the Company intends to continue to make progress and to maintain its commitment to leadership at the forefront of a compliance culture.

Along these lines, in fulfilling said responsibilities and within the framework of the law, the By-Laws and the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and consistently with its culture of prevention of improper conduct and acts that are illegal or contrary to law and to the Governance and Sustainability System, as well as its firm commitment to ethics and compliance, the Board of Directors hereby approves this Compliance and Internal Reporting and Whistleblower Protection System Policy (the “Policy”).

This Policy integrates, further develops, recasts and, in turn, reinforces the content of the Crime Prevention Policy, which is no longer in effect, and also includes the latest regulatory requirements in the field of compliance, as well as the latest trends and the highest international standards in that field.

In the area of corruption and fraud, the principles contained in this Policy take specific shape in the Anti-Corruption and Anti-Fraud Policy.

1. Purpose

The purpose of this Policy is to establish the principles governing the commitment of the Company and of the other companies of the Group to prevent, detect and respond to any conduct that is improper or involves any act that is illegal or contrary to law or to the Governance and Sustainability System, as well as to demonstrate the willingness of the Company and of the other companies making up the Group to combat said conduct in all of their activities, both as an expression of their culture of compliance and their own social commitment to the public interest and to avoid any potential damage to their image and reputational value and, ultimately, the value of the Company’s shares and brand.

Thus, on the one hand, this Policy makes explicit the firm commitment of the Company and of the other companies of the Group to its purpose and values, to ethical principles and to ongoing monitoring and penalisation of improper conduct or acts that are illegal or contrary to law or to the Governance and Sustainability System, which entails the maintenance of effective mechanisms for communication, sensitisation and awareness-raising among all professionals, and the development of a business culture of ethics and honesty, thereby contributing to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).
On the other hand, the Policy conveys to the shareholders, to the members of the management bodies and to the professionals of the Company and of the other companies of the Group, as well as to third parties engaging in relationships with them, a strong message of opposition to the commission of any impropriety or act that is illegal or contrary to law or to the Governance and Sustainability System.

This Policy also includes the fundamental principles governing the internal reporting systems available to the companies of the Group so that the shareholders, the members of their management bodies, their professionals, their suppliers, as well as other third parties provided for in applicable legal provisions may report potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System (particularly including any conduct that might constitute a crime, a serious or very serious administrative offence, or a breach of European Union law) provided for in Section 6 of this Policy, all without prejudice to the modifications or adaptations that may be necessary to comply with the rules that apply at each of the Group’s companies.

2. Scope of Application

This Policy applies at the Company and at all companies making up the Group, as well as at all investees not belonging to the Group over which the Company has effective control, within the lawfully established limits.

Without prejudice to the provisions of the preceding paragraph, the listed country subholding companies and their subsidiaries, pursuant to their own special framework of strengthened autonomy, may approve their corresponding compliance policy applicable to each of said companies and to their subsidiaries in order to comply with the requirements deriving from their status as a listed company. In any event, such policy must be in accord with the principles set forth in this Policy and in the other environmental, social, and corporate governance and regulatory compliance policies of the Governance and Sustainability System and must be communicated to the Company’s Compliance Unit through the channels implemented for these purposes.

Members of the management bodies and professionals of the Company and of the other companies of the Group who are also subject to other policies, rules or principles, whether applicable to a particular industry or deriving from the laws of the territories or countries in which said companies do business, shall also be bound thereby, and the corresponding measures of coordination shall be established in order for said policies, rules or principles to be consistent with the provisions of this Policy.

Furthermore, all persons acting as representatives of the Company and of the other companies of the Group at companies and entities not belonging thereto shall comply with the provisions of this Policy and shall promote, to the extent possible, the enforcement of the principles hereof at said companies and entities.

This Policy shall also apply, to the extent relevant, to joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations if the Company or another company of the Group assumes the management thereof, and in other cases, to the extent possible, with a view to promoting the application of the principles hereof.

3. Main Principles of Conduct

The main principles of conduct of the Company and of the other companies of the Group on which this Policy is based are described below:

a. On the one hand, foster a preventive culture based on the principle of “zero tolerance” towards improper conduct and acts that are illegal or contrary to law or to the Governance and Sustainability System, and on the other, the application of ethical principles and principles of responsible behaviour that should govern the conduct of all members of the management bodies, as well as of the professionals of the Company and of the other companies of the Group, regardless of their level, geographic location or functional subordination, and that of the suppliers of all of them.

This “zero tolerance” principle is absolute in nature and takes precedence over the possibility of obtaining any type of benefit (financial or otherwise) for the Company or for the other companies of the Group or their directors or professionals, when based on a business or transaction that is improper, illegal or contrary to law or to the Governance and Sustainability System, and particularly the ethical principles set out in the Code of Ethics.

b. Development by the Group's companies of their own effective, autonomous, independent and robust compliance systems (in accordance with the best and most advanced international practices in this area), applicable to all activities that they carry out and based on strong ethical principles and legality, such that they contribute to the full realisation of the Purpose and Values of the Iberdrola Group and the corporate interest.
c. Within the framework of the drive for its preventive culture, foster processes of self-control in the conduct and decision-making of the members of the management body and of the professionals, such that their actions are based on four basic premises: (i) that they are ethically acceptable; (ii) that they are legally valid and comply with the provisions of applicable law and internal rules, including the Governance and Sustainability System, and particularly with the Code of Ethics; (iii) that they are performed within the framework of the corporate interest of the Company and of the other companies of the Group; as well as (iv) that they are prepared to assume responsibility therefor.

d. Identify and assess the risks associated with improper conduct and acts that are illegal or contrary to law or to the Governance and Sustainability System in the activities of the Company and of the other companies of the Group.

e. Establish the appropriate controls and preventive measures (including, without limitation, through the internal rules and procedures approved for this purpose) for the identification, control, mitigation and prevention of improper conduct and acts that are illegal or contrary to law or to the Governance and Sustainability System, as well as identified risks, in line with the provisions of the General Risk Control and Management Policy and the Sustainable Development Policy.

f. Take appropriate measures to ensure that relations between the professionals of the Company and of the other companies of the Group with any other company and the members thereof are governed by the principles of transparency and honesty, as well as by respect for free competition.

g. Promote relations of the Company and of the other companies of the Group with their Stakeholders being based on ethics and integrity.

h. Ensure that the relationship of the Company and of the other companies of the Group with their suppliers is based on legality, business ethics, efficiency, transparency and honesty and that they comply with the policies, rules and procedures established within the Group’s boundary, particularly with respect to the prevention of corruption, in any of its manifestations, adopting the appropriate due diligence measures to promote principled, sustainable and responsible business behaviour throughout the supply chains.

i. Implement appropriate training programmes and communication plans for professionals of the Company and of the other companies of the Group, as well as for third parties with whom relations are customarily maintained, regarding the duties imposed by the law applicable to any of their areas of activity or established in the Governance and Sustainability System or other internal rules and regarding the consequences of the violation thereof, with a frequency sufficient to ensure that their knowledge of the issues covered by this Policy is kept up to date.

In particular, specific training programmes shall be carried out to provide information on the internal reporting system and the operation thereof, as well as on the procedure established to manage grievances and reports received through this system and measures of protection and support for whistleblowers.

j. Penalise, in accordance with the provisions of applicable law at any given time: (i) conduct that contributes to preventing or hindering the discovery of improprieties or acts that are illegal or contrary to law or to the Governance and Sustainability System; (ii) breach of the specific duty to report through internal reporting channels (as this term is defined in Section 6.1 of this Policy); (iii) potential improprieties or breaches of which they are aware; and (iii) the taking of any type of retaliatory measures against the whistleblower (or persons related thereto) who reports the aforementioned conduct.

k. Seek a fair, non-discriminatory and proportional application of penalties as provided by applicable law from time to time.

l. Provide all assistance and cooperation that may be requested by internal or judicial and administrative bodies and domestic or international institutions and entities, including competition authorities, to investigate acts that are allegedly improper, illegal or contrary to law or the Governance and Sustainability System that may have been committed by the members of the management bodies or the professionals of the Company or of the other companies of the Group and that relate to or affect the scope of their activities.

The monitoring of and compliance with the principles contained in this Policy contribute to achieving the full realisation of the Purpose and Values of the Iberdrola Group and of the corporate interest, in accordance with applicable legal provisions, and particularly with the Governance and Sustainability System, consistently with the principles and guidelines for conduct aimed at ensuring the ethical and responsible behaviour of the directors, professionals and suppliers of the Company and of the other companies of the Group.
4. Compliance Systems

The Company has a Compliance System, which includes all the rules, formal procedures and substantive activities that are intended to ensure that the Company acts in accordance with ethical principles, the law, and internal rules, particularly the Governance and Sustainability System, to contribute to the full realisation of the Purpose and Values of the Iberdrola Group and the corporate interest, and to prevent, manage and mitigate the risk of regulatory and ethical breaches that may be committed by the directors, professionals or suppliers thereof within the organisation.

The Company’s Compliance Unit proactively and autonomously oversees the implementation and effectiveness of its Compliance System, without prejudice to the responsibilities corresponding to other bodies and divisions of the Company.

For their part, the country subholding companies and the head of business companies have their own compliance systems, the application and effectiveness of which must be proactively and autonomously monitored by their respective compliance units, without prejudice to the appropriate coordination carried out at all levels of the Group.

The aforementioned compliance systems are under continuous review to incorporate the most advanced international practices and trends in this field and the regulatory requirements at any given time, and they ensure the dissemination, implementation and monitoring of the principles of conduct set out in this Policy.

For such purposes, the Company’s Compliance Unit and the compliance units of the country subholding companies and of the head of business companies, which are configured in accordance with the highest standards of independence and transparency and each of which has at least one member not related to any of the companies of the Group, enjoy the necessary autonomy and capacity for initiative and control and have the appropriate material and human resources for the performance of their duties.

The foregoing is without prejudice to the bodies dedicated to the prevention of specific risks and to the control of activities that it may be necessary or advisable to create at certain companies of the Group in order to comply with the industry-specific or national laws of the territories or countries in which they carry out their activities, with which relations shall be established by the corresponding compliance units for coordination purposes as appropriate pursuant to applicable law.

The fundamental elements of the Company’s Compliance System are, on the one hand, its crime prevention programme and, on the other hand, the Company’s internal reporting system, which is comprised of, among other things, various channels suitable for reporting potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System on the terms indicated in Section 6 of this Policy (the “Internal Reporting System”).

The Company and the other companies of the Group regularly submit their respective compliance systems to an audit by an independent expert.

5. Crime Prevention Programmes

As regards the basic principle relating to the identification and evaluation of the risks relating to improper conduct and acts that are illegal or contrary to law or to the Governance and Sustainability System, the Company has implemented through the Compliance Unit and other competent bodies a specific and effective programme for the prevention of crimes (understood as a group of measures intended to prevent and mitigate the risk of commission of potential crimes and to detect and react to the commission thereof).

Likewise, the other companies of the Group implement programmes to prevent the commission of similar crimes through their respective compliance units (or compliance bodies or functions), which have full responsibility and autonomy for the management thereof.

The purpose of such programmes is: (i) to strengthen the existing commitment of the Company and of the other companies of the Group to combat the commission of crimes, particularly all forms of corruption and fraud; and (ii) to assure third parties and judicial and administrative authorities that the Company and the other companies of the Group effectively comply with the duties of supervision, monitoring and control of their activities by establishing appropriate measures to prevent crimes – or to significantly reduce the risk of the commission thereof – and that, therefore, said companies exercise due control over the members of their management bodies, their professionals, and other subordinates, based on their governance model, as is legally required thereof, including the monitoring of possible situations of crime risk that may arise within the scope of their activities, even in those cases in which such situations cannot be attributed to a specific individual.

The Company’s Compliance Unit is responsible for endeavouring to ensure the implementation, development, updating and fulfilment of the crime prevention programme of the Company and of those other companies of the Group that are not country subholding companies, head of business companies, or companies in which they have a stake, as well as for coordinating the implementation, development and fulfilment of similar programmes at the other companies of the
Group, without prejudice to the powers and responsibilities assigned to other bodies and divisions of the Company and, if applicable, to the administrative and management bodies of the country subholding and head of business companies and to the compliance units of these companies.

Furthermore, at least once per year, the Company's Compliance Unit shall evaluate compliance with and the effectiveness of its crime prevention programme and shall assess whether regular modification and update thereof is appropriate, provided that the circumstances so require.

This same evaluation shall be performed by the compliance units of the country subholding companies and of the head of business companies in relation to the crime prevention programmes of their respective companies.

6. The Company's Internal Reporting System

The Company declares that it intends to create an environment of transparency and to foster respect for the law and the rules of conduct established in the Code of Ethics by its directors, its professionals and its suppliers, and, to such end, has implemented an Internal Reporting System in accordance with applicable legal provisions to encourage the reporting of potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System (including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a breach of European Union law), with an impact on the Company, its contractual relationship with its suppliers, or the interests and image of the Company (the "Conduct").

The Internal Reporting System is designed and managed in a secure manner to ensure: (i) the confidentiality of the identity of the whistleblower and of any third party mentioned in the grievance or report, and of the actions taken in the management and processing thereof, as well as the protection of personal data, preventing access to the content of the investigation by unauthorised personnel; and (ii) that the grievances or reports submitted can be dealt with effectively within the Company.

6.1. Internal Reporting Channels

The Company has established for the members of its management body, its professionals, its suppliers, as well as for other third parties provided for in applicable legal provisions, the duty to report through the Internal Reporting System any Conduct of which they are aware.

To this end, the Company has activated internal reporting channels (the "Internal Reporting Channels"), which allow shareholders, directors, professionals, suppliers and other third parties determined by law to report any Conduct, whether in writing, through the corresponding form available on the Company's corporate website, or by any other means established by the Company, all without prejudice to their being able to address their grievances or reports to the Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or to any other competent institution, body or entity.

The Internal Reporting System includes all the Internal Reporting Channels activated by the Company for the communication of grievances or reports relating to Conduct by shareholders, directors, professionals, suppliers and other third parties as determined by law.

The Internal Reporting Channels enable the prevention and detection of Conduct, constituting the preferred channel for reporting such Conduct and for the processing of grievances or reports received in relation thereto.

Communications through the Internal Reporting Channels may be made anonymously, must meet standards of truthfulness and proportionality, may not be used for purposes other than to seek regulatory compliance, and must be submitted in writing or verbally and shall be processed in accordance with the procedure established by the Board of Directors in the Regulations of the Compliance Unit.

6.2. Whistleblower Protection and Safeguards

As provided by legal provisions, the Company and the other companies of the Group undertake not to take (and to ensure that their professionals do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against any person who has reported any Conduct, through the Internal Reporting Channels or by any other means, unless the grievance or report is false or the person has acted in bad faith.

Furthermore, as provided by legal provisions, the Company and the other companies of the Group undertake not to take (and to ensure that their professionals do not take) any form of direct or indirect retaliation, including threats of or attempted retaliation, against: (i) any individual who, within the organisation in which the whistleblower works, assists him/her in the process, or is related to him/her, as a representative of the employees, co-worker or relative; and (ii) any legal person, for whom the whistleblower works or with whom he/she has another type of relationship in an employment context or in which he/she has a significant shareholding.
For these purposes, the following actions, among others, against the person who has communicated the grievance or report are considered to be retaliation:

a. the following measures, provided that they were not carried out in the regular exercise of managerial authority under applicable law, due to proven circumstances unrelated to the submission of the grievance or report: (i) suspension of the employment contract, dismissal or termination of employment or statutory relationship; (ii) imposition of any disciplinary measure; (iii) demotion or denial of promotion and any other material change in working conditions; and (iv) failure to convert a temporary employment contract into a permanent one, if the person providing the report had legitimate expectations to that effect;

b. harm, including reputational damage, or financial loss, coercion, intimidation, harassment or ostracism;

c. negative evaluation or references with regard to work or professional performance;

d. blacklisting or dissemination of information in a particular industry that makes it difficult or impossible for the person to gain access to employment or the hiring of works or services;

e. denial or revocation of a licence or permit;

f. denial of training;

g. any form of discrimination or unfavourable or unfair treatment; and

h. any other action arising from the above.

### 6.3. Management of the Internal Reporting System

The Company’s Compliance Unit is the body responsible for managing the Company’s Internal Reporting System, and for processing and managing the investigation files opened on the basis of grievances or reports received through the Internal Reporting Channels, in accordance with the information management procedure established by the Board of Directors in the Regulations of the Compliance Unit, and delegates the aforementioned management and processing powers to the director of Compliance, with due notice to the Independent Whistleblower Protection Authority (A.A.I.).

On this basis, the Company’s Compliance Unit investigates any grievance or reporting of a fact that could allegedly constitute Conduct (even if anonymous and regardless of the financial significance thereof) as soon as possible, guaranteeing the rights of the whistleblower, as well as the rights to privacy, respectability, defence and the presumption of innocence of the persons investigated or affected, in accordance with the internal procedure established by the Board of Directors for this purpose and regulated in the Regulations of the Compliance Unit.

The procedure for management of the grievances or reports sent through the Internal Reporting Channels provides for the immediate forwarding of information to the Public Prosecutor’s Office (Ministerio Fiscal) when the facts might indicate a criminal offence, and such grievances or reports shall be forwarded to the European Public Prosecutor’s Office if the information affects the financial interests of the European Union.

The Audit and Risk Supervision Committee shall also have direct access to grievances or reports that could have a material impact on the Company’s financial statements or internal control. For these purposes, the Company’s Compliance Unit shall inform the aforementioned committee of the existence of said grievances or reports and shall provide it with any documentation it may request in relation to the processing of the investigation files.

After any appropriate evaluation, the Company’s Board of Directors may entrust the management of the Internal Reporting Channels to a third party that offers appropriate assurances of independence, confidentiality, personal data protection and secrecy of grievances or reports, subject to a prior report from the Sustainable Development Committee.

### 7. Internal Reporting Systems at other Companies of the Group

The country subholding companies, head of business companies and other companies of the Group have their own internal reporting systems, including appropriate reporting channels, managed by their respective compliance bodies in accordance with the principles set forth in this Policy.

### 8. Implementation of the Policy

The Company’s Compliance Unit proactively endeavours to ensure the application and effectiveness of this Policy and disseminates the content hereof among the people to whom it is addressed, all without prejudice to the responsibilities assigned to other bodies and divisions of the Company and, if appropriate, the administrative and management bodies of the country subholding companies and head of business companies and the respective compliance units of these companies.
The country subholding companies and head of business companies may adopt policies, rules and principles that adapt and develop the provisions of this Policy in accordance with the particular nature of each territory, country or business, reporting them to the Company's Compliance Unit through the channels established for these purposes.

9. Revision of the Policy

The Sustainable Development Committee shall regularly review the contents of the Policy, ensuring that it reflects the recommendations and best international practices from time to time in effect, and shall propose to the Company's Board of Directors those amendments and updates that contribute to the development and ongoing improvement thereof, taking into account any suggestions or proposals made by the compliance units and the professionals of the Company and of the other companies of the Group.

This Policy was approved by the Board of Directors on 20 June 2023.
14. Anti-Corruption and Anti-Fraud Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

Corruption and fraud stifle economic growth, weaken democracy and undermine social justice and the Rule of Law, causing serious harm to the economy and to society, and in many cases facilitates the operations of organised crime.

The Company, which is a leader by virtue of its firm commitments to ethical principles and to honesty, assumes the responsibility of actively participating in the challenge of fighting corruption and fraud in all of its areas of activity.

In assuming these commitments and in fulfilling these responsibilities, the Company’s Board of Directors hereby approves this Anti-Corruption and Anti-Fraud Policy (the “Policy”) within the framework of the law and the By-Laws and the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group.

1. Purpose

The purpose of this Policy is to convey to shareholders, to the members of the management decision-making bodies and to the professionals of the Company and of the other companies of the Group, as well as to third parties establishing relations therewith, an unambiguous message of opposition to fraud and corruption in all of their manifestations, and to show the desire of the Group’s companies to combat them in their activities, thereby contributing to the achievement of compliance with goal sixteen of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

This Policy, together with the Compliance and Internal Reporting and Whistleblower Protection System Policy, shows the firm commitment of the Company and of the other companies of the Group to their purpose and values, to their ethical principles and to the unwavering vigilance and punishment of acts and conduct that are fraudulent or that facilitate corruption in any of its forms, which involves the maintenance of effective mechanisms for communication and sensitivity- and awareness-raising among all professionals, and the development of a corporate culture of ethics and honesty.

2. Scope of Application

This Policy applies to the members of the management decision-making bodies and to the professionals of the Company and of the other companies that make up the Group, as well as to those of companies in which the Company has an interest and effective control but which do not belong to the Group, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, the listed country subholding companies and their subsidiaries, pursuant to their own special framework of strengthened autonomy, may approve their own anti-corruption or anti-fraud policy applicable to said company and its subsidiaries to comply with the requirements applicable thereto due to its status as a listed company. In any event, such policy must be in accord with the principles set forth in this Policy and in the other environmental, social, and corporate governance and regulatory compliance policies of the Governance and Sustainability System and must be communicated to the Company’s Compliance Unit through the channels implemented for these purposes.

The country subholding and head of business companies may also adopt policies, rules and principles that adapt and develop the provisions of this Policy in accordance with the particular nature of each territory, country or business, reporting them to the Company’s Compliance Unit through the channels established for these purposes.

Members of the management bodies and professionals of the Company and of the other companies of the Group who are also subject to other policies, rules or principles, whether applicable to a particular industry or deriving from the domestic laws of the territories or countries in which said companies do business, shall also be bound thereby, and the corresponding measures of coordination shall be established in order for said policies, rules or principles to be consistent with those set forth in this Policy.

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
Furthermore, all persons acting as representatives of the Company and of the other companies of the Group at companies and entities not belonging thereto shall comply with the provisions of this Policy and shall promote, to the extent possible, the enforcement of the principles hereof at said companies and entities.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company or another company of the Group assumes the management thereof, and in other cases, to the extent possible, promoting the application of the principles hereof.

3. Main Principles of Conduct

The main principles of conduct on which this Policy is based are described below:

a. Not tolerate, permit or engage in any conduct constituting corruption in any of its forms, including extortion or bribery, in the course of business or professional activities or in relations with the public or private sector.

b. Promote a preventive culture based on the principle of “zero tolerance” for business corruption and bribery, as well as for the commission of other acts constituting any form of fraud.

This “zero tolerance” principle for business corruption, bribery and any form of fraud is absolute in nature and takes precedence over the possibility of obtaining any type of benefit (financial or otherwise) for the Company and for the other companies of the Group, as well as for their directors, professionals and suppliers, when based on a business or transaction that is improper, illegal or contrary to law or to the Governance and Sustainability System, and particularly the ethical principles of the Code of Ethics.

c. Take appropriate measures so that relations between the professionals of the companies of the Group and any government administration authorities, officials or other persons who participate in the exercise of public functions, as well as political parties and similar institutions, are any event governed by the principles of cooperation, transparency and honesty.

d. Have specific procedures to prevent any conduct that might be considered an act of corruption, the application of which must be supervised by the Company’s Compliance Unit or by the compliance units of the companies of the Group, as applicable.

e. Implement appropriate training programmes and communication plans for the professionals of the Group with a frequency sufficient to ensure that their knowledge in the area covered by this Policy is kept up to date. In particular, the professionals of the companies of the Group shall receive specific training regarding the content of the Code of Ethics to prevent any instance of fraud and corruption in any form.

f. Identify and assess the risks associated with all forms of fraud and corruption in the activities of the Company and of the other companies of the Group.

g. Establish the appropriate controls and preventive measures (including, without limitation, through the internal rules and procedures approved for this purpose) for the identification, control, mitigation and prevention of all forms of fraud and corruption, and particularly in all activities involving third-party relationships.

h. Ensure that the relationship between the companies of the Group and their suppliers is based on legality, business ethics, efficiency, transparency and honesty and that no supplier of the Group’s companies offers or gives to officials and other persons who participate in the exercise of public functions, authorities, third parties or any professional of the Group’s companies, within the context of the business activity carried out for or on behalf of the Group, whether directly or indirectly, gifts, presents or other improper benefits or unauthorised advantages, whether in cash or otherwise, in order to secure favourable treatment in the award or maintenance of contracts or in business relations or to obtain benefits for themselves or for the supplier company.

i. Promote appropriate measures to ensure that suppliers comply with the policies, rules and procedures established within the Group’s boundary in connection with the prevention of corruption in any of its forms.

The Company and other companies of the Group have activated appropriate channels so that the members of their management decision-making body, its professionals, its suppliers and other third parties determined by applicable legal provisions can report potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System that concern or affect the their respective activities, including, in particular, acts and conduct that are potentially fraudulent or facilitate corruption in any of its forms.

These channels form part of the internal reporting system of the corresponding company of the Group pursuant to the provisions of the Compliance and Internal Reporting and Whistleblower Protection System Policy, and they constitute the preferred channel for reporting such conduct and acts and for the processing of grievances or reports that are submitted.
4. Revision of the Policy

The Sustainable Development Committee shall regularly review the contents of the Policy, ensuring that it reflects the recommendations and best international practices from time to time in effect, and shall propose to the Board of Directors those amendments and updates that contribute to the development and ongoing improvement thereof, taking into account any suggestions or proposals made by the compliance units and the professionals of the Company and of the other companies of the Group.

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This Policy was initially approved by the Board of Directors on 20 December 2016 and was last amended on 20 June 2023.
15. Competition Law Compliance Policy

20 June 2023

The Board of Directors of IBERDROLA S.A. (the “Company”) has the power to design, evaluate and continuously revise the Governance and Sustainability System, and specifically to prepare and update the various corporate policies, which set out the guidelines for conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”), in a sustained manner over time.

In fulfilling these responsibilities, within the framework of the law and the By-Laws and the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, as well as pursuant to the unquestionable commitment at the Group level to fostering free competition in favour of consumers and users and to comply with legal provisions in this area, the Board of Directors hereby approves this Competition Law Compliance Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the general framework and the principles of conduct that must govern the Company and the other companies of the Group in the various markets, areas of activity and industries in which they carry out their business and in their relationships and agreements with third parties, strengthening and consolidating both the culture of regulatory compliance as well as free competition, to the extent that all of this contributes to an efficient reallocation of productive resources, more efficient techniques and higher-quality products and services, with a resulting increase in the well-being of consumers and society as a whole.

The Policy expressly declares the firm commitment of the Group’s companies to maintaining effective competition in the markets in which they participate, in which they shall act in accordance with applicable regulatory provisions. For this reason, any type of practice that is collusive, abusive, restrictive or anticompetitive or that is aimed at hindering the action of the authorities entrusted with the supervision of these markets is categorically rejected. Both the Company and the other companies of the Group, as well as their directors and their professionals, shall actively cooperate with all of them, assisting them in the performance of their duties.

2. Scope of Application

This Policy applies at the Company and at all companies making up the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the lawfully established limits.

Without prejudice to the provisions of the preceding paragraph, the listed country subholding companies and their subsidiaries, pursuant to their own special framework of strengthened autonomy, may approve their corresponding competition law compliance policy applicable to each of said companies and to their subsidiaries to comply with the requirements deriving from their status as a listed company. In any event, such policy must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

Members of the management bodies and of the management team and professionals of the Company and of the other companies of the Group who are also subject to other policies, rules or principles, whether applicable to a particular industry or deriving from the laws of the territories or countries in which said companies do business, shall also be bound thereby, and the corresponding measures of coordination shall be established in order for said policies, rules or principles to be consistent with those set forth in this Policy.

The application of this Policy also takes into account the multinational nature of the Group and the particularities of the different jurisdictions in which the companies thereof are present, which affects both the substantive content of competition law and the potential consequences and sanctions deriving from non-compliance therewith.

Furthermore, all persons acting as representatives of the Company and of the other companies of the Group at companies and entities not belonging thereto shall comply with the provisions of this Policy and shall promote, to the extent possible, the application of the principles hereof at said companies and entities.
This Policy shall also apply, to the extent relevant, to joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company or another company of the Group assumes the management thereof, and in other cases, to the extent possible, promoting the application of the principles hereof.

3. Main Principles of Conduct

To achieve these goals and in line with the commitment to foster free competition in favour of consumers and users, the Company and the other companies of the Group adopt and promote the following main principles of conduct that must inform all of their activities:

a. Foster a preventive culture based on the principle of “zero tolerance” towards anti-competitive practices.

b. Establish the appropriate controls and preventive measures (including, without limitation, through the internal rules and procedures approved for this purpose) for the identification, control, mitigation and prevention of conduct that is contrary to competition law, as well as identified risks.

Specifically, and based on the provisions of this Policy, it is expected that specific protocols in various areas of competition law will be prepared to provide the professionals of the Group’s companies with additional tools and guidelines for conduct in very specific situations of potential risk, and particularly rules for: (i) conduct within the framework of industry associations for representatives of the Company and other companies of the Group who attend meetings and participate in activities; and (ii) action, in the event of inspection by the competition authorities, to facilitate the inspection.

c. Compete freely and fairly in the marketplace.

d. Focus their activity on the aim of contributing to the achievement of real and effective competition between companies operating in the different economic sectors, respecting the limits of conduct established by legal provisions in order to preserve, guarantee and foster a competitive environment.

e. Avoid all types of contact with their competitors the purpose or effect of which is to coordinate their market practices or restrict competition through practices such as directly or indirectly fixing prices or other market conditions or the sharing of markets or customers.

In particular, they shall refrain from any form of conduct that falls under the category of a cartel, and especially from the sharing of markets or customers in the context of public tenders to which the companies of the Group may submit bids (such as submitting courtesy or cover bids, refraining from participating in certain tenders, rotating winning bids or participating in collective boycotts).

f. Not engage in interactions with competitors aimed at exchanging anti-competitive information, particularly if it concerns strategic information relating to future prices or quantities) and refrain from entering into agreements or participating in concerted practices with competitors that restrict competition.

In this regard, representatives of the Group’s companies who are attending industry association meetings shall exercise particular care and caution to avoid exchanging commercially sensitive information with other competitors or reach any anti-competitive verbal agreement therewith during the course of such meetings or participating in other types of conversations or communications from which the existence of anti-competitive agreements or concerted practices could be inferred.

g. Analyse and assess with particular caution from a competition perspective such agreements as the Company or the Group’s other companies may enter into with other companies operating at different levels of the production or distribution chain.

h. In the event that any company of the Group has a dominant position in the markets in which it operates, adopt guidelines for conduct in its relationships with competitors, customers, suppliers and end users, as well as take specific precautions to prevent it from taking advantage of its position to impose abusive conditions on other market operators (whether by exploiting the other party (such as suppliers or customers) by means of financially abusive terms and conditions, by abuse of exclusivity, by expelling or harming the position of competitors in the market, or by any other means).

i. Before entering into any transaction that might constitute a concentration (including, among others, those capable of significantly affecting the maintenance of effective competition), analyse the transaction to determine whether it: (i) might be considered to be a concentration; (ii) should be subject to prior notification to the competent authorities; or (iii) requires that execution or implementation be suspended until clearance has been obtained from the competition authorities in the relevant jurisdictions.
j. Foster the use of the channels activated in the internal communication system provided for in the Compliance and Internal Reporting and Whistleblower Protection System Policy to report or denounce potentially improper conduct or acts that are potentially illegal or contrary to law or to the Governance and Sustainability System in terms of competition issues that concern or affect the scope of the companies of the Group's activities, their suppliers, or their interests and image.

k. Encourage suppliers to comply with the competition policies, rules and procedures established within the Group's boundary.

l. Strengthen and develop a culture of compliance with competition law and commitment to promoting free and fair competition, reinforcing the awareness of its professionals concerning the significance of this matter and particularly involving the members of the management team in this work, given that this is a particularly fast-changing area with significant implications for the daily activity of the Group's companies.

m. Implement appropriate competition law training programmes and communication plans for the professionals of the Company and the other companies of the Group that are effective, comprehensive and adjusted to the specific business of each company to promote greater awareness of the significance and potential implications of this matter, at the same time as providing the necessary tools and knowledge to identify potential risks and adopt the necessary mitigation measures with sufficient frequency to ensure that their knowledge of the subject matter of this Policy is up-to-date.

n. Provide all the assistance and cooperation that the competition authorities may require in the performance of their duties, and particularly for the investigation of any conduct that may constitute a violation of the legal provisions on competition.

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This Policy was initially approved by the Board of Directors on 20 June 2023.
20 December 2022

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”). The Board of Directors is also responsible for formulating the tax strategy and approving investments and transactions that are particularly important from a tax standpoint because of the high amount or special characteristics thereof.

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Corporate Tax Policy (the “Policy”).

1. Purpose

This Policy is intended to set forth the Company’s tax strategy, based on excellence and a commitment to the application of good tax practices within the framework of the corporate and governance structure of the Group.

The Company’s tax strategy consists basically of ensuring compliance with applicable tax laws and regulations and seeking to establish an appropriate coordination of the tax practices followed by the companies of the Group, all within the framework of fulfilling the corporate interest and supporting a long-term business strategy that avoids tax risks and inefficiencies in the implementation of business decisions.

To that end, the Company takes into account all legitimate interests, including public interests, that converge in its business. In this connection, the taxes that the companies of the Group pay in the countries and territories in which they do business are their main contribution to sustaining public expenditures and, accordingly, one of their contributions to society and to the achievement of goal eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. Main Principles of Conduct

Compliance by the companies of the Group with their tax obligations and their relations with tax authorities shall be governed by the following main principles of conduct, the application of which corresponds to each of them in accordance with the standards set out in section 5 below:

a. compliance with tax rules in the various countries and territories in which the companies of the Group operate, paying all taxes due in accordance with the legal system.

b. the making of decisions on tax matters by the companies of the Group based on a reasonable interpretation of applicable legal provisions and in close connection with their activities.
c. the prevention and reduction of significant tax risks, ensuring that taxes bear an appropriate relationship to the structure and location of activities, human and material resources, and business risks.

d. the strengthening of the relationship with tax authorities based on respect for the law, fidelity, reliability, professionalism, cooperation, reciprocity and good faith, without prejudice to the legitimate disputes that observing the aforementioned principles and in the defence of the corporate interest, may arise with such authorities concerning the interpretation of applicable legal provisions.

e. the provision of information to the management decision-making bodies on the main tax implications of the transactions or matters submitted to it for approval, when they are a significant factor in making a decision.

f. envisaging the taxes that Group companies pay in the countries and territories in which they operate as the principal contribution to sustaining public expenditures, and therefore as one of their contributions to society

4. Good Tax Practices

Applying the foregoing principles, the companies of the Group assume the following good tax practices:

a. not to use artificial structures unrelated to their business for the sole purpose of reducing their tax burden nor, in particular, enter into transactions with related entities solely to erode the tax basis or to transfer profits to low-tax territories.

b. avoid opaque structures for tax purposes, which are understood as structures calculated to prevent knowledge by the competent tax authorities of the party ultimately responsible for the activities or of the ultimate owner of the assets or rights involved.

c. not to create or acquire companies resident in countries or territories that Spanish legal provisions deem to be tax havens or that are included in the EU blacklist of non-cooperative jurisdictions, with the sole exception of those cases in which the Group company in question is forced to do so because it is an indirect acquisition in which the company in question is part of a group of companies that are being acquired, in which case the provisions of the Procedure for the Creation of or Acquisition of Equity Interests in Special Purpose Entities or Entities Domiciled in Tax Havens approved by the Company's Board of Directors must be taken into account.

This procedure shall also apply in the case of creation or acquisition of entities residing in countries or territories not considered to be tax havens under Spanish legal provisions but included in the EU grey list of non-cooperative jurisdictions and with which Spain has not signed a treaty for the avoidance of double taxation.

d. follow the recommendations of the good tax practices codes implemented in the countries and territories in which the companies of the Group do business, taking into account the specific needs and circumstances of all of the companies making up the Group.

In Spain, the Company has adhered to the Code of Good Tax Practices (the “Code”) approved on 20 July 2010 by the full Forum of Large Businesses (Foro de Grandes Empresas) established on 10 July 2009 at the behest of the National Tax Administration Agency (Agencia Estatal de Administración Tributaria).

Without prejudice to any revision of this Policy by the Company's Board of Directors within the framework of ongoing improvement of the Governance and Sustainability System, the Company's commitment concerning compliance with, further development, and implementation of the Code shall extend to any other good tax practices that stem from the recommendations of the Code in effect at any time, even if not expressly set forth in this Policy.

The Company is also committed to compliance with the OECD Guidelines for Multinational Enterprises in the area of taxation.

e. cooperate with the competent tax authorities in the detection of and search for solutions for fraudulent tax practices of which the Company is aware that may be used in the markets in which the companies of the Group have a presence.

f. provide significant tax-related information and documents that may be requested by the competent tax authorities in the exercise of their powers, as soon as practicable and with the required scope.

g. notify the appropriate body of the tax authority and sufficiently discuss therewith all significant issues of fact of which it has notice, in order to commence the appropriate investigative proceedings, if any, and to promote agreements and consents during the course of inspection proceedings, to the extent reasonably possible and without impairing good corporate management.

h. make available to anyone who so desires the reporting channels required for them to report conduct that may involve the commission of an improper act or an act contrary to law or the Governance and Sustainability System, including the rules of conduct established in the Code of Ethics, and therefore including conduct in the tax area.

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5. Application of the Policy within the Framework of the Corporate and Governance Structure of the Group

The application of this Policy shall be governed by the following principles in accordance with the configuration of the Group’s corporate and governance structure:

a. With respect to the Company

The Board of Directors of the Company, through its chairman, chief executive officer and members of its management team, shall promote due observance of the principles and good tax practices set forth in this Policy by the companies forming part of the Group with significant activities in the tax area.

The foregoing shall in any event be deemed to be without prejudice to the special framework of strengthened autonomy applicable to the listed country subholding companies.

b. With respect to the country subholding companies

As regards the principles and good tax practices set out in this Policy, the country subholding companies shall assume the responsibilities of determining, organising, coordinating and supervising compliance, in the respective territories, countries or businesses in which they operate, with the standards that must be followed in the application of those taxes that, due to the nature thereof, affect more than one company of the Group.

Specifically, the boards of directors of the country subholding companies shall ensure compliance with this Policy at the territory or country level, specifying its content based on the laws applicable in each jurisdiction.

c. With respect to the head of business companies

The head of business companies shall be responsible for complying with their tax obligations, in all events respecting the principles and good tax practices set out in this Policy and the standards established by the country subholding companies.

In particular, the boards of directors of the head of business companies shall be responsible for ensuring compliance with this Policy by the entities of the Group through which they carry out their respective businesses.

The provisions of the preceding paragraphs shall be without prejudice to respect for the corporate autonomy of the subsidiaries of the head of business companies domiciled in countries or territories other than that of the parent company or to their own responsibility in complying with their tax obligations while observing the principles and good practices set forth in this Policy.

Without prejudice to the provisions of law and the provisions set forth above in this section, the management body of each company of the Group shall be responsible for ensuring that the information such company provides to comply with the tax obligations of the tax group to which it belongs complies with applicable tax provisions as well as the principles and rules set forth in this Policy. Said information shall in all cases be prepared in accordance with the standards set by each country subholding company pursuant to the provisions established by the tax divisions of each territory, country or business.

6. Monitoring and Control

The companies of the Group shall adopt the control mechanisms necessary to ensure compliance with the tax laws and regulations, as well as the principles and good practices set forth in this Policy, as part of proper business management. They shall also use proper and sufficiently qualified human capital and material resources for such purposes.

The Company’s Global Tax Division (or division that assumes the duties thereof) shall approve and periodically review guidelines for the evaluation and management of tax risk applicable to all companies of the Group, which shall include objective standards to classify transactions based on the tax risk thereof, as well as different procedures for the approval thereof, and shall act as the body responsible for tax compliance within the Company, in coordination with the Company’s Compliance Unit, proactively and independently endeavouring to ensure compliance with tax provisions as well as with the principles and good practices contained in this Policy.

The head of business companies shall report to the country subholding companies on an annual basis regarding the level of compliance with this Policy. In turn, the audit and compliance committees of the country subholding companies shall report to the Company’s Audit and Risk Supervision Committee on the level of compliance with this Policy.

The Audit and Risk Supervision Committee shall, in accordance with the provisions of its regulations, provide to the Board of Directors information on the tax policies and standards applied by the Company during the financial year and, in particular, on the level of compliance with the Policy by the companies of the Group.
In addition, in the case of transactions or matters that must be submitted to the Board of Directors for approval, it shall report on the tax consequences thereof when they constitute a significant factor.

7. Transparency

The Company’s annual corporate governance report shall set forth the degree of effective compliance with the Code by the Company, as well as with other similar codes or recommendations of other jurisdictions to which the companies of the Group have adhered, and shall report on the operation of the systems for controlling tax risks.

In addition, in compliance with the Company’s commitment to transparency in relations and in communication with its Stakeholders, it shall disclose the most relevant information on the performance of the Group’s companies in tax matters and its tax contribution to the maintenance of public expenditures in the main countries and territories in which it operates, endeavouring to ensure that the information is clear, useful and truthful.

This Policy was initially approved by the Board of Directors on 14 December 2010 and was last amended on 20 December 2022.
17. Personal Data Protection Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

In fulfilling these responsibilities, and within the framework of the law and the By-Laws, the guidelines for conduct that take shape in the Purpose and Values of the Iberdrola Group, and its sustainable development strategy, the Board of Directors hereby approves this Personal Data Protection Policy (the “Policy”).

1. Purpose

The purpose of this Policy is to establish the common and general principles and guidelines for conduct that are to govern within the boundary of the Group as regards personal data protection, ensuring compliance with applicable law under all circumstances.

In particular, this Policy guarantees the right to the protection of personal data for all natural persons who establish relations with the companies belonging to the Group, ensuring respect for the rights to reputation and to privacy in the processing of the various categories of personal data from different sources and for various purposes based on their business activities, all in compliance with the Company’s Policy on Respect for Human Rights.

2. Scope of Application

This Policy applies to all companies of the Group, as well as to all investees not belonging to the Group over which the Company has effective control, within the limits established by law, and to all people engaging in relations with entities belonging to the Group.

Without prejudice to the provisions of the preceding paragraph, listed country subholding companies and their subsidiaries, based on their own special framework of strengthened autonomy, may establish an equivalent policy, which must be in accord with the principles set forth in this Policy and in the other environmental, social and corporate governance and regulatory compliance policies of the Governance and Sustainability System.

At those companies in which the Company has an interest and to which this Policy does not apply, the Company will promote, through its representatives on the boards of directors of such companies, the alignment of their own policies with those of the Company.

This Policy shall also apply, to the extent relevant, to the joint ventures, temporary joint ventures (uniones temporales de empresas) and other equivalent associations, if the Company assumes the management thereof.

3. General Principles relating to the Processing of Personal Data

Group companies shall thoroughly comply with personal data protection law in their jurisdiction, the laws that apply based on the processing of personal data that they carry out and the laws determined by binding rules or resolutions adopted within the boundary of the Group.

Group companies shall also strive to ensure that the principles set forth in this Policy are taken into account (i) in the design and implementation of all procedures involving the processing of personal data; (ii) in the products and services offered thereby; (iii) in all contracts and obligations that they formalize with natural persons; and (iv) in the implementation of any systems and platforms that allow access by professionals of the Group’s companies or third parties to personal data and the collection or processing of such data.
4. Main Principles relating to the Processing of Personal Data

The principles relating to the processing of personal data on which this Policy is based are described below:

a. Principle of legitimate, lawful and fair processing of personal data.

The processing of personal data shall be legitimate, lawful and fair, in accordance with applicable law. In this sense, personal data must be collected for one or more specific and legitimate purposes in accordance with applicable law.

When so required by law, the consent of the data subjects must be obtained before their data are collected.

Also when so required by law, the purposes for processing the personal data shall be explicit and specific at the time of collection thereof.

In particular, Group companies shall not collect or process personal data relating to ethnic or racial origin, political ideology, beliefs, religious or philosophical convictions, sexual orientation or practices, trade union membership, data concerning health, or genetic or biometric data for the purpose of uniquely identifying a person, unless the collection of said data is necessary, legitimate and required or permitted by applicable law, in which case they shall be collected and processed in accordance with the provisions thereof.

b. Principle of minimisation.

Only personal data that are strictly necessary for the purposes for which they are collected or processed and adequate for such purposes shall be processed.

c. Principle of accuracy.

Personal data must be accurate and up-to-date. They must otherwise be erased or rectified.

d. Principle of storage duration limitation.

Personal data shall not be stored for longer than is necessary for the purposes for which they are processed, except in the circumstances established by law.

e. Principles of integrity and confidentiality.

Personal data must be processed in a manner that uses technical or organisational measures to ensure appropriate security that protects the data against unauthorised or unlawful processing and against loss, destruction or accidental damage.

The personal data collected and processed by Group companies must be stored with the utmost confidentiality and secrecy, may not be used for purposes other than those that justified and permitted the collection thereof, and may not be disclosed or transferred to third parties other than in the cases permitted by applicable law.

f. Principle of proactive responsibility (accountability).

Group companies shall be responsible for complying with the principles set forth in this Policy and those required by applicable law and must be able to demonstrate compliance when so required by applicable law.

Group companies must perform a risk assessment of the processing that they carry out in order to identify the measures to apply to ensure that personal data are processed in accordance with legal requirements. When so required by law, they shall perform a prior assessment of the risks that new products, services or IT systems may involve for personal data protection and shall adopt the necessary measures to eliminate or mitigate them.

Group companies must maintain a record of activities in which they describe the personal data processing that they carry out in the course of their activities.

In the event of an incident causing the accidental or unlawful destruction, loss or alteration of personal data, or the disclosure of or unauthorised access to such data, the internal protocols established for such purpose by the Company’s Corporate Security Division (or by such division as may assume the duties thereof at any time) and those that are established by applicable law must be followed. Such incidents must be documented and measures shall be adopted to resolve and mitigate potential adverse effects for data subjects.

In the cases provided for by law, data protection officers shall be designated in order to ensure that Group companies comply with the legal provisions on data protection.
g. Principles of transparency and information.

Personal data shall be processed in a transparent manner in relation to data subjects, with the provision to data subjects of intelligible and accessible information regarding the processing of their data when so required by applicable law.

For purposes of ensuring fair and transparent processing, the Group company that is responsible for the processing must inform data subjects whose data are to be collected of the circumstances relating to the processing in accordance with applicable law.

h. Acquisition or procurement of personal data.

It is forbidden to purchase or obtain personal data from unlawful sources, from sources that do not sufficiently ensure the lawful origin of such data or from sources whose data have been collected or transferred in violation of the law.

i. Engagement of data processors.

Prior to engaging any service provider that may have access to personal data for which Group companies are responsible, as well as during the effective term of the contractual relationship, such Group companies must adopt the necessary measures to ensure and, when legally required, demonstrate, that the data processing by the data processor is performed in accordance with applicable law.

j. International transfers of data.

Any processing of personal data that is subject to European Union regulations and entails a transfer of data outside the European Economic Area must be carried out strictly in compliance with the requirements established by applicable law in the jurisdiction of origin. In addition, Group companies located outside the European Union must comply with any requirements for international transfers of personal data that are applicable in their respective jurisdictions.

k. Rights of data subjects.

Group companies must allow data subjects to exercise the rights of access, rectification, erasure, restriction of processing, portability and objection that are applicable in each jurisdiction, establishing for such purpose such internal procedures as may be necessary to at least satisfy the legal requirements applicable in each case.

5. Implementation

Pursuant to the provisions of this Policy, the Corporate Security Division, together with the Company’s Legal Services (or such divisions as may assume the duties thereof at any time), shall develop and keep updated internal rules for global data protection management at the Group level, which shall be implemented by said division and which shall be mandatory for all members of the management team and professionals of the Company.

Likewise, the Corporate Security Division and the Legal Services Division of each country (or such divisions as may assume the duties thereof at any time), shall establish local internal procedures designed to implement the principles laid down in this Policy and to adapt the content thereof in accordance with applicable law in their respective jurisdictions.

The Legal Services Division of each country (or such division as may assume the duties thereof at any time) shall be responsible for informing the Company’s Corporate Security Division of regulatory developments and news that occur in the area of personal data protection.

The Company’s Systems Division (or such division as may assume the duties thereof at any time) shall be responsible for implementing the information technology systems of the companies of the Group, the information technology controls and developments that are appropriate to ensure compliance with the internal rules for global data protection management, and shall ensure that said developments are updated at all times.

In addition, the businesses and corporate divisions must (i) subject to the provisions of applicable law in each case, appoint the persons responsible for the data, who shall act on a coordinated basis and under the supervision of the Company’s Corporate Security Division (or such division as may assume the duties thereof at any time); and (ii) coordinate with the Corporate Security Division (or such division as may assume the duties thereof at any time) any activity that involves or entails the management of personal data, in all cases adhering to the special framework of strengthened autonomy of the listed country subholding companies.

Finally, the Cybersecurity Committee, created pursuant to the provisions of the Cybersecurity Risk Policy, shall monitor the general status of personal data protection at companies of the Group and shall endeavour to ensure proper Group-level coordination of risk practices and management in the area of personal data protection, assisting the Corporate Security
Division (or such division as may assume the duties thereof at any time) in the approval of rules in the area of cybersecurity and data protection.

6. Control and Evaluation

   a. Control

   The Corporate Security Division (or such division as assumes the duties thereof at any time) shall supervise compliance with the provisions of this Policy by the Company and the other entities of the Group. The foregoing shall in any event be without prejudice to the responsibilities vested in other bodies and divisions of the Company and, if applicable, in the management decision-making bodies of the companies within the Group.

   Regular audits shall be performed with internal or external auditors in order to verify compliance with this Policy.

   b. Evaluation

   The Corporate Security Division (or such division as assumes the duties thereof at any time) shall evaluate compliance with and the effectiveness of this Policy at least once per year and shall report to the Finance, Control and Corporate Development Division, or to the division assuming such duties at any particular time, on the results of such evaluation.

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This Policy was initially approved by the Board of Directors on 21 July 2015 and was last amended on 20 June 2023.
# Part II. Risk Policies

1. **General Risk Control and Management Policy**

2. **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
   - Purchasing Policy
   - Information Technology Policy
   - Cybersecurity Risk Policy
   - Reputational Risk Framework Policy
   - Occupational Safety and Health Policy

3. **Specific Risk Policies for the Various Group Businesses**
   - Risk Policy for the Networks Businesses of the Iberdrola Group
   - Risk Policy for the Electricity Production and Customers Businesses of the Iberdrola Group
   - Risk Policy for the Real Estate Business
1. General Risk Control and Management Policy

20 June 2023

The Board of Directors of IBERDROLA, S.A. (the “Company”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company, of its shareholders and of the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

Among the risk policies, the General Risk Control and Management Policy (the “Policy”) identifies the principal risks of the Group’s companies and organises appropriate internal control and information systems, as well as the regular monitoring of such systems.

1. Object

The object of the Policy is to establish the basic principles and general framework for the control and management of all kinds of risks facing the Company and the other companies of the Group, and which must be applied in accordance with the provisions of the Purpose and Values of the Iberdrola Group.

The Policy is further developed and supplemented through specific policies that may be established for certain risks, corporate functions or businesses within the boundary of the Group.

The country subholding companies must adopt said risk policies of the Company and define the application thereof, approving guidelines on specific risk limits based on the nature and particularities of the businesses in the various countries and territories.

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

2. Scope

The Policy applies to all companies that make up the Group, as well as to the companies that are not part of the Group in which the Company has an interest and over which it has effective control, within the limits established by the laws applicable to the regulated activities carried out by the 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 this Policy and in the other risk policies of the Company.

At those companies in which the Company has an interest but which do not form part of the Group, the Company shall promote risk principles, guidelines and limits consistent with those established in this Policy and in the supplementary risk policies and shall maintain appropriate channels of information to ensure a proper understanding of the risks.

3. Risk Factors – Definitions

From a general viewpoint, a risk is considered to be any threat that an event, action or omission may prevent the Group’s companies from reaching their objectives and successfully carrying out their strategies.

The risk factors to which the Group’s companies are subject generally are listed below:

a. Corporate Governance Risks: arising from a possible breach of: (i) applicable law, (ii) the provisions of the Governance and Sustainability System, (iii) the recommendations of the Good Governance Code of Listed Companies of the National Securities Market Commission (“CNMV”) and its practical guides, and (iv) international standards in this area.
Potential consequences include: (i) the challenge of corporate resolutions; (ii) the participation of dissident shareholders at the General Shareholders' Meeting; (iii) requests received from the CNMV, or any sanction thereby; and (iv) divestment from or lack of interest in investing in shares of the Company.

b. **Market Risks**: understood as the exposure of the results and assets of the Group's companies to changes in prices and other market variables, including:
   - **Financial**: exchange rate, interest rate, solvency, liquidity, inflation and the value of financial assets and liabilities.
   - **Energy and other raw materials**: electricity, gas and other fuel prices and CO₂ emission rights or other support mechanisms for renewables, as well as those related to other raw materials (including steel, aluminium, copper and polysilicon, amongst others).

c. **Credit Risks**: defined as the possibility that a counterparty breaches its contractual obligations, thus causing an economic or financial loss to the Group's companies, including the risks of payment and costs of replacement. Counterparties may include end customers, counterparties in financial markets or energy markets, partners, suppliers, contractors, financial institutions and insurance companies.

d. **Business Risks**: defined as the uncertainty regarding the performance of key variables inherent in the various activities of the Group's companies through their businesses, such as the characteristics of demand, weather conditions and the strategies of different players.

e. **Regulatory and Political Risks**: are those arising from regulatory changes made by the various regulators, such as changes in compensation of regulated activities or in the required conditions of supply, or in environmental or tax regulations, including risks relating to political changes that might affect legal security and the legal framework applicable to the businesses of the Group's companies in each jurisdiction, nationalisation or expropriation of assets, the cancellation of operating licences and the termination of government contracts.

f. **Operational, Technological, Environmental, Social and Legal Risks**: those relating to direct or indirect economic losses caused by external events or inadequate internal processes, including those arising from:
   - technological failures, human error and technological obsolescence;
   - the operation and construction of facilities;
   - procurement and the supply chain;
   - cybersecurity and information technology systems;
   - the safety and health of people;
   - climate change, extreme natural phenomena and pandemics;
   - regulatory compliance;
   - trustworthiness of financial and non-financial information;
   - fraud and corruption; and
   - litigation, arbitration and taxation issues.

g. **Reputational Risks**: potential negative impact on the value of the Group's companies resulting from conduct on the part of the company that is below the expectations created among the various Stakeholders, as defined in the Stakeholder Engagement Policy, including behaviour or conduct relating to corruption.

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 growth probability, but which could eventually become material for the Group's companies.
   - the inclusion of secondary risk factors, including financial, environmental, social, governance (“ESG”), fraud or corruption, tax, health, cybersecurity or third party risk factors.

### 4. Basic Principles

The Group's companies 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.
5. Comprehensive Risk Control and Management System

The Policy and the basic principles underpinning it are implemented by means of a comprehensive risk control and management system, supported by the Company’s Risk Committee and based upon a proper definition and allocation of operational and supervisory duties and responsibilities and upon 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, which review and dictate the risk appetite to be assumed each year in both qualitative and quantitative terms, in accordance with the objectives set out in the multi-year plan and the annual budget.

b. The **ongoing identification of significant risks and threats**, taking into account their possible impact on key management objectives and the accounts (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 Group’s companies as a whole.

d. The measurement and control of risks following homogeneous procedures and standards common to all of the Group's companies.

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 Area.

6. Risk Policies and Limits

The Policy is further developed and supplemented by the following policies, which are also subject to approval by the Company’s Board of Directors:

**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.
- Purchasing Policy.
- Information Technology Policy.
- Cybersecurity Risk Policy.
- Reputational Risk Framework Policy.
- Occupational Safety and Health Policy.

**Specific risk policies for the various businesses of the Group’s companies:**

- Risk Policy for the Networks Businesses of the Iberdrola Group.
- Risk Policy for the Real Estate Business.

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This Policy was initially approved by the Board of Directors on 18 December 2007 and was last amended on 20 June 2023.
2. Corporate Risk Policies

21 February 2023

Corporate Credit Risk Policy

The Corporate Credit Risk Policy provides the framework for the monitoring and the management of credit risk from a global viewpoint covering the companies of the Group, credit risk being understood as all counterparty risks that, in the event of default by such counterparty, might cause certain companies of the Group to sustain an economic or financial loss.

The policy focuses on identified segments within the financial relationships of the Group’s companies that create credit exposure and must be monitored.

Exposure to credit risk occurs in various ways, depending on the type of relationship with the counterparty, which takes the form of settlements, replacement costs and pending write-offs. In particular, the Corporate Credit Risk Policy establishes the identification and segmentation into homogeneous groups of the principal types of relations that give rise to credit exposure within the Group, the implementation of mechanisms to identify common counterparties, the application of corporate guidelines for acceptance of counterparties, as well as the establishment of risk limits in the aggregate and by counterparty, in accordance with credit quality standards.

Additionally, the risk policies for each business establish specific credit risk limits and guidelines in line with the characteristics thereof.

Corporate Market Risk Policy

The Corporate Market Risk Policy provides a global framework for the monitoring and management of market risk within the boundary the Group, market risk being understood as any potential loss of margin or value due to adverse changes in price-determining factors.

In particular, the Corporate Market Risk Policy sets out differentiated guidelines for the management of the market risk associated with the various activities connected to the energy value chain:

- a. Energy management and sales activities associated with the core business for sale in the liberalised market (electricity production at the Company’s own plants, including the supply of fuel and emission allowances, electricity and gas supply, forward, wholesale or retail sale of electricity and natural gas through the Company’s own supply company, dedicated generation or cogeneration plants with or without a power purchase agreement and related hedging transactions).
- b. Regulated energy management or sale activities.
- c. “Discretionary trading” of electricity, natural gas, emission allowances and other fuel and associated products, with respect to which a global “stop-loss” limit is established at the Group level.

Additionally, the risk policies for each business establish specific market risk limits and guidelines adjusted to the characteristics thereof and to the countries and territories in which the Group’s companies are present.

Operational Risk in Market Transactions Policy

The Operational Risk in Market Transactions Policy establishes a global framework for the control and management of operational, regulatory and reputational risks that may arise in the day-to-day management of trading desks within the markets in which the companies of the Group operate.

It is based on the implementation of a sound internal control framework with the following key elements: (i) a strong risk culture; (ii) proper segregation of duties; (iii) formalisation of clear policies and processes; and (iv) secure and flexible reporting systems.

It also establishes a number of specific guidelines, grouped into categories, which will apply to the various activities performed by each of the affected trading desks.
Insurance Policy

The Insurance Policy provides the framework for the monitoring and management, through insurance, of the Company’s global exposure to the impact of the operational risks associated with all the activities and businesses managed by the Company and the other companies making up the Group.

It includes the limits for the main insurance programmes, including:

- Damage to conventional assets.
- Damage to renewables.
- Civil liability.
- Environmental risks (EIL).
- Nuclear risk.
- Cyber risks.
- Liability of directors and members of the management team.

The policy states that the optimal scope and levels of risk retention should be based on the objective of optimising the total cost of the risk.

There is provision for the monitoring of the following, among others: (i) maximum annual loss, understood as “cost of premiums plus the maximum probable cost of the risk retained in insured events”, (ii) risk to be assumed by the captive reinsurance company belonging to the Group, (iii) the main limits of the indemnities; and (iv) main deductibles assumed.

Investment Policy

The Investment Policy provides a common framework for the analysis and monitoring of new investment or divestment projects of the businesses carried out by the companies making up the Group and of the risks associated therewith.

In particular, the Investment Policy sets general limits in terms of profitability and risk for each project, as well as the manner in which it fits into the overall Group-level strategy, the impact on results, and the years for recovery of the investment.

The Investment Policy also provides for monitoring the expected annual volume of investments and governs the issuance of guarantees to third parties.

Financing and Financial Risk Policy


It provides that a Group-level strategy must be developed for the financing and management of financial risks that allows for the acquisition of the funds necessary to meet investment and operational needs under optimum cost and risk conditions:

- ensuring liquidity.
- setting the appropriate levels of risk to be assumed in order to optimise the cost/risk ratio within established limits.
- transferring the level of risk associated with financial variables that the Company does not wish to assume to external entities specialising in the management of such risks.
- maintaining solvency indicators that enable the Group’s companies to maintain their credit rating in accordance with pre-established objectives.
- complying with the requirements of local regulators and the tax provisions applicable in each country or territory.

The Financing and Financial Risk Policy sets out the basic principles and guidelines applicable to all activities in respect of financial risk, as well as specific limits for the control of certain identified financial risks, namely currency risk, interest rate risk, liquidity risk and solvency risk, among others.

In particular, and in relation to the performance of the function of managing financial risk, it is established that the Finance and Treasury Division (or the division assuming the duties thereof) will be responsible for coordinating and controlling the financial operations of the companies of the Group.
Treasury Share Policy

The Treasury Share Policy provides the framework for the control and management of transactions in shares issued by the Company or financial instruments and contracts of any kind with shares of the Company as the underlying asset, by the Company or by any of the companies of its Group, and the risk associated therewith, with the expectation that said transactions shall be conducted in compliance with applicable regulations and with the resolutions adopted in this regard at a General Shareholders’ Meeting, and that they shall always pursue lawful aims, such as:

a. providing investors with sufficient liquidity and depth in the trading of the Company’s shares.
b. stabilising the share price after a public offer for the sale or subscription of shares through the loan of own shares by the Company and the granting of an option to the underwriters to purchase or subscribe shares.
c. implementing programmes for the purchase of treasury shares approved by the Board of Directors or by the shareholders at a General Shareholders’ Meeting and, in particular, making available to the Company the shares required to comply with the share delivery commitments previously assumed thereby under issuances of securities or corporate transactions, as well as compensation schemes or loyalty plans for shareholders (e.g., payment of dividends in kind), directors, officers or the other professionals of the Group’s companies.
d. honouring other previously-assumed lawful commitments.
e. any other purpose allowed under applicable legal provisions.

The Treasury Share Policy also sets out a number of guidelines and limits to appropriately mitigate and limit treasury share risk.

Risk Policy for Equity Interests in Listed Companies

The Risk Policy for Equity Interests in Listed Companies provides the framework for the monitoring and management of risks affecting the various holdings in listed companies in the form of shares and derivatives:

a. in companies within the scope of consolidation (subsidiaries and affiliated companies).
b. in financial investments (financial assets at fair value through profit or loss and available-for-sale financial assets).

Purchasing Policy

The Purchasing Policy provides the overall framework for the control and management of the risks deriving from the purchase of materials and equipment and from contracting for works and services within the framework of the Group, with special emphasis being laid on adherence to ethical commitments at the Group level and of the suppliers of the companies making up the Group.

The policy rests on the following basic principles:

• promoting a strong risk culture and the development of a corporate culture based on ethics and honesty across the entire organisation, capable of supporting the professional and ethically responsible behaviour of the entire workforce, through strict application of the Code of Ethics.

• establishing, in a coordinated fashion, the standards and controls associated with purchasing activities for the benefit of the companies making up the Group, ensuring full adherence to the corporate organisation deriving from the Governance and Sustainability System.

• implementing the mechanisms required for purchasing decisions to in any event ensure the achievement of balance among technical competence, quality and price as well as the rating and quality of the supplier as a key condition for the contribution of value.

• establishing supplier selection procedures that conform to standards of objectiveness, impartiality and equal opportunity, ensuring at all times the professionalism of their workforce as well as loyalty to the Group’s companies and their shareholders regardless of their own or third-party interests.

• promoting strict compliance by suppliers with contractual terms and conditions and with applicable law, placing special attention on respect for the environment and on the principles contained in the Policy on Respect for Human Rights, favourably assessing compliance with the provisions in the area of reconciliation and gender equality in the Equality, Diversity and Inclusion Policy, and requiring acceptance of the principles of conduct set out in the Code of Ethics specifically applicable to the suppliers of the Group’s companies.
• furthering a supplier relationship policy based on the principles of corporate ethics and transparency, striving for continuous improvement and mutual benefit and promoting innovation and development activities.

• fostering the motivation and active participation of professionals, as well as the training required for the performance of their tasks and the continuous education thereof.

• promoting sustained, inclusive and sustainable economic growth, productive employment and decent work for all professionals forming part of the value chain of the Group's companies, in line with the provisions of goal eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

The Purchasing Policy establishes guidelines and limits regarding levels at which authority may be delegated and purchasing procedures within the Group's companies in accordance with the aforementioned principles, as well as regarding the organisation principles that must be observed to ensure full adherence to the corporate organisation deriving from the Governance and Sustainability System.

Information Technology Policy

The Information Technology Policy establishes an overall framework for the governance and management of the processes and actions relating to information technology (IT) within the companies of the Group. It contemplates the management of risks associated with the use, ownership, operation, participation, influence and adoption of specific information technology, or the processes for the management and control thereof.

The Information Technology Policy also defines an integrated management framework that allows for a global technological focus and is intended to ensure the appropriate management of information technology and of the risks associated therewith, promoting the creation of value through an effective and innovative use of information technology and the satisfaction of internal and external users with the level of commitment and services provided, maintaining a balance between the generation of profits, the optimisation of risk levels and an efficient use of resources, based on standards of proportionality.

The policy also contains the guidelines of an information technology governance model that is common to the Group's companies, based on the creation of a Global IT Governance Committee, which will supervise compliance of information technology within the Group's companies, including the significant aspects of the audits and evaluations of compliance therewith and related action plans.

Cybersecurity Risk Policy

The Cybersecurity Risk Policy establishes a global framework for the control and management of the cybersecurity risks applicable to all the companies of the Group. In particular, it refers to the risks arising from threats and vulnerabilities affecting the control systems or information technology and communications systems of the Group's companies, as well as any other asset forming part of their cyber-infrastructure.

It also establishes the guidelines for a common cybersecurity management model for all of the Group's companies, coordinated by a Cybersecurity Committee and based on the development of global rules and procedures to be applied within all the businesses and corporate functions, thus encouraging a strong culture of cybersecurity.

The Cybersecurity Risk Policy rests upon the following basic principles:

• raising awareness among all professionals, third-party suppliers, and partners regarding cybersecurity risks and ensuring that they have the knowledge, skills, experience and abilities needed to support the cybersecurity goals established within the boundary of the Group.

• ensuring that the cyber assets of the Group's companies have an appropriate level of cybersecurity and cyber-resilience and applying the most advanced standards to those that support the operation of critical cyber-infrastructure.

• fostering the existence of appropriate cybersecurity and cyber-resilience mechanisms for the systems and operations managed by third parties that provide services to the Group's companies.

• strengthening capacities for prevention, detection, reaction, analysis, recovery, response, investigation and coordination against terrorist activities and criminality in cyberspace.

• providing procedures and tools that permit rapid adaptation to changing conditions in the technological environment and to new cyberspace threats.

• collaborating with government bodies and agencies in order to contribute to the improvement of cybersecurity in the international sphere.

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promoting the cybersecurity principles established in the Corporate Security Policy.

• protecting information regarding the critical cyber-infrastructure and cybersecurity systems of the Group’s companies.

• implementing efficiency-based cybersecurity measures that contribute to the functionality of the systems and the continuity of key services.

• acting in accordance with applicable law, the Code of Ethics and the Company’s other internal rules.

The Cybersecurity Risk Policy sets out the commitment of the Group’s companies to clearly and transparently report on their risks and incidents in the area of cybersecurity, in accordance with the provisions of law. The Company must inform the market through the National Securities Market Commission on the terms required by law regarding non-public cybersecurity risks and incidents directly or indirectly relating to the Company or any other company of the Group and that, if made public, may have a material impact on the price of the Company’s shares or of any other security that the Compliance Unit defines as an affected security or related derivative instruments and that may constitute inside information, as these terms are defined in the Internal Regulations for Conduct in the Securities Markets.

Until said information is public, those persons who are aware of the existence of the risk or incident in question shall be deemed insiders, within the meaning of the provisions of the Internal Regulations for Conduct in the Securities Markets, may not engage in transactions regarding affected securities and will be subject to the duty of confidentiality, among other restrictions contemplated in said regulations.

Reputational Risk Framework Policy

The object of the Reputational Risk Framework Policy is to establish a benchmark framework for the monitoring and management of reputational risk to be implemented by all of the divisions of the companies making up the Group on a coordinated basis with the ESG Division (or such division as assumes the duties thereof).

The management of corporate reputation seeks two complementary objectives: to bring out opportunities that trigger favourable behaviour towards the Company and the other companies of the Group, and to minimise and mitigate the reputational risk in the activities they perform.

There is a direct relationship between this policy and the Stakeholder Engagement Policy, the purpose of which include identifying the Company’s Stakeholders, engaging them and strengthening relations of trust with them.

The Reputational Risk Framework Policy establishes various recommendations, including crisis management, and lists indicators for monitoring, like RepTrak, as well as standards for measuring the reputation of the Company and its subsidiaries.

Occupational Safety and Health Policy

1. Purpose

The Company’s Board of Directors, recognising the importance of occupational safety and health risks, undertakes to carry out the actions required to provide safe and healthy conditions for the prevention of work-related injuries and health impairments that are suited to the purpose, size and context of each organisation and to the specific nature of the risks for employees of both the Company and the other companies within the Group, as well as in their spheres of influence, thereby contributing to the achievement of goals three and eight of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

2. Main Principles of Conduct

To achieve this goal, the companies of the Group adhere to and promote the following main principles, among others, that must inform all of their activities:

a. Quality, productivity and the profitability of their activities are as important as the safety and physical, mental and emotional health of the people participating in the value chain, including their psychological and social well-being, all of which are permanent and fundamental Group-level objectives.

b. The safety of such people must always prevail. The prevention of work-related injuries and health impairments can be achieved by allocating resources and training to this end.

c. The integration of occupational safety and health in all business processes is a basic principle of effectiveness and efficiency and of collective responsibility.
3. Occupational safety and health commitments

The purpose and basic principles regarding occupational safety and health at the Group level translate into the following commitments assumed by senior management and promoted at all organisational levels:

a. Meeting or exceeding legal and other requirements in the area of occupational risk prevention.

b. The elimination of threats and reduction of risks to occupational safety and health.

c. The integration of occupational safety and health standards in all decisions, business processes and work methods, such that the members of the management team, managers, technicians and employees take full ownership of their responsibilities.

d. The continuous improvement of the occupational safety and health management systems.

e. The consultation and participation of all employees on workplace safety and health.

4. Instruments for the adoption and promotion of occupational safety and health commitments

Group-level occupational safety and health commitments are encouraged through:

a. An organisational structure with clearly defined responsibilities, which is decentralised and based on the principle of subsidiarity.

b. Occupational Safety and Health Policy

c. The acquisition and maintenance of occupational safety and health certifications in line with the strictest international standards.

d. The efficient provision of appropriate technical, financial and human resources.

e. The periodic preparation of specific strategic plans that determine strategic priorities and key matters relating to prevention.

f. The establishment of specific, indicative, stimulating and verifiable objectives regarding occupational safety and health.

g. The exchange of best practices in the area of occupational safety and health among all of the organisations of the Group.

h. Ongoing preparation, training and information for officers, intermediate managers and employees in order to promote safe behaviour and raise awareness of the impact of their work on the safety of persons, processes and facilities.

i. Effective coordination and collaboration with suppliers and providers in order for occupational safety and health to be present in all services and work performed at the facilities of the Group’s companies.

j. The establishment of links of cooperation with the various competent government agencies in occupational safety and health matters in order to become a positive benchmark in this area wherever the Group’s companies engage in their activities.

Participation in international initiatives, ratings and indices relating to safety and health.

All of the foregoing such that the various levels of the organisation are aware of the importance of occupational safety and health in the planning and subsequent implementation of all activities, and that all employees contribute with their daily work to the achievement of the goals set in this field.
3. Specific Risk Policies for the Various Group Businesses

21 February 2023

Risk Policy for the Networks Businesses of the Iberdrola Group

The Risk Policy for the Networks Businesses of the Iberdrola Group provides the framework for the monitoring and management of risks associated with the networks businesses of each country in which the Group has a presence within applicable regulations and the general guidelines set out in the General Risk Control and Management Policy.

The policy applies to all regulated electricity and gas distribution and transmission/transport activities carried out by the Group’s companies in:

- **Spain**

  Regulated networks activities:
  
  a. Distribution of electricity, including the planning, development and operation and maintenance of networks.
  b. Billing and collection of usage charges for direct-to-market customers and retailers.
  c. Reading of the meters of consumers connected to their networks.
  d. Cut-off and reconnection of customers on behalf of retail companies or on their own behalf for direct customers.

- **United Kingdom**

  Regulated networks activities:
  a. Planning, development and operation and maintenance of electricity distribution and transmission networks.

- **United States of America**

  Regulated networks activities:
  a. Electricity transmission and distribution.
  b. Gas distribution and storage.
  c. Retail sale of electricity and natural gas at regulated rates.

- **Brazil**

  Regulated activities of:
  a. Regulated distribution of electricity, including the planning, construction, operation and maintenance of networks.
  b. Supply of electricity for sale at regulated rates, including contracting, measurement, billing, customer service, collection, cut-offs and re-connections for regulated customers.
  c. Planning, construction, operation and maintenance of electricity transmission facilities, including lines and substations.

Significant risks include those associated with the remuneration mechanisms and the incentives and penalties established by each of the regulatory frameworks applicable to each of the distributors in relation to: investments, operational costs, quality and continuity of supply, customer service, technical and commercial losses and, if the applicable regulation establishes an obligation to supply energy at a regulated rate, energy supply and customer arrears.
Risk Policy for the Electricity Production and Customers Businesses of the Iberdrola Group

The Risk Policy for the Electricity Production and Customers Businesses of the Iberdrola Group provides the framework for the monitoring and management of risks associated with the electricity production and retail businesses of the Group’s companies within applicable regulations and the general guidelines set out in the General Risk Control and Management Policy in the various countries and territories in which they operate, defining the activities affected thereby and establishing appropriate management guidelines in accordance with the structure of each market:

a. Production of renewable, nuclear, cogeneration and conventional thermal energy.
b. Wholesaling of energy (electricity, natural gas and liquid natural gas) and other energy products (green-certified and similar).
c. Supply of fuel (for combined cycle and nuclear).
d. Retail sale of electricity, gas and energy services, including long-term sales of electricity through power purchase agreements (“PPAs”).
e. Management of integrated position, based on the particular nature of each country and territory, using energy derivatives.
f. Investments in new generation plants, as well as investments to acquire customers or investments dedicated to supplying customers with electricity.
g. Production and supply of hydrogen.
h. Implementation of industrial heating and cooling projects and facilities.
i. Operation and maintenance of facilities.

Main production and sale activities by country:

- **Spain**: production and sale of renewable and nuclear energy and gas at combined cycle and cogeneration plants. Retail sale of electricity and natural gas.
- **Mexico**: production and sale of renewable energy and gas at combined cycle and cogeneration plants.
- **United Kingdom**: production and sale of renewable energy and retail sale of electricity and natural gas.
- **Brazil**: production and sale of renewable energy and gas at combined cycle plants.
- **United States of America**: production and sale of renewable energy.
- **Other countries**: production and sale of renewable energy in Australia, Portugal, Germany, France and other European countries. Retail sale of electricity and natural gas in Portugal, Italy and France.

Main risks managed:

- Market risk, mitigated by energy sales at regulated rates to long-term fixed price customers (including long-term PPAs) and by hedges, as well as the risks associated with hydro, solar and wind resources and the availability of facilities.
- Credit risks associated with non-payment for electricity by customers and wholesale energy counterparties.
- Operational risks associated with the management of production plants and serving the millions of customers of the Group’s companies.
- The regulatory risks under which businesses operate, associated with the various energy sources used to produce electricity in each country and territory.

Risk Policy for the Real Estate Business

The Risk Policy for the Real Estate Business establishes the framework for the monitoring and management of risks affecting the business carried out by “Iberdrola Inmobiliaria, S.A.” (Sociedad Unipersonal) in order to mitigate and reduce the risks associated with the fulfilment of its objectives within the general guidelines set out in the General Risk Control and Management Policy.

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Particularly contemplated are the risks associated with activities of land management, real estate development and the lease of assets of “Iberdrola Inmobiliaria, S.A.” (Sociedad Unipersonal) in Spain and in other countries and territories.
# Part III. Governance Rules of the Corporate Decision-Making Bodies and other Functions and Internal Committees

<table>
<thead>
<tr>
<th></th>
<th>Regulations for the General Shareholders' Meeting</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Regulations for the Electronic Shareholders' Forum</td>
<td>238</td>
</tr>
<tr>
<td>2.</td>
<td>Regulations of the Board of Directors</td>
<td>259</td>
</tr>
<tr>
<td>3.</td>
<td>Regulations of the Audit and Risk Supervision Committee</td>
<td>264</td>
</tr>
<tr>
<td>4.</td>
<td>Basic Internal Audit Regulations</td>
<td>299</td>
</tr>
<tr>
<td>5.</td>
<td>Regulations of the Appointments Committee</td>
<td>317</td>
</tr>
<tr>
<td>6.</td>
<td>Regulations of the Remuneration Committee</td>
<td>325</td>
</tr>
<tr>
<td>7.</td>
<td>Regulations of the Sustainable Development Committee</td>
<td>337</td>
</tr>
<tr>
<td>8.</td>
<td>Regulations of the Compliance Unit</td>
<td>346</td>
</tr>
<tr>
<td>9.</td>
<td>Internal Rules on Composition and Duties of the Operating Committee</td>
<td>356</td>
</tr>
<tr>
<td>10.</td>
<td></td>
<td>368</td>
</tr>
</tbody>
</table>
1. Regulations for the General Shareholders’ Meeting

17 June 2022

PRELIMINARY TITLE

Article 1. Purpose
Article 2. Scope of Application and Duration
Article 3. Dissemination
Article 4. Priority and Interpretation
Article 5. Amendment

TITLE I. FUNCTION, TYPES AND POWERS

Article 7. Function
Article 8. Types
Article 9. Powers

TITLE II. CALL TO THE GENERAL SHAREHOLDERS’ MEETING

Article 10. Call to the General Shareholders’ Meeting
Article 11. Methods of Holding the Meeting, Announcement of the Call to Meeting and Agenda
Article 12. Supplement to the Call to Meeting and Submission of Well-founded Proposed Resolutions
Article 13. Availability of Information
Article 14. Corporate Website
Article 15. Requests for Information Prior to the General Shareholders’ Meeting

TITLE III. RIGHTS TO ATTEND AND TO PROXY REPRESENTATION

Article 16. Participation
Article 17. Attendance
Article 18. Other Attendees
Article 19. Right to Proxy Representation
Article 20. Attendance, Proxy and Absentee Voting Cards
TITLE IV. INFRASTRUCTURE AND EQUIPMENT

249

Article 21. Place of the Meeting 249
Article 22. Infrastructure, Equipment and Services 249
Article 23. Computer System for the Recording of Proxies and Voting Instructions, Preparation of the List of Attendees, and Calculation of Voting Results 249
Article 24. Shareholder’s Office 250

TITLE V. CONDUCT OF THE GENERAL SHAREHOLDERS’ MEETING

250

Article 25. Opening of the Premises and Monitoring Access Thereto 250
Article 26. Presiding Committee, Chair and Secretary 250
Article 27. Duties of the Chair of the General Shareholders’ Meeting 251
Article 28. Duties of the Secretary for the General Shareholders’ Meeting 251
Article 29. Establishment of a Quorum 252
Article 30. List of Attendees 252
Article 31. Requests to Make Presentations by Shareholders or their Proxy Representatives Attending in Person 252
Article 32. Reports 252
Article 33. Establishment of a Quorum for the General Shareholders’ Meeting 253
Article 34. Period for Presentations by Shareholders or their Proxy Representatives Attending in Person 253
Article 35. Right to Receive Information during the General Shareholders’ Meeting 253
Article 36. Order of Presentations, Requests and Proposals by Shareholders or their Proxy Representatives Attending in Person 254
Article 37. Particular Rules regarding Remote Attendance by Shareholders or their Proxy Representatives 254
Article 38. Temporary Suspension 255
Article 39. Continuation 255

TITLE VI. VOTING AND ADOPTION OF RESOLUTIONS

255

Article 40. Absentee Voting; Powers to Engage in Proxy-Granting and Absentee Voting 255
Article 41. Voting on Proposed Resolutions 256
Article 42. Approval of Resolutions and Announcement of Voting Results 257

TITLE VII. CLOSURE AND MINUTES OF THE MEETING

258

Article 43. Closure 258
Article 44. Minutes 258

TITLE VIII. SUBSEQUENT ACTS

258

Article 45. Publication of Resolutions 258

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PRELIMINARY TITLE

Article 1. Purpose

1. The Regulations for the General Shareholders’ Meeting (the “Regulations”) contain the principles for conducting the General Shareholders’ Meeting of IBERDROLA, S.A. (the “Company”), as well as the basic rules for the call thereto and the preparation and holding thereof.

2. The Regulations seek to achieve greater transparency, efficiency and impetus to the functions of deliberation and decision-making by the shareholders at the General Shareholders’ Meeting, to guarantee equal treatment of all shareholders in the same situation with respect to information, participation and the exercise of voting rights at the General Shareholders’ Meeting, and particularly to promote the maximum participation of the shareholders and their engagement in the life of the Company.

3. The recommendations on good governance generally recognised in the international markets and the best practices regarding the sustainable management of events have been taken into account in the preparation hereof.

Article 2. Scope of Application and Duration

1. The Regulations shall apply to all General Shareholders’ Meetings held by the Company.

2. They shall have indefinite duration and shall become effective upon the first General Shareholders’ Meeting to be called after the meeting at which it is resolved that these Regulations or any subsequent amendments hereof be approved, without prejudice to the rights previously accorded to the shareholders under legal and by-law provisions.

Article 3. Dissemination

These Regulations and any amendments hereto shall be communicated to the National Securities Market Commission (Comisión Nacional del Mercado de Valores) and registered with the Commercial Registry (Registro Mercantil) pursuant to applicable legal provisions. The current text of the Regulations shall be made available on the Company’s corporate website.

Article 4. Priority and Interpretation

1. These Regulations further develop and supplement legal and by-law provisions applicable to the General Shareholders’ Meeting, which shall prevail in the event of contradiction with the provisions hereof, and shall be interpreted in accordance with the Governance and Sustainability System, of which they form a part.

2. Any questions that may arise in connection with the interpretation or application hereof shall be resolved by the Board of Directors, which shall propose such amendments, if any, as it deems appropriate. Those that might arise during the General Shareholders’ Meeting shall be resolved by the chair thereof.

Article 5. Amendment

1. The Board of Directors, and shareholders who individually or collectively represent at least three per cent of the share capital of the Company, shall have the right to propose amendments to the Regulations.

2. The full text of the proposed amendment and a report providing the rationale therefor prepared by the Board of Directors or by the shareholders submitting the proposal shall be made available to the shareholders at the time of the call to the General Shareholders’ Meeting at which a decision is to be made regarding the proposal.


1. In order to promote and facilitate the informed participation of the shareholders, upon the call to the General Shareholders’ Meeting, the Board of Directors may make available thereto a guide, in the medium it deems appropriate (including a virtual assistant), in order to clearly explain the most significant aspects regarding the operation of the General Shareholders’ Meeting and the procedures established for the exercise of their rights thereat.

2. The Board of Directors may approve implementing rules that systematise, adapt and specify the provisions of the Governance and Sustainability System regarding the General Shareholders’ Meeting and the rights of the shareholders related thereto, within the framework of the corporate interest.

3. The Board of Directors shall also entrust to the secretary thereof the preparation and ongoing update of a management framework to coordinate and facilitate the monitoring of all activities necessary for the planning, preparation, call, holding, and formalisation of resolutions at each General Shareholders’ Meeting.

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4. Pursuant to the provisions of the Sustainable Management Policy, the Company shall endeavour to ensure that all actions relating to the organisation of the General Shareholders’ Meeting comply with the best practices in this area.

## TITLE I. FUNCTION, TYPES AND POWERS

### Article 7. Function

1. The General Shareholders’ Meeting is the principal channel for participation of the shareholders within the Company and its sovereign decision-making body, wherein all duly convened shareholders meet to debate and decide, by the majorities required in each case, those matters within their purview, or to be informed of those other matters that the Board of Directors or the shareholders deem appropriate upon the terms provided by law and the Governance and Sustainability System.

2. Decisions of the shareholders at a General Shareholders’ Meeting bind all shareholders, including shareholders who are absent, vote against or in blank, abstain from voting or lack the right to vote, without prejudice to the rights they may have to challenge such decisions.

### Article 8. Types

1. A General Shareholders’ Meeting may be annual or extraordinary.

2. The shareholders acting at an annual General Shareholders’ Meeting, which shall be previously called for such purpose, must meet within the first six months of each financial year in order to approve the annual financial statements, the directors’ report, the allocation of profits or losses and the corporate management for the preceding financial year. Resolutions may also be adopted regarding any other matter within the purview of the shareholders, provided that any such matter appears on the agenda of the call to meeting or is legally appropriate and that the required quorum for the General Shareholders’ Meeting has been formed for such purpose.

3. Any General Shareholders’ Meeting other than as provided for in the preceding section shall be deemed to be an extraordinary General Shareholders’ Meeting.

### Article 9. Powers

1. The shareholders acting at a General Shareholders’ Meeting shall decide the matters assigned thereto by law, the By-Laws, these Regulations or other rules of the Governance and Sustainability System, and particularly regarding the following:

   **A.** With respect to the Board of Directors and the directors:

   a. The appointment, re-election and removal of directors, as well as the ratification of directors designated by interim appointment to fill vacancies.

   b. The approval of the establishment and application of systems for remuneration of the directors consisting of the delivery of shares or of rights therein or remuneration based on the value of the shares.

   c. Releasing the directors from the prohibitions arising from the duty of loyalty, when authorisation is attributed by law to the shareholders acting at a General Shareholders’ Meeting, as well as from the obligation not to compete with the Company.

   d. The commencement of derivative liability actions against directors.

   **B.** With respect to the annual financial statements and corporate management:

   a. The approval of the separate annual financial statements and directors’ report of the Company and of the annual financial statements and directors’ report of the Company consolidated with those of its subsidiaries.

   b. The approval of the statement of non-financial information.

   c. The allocation of profits/losses.

   d. The approval of corporate management.

   **C.** With respect to amendments to the rules of the Governance and Sustainability System:

   a. The amendment of the By-Laws.

   b. The approval and amendment of these Regulations.

   c. The approval of the director remuneration policy upon the terms provided by law.
D. With respect to an increase or reduction in share capital, acquisition of own shares and issue of debentures:
   a. An increase or reduction in share capital.
   b. The delegation to the Board of Directors of the power to increase share capital, in which case it may also grant thereto the power to exclude or limit pre-emptive rights, upon the terms established by law.
   c. The delegation to the Board of Directors of the power to carry out an increase in share capital already approved by the shareholders at a General Shareholders’ Meeting, within the periods set forth by law, indicating the date or dates of execution and establishing the conditions for the increase as to all matters not provided for by the shareholders. In this case, the Board of Directors may make use of such delegation in whole or in part, or may refrain from using it, in view of market conditions or the condition of the Company itself, or of particularly relevant facts or circumstances that justify such decision, and shall report thereon to the shareholders at the first General Shareholders’ Meeting held after the end of the period granted for the use of such delegation.
   d. The exclusion or limitation of pre-emptive rights.
   e. The authorisation for the derivative acquisition of the Company’s own shares.
   f. The issuance of debentures and other negotiable securities and the delegation to the Board of Directors of the power to issue them, as well as the power to exclude or limit pre-emptive rights, upon the terms established by law.

E. With respect to structural changes of the Company and functionally similar operations and related-party transactions:
   a. The transformation of the Company.
   b. The merger or split-off of the Company upon the terms provided by law.
   c. The overall assignment of assets and liabilities.
   d. The transfer of the registered office abroad.
   e. The transfer to controlled entities of core activities that were previously carried out by the Company itself, even if the Company maintains full control thereof.
   f. The acquisition, transfer or contribution of key assets from or to another company.
   g. The authorisation of related-party transactions in an amount or with a value equal to or greater than that determined by law.

F. With respect to statutory auditors:
   a. The appointment, re-election and removal of the statutory auditors.
   b. The commencement of derivative liability actions against the statutory auditors.

G. With respect to the dissolution and liquidation of the Company:
   a. The dissolution of the Company.
   b. The appointment and removal of the liquidators.
   c. The approval of the final liquidation balance sheet.
   d. The commencement of derivative liability actions against the liquidators.
   e. The approval of transactions having an effect equivalent to liquidation of the Company.

2. The shareholders acting at a General Shareholders’ Meeting shall also decide any other matter submitted to them by the Board of Directors or by the shareholders in the instances provided by law or that is within their purview pursuant to law or the Governance and Sustainability System.

3. The shareholders acting at a General Shareholders’ Meeting shall also decide, by way of a consultative vote, on the annual director remuneration report, and may also pass upon on any other reports or proposals submitted by the Board of Directors.
TITLE II. CALL TO THE GENERAL SHAREHOLDERS’ MEETING

Article 10. Call to the General Shareholders’ Meeting
1. The General Shareholders’ Meeting shall be formally called by the Board of Directors.
2. The Board of Directors must call the General Shareholders’ Meeting in the following cases:
   a. In the event set forth in Article 8.2 above.
   b. If the meeting is requested, in the manner provided by law, by shareholders who individually or collectively represent at least three per cent of the share capital, which request sets forth the matters to be addressed. In this event, the Board of Directors shall call for the General Shareholders’ Meeting to be held within the period established by law. The Board of Directors shall prepare the agenda of the call to meeting, which must include the matters specified in the request.
3. The Board of Directors may request the presence of a notary public to assist with and draw up the minutes of the General Shareholders’ Meeting. In any event, the Board must request the presence of a notary public under the circumstances provided by law.

Article 11. Methods of Holding the Meeting, Announcement of the Call to Meeting and Agenda
1. The General Shareholders’ Meeting may be held in any of the following ways:
   a. In person only.
   b. In person with the ability to attend remotely.
   c. If there are reasons that make it advisable, and under the conditions provided by law and the Governance and Sustainability System, exclusively by remote means.
2. The announcement of the call to meeting shall be published as much in advance as required by law, using at least the following media:
   a. The Official Bulletin of the Commercial Registry (Boletín Oficial del Registro Mercantil) or one of the more widely circulated newspapers in Spain.
   b. The website of the National Securities Market Commission (Comisión Nacional del Mercado de Valores).
   c. The Company’s corporate website.
3. The announcement of the call to meeting must contain all statements required by law in each case and must set forth:
   a. The manner in which it will be held (in person only, in person with the ability to attend remotely, or exclusively by remote means).
   b. The date, time and, if applicable, the place of the meeting on first call, and the agenda, with a statement of all matters to be dealt with.
   c. A clear and specific description of the procedures and periods that the shareholders must observe in order to request the publication of a supplement to the call to the Annual General Shareholders’ Meeting, to submit well-founded proposed resolutions, or to exercise their rights to receive information, to cast an absentee vote and to grant a proxy, upon the terms provided by law.
   d. The date on which the holders of the Company’s shares must have them registered in their name in the corresponding book-entry register to be able to attend and vote at the General Shareholders’ Meeting being called.
   e. A statement of where and how the complete text of the documents to be submitted at the General Shareholders’ Meeting can be obtained, particularly including the reports of the directors, of the statutory auditors and of the independent experts to be submitted, and the complete text of the proposed resolutions submitted to the shareholders for approval at the General Shareholders’ Meeting.
   f. Information regarding the steps and procedures to be followed in order to remotely attend the General Shareholders’ Meeting (if remote attendance is provided for) which allows for the identification of the shareholders or their proxy representatives, the registration and preparation of the list of attendees, the correct exercise of the rights thereof and the proper conduct of the meeting.
   g. The address of the Company’s corporate website.
Article 12. Supplement to the Call to Meeting and Submission of Well-founded Proposed Resolutions

1. Shareholders who individually or collectively represent 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.
   b. Submit well-founded proposed resolutions regarding matters already included or that should be included in the agenda of the call to the General Shareholders’ Meeting.

The written notice of the exercise of such rights shall specify the name or the corporate name of the requesting shareholder or shareholders, and there shall be attached thereto such documentation as evidences the status thereof as shareholder, in order for such information to be checked against that provided by “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (IBERCLEAR), as well as the text of the item or items proposed. Under the circumstances set forth in letter a), the Board of Directors may require that the shareholder also attach the proposed resolution or resolutions and, if legally required, in the instances set forth in letters a) and b), the report or reports providing a rationale for the proposals.

2. The shareholders’ rights mentioned in the preceding section must be exercised by duly authenticated notice sent to the Company's registered office within the periods provided by law.

3. The Company shall publicise the items on the agenda and/or the proposed resolutions submitted in accordance with the preceding sections as soon as possible, within the period established by law, and shall publish a new form of attendance, proxy and absentee voting card that takes them into account. The Company shall also ensure the dissemination of these proposed resolutions and any documentation attached thereto to the other shareholders, in accordance with the provisions of law.

4. At the time of the call to meeting, the Board of Directors shall make available to the shareholders all information additional to that required by law that it deems appropriate and that contributes to a better understanding by the shareholders with respect to the exercise of their rights in connection with the General Shareholders’ Meeting and the matters to be dealt with thereat.

Article 13. Availability of Information

1. The Company shall endeavour to encourage the use of the most environmentally-friendly channels of information, prioritising the use of digital media whenever the law so allows.

2. When the shareholders are to deal with an amendment to the By-Laws, besides the statements required by law in each case, the announcement of the call to meeting must make clear the right of all shareholders to examine at the Company’s registered office the complete text of the proposed amendment and the report thereon and to request that such documents be delivered or sent to them without charge.

3. In all cases in which the law so requires, such information and additional documentation as is mandatory shall be made available to the shareholders.

Article 14. Corporate Website

1. The Company shall use its corporate website to promote the informed participation of all shareholders in the General Shareholders’ Meeting and to facilitate the exercise of their rights related thereto.

2. From the date of publication of the announcement of the call to meeting through the date of holding of the General Shareholders’ Meeting in question, the Company shall continuously publish on its corporate website in electronic format and in an organised and environmentally-friendly manner, such information as is required by law or deemed appropriate to facilitate and promote the attendance and participation of the shareholders at the General Shareholders’ Meeting, including in any case the following:
   a. The announcement of the call to the General Shareholders’ Meeting.
2. Article 15. Requests for Information Prior to the General Shareholders' Meeting

b. The total number of shares and voting rights existing on the date of the announcement of the call to meeting, broken down by classes of shares, if any.

c. Such documents relating to the General Shareholders' Meeting as are required by law, including the reports of the directors, the statutory auditors and the independent experts that are expected to be submitted, proposed resolutions submitted by the Board of Directors or by the shareholders, and any other relevant information that the shareholders might need in order to cast their vote.

d. In the event that the shareholders acting at a General Shareholders' Meeting must deliberate on the appointment, re-election or ratification of directors, the corresponding proposed resolution shall be accompanied by the following information: professional profile and biographical data of the director; other boards of directors on which the director holds office, at listed companies or otherwise; type of director such person is or should be, with mention, in the case of proprietary directors, of the shareholder that proposes or proposed the appointment thereof or who the director represents or with which the director maintains ties; date of the director's first and any subsequent appointments as director of the Company; shares of the Company and derivative financial instruments whose underlying assets are shares of the Company of which such director is the holder; the explanatory report prepared by the Board of Directors and the proposal of the Appointments Committee in the case of independent directors, and the report of said committee in other cases.

e. The existing channels of communication between the Company and the shareholders and, in particular, explanations pertinent to the exercise of the right to receive information, indicating the postal and e-mail addresses to which the shareholders may direct their requests.

f. The means and procedures for granting a proxy to attend the General Shareholders' Meeting and for casting absentee votes, including the form of attendance, proxy and absentee voting card, if any.

g. The means and procedures for attending the General Shareholders' Meeting remotely, if remote attendance is provided for.

3. Furthermore, after the publication of the announcement of the call to the Annual General Shareholders' Meeting, the Company shall include on its corporate website the following documentation, which the Board of Directors may group into one or more reports:

a. The report on the independence of the statutory auditor prepared by the Audit and Risk Supervision Committee.

b. The related-party transactions report prepared by the Audit and Risk Supervision Committee.

c. The activities report of the Board of Directors and of the Committees thereof.

d. The integrated report.

e. Any other reports determined by the Board of Directors.

4. After the publication of the announcement of the call to meeting, the Company shall use its best efforts to include in its corporate website an English version of the information and the principal documents related to the General Shareholders' Meeting. In the event of a discrepancy between the Spanish and English versions, the former shall prevail.

5. Pursuant to the provisions of applicable law, an Electronic Shareholders' Forum shall be enabled on the Company's corporate website upon the call to the General Shareholders' Meeting. Duly verified shareholders and shareholder groups may access the Electronic Shareholders' Forum, the use of which shall conform to its legal purpose and to the assurances and rules of operation established by the Company.

Article 15. Requests for Information Prior to the General Shareholders' Meeting

1. From the date of publication of the call to the General Shareholders' Meeting through and including the fifth day prior to the date set for the meeting to be held on first call, the shareholders may request in writing the information or clarifications that they deem are required or ask written questions that they deem relevant, regarding (i) the matters contained in the agenda of the call to meeting; (ii) information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting; and (iii) the audit report.

2. All such requests for information or questions may be made or asked by delivery of the request to the Company's registered office, or by sending them to the Company by postal correspondence or other means of electronic or remote communication to the address specified in the announcement of the call to meeting or, in the absence thereof, to the Shareholder's Office (Oficina del Accionista). Requests shall be allowed that include the recognised electronic signature of the requesting party or the personal passwords referred to in letter b) of Article 19.2 below, or that use other mechanisms that the Board of Directors deems sufficient to ensure the authenticity and identification of the shareholder, after an express resolution adopted for such purpose.

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
3. Regardless of the means used, the request must include the shareholder's first and last names or corporate name, with evidence of the shares owned, in order for this information to be checked against the list of shareholders and the number of shares in the shareholder's name provided by “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (IBERCLEAR) for the General Shareholders’ Meeting in question. The shareholder shall be responsible for providing proof of delivery of the request to the Company as and when due.

4. The Board of Directors shall be required to provide the information requested pursuant to the preceding sections in the form and within the periods set forth in the law, in the By-Laws and in these Regulations, except in cases in which it is unnecessary for the protection of shareholder rights, there are objective reasons to believe that it might be used for ultra vires purposes, or that publication of the information might prejudice the Company or related companies.

5. The information requested may not be denied if the request is supported by shareholders representing at least twenty-five per cent of the share capital.

6. The Board of Directors may authorise any of its members, its secretary, its deputy secretary or deputy secretaries, or any other person it deems appropriate, in order for any of them to respond on behalf of the Board of Directors to shareholder requests for information.

7. To ensure the equal treatment of all shareholders, valid requests for information, clarification, or questions asked in writing by the shareholders and the answers provided in the same form by the Board of Directors or the persons acting by delegation therefrom shall be included in the Company’s corporate website.

8. If, prior to the submission of a specific question, the information requested is clearly, expressly and directly available to all shareholders on the corporate website in question/answer format, the answer may consist of a reference to the information provided in such format.

■ TITLE III. RIGHTS TO ATTEND AND TO PROXY REPRESENTATION

Article 16. Participation

The Board of Directors shall adopt appropriate measures to encourage maximum participation of the shareholders in the General Shareholders’ Meeting, including the ability to deliver promotional material or gifts with symbolic value to the shareholders participating in the General Shareholders’ Meeting or to hold similar promotions. Any items remaining from the promotions or gifts may be used for social welfare purposes.

Article 17. Attendance

1. All holders of at least one voting share may attend the General Shareholders’ Meeting and take part in deliberations thereof, with the right to be heard and to vote.

2. In order to exercise the right to attend, shareholders must cause the shares to be registered in their name in the corresponding book-entry register at least five days prior to the day on which the General Shareholders’ Meeting is to be held.

3. The Company shall verify compliance with this requirement by consulting the data provided for this purpose by “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (IBERCLEAR) or by another valid means.

Article 18. Other Attendees

1. The members of the Board of Directors must attend the General Shareholders’ Meeting in person or remotely. The absence of any of them shall not affect the validity thereof.

2. The chair of the General Shareholders’ Meeting may authorise the meeting to be attended in person or remotely by members of the management team, professionals and other persons with an interest in the orderly conduct of corporate matters, as well as by the media, financial analysts and any other person the chair deems appropriate. The shareholders acting at the General Shareholders’ Meeting may revoke such authorisation.

3. Personnel from the Shareholder’s Office and the person performing the duties described in Article 27.3 below shall also attend the General Shareholders’ Meeting in person or remotely.

Article 19. Right to Proxy Representation

1. Shareholders may exercise the right to attend personally or through proxy representation by another person, whether or not such person is a shareholder, by complying with the requirements of law and the Governance and Sustainability System.
2. The proxy may be granted by delivering to the proxy representative the attendance, proxy and absentee voting card or any other means of verifying the grant of a proxy that is accepted by the Company, or by any of the following means, as determined by the Board of Directors:

a. Through the financial intermediary and management institutions and depositaries in which their shares are deposited, in order for said institutions to in turn cause the instructions received to be delivered to the Company.

b. Through the proxy form available on the Company's corporate website, using the instant authentication systems implemented by the Company, recognised electronic signature of the shareholder or other type of guarantee that the Company deems proper to ensure the authenticity and identification of the shareholder granting the proxy.

For these purposes, the use of the personal passwords that the Company has previously delivered to the shareholder by postal or electronic correspondence to the address that the shareholder has communicated to the Company or through any other form determined by the Board of Directors shall be deemed to be a proper assurance.

c. Advance delivery of the attendance, proxy and absentee voting card or any other means of verifying the grant of a proxy that is accepted by the Company at the premises provided by the Company on the days announced on the Company's corporate website.

d. Sending the attendance, proxy and absentee voting card or any other means of verifying the grant of a proxy that is accepted by the Company by postal correspondence addressed to the Company.

e. By any other means of remote communication (including communication by telephone) that the Board of Directors determines to favour the participation of the largest possible number of shareholders, provided that notice thereof is given on the corporate website at the time of publishing the announcement of the call to meeting, that it provides sufficient guarantees of the authenticity and identification of the shareholder granting the proxy, and, if appropriate, that it duly ensures the security of the communications.

3. A proxy granted by any of the means indicated in the preceding section must be received by the Company before 24:00 on the day immediately prior to the day on which the General Shareholders’ Meeting is to be held on first call or on second call, as applicable.

4. The Board of Directors is authorised to further develop the foregoing provisions by establishing rules, means and procedures adjusted to current techniques in order to organise the grant of proxies by other means, in each case in accordance with the rules and regulations issued for such purpose.

Specifically, the Board of Directors may: (i) establish rules for the use of personal passwords and other safeguards other than electronic signatures and the instant authentication system for the grant of proxies by electronic correspondence or by other valid remote means of communication, as well as establish and regulate the appropriate safeguards in the case of telephone communication; (ii) reduce the advance period established above for receipt by the Company of proxies granted by postal or electronic correspondence or by other means of remote communication; and (iii) accept, and authorise the chair of and the secretary for the General Shareholders’ Meeting and the persons acting by delegation therefrom to accept, proxies received after such period, to the extent allowed by the means available.

5. The chairman and the secretary of the Board of Directors or the chair of and the secretary for the General Shareholders’ Meeting, from the establishment of a valid quorum thereat, and the persons acting by delegation from any of them, shall have the broadest powers for verifying the identity of the shareholders and their representatives, verifying the ownership and legitimacy of their rights, and recognising the validity of the attendance, proxy and absentee voting card or the instrument evidencing attendance or representation by proxy.

6. A proxy is always revocable. Attendance in person, or remotely if permissible, by the shareholder granting the proxy at the General Shareholders’ Meeting, whether in person or due to having cast an absentee vote on a date subsequent to that of the proxy, shall have the effect of revoking the proxy.

7. A public solicitation for proxies by the Board of Directors or any of its members shall be governed by the provisions of law and by the corresponding resolution of the Board of Directors, if any.

8. A proxy may cover those matters that the law allows to be dealt with at the General Shareholders’ Meeting even when not included in the agenda of the call to meeting.

9. If a proxy has been validly granted pursuant to law and these Regulations but does not include voting instructions or questions arise as to the intended proxy representative or the scope of the representation, and unless otherwise expressly indicated by the shareholder, it shall be deemed that the proxy: (i) is granted in favour of the chairman of the Board of Directors; (ii) refers to all of the items included in the agenda of the call to meeting; (iii) contains the instruction to vote favourably on all proposals made by the Board of Directors with respect to the items on the agenda of the call to meeting; and (iv) extends to matters that, although not included in the agenda of the call to meeting, may be dealt with at the General Shareholders’ Meeting in accordance with law, in respect of which the proxy representative shall vote in the direction the proxy representative deems most favourable to the interests of the shareholder granting the proxy, within the framework of the corporate interest.
This provision may be further developed by any rules approved by the Board of Directors that systematise, further develop, adapt and specify the provisions of the Governance and Sustainability System regarding the management of the General Shareholders’ Meeting.

10. Before being appointed, the proxy representative shall provide detailed information to the shareholder regarding the existence of any conflict of interest. If the conflict is subsequent to the appointment and the shareholder granting the proxy has not been advised of the possible existence of such conflict, the proxy representative shall immediately inform the shareholder thereof. In both cases, if the proxy representative has not received new specific voting instructions regarding each of the matters on which the proxy representative has to vote on behalf of the shareholder, the proxy representative shall abstain from voting, without prejudice to the provisions of the following section.

11. Unless otherwise expressly indicated by the shareholder, if the proxy representative is affected by a conflict of interest and has no specific voting instructions, or if the proxy representative has them but it is deemed preferable that the proxy representative not exercise the proxy with respect to the items involved in the conflict of interest, the shareholder shall be deemed to have appointed the following persons as proxy representatives for such items, severally and successively, in the event that any of them is in turn affected by a conflict of interest: first, the chair of the General Shareholders’ Meeting, second, the secretary therefor, and finally, the deputy secretary of the Board of Directors, if any. In this latter event, if there are several deputy secretaries, the order to be used shall be the order established at the time of their appointment (first deputy secretary, second deputy secretary, etc.). The proxy representative so designated shall cast the vote in the direction deemed most favourable to the interests of the person represented thereby, within the framework of the corporate interest.

12. A proxy representative may hold the proxy of more than one shareholder without limitation as to the number of shareholders being represented, and exercise the corresponding voting rights pursuant to the provisions of Article 41.5 below.

Article 20. Attendance, Proxy and Absentee Voting Cards

1. The Company may issue the attendance, proxy and absentee voting cards for the participation of the shareholders at the General Shareholders’ Meeting, and also propose to the entities members of “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (IBERCLEAR) and to the intermediary and management institutions and depositaries in general, the form of such cards as well as the formula that must be recited in order to grant a proxy, which, in the absence of specific instructions from the party granting the proxy, may also set forth the direction in which the proxy representative is to vote with respect to each of the resolutions proposed by the Board of Directors in connection with each item on the agenda of the call to meeting. The attendance, proxy and absentee voting card may also specify the identity of the proxy representative and the alternate or alternates for the proxy representative in the event of a conflict of interest, in the absence of express appointment by the shareholder being represented.

The Company shall ensure that the cards are uniform and include a bar code or other system that allows for electronic or remote scanning in order to facilitate the computerised calculation of shares represented in person and by proxy at the General Shareholders’ Meeting.

2. The proxy or voting instructions of the shareholders acting through intermediary and management institutions or depositaries may be received by the Company through any valid system or remote means of communication, signed by the shareholder or by the institution. The institutions may group together instructions received from shareholders and send them in a block to the Company, indicating the direction of such instructions.

3. If an intermediary or management institution or depositary sends to the Company an attendance, proxy and absentee voting card or verification instrument of a shareholder duly identified in the document and bearing the signature, stamp and/or mechanical impression of the institution, and unless the shareholder expressly indicates otherwise, it shall be deemed that the shareholder has instructed such institution to exercise the proxy or voting right, as applicable, in the direction indicated in such card or instrument evidencing the proxy or vote. If there are questions regarding such instructions, it shall be deemed that the shareholder grants the proxy to the chairman of the Board of Directors with the scope set forth in these Regulations and that the shareholder gives specific instructions to vote in favour of the proposals made by the Board of Directors in connection with the items on the agenda of the call to meeting.

4. In other respects, the other rules contained in the Governance and Sustainability System and those that may be established by the Board of Directors in order to further develop such rules shall apply to the proxies and absentee votes referred to in this article.

5. All of the foregoing shall be without prejudice to the regulations applicable to the relations between financial intermediaries and their customers for purposes of the exercise of the rights to grant a proxy and to vote. The Company is only answerable to the entity or person validated as a shareholder pursuant to the book-entry register.
TITLE IV. INFRASTRUCTURE AND EQUIPMENT

Article 21. Place of the Meeting

1. A General Shareholders' Meeting called to be held only in person or in person with the ability to attend remotely shall be held at the place indicated in the call to meeting within the municipal territory of Bilbao. If no place is indicated in the call to meeting, it shall be deemed that the meeting will take place at the registered office.

2. The General Shareholders’ Meeting may be attended in person by going to the place where the meeting is held or, if so indicated in the call to meeting, to other places provided for such purpose by the Company and that are connected with the principal meeting place by systems that allow for recognition and identification of the attendees, permanent communication among them, and participation and voting, all in real time. Attendees at any of such places shall be considered to be attendees at the same individual meeting, which shall be deemed to be held at the principal location thereof.

3. A General Shareholders’ Meeting held exclusively by remote means shall be deemed to be held at the registered office, regardless of where the chair of the General Shareholders' Meeting is located.

Article 22. Infrastructure, Equipment and Services

1. The premises, if any, to be used to hold the General Shareholders’ Meeting shall have the personnel, technical equipment, and safety, assistance and emergency measures commensurate with the nature and location of the building and with the importance of the event. In addition, the premises for holding the General Shareholders’ Meeting shall have the emergency and evacuation measures required by law, as well other measures deemed appropriate in light of the circumstances.

2. The Company may make available other licensed premises where the General Shareholders' Meeting can be held in the event of an emergency.

3. Appropriate controls and surveillance and protection measures, including systems for controlling access to the meeting, shall be established in order to ensure the safety of any attendees in person and the orderly conduct of the General Shareholders’ Meeting.

4. Once the General Shareholders’ Meeting has commenced, the attendees are prohibited from using voice amplification instruments, mobile phones, photographic equipment, audio and/or video recording and/or transmission equipment and in general any instrument that might alter the visibility, sound or lighting conditions of the proceedings, except to the extent authorised by the chair thereof.

5. The proceedings of the General Shareholders’ Meeting shall be the subject of audiovisual recording, unless the chair of the General Shareholders’ Meeting decides otherwise. They may also be the subject of storage and live or recorded broadcast by any means, including over the internet, and dissemination on social media, on the legal basis of the Company’s legitimate interest in complying with best transparency practices. A data subject shall have the rights of access, rectification, objection, erasure and restriction of processing of the data collected by the Company in the terms established by law by sending a letter addressed to the registered office or to the Shareholder's Office (the postal address of which shall be provided by the Company for each Meeting) and at the e-mail address established by the Company for each Meeting. The data subject may also request more detailed information regarding the Company’s privacy policy at the postal and electronic addresses indicated above.

6. Whenever reasonably possible, the Company shall endeavour to ensure that the premises, if any, at which the General Shareholders’ Meeting is held have the means to allow access by persons with reduced mobility and the simultaneous interpretation of the proceedings into Euskera (Basque), English and those other languages that the Board of Directors deems appropriate. The Company shall also establish measures that facilitate participation in the General Shareholders’ Meeting by attendees with auditory or visual limitations.

7. The Company may also make available to the shareholders any additional information that facilitates following the General Shareholders’ Meeting, such as programmes for the meeting or any other documentation deemed useful for such purpose.

Article 23. Computer System for the Recording of Proxies and Voting Instructions, Preparation of the List of Attendees, and Calculation of Voting Results

1. The Company shall have the personnel and technical equipment required to perform the monitoring and counting of the attendance, proxy and absentee voting cards.
2. On the day of the General Shareholders’ Meeting, the premises, if any, indicated for the meeting shall be supplied with the personnel and technical equipment required to monitor the entry of those attending the meeting and to determine the quorum, prepare the list of attendees present in person and by proxy, and calculate the voting results.

3. In order to undertake such activities, the Company may, in accordance with applicable rules and regulations, ask “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.” (IBERCLEAR) to provide a list of the Company’s shareholders and the number of shares appearing in the name of each shareholder.

**Article 24. Shareholder’s Office**

The Company shall set up a Shareholder’s Office in a visible place at the premises, if any, indicated for the General Shareholders’ Meeting in order to:

a. Answer questions regarding the proceedings raised by the attendees prior to the commencement of the meeting, without prejudice to the rights of the shareholders under legal and by-law provisions to take the floor, make proposals and vote.

b. Assist and inform attendees who wish to take the floor, preparing for such purpose a list of those who previously state their desire to participate, as well as collecting the text of their presentations, if such presentations are available in writing.

c. Provide to the attendees who so request the full text of the resolutions proposed by the Board of Directors or by shareholders for submission at the General Shareholders’ Meeting regarding each item on the agenda of the call to meeting. Excepted from the foregoing are those proposals that have been prepared immediately prior to the holding of the General Shareholders’ Meeting and that for such reason cannot be delivered in written form to all attendees. Copies of the directors’ reports and other documentation relating to the proposed resolutions shall also be made available to them.

**TITLE V. CONDUCT OF THE GENERAL SHAREHOLDERS’ MEETING**

**Article 25. Opening of the Premises and Monitoring Access Thereto**

1. If attendance in person is allowed, at the place and on the date provided in the announcement for the holding of the General Shareholders’ Meeting on first or second call, and beginning one hour prior to the time announced for the commencement of the meeting (unless otherwise specified in the announcement of the call to meeting), the shareholders or their proxy representatives must present their respective verification documents to the personnel in charge of the registration of attendees.

2. Once registration has closed, shareholders or proxy representatives arriving late at the place where the General Shareholders’ Meeting is held may attend the meeting as guests (in the room where the meeting is held or, if so decided by the chair of the General Shareholders’ Meeting, in an adjoining room from where they can follow the meeting).

**Article 26. Presiding Committee, Chair and Secretary**

1. The Presiding Committee (Mesa) of the General Shareholders’ Meeting shall be made up of the chair of and the secretary for the General Shareholders’ Meeting and of the other members of the Board of Directors attending the meeting (either in person or remotely). Without prejudice to the powers assigned thereto in these Regulations, the Presiding Committee shall assist the chair of the General Shareholders’ Meeting in performing the duties entrusted thereto.

2. The chairman of the Board of Directors, or, in the absence thereof, the vice-chair of the Board of Directors, shall act as chair of the General Shareholders’ Meeting; if there are several vice-chairs of the Board of Directors, they shall act in the order set forth in the By-Laws; and in the absence of the foregoing, the person appointed by the Presiding Committee shall chair the meeting.

3. The chair of the General Shareholders’ Meeting shall be assisted by the secretary for the General Shareholders’ Meeting. The secretary of the Board of Directors or, in the absence thereof, the deputy secretary of the Board of Directors, shall act as secretary for the General Shareholders’ Meeting; if there are several deputy secretaries, they shall act in the order established at the time of their appointment (first deputy secretary, second deputy secretary, etc.). In the absence of the foregoing, the person appointed by the Presiding Committee shall act as secretary for the General Shareholders’ Meeting.

4. If the chair or the secretary, in each case, must remove themselves for any reason during the holding of the meeting, the provisions of sections 2 and 3 above shall also apply as regards their situation in the performance of their duties.
5. In addition, the chair of the General Shareholders’ Meeting may obtain the assistance of any person the chair deems appropriate.

Article 27. Duties of the Chair of the General Shareholders’ Meeting

1. The chair of the General Shareholders’ Meeting, who is responsible for progress of the meeting, shall generally have the powers needed for such purposes (including those of order and discipline) and the following powers, among others:
   a. To call the meeting to order.
   b. To verify that there is a valid quorum for the General Shareholders’ Meeting and, if applicable, to declare it to be validly in session.
   c. To report on the presence of a notary public, if any, to prepare the minutes of the meeting as a result of a request made by the Board of Directors for such purpose.
   d. To make decisions regarding questions, requests for clarification, or claims raised with respect to the list of attendees, the identity and status of the shareholders and their proxy representatives, the authenticity and integrity of the attendance, proxy and absentee voting cards or relevant verification instruments, as well as all matters relating to the possible exclusion, suspension or limitation of political rights and, specifically, the right to vote pursuant to law and the By-Laws.
   e. To grant the floor to executive directors or officers that the chair deems appropriate in order to address the shareholders at the General Shareholders’ Meeting to report on the progress of the Company, as well as to present the results, goals and plans thereof. If the chair of the General Shareholders’ Meeting has the status of executive director, such presentation may be made directly thereby, in whole or in part.
   f. To organise and direct the progress of the meeting in accordance with the powers set forth in Article 36 below. To indicate the time for voting, establish the voting systems and procedures, determine the system for counting and calculating the votes, and announce the voting results.
   g. To temporarily suspend the General Shareholders’ Meeting and propose the continuation thereof.
   h. To bring the meeting to a close.

2. The chair of the General Shareholders’ Meeting may entrust the management of the debate to a director the chair deems appropriate, or to the secretary for the General Shareholders’ Meeting, who shall carry out these duties on behalf of the chair, with the chair having the right to retake them at any time.

3. The chair of the General Shareholders’ Meeting may appoint a representative of the Company to make an organised presentation to the shareholders on those questions or considerations that the Company’s shareholders –even if they are not in attendance or represented by proxy at the General Shareholders’ Meeting– have submitted to the Company through other channels of participation and that the chair of the General Shareholders’ Meeting deems appropriate to present.

Such representative may also present other issues raised by those attending the General Shareholders’ Meeting who prefer to ask their questions of the representative for the latter to transmit them to the chair.

Article 28. Duties of the Secretary for the General Shareholders’ Meeting

1. The secretary for the General Shareholders’ Meeting shall assist the chair generally and shall perform the following duties in particular:
   a. To declare the Presiding Committee to be formed.
   b. By delegation from the chair, to prepare the list of attendees, for which purpose the secretary shall have such assistance, means and system as are determined by the chair.
   c. By delegation from the chair, to report to the shareholders at the General Shareholders’ Meeting regarding the quorum, stating the number of shareholders present in person and by proxy, with an indication of the percentage of share capital they represent, as well as the number of shares represented in person and by proxy, also with the foregoing specification.
   d. To report on those matters that the Board of Directors must report to the shareholders at the General Shareholders’ Meeting pursuant to law or the Governance and Sustainability System.
   e. To draw up the minutes of the General Shareholders’ Meeting, if applicable.
f. To exercise, at the direction of the chair of the General Shareholders’ Meeting, such powers of order and discipline as are necessary for the appropriate conduct of the meeting and the adoption and formalisation of resolutions.

Article 29. Establishment of a Quorum

1. The General Shareholders’ Meeting shall be validly established with the minimum quorum required by law or the By-Laws, taking into account the matters appearing on the agenda of the call to meeting and whether the meeting is held on first or second call.

2. Shareholders representing at least 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 at least sixty per cent of such share capital must be in attendance at the second call, 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 Article 21.2 of the By-Laws.

3. The absence of shareholders occurring once a quorum for the General Shareholders’ Meeting has been established shall not affect the validity of the meeting.

4. If the attendance of shareholders representing a particular minimum percentage of share capital or the consent of specific interested shareholders is required pursuant to law or the Governance and Sustainability System in order to validly adopt a resolution regarding one or more items on the agenda of the call to meeting, and such percentage is not reached or such shareholders are not present in person or by proxy at the time of formation of the quorum for the General Shareholders’ Meeting, the shareholders thereat shall limit themselves to deliberating on those items on the agenda that do not require such percentage of share capital or the consent of such shareholders.

5. In the event that the General Shareholders’ Meeting must be held on second call because the number of shares legally required to hold it on first call is not present, such circumstances shall be properly recorded in the minutes of the General Shareholders’ Meeting.

Article 30. List of Attendees

1. Prior to beginning with the agenda for the meeting, the secretary shall prepare a list of attendees, which shall specify those attending as shareholders and those attending as proxy representatives, as well as the number of their own or other shares with which each one is attending. At the end of the list, there shall be a determination of the number of shareholders present in person or by proxy, as well as the amount of capital they own, with a specification as to the capital that corresponds to shareholders with the right to vote. The list of attendees shall include as present those shareholders who have cast absentee votes pursuant to the provisions of the Governance and Sustainability System.

2. The list of attendees shall be contained in electronic media, the sealed cover of which shall show the appropriate identification procedure signed by the secretary for the General Shareholders’ Meeting with the approval of the chair.

3. If the meeting is held in different places pursuant to the provisions of these Regulations, the list of attendees shall also specify the share capital represented in person or by proxy in each room. In such case, absentee votes shall be included in the room where the Presiding Committee is located.

4. The list of attendees shall be attached to the minutes of the General Shareholders’ Meeting.

Article 31. Requests to Make Presentations by Shareholders or their Proxy Representatives Attending in Person

Shareholders or their proxy representatives attending in person and desiring to make a presentation at the General Shareholders’ Meeting must so request at the Shareholder’s Office or of such person as is indicated for these purposes before the meeting is called to order and state for the record their first and last names and, if applicable, the name of the corporate shareholder they represent, as well as the number of shares they own and/or represent.

Article 32. Reports

1. Once the list of attendees has been prepared and they have been informed regarding the publications of the announcement of the call to meeting, there shall be a presentation of any relevant reports by the executive directors or officers or persons designated for such purpose by the Board of Directors. In particular, the shareholders shall be informed of the main aspects highlighted in the Annual Corporate Governance Report regarding corporate governance, emphasising the changes that have occurred since the last General Shareholders’ Meeting and any non-compliance with corporate governance recommendations that the Company has described in said report.
2. If the annual financial statements have qualifications, the Board of Directors may resolve that the chair of the Audit and Risk Supervision Committee and the Company's statutory auditor explain them to the shareholders at the General Shareholders' Meeting.

Article 33. Establishment of a Quorum for the General Shareholders' Meeting

1. Prior to the commencement of the presentation period, if appropriate based on the manner of holding the General Shareholders' Meeting, and in any case prior to the voting on the proposed resolutions, the chair of the General Shareholders' Meeting or the secretary by delegation therefrom shall read the information contained in the list of attendees, detailing the number of shareholders present in person and by proxy, the number of shares represented in person and by proxy, with an indication of the percentage of share capital that both represent, and the total number of shareholders and of shares in attendance at the meeting, with an indication of the share capital that such shares represent. The chair, or if applicable, the secretary, may refer to the data resulting from the list of attendees projected onto the screens at the place where the meeting is held and/or through the remote attendance platform, instead of reading the data.

2. The chair of the General Shareholders' Meeting shall then, if appropriate, declare the existence of a proper and sufficient quorum on first or second call, as the case may be, and shall decide if the shareholders can debate and adopt resolutions regarding all matters contained in the agenda or if, on the contrary, debate must be limited to only some of them.

3. If appropriate, the chair of the General Shareholders' Meeting shall announce the presence of a notary public at the meeting and shall identify such notary public, reporting on the request that the notary public prepare the minutes of the meeting.

4. If a notary public has been requested to prepare the minutes of the meeting, the notary public shall ask the shareholders at the General Shareholders' Meeting and record in the minutes whether there are reservations or objections regarding the statements of the chair of or the secretary for the General Shareholders' Meeting in connection with the number of shareholders in attendance and the share capital represented in person and by proxy.

Article 34. Period for Presentations by Shareholders or their Proxy Representatives Attending in Person

1. Presentations by shareholders or their proxy representatives who attend in person shall be made in the order in which they are called by the secretary. No shareholder or proxy representative may make a presentation without having been granted the floor or in order to deal with matters that are not included in the agenda of the call to meeting, unless otherwise provided by law.

2. Shareholders or their proxy representatives must make reasonable use of their right to make a presentation with respect to both the duration thereof, which shall be a maximum of five minutes, without prejudice to the chair's powers to limit or extend such time, and the content thereof, which must conform to the provisions of the preceding section and to the respect deserved by the proceedings and the other attendees. If the number of presentations requested or other circumstances so advise, the chair of the General Shareholders' Meeting may set a maximum period less than that mentioned above, giving due regard in each case to the principles of equal treatment and non-discrimination among the presenting shareholders.

3. At the time of registration, those shareholders or their proxy representatives who so desire may deliver the written text of their presentation to the Shareholder's Office in order to obtain a photocopy and thus facilitate the proceedings at the meeting and the preparation of the minutes. This shall be required if there is a request for their presentation to be recorded verbatim in the minutes. In this case, the Shareholder's Office shall deliver the text to the secretary or to the notary public, if any, in order for it to be compared with the shareholder's presentation at the time it is made.

4. In addition, during the shareholder presentation period, the representative of the Company designated by the chair of the General Shareholders' Meeting may make an organised presentation on those questions or considerations that the shareholders have submitted to the Company through other channels of participation and such other questions as are raised by attendees at the General Shareholders' Meeting who prefer to ask their questions of such representative for the latter to transmit them to the chair.

Article 35. Right to Receive Information during the General Shareholders' Meeting

1. During the presentation period, shareholders or their proxy representatives attending in person may verbally request information or clarifications that they deem are necessary regarding the matters contained in the agenda of the call to meeting, information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders' Meeting, and regarding the audit report. They must have previously identified themselves for this purpose in accordance with the provisions of Article 31 above.
2. The Company shall provide the information requested pursuant to the preceding section in the form and within the periods provided by law, except as provided by section 4 of Article 15 above and without prejudice to the provisions of section 5 thereof.

3. The information or clarifications requested shall be provided by the chair or by any other person designated thereby.

4. If it is not possible to respond to the request for information, clarification or question during the proceedings, the response shall be sent in writing within the next seven days.

5. A violation of the right to receive information provided for in this article shall only entitle the shareholder to demand compliance with the obligation to provide information and the damages caused thereto, but shall not be grounds for challenging the General Shareholders’ Meeting.

Article 36. Order of Presentations, Requests and Proposals by Shareholders or their Proxy Representatives Attending in Person

1. The powers of shareholders or their proxy representatives attending in person to make presentations and requests for information shall only be exercised once. During the presentation period, the presenting party may make proposals regarding any item on the agenda of the call to meeting, except in those cases in which the proposals should have been available to the shareholders at the registered office at the time of publication of the call to meeting or the supplement to the call to meeting, if any, the proposals are excluded by law, or the proposals infringe upon the rights of other shareholders. They may also propose the adoption of resolutions regarding which, pursuant to law, the shareholders at the General Shareholders’ Meeting may deliberate and decide without such resolutions appearing on the agenda of the call to meeting.

2. In the exercise of the chair’s powers to ensure the orderly conduct of the meeting, and without prejudice to other action that may be taken, the chair of the General Shareholders’ Meeting may:
   a. Extend the time initially allocated to each presenting party, when the chair deems it appropriate.
   b. Decide the order in which answers will be provided and whether such answers will be given following each presentation period or collectively and, if appropriate, in summarised form after the last presentation.
   c. End the shareholder presentation period.
   d. Request the presenting parties to clarify issues that have not been understood or that have not been sufficiently explained during the presentation.
   e. Call the presenting parties to order so that they limit their presentation to business properly before the General Shareholders’ Meeting and refrain from making improper statements or exercising their right to make presentations in an abusive or obstructionist manner.
   f. Announce to the presenting parties that the time for their presentations will soon be ending so that they may adjust their use of the floor and, when the time granted for their presentation has ended, or if they persist in the conduct described in the preceding paragraph, withdraw the floor therefrom.
   g. Deny the floor when the chair believes that a particular matter has been sufficiently debated, is not included in the agenda or hinders the progress of the meeting, as well as reject a reply of the presenting shareholder.

3. The chair of the General Shareholders’ Meeting shall endeavour to maintain order in the room in order to allow the presenting parties to make their presentations without undue interruption. If the chair believes that the presentation or the conduct of an attendee might alter the proper order and normal conduct of the meeting, the chair may ask them to leave the premises and adopt any appropriate measures in order for this provision to be complied with.

4. The chair of the General Shareholders’ Meeting shall have the broadest powers to allow, apply the legally appropriate procedures to, or reject the proposals made by the presenting parties during their presentation on any matter included in the agenda of the call to meeting or on those matters that may be debated and decided at the General Shareholders’ Meeting without such matters appearing on the agenda of the call to meeting, in light of compliance in each case with the requirements of applicable laws and regulations. In voting on the proposals allowed pursuant to this section, the procedure established in letter b) of Article 41.4 of these Regulations shall apply, without prejudice to the chair’s ability to decide on the use of other procedures or alternative voting systems.

Article 37. Particular Rules regarding Remote Attendance by Shareholders or their Proxy Representatives

1. Pursuant to the provisions of law and the By-Laws, and independently of the right to cast an absentee vote in the manner set forth in these Regulations, shareholders with the right to attend or their proxy representatives may attend the General Shareholders’ Meeting remotely using such means as may be established by the Board of Directors in view of the state of the art and having verified the appropriate conditions of security and simplicity.
2. If the Board of Directors provides for a General Shareholders’ Meeting to be held in person with the ability to attend remotely or exclusively by remote means, the call to meeting and/or the corporate website, as appropriate, shall provide a description of the deadlines, forms and methods for the remote exercise of shareholder rights established by the Board of Directors, observing the provisions of law and the By-Laws, to allow for the proper conduct of the meeting.

3. The connection to the software application to remotely attend the General Shareholders’ Meeting should be made as much in advance of the time scheduled for the start of the meeting as is stated in the call to meeting. Shareholders or their proxy representatives shall be deemed not present if they initiate the connection after the deadline set for this purpose.

4. The Board of Directors shall determine the period for sending presentations, requests for information during the General Shareholders’ Meeting and proposed resolutions that shareholders or their proxy representatives attending remotely wish to make through the remote attendance software application in accordance with law and the By-Laws, and may also establish reasonable extensions of time. The provisions of Article 36.4 above of these Regulations, insofar as applicable, shall apply to any proposed resolutions validly submitted by remote attendees.

5. The replies to the requests for information referred to in the preceding section, when appropriate, shall be given during the meeting itself or in writing within seven days following the holding of the General Shareholders’ Meeting.

Article 38. Temporary Suspension

1. In exceptional cases, when there are incidents that temporarily prevent the normal progress of the meeting, the chair of the General Shareholders’ Meeting may resolve to suspend the session for the time the chair deems appropriate in order to re-establish the conditions needed for the continuation thereof. The chair may adopt such additional measures as the chair deems appropriate to ensure the safety of the attendees and to avoid the repetition of circumstances that might again affect the proper conduct of the meeting.

2. Once the meeting has resumed, if the situation that gave rise to the suspension persists, the chair shall consult with the Presiding Committee in order for the shareholders to approve a continuation of the meeting on the next day. In the event the continuation is not approved, the chair shall immediately adjourn the meeting.

Article 39. Continuation

1. Upon good reason for doing so, the shareholders acting at the General Shareholders’ Meeting may approve a continuation of the meeting over one or more consecutive days, at the proposal of the chair, of the majority of the directors attending the meeting, or of a number of shareholders representing at least twenty-five per cent of the share capital present. The General Shareholders’ Meeting shall be deemed to be a single meeting, and a single set of minutes shall be prepared for all of the sessions.

2. Once the continuation of the General Shareholders’ Meeting has been approved, there shall be no need to repeat compliance with the provisions of law or the Governance and Sustainability System in subsequent sessions for them to be validly held. The quorum needed to adopt resolutions shall be determined based on the results of the initial list of attendees, even if one or more of the shareholders included therein do not attend subsequent meetings, without prejudice to the provisions of Article 42.3.

**TITLE VI. VOTING AND ADOPTION OF RESOLUTIONS**

Article 40. Absentee Voting; Powers to Engage in Proxy-Granting and Absentee Voting

1. Shareholders may cast their absentee vote regarding proposals relating to the items included in the agenda of the call to meeting by the means indicated in section 2 of Article 19 above. In all such cases, they shall be deemed to be present for purposes of the establishment of a quorum at the General Shareholders’ Meeting.

2. In order to vote by postal correspondence, shareholders must send to the Company the duly completed and signed attendance, proxy and absentee voting card issued in their favour by the corresponding institution, setting forth thereon the direction of their vote, their abstention or their blank vote.

3. Votes through the form available on the corporate website shall be cast using the means referred to in letter b) of Article 19.2 above.

4. Votes cast by any of the means set forth in the preceding sections must be received by the Company before 24:00 on the day immediately prior to the day for the holding of the General Shareholders’ Meeting on first call or second call, as applicable.
5. The absentee votes referred to in this article shall be rendered void:
   a. By subsequent express revocation made by the same means used to cast the vote and within the period established for such voting.
   b. By attendance at the meeting of the shareholder casting the vote.
   c. If the shareholder validly grants a proxy within the established period after the date of casting the absentee vote.

6. If no express instructions are included when casting the absentee vote, or instructions are included only with respect to some of the items on the agenda of the call to meeting, and unless expressly indicated otherwise by the shareholder, it shall be deemed that the absentee vote refers to all of the items included in the agenda of the call to the General Shareholders’ Meeting and that the vote is in favour of the proposals made by the Board of Directors regarding the items included in the agenda of the call to meeting with respect to which no express instructions are included.

7. As regards proposed resolutions other than those submitted by the Board of Directors or regarding items not included in the agenda of the call to meeting, the shareholder casting an absentee vote may grant a proxy using any of the means contemplated in these Regulations, in which case the rules established for such purpose shall apply to the proxy, which shall be deemed granted to the chairman of the Board of Directors unless expressly indicated otherwise by the shareholder.

8. The Board of Directors is authorised to further develop the rules, means and procedures adjusted to current techniques in order to organise the casting of votes by other means, in each case in accordance with the rules and regulations issued for such purpose.

   Specifically, the Board of Directors may: (i) establish rules for the use of personal passwords and other guarantees other than electronic signatures and the instant authentication system for casting votes by electronic correspondence or by other valid remote means of communication, as well as establish and regulate the appropriate assurances in the case of telephone communication; (ii) reduce the advance period established above for receipt by the Company of absentee votes cast by postal or electronic correspondence or by other means of remote communication; and (iii) accept, and authorise the chair of and the secretary for the General Shareholders’ Meeting and the persons acting by delegation from either of them to accept, absentee votes received after such period, to the extent allowed by the means available.

9. The Board of Directors is also authorised to further develop the procedures for granting proxies and for absentee voting in general, including the rules of priority and conflict applicable thereto. The implementing rules adopted by the Board of Directors under the provisions of this section shall be published on the Company’s corporate website.

10. The chairman and the secretary of the Board of Directors or the chair or the secretary for the General Shareholders’ Meeting, from the establishment of a valid quorum thereat, and the persons acting by delegation from any of them, shall have the broadest powers to verify the identity of the shareholders and their representatives; check and accept the validity and effectiveness of the proxies and absentee votes (particularly the attendance, proxy and absentee voting card or verification document or instrument for attendance or proxy-granting), as well as the validity and effectiveness of the instructions received through intermediary and management institutions or depositaries of shares, all in accordance with the provisions set forth in the Company’s Governance and Sustainability System and in the rules that the Board of Directors may establish in order to further develop such provisions.

Article 41. Voting on Proposed Resolutions

1. Once the shareholder presentations have ended and responses have been given to requests for information pursuant to the provisions of these Regulations, the proposed resolutions regarding matters included in the agenda of the call to meeting and any others that, pursuant to law, may be submitted to a vote even though not appearing thereon, including any proposals made by the shareholders during the meeting that are appropriate under the law and the Governance and Sustainability System, shall be submitted to a vote. The period for remote voting, if applicable, shall begin from the time that the chair of the General Shareholders’ Meeting declares the establishment of a valid quorum thereat until the time that the proposed resolutions are formally submitted to a vote as provided above, or such later time as may be indicated by the chair of the General Shareholders’ Meeting.

2. The Board of Directors shall make separate proposals for resolutions in connection with matters that are substantially independent of one another. In any event, the following must be voted on separately, even if appearing within the same item on the agenda: (i) the appointment, ratification, re-election or removal of each director, (ii) in the amendment of the By-Laws, that of each article or discrete group of articles, and (iii) those matters for which this is provided in the Governance and Sustainability System.
3. The adoption of resolutions shall proceed following the agenda set forth in the call to meeting. Resolutions proposed by the Board of Directors shall be first submitted to a vote and then, if appropriate, resolutions proposed by other proponents and those relating to matters that the shareholders at the General Shareholders’ Meeting can decide upon without appearing on the agenda shall be voted, with the chair of the General Shareholders’ Meeting deciding upon the order in which they shall be submitted to a vote. Unless the chair of the General Shareholders’ Meeting decides to proceed otherwise, once a proposed resolution has been adopted, all others relating to the same matter and that are incompatible therewith shall be deemed automatically withdrawn and therefore not be voted upon.

4. As a general rule, and without prejudice to the powers of the chair of the General Shareholders’ Meeting to use other procedures and alternative systems, for purposes of voting on the proposed resolutions, the direction of the votes of the shareholders shall be determined as follows:

a. In the case of proposed resolutions relating to matters included in the agenda of the call to meeting, votes corresponding to all shares present in person and by proxy, less the votes corresponding to: shares whose holders or representatives state that they vote against, in blank or abstain, stating so for the record to the notary public or the assistants thereto (or, in the absence thereof, to the secretary for the General Shareholders’ Meeting) for note thereof to be taken in the minutes of the meeting; shares whose holders have voted against, in blank, or have expressly stated that they abstain through the means of communication referred to in these Regulations; and shares whose holders or representatives have left the meeting prior to the voting on the proposed resolution in question and have had the notary public or assistants thereto (or, in the absence thereof, the secretary for the General Shareholders’ Meeting) record their withdrawal from the meeting, shall be deemed votes in favour.

b. In the case of proposed resolutions relating to matters not included in the agenda of the call to meeting, votes corresponding to all shares present in person and by proxy, less the votes corresponding to: shares whose holders or representatives state that they vote against, in blank or abstain, by communicating or expressing their vote or abstention to the notary public (or, in the absence thereof, the secretary for the General Shareholders’ Meeting) or the assistants thereto, for note thereof to be taken in the minutes; shares whose holders have voted in favour, in blank, or have expressly stated that they abstain through the means of communication referred to in these Regulations; and shares whose holders or representatives have left the meeting prior to the voting on the proposed resolution in question and have had the notary public or assistants thereto (or, in the absence thereof, the secretary for the General Shareholders’ Meeting) record their withdrawal from the meeting, shall be deemed to be votes against.

5. If a proxy-holder represents several shareholders, the proxy-holder may cast votes in different directions based on the instructions given by each shareholder.

6. Furthermore, so long as the required guarantees of transparency and certainty are provided in the opinion of the Board of Directors, a vote may be divided in order for financial intermediaries who are recorded as having shareholder status but act for the account of different clients to be able to divide their votes and cast them in different directions in accordance with the instructions given by such clients.

**Article 42. Approval of Resolutions and Announcement of Voting Results**

1. The shareholders acting at a General Shareholders’ Meeting shall adopt resolutions with the majorities required by law or the By-Laws. Each voting share, whether represented in person or by proxy at the General Shareholders’ Meeting, shall grant the holder the right to one vote, without prejudice to the limitations on the maximum number of votes that may be cast by a shareholder, the conflicts of interest provided for in Article 28 of the By-Laws, other instances in which the By-Laws provide for the suspension of voting rights, or the restrictions established by law.

2. Except in cases in which the law or the By-Laws require a greater majority, the shareholders acting at a General Shareholders’ Meeting shall adopt resolutions by simple majority of the shareholders present in person or by proxy, with a resolution being deemed adopted when it receives more votes in favour than against.

3. For purposes of determining the number of shares upon which the majority needed to adopt the various resolutions shall be calculated, all shares appearing on the list of attendees shall be deemed to be in attendance, present or represented at the meeting, less: shares whose owners or representatives have left the meeting prior to the voting on the proposed resolution in question and have recorded their withdrawal with the notary public or assistants thereto (or, in the absence thereof, with the secretary for the General Shareholders’ Meeting); and shares which, by application of the provisions of law or the By-Laws, are totally or partially deprived of the right to vote in general, or on the particular resolution in question, or shares in respect of which the exercise of the right to vote has been suspended for the holders thereof.

4. Once the chair of the General Shareholders’ Meeting, at the time of voting, finds the existence of a sufficient number of votes in favour or against all or some of the proposed resolutions, the chair may declare them to be approved or rejected by the shareholders at the General Shareholders’ Meeting, without prejudice to the statements that the shareholders or their proxy representatives may desire to make to the notary public or to the assistants thereto or,
if applicable, to the secretary for the General Shareholders’ Meeting, regarding the direction of their vote for such statements to be recorded in the minutes of the meeting.

5. Without prejudice to the provisions of the preceding section, for each resolution submitted to a vote at the General Shareholders’ Meeting, there must be a determination of at least the number of shares for which valid votes have been cast, the proportion of share capital represented by such votes, the total number of valid votes cast, the number of votes in favour and against each resolution, and the number of abstentions and votes in blank, if any.

### TITLE VII. CLOSURE AND MINUTES OF THE MEETING

#### Article 43. Closure

Once the voting on the proposed resolutions has been completed and the results have been announced by the chair of the General Shareholders’ Meeting, the General Shareholders’ Meeting shall end and the chair thereof shall bring the meeting to a close, adjourning the session.

#### Article 44. Minutes

1. The minutes of the meeting may be approved by the shareholders at the end of the General Shareholders’ Meeting, and otherwise within a period of fifteen days by the chair of the General Shareholders’ Meeting and two inspectors, one on behalf of the majority and the other on behalf of the minority.

2. Once the minutes are approved, they shall be signed by the secretary for the General Shareholders’ Meeting, with the approval of the chair. In the event the aforementioned persons are unable to do so for any reason, they shall be replaced by the persons established by law or the By-Laws.

3. In the event that a notary public takes part in the General Shareholders’ Meeting, the notarial minutes shall be deemed the minutes of the General Shareholders’ Meeting and shall not require approval.

4. If the General Shareholders’ Meeting is held exclusively by remote means, the minutes of the meeting must be drawn up by a notary public.

### TITLE VIII. SUBSEQUENT ACTS

#### Article 45. Publication of Resolutions

1. Without prejudice to registration of recordable resolutions with the Commercial Registry or to applicable legal provisions regarding the publication of corporate resolutions, the Company shall communicate to the National Securities Market Commission the literal text or a summary of the contents of the resolutions approved at the General Shareholders’ Meeting.

2. The text of the resolutions adopted and the voting results shall be published in full on the Company’s corporate website within five days of the end of the General Shareholders’ Meeting.

3. Furthermore, at the request of any shareholder or their representative at the General Shareholders’ Meeting, the secretary of the Board of Directors shall issue a certification of the resolutions or of the minutes.
2. Regulations for the Electronic Shareholders’ Forum

20 June 2023

Article 1. Introduction
Article 2. Purpose of the Regulations
Article 3. Acceptance of the Rules of the Forum
Article 4. Object and Purpose of the Forum
Article 5. Registered Users
Article 6. Access to and Use of the Forum
Article 7. Scope of the Forum
Article 8. Company's Liability
Article 9. No Licence
Article 10. Costs of Use
Article 11. Security and Protection of Personal Data
Article 12. Registered Users' Service
Article 1. Introduction

Pursuant to the provisions of Section 539.2 of the restated text of the Companies Act (Ley de Sociedades de Capital), IBERDROLA, S.A. (the “Company”) approves these Regulations for the Electronic Shareholders’ Forum (the “Regulations”), which form part of its Governance and Sustainability System, governing the Company’s Electronic Shareholders’ Forum (the “Forum”) that will be made available on the Company’s corporate website on occasion of the call to and until the holding of each General Shareholders’ Meeting.

Article 2. Purpose of the Regulations

1. These Regulations govern how the Company will enable and make the Forum available, as well as the guarantees, terms and conditions for access thereto and use thereof by the Company’s shareholders and by any voluntary associations that may be formed pursuant to applicable law.

2. As regards the Forum, these Regulations supplement the legal terms and conditions for access and use of the Company’s corporate website, which shall fully apply to access to and use of the Forum as to all matters not otherwise amended by or inconsistent with the provisions of these Regulations.

3. The Company reserves the right to modify the layout, configuration, operation and contents of the Forum, as well as the terms and conditions for use thereof and these Regulations, at any time and without prior notice, without prejudice to the provisions of applicable legal provisions, particularly to Section 539 of the restated text of the Companies Act.

Article 3. Acceptance of the Rules of the Forum

Registration as a user of the Forum (“Registered User”) and access thereto and/or use thereof entail full and unreserved acceptance of the terms and conditions set forth in these Regulations and in the version of the legal terms and conditions for access and use of the Company’s corporate website that may be in effect from time to time.

Article 4. Object and Purpose of the Forum

1. The Forum is made available in order to facilitate communication among the Company’s shareholders on occasion of the call to and until the holding of each General Shareholders’ Meeting.

2. Registered Users may send communications for posting in the Forum, containing exclusively:
   a. Proposals sought to be submitted as a supplement to the agenda included in the call to the General Shareholders’ Meeting.
   b. Requests to join in support of such proposals.
   c. Initiatives to reach the percentage required to exercise a minority right as contemplated by law or the Company’s Governance and Sustainability System.
   d. Voluntary proxy offers or solicitations.

3. The “Corporate Governance” section of the Company’s corporate website publishes the announcement of the call to meeting, which includes the agenda for each General Shareholders’ Meeting and contains a description of the rights and duties of the Company’s shareholders and of the conditions for exercise thereof, without prejudice to the provisions of applicable law at any time.

Article 5. Registered Users

1. Access to and use of the Forum is reserved exclusively to individual shareholders of the Company, and to voluntary associations of shareholders validly established and registered in the special registry created for such purpose at the National Securities Market Commission (Comisión Nacional del Mercado de Valores) pursuant to Section 539.2 of the restated text of the Companies Act and regulations thereunder.

2. In order to access and use the Forum, such shareholders and voluntary associations of shareholders must log on as a “Registered User” by filling out the corresponding form to log on as a Registered User of the Forum, providing evidence of their status as a shareholder of the Company or of a voluntary association of shareholders duly established and registered with the National Securities Market Commission, in the manner set forth in such form. In the case of shareholders that are legal entities and of voluntary associations of shareholders, evidence of the representative authority of the person wishing to access the Forum shall be provided in the form established for such purpose.

3. A special use form may be required to be filled out for subsequent access to and communications with the Forum.
4. Access to and use of the Forum by Registered Users are subject to at all times maintaining status as a shareholder of the Company, or as a voluntary association of shareholders duly established and registered, pursuant to applicable regulations.

5. In the event that the Company, in its capacity as administrator of the Forum, has reasonable doubts at any time regarding compliance with such condition by any Registered User, it may request such User to provide evidence that such status is maintained as well as any information or documents deemed appropriate for verification of the circumstances set forth herein.

6. The Company may request additional information from, suspend or exclude Registered Users that do not provide evidence of compliance with such conditions to its satisfaction.

7. All communications sent by shareholders or voluntary associations that cease to have such status prior to the holding of the corresponding General Shareholders’ Meeting shall automatically lapse, as shall all communications relating thereto or connected therewith.

Article 6. Access to and Use of the Forum

1. Access to the Forum

All Registered Users may access the Forum and view the communications posted by other Registered Users.

The Forum is only intended to publish the communications posted by Registered Users in connection with the matters set forth in Article 4.2 of these Regulations and does not constitute a device for electronic conversation among Registered Users or a meeting point for virtual debate. Therefore, the Company shall only include in the Forum such communications as are admissible under the law and pursuant to the Company's Governance and Sustainability System, such that no other comments regarding such communications shall be posted in the Forum.

2. Posting of communications in the Forum

All registered Users may send communications regarding any of the matters set forth in Article 4 above, which shall be posted in the Forum by the Company in accordance with the technical procedures in place from time to time. The content of the communications shall only be in text form and, once posted, such communications shall be available for access by any other Registered User.

All communications by Registered Users shall be deemed made as an expression of their personal opinions and, except for the case of shareholders that are legal entities and associations of shareholders authorised for such purpose under the law and these Regulations, no communications shall be posted which are received from representatives of shareholders, shareholders’ pools and agreements, depositary entities, financial brokers or other persons acting for the account or benefit of the shareholders.

Requests for the posting of communications must be made by filling out the forms available in the Forum for such purpose, which shall include:

a. Identification of the Registered User sending the communication.

b. Statement of the communication, with a clear description of the content of the initiative.

c. Brief rationale for the communication.

All communications posted in the Forum shall include the identification data of the Registered User sending it (first and last name, in the case of individuals; corporate name, in the case of legal entities; and corporate name and registration number in the registry maintained by the National Securities Market Commission, in the case of associations of shareholders, as well as, in the last two cases, the identification data of their respective representatives). The date and time of posting shall also be indicated.

Upon sending a communication, the Registered User responsible therefor is deemed to represent and warrant that the content thereof is lawful and in accordance with the provisions of law and of these Regulations and with the requirements of good faith, that such Registered User has obtained all approvals and permits required to send the communication in question, and that such communication does not violate any third-party rights.

The Company shall have the right to verify that any communications sought to be posted comply with legal provisions, these Regulations and the requirements of good faith and may deny inclusion in or remove from the Forum any communication that it deems to be inconsistent therewith.
3. Content of communications
Any use of the Forum by Registered Users shall fully comply with applicable legal provisions, shall be consistent with the purpose of the Forum as set forth in Article 4 above and shall fulfil the requirements of good faith. In this regard, it is expressly forbidden:

a. To make an attack on the rights, property and lawful interests of the Company, of other Registered Users and of third parties and, specifically, on their intellectual and industrial property rights, freedom of religion, reputation, good name, privacy, the protection of personal data or any other property, rights or interests afforded protection by law.

b. To introduce third-party personal information or data without the informed consent of the owner thereof or to assume the identity of another.

c. To insert contents or expressions that are discriminatory, racist, sexist, violent, xenophobic or otherwise offensive or degrading.

d. To insert any kind of materials which are inappropriate or contrary to the requirements of good faith.

e. To provide information of any kind intended to be used for the commission of criminal, civil or administrative wrongs.

f. To carry out activities of any kind (or provide information to third parties) serving to circumvent technical restrictions built into the media or programs of the Forum in order to avoid any unauthorised use.

g. To include contents or materials without the requisite approval of the respective holders of intellectual and industrial rights therein.

h. To damage, disable, overload, or impair the operation of the Forum or the computer equipment of the Company, of other Registered Users or of third parties, as well as the documents, files and contents of any kind stored on such computer equipment (hacking), or to prevent the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of publicity or advertisement by Registered Users is absolutely forbidden.

Any Registered User who is aware that any kind of content of or provided through the Forum is contrary to the rules established in these Regulations or the requirements of good faith may give notice thereof to the Company through the channels activated in the Company’s internal reporting system as provided in the Compliance and Internal Reporting and Whistleblower Protection System Policy.

Registered Users undertake to use the Forum diligently, properly and in compliance with applicable law, these Regulations and the requirements of good faith, consistently with the purpose of the Forum as set forth in Article 4 above.

4. Removal of communications after the General Shareholders’ Meeting
Once a General Shareholders’ Meeting has ended, the Company reserves the right to remove and delete all communications relating thereto.

Article 7. Scope of the Forum

1. The Forum is not a channel of communication between the Company and Registered Users.

2. Therefore, no communication sent to or posted in the Forum may in any event be deemed to be a notice to the Company for any purpose and, specifically, for the purpose of exercising any rights that Registered Users individually or collectively hold, nor shall it replace compliance with the requirements established by law and by the Company’s Governance and Sustainability System for the exercise of any such rights or for the conduct of initiatives and activities by the shareholders.

3. All rights and powers that the shareholders wish to enforce must be exercised via the legally established channels and pursuant to the provisions, if any, contained in the law and in the Company’s Governance and Sustainability System, such that the Forum shall in no event constitute a valid channel for such purpose.

Article 8. Company’s Liability

1. Extent of the Company’s liability
The Company shall not be liable for the accuracy, truth, effectiveness, lawfulness or relevance of the communications sent by Registered Users or for the opinions expressed thereby. The Company shall only be liable for its own services and for the contents directly originated by it and identified with its copyright notice as a trademark or as intellectual or industrial property of the Company.
By accessing and/or using the Forum, all Registered Users declare that they acknowledge and agree that they shall be solely and exclusively responsible for their use of the Forum.

2. Contents

The Company expressly reserves the right to deny access to and/or use of the Forum as well as the right not to post or to remove communications sent by Registered Users that contravene applicable legal provisions, these Regulations or the requirements of good faith.

In addition, the Company has the power but not the duty to monitor the use of the Forum and the contents thereof, which are the sole responsibility of the Registered Users sending them or including them.

In any event, the Company may establish tools to filter and moderate the contents of the communications, as well as remove contents when it believes that they may be unlawful or contrary to the provisions of these Regulations or to the requirements of good faith.

Registered Users shall be liable for any damages that the Company, any other Registered User or any third party may suffer as a consequence of access to and/or use of the Forum (including, specifically, the sending of communications) in violation of any provisions of applicable law, of these Regulations or of the requirements of good faith.

Article 9. No Licence

1. The Company authorises Registered Users to use the intellectual and industrial property rights associated with the software application installed on the Company's server that executes the features making up the Forum solely for the purposes established in Article 4 and pursuant to the terms and conditions set forth in these Regulations. Registered Users shall refrain from obtaining or attempting to obtain access to or use of the Forum and its contents by means or procedures other than those made available to them or indicated for such purpose in each case.

2. The Company does not grant any kind of licence or authorisation to use its intellectual or industrial property rights or any other property or right related to the Forum other than as provided in the preceding paragraph.

Article 10. Costs of Use

Access to and use of the Forum by Registered Users is free of charge, except for the cost of connection through the telecommunications network supplied by the access provider hired by each Registered User.

Article 11. Security and Protection of Personal Data

1. The security and personal data protection provisions contained in the legal terms and conditions for access and use of the Company's corporate website shall apply to the Forum. Specifically, all personal data provided by Registered Users or generated as a consequence of the use of the Forum shall be handled by the Company in order to establish, manage and monitor the operation of the Forum pursuant to the provisions of these Regulations and of applicable law.

2. Registered Users may exercise their rights of access, correction, removal and opposition via the e-mail address provided for in Article 12 below.

Article 12. Registered Users' Service

Registered Users that wish to make suggestions or proposals for improvement of the Forum, or need technical assistance, or wish to exercise the rights afforded to them by personal data protection regulations, may write to the Company's e-mail address displayed in the Forum for such purpose. The purpose of this e-mail address is to serve Registered Users and to improve the quality of the Forum, and does not entail any kind of control by or liability for the Company.
3. Regulations of the Board of Directors

20 June 2023

PRELIMINARY TITLE

Article 1. Definition and Purpose
Article 2. Scope
Article 3. Dissemination
Article 4. Priority and Interpretation
Article 5. Amendment

TITLE I. PRINCIPLES OF CONDUCT

Article 6. Main Principles of Conduct
Article 7. Governance and Sustainability System
Article 8. Corporate Interest
Article 9. Shareholders and Stakeholders
Article 10. Social Dividend
Article 11. Ethical Requirements

TITLE II. STRUCTURE AND POWERS

Article 12. Structure
Article 13. Powers of the Board of Directors

TITLE III. COMPOSITION

Article 14. Number of Directors
Article 15. Classes of Directors

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TITLE IV. APPOINTMENT AND CESSATION OF OFFICE OF DIRECTORS 273

Article 16. Selection of Candidates 273
Article 17. Appointment 274
Article 18. Disqualifications 274
Article 19. Term of Office 275
Article 20. Re-election 275
Article 21. Resignation, Removal and Cessation of Office 275
Article 22. Duty to Abstain 276

TITLE V. POSITIONS AND COMMITTEES 276

Chapter I. Positions 276
Article 23. Chairman of the Board of Directors 276
Article 24. Vice-Chair or Vice-Chairs of the Board of Directors 277
Article 25. Chief Executive Officer 277
Article 26. Checks and Balances System: Lead Independent Director 277
Article 27. Secretary, Deputy Secretary or Deputy Secretaries 278
Article 28. General Secretary and Counsel 279

Chapter II. Committees of the Board of Directors 279
Article 29. Committees of the Board of Directors 279
Article 30. Executive Committee 280
Article 31. Audit and Risk Supervision Committee 281
Article 32. Appointments Committee 283
Article 33. Remuneration Committee 284
Article 34. Sustainable Development Committee 285

TITLE VI. OPERATION 287

Article 35. Meetings 287
Article 36. Place of Meetings 287
Article 37. Conduct of Meetings 288

TITLE VII. DIRECTOR REMUNERATION 288

Article 38. Director Remuneration 288
TITLE VIII. INFORMATION TO DIRECTORS 289

Article 39. Powers of Information and Inspection 289
Article 40. Assistance of Experts 289

TITLE IX. DUTIES OF DIRECTORS 290

Article 41. General Duties 290
Article 42. Duty of Confidentiality 290
Article 43. Duty Not to Compete 291
Article 44. Conflicts of Interest 291
Article 45. Use of Corporate Assets 292
Article 46. Non-Public Information 292
Article 47. Business Opportunities 293
Article 48. Related-Party Transactions 293
Article 49. Duty to Disclose Information 295
Article 50. Extension of Director's Duties 295

TITLE X. INFORMATION AND RELATIONSHIPS 295

Chapter I. Information 295
Article 51. Annual Corporate Governance Report 295
Article 52. Corporate Website 296

Chapter II. Relationships 296
Article 53. Principle of Transparency 296
Article 54. Relationships with the Shareholders 296
Article 55. Relationships with the Securities Markets 297
Article 56. Relationships with the Statutory Auditors 297
Article 57. Relationships with Members of Senior Management of the Company 298
3. Regulations of the Board of Directors

Article 1. Definition and Purpose

1. The Regulations of the Board of Directors (the “Regulations”) of IBERDROLA, S.A. (the “Company”), in compliance with applicable legislation and as part of the Governance and Sustainability System, constitute its specific and concrete system of organisation, which further develops and supplements applicable legal and bylaw-mandated rules, taking into consideration the nature of the Company as a holding company and as the controlling entity of those included within its group (the “Group”).

2. These Regulations have been prepared taking into account the good governance recommendations generally recognised in international markets.

3. The Regulations contain the principles of conduct of the Board of Directors of the Company, the basic rules for the organisation and operation thereof, and the rules for the selection, appointment, re-election, removal and conduct of its members, in order to achieve the greatest degree of transparency, effectiveness and control in the performance of its duties to develop and fulfil the corporate interest.

4. The principles of conduct and the rules for organisation and operation of the management decision-making bodies existing at other companies belonging to the Group shall be governed by their respective internal regulations, if any. Such regulations shall conform to the principles set forth in these Regulations, without prejudice to any adjustments that may be required based on the specific circumstances of each company, and shall, in all cases, abide by the guarantees required by the Governance and Sustainability System and the principles of coordination and information-sharing that must govern the relations among the management decision-making bodies of the various companies of the Group in order for them to fully comply with their respective duties.

Article 2. Scope

1. These Regulations apply to the Board of Directors, the representative decision-making bodies thereof (whether collective or single-person) and its internal committees, as well as to all members thereof.

2. The persons to whom these Regulations apply shall have the duty to be apprised of them, to comply with them and to enforce them, for which purpose the secretary of the Board of Directors shall provide them with a copy that has been updated with subsequent amendments as they are approved, to be acknowledged by means of a signed receipt, and shall also make it available thereto on the directors’ website and publish it on the Company’s corporate website.

3. The directors shall comply with and enforce the provisions of the Governance and Sustainability System and shall confirm such commitment in writing upon accepting their appointment or re-election in such manner as is determined by the secretary of the Board of Directors.

Article 3. Dissemination

These Regulations and any amendments hereto shall be communicated to the National Securities Market Commission (Comisión Nacional del Mercado de Valores) and registered with the Commercial Registry (Registro Mercantil) pursuant to applicable legal provisions. The current text of these Regulations shall be made available on the Company’s corporate website.

Article 4. Priority and Interpretation

1. These Regulations further develop and supplement applicable legal and by-law provisions, which provisions shall prevail in the event of conflict with the provisions set forth herein, and shall be interpreted in accordance with law and the Governance and Sustainability System.

2. Any questions that may arise in connection with the interpretation or application hereof shall be resolved by the Board of Directors, which shall include such amendments, if any, as it deems appropriate.

Article 5. Amendment

1. The Board of Directors may, by resolution adopted by at least a two-thirds majority of the directors present at the meeting in person or by proxy, amend these Regulations on its own initiative, or on the initiative of its chairman, of one-third of the directors or of the Sustainable Development Committee, with the proposed amendment to be accompanied by a description of the reasons for and the scope of the amendment sought.
2. The proposed amendments shall be accompanied by a report of the Sustainable Development Committee, unless the initiative comes from the committee itself or from the Board of Directors.

3. Before holding the meeting of the Board of Directors called to decide upon the aforementioned proposed amendment, the entire text thereof, the report with the rationale therefor and the report of the Sustainable Development Committee, if appropriate, shall be made available to the directors.

4. The Board of Directors shall inform the shareholders of any amendment to the Regulations approved thereby at the next General Shareholders’ Meeting.

■ TITLE I. PRINCIPLES OF CONDUCT

Article 6. Main Principles of Conduct
The fundamental guidelines for the conduct of the Board of Directors, in addition to strict observance of applicable law, are compliance with the Governance and Sustainability System, effective engagement of the shareholders and other Stakeholders, satisfaction of the corporate interest, commitment to the social dividend and the conformance of its work and that of all of its members to the Company’s Code of Ethics.

Article 7. Governance and Sustainability System
1. The Board of Directors shall at all times comply with the provisions of the Governance and Sustainability System, without prejudice to the powers that it vests therein to further develop, apply and integrate the rules of which it consists, in order to at all times ensure the achievement of its purposes, and particularly the corporate interest.

2. For purposes of maintaining the proper unity and coherence of the Governance and Sustainability System, the Board of Directors may, on its own initiative, approve reforms that simultaneously affect several documents of the Governance and Sustainability System where the approval thereof is within the purview of the Board of Directors, in which case there shall be no need for a prior proposal or report from any other body.

3. The Board of Directors shall always act in accordance with the provisions of the Purpose and Values of the Iberdrola Group, which reflect its raison d’être and the key values that inspire and guide the strategy of the Group and all of its actions.

Article 8. Corporate Interest
1. The Board of Directors shall carry out its duties with unity of purpose and independent judgement, always in pursuit of the corporate interest, which is understood as the common interest of all shareholders of an independent company focused on the sustainable creation of value by engaging in the activities included in its corporate object, taking into account other Stakeholders related to its business activity and its institutional reality, in accordance with the Purpose and Values of the Iberdrola Group and with the commitments made in the Code of Ethics.

2. The Board of Directors shall endeavour to ensure that the chairman of the Board of Directors, as well as the Executive Committee and the chief executive officer, pursue the corporate interest.

Article 9. Shareholders and Stakeholders
The Board of Directors shall endeavour to ensure the effective engagement of the shareholders and other Stakeholders in the business enterprise, affording equal treatment to all shareholders in the same situation.

Article 10. Social Dividend
The Board of Directors and its delegated bodies shall perform their duties while endeavouring to ensure that the social dividend, which is conceived, consistently with the Purpose and Values of the Iberdrola Group and the Code of Ethics, as the direct, indirect or induced contribution of value of the Company’s activities for all Stakeholders, particularly by contributing to the achievement of the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

Article 11. Ethical Requirements
1. The Company aspires for its conduct and that of the persons connected therewith to conform and adhere not only to applicable law and its Governance and Sustainability System but also to ethical principles and generally accepted principles of social responsibility. The Board of Directors has the authority for such purpose to approve a Code of Ethics that reflects this commitment, applicable to the directors, professionals and suppliers of the companies of Group.
2. The Board of Directors shall adopt the measures necessary to ensure that the directors, professionals and suppliers of the companies of the Group comply with the provisions of the Code of Ethics.

**TITLE II. STRUCTURE AND POWERS**

**Article 12. Structure**

Management of the Company is vested in a Board of Directors, its chairman (who shall have the status of executive chairman), an executive committee called the Executive Committee (Comisión Ejecutiva Delegada), and a chief executive officer (consejero delegado), who shall report to the Board of Directors and who shall be subordinate to the executive chairman.

**Article 13. Powers of the Board of Directors**

1. The Board of Directors has the power to adopt resolutions regarding all matters not assigned by law or the By-Laws to the shareholders acting at a General Shareholders’ Meeting.

2. The Board of Directors has the broadest powers and authority to manage and represent the Company.

3. Notwithstanding the foregoing, pursuant to the Governance and Sustainability System, the Board of Directors shall focus its activity on approving strategic goals at the Group level, on defining its organisational model and on supervising compliance therewith and further development thereof. The Board of Directors may rely on the Executive Committee to perform this supervisory duty.

   Without prejudice to the non-delegable powers provided for by law and the Governance and Sustainability System, the Board of Directors shall generally entrust the duties of strategic supervision, organisation and coordination at the Group level to the chairman of the Board of Directors, to the chief executive officer and to the management team, who shall disseminate, implement and monitor the overall strategy and basic guidelines established by the Board of Directors for the management thereof.

4. The Board of Directors shall supervise the activities of the chairman of the Board of Directors, of the chief executive officer and of the Executive Committee, and shall guarantee the effectiveness of the checks and balances system provided for by law and the Governance and Sustainability System.

5. The main function of the Company is to act as the parent company of the Group. In this regard, the Board of Directors shall decide on the creation of country subholding companies in the territories or countries or in relation to the businesses it considers appropriate. The country subholding companies group together the equity stakes in the head of business companies of the Group and strengthen the function of strategic supervision, organisation and coordination and further develop them in relation to the territories, countries and businesses decided by the Board of Directors, disseminating, implementing and ensuring compliance with the policies, strategies and general guidelines covering the Group based on the characteristics and particularities of their respective territories, countries or businesses. Also, to centralise the provision of services common to their subsidiaries, in accordance with the provisions of applicable law and especially the legal provisions regarding the separation of regulated activities.

6. The Board of Directors shall design, evaluate and review the Governance and Sustainability System on an ongoing basis. In particular, it shall approve the Purpose and Values of the Iberdrola Group and shall attend to the approval and update of the corporate policies, which shall further develop the principles reflected in the By-Laws and other elements of the Governance and Sustainability System and codify the guidelines that should govern the activities of the Company and of the other companies within the Group, as well as its directors, management personnel and other professionals. These corporate policies shall group together those relating to environmental, social and corporate governance and regulatory compliance aspects.

7. The Board of Directors, within its powers regarding approval of strategic goals at the Group level and the definition of its organisational model, shall occupy itself with the following matters, among others:

   a. Establish, within legal limits, the Group-level policies and strategies and the basic guidelines for the management thereof, entrusting to the management decision-making bodies and to the management of the head of business companies of the Group the duties of effective administration and day-to-day management of the businesses.

   b. Supervise, with the support of the Executive Committee, the chairman of the Board of Directors, the chief executive officer and the management team, as well as with that of the country subholding companies within their respective territories, countries or businesses, the general development of such policies, strategies and guidelines by the head of business companies of the Group, establishing appropriate mechanisms for the coordination and exchange of information in the interest of the Company and of the other companies included within the Group.

   c. Agree with each of the listed country subholding companies of the Group on their respective special framework of strengthened autonomy and ensure compliance therewith.

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d. Decide on matters of strategic importance at the Group level.

8. In particular, the Board of Directors, acting upon its own initiative or at the proposal of the corresponding internal decision-making body, shall occupy itself with the matters set forth below (as an example only):

A. With respect to the engagement of the shareholders in corporate life and with the General Shareholders’ Meeting:
   a. Lead the strategy of engaging the shareholders in corporate life and establishing a policy that actively promotes it.
   b. Call the General Shareholders’ Meeting, set the form of holding and the agenda of the call to meeting, formulate the corresponding proposed resolutions regarding each of the items on said agenda and approve the rules for implementation of the provisions of the Governance and Sustainability System relating to the holding thereof.
   c. Propose the amendment of the By-Laws and the Regulations for the General Shareholders’ Meeting to the shareholders at a General Shareholders’ Meeting.
   d. Submit to a decision by the shareholders at a General Shareholders’ Meeting the assignment to dependent entities of core activities theretofore carried out by the Company, even though the Company retains full control of such entities.
   e. Submit to a decision by the shareholders at a General Shareholders’ Meeting transactions for the acquisition or disposition of essential operating assets.
   f. Submit to a decision by the shareholders at a General Shareholders’ Meeting transactions having an effect equivalent to the liquidation of the Company.
   g. Carry out the resolutions approved by the shareholders at a General Shareholders’ Meeting and perform any duties that the shareholders have entrusted thereto.
   h. Approve a policy on the payment of financial incentives for participation in the General Shareholders’ Meeting.
   i. Generally, submit to the shareholders at a General Shareholders’ Meeting all those matters within its purview under applicable law.

B. With respect to the policies and strategies of the Company and of the other companies of the Group and the corporate and governance structure thereof:
   a. Approve the Purpose and Values of the Iberdrola Group.
   b. Establish the general policies and strategies of the Company and of those that cover the Group:
   c. Approve the strategic or business plan, as well as the management goals and annual budgets, the investment and financing policy, the corporate responsibility policy and the shareholder remuneration policy.
   d. Define the corporate and governance structure of the Group.
   e. Establish the policy for the control and management of risks, including tax risks, and the supervision of the internal information and control systems.
   f. Determine the Company's tax strategy and approve investments or transactions with particular tax risks due to the elevated amount or special characteristics thereof.
   g. Establish the shareholders remuneration policy and propose to the shareholders acting at a General Shareholders' Meeting the decisions it deems most appropriate regarding the application of results and the distribution of dividends, as well as approve the payment of interim dividends. The Board of Directors may also propose other modes of shareholder remuneration.
   h. Establish the policy regarding own shares.
   i. Oversee that the country subholding companies comply with the legal provisions on regulated activities within their respective jurisdictions.
   j. Take note of mergers, split-offs, concentrations or overall assignments of assets and liabilities affecting any of the country subholding companies or head of business companies of the Group.
   k. Approve 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 Group.
I. Upon a proposal of the Audit and Risk Supervision Committee, approve the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group, as well as the Basic Internal Audit Regulations.

C. With respect to the organisation of the Board of Directors and the delegation of powers and the granting of powers of representation:

a. Approve and amend these Regulations.

b. Define the structure of general powers to be granted by the Board of Directors or by the delegated management decision-making bodies and the general rules governing the powers-of-attorney granted by the companies of the Group.

c. Supervise the effective operation of the committees it has created and the activities of the delegated decision-making bodies and of the members of senior management that it has appointed.

d. Under the coordination of the Appointments Committee, perform an annual evaluation of its operation and of its committees, and based on the results thereof design an action plan that corrects any detected deficiencies.

D. With respect to the information to be provided by the Company:

a. Manage the provision of information regarding the Company to the shareholders and the markets in general, pursuant to standards of equal treatment, transparency and truthfulness.

b. Prepare the annual financial statements, the director’s report and the proposed allocation of the Company’s profits or losses, as well as the consolidated annual financial statements and directors’ report.

c. Approve the financial information that the Company must periodically make public due to its status as listed company, ensuring that such documents provide a true and fair view of the assets and liabilities, the financial position and the results of the Company in accordance with the provisions of law.

d. Prepare the statement of non-financial information and appoint the independent assurance provider responsible for assurance of the information included therein.

e. Approve the annual corporate governance report, the integrated report, the annual director remuneration report and any other report that the Board of Directors deems advisable in order to better inform shareholders and investors or that is required by law.

E. With respect to the directors and members of senior management:

a. Designate directors to fill vacancies by interim appointment (co-option) procedure and propose to the shareholders at a General Shareholders’ Meeting the appointment, ratification, re-election or removal of directors.

b. Designate and renew internal positions within the Board of Directors and the members of and positions on the committees established within the Board of Directors.

c. Propose to the shareholders at the General Shareholders’ Meeting the approval of the Director Remuneration Policy upon the terms established by law and the Governance and Sustainability System, and make decisions regarding the remuneration thereof within the framework of the By-Laws and the provisions of said policy.

d. Appoint the directors that are to perform executive duties and remove them, setting the remuneration to which they are entitled by reason of their executive duties and the other terms of their contracts, conforming to the Director Remuneration Policy approved by the shareholders at the General Shareholders’ Meeting.

e. Approve the plan for succession and temporary replacement of the chairman of the Board of Directors and of the chief executive officer.

f. Approve, upon a proposal of the chairman of the Board of Directors and after a report of the Appointments Committee, the determination and modification of the Company’s organisational chart.

g. Approve, upon a proposal of the chairman of the Board of Directors, the appointment and removal of the chief executive officer as well as the establishment of the basic terms of the chief executive officer’s contract.

h. Approve, upon a proposal of the chairman of the Board of Directors, the appointment and removal of the members of senior management and other executives required by law, as well as the establishment of the basic terms of their contracts, including their remuneration and the compensation or severance payments in the event of removal.

As an exception to the foregoing, following a report from the Appointments Committee, the Audit and Risk Supervision Committee shall, if applicable, submit to the Board of Directors a proposal supported by the corresponding report regarding the selection, appointment or removal of the director of the Internal Audit Area.
Those members of senior management 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 director of the Internal Audit Area, shall form part of senior management.

i. Decide on the authorisation or release from obligations arising from the duty of loyalty established by law (unless the decision regarding the authorisation or release legally corresponds to the shareholders acting at a General Shareholders’ Meeting).

F. Other powers:

a. Approve or delegate Related-Party Transactions (as this term is defined in Article 48) or submit them for approval by the shareholders at the General Shareholders’ Meeting, as appropriate, in accordance with the provisions of law and the Governance and Sustainability System.

b. Approve and regularly update a climate action plan to achieve neutrality in the emission of greenhouse gases by 2050, following a report from the Sustainable Development Committee. This plan shall set out the intermediate objectives, the strategy and the investment plan designed to meet these objectives and shall define the methodologies used to assess the implementation thereof.

c. Declare its position regarding all takeover bids for securities issued by the Company.

d. Decide on proposals submitted thereto by the Executive Committee, the chairman of the Board of Directors, the chief executive officer, the lead independent director and the committees of the Board of Directors.

e. Make decisions regarding any other matter within its purview that the Board of Directors believes to be in the interest of the Company or that these Regulations reserve to the Board as a whole. Those powers reserved by law or the Governance and Sustainability System for direct exercise by the Board of Directors may not be delegated.

9. Notwithstanding the foregoing, when there are urgent and duly justified circumstances, and the law so permits, the Executive Committee or the chairman of the Board of Directors may make decisions regarding those matters referred to in the preceding sections, which must be ratified at the first meeting of the Board of Directors held after the making thereof.

10. In connection with such matters included in this article as may be appropriate, the Board of Directors shall act in coordination with the management decision-making bodies of the other companies forming part of the Group, acting in the common interest of all of them.

TITLE III. COMPOSITION

Article 14. Number of Directors

1. The Board of Directors shall be composed of a minimum of nine and a maximum of fourteen directors, who shall be appointed or ratified at a General Shareholders’ Meeting, in accordance with law and the Governance and Sustainability System.

2. The determination of the number of directors shall be the purview of the shareholders acting at a General Shareholders’ Meeting, for which the shareholders may establish such number either by express resolution or through the filling or non-filling of vacancies or the appointment of new directors.

3. The Board of Directors must submit a proposal to the shareholders at a General Shareholders’ Meeting, setting forth the number of directors best suited to ensuring the efficient operation thereof and proper degree of representation of the Board, and to reflecting an appropriate balance of experience and expertise, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of the matters dealt with.

4. The Board of Directors shall take into account the circumstances of the Company and generally accepted good governance recommendations for purposes of the preceding section.

5. The foregoing shall be deemed to be without prejudice to the system of proportional representation to which the shareholders are entitled under the provisions of law.

Article 15. Classes of Directors

1. Those directors who perform management duties within the Company or its Group, whatever the legal relationship they maintain, shall be deemed executive directors.
2. All other directors of the Company, whether proprietary, independent or other external, shall be deemed non-executive directors:

a. Proprietary directors (consejeros dominicales): those directors who own a shareholding interest that is equal to or greater than that legally regarded as significant at any time, or who have been appointed owing to their status as shareholders, even if their shareholding interest does not reach such amount, as well as those representing the shareholders described above. However, if any of such directors at the same time performs management duties within the Company or the Group, such director shall be deemed an executive director.

b. Independent directors: those directors who, having been appointed because of their personal and professional qualities, may carry out their duties without being constrained by relationships with the Company or its Group, its significant shareholders, its management personnel or with the other directors. Neither those directors who have been directors for a continuous period of more than twelve years, nor those who are in any of the other situations established for these purposes by law, may be deemed independent directors.

c. Other external directors: those directors who are not executive directors and also do not fit the description of a proprietary or independent director.

3. Proprietary directors who cease to have such status as a result of the shareholder which proposed their appointment selling its interest may only be re-elected as independent directors when such shareholder has sold all of its shares of the Company and they meet the other requirements for classification as such.

4. A director who has a shareholding interest in the Company may have the status of independent director provided that the director satisfies all of the conditions established by law and, in addition, the interest held thereby is not significant in accordance with applicable legal provisions.

5. The Board of Directors shall endeavour to ensure that the number of executive directors is the minimum necessary, taking into account the complexity of the Group and the percentage interest held by executive directors in the share capital of the Company, and that a majority of the members of the Board of Directors are independent directors. The relation between the number of proprietary directors and the number of independent directors shall reflect, as far as possible, the ratio of the Company’s voting share capital represented by proprietary directors to the rest of the share capital.

6. A rationale for the status of each director shall be given by the Board of Directors at the General Shareholders’ Meeting at which the appointment thereof must be made or ratified, and shall be maintained or, if applicable, modified annually in the Annual Corporate Governance Report after verification by the Appointments Committee.

7. The preceding instructions are mandatory for the Board of Directors, which shall follow them in the exercise of its powers to propose appointments or re-elections at a General Shareholders’ Meeting and to make interim appointments of directors to fill vacancies (co-option), and when legally possible merely constitute guidance for the shareholders at the General Shareholders’ Meeting.

**TITLE IV. APPOINTMENT AND CESSATION OF OFFICE OF DIRECTORS**

**Article 16. Selection of Candidates**

1. The Board of Directors and the Appointments Committee, within the scope of their powers, shall endeavour to ensure that the candidates proposed to the shareholders at a General Shareholders’ Meeting for appointment or re-election as directors, as well as the directors appointed directly to fill vacancies in the exercise of the power of the Board of Directors to make interim appointments (co-option), are respectable and qualified persons, widely recognised for their expertise, competence, experience, qualifications, training, availability and commitment to their duties.

2. The selection of candidates shall endeavour to ensure that an appropriate balance is achieved within the Board of Directors as a whole that enriches decision-making and the contribution of multiple viewpoints to the discussion of the matters within its purview.

3. By way of guidance only, it shall also consider the appropriateness of the directors generally not exceeding the age of seventy years.

4. The Board of Directors shall endeavour to ensure that the procedures for selecting candidates favour diversity of gender, experience and knowledge, and are free from any implied bias entailing any kind of discrimination and, in particular, that they favour the selection of female directors.

5. The Board of Directors shall approve a Board of Directors Diversity and Member Selection Policy that specifically develops the principles set forth in the preceding sections. Any director may suggest candidates to the Appointments Committee, which may take them into account if they meet the requirements set forth in these Regulations and in the Board of Directors Diversity and Member Selection Policy.
Article 17. Appointment

1. The directors shall be appointed by the shareholders acting at a General Shareholders’ Meeting pursuant to the provisions of law and, to the extent applicable, the Governance and Sustainability System.

2. The proposals for appointment and re-election of directors that the Board of Directors submits to a decision by the shareholders acting at a General Shareholders’ Meeting, and the decisions made by the Board of Directors in the exercise of the legally-assigned power to make interim appointments to fill vacancies (co-option), shall be preceded by a corresponding proposal of the Appointments Committee, in the case of independent directors, or a report from such committee, in the case of other directors.

3. The Appointments Committee must propose or report in each case on the assignment of the director to one of the categories contemplated in these Regulations and review it on an annual basis.

The proposals and reports of the Appointments Committee shall expressly assess the candidates’ respectability, capability, expertise, competence, experience, qualifications, training, availability and commitment to their duties. For these purposes, the Appointments Committee shall verify the availability of non-executive director candidates to hold the post, which shall be reflected in the corresponding report or proposal.

4. 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.

5. At the time of accepting their position, directors must, in addition to their commitment in writing to comply and cause compliance with the provisions of the Governance and Sustainability System upon the terms of Article 2.3 above, expressly acknowledge their commitment to the defence of the corporate interest, which must prevail over any other individual or third-party interest, state whether they have any kind of relationship with shareholders owning a significant interest in the Company, and report on any other type of conflict of interest.

6. The required support shall be provided in order for new directors to become rapidly and adequately acquainted with the Company and its 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 shall be made available to them through the directors’ website, and which shall cover at least the following aspects:
   a. Business and organisational model of the Company and its Group: global view of the strategy, the principal areas of business activity, the most significant risks (both financial and non-financial), the Group’s commitment to sustainability, the Company’s reporting obligations, and the rules on compliance and internal control.
   b. Corporate, governance and ownership structure: operation of the main corporate decision-making bodies, including the role of the Board of Directors and of each of its committees, their responsibilities and objectives, and the expected dedication to the performance of the corresponding positions.
   c. Governance and Sustainability System.

7. When circumstances so advise, the Company may establish knowledge refresher programmes for the directors.

Article 18. Disqualifications

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.

   For purposes of the provisions of the preceding paragraph, 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 operates.

e. Persons who are under any other circumstance of disqualification or prohibition governed by provisions of a general nature, including those who have interests in any way opposed to those of the Company or the Group.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
Article 19. Term of Office

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

2. Directors may be re-elected to one or more terms of four years.

3. Vacancies that occur may, pursuant to law, be filled by the Board of Directors until the next General Shareholders’ Meeting, whereat the shareholders shall confirm the appointments or elect the persons who should replace directors who are not ratified, unless it decides to withdraw the vacant positions.

Article 20. Re-election

1. The proposals for re-election of directors that the Board of Directors resolves to submit to a decision of the shareholders at the General Shareholders’ Meeting shall be subject to a procedure, which shall include a proposal (in the case of independent directors) or a report (in the case of the other directors) from the Appointments Committee, containing an analysis of the quality of the work performed and the dedication to the position shown by the proposed directors during the preceding term of office as well as an express evaluation of the respectability, capability, expertise, competence, availability and commitment to their duties.

2. Directors sitting on the Appointments Committee shall be evaluated by the committee itself, which shall use the internal and external means it deems appropriate for such purpose, and shall leave the meeting during the debate and voting of resolutions that may affect them.

3. The chairman, the vice-chairs and, if they are directors, the secretary and the deputy secretaries of the Board of Directors, who are re-elected as members of the Board of Directors by the shareholders acting at a General Shareholders’ Meeting, shall continue to perform the duties they previously carried out within the Board of Directors, without the need for a new appointment. The foregoing is deemed to be without prejudice to the power of revocation belonging to the Board of Directors.

4. The re-election of the director holding the position of lead independent director shall not entail a continuation in the holding of such position, without prejudice to the Board of Directors being able to re-elect the director as such upon a proposal of the Appointments Committee.

Article 21. Resignation, Removal and Cessation of Office

1. Directors shall cease to hold office upon the expiration of the term of office for which they have been appointed or when it is so resolved by the shareholders at a General Shareholders’ Meeting.

2. Directors who cease to hold office due to resignation or other reasons prior to the end of the period for which they were appointed shall sufficiently explain the reasons for their cessation or, in the case of non-executive directors, their opinion regarding the reasons for removal by the shareholders acting at a General Shareholders’ Meeting, in a letter sent to all of the members of the Board of Directors. All of the foregoing shall be reported in the annual corporate governance report. Furthermore, to the extent relevant to investors, the Company shall publish the cessation in office as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.

3. Directors must submit their resignation to the Board of Directors in the following cases:
   a. When, due to supervening circumstances, they are involved in any circumstance of disqualification or prohibition provided by law or the Governance and Sustainability System.
   b. 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 Group.
   c. 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.
   d. 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.
   e. When they are seriously reprimanded by the Board of Directors because they have breached any of their duties as directors, by resolution adopted by a two-thirds majority of the directors.
3. Regulations of the Board of Directors

f. When remaining on the Board of Directors might jeopardise the loyal and diligent exercise of their duties in accordance with the corporate interest for any reason, whether directly, indirectly or through persons related thereto.

g. 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.

h. When an independent director unexpectedly falls under supervening circumstances that prevent the director from being considered as such pursuant to the provisions of law.

4. In any of the instances set forth in section 3 above, the Board of Directors shall request the director to resign from such position and, if applicable, shall propose the director's removal from office to the shareholders at the General Shareholders' Meeting.

5. By way of exception, the resignation provisions set forth in letters f) and g) 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. The foregoing shall be deemed without prejudice to the effect that the new supervening circumstances may have on the classification of the director.

6. 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. For such purposes, it shall be deemed that there are sufficient grounds in the event of a breach of the duties inherent in the position of director or when such director has subsequently become subject to any of the prohibitions set forth in section 3 of this article. Such removal may also be proposed as a consequence of public takeover bids, mergers or other similar corporate transactions resulting in a significant change in the shareholding structure of the Company.

Article 22. Duty to Abstain

The directors affected by proposals for appointment, re-election, removal from office, admonishment or the approval of a contract with the Company governing their remuneration and their other rights and duties in the case of executive directors, shall leave the meeting during the debate and voting on the respective resolutions.

■ TITLE V. POSITIONS AND COMMITTEES

Chapter I. Positions

Article 23. Chairman of the Board of Directors

1. The chairman of the Board of Directors shall be appointed from among the directors after a report from the Appointments Committee, and shall have the status of president of the Company and of chair of all of the corporate decision-making bodies of which the chairman is a member, which he shall permanently represent with the broadest powers.

2. The chairman of the Board of Directors shall be responsible for carrying out the resolutions thereof and of the other collective decision-making bodies that he presides over, being authorised in urgent cases to adopt such measures as the chairman deems advisable in furtherance of the corporate interest pursuant to law and the Governance and Sustainability System.

3. The chairman of the Board of Directors holds the power of representation of the Company in the chairman's individual capacity, the senior management thereof, and the leadership of the Board of Directors. He exercises the following powers in addition to the powers conferred by law and the Governance and Sustainability System:

   a. To call and preside over meetings of the Board of Directors and the Executive Committee, setting the agenda for the meetings and directing the discussion and debate.

   b. To stimulate and organise the debate and active participation of the directors during meetings, safeguarding their freedom to take positions and express their opinion.

   c. To ensure, with the collaboration of the secretary, that the directors receive in advance information sufficient to deliberate on the items on the agenda.

   d. To chair the General Shareholders' Meeting and direct the discussion and debate therein.
e. To bring to the Board of Directors those proposals that the chairman deems appropriate for the efficient running of the Company, particularly those corresponding to the operation of the Board of Directors itself and other corporate decision-making bodies, as well as to propose the persons, if any, who will hold office as vice-chair or vice-chairs, chief executive officer and secretary and, if applicable, deputy secretary or deputy secretaries of the Board of Directors and of the committees of the Board of Directors.

f. With the support of the Secretary of the Board of Directors, to provide new directors with an Orientation Programme and the information needed to perform their duties, as well as to promote access by all directors to training materials and sessions that allow them to continuously refresh their knowledge.

g. To promote the work of the consultative committees of the Board of Directors and ensure that they carry out their duties and responsibilities efficiently and with due coordination, having an appropriate organisation for such purposes.

h. When they so deem appropriate, based on the results of the annual evaluation coordinated by the Appointments Committee, individually discuss with all or some of the directors the results of their personal evaluation, and any measures to be adopted to improve the performance thereof.

4. The Board of Directors may appoint one or more honorary chairman of the Company.

Article 24. Vice-Chair or Vice-Chairs of the Board of Directors

1. The Board of Directors, upon a proposal of its chairman and after a report from the Appointments Committee, may elect from among its members one or more vice-chairs who shall temporarily replace the chairman of the Board of Directors, with all of the powers and duties thereof and in the order set forth in this article, in the event of occasional and unexpected vacancy, absence, illness or incapacity. If the chairman of the Board of Directors gives advance notice of the chairman's desire to cease holding the position, or in the event of non-occasional and unexpected unavailability, the succession plan approved by the Board of Directors shall apply.

2. If there is more than one vice-chair, the one that is expressly appointed by the Board of Directors for such purpose shall replace the chairman; in default of the foregoing, the vice-chair having the longest length of service in office; and, in case of equal lengths, the oldest.

3. If a vice-chair has not been appointed, the chairman shall be replaced by the lead independent director; or in the absence thereof, by the director with the longest length of service in office; and in case of equal length, by the oldest.

Article 25. Chief Executive Officer

1. The Board of Directors shall appoint a chief executive officer (consejero delegado) with the favourable vote of at least two-thirds of its members, with the powers it deems appropriate and which may be delegated pursuant to law and the Governance and Sustainability System.

2. The chief executive officer shall be appointed upon a proposal of the chairman and after a report from the Appointments Committee. If such position is held by the chairman himself, the proposal shall come from the Appointments Committee.

3. The chief executive officer shall exercise the power to represent the Company in an individual capacity.

4. In the event of the occasional and unexpected vacancy, absence, illness or incapacity of the chief executive officer, the duties thereof shall be temporarily assumed by the chairman of the Board of Directors. If the latter cannot assume them for any reason, by the vice-chair or director designated in accordance with the provisions of sections 2 and 3, respectively, of the preceding article, who shall call an urgent meeting of the Board of Directors. If the chief executive officer gives advance notice of the chief executive officer's desire to cease holding the position, or in the event of non-occasional and unexpected unavailability, the succession plan approved by the Board of Directors shall apply.

Article 26. Checks and Balances System: Lead Independent Director

1. The Governance and Sustainability System shall provide the measures necessary to ensure that neither the chairman of the Board of Directors, nor the chief executive officer or the Executive Committee, have a decision-making power that is not subject to appropriate checks and balances.

2. The Board of Directors shall adopt the measures necessary to ensure that the chairman of the Board of Directors, the chief executive officer and the Executive Committee are under its effective supervision.

3. The appointment of an executive director as chairman of the Board of Directors shall require the favourable vote of at least two-thirds of the members of the Board of Directors.
4. If the chairman of the Board of Directors has the status of executive director, the Board of Directors, upon a proposal of the Appointments Committee and with the abstention of the executive directors, must necessarily appoint from among the independent directors a lead independent director (consejero coordinador), who shall be especially empowered, when the lead independent director deems it appropriate, to:
   a. Chair the meetings of the Board of Directors in the absence of the chairman and of the vice-chairs.
   b. Ask the chairman of the Board of Directors to call a meeting thereof and to participate with the chairman in the planning of the annual schedule of meetings.
   c. Participate in the preparation of the agenda for each meeting of the Board of Directors and request the inclusion of matters on the agenda for meetings of the Board of Directors that have already been called.
   d. Coordinate, gather and reflect the concerns of the non-executive directors.
   e. Direct the periodic evaluation of the chairman of the Board of Directors and lead any process for the succession thereof.

5. The lead independent director may also maintain contacts with shareholders and proxy advisors when so decided by the Board of Directors, the chairman thereof or the Executive Committee. In this case, the statements of the lead independent director shall only bind the Company when they are expressly supported by a resolution of the Board of Directors, the chairman thereof or the Executive Committee.

6. The revocation of any of the foregoing powers shall require a prior report from the Appointments Committee, unless they are powers recognised under the law, in which case they may not be revoked.

Article 27. Secretary, Deputy Secretary or Deputy Secretaries

1. The Board of Directors, upon a proposal of the chairman thereof and after a report from the Appointments Committee, shall appoint a secretary and, if appropriate, one or more deputy secretaries, who need not be directors. The same procedure shall be followed to decide the removal of the secretary and, if appropriate, each deputy secretary.

2. The deputy secretary or deputy secretaries shall replace the secretary in the event of vacancy, absence, illness or incapacity. If there is more than one deputy secretary, the secretary of the Board of Directors shall be replaced by the corresponding one among them in accordance with the order established at the time of their appointment. In the absence of a secretary and deputy secretaries, the director that the Board of Directors itself appoints from among the attendees at the meeting in question shall serve as such.

3. The secretary of the Board of Directors shall coordinate the tasks of the secretaries of the committees of the Board of Directors as to all matters relating to the Governance and Sustainability System and to compliance.

4. The secretary of the Board of Directors shall perform the following duties in addition to those assigned thereto by law and the Governance and Sustainability System:
   a. Maintain and keep custody of the corporate documents on the terms and for the periods established by the Board of Directors, and in any case within the minimums provided by law. Upon leaving office, the secretary must transfer to the incoming secretary the corporate documents that the secretary has maintained and kept in custody on the terms and for the periods referred to above.
   b. Duly record the proceedings of meetings in the minute books and certify the resolutions adopted and decisions made by the collective management decision-making bodies.
   c. Ensure the formal and substantive legality of all activities of the collective management decision-making bodies and the adherence thereof to law and the Governance and Sustainability System. For such purpose, the secretary of the Board of Directors shall take into account, among others, the orders issued by regulatory authorities, as well as their recommendations, if any.
   d. Advise the Board of Directors regarding the ongoing assessment and update of the Company’s Governance and Sustainability System and report on new initiatives in the area of corporate governance at the domestic and international level, and endeavour to ensure that the Board of Directors takes into account those good governance recommendations for which non-compliance must be explained in the annual corporate governance report.
   e. Maintain a dialogue with the National Securities Market Commission, unless the Board of Directors expressly assigns this duty to another person.
   f. Generally act as a channel in relations between the Company and the directors in connection with all matters relating to the operation of the Board of Directors, in compliance with the instructions of the chairman thereof, and without prejudice to the powers of the lead independent director.
g. Assist the chairman of the Board of Directors so that the directors receive information relevant to the exercise of their duties sufficiently in advance and in the proper format.

h. Channel all requests from the directors regarding the information on and documentation of those matters that fall within the purview of the Board of Directors.

i. Decide the information that must be included in the Company’s corporate website in compliance with law and the Governance and Sustainability System.

j. Act as secretary of the Executive Committee.

k. Act as secretary for the General Shareholders’ Meeting.

l. Under the supervision of the chairman of the Board of Directors, provide the support required by the consultative committees of the Board of Directors so that they may effectively exercise their powers, ensuring that their activities, and particularly their respective meeting schedules and meeting agendas, as well as any appearances, are duly coordinated with those of the Board of Directors and the other committees, receiving and processing communications between the consultative committees and organising and channelling information flows.

m. Under the supervision of the Board of Directors, ensure that the consultative committees have the internal and external material and human resources that are appropriate and reasonably necessary to carry out its duties and responsibilities, channelling whatever petitions and requests are made for such purpose to the rest of the organisation.

n. Inform the Board of Directors or, if applicable, the Executive Committee, of decision-making by the Company as the sole shareholder of its wholly-owned entities in the exercise of the powers of the shareholders at a general meeting, based on certifications of the minutes recording said decisions that are sent by the secretaries of said wholly-owned entities or by their directors in the absence thereof.

5. The secretary must expressly state for the record his opposition to resolutions that are contrary to law, to the Governance and Sustainability System or to the corporate interest, upon the terms set forth in letter f) of Article 41.3.

6. In order to properly perform the duties entrusted thereto, the secretary must have access to the minutes of the meetings of the committees of the Board of Directors for which the secretary is not acting as such.

Article 28. General Secretary and Counsel

1. The Board of Directors, after a report from the Appointments Committee, may appoint a general secretary, who shall contribute to integration and coordination between the Company and the companies forming part of the Group. The secretary of the Board of Directors, or one of the deputy secretaries thereof, if any, may hold the position of general secretary.

2. The Board of Directors, after a report from the Appointments Committee, shall appoint a counsel to the Board of Directors, who shall have the duties given thereto by law.

3. The counsel shall have access to the minutes of the meetings of the Board of Directors and its committees in order to verify that they comply with applicable legal provisions and with the Governance and Sustainability System.

4. The secretary or one of the deputy secretaries, if any, may perform the duties of counsel to the Board of Directors if they are attorneys-at-law and satisfy the other requirements established by law and it is so decided by the Board of Directors.

5. The general secretary and the counsel must comply with the directors’ obligations established in these Regulations that may apply due to the nature thereof.

Chapter II. Committees of the Board of Directors

Article 29. Committees of the Board of Directors

1. The Board of Directors must create and maintain, as a part thereof and on a permanent basis, an Executive Committee, with the composition and duties described in these Regulations.

2. The Board of Directors must also create an Audit and Risk Supervision Committee, an Appointments Committee, a Remuneration Committee and a Sustainable Development Committee. Such committees shall have the composition and duties described in these Regulations and in the specific regulations thereof approved by the Board of Directors, the regulation of which shall always favour independence in the operation thereof.
3. In addition, the Board of Directors may create other committees or commissions of purely internal scope with such powers as are determined by the Board of Directors. The chair and the other members of such committees and commissions, as well as the secretary thereof, shall be appointed by the Board of Directors.

4. The committees shall be governed by their own rules and regulations, if any, which shall be approved by the Board of Directors, and in the alternative and to the extent not inconsistent with their nature, by the provisions of these Regulations governing the operation of the Board of Directors and, specifically, those governing the call to meetings, granting of a proxy to another member of the committee in question, establishment of a quorum, meetings without prior notice, proceedings at meetings and rules for adopting resolutions, voting in writing and without a meeting, and approval of the minutes of meetings.

5. The resolutions of the committees shall be adopted by absolute majority of its members who are present at the meeting in person or by proxy. In the event of a tie, the chair of the committee shall have the tie-breaking vote.

6. The committees of the Board of Directors shall act with due coordination in the defence of the corporate interest, contributing to the good corporate governance of the Company in accordance with the provisions of the Governance and Sustainability System. For these purposes, the chair of each committee shall inform the Board of Directors of the matters dealt with and the resolutions adopted during its meetings at the next meeting of the Board of Directors. In addition, within six months following the end of each financial year of the Company, each committee shall submit to the Board of Directors for approval a comprehensive report detailing its work during the prior financial year, which shall be included in an Activities Report of the Board of Directors and of the Committees thereof. This report shall be made available to the shareholders upon the terms set forth in the Regulations for the General Shareholders’ Meeting.

7. In order to ensure the due coordination of the activities of the consultative committees, prior to the beginning of each financial year, the secretary of the Board of Directors shall send to the secretaries of such committees an annual plan, including the meeting schedule and planned agendas approved by the Board of Directors, in order for them to then be able to prepare the proposed meeting schedules of their respective committees, which shall include the tentative agenda as well as any appearances they deem necessary.

Based on the information received and the annual plan for meetings of the Board of Directors, the Secretary of the Board of Directors shall validate the proposals received, or make the appropriate comments, and once agreed upon, shall prepare an annual plan for meetings of the corporate decision-making bodies and so inform the secretaries of the committees and keep it continuously updated.

To this end, the secretaries of the consultative committees must notify the Secretary of the Board of Directors, for validation thereby, of any change in the dates, the items to be discussed or the appearances to be requested with respect to the annual meeting plan of the corporate decision-making bodies from time to time in effect.

8. Without prejudice to the provisions of the preceding section, the committees shall meet as many times as their respective chairs deem necessary to exercise the powers entrusted thereto. They shall also meet when so requested by a minimum of two of their members. The chairman of the Board of Directors and the chief executive officer may request informational meetings with any of the committees on an exceptional basis.

9. Any director may be asked to attend meetings of the committees at the request of the respective chair thereof, which request shall be addressed to the chairman of the Board of Directors for such purpose.

10. The committees may also seek, at the Company’s expense, cooperation or advice from outside professionals, who shall address their reports directly to the chair of the relevant committee.

**Article 30. Executive Committee**

1. The Executive Committee shall have all of the powers of the Board of Directors, except for those powers that may not be delegated pursuant to legal or by-law restrictions. However, when there are urgent and duly justified circumstances, and the law so permits, the Executive Committee may make those decisions they deem appropriate for the corporate interest, which must be ratified at the first meeting of the Board of Directors held after the making thereof.

2. The Executive Committee shall be composed of the number of directors decided by the Board of Directors upon a proposal of the Appointments Committee, with a minimum of four and a maximum of eight directors, of which at least two shall be non-executive, at least one of which must be an independent director.

3. The appointment of the members of the Executive Committee and the permanent delegation of powers thereto shall be carried out by the Board of Directors with the favourable vote of at least two-thirds of the members thereof. The renewal thereof shall be carried out at the time and in the form and numbers decided by the Board of Directors.

4. The chairman of the Board of Directors and the chief executive officer shall form part of the Executive Committee.

5. Meetings of the Executive Committee shall be chaired by the chairman of the Board of Directors, and in the absence thereof, by one of the vice-chairs who is a member of the Executive Committee, and if none, by a director who is a member of the Executive Committee, in both cases pursuant to the order set forth in Article 24.2 above.
6. The secretary of the Board of Directors or, in the absence thereof, any of the deputy secretaries or, in the absence of all of them, the director that the Executive Committee appoints from among its members in attendance, shall serve as secretary.

7. 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.

8. The directors shall receive a copy of the minutes of the meetings of the Executive Committee.

Article 31. Audit and Risk Supervision Committee

1. The Board of Directors shall create a permanent Audit and Risk Supervision Committee, an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.

2. The Audit and Risk Supervision Committee shall 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 such directors shall 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, and that at least one of them has experience in information technology. They shall also endeavour to ensure 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.

3. The Board of Directors shall appoint the chair of the Audit and Risk Supervision Committee from among the independent directors forming part thereof, as well as its secretary, who need not be a director and who, in any event, must comply with the directors’ obligations established in these Regulations that may apply due to the nature thereof.

4. Members of the Audit and Risk Supervision Committee shall be 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.

5. The chair of the Audit and Risk Supervision Committee shall hold office 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.

6. The Audit and Risk Supervision Committee shall have the powers set forth in law, in its own regulations, and in any event the following:

a. Conduct a periodic review of the risk policies on at least an annual basis and, if it so deems appropriate, propose the amendment and update thereof to the Board of Directors.

b. Approve the policy regarding the selection, contracting and relations with the statutory auditor.

c. Ensure that the annual financial statements that the Board of Directors submits to the shareholders at the General Shareholders’ Meeting are prepared in accordance with accounting standards, reporting thereto the issues raised therein by the shareholders that are within the purview of the Audit and Risk Supervision Committee, and particularly with respect to the results of the audit of the annual financial statements, explaining how it has contributed to the integrity of the financial information, and the role that it has played in such process, and if the auditor has included any qualification in the report, the opinion of the Audit and Risk Supervision Committee regarding the content and scope thereof.

d. Monitor the effectiveness of internal control at the Company and within its Group, as well as of their system for managing risks.

e. Together with the statutory auditors, analyse significant weaknesses in the internal control system detected during the audit, all without infringing upon the independence thereof. To this end, if appropriate, it may submit recommendations or proposals to the Board of Directors and the corresponding follow-up period.

f. Supervise the process of preparing and presenting mandatory financial information and submit recommendations or proposals to the Board of Directors to protect the integrity of this information.
g. Propose to the Board of Directors, for submission to the shareholders at the General Shareholders’ Meeting, its recommendation and preference for the appointment of a new statutory auditor, pursuant to the provisions of law and the Statutory Auditor Contracting and Relations Policy. The proposal of the Board of Directors to the shareholders at the General Shareholders’ Meeting must include the recommendation and preference of the Audit and Risk Supervision Committee as provided by law.

h. Propose to the Board of Directors for submission to the shareholders at a General Shareholders’ Meeting the re-election of the statutory auditors, as well as the terms for the hiring thereof, in accordance with applicable legal provisions, and regularly receive therefrom information regarding the audit plan and the implementation thereof, in addition to preserving the independence thereof in the performance of their duties.

i. In relation to the statement of non-financial information: (i) supervise the process of preparing and presenting the non-financial information regarding the Company and its Group; (ii) propose to the Board of Directors the appointment of the independent assurance provider responsible for assurance of the information included therein; and (iii) report to the Sustainable Development Committee on the process of preparing and presenting the statement of non-financial information as well as on the clarity thereof and on the integrity of the content thereof. Said report shall be issued prior to the report that must be issued by the Sustainable Development Committee regarding the aforementioned statement of non-financial information and the preparation thereof by the Board of Directors.

j. Supervise the activities of the Internal Audit Area and the Risk Management and Internal Assurance Division, which are functionally controlled by the Audit and Risk Supervision Committee.

k. Authorise in advance the services other than those prohibited by legal provisions governing audit activities that the Company’s audit firm or the persons or entities connected thereto will provide to companies of the Group, all as provided by law and the Statutory Auditor Contracting and Relations Policy.

l. Establish appropriate relationships with the statutory auditors to receive information regarding matters that might entail a threat to the independence thereof, for examination by the Audit and Risk Supervision 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 auditing of accounts and in other legal provisions on auditing.

In any event, it must receive written confirmation from the statutory auditors on an annual basis of their independence in relation to the Company or entities directly or indirectly related thereto, as well as a detailed breakdown of information on additional services of any kind provided to and the corresponding fees received from such entities by such statutory auditors or persons or entities related thereto, pursuant to the legal provisions governing the auditing of accounts.

m. 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 letter, considered individually and as a whole, and in relation to the rules on independence or the legal provisions regarding the auditing of accounts.

n. 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 make sure that the interim financial 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.

o. Report on Related-Party Transactions (as this term is defined in Article 48) prior to the approval thereof by the shareholders acting at a General Shareholders’ Meeting or by the Board of Directors (or in urgent cases by the Executive Committee), pursuant to the provisions of said Article 48 and without prejudice to the exceptions set out therein, and oversee the internal procedure for periodic reporting and control established for the Board of Directors regarding those Related-Party Transactions for which approval has been delegated.

p. Report to the Board of Directors, prior to the Board’s decision thereon, regarding the creation or acquisition of interests in special purpose entities or entities registered in countries or territories that are considered to be tax havens, as well as regarding any other transactions of a similar nature that, due to the complexity thereof, might diminish the transparency of the Group, unless such transactions are carried out by listed country subholding companies of the Group or by subsidiaries thereof, in which case the report shall be issued by the audit and compliance or similar body of such listed country subholding company.

q. Report on the structural modifications and corporate transactions to be undertaken by the Company, analysing the economic terms and conditions thereof, including if appropriate the exchange ratio as well as the accounting impact thereof. By way of exception, the transactions described in this letter q) shall not be subject to a prior report from the Audit and Risk Supervision Committee if they are carried out by listed country subholding companies of the Group or subsidiaries thereof unless the Company participates therein.
r. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

7. The chair of the Committee may request, through the secretary of the Board of Directors and without prejudice to the provisions of the Regulations of the Audit and Risk Supervision Committee, the attendance of any director, member of management or professional of the Company and of the Group as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

8. The Audit and Risk Supervision Committee may also request the presence of the statutory auditors at its meetings.

Article 32. Appointments Committee

1. The Board of Directors shall create a permanent Appointments Committee, which shall be an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.

2. The Appointments Committee shall 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, and the majority thereof must be classified as independent.

3. The Board of Directors shall appoint a chair of the Appointments Committee from among the independent directors forming part thereof, as well as its secretary, who need not be a director and who, in any event, must comply with the directors’ obligations established in these Regulations that may apply due to the nature thereof.

4. The Board of Directors shall 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 analysis and evaluation of human resources and capital, selection of directors and management personnel, and performance of senior management duties.

5. Members of the Appointments Committee shall be 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.

6. The Appointments Committee shall have the powers set forth in law, in its own regulations, and in any event the following:
   a. Report on and review the criteria that should be followed in composing the Board of Directors and in selecting candidates, and particularly the necessary competence, knowledge and experience, and assess the time and dedication required for the proper performance of their work. In the exercise of this power, the Appointments Committee shall take into account, regarding non-external directors, the relation between the number of proprietary directors and the number of independent directors, such that the composition of the Board of Directors reflects, as far as possible, the ratio of the Company’s voting share capital represented by proprietary directors to the rest of the share capital.
   b. Regularly review, evaluate compliance with and propose the amendment of the Board of Directors Diversity and Member Selection Policy.
   c. Ensure that when new vacancies are filled or new directors are appointed, the selection procedures are free from any implied bias entailing any kind of discrimination and, in particular, from any bias that may hinder the selection of female directors.
   d. Establish a goal for representation by the less represented gender on the Board of Directors and prepare guidance on how to reach this objective.
   e. Bring proposed appointments of independent directors to the Board of Directors for the designation thereof by the interim appointment (co-option) procedure or for submission of such proposals to a decision by the shareholders at the General Shareholders’ Meeting, as well as proposed re-elections or removals of such directors by the shareholders at the General Shareholders’ Meeting, and report on proposed removals of such directors made by the Board of Directors.
   f. Report on proposed appointments of directors other than independent directors for the designation thereof by the interim appointment (co-option) procedure or for the submission of such proposals to a decision by the shareholders at the General Shareholders’ Meeting, as well as the proposed re-elections or removals of such directors by the shareholders at the General Shareholders’ Meeting.
Article 33. Remuneration Committee

1. The Board of Directors shall create a permanent Remuneration Committee, which shall be an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.

2. The Remuneration Committee shall 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, and the majority thereof must be classified as independent.

3. The Board of Directors shall appoint a chair of the Remuneration Committee from among the independent directors forming part thereof, as well as its secretary, who need not be a director and who, in any event, must comply with the directors’ obligations established in these Regulations that may apply due to the nature thereof.

4. The Board of Directors shall 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 and the design of remuneration policies and plans for directors and senior management.

5. Members of the Remuneration Committee shall be 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.
6. The Remuneration Committee shall have the powers set forth in law, in its own regulations, and in any event the following:

   a. Propose to the Board of Directors the policies and standards on remuneration of the directors and members of senior management and periodically review them, proposing any amendment and update thereof to the Board of Directors and reporting thereto on any issues that might arise regarding the interpretation or application of said policies and standards.

   b. Propose to the Board of Directors the system and the amount of annual director remuneration, as well as the individual remuneration of executive directors and other basic terms of their contracts, including fixed remuneration, annual or multi-year variable remuneration, incentive plans and strategic bonuses, and any compensation or severance payments that may have been contractually agreed to or determined in the event of cessation of office, in any event pursuant to the provisions of the Governance and Sustainability System and particularly of the Director Remuneration Policy approved by the shareholders at the General Shareholders’ Meeting.

   c. Report on and submit to the Board of Directors the proposals of the chairman of the Board of Directors regarding the structure of the remuneration of the chief executive officer and the terms of the contract thereof and the structure of the remuneration payable to the members of senior management and the basic terms of their contracts.

   d. Report on incentive plans and pension supplements for the Group’s workforce, excluding those of the listed country subholding companies and the subsidiaries thereof.

   e. Report, prior to the approval thereof by the Board of Directors, on the internal regulations governing incentive plans and strategic bonuses to the extent they affect executive directors and members of senior management.

   f. Conduct a periodic review of the general remuneration programmes for the Group’s workforce, evaluating the adequacy and results thereof.

   g. Ensure compliance with the remuneration programmes of the Company and report on the documents to be approved by the Board of Directors regarding remuneration, including the annual director remuneration report and the applicable sections of the Company’s annual corporate governance report.

   h. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

7. The chair of the committee may also request, through the secretary of the Board of Directors, the attendance of any director, member of senior management or professional of the Group as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

**Article 34. Sustainable Development Committee**

1. The Board of Directors shall create a permanent Sustainable Development Committee, which shall be an internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action.

2. The Sustainable Development Committee shall 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, and the majority thereof must be classified as independent.

3. The Board of Directors shall appoint the chair of the Sustainable Development Committee from among the directors forming part thereof, as well as its secretary, who need not be a director and who, in any event, must comply with the directors’ obligations established in these Regulations that may apply due to the nature thereof.

4. The Board of Directors shall endeavour to ensure that the members of the Sustainable Development Committee have such expertise, qualifications and experience as are required by the duties they are called upon to perform.

5. Members of the Sustainable Development Committee shall be 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.

6. The Sustainable Development Committee shall have the powers set forth in the regulations thereof, and in any event the following:
a. Conduct a periodic review of the Governance and Sustainability System, with special emphasis on the environmental, social and corporate governance and regulatory compliance policies, and also propose to the Board of Directors, for the approval thereof or for submission to the shareholders at a General Shareholders’ Meeting, such amendments and updates as may contribute to the development and ongoing improvement thereof.

b. Monitor the Company’s corporate governance and sustainable development strategy.

c. Monitor compliance with legal requirements and with the rules and regulations of the Governance and Sustainability System.

d. Supervise the Company’s actions relating to sustainable development, and particularly that its environmental and social practices conform to the strategy and policies approved by the Board of Directors, and report thereon to the Board of Directors and to the Executive Committee, as appropriate.

e. Report on the climate action plan prior to the approval thereof by the Board of Directors, as well as monitor and review the level of achievement thereof and of subsequent updates.

f. Inform the Board of Directors of the information it receives on the measures and procedures adopted within the boundary of the Group to implement and monitor compliance with the provisions of the Policy on Respect for Human Rights.

g. Determine the general guidelines, standards and principles that should govern the preparation of the statement of non-financial information, verify that the content thereof conforms to the Company’s sustainable development strategy and that it includes a statement regarding the level of achievement of the climate action plan approved by the Board of Directors after a report from the committee, and of any updates thereof.

h. Report to the Board of Directors regarding the statement of non-financial information, taking into account the report in turn prepared by the Audit and Risk Supervision Committee.

i. Inform the Board of Directors of the information it receives through the Foundations Committee regarding the annual programmes of activities of the foundations and their respective budgets, as well as the conduct of general interest and sustainable development activities by foundations linked to the Group to which such activities have been entrusted by the country subholding companies.

j. Monitor the Company’s actions relating to corporate reputation and report thereon to the Board of Directors and to the Executive Committee, as appropriate.

k. Report on the Company’s annual corporate governance report prior to the approval thereof, obtaining for such purpose the reports of the Audit and Risk Supervision Committee, the Appointments Committee and the Remuneration Committee with respect to the sections of such report that are within its powers.

l. Receive information from the Compliance Unit regarding the interpretation and proposed amendments of the Code of Ethics and regarding any significant issue relating to the application thereof and compliance therewith, as well as significant issues relating to the effectiveness of the Company’s Compliance System.

m. Use the Compliance Unit to review the Company’s internal policies and procedures in order to prevent improper conduct and identify policies or procedures that may be more effective in promoting the highest ethical standards.

n. Review and validate the annual operating budget of the Compliance Unit, for submission thereof to the Board of Directors through the chairman of the Board for final approval, as well as its annual activity plan, and endeavour to ensure that the Compliance Unit has the material and human resources required to perform its duties.

o. Issue its prior opinion on the annual report on the effectiveness of the Company’s Compliance System prepared by the Compliance Unit, as well as the annual report on the effectiveness of the compliance systems of the Group's companies, and submit them to the Board of Directors.

p. Report on proposed amendments of the Code of Ethics, the Regulations of the Board of Directors and the Regulations of the Compliance Unit.

q. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

7. The chair of the committee may also request, through the secretary of the Board of Directors, the attendance of members of the Foundations Committee, of any director, member of senior management or professional of the Group’s companies, of any member of senior management or professional of the Group, of any member of the management decision-making bodies of the companies forming part of the Group whose appointment has been proposed by the Company, and of any director, member of senior management or professional of foundations linked to the Group, provided there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the committee, the
identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

■ TITLE VI. OPERATION

Article 35. Meetings

1. The Board of Directors shall meet with the frequency that the chairman thereof deems appropriate, but at least eight times per year, and must hold at least one meeting each calendar quarter.

2. Prior to the commencement of each financial year, the Board of Directors shall set a schedule for its ordinary meetings. Such schedule may be modified by a resolution adopted by the Board of Directors or upon a decision made by the chairman, who shall report the modification to the directors not less than five days in advance of the date originally set for the meeting or of the new date set in lieu thereof, if earlier.

3. The Board of Directors shall also meet when the chairman resolves to call an extraordinary meeting thereof or when such extraordinary meeting is requested of it by one-fourth of the directors, by a vice-chair or by the lead independent director, if any. In the three last-mentioned cases, the chairman of the Board of Directors shall call the meeting within ten days of receipt of the request.

The call to meetings of the Board of Directors shall be carried out by the secretary of the Board of Directors or whoever acts in the secretary's stead, with the authorisation of the chairman, by any means allowing for the receipt thereof.

One-third of the directors may also call a meeting, establishing the agenda thereof, in order for the meeting to be held at the place where the registered office is located, if a prior petition has been submitted to the chairman of the Board of Directors and he has failed, without well-founded reasons, to call the meeting within one month.

4. Notice of the call shall be given as much in advance as is necessary, and in any event not later than the third day prior to the date of the meeting, except in the case of emergency meetings, and shall include an agenda unless dispensed with on duly justified grounds.

5. Any information deemed necessary for the proper preparation of and deliberation at the meetings shall be sent or made available through the directors' website together with the call to meeting.

6. The meetings of the Board of Directors may be cancelled or suspended, or the date, agenda or place thereof changed, using the same procedure.

7. Extraordinary and urgent meetings of the Board of Directors may be called when the chairman of the Board of Directors deems it justified in the circumstances, by any means allowing for receipt of the call to meeting, and the requirements and formalities for the call to meetings mentioned in the preceding sections of this article shall not apply in such case if the circumstances so require in the opinion of the chairman.

8. The chairman of the Board of Directors shall decide on the agenda for the meeting. Any director may submit a request to the chairman of the Board of Directors for the inclusion of matters in the agenda, and the latter shall be required to include them when such request has been made not less than two days in advance of the date set for the meeting. The express consent of a majority of the directors present at the meeting shall be required to submit to the Board of Directors the approval of resolutions not included on the agenda.

9. Without prejudice to the foregoing, the Board of Directors shall be deemed to have validly met without the need for a call if all of the directors are present in person or by proxy and unanimously agree to hold the meeting and to the items of the agenda to be dealt with.

10. Voting by the Board of Directors may occur in writing without a meeting provided that no director objects thereto. In this instance, the directors may deliver to the secretary of the Board of Directors, who shall act on behalf of the chairman, their votes and the considerations they wish to appear in the minutes, using the same methods provided for the call to meeting. Resolutions adopted using this procedure shall be recorded in minutes prepared pursuant to the provisions of law.

Article 36. Place of Meetings

1. Meetings of the Board of Directors shall be held in person at the place designated in the call to meeting.

2. If so decided by the chairman of the Board of Directors on an exceptional basis, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The directors...
3. The Company will assume the costs of travel to the place of the meeting for directors who do not reside in the country where the meeting is to be held and who attend in person.

**Article 37. Conduct of Meetings**

1. In order for resolutions of the Board of Directors to be valid, at least a majority of the directors must be present at the meetings at which they are adopted, in person or by proxy.

2. The directors must attend the meetings of the Board of Directors and, when unable to attend in person, must give a proxy to another director, together with appropriate instructions. Non-executive directors may only give a proxy to other non-executive directors. They may not grant a proxy in connection with matters in which the director is in any conflict of interest situation. The proxy granted shall be a special proxy for each meeting of the Board of Directors, and may be communicated by any of the means provided for the call of meetings.

3. On an exceptional basis, based on the circumstances in each case, the chairman of the Board of Directors may authorise the attendance at the meeting of one or more directors by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time. Directors connected remotely shall be deemed for all purposes to have attended the meeting of the Board of Directors.

4. When so required by the circumstances, the chairman of the Board of Directors may adopt any measures necessary to ensure the confidentiality of the information, of the deliberations and of the resolutions adopted during the meetings of the Board of Directors.

5. The chairman may invite all those who can help improve the information provided to the directors to attend the meetings of the Board of Directors, while avoiding the attendance thereof during the decision-making portion of the meetings. The chairman may authorise the remote attendance thereof using the communication systems described in section 3 above, if he so deems appropriate. The secretary shall record the entries and exits of guests at each meeting in the minutes.

6. Resolutions shall be adopted by absolute majority of votes cast in person or by proxy, unless other majorities are provided by law or the Governance and Sustainability System. In the event of a tie, the chairman of the Board of Directors shall have the tie-breaking vote.

7. Notwithstanding the foregoing:
   a. The appointment of an executive director as chairman of the Board of Directors shall require the favourable vote of at least two-thirds of the members of the Board of Directors.
   b. The permanent delegation of powers and the appointment of directors to exercise such powers, as well as approval of the contracts the Company signs with the executive directors, shall require the favourable vote of at least two-thirds of the directors.
   c. An amendment of these Regulations shall require the favourable vote of at least two-thirds of the directors represented in person or by proxy at the meeting.

8. If directors or the secretary state their concern regarding a proposal or, in the case of directors, regarding the status of the Company, and such concerns are not resolved at the meeting of the Board of Directors, a description thereof shall be reflected in the minutes at the request of those stating their concerns.

9. The minutes shall be approved by the Board of Directors at the end of the meeting or at the next meeting. In this latter case, any portion of the minutes may be approved at the end of the corresponding meeting, provided that the text to which it refers has been published on the directors’ website prior to the meeting or has been read aloud prior to the adjournment of the meeting.

**TITLE VII. DIRECTOR REMUNERATION**

**Article 38. Director Remuneration**

1. Directors shall have the right to receive the remuneration to which they are entitled pursuant to the resolutions adopted by the Board of Directors in accordance with the provisions of the By-Laws and the Director Remuneration Policy approved by the shareholders at the General Shareholders’ Meeting, upon the terms provided by law.
In particular, directors shall be entitled to receive a bonus for attending meetings which, depending on the position held, shall be determined by their work in preparing, studying and informing themselves on the matters to be discussed at the meetings of the Board of Directors and of the committees thereof.

2. The Board of Directors shall endeavour to ensure that the remuneration of directors is in line with the market remuneration paid by companies with comparable capitalisation, size, ownership structure and international scope and is commensurate with the dedication and responsibility assumed.

3. In addition, the Board of Directors shall ensure that the amount of the remuneration of non-executive directors is such that it provides incentives to their dedication while not risking their independence or the responsibility they have assumed.

4. The Board of Directors shall approve the contracts governing the remuneration of the executive directors, in accordance with the provisions of law. The contracts shall describe the items for which the directors may obtain remuneration for the performance of executive duties, and shall include any potential severance payment for the early removal from such duties and the amounts to be paid by the Company for insurance premiums or contributions to savings schemes. A director may not receive any remuneration for the performance of executive duties if the amounts or items thereof are not provided for in such contract.

The approved contract must be attached as an annex to the minutes of the meeting.

5. Remuneration that is tied to the results of the Company shall take into account any qualifications contained in the audit report that reduce such results.

6. The Board of Directors shall prepare the annual director remuneration report on an annual basis upon the terms provided by law, which shall include the management report in a separate section, and which shall be made available to the shareholders upon the call to the Annual General Shareholders' Meeting and shall be submitted to a consultative vote as a separate item on the agenda.

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**TITLE VIII. INFORMATION TO DIRECTORS**

**Article 39. Powers of Information and Inspection**

1. A director shall have the broadest powers to obtain information regarding any aspect of the Company, to examine its books, records, documents and other background information on corporate transactions, to inspect all of its facilities and to communicate with the members of senior management of the Company.

2. The exercise of the aforementioned powers shall first be channelled through the secretary of the Board of Directors, who shall act on behalf of the chairman.

3. In order to improve their knowledge of the Group, presentations may be made to the directors in connection with the business that it is engaged in. In addition, at each meeting of the Board of Directors, a specific portion of the meeting may be devoted to a presentation on matters that are significant for the Group, including those relating to the Sustainable Development Goals (SDGs) approved by the United Nations (UN) and the fight against climate change.

4. The Company shall make available to the directors a specific software application (directors’ website) to facilitate the performance of their duties and the exercise of their powers of information, as well as access to the *Orientation Programme* and to training materials addressed to the directors.

Such information as is deemed appropriate for preparation of the meetings of the Board of Directors and the committees thereof, in accordance with the agenda included in the calls to meeting, as well as materials relating to director training programmes and the presentations mentioned in the preceding section, shall be posted on the directors’ website. Generally, the communications and forms that the directors must deliver to the Company shall be sent through the directors’ website. Said communications and forms shall have the same effects as if an original signed copy had been sent.

In addition, the directors shall be 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 that the Board of Directors resolves to include.

All of the foregoing is deemed to be without prejudice to the measures that may be necessary or appropriate to adopt in order to maintain the confidentiality of the information included in the directors’ website.

**Article 40. Assistance of Experts**

1. In order to be assisted in the performance of the duties entrusted thereto, any director may request the hiring of legal, accounting, technical, financial, commercial or other expert advisers, whose services shall be paid for by the Company.
The assignment must deal with specific issues of certain significance and complexity arising during the performance of the director's duties.

2. The request for an expert to be hired shall be channelled through the secretary of the Board of Directors, who may subject it to the prior approval of the Board of Directors; such approval may be denied in well-founded instances, including the following circumstances:
   a. That it is not necessary for the proper performance of the duties entrusted to the directors.
   b. That the cost thereof is not reasonable in light of the significance of the issues and the assets and income of the Company.
   c. That the technical assistance sought may be adequately provided by the Company's own experts and technical personnel.
   d. That it may entail a risk to the confidentiality of the information that must be made available to the expert.

■ TITLE IX. DUTIES OF DIRECTORS

Article 41. General Duties

1. Directors must comply with the duties imposed by law and the Governance and Sustainability System. In particular, they shall act with the diligence of any ordinary businessman and the loyalty of a faithful representative, taking into account the nature of the position and the duties attributed to each of them, acting in good faith and in protection of the corporate interest, and in any case subordinating their own individual interest to the interest of the Company.

2. In the area of strategic and business decisions, subject to business discretion, the standard of diligence of an ordinary businessman shall be deemed met if the director has acted in good faith without personal interest in the matter being decided, with sufficient information and pursuant to an appropriate decision-making process.

3. In particular, a director shall be obligated to:
   a. Properly prepare the meetings of the Board of Directors and, if applicable, the meetings of the Executive Committee or of the committees of which the director is a member, for which purposes the director must diligently become apprised of the running of the Company and the matters to be discussed at such meetings.
   b. Attend the meetings of the decision-making bodies and committees of which the director is a member and actively participate in the deliberations in order that the director's opinion may be an effective contribution to decision-making.
   c. Fulfil any specific obligation that is entrusted to the director by the Board of Directors, by the chairman of the Board of Directors or by the chief executive officer, and that reasonably falls within the director's scope of dedication.
   d. Inquire into and inform the Board of Directors of any irregularities in the management of the Company of which the director has had notice, and monitor any situation of risk.
   e. Propose a call to an extraordinary meeting of the Board of Directors or the inclusion of new matters in the agenda of the next meeting to be held, in order that deliberations may be conducted on such issues as the director deems advisable.
   f. Oppose resolutions that are contrary to law, the Governance and Sustainability System or the corporate interest, and request that such opposition be recorded in the minutes.

In particular, directors must clearly express their opposition if they believe that a proposed resolution submitted to the Board of Directors may be contrary to the corporate interest. In particular, independent directors and other directors not affected by a potential conflict of interest shall state for the record their opposition to resolutions that might cause prejudice to shareholders whose interests are not represented on the Board of Directors.

4. If the Board of Directors makes significant or repeated decisions on matters with respect to which a director has made serious reservations and such director tenders their resignation, the director must explain the reasons for their resignation in the letter referred to in Article 21.2 above, without prejudice to compliance with the duties established by law and the Governance and Sustainability System.

Article 42. Duty of Confidentiality

1. A director shall keep confidential the information, the deliberations and the resolutions of the Board of Directors, of the Executive Committee and of the committees of which the director is a member and, in general, shall endeavour to ensure the confidentiality thereof, shall not disclose any information, data, reports or background information to which the director may have had access while in office, and shall not use any of the foregoing for the director's own benefit,
for the benefit of the shareholder, if any, that has proposed or made the director’s appointment, or for the benefit of any other third party, without prejudice to the duties of transparency and information imposed by applicable law.

2. The obligation established in the preceding section shall not prevent the director from communicating confidential information to third parties in the performance of the duties entrusted to the director as such or the exercise of powers expressly delegated thereto by the Board of Directors or by the relevant committee, provided the duty of confidentiality of the recipient of the information is appropriately guaranteed, under the responsibility of the director, on the terms set forth by law.

3. Directors who cease to hold their office must return all corporate documentation to which they have had access in the exercise of their duties, including information stored in any medium or device, corporate or personal, and must expressly confirm at the request of the Company that they have complied with this obligation. Without prejudice to the foregoing, and in view of the circumstances in each case, the Board of Directors may grant persons holding the offices referred to in Chapter I of Title V of these Regulations (to which the provisions of this Article 42 shall also apply) the right to direct access, for all appropriate purposes, to the corporate documentation kept by the Company relating to the period during which they held office.

4. A director’s duty of confidentiality shall survive even after the director no longer holds such position.

**Article 43. Duty Not to Compete**

1. A director may not be a director or hold management positions or provide services to another company or entity whose object is similar, in whole or in part, to the object of the Company or which is a competitor thereof or of any companies within the Group.

2. Excepted from the foregoing restriction are the duties that may be performed and the offices that may be held in companies belonging to the Group, in companies in which the director acts as a representative of the interests of the Group, and in companies in which any of the companies belonging to the Group has an interest and in which the director does not act as a representative of the interests of the Group, unless the Board of Directors, following a report from the Appointments Committee, believes that the Company’s interests are jeopardised.

3. The waiver of the duty not to compete may only be approved if no harm to the Company can be expected or if the harm expected is offset by the benefits expected to be obtained from the waiver. It shall be given, in those cases when so required by law, by the shareholders at the General Shareholders’ Meeting by means of an express resolution in a separate item of the agenda. In other instances, the waiver may be given by the Board of Directors, after a report from the Appointments Committee.

4. A director who ends the term of office to which the director was appointed or who, for any other reason, ceases to act as such, may not be a director or officer of, or provide services to, any entity whose object is similar, in whole or in part, to that of the Company or which is a competitor of the Company, for a term of two years. The Board of Directors may, if it deems it appropriate, relieve the outgoing director from this restriction or reduce it to a shorter period.

**Article 44. Conflicts of Interest**

1. Directors must adopt the measures necessary to avoid entering into conflict of interest situations pursuant to the provisions of law.

2. A conflict of interest shall be deemed to exist in those situations provided by law, 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 Group and their duties to the Company.

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

3. For purposes of these Regulations, the following shall be deemed persons related to the 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 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.

4. Without prejudice to the provisions of section 1 above, conflicts of interest shall be governed by the following rules:

a. 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. 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. If the situation giving rise to the conflict of interest is a Related-Party Transaction, as this term is defined in Article 48, the notice shall include the text provided for in said article and shall also identify the department or person of the Company or of any of the companies of the Group with which the respective contacts were made. In this last case, the notice must also be given to the Audit and Risk Supervision Committee through its secretary.

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

b. Abstention: if the conflict arises from a transaction or circumstance that requires any kind of operation, report, decision or acceptance, the director must refrain from taking any action until the Board of Directors studies the case and adopts and informs the director of the appropriate decision, without prejudice to the exceptions established 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 attending for purposes of the calculation of a quorum and the majorities required for approval of 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 established in this article.

c. 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.

5. The secretary of the Board of Directors shall prepare a register of the conflicts of interest reported by the directors, which shall be continuously updated. The information contained in said register shall have a level of detail allowing for a sufficient understanding of the scope of each of the situations of conflict, and shall be made available to the Compliance Unit when it so requests, as well as to the Audit and Risk Supervision Committee when it so requests.

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

7. The provisions of this article may be further developed through any appropriate rules that may be made by the Board of Directors.

Article 45. Use of Corporate Assets

1. A director may not use the Company’s assets or profit from the director’s position in the Company in order to obtain any financial benefit, unless arm’s length consideration has been paid and it is a standardised service.

2. On an exceptional basis, the Board of Directors, after a report from the Appointments Committee, may relieve the director from the obligation to provide such consideration, but in any such case, the financial benefit shall be deemed remuneration in kind and must conform to the Director Remuneration Policy.

Article 46. Non-Public Information

1. A director may use non-public information of the Company for private purposes only if the following conditions are satisfied:

a. That such information is not applied with respect to transactions for the purchase or sale of securities or financial instruments of the issuer to which the information directly or indirectly refers.
Article 47. Business Opportunities

1. A director may not take advantage of a business opportunity of the Company, either for the director’s own benefit or for the benefit of related persons, unless the investment or transaction has previously been offered to the Company, the Company has chosen not to take advantage of it without any pressure from the director, and the director has been authorised by the Board of Directors to profit from the transaction, following a report from the Appointments Committee.

2. A business opportunity shall be deemed to be any possibility of making an investment or a business transaction that has arisen or has been discovered in connection with the director’s performance of duties as such, or through the use of means and information belonging to the Company, or in circumstances such that it is reasonable to believe that the third party’s offer was in fact addressed to the Company.

3. Likewise, a director shall not use the Company’s name and shall not invoke the position thereof as director of the Company in order to carry out transactions for the director’s own account or for the account of related persons.

Article 48. Related-Party Transactions

1. “Related-Party Transactions” means those transactions carried out by the Company or its subsidiaries with directors, with shareholders holding ten per cent or more of the voting rights or who have proposed or caused the appointment of any of the Company’s directors or with any other persons who should be considered parties related to the Company in accordance with the International Accounting Standards adopted pursuant to Regulation (EC) 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards (the “IAS”).

2. By way of exception to the provisions of the preceding section, Related-Party Transactions shall not include those transactions that are not classified as such under the law, and particularly: (i) operations or transactions between the Company and its direct or indirect wholly-owned subsidiaries, or between these subsidiaries; (ii) operations or transactions between the Company and its subsidiaries or investees if no other party linked to the Company has interests in such subsidiaries or investees; (iii) the signing by the Company and any executive director or member of senior management of a contract governing the terms and conditions of the executive duties they are going to perform, including the determination of the specific amounts or remuneration to be paid for said duties, which must be approved pursuant to the provisions of these Regulations; as well as (iv) transactions offered on the same conditions to all shareholders in which their equal treatment and the interests of the Company are assured.

3. Related-Party Transactions are subject to the approval of the Board of Directors and, in the circumstance set forth in section 4 below, of the shareholders at a General Shareholders’ Meeting. However, the approval of Related-Party Transactions that are within the purview of the Board of Directors 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 it to be ratified, provided that the required report of the Audit and Risk Supervision Committee has first been obtained.

4. 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 ten per cent of the total items of the assets of the Group according to the last consolidated annual balance sheet approved by the shareholders at the General Shareholders’ Meeting of the Company.

5. The approval of Related-Party Transactions by the shareholders at a General Shareholders’ Meeting or by the Board of Directors (or by the Executive Committee on an urgent basis for subsequent ratification upon the terms set forth in section 3 above) must be the subject of a prior report of the Audit and Risk Supervision Committee as provided by law.

6. The Board of Directors, through the Audit and Risk Supervision 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.

The report of the Audit and Risk Supervision Committee shall verify compliance with said requirements.
In the case of Related-Party Transactions entered into by the Company (or by a subsidiary of the Company) with key personnel as defined by the IAS (including persons connected to the Company related thereto) other than directors, the Board of Directors and the Audit and Risk Supervision Committee shall endeavour to ensure that the affected person does not take part in the internal processes of negotiation and preparation of the transaction.

7. Without prejudice to the provisions of section 3 above, 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: 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; that they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question; and that the amount thereof does not exceed zero point five per cent of the consolidated revenue of the Group pursuant to the latest consolidated annual financial statements approved by the shareholders at the General Shareholders’ Meeting.

The approval of Related-Party Transactions referred to in this section shall not require a prior report by the Audit and Risk Supervision Committee, but the Board of Directors must establish a regular internal reporting and control procedure in relation therewith, in which the Audit and Risk Supervision Committee must participate, which shall verify the fairness and transparency of such transactions and compliance with any legal criteria applicable to the foregoing exceptions.

8. 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.

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.

When approving a line of transactions and the terms and conditions for implementation thereof, the Board of Directors shall consider the establishment of a regular internal reporting and monitoring procedure in relation thereto, in accordance with the last subparagraph of section 7 above.

9. The execution of a Related-Party Transaction puts the director engaging in said transaction or who is related to the person engaging in the transaction in a conflict of interest, for which reason the provisions of Article 44 above shall apply, to the extent applicable (particularly the duty to abstain in the deliberation and voting on the approval resolution), without prejudice to the exceptions provided by law. If the affected director is a member of the Audit and Risk Supervision Committee, the director may not participate in the preparation of the report provided for in the section 6 above.

10. 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 the cases and to the extent prescribed by applicable legal provisions, as well as in the report prepared by the Audit and Risk Supervision Committee in accordance with the provisions of the Regulations of the Audit and Risk Supervision Committee.

11. The directors must give written notice to the secretary of the Board of Directors, on a half-yearly basis, within the first week of January and July of each year, regarding the Related-Party Transactions that they or persons connected to the Company relating thereto have engaged in during the immediately preceding period. If they are not carried out, the directors shall so report. The secretary of the Board of Directors shall send a notice to the directors on a half-yearly basis requesting the appropriate information that must be sent to the Company.

Without prejudice to the foregoing, directors must immediately inform the Board of Directors in writing of any Related-Party Transaction relating to them or to persons related to them that must be approved by the Board of Directors, pursuant to the provisions of Articles 44 and 49 of these Regulations or to the provisions of the law.

The notice of Related-Party Transactions must include the following information: (i) object and nature of the transaction; (ii) date on which it originated; (iii) main terms and conditions, including the value or the amount of the consideration and the terms and conditions of and periods for payment; (iv) identity of the persons who participated in the transaction and the relationship, if any, with the director; and (v) other aspects, such as pricing policies, guarantees, and any other feature of the transactions that allows for a proper assessment thereof, particularly including such information as allows for verification that it is fair and reasonable from the viewpoint of the Company and of shareholders who are not related parties.

12. The secretary of the Board of Directors shall prepare a register of Related-Party Transactions of the directors. The information set forth in such register shall be made available to the Compliance Unit when it so requests, and shall also periodically be made available to the Audit and Risk Supervision Committee through the Internal Audit Area.

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
13. The Audit and Risk Supervision Committee shall inform the Appointments Committee, through its secretary, of Related-Party Transactions that might affect the classification of directors.

14. The provisions of this article may be further developed through any appropriate rules that may be made by the Board of Directors.

**Article 49. Duty to Disclose Information**

1. A director must report to the Company, through the secretary of the Board of Directors, any situation of direct or indirect conflict that the director or persons related thereto may have with the interests of the Company.

2. A director must also disclose to the Company:
   a. All positions the director holds at and services the director provides to other companies or entities, as well as the director’s other professional commitments. In particular, before accepting office as director or member of the management team at another company or entity (except for the positions the director is called upon to hold at companies belonging to the Group or at other companies in which the director represents the interests of the Group), the director must give prior notice thereof to the Appointments Committee.
   b. Any substantial change in the director’s professional status that may affect the condition or capacity by virtue of which the director may have been appointed as director.
   c. Any judicial, administrative or other proceedings instituted against the director which, because of their significance or characteristics, may seriously reflect upon 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 measures it deems fit taking into account the interests of the Company, such as opening an internal investigation, requesting the resignation of the director or proposing the removal thereof.

   The Company shall report the adoption of said measures in the annual corporate governance report, unless there are special circumstances that justify not doing so, which must be recorded in the minutes.
   d. In general, any fact or event that may be relevant to the holding of office as a director of the Company.

3. Directors shall provide the Company with an e-mail address as well as a mobile telephone number such that meetings of the Board of Directors and of the committees of which they are members may be called by those means, if so decided, and the corresponding information, if any, may so be provided to them.

**Article 50. Extension of Director’s Duties**

The duties prescribed in this title of these *Regulations* in connection with the relations between the directors and the Company shall also be deemed applicable by analogy to their potential relations with companies of the Group.

**TITLE X. INFORMATION AND RELATIONSHIPS**

**Chapter I. Information**

**Article 51. Annual Corporate Governance Report**

1. The Board of Directors shall, on an annual basis, approve a corporate governance report for the Company that shall include all specifications established by law and any others that the Board of Directors deems appropriate to include therein.

2. The approval of the Company’s annual corporate governance report must also be preceded by:
   a. A report of the Sustainable Development Committee.
   b. A report of the Audit and Risk Supervision Committee as regards information on the risk supervision systems.
   c. A report of the Appointments Committee as regards information on the directors and members of senior management.
   d. A report of the Remuneration Committee as regards the remuneration of the directors and the members of senior management.
3. The annual corporate governance report of the Company shall be included in a separate section of the Management Report and shall therefore be approved together therewith and shall be made available to the shareholders together with the other documents relating to the Annual General Shareholders' Meeting.

4. Public notice shall be given of the annual corporate governance report of the Company as provided in securities market rules and regulations.

Article 52. Corporate Website

1. The Company maintains a corporate website, envisaged as an instrument for channelling its relations with shareholders and the financial community, as well as the other Stakeholders, which is intended to foster their involvement in corporate life.

2. Through the corporate website:
   a. Shareholders and investors are provided with the documents and information required by law and the Governance and Sustainability System and other information that the Board of Directors, through its secretary, deems appropriate.
   b. Shareholders are provided with the means to exercise the rights to receive information and to participation in the General Shareholders' Meeting recognised by law and by the Governance and Sustainability System.
   c. Full or summarised versions of the rules making up the current Governance and Sustainability System are published.

3. The structure of the corporate website shall be determined by the provisions of law and the Governance and Sustainability System.

4. Without prejudice to the foregoing, the secretary of the Board of Directors shall decide the corporate governance information that must be included in the Company's corporate website, and shall be responsible for the update thereof.

Chapter II. Relationships

Article 53. Principle of Transparency

Permanent contact with its shareholders and ongoing attention to the transparency of corporate information and of relations with its shareholders and with the market generally, in accordance with the provisions of law and the Governance and Sustainability System, are primary objectives of the Company.

Article 54. Relationships with the Shareholders

1. The Board of Directors shall foster continuous and appropriate information for its shareholders, permanent contact therewith, and their involvement in corporate life, establishing the channels for participation through which the Company shall procure their engagement, with the appropriate guarantees and coordination mechanisms.

   In particular, it shall establish the appropriate channels to hear proposals that the shareholders may make in connection with the Company, in accordance with the law and the Governance and Sustainability System.

2. The Board of Directors shall facilitate exercise of their rights by the shareholders and the performance of the duties established by law and, to the extent applicable thereto, in the Company's Governance and Sustainability System.

   In particular, the Board of Directors shall adopt appropriate measures to encourage maximum participation of the shareholders at the General Shareholders' Meeting.

3. The Board of Directors, assisted by such members of senior management as it deems appropriate, may organise meetings for the provision of information on the progress of the Company and of its Group with shareholders and investors.

4. In its relationships with the shareholders, the Board of Directors shall guarantee the application of the principle of equality of treatment of the shareholders who are in the same situation.

5. The Board of Directors may establish appropriate mechanisms for the regular exchange of information with those shareholders that are holders of a significant and stable financial interest in the Company, regardless of whether or not they are represented on its Board of Directors.

   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.
6. All public requests for delegation of voting powers made in favour of any director shall disclose, where applicable, the existence of a conflict of interest with the director or with a significant shareholder and shall specify the direction in which the representative shall vote in the event that no instructions are given by the shareholder, all subject to the provisions of law and of the Governance and Sustainability System.

Article 55. Relationships with the Securities Markets

1. The Board of Directors shall immediately inform the public regarding:
   a. Notices of inside information and other relevant information.
   b. All changes in the Company’s ownership structure, such as fluctuations in significant direct or indirect interests and private shareholders' agreements (pactos parasociales) of which the Board has had notice.
   c. All substantial amendments to the Company’s governance rules and regulations.
   d. The treasury share policy, if any, that the Company intends to pursue on the basis of approvals obtained from the shareholders at the General Shareholders' Meeting.
   e. All changes to the composition and to the rules of organisation and operation of the Board of Directors and the committees thereof, or to the duties and positions of each director in the Company, as well as any other modification relevant to the Governance and Sustainability System.

2. The Board of Directors shall adopt appropriate measures to ensure that any periodic financial information published by the Company and any other information that may be prudent to make available to the securities markets is prepared in accordance with the same principles, standards and professional practices used to prepare the annual financial statements and is as reliable as such financial statements. For this latter purpose, such information shall be reviewed by the Audit and Risk Supervision Committee.

3. The Board of Directors shall prevent its conduct from influencing the free formation of the price of the securities issued by the Company and, if applicable, of the shares of the companies forming part of its Group.

Article 56. Relationships with the Statutory Auditors

1. The Board of Directors shall establish an objective, professional and ongoing relationship with the Company’s statutory auditors, and shall have the utmost respect for their independence.

2. The Board of Directors shall meet with the statutory auditors at least once per year in order to receive information regarding the work performed and regarding the accounting status and risks of the Company.

3. The relationship referred to in the preceding section shall be channelled, as a rule, through the Audit and Risk Supervision Committee.

4. The Audit and Risk Supervision Committee shall ensure that the fees of the statutory auditors comply with the provisions of the legal provisions governing the audit of accounts.

5. The Audit and Risk Supervision Committee shall not submit a proposal to the Board of Directors, which in turn shall not submit it to the shareholders at the General Shareholders’ Meeting, for appointment of an audit firm as the Company’s statutory auditor if it has evidence that such firm is affected by any circumstance of lack of independence, prohibition or disqualification pursuant to the legal provisions governing the audit of accounts, particularly 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 statutory auditor or audit firm or by a member of its network during each of the last three consecutive financial years represent more than fifteen per cent of the total annual income of the statutory auditor or audit firm and of said network.

6. The Board of Directors shall make public the fees that the Company has paid to the audit firm, both in consideration for audit services and for services other than auditing, specifying the fees paid to the statutory auditors and those paid to any company forming part of the same group of companies to which the statutory auditor belongs or to any other company to which the statutory auditor is related under a relationship of joint ownership, management or control.

7. The Board of Directors shall use its best efforts to definitively prepare the annual financial statements such that there is no room for qualifications by the statutory auditors. 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.
Article 57.- Relationships with Members of Senior Management of the Company

Relations between the Board of Directors and the members of senior management of the Company, as provided in these Regulations, must be channelled through the chairman of the Board of Directors or the chief executive officer or, in the absence thereof, through the secretary of the Board of Directors.

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4. Regulations of the Audit and Risk Supervision Committee

20 June 2023

TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object
Article 2. Approval, Amendment and Priority

TITLE II. POWERS

Article 3. Powers
Article 4. Powers regarding the Internal Audit Area
Article 5. Powers regarding the Internal Control and Risk Management Systems
Article 6. Powers regarding the Risk Management and Internal Assurance Division
Article 7. Powers regarding Auditing
Article 8. Powers regarding the Process of Preparing Financial Information
Article 9. Powers regarding the Process of Preparing Non-Financial Information and the Appointment of the External Assurance Provider
Article 10. Other Powers Entrusted to the Committee

TITLE III. COMPOSITION

Article 11. Composition
Article 12. Positions
Article 13. Term of Office
Article 14. Cessation of Office

TITLE IV. TRAINING

Article 15. Orientation Programme
Article 16. Training Programme

TITLE V. OPERATION

Article 17. Annual Work Plan
Article 18. Schedule and Meetings
Article 19. Call to Meeting
Article 20. Place of Meetings
4. Regulations of the Audit and Risk Supervision Committee

Article 21. Establishment of a Quorum

Article 22. Resolutions

Article 23. Conflicts of Interest

Article 24. Attendance

TITLE VI. RELATIONSHIPS

Article 25. Relationship with the General Shareholders’ Meeting

Article 26. Relationship with the Board of Directors

Article 27. Relationship with the Internal Audit Area

Article 28. Relationship with the Risk Management and Internal Assurance Division

Article 29. Relationship with the Statutory Auditor

Article 30. Relationship with the Audit Committees of other Companies of the Group

TITLE VII. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 31. Powers and Advice

Article 32. Participation and Rights to Receive Information

Article 33. Duties of Committee Members

Article 34. Evaluation

TITLE VIII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 35. Compliance and Dissemination

Article 36. Interpretation
TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object

1. Pursuant to the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”), the Board of Directors establishes the Audit and Risk Supervision Committee (hereinafter, the “Committee”), a permanent internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action and which shall be governed by the provisions set forth in the By-Laws, in the Regulations of the Board of Directors and in these Regulations of the Audit and Risk Supervision Committee (the “Regulations”).

2. The object of these Regulations is to favour the independence of the Committee and to determine the principles of conduct and the rules of internal operation thereof, without prejudice to the powers of the committees or equivalent bodies that may exist at companies, whether or not listed, belonging to the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”).

3. These Regulations have been prepared taking into account the good governance recommendations generally accepted in international markets and form part of the Governance and Sustainability System.

Article 2. Approval, Amendment and Priority

1. These Regulations must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

2. Any amendment hereof must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

3. These Regulations further develop and supplement the provisions of the By-Laws and of the Regulations of the Board of Directors applicable to the Committee. The latter provisions shall prevail in the event of conflict with the former.

TITLE II. POWERS

Article 3. Powers

The Committee shall have the following main functions:

a. Conduct a periodic review of the risk policies on at least an annual basis and, if it so deems appropriate, propose the amendment and update thereof to the Board of Directors.

b. Approve the statutory auditor contracting policy establishing the procedure for the selection and contracting of the Company’s statutory auditor, the relations therewith, the circumstances that might affect the independence thereof and the instruments required to ensure the transparency of such relationship.

c. Ensure that the annual financial statements that the Board of Directors submits to the shareholders at the General Shareholders’ Meeting are prepared in accordance with accounting standards, reporting thereto on the issues raised therein by the shareholders that are within the purview of the Committee, and particularly with respect to the results of the audit of the annual financial statements, explaining how it has contributed to the integrity of the financial information and the role that it has played in such process, and if the auditor has included any qualification in the report, the opinion of the Committee regarding the content and scope thereof.

d. Monitor the effectiveness of internal control at the Company and within its Group, as well as of their system for managing risks.

e. Together with the statutory auditors, analyse significant weaknesses in the internal control system detected during the audit, all without infringing upon the independence thereof. To this end, if appropriate, it may submit recommendations or proposals to the Board of Directors and the corresponding follow-up period.

f. Supervise 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. This supervisory work of the Committee must be carried out continuously, and also performed specifically at the request of the Board of Directors.
g. Propose to the Board of Directors for submission to the shareholders at a General Shareholders’ Meeting the appointment, re-election or replacement of the statutory auditors, as well as the terms for the hiring thereof, in accordance with applicable legal provisions, and regularly receive therefrom information regarding the audit plan and the implementation thereof, in addition to preserving the independence thereof in the performance of its duties.

h. In relation to the statement of non-financial information: (i) supervise the process of preparing and presenting the non-financial information regarding the Company and its Group; (ii) propose to the Board of Directors the appointment of the independent assurance provider responsible for verifying the information included therein; and (iii) report to the Sustainable Development Committee on the process of preparing and presenting the statement of non-financial information as well as on the clarity thereof and on the integrity of the content thereof.

i. Supervise the activities of the Internal Audit Area and the Risk Management and Internal Assurance Division, which are functionally controlled by the Committee.

j. Authorise in advance the non-audit services that the Company’s audit firm, or the persons or entities connected thereto pursuant to the provisions of the law on auditing of accounts, will provide to companies of the Group, as provided by law.

In order for the Committee to authorise the provision of said services, it must assess whether the audit firm it the most appropriate firm to provide them based on its knowledge and experience, and in this case shall analyse: (i) the nature thereof and the circumstances and context in which it occurs, (ii) the status, position or influence of the provider of the service and other relations thereof with the Company; (iii) the effects thereof; and (iv) whether said services could threaten the independence of the auditor and, if applicable, the establishment of measures eliminating or reducing these threats to a level that does not compromise the independence thereof.

It must also assess the remuneration for the non-audit services, individually or as a whole, compared to the remuneration for audit services and the parameters used by the audit firm to determine its own remuneration policy.

k. Establish appropriate relationships with the statutory auditors 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 auditing of accounts and in other legal provisions on auditing.

In any event, it must receive written confirmation from the statutory auditors on an annual basis of their independence in relation to the Company or entities directly or indirectly related thereto, as well as a detailed breakdown of information on additional services of any kind provided to and the corresponding fees received from such entities by such statutory auditors or persons or entities related thereto, pursuant to the legal provisions governing the auditing of accounts.

l. 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 letter, considered individually and as a whole, and in relation to the rules on independence or the legal provisions regarding the auditing of accounts.

m. 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, making sure that the interim financial 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 auditors.

n. Report on Related-Party Transactions (as defined in the Regulations of the Board of Directors) prior to the approval thereof by the shareholders acting at a General Shareholders’ Meeting or by the Board of Directors (or in urgent cases by the Executive Committee), without prejudice to the exceptions set out in the Regulations of the Board of Directors.

Any member of the Committee that has a conflict of interest with respect to the Related Party Transaction to be reported on may not participate in the preparation of the report.

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.

A prior report of the Committee shall not be required in the case of Related-Party Transactions for which approval may be delegated pursuant to the provisions of the Regulations of the Board of Directors, although the Committee may participate in the internal reporting and periodic control procedure established by the Board of Directors in relation thereto, in order verify the fairness and transparency of such transactions and, where applicable, compliance with the applicable legal criteria in order to make said delegation.

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Within the first six months following the close of each financial year of the Company, the Committee shall prepare an overview of the Related-Party Transactions with respect to which it has issued a report, which shall be made available to the shareholders through the Company's corporate website on occasion of the call to the General Shareholders' Meeting.

The Committee shall also inform the Appointments Committee of Related-Party Transactions that might affect the classification of directors.

o. Report to the Board of Directors, prior to the Board's decision thereon, regarding the creation or acquisition of interests in special purpose entities or entities domiciled in countries or territories that are considered to be tax havens, as well as regarding any other transactions or operations of a similar nature that, due to the complexity thereof, might diminish the transparency of the Group.

By way of exception to the provisions of the preceding paragraph, if such transactions are carried out by listed country subholding companies of the Group or subsidiaries thereof, the audit and compliance committee or equivalent body of such listed country subholding company shall be responsible for issuing the corresponding report.

p. Report on the structural modifications and corporate transactions to be undertaken by the Company, analysing the economic terms and conditions thereof, including if appropriate the exchange ratio as well as the accounting impact thereof. By way of exception, the transactions described in this letter p) shall not be subject to a prior report from this Committee if they are carried out by listed country subholding companies of the Group or subsidiaries thereof unless the Company participates therein.

q. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

Article 4. Powers regarding the Internal Audit Area

In this regard, the Committee shall have the following main functions:

a. Ensure the independence and effectiveness of the Internal Audit Area and that it has sufficient resources and that its members have suitable professional qualifications to carry out its duties most efficiently.

b. Approve the direction and annual plan of the Internal Audit Area, ensuring that it exercises its powers proactively and that its activities are mainly focused on significant risks to the Company and its Group (including reputational risks), as well as receive periodic information regarding the activities carried out by the Internal Audit Area.

c. Approve the budget of the Internal Audit Area.

d. Evaluate the operation of the Internal Audit Area and the performance of the director thereof, for which purpose the Committee shall obtain any opinion held by the chairman of the Board of Directors.

The evaluation shall be constructive and shall include an assessment of the level of compliance with targets and with standards for purposes of setting the variable components of the remuneration of the director of the Internal Audit Area, in which determination the Committee must also participate.

The conclusions from the assessment made by the Committee must be communicated by the secretary thereof, through the secretary of the Board of Directors, to the director of the Internal Audit Area and to the Remuneration Committee, so that they may be properly taken into account when determining the remuneration thereof.

e. Verify, based on the corresponding reports of the Internal Audit Area, that the members of senior management take into account the conclusions and recommendations contained in its reports.

Article 5. Powers regarding the Internal Control and Risk Management Systems

In this regard, the Committee shall have the following main functions:

a. Continuously review the internal control and risk management systems, such that the principal risks are properly identified, managed and reported.

b. Supervise the effectiveness of the internal control and risk management systems, for which purpose it shall obtain reports from the Internal Audit Area, from the Risk Management and Internal Assurance Division and from any other person hired for this purpose, in order to arrive at a conclusion regarding the trustworthiness and reliability of the systems and, if appropriate, make potential proposals for improvement.

c. Obtain information regarding any significant deficiency in internal control that the statutory auditor detects while carrying out its audit work.
d. Ensure that the Group’s internal control and risk management system identifies at least:
   (i) The different types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks, or risks relating to corruption) facing the Company and the Group, including, among financial risks, contingent liabilities and other off-balance sheet 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 that they materialise.
   (iv) The information and internal control systems that will be used to monitor and manage the aforementioned risks, including contingent liabilities and other off-balance sheet risks.

e. Maintain appropriate relationships with the audit and compliance committees of the other companies of the Group.

f. Promote (within the limits of its powers) a culture in which risk is a factor that is taken into account in all decisions and at all levels within the Company.

g. Identify and evaluate emerging risks, like those arising from technological, environmental, social and regulatory changes, as well as reputational risks, including corruption-related risks, as well as existing alert mechanisms, periodically evaluating the effectiveness thereof.

h. Obtain creditable information as to whether the most significant risks are managed and maintained within the tolerance figures that have been established, and evaluate the various risk tolerance levels established in the risk policies in order, if appropriate, propose the adjustment thereof based on the information provided by the Company’s management, the Internal Audit Area and the Risk Management and Internal Assurance Division.

i. At least annually, call a meeting with each of the heads of the businesses of the Group 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 head of business companies directly and effectively manages the risks of its businesses.

j. Report in advance on the risks of the Group to be included in the Company’s annual corporate governance report and give notice thereof to the Board of Directors, through the Sustainable Development Committee, for an assessment of its conclusions.

k. Generally ensure that the internal control policies and systems are effectively applied in practice.

Article 6. Powers regarding the Risk Management and Internal Assurance Division

In this regard, the Committee shall have the following main functions:

a. Directly supervise the activities of the Risk Management and Internal Assurance Division, ensure the effectiveness thereof and that it has sufficient resources and that its members have suitable professional qualifications to carry out its duties most efficiently.

b. Approve the focus and the annual plan of the Risk Management and Internal Assurance Division and the budget thereof, and receive regular reports on the activities carried out thereby.

c. Issue its opinion regarding the operation of the Risk Management and Internal Assurance Division and the performance of the director thereof, which shall be sent by the chairman of the Committee to the chairman of the Board of Directors, who is responsible for the evaluation thereof. The secretary of the Committee shall send said opinion, through the secretary of the Board of Directors, to the Remuneration Committee so that it is properly taken into account when determining the remuneration of the director of said division.

Article 7. Powers regarding Auditing

In this regard, the Committee shall have the following main functions:

a. Approve, periodically review and ensure compliance with the Statutory Auditor Contracting and Relations Policy.

b. Propose to the Board of Directors the appointment, re-election or removal of the statutory auditors of the accounts of the Company and of the accounts of the Company consolidated with those of its Group, taking responsibility for the process followed for the selection thereof, pursuant to the provisions of law and the Statutory Auditor Contracting and Relations Policy.

c. Guide and propose to the competent governance bodies the appointment, re-election or removal of the statutory auditors of the other companies of the Group, unless they have corporate governance rules similar to those of the Group.
Company that assign such duties of guidance and proposal-making to their respective audit and risk supervision committees or similar bodies.

d. Ensure the independence of the statutory auditors and that they are not affected by any circumstances of prohibition or disqualification and, for such purpose:

i. Verify that the Company and the statutory auditor comply with applicable regulations regarding the provision of non-audit services, the limits on the concentration of the statutory auditor's business, the rules on professional fees and, in general, all other regulations established in order to ensure the independence of the statutory auditors.

ii. Establish an indicative ceiling on the fees that may be received each year by the statutory auditor for non-audit services.

iii. In the event of resignation of the statutory auditor, examine the circumstances that may have given rise thereto.

iv. On an annual basis and prior to the issuance of the audit report, issue a report setting forth an opinion on the independence of the statutory auditors.

v. Ensure compliance with the prohibitions upon completion of the audit work as provided by law.

e. Ensure that the statutory auditor carrying out the audit of the annual financial statements or of consolidated accounting documents assumes full responsibility for the audit report issued, even when the annual financial statements of the companies in which the Company has an interest have been audited by other statutory auditors.

f. Assess the results of each audit of accounts and supervise the response of the members of senior management to the recommendations made therein.

g. On an annual basis, evaluate the activities performed by the statutory auditor pursuant to the provisions of the Statutory Auditor Contracting and Relations Policy.

h. Ensure that the statutory auditor carrying out the audit of the annual financial statements or of consolidated accounting documents assumes full responsibility for the audit report issued, even when the annual financial statements of the companies in which the Company has an interest have been audited by other statutory auditors.

i. 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 and risk status of the Company.

j. Ensure that the change in statutory auditor and any potential disputes with the outgoing auditor are disseminated by sending to the National Securities Market Commission (Comisión Nacional del Mercado de Valores) the appropriate notice of inside information or other relevant information.

**Article 8. Powers regarding the Process of Preparing Financial Information**

In this regard, the Committee shall have the following main functions:

a. Supervise the process of preparation and submission and the clarity and integrity of the financial information with respect to the Company and its Group, ensuring that any interim quarterly financial information that may be published and the half-yearly financial reports and statements are prepared in accordance with the same accounting standards as the annual financial reports and, for such purpose, it shall consider the appropriateness of a limited review of the half-yearly financial reports by the statutory auditor.

In particular, based on available sources of internal information (including reports from the Internal Audit Area and from the Risk Management and Internal Assurance Division, 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), the Committee shall reach its own conclusion as to whether the Company has properly applied the accounting policies.

b. Ensure compliance with legal requirements, the proper delimitation of the scope of consolidation and the correct application of such generally accepted accounting principles and international financial reporting standards as may be applicable with respect to the regulated financial information relating to the Company and its Group.

c. Evaluate any proposal made by the members of senior management regarding changes in accounting practices.

d. 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.

e. Obtain information on significant adjustments identified by the statutory auditor or that result from revisions made by the Internal Audit Area and the position of the management team regarding said adjustments.
f. 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.

g. Check that the financial information approved by the Board of Directors and 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. If the Committee is not satisfied with any aspect thereof after the review, it shall communicate its opinion to the Board of Directors through the secretary thereof.

Article 9. Powers regarding the Process of Preparing Non-Financial Information and the Appointment of the External Assurance Provider

In this regard, the Committee shall have the following main functions:

1. Based on available sources of internal information (including reports from the Internal Audit Area and from the Risk Management and Internal Assurance Division, 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 independent assurance provider), supervise the process of preparing and presenting the statement of non-financial information regarding the Company and its Group, as well as the transparency and integrity of the contents thereof.

   a. Report to the Sustainable Development Committee on the process of preparing and presenting the statement of non-financial information, as well as on the clarity thereof and on the integrity of the content thereof. Said report shall be issued prior to the report that must be issued by the Sustainable Development Committee regarding the aforementioned statement of non-financial information and the preparation thereof by the Board of Directors.

   b. Propose to the Board of Directors the appointment of the independent assurance provider responsible for assurance of the information contained in the statement of non-financial information.

   c. Serve as a channel of communication and monitor the work of assuring the statement of non-financial information by the independent assurance provider, consult therewith regarding the process of preparation and presentation thereof and the clarity and integrity of the content thereof, and report on all of the above to the Sustainable Development Committee.

   d. Check that the non-financial information published on the corporate website of the Company is continuously updated and that it coincides with the information that has been prepared by the Board of Directors and published on the website of the National Securities Market Commission. If the Committee is not satisfied with any aspect thereof after the review, it shall communicate its opinion to the Board of Directors through the secretary thereof.

Article 10. Other Powers Entrusted to the Committee

The Committee shall also have the following functions:

   a. Have direct access, in accordance with the provisions of the Regulations of the Compliance Unit, to grievances or reports submitted through the internal reporting channels provided by the Company that might have a material impact on the financial statements or internal control thereof and, if it so deems necessary, propose appropriate actions to reduce the risk of future occurrences thereof. To this end, the Compliance Unit shall inform it of the existence of the aforementioned grievances or reports and shall provide it with any documentation requested in relation to the processing of the case files.

   b. Prior to the preparation of the annual financial statements and to the filing of the Corporate Income Tax return, obtain from the Company's tax director, for transmittal to the Board of Directors, information on the tax guidelines used by the Company during the financial year and, in particular, on the level of compliance with the Corporate Tax Policy.

   c. Based on the information received from the Company's tax director, report to the Board of Directors on the tax policies applied and, in the case of transactions or matters that must be submitted to the Board of Directors for approval, regarding the tax consequences thereof when such consequences represent a significant issue.
TITLE III. COMPOSITION

Article 11. Composition

1. The Committee shall 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.

2. Within the aforementioned limits, the Committee may submit to the Board of Directors a proposal for amendment of the number of Committee members when it is deemed that such number will contribute to the more efficient operation of the Committee.

3. Diversity shall be sought in the composition thereof, particularly as regards, gender, professional experience, competencies, industry knowledge and geographic origin.

4. A majority of the members of the Committee shall 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. A director shall be deemed to have knowledge and experience in accounting and audit if the director has:
   a. knowledge of legal provisions on accounting and audit;
   b. ability to assess and interpret the application of accounting rules;
   c. experience in preparing, auditing, analysing or evaluating financial statements with a certain level of complexity similar to those of the Company itself, or experience in supervising one or more persons involved in this work; and
   d. understanding of the internal control mechanisms relating to the process of preparing financial information.

5. The Board of Directors and the Appointments Committee shall endeavour to ensure that the members of the 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, and that at least one of them has experience in information technology. They shall also endeavour to ensure that as a whole the members of the Committee have relevant technical knowledge in the finance and internal control area, as well as in relation to the energy sector.

Article 12. Positions

1. The Board of Directors shall appoint a chair of the 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.

2. The Board of Directors shall also appoint a secretary of the Committee, who need not be a director.

Article 13. Term of Office

1. Committee members shall be 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.

   1. The chair of the Committee shall hold office for a maximum period of four years, after which period the director who has held office as such may not be re-elected as chair of the Committee 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.

   2. Committee members who are re-elected as directors of the Company by resolution of the shareholders at a General Shareholders’ Meeting shall continue in their positions on the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.

Article 14. Cessation of Office

Committee members shall cease to hold office:

   a. When they cease to be directors of the Company.

   b. When they cease to be non-executive directors, even if they continue as directors of the Company.

   c. When they become members of the Executive Committee.

   d. Upon expiration of the maximum term for which they were appointed without being re-elected.

   e. By resolution of the Board of Directors.

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TITLE IV. TRAINING

Article 15. Orientation Programme
In order for new members of the Committee to be able to actively perform their duties as from their appointment, the Orientation Programme provided for in the Regulations of the Board of Directors shall be made available to them on the directors’ website.

Article 16. Training Programme
The Committee shall have a periodic training plan that ensures the updating of knowledge relating to new developments in accounting rules, the specific regulatory framework of the Group’s businesses, internal and external audit, the management and supervision of risks, internal control and technological advances relevant to the Company.

TITLE V. OPERATION

Article 17. Annual Work Plan
1. Before the beginning of each financial year, the Committee shall approve an annual work plan that contemplates at least the following aspects:
   a. The specific goals established for the financial year relating to each of the powers of the Committee, especially those that might be new or relate to significant issues.
   b. Issues that should be dealt with on a recurring or one-time basis during the financial year.
   c. The planning of the training deemed appropriate for the proper performance of the duties thereof.
2. This planning shall take into account that the members of the Committee have responsibilities, mainly of supervision and advice, and should not intervene in the performance or management of matters within the authority of the Company’s management.

Article 18. Schedule and Meetings
1. Once the annual meeting schedule of the Board of Directors has been approved, the chair and the secretary of the Committee shall prepare a proposed annual schedule for the meetings of the Committee during the first month of the financial year, ensuring that there are at least four meetings per year and that they are held on days prior to the meetings of the Board of Directors.
2. Preparation of the proposed schedule must consider the time to be devoted to the various duties of the Committee and must take into account the meeting schedule of the Board of Directors and the date for holding the General Shareholders’ Meeting, in order to prepare any reports or proposals to be submitted regarding the matters to be dealt with, as well as the report on the activities of the Committee referred to in Article 25 below.
3. The proposed schedule shall include the tentative agendas and any appearances that may be deemed necessary. This proposal shall systematically reflect the tentative agenda for the meetings, planning fixed sections for issues that are dealt with on a recurring basis, and other sections for issues that are only dealt with at particular meetings. Generally, risk supervision shall be included in the agenda for the Committee’s meetings, so that an analysis can be made throughout the year of all significant risks, both financial and non-financial, the latter relating to aspects such as tax, cybersecurity and the cyber-resilience capacity of the group.
4. The secretary of the Committee shall send the proposed schedule to the secretary of the Board of Directors for validation and subsequent preparation of the meeting schedule of the corporate decision-making bodies, pursuant to the provisions of Article 29.7 of the Regulations of the Board of Directors. Once the proposed schedule is validated by the Office of the Secretary of the Board of Directors, the Committee shall approve the annual meeting schedule.
5. Where appropriate, the meeting schedule shall be supplemented with the scheduling of preparatory work sessions or meetings on specific issues.
6. The Committee shall meet at least upon the occasion of each date of publication of annual or interim financial information. Said meetings shall be attended by the director of the Internal Audit Area, the head of the Risk Management and Internal Assurance Division, and also by the statutory auditor when it issues a review report. At least a portion of said meetings with the statutory auditor shall take place without the presence of the Company’s management team, so that the members can discuss among themselves specific issues that arise during the reviews.
7. Without prejudice to the provisions of the preceding sections, the Committee shall meet as many times as the chair thereof deems is necessary to exercise the powers entrusted thereto, as well as when requested by at least two of its members. Prior to sending a call to a meeting not provided for in the meeting schedule of the corporate decision-making bodies, the secretary of the Committee shall send to the secretary of the Board of Directors for validation the date, agenda and any appearances that may be deemed necessary.

8. The chairman of the Board of Directors and the chief executive officer may request informational meetings with the Committee on an exceptional basis.

Article 19. Call to Meeting

1. The secretary of the Committee shall, by order of the chair thereof, call the Committee to meeting at least eight days in advance thereof, except in the case of urgent meetings.

2. The call to meeting shall be carried out by any means allowing for receipt thereof and shall include the agenda for the meeting and the documentation expected to be made available to the members of the Committee, which shall first be reviewed by the Office of the Secretary of the Board of Directors to ensure the consistency thereof with the meeting schedule of the corporate decision-making bodies and the Governance and Sustainability System.

3. No prior call to a meeting of the Committee shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

Article 20. Place of Meetings

1. Meetings of the Committee shall be held in person at the place designated in the call to meeting.

2. If so decided by the chair of the Committee on an exceptional basis, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The members of the Committee in attendance at any of such interconnected places shall be deemed to have attended the same meeting of the Committee for all purposes.

Article 21. Establishment of a Quorum

1. A valid quorum for Committee meetings shall be established with the attendance, in person or by proxy, of a majority of its members.

2. The chair of the Committee shall preside over the meeting. In the event of the vacancy, illness, incapacity or absence of the chair of the Committee, the meeting shall be chaired by the director having the longest length of service on the Committee, and if equal lengths of service, by the oldest.

3. The secretary of the Committee shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Committee, the person appointed by the Committee for such purpose shall act as secretary.

4. Committee members may give a proxy to another member by any of the means allowing for receipt thereof, addressed to the secretary of the Committee and including the terms on which the proxy is given. However, they may not give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

4. On an exceptional basis, based on the circumstances in each case, the chair of the Committee may authorise the attendance at the meeting of one or more members by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time. Members connected remotely shall be deemed for all purposes to have attended the meeting of the Committee.

Article 22. Resolutions

1. Resolutions of the Committee shall be adopted by an absolute majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Committee shall have the tie-breaking vote.

2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Committee or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter, shall be made available to all of the directors and shall be entered in a book of minutes of the Committee.
Article 23. Conflicts of Interest

When matters to be dealt with at a meeting of the Committee directly affect one of its members or persons related thereto and, in general, when such member is subject to a conflict of interest situation (upon the terms established in the Regulations of the Board of Directors), including a conflict relating to Related-Party Transactions, such member must leave the meeting until a decision is made, and such member shall be subtracted from the number of Committee members for purposes of calculating the quorum and majorities with respect to the matter at hand.

Article 24. Attendance

1. At the request of the chair of the Committee, addressed for such purpose to the chairman of the Board of Directors, any director may be asked to attend the meetings thereof.

2. By means of a reasoned request, the chair of the Committee may also request, through the secretary of the Board of Directors, the attendance of any director, member of senior management or professional of the Group as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the Committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

3. Persons who are not members of the Committee may not attend those portions of the meetings at which the matters dealt with are outside the scope of the powers or duties of such persons.

4. The Committee, through its chair, may request the presence at its meetings of both the Company’s statutory auditor as well as the statutory auditor of any entity within the Group, provided that there is no legal impediment thereto. The Company’s statutory auditor shall not attend the decision-making portion of the Committee’s meetings.

5. The presence of members of management, professionals or other directors, whether executive or not, at meetings of the Committee shall be on an occasional basis and only when required, after an invitation from the chair of the Committee, shall be strictly limited to those items on the agenda for which they are called, and they shall not attend the decision-making portion of the Committee’s meetings.

6. The chair may authorise the remote attendance of the persons indicated in sections 4 and 5 above using the communication systems described in Article 21.5 above, if the chair so deems appropriate. The secretary shall record the entries and exits of guests at meetings in the minutes.

TITLE VI. RELATIONSHIPS

Article 25. Relationship with the General Shareholders’ Meeting

1. The Committee shall report to the shareholders at the General Shareholders’ Meeting with respect to the matters raised therein by the shareholders on matters within its purview, and particularly with respect to the results of the audit of the annual financial statements, explaining how it has contributed to the integrity of the financial information and the role that the Committee has played in such process.

2. In those instances in which the statutory auditor has included a qualification in its audit report, the chair of the Committee shall clearly explain at the General Shareholders’ Meeting the opinion of the Committee regarding the content and scope thereof, making a summary of said opinion available to the shareholders at the time of publication of the call to meeting, together with the other proposals and reports of the Board of Directors.

3. Pursuant to the provisions of the Regulations of the Board of Directors, the Activities Report of the Board of Directors and of the Committees thereof, which shall include information regarding the operation and the activities of the Committee during the preceding financial year, shall be made available to the shareholders and the other Stakeholders for purposes of the call to the General Shareholders’ Meeting.

4. In particular, the section of the Activities Report of the Board of Directors and of the Committees thereof regarding the Committee must allow the shareholders and other interested parties to understand the activities performed by the Committee during the financial year in question, for which reason the publication must contain at least the following aspects:

   a. Description of the regulation of the Committee.

   b. Composition of the Committee during the financial year, including the classification and seniority of each of the members thereof, as well as the significant abilities in terms of knowledge and experience contributed by each member.
c. The standards used to determine and the rationale explaining the composition of the Committee, particularly in relation to the appointment of members who are not independent directors.

d. Duties and work performed during the financial year by the Committee, changes therein during the fiscal year and reference to these Regulations.

e. Meetings held during the financial year and number of attendees, including whether non-members of the Committee have been invited.

f. Number of meetings held with the internal auditor and with the external auditor.

g. Significant activities during the period (reporting those that have been performed with the assistance of external experts) relating to:
   i. financial and related non-financial information and the mechanisms associated with internal control;
   ii. risk management and control;
   iii. the Internal Audit Area;
   iv. the Risk Management and Internal Assurance Division;
   v. the statutory auditor;
   vi. follow-up on the action plans of the Committee; and
   vii. the nature and scope of any communications with the regulators.

h. Evaluation of the operation and performance of the Committee, as well as of the methods used to assess the effectiveness thereof.

i. Information regarding the Committee's opinion on the independence of the statutory auditor.

j. Independence and conflicts of interest of external advisors, experts and consultants.

k. Information regarding which domestic or international practical guides on audit committees are being followed, if any, and to what extent.

l. Significant deviations from the procedures adopted or improprieties of which the Board of Directors has been notified in writing in areas within the purview of the Committee.

Article 26. Relationship with the Board of Directors
The chair of the Committee shall inform the Board of Directors, at the next meeting thereof following the meetings of the committee, of the matters dealt with and the resolutions adopted during its meetings.

Article 27. Relationship with the Internal Audit Area
1. Pursuant to the provisions of these Regulations, the Committee's relations with the Internal Audit Area shall respect the independence thereof.

2. The Committee shall propose to the Board of Directors, for approval thereby, after a report of the Appointments Committee, the appointment and removal of the director of the Internal Audit Area.

3. The chairman of the Board of Directors, based on the proposal made by the Committee, shall propose to the Board of Directors the approval of Basic Internal Audit Regulations governing the nature, organisation, competencies, powers and duties of the Internal Audit Area of the Company and of Internal Audit divisions of the Group's companies.

4. The Committee shall ensure that the members of the Internal Audit Area have access to the documentation and to the staff necessary for the performance of its duties in accordance with the Governance and Sustainability System and that appropriate methods of investigation are provided to them, without impediment.

5. The Committee shall guide and supervise the activities of the Internal Audit Area. For such purpose, it shall approve an annual plan, which must be submitted by the director of the Internal Audit Area, and shall follow up on the recommendations of the Committee.

As an integral part of the annual plan, the Committee shall approve the budget of the Internal Audit Area and shall forward it to the chairman of the Company's Board of Directors, who shall submit it to this body for acknowledgement thereby.

The Committee shall verify that such plan has taken into account the principal financial and non-financial risk areas of the businesses, and that the responsibilities thereof have been clearly identified and determined for proper coordination with any other assurance functions, like the risk management and control, financial information control, compliance...
and external audit units. Furthermore, apart from identifying the audit objectives and the work to be performed, the approval by the Committee of the annual internal audit plan must include approval of the resources necessary for the implementation thereof, both human (internal and external) and financial and technological.

6. The Committee shall monitor the annual plan of the Internal Audit Area to verify at least the following:
   a. That the principal risk areas of the businesses identified in the plan are properly covered in practice. This shall include the supervision of internal controls on the method for calculating alternative return measures that the Company uses in its periodic reports.
   b. That there is appropriate coordination with other assurance functions like risk control and management, as well as with the external auditor.
   c. That it has the human, financial and technological resources initially approved, including the hiring or use of experts for those audits requiring special qualifications.
   d. That the director of the Internal Audit Area has effective and direct access to the Committee.
   e. That all significant changes in the plan are properly communicated to the Committee.
   f. That the conclusions reached by the Internal Audit Area are appropriate, that the action plans contained in the various reports are being implemented as agreed and within the timetable provided, and that the Committee is timely informed regarding the progress thereof.
   g. That any differences that may have arisen with the Company’s senior management have been resolved, or otherwise have been submitted for the consideration of the Committee.
   h. That the conclusions of its reports, prepared on the basis of the annual plan or other specific requests that may have been made or approved by the Committee, are submitted with the frequency provided for. Said conclusions must include both the weaknesses or irregularities detected and the action plans for resolving them and monitoring the implementation thereof.

7. The director of the Internal Audit Area shall directly report to the Committee those incidents occurring during the performance of the annual work plan and at the end of each financial year shall submit thereto, for acknowledgement thereby, an activities report that must contain at least a summary of the activities performed and reports issued during the financial year, explaining what work provided for in the annual plan has not been carried or performed without being provided for in the initial plan, as well as an inventory of the weaknesses, recommendations and action plans.

8. In addition to the responsibilities inherent in its role, the Internal Audit Area shall be the customary body for communication between the Committee and the rest of the Company’s organisation (without prejudice to the provisions of these Regulations and, if applicable, the Basic Internal Audit Regulations) and shall be responsible for preparing the information requested by the Committee.

9. The Committee, through its chair, may request the presence of the director of the Internal Audit Area during certain portions of the Committee meetings at which aspects that are related to the scope of its powers or duties are discussed, all in accordance with the provisions of Article 24 above.

Article 28. Relationship with the Risk Management and Internal Assurance Division

1. The Risk Management and Internal Assurance Division shall assist the Committee in the exercise of the powers thereof relating to the internal control and risk management systems and shall prepare the information requested by the Committee.

2. The appointment and removal of the person responsible for the Risk Management and Internal Assurance Division shall be approved by the Board of Directors at the proposal of the chairman thereof, following a report of the Appointments Committee.

3. The Committee shall ensure that the members of the Risk Management and Internal Assurance Division have access to the documentation and to the staff necessary for the performance of their duties in accordance with the Governance and Sustainability System and that the information required for the performance of their duties is provided to them without any impediment.

4. The Committee shall guide and supervise the activities of the Risk Management and Internal Assurance Division. For such purpose, it shall approve an annual plan, which must be submitted by the head of said Division, and shall follow up on the recommendations of the Committee.

As an integral part of the annual plan, the Committee shall approve the budget of the Risk Management and Internal Assurance Division and shall forward it to the chairman of the Company’s Board of Directors, who shall submit it to this body for acknowledgement thereby.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
The Committee shall verify that the annual plan of the Risk Management and Internal Assurance Division defines the risk strategy of the Company and of its Group and the activities that will be performed to: (i) ensure the proper operation of the internal control and risk management systems, and particularly that all risks (financial and non-financial) are properly identified, managed and quantified; and (ii) ensure that these systems properly mitigate the risks within the framework of the risk policies. The Committee shall also verify that the annual plan clearly identifies and defines the responsibilities of the said division for proper coordination with any other management, supervision and risk assurance functions such as the Internal Audit Area and the Administration and Control Division.

The Committee’s approval of the annual plan of the Risk Management and Internal Assurance Division must also include approval of the resources necessary for the implementation thereof, both human (internal and external) and financial and technological.

Notwithstanding the foregoing, the director of the Risk Management and Internal Assurance Division shall manage the operation and the budget of said division under the principles of efficiency in management, and shall be responsible for implementing the relevant measures and action plans and endeavouring to ensure the proper performance of the duties thereof.

5. The Committee shall monitor the annual plan of the Risk Management and Internal Assurance Division to verify at least the following:

a. That there is compliance with the risk strategy of the Company and its Group and that it covers the most significant risks (including reputational, corruption-related and emerging risks).

b. That the internal control and risk management systems operate effectively and properly identify, manage, mitigate and quantify the main risks (financial and non-financial) and they are maintained within pre-determined tolerance figures.

c. That taking into account the provisions of the General Risk Control and Management Policy, there is proper coordination with other functions vested with powers regarding the management, supervision and assurance of risks, including the Internal Audit Area and the Administration and Control Division.

d. That it has the human, financial and technological resources initially approved, including the hiring or use of experts for work requiring special qualifications.

e. That the director of the Risk Management and Internal Assurance Division has effective and direct access to the Committee.

f. That all significant changes in the annual plan are properly communicated to the Committee.

g. That the conclusions reached by the Risk Management and Internal Assurance Division are appropriate, that the action plans contained in the various reports are being implemented as agreed and within the timetable provided, and that the Committee is timely informed regarding the progress thereof.

h. That the conclusions of its reports, prepared on the basis of the annual plan or other specific requests that may have been made or approved by the Committee, are submitted with the frequency provided for. Said conclusions must include both the weaknesses or irregularities detected and the action plans for resolving them and monitoring the implementation thereof.

6. The Risk Management and Internal Assurance Division shall perform regular reviews of its annual plan in order to evaluate the conformance thereof to the risk strategy of the Company and its Group and, if appropriate, shall propose to the Committee, for the approval thereof, the changes that it deems suitable.

7. The director of the Risk Management and Internal Assurance Division shall directly report to the Committee on the implementation of its budget and on those incidents occurring during the performance of its annual work plan, as well as the results of and follow-up on the recommendations of the Committee, and at the end of each financial year shall submit thereto, for acknowledgement thereby, an activities report that must contain at least a summary of the activities performed and reports issued during the financial year, explaining what work provided for in the annual plan has not been carried out or has been performed without being provided for in the initial plan, as well as an inventory of the weaknesses, recommendations and action plans.

8. In addition to the responsibilities inherent in its role, the Risk Management and Internal Assurance Division shall be the customary body for communication between the Committee and the rest of the Company’s organisation (without prejudice to the provisions of these Regulations and the Basic Internal Audit Regulations) for handling issues relating to the risk strategy of the Company and its Group, the operation of the internal control and risk management systems and the management, supervision and assurance of the risks of the Company and its Group, and shall be responsible for preparing the information on these issues requested by the Committee.

9. The Committee, through its chair, may request the presence of the director of the Risk Management and Internal Assurance Division during certain portions of the Committee meetings at which aspects that are related to the scope of its powers or duties are discussed, all in accordance with the provisions of Article 24 above.
Article 29. Relationship with the Statutory Auditor

1. The Committee's relations with the Company's statutory auditor shall respect the independence thereof, in accordance with the provisions of these Regulations.

2. The Committee shall propose to the Board of Directors, for submission of the proposal to the shareholders at a General Shareholders' Meeting, the selection, appointment, re-election and replacement of the Company's statutory auditor. In addition, the Committee shall make a proposal to the Board of Directors regarding the contractual terms under which the auditor should be hired.

3. The Committee shall not submit a proposal to the Board of Directors for appointment of an audit firm as the Company's statutory auditor if it has evidence that such firm is affected by any circumstance of lack of independence, prohibition or disqualification pursuant to the legal provisions governing the audit of accounts, particularly 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 statutory auditor or audit firm or by a member of its network during each of the last three consecutive financial years represent more than fifteen per cent of the total annual income of the statutory auditor or audit firm and of said network.

4. The Committee shall regularly receive from the statutory auditor information regarding the audit plan and the results of the implementation thereof, shall follow up on all recommendations proposed by the statutory auditor, and may require its cooperation whenever it deems it necessary.

5. The Committee shall request of the statutory auditor, on an annual basis, a certificate of independence of the firm as a whole and of the team members participating in the process of auditing the annual financial statements of the Group, as well as information regarding additional services of any kind provided by the statutory auditors or by persons related thereto pursuant to the provisions of the laws on auditing of accounts. In addition, the statutory auditor shall include in the annual certification that it sends to the Committee a statement in which it reports on compliance with the application of the internal procedures of quality assurance and protection of independence that have been implemented.

6. The Committee must authorise any hiring of the statutory auditor for any non-audit services prior to the approval thereof by the relevant body.

7. The Committee shall receive information on the hiring by any of the companies of the Group of professionals coming from any of the Group's audit firms.

Article 30. Relationship with the Audit Committees of other Companies of the Group

1. The relationships of the Committee with the audit committees of other companies of the Group shall be governed by the provisions of the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group approved by the Board of Directors, upon a proposal of the Committee.

2. This coordination and information relationship shall be channelled through the chairs of the audit committees of the Company and of the relevant company belonging to the Group, with the purpose of informing the Committee of the matters handled by such committees that might have a potentially significant impact on the Group.

3. The audit committees established at other companies of the Group must have their own regulations defining the principals of conduct and the rules of internal operation thereof, and whose scope, in compliance with the level of guarantees required by the Governance and Sustainability System as well as with the principles of coordination and information that must govern the relationships among the audit committees of companies established at companies of the Group for the proper discharge of their duties, must be in agreement with the contents of these Regulations, without prejudice to any amendments that may be required taking into account the circumstances of each company.

4. Any information from or appearance by any member of management, professional or director of any company belonging to the Group with an audit committee that is requested by the Committee in the performance of its duties shall be processed and carried out through the audit committee of the affected company, whose chair shall report directly to the chair of the Committee.

5. The audit committees established at other companies of the Group shall ensure the independence and effectiveness of their respective internal audit areas.

6. For the performance of the duties assigned to the Committee in these Regulations in connection with the Internal Audit Area, the director of the Internal Audit Area of the Company shall establish the appropriate framework of relations of coordination and information with the internal audit areas of the other companies of the Group.
TITLE VII. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 31. Powers and Advice

1. The Committee may, through the secretary of the Board of Directors, freely access any information or documents available at the Company relating to the matters that are within the Committee's area of authority and that it deems necessary to perform its duties.

2. The Committee may also seek, at the Company's expense, cooperation or advice from outside professionals, who shall address their reports directly to the chair of the Committee. In such case, the Committee shall ensure that potential conflicts of interest do not prejudice the independence of the outside advice received.

Article 32. Participation and Rights to Receive Information

1. In order to promote a diversity of opinions that enriches the analysis and proposals of the Committee, the chair of the Committee shall ensure that all of the members freely participate in the deliberations, without being affected by internal or third-party pressures, and shall encourage constructive dialogue among them, promoting free expression and a critical attitude.

2. To properly carry out its duties, the chair of the Committee shall promote the establishment of an effective and periodic channel of communication, which shall also involve the other members of the Committee to the extent deemed appropriate, with the management team, with the Internal Audit Area, with the Risk Management and Internal Assurance Division and with the statutory auditor upon the terms provided in title VI of these Regulations.

3. The chair of the Committee shall channel and provide the information and documentation required to the other members of the Committee sufficiently in advance of each meeting so that they can properly analyse it and prepare for the meeting.

Article 33. Duties of Committee Members

1. Committee members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence. In particular, attendance at meetings of the Committee shall be preceded by the sufficient dedication of its members to analyse and evaluate the information received.

2. In exercising their powers, the members of the Committee shall comply with the provisions of these Regulations and applicable law on professional scepticism and critical attitude regarding the conclusions reached by the executive directors and members of senior management of the Company, acknowledging the arguments for and against, and with each of the members, and the Committee as a whole, forming their and its own position.

3. Committee members are subject as such to all of the duties of a director set forth in the Regulations of the Board of Directors, to the extent they are applicable to the responsibilities discharged by the Committee.

Article 34. Evaluation

1. Within the framework of the annual evaluation provided for in the Regulations of the Board of Directors, the Appointments Committee shall coordinate the evaluation of the Committee's performance in order to strengthen the operation thereof and improve planning for the next financial year, for which purpose it shall ask the opinion of its members and of the other directors.

2. In the interest of greater transparency, the Activities Report of the Board of Directors and of the Committees thereof shall state the extent to which the evaluation has caused significant changes in the organisation and procedures of the Committee.
TITLE VIII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 35. Compliance and Dissemination

1. The members of the Committee, as well as the other members of the Board of Directors to the extent they are affected, have the obligation to know and comply with these Regulations, for which purpose the secretary of the Board of Directors shall post them on the directors’ website and on the Company’s corporate website.

2. In addition, the Committee shall have the obligation to ensure compliance with these Regulations and to adopt appropriate measures for the required dissemination thereof among the rest of the organisation.

Article 36. Interpretation

1. These Regulations shall be interpreted in accordance with law and the Governance and Sustainability System.

2. Any question or dispute regarding the interpretation of these Regulations shall be resolved by the Committee itself, and in the absence of such resolution, by the chair of the Committee, who shall be assisted by such persons, if any, as may be appointed by the Board of Directors for such purpose. The Board of Directors shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.

3. In the absence of a specific rule, the provisions of the Regulations of the Board of Directors regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Committee to the extent that they are not inconsistent with the nature thereof.
5. Basic Internal Audit Regulations

20 June 2023

INTRODUCTION

TITLE I. NATURE AND REGULATION

Article 1. Nature of the Internal Audit Area and of the Internal Audit Divisions

Article 2. Regulation

TITLE II. ORGANISATION OF THE INTERNAL AUDIT AREA AND OF THE INTERNAL AUDIT DIVISIONS

Article 3. Internal Audit Divisions

Article 4. Director of the Internal Audit Area and Heads of the Internal Audit Divisions

Article 5. Framework for Relations of Coordination and Information between the Internal Audit Area and the Internal Audit Divisions

TITLE III. POWERS OF THE INTERNAL AUDIT AREA AND OF THE INTERNAL AUDIT DIVISIONS

Article 6. Scope

Article 7. Powers relating to the Audit and Risk Supervision Committee or the Audit and Compliance Committees, as applicable

Article 8. Powers to Supervise the Effectiveness of the Internal Control System

TITLE IV. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN

Article 9. Material and Human Resources

Article 10. Annual Activities Plan and Budget

Article 11. Activities Report and Recommendations

TITLE V. POWERS AND DUTIES

Article 12. Powers

Article 13. Duties
TITLE VI. COMPLIANCE, INTERPRETATION AND AMENDMENT  324

Article 14. Compliance  324
Article 15. Interpretation  324
Article 16. Amendment of the Basic Regulations  324
INTRODUCTION

These Basic Internal Audit Regulations (the "Basic Regulations") govern the nature, organisation, competencies, powers and duties of the Internal Audit Area of IBERDROLA, S.A. (the "Internal Audit Area" and the "Company", respectively) and of the Internal Audit divisions of the various companies of the group of which the Company is the controlling entity, within the meaning established by law (the "Internal Audit Divisions" and the "Group", respectively).

These Basic Regulations have been approved by the Company’s Board of Directors upon the terms proposed by the chairman thereof pursuant to the proposal of the Audit and Risk Supervision Committee (the "ARSC"), all in accordance with the provisions of the Regulations of the Audit and Risk Supervision Committee, and are included within the Company’s Governance and Sustainability System.

TITLE I. NATURE AND REGULATION

Article 1. Nature of the Internal Audit Area and of the Internal Audit Divisions

The Internal Audit Area is an internal unit of the Company that hierarchically reports to the chairman of the Company’s Board of Directors and functionally reports to the ARSC. Its basic activity consists of independently and proactively endeavouring to ensure the effectiveness of the governance, risk management and internal control processes within the boundary of the Group.

For their part, the Internal Audit Divisions shall perform duties equivalent to those of the Internal Audit Area at least at those country subholding and head of business companies of the Group that have audit and compliance committees (the "ACCs").

Article 2. Regulation

1. Internal regulations

The Internal Audit Area and the Internal Audit Divisions are governed by the provisions of these Basic Regulations and, if applicable, by the applicable provisions of the bylaws or regulations of the companies of the Group of which they are a part.

Internal Audit Divisions belonging to listed companies that have their own internal regulations in this area shall be governed by such regulations.

In addition, the Internal Audit Divisions shall conform their activities to the framework of relations of coordination and information among the Internal Audit Area and the Internal Audit Divisions prepared by the head of the Internal Audit Divisions upon the terms of article 5 below.

2. External regulations

Without prejudice to the provisions of the Governance and Sustainability System, these Basic Regulations and the other internal rules of the Company, the Internal Audit Area and the Internal Audit Divisions, as well as the professionals assigned thereto, shall conform their activities to the International Standards for the Professional Practice of Internal Auditing approved by the Institute of Internal Auditors (IIA), which contains, among other things: (i) the definition of internal auditing; (ii) the International Standards for the Professional Practice of Internal Auditing in effect from time to time; and (iii) the Code of Ethics.

TITLE II. ORGANISATION OF THE INTERNAL AUDIT AREA AND OF THE INTERNAL AUDIT DIVISIONS

Article 3. Internal Audit Divisions

All of the companies of the Group within which ACCs are created shall have an Internal Audit Division, without prejudice to any specific provisions applicable thereto by reason of their status as listed companies, nationality, law or any other circumstances.

Furthermore, those companies that do not have an ACC may also create their own Internal Audit Division.

Article 4. Director of the Internal Audit Area and Heads of the Internal Audit Divisions

1. The director of the Internal Audit Area and the heads of the Internal Audit Divisions should have the knowledge, skills and experience appropriate to the duties they are asked to perform, especially with respect to internal audit, risk management, internal control and governance.
2. Pursuant to the provisions of the Governance and Sustainability System, the Company’s Board of Directors is responsible for the appointment and removal of the director of the Internal Audit Area, upon a proposal of the ARSC and after a report of the Appointments Committee.

For its part, the board of directors of the company in question is responsible for the appointment and removal of the head of an Internal Audit Division, upon a proposal or prior report (as provided by the internal regulations of the company in question) of the respective ACC (if any).

The appointment of the heads of the Internal Audit Divisions of: (i) country subholding companies with an ACC; or (ii) head of business companies with an ACC, but subordinate to a country subholding company that does not have an ACC, in order to prepare the proposal or report of the respective ACC, the chair thereof shall first consult with the director of the Internal Audit Area.

In order to appoint the heads of the Internal Audit Divisions of head of business companies with an ACC that are subordinate to country subholding companies that also have an ACC, the chair of the ACC of the head of business company shall have such prior consultations with the head of the Internal Audit Division of its respective country subholding company, who in turn shall consult on this issue with the director of the Internal Audit Area.

In order to appoint the head of the Internal Audit Division of a company without an ACC, the chair of the board of directors of this company shall first consult with the chairman of the Company’s Board of Directors.

3. The director of the Internal Audit Area shall be deemed a member of the senior management of the Company, and shall report hierarchically to the chairman of the Board of Directors thereof. The heads of the Internal Audit Divisions shall belong to the management team of their corresponding companies, and shall report hierarchically to the chair of the board of directors thereof.

4. The ARSC is the body that evaluates the operation of the Internal Audit Area and the performance of the director thereof pursuant to the provisions of the Regulations of the Audit and Risk Supervision Committee, for which purpose it shall obtain any opinion that might be held by the chairman of the Board of Directors of the Company.

In a similar vein, these duties correspond to the respective ACC, if any, or if none to the board of directors, with respect to the head of an Audit Division.

5. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall manage the operation and the budget, respectively, of the Internal Audit Area and of the corresponding Internal Audit Divisions, under the principles of independence and efficiency in management, and shall be responsible for implementing the relevant measures and action plans and endeavouring to ensure the proper performance of the duties thereof.

Article 5. Framework for Relations of Coordination and Information between the Internal Audit Area and the Internal Audit Divisions

1. The director of the Internal Audit Area shall establish an appropriate framework for relations of coordination and information between the Internal Audit Area and the Internal Audit Divisions and shall develop the strategy, guidelines and overall supervision of the Internal Audit function at the Group level.

2. Specifically, the director of the Internal Audit Area shall:
   a. Define the strategic lines and scale of the internal audit function at the Group level.
   b. Participate in determining the processes for determining and evaluating the objectives of the heads of the Internal Audit Divisions (of companies that are not listed companies or subsidiaries thereof) and for setting the remuneration thereof, as well as in determining the profiles and development and career plans of its team.
   c. Supervise and coordinate the annual activities plans of the Internal Audit Divisions, which must be coordinated with the activities plan of the Internal Audit Area, and to which it shall transmit the guidelines and directives of the Board of Directors and of the ARSC of the Company.
   d. Supervise the annual activity reports of the Internal Audit Divisions.
   e. Establish directives regarding quality requirements and the promotion of global certifications, and promote periodic evaluations of the Internal Audit Divisions.

3. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall hold regular coordination and information meetings. Such meetings may also be attended by those internal auditors that the director of the Internal Audit Area deems appropriate for the proper performance of the function.
**TITLE III. POWERS OF THE INTERNAL AUDIT AREA AND OF THE INTERNAL AUDIT DIVISIONS**

**Article 6. Scope**

The Internal Audit Area and the Internal Audit Divisions shall independently and objectively provide assurance and consulting services to add value and improve the operations of the Company and of the other companies of the Group, providing a systematic and disciplined focus in order to evaluate and improve the efficiency of the risk management, control and governance processes at the Group level.

The nature and scope of any consulting work performed by the Internal Audit Area and the Internal Audit Divisions shall be previously agreed with the relevant division of the Group company. In no case may the Internal Audit Area or Internal Audit Divisions assume management responsibilities or participate in making executive decisions.

**Article 7. Powers relating to the Audit and Risk Supervision Committee or the Audit and Compliance Committees, as applicable**

1. The Internal Audit Area shall assist the ARSC (and the Internal Audit Divisions shall assist their corresponding ACCs) in developing the powers of said committee, especially as regards supervision of the effectiveness of the internal control and risk management system, relations with the statutory auditor, and supervision of the process of preparing the financial and non-financial information of the company in question.

2. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall be in charge of preparing the information requested of them by the relevant ARSC and ACC, respectively. They shall also attend the corresponding meetings of the ARSC and the ACC to which they are called when dealing with issues within their respective domains (including meetings held to formulate or approve annual or interim financial information and annual non-financial information).

   In particular, the director of the Internal Audit Area and the heads of the Internal Audit Divisions shall provide to the ARSC or the ACC, as appropriate, and within their respective areas of competence, the information required for them to (without limitation): (i) supervise the effectiveness of the internal risk control and management systems; (ii) reach a conclusion as to whether the accounting policies have been properly applied; and (iii) know the significant adjustments identified by the Internal Audit Area or the Internal Audit Division, as applicable, in the review of the financial and non-financial information.

3. The Internal Audit Area shall be the regular body for communication between the ARSC and the rest of the Company's organisation, without prejudice to provisions of the Regulations of the Audit and Risk Supervision Committee and the General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its group regarding the duties entrusted to other areas, particularly the Office of the Secretary of the Board of Directors and other Divisions (like the Risk and Internal Assurance Division).

**Article 8. Powers to Supervise the Effectiveness of the Internal Control System**

1. The Internal Audit Area and the Internal Audit Divisions shall objectively and independently supervise the effectiveness of the internal control system established at the Group level, which is made up of a set of risk management and control mechanisms and systems. By way of example and not limitation, within the scope of their respective domains, they shall be particularly responsible for supervising:

   i. **The effective operation** of the comprehensive risk control and management system established at the Group level, as described in the General Risk Control and Management Policy, and the adaptation thereof to ensure compliance with the risk policies.

   ii. **The effective operation** of the Internal Control over Financial Reporting (ICFR) System established by the Company for preparing and presenting the financial information of the companies of the Group, including information that the Company must regularly publish due to its status as a listed company.

   iii. **The effective application** of the rules, procedures and substantive activities that make up the compliance systems of the Group's companies, which aim to prevent, manage and mitigate the risk of legal and ethical violations, as well as crime prevention programmes.

   iv. **The effective operation** of the overall framework for the control and management of cybersecurity risks within the boundary of the Group, as well as the framework for the governance and management of the processes and actions relating to information technology (IT) within the boundary of the Group.
v. **The effective operation** of the mechanisms established at the Group level for implementing the environmental and social policies.

vi. **Verification** that the investment and divestment processes comply with applicable risk policies and guidelines and that the procedures pursuant to which they are performed ensure proper internal control and effective management of the related risks.

vii. **The effective operation** of the Internal Control over Non-Financial Reporting (ICNFR) System established by the Company for preparing and presenting the non-financial information of the companies of the Group.

2. The Internal Audit Area and the Internal Audit Divisions shall also engage in any other actions needed to perform their duty of ensuring the effective operation of the internal control system established at the Group level.

3. The Internal Audit Area and the Internal Audit Divisions shall also have such other powers of a singular or permanent nature as are assigned thereto by the board of directors of the relevant company or that are vested therein by the Governance and Sustainability System.

4. In performing the above duties, as well as in preparing the annual activities plans provided for in article 10 of these Basic Regulations, they must take into account the powers of assurance of other areas of the Company and of the other companies of the Group in order for the responsibilities of the Internal Audit Area and the Internal Audit Divisions to be clearly defined and in order for there to be proper mechanisms of coordination with other assurance functions.

   Along these lines, the powers of the Internal Audit Area and of the Internal Audit Divisions set out in this article shall not include the duties assigned to the Risk and Assurance Division in relation to the management and supervision of risks at the Group level, and particularly the development and implementation of the risk policies.

5. Furthermore, the Internal Audit Area and the Internal Audit Divisions, as applicable, must be informed of the provision of any assurance services to the companies of the Group by outside service providers. When appropriate, the Internal Audit Area and the Internal Audit Divisions shall coordinate such services when related to their respective domains.

### TITLE IV. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN

**Article 9. Material and Human Resources**

Both the Internal Audit Area and the Internal Audit Divisions shall have access to the human, financial and technological resources necessary to perform their duties.

**Article 10. Annual Activities Plan and Budget**

1. The director of the Internal Audit Area shall prepare a proposed annual activities plan of the Internal Audit Area and shall submit it for the approval of the ARSC. Such proposal:
   
   i. shall contain the budget of the Internal Audit Area for engaging in its activities during the next financial year;
   
   ii. shall take into account the principal financial and non-financial risk areas of the businesses (including reputational risks);
   
   iii. shall clearly identify and define the responsibilities of each business for proper coordination with any other assurance functions, like the risk management and control, financial and non-financial information control, compliance and external audit units.
   
   iv. shall establish the audit objectives and the work to be performed, as well as the resources necessary for the implementation thereof, both human (internal and external) and financial and technological; and
   
   v. shall take into account any suggestions that the Board of Directors, the ARSC and the members of senior management have communicated thereto.

2. Once approved by the ARSC, the budget for the Internal Audit Area shall be sent to the chairman of the Company’s Board of Directors, who shall present it to the Board of Directors for review.

3. The heads of the Internal Audit Divisions shall present to the relevant ACC the proposed annual activities plan and budget for the performance of their activities during the next financial year, for approval thereof and submission to the chair of the board of directors of the relevant company, who shall submit it to such board of directors for review in the case of the annual activities plan and for approval with respect to the budget.

   If an Internal Audit Division belongs to a company of the Group that does not have an ACC, the board of directors of such company shall be in charge of approving the activities plan and budget proposed by such Internal Audit Division.
4. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall periodically review their respective annual activity plans in order to evaluate the adequacy thereof to cover the risks identified and, if applicable, propose to the ARSC or to the relevant ACC for approval the changes they deem appropriate.

If an Internal Audit Division belongs to a company of the Group that does not have an ACC, the board of directors of such company shall be in charge of approving said changes to the annual activities plan.

5. Compliance with the annual activities plan shall be one of the objectives of the director of the Internal Audit Area and of the heads of the Internal Audit Divisions.

**Article 11. Activities Report and Recommendations**

1. The director of the Internal Audit Area shall regularly report to the ARSC (and the heads of the Internal Audit Divisions shall report to their corresponding ACCs) on the implementation of the budget and the annual work plan, including any impacts and limitations on scope arising during the development thereof, as well as the results and the conformance to the recommendations of the Internal Audit Area (or Internal Audit Divisions, as applicable). At the end of each financial year, a report on the activities thereof shall also be submitted thereto, which report must contain at least a summary of the activities performed and reports issued during the financial year, explaining what work provided for in the annual plan has not been carried or performed without being provided for in the initial plan, as well as an inventory of weaknesses, recommendations and action plans.

2. In particular, the director of the Internal Audit Area shall regularly report to the ARSC (and the heads of the Internal Audit Divisions shall report to their corresponding ACCs) the recommendations resulting from the audit work thereof and on the status thereof, if applicable.

3. The director of the Internal Audit Area shall also regularly report to the ARSC on whether the members of senior management of the Company take into account the conclusions and recommendations contained in its reports.

**TITLE V. POWERS AND DUTIES**

**Article 12. Powers**

1. The Internal Audit Area, through its director, shall have access to the documentation, information or information systems it deems necessary or appropriate for the exercise of its powers, without prejudice to observing the law and the internal rules of the Company and of the other companies of the Group.

2. In the exercise of its powers, the Internal Audit Area may obtain assistance from any member of the management team or professional of the Company, as well as from other specialised areas both within and outside of the Company.

3. The director of Internal Audit Area shall generally have the powers necessary to carry out the duties he or she is called upon to perform.

4. The director of the Internal Audit Area shall act transparently, informing the affected parties of the purpose and scope of its activities whenever practicable.

5. The foregoing shall similarly apply to the heads of the Internal Audit Divisions.

**Article 13. Duties**

The members of the Internal Audit Area and of the Internal Audit Divisions must:

1. act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence.

2. refrain from disclosing any information, data, reports or background information to which they may have access while in office, nor use any of the foregoing for their own benefit or that of third parties, without prejudice to any applicable duties of transparency and reporting. This duty of confidentiality shall survive even after the members no longer hold such position.
TITLE VI. COMPLIANCE, INTERPRETATION AND AMENDMENT

Article 14. Compliance

1. The members of the Internal Audit Area and of the Internal Audit Divisions have the obligation to know and comply with these Basic Regulations, for which purpose they shall be permanently published on the Company’s corporate website and shall form part of the management tools of the Internal Audit Area. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall also inform all of their members of any change in these Basic Regulations.

The professionals of companies of the Group have the obligation to know these Basic Regulations to the extent they are affected hereby and to comply with the provisions applicable thereto, for which reason the director of the Internal Audit Area and the heads of the Internal Audit Divisions shall ensure the proper dissemination hereof.

2. The director of the Internal Audit Area and the heads of the Internal Audit Divisions shall have the duty to ensure compliance with these Basic Regulations.

Article 15. Interpretation

1. Any questions or disputes regarding the interpretation of the Basic Regulations shall be resolved by the director of the Internal Audit Area, who shall take into consideration the provisions of the Governance and Sustainability System, and if none apply, to the International Standards for the Professional Practice of Internal Auditing approved by the Institute of Internal Auditors (IIA). In the event of questions or conflicts, the director shall request the opinion of the ARSC.

2. The director of the Internal Audit Area shall inform the following of the standards of interpretation that have been adopted: (i) the heads of the Internal Audit Divisions; and (ii) the secretary of the ARSC, who in turn shall communicate them to the secretary of the Company’s Board of Directors.

Article 16. Amendment of the Basic Regulations

Any amendment to these Basic Regulations must be approved by Company’s Board of Directors, which amendment shall be submitted thereto by its chairman, at the proposal of the ARSC.

Without prejudice to the foregoing, the Board of Directors may make amendments to these Basic Regulations without a prior proposal from the ARSC within the context of reforms to the Governance and Sustainability System that make advisable or require technical non-substantive amendments to the Basic Regulations.
6. Regulations of the Appointments Committee

20 June 2023

TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object

Article 2. Approval, Amendment and Priority

TITLE II. POWERS

Article 3. Powers regarding the Composition of the Board of Directors and of the Committees thereof and regarding the Process of Designation of Internal Positions of the Board of Directors and Members of Senior Management

Article 4. Powers regarding the Selection of Candidates for Director

Article 5. Powers regarding the Re-election of Directors and the Evaluation of the Board of Directors, its Committees and its Members

Article 6. Powers relating to the Management and Promotion of Talent

Article 7. Powers regarding the Removal and Cessation of Office of Directors

Article 8. Other Powers Entrusted to the Committee

TITLE III. COMPOSITION

Article 9. Composition

Article 10. Positions

Article 11. Term of Office

Article 12. Cessation of Office

TITLE IV. TRAINING

Article 13. Orientation Programme

Article 14. Training Programme

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TITLE V. OPERATION

Article 15. Annual Work Plan

Article 16. Schedule and Meetings

Article 17. Call to Meeting

Article 18. Place of Meetings

Article 19. Establishment of a Quorum

Article 20. Resolutions

Article 21. Conflicts of Interest

Article 22. Attendance

TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 23. Powers and Advice

Article 24. Participation and Rights to Receive Information

Article 25. Duties of Committee Members

Article 26. Information to the Board of Directors

Article 27. Information to the Shareholders at the General Shareholders’ Meeting

Article 28. Evaluation

TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 29. Compliance and Dissemination

Article 30. Interpretation
TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object

1. Pursuant to the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”), the Board of Directors establishes the Appointments Committee (the “Committee”), a permanent internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action and which shall be governed by the provisions set forth in the By-Laws, in the Regulations of the Board of Directors and in these Regulations of the Appointments Committee (the “Regulations”).

2. The object of these Regulations is to favour the independence of the Committee and to determine the principles of conduct and the rules of internal operation thereof, without prejudice to the powers of the committees or equivalent bodies that may exist at companies, whether or not listed, belonging to the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”).

3. These Regulations have been prepared taking into account the good governance recommendations generally accepted in international markets and form part of the Governance and Sustainability System.

Article 2. Approval, Amendment and Priority

1. These Regulations must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

2. Any amendment hereof must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

3. These Regulations further develop and supplement the provisions of the By-Laws and of the Regulations of the Board of Directors applicable to the Committee. The latter provisions shall prevail in the event of conflict with the former.

TITLE II. POWERS

Article 3. Powers regarding the Composition of the Board of Directors and of the Committees thereof and regarding the Process of Designation of Internal Positions of the Board of Directors and Members of Senior Management

In this regard, the Committee shall have the following main functions:

a. Advise the Board of Directors regarding the most appropriate configuration thereof and of its committees as regards size and equilibrium among the various classes of directors existing at any time. For such purpose, the Committee shall review the structure of the Board of Directors and of its committees on a regular basis, particularly when vacancies occur within such bodies.

b. Report on and review the criteria that should be followed in composing the Board of Directors and in selecting candidates, and particularly the necessary competence, knowledge and experience, and assess the time and dedication required for the proper performance of their work. In the exercise of this power, the Committee shall take into account, regarding non-executive directors, the relation between the number of proprietary directors and the number of independent directors, such that the composition of the Board of Directors reflects, as far as possible, the ratio of the Company’s voting share capital represented by proprietary directors to the rest of the share capital.

c. Ensure that the persons to be appointed to the office of director by means of any procedure meet the requirements of respectability, capability, expertise, competence, experience, qualifications, training, availability and commitment to their duties and that they are not affected, directly or indirectly, by any of the instances of disqualification from or prohibition against holding office or by having interests in conflict with or contrary to the corporate interest set forth in provisions of a general nature or in the Governance and Sustainability System; in so doing, the Committee shall endeavour to ensure that the selection of candidates provides adequate equilibrium to the Board of Directors as a whole, such that decision-making is enriched and multiple viewpoints are contributed to the discussion of the matters dealt with.

d. Periodically review, evaluate compliance with and propose amendments to the Board of Directors Diversity and Member Selection Policy, as well as verify the inclusion thereof in the annual corporate governance report.

e. Ensure that when new vacancies are filled or new directors are appointed, the selection procedures are free from any implied bias entailing any kind of discrimination and, in particular, from any bias that may hinder the selection of female directors.

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f. Establish a goal for representation by the less represented gender on the Board of Directors and prepare guidance on how to reach this objective, reporting on all of the foregoing in the annual corporate governance report.

g. Report on and make proposals regarding the appointment or removal of the members that must make up each of the committees, verifying and confirming compliance with the requirements of expertise, ability and experience in connection with the powers of the committee in question and, in particular, those of the Audit and Risk Supervision Committee.

h. Report on proposals relating to the appointment or removal of the chairman of the Board of Directors.

i. Report on proposals made by the chairman of the Board of Directors regarding the appointment or removal of the chief executive officer.

j. Examine and organise the succession of the chairman of the Board of Directors and of the chief executive of the Company and, if applicable, make proposals to the Board of Directors for the succession to occur in an orderly and well-planned fashion, in accordance with the succession plan approved by the Board of Directors.

k. Report on proposals from the chairman of the Board of Directors regarding the appointment or removal of the vice-chairman or vice-chairmen of the Board of Directors.

l. Submit to the Board of Directors a proposal for the appointment of a lead independent director (consejero coordinador) with the powers set forth in the Regulations of the Board of Directors in the event that the chairman of the Board of Directors performs executive duties, and report on proposals for removal of such director.

m. Report on proposals from the chairman of the Board of Directors regarding the appointment or removal of the secretary, and of the deputy secretary or deputy secretaries, if any, of the Board of Directors, the general secretary and the counsel.

n. Supervise the process of selecting candidates for members of senior management of the Company and report on the proposals of the Company’s chief executive regarding the appointment or removal of the members of senior management.

o. Report on or prepare proposals regarding the appointment or removal of external directors of both unlisted country subholding companies and of other companies in which the Company has a direct or indirect interest and that are not controlled by a country subholding company and acknowledge the appointment or removal of external directors of both head of business companies (not controlled by a listed country subholding company) and of other companies in which unlisted country subholding companies that are not controlled by a head of business company have a direct or indirect interest. These duties shall be exercised within legal limits and within the framework of coordinating the interests of the Company and those of the companies within the Group.

p. Obtain from the chairman of the Board of Directors and from the chief executive officer the information required for the exercise of its powers regarding the directors at the companies within the Group and at those in which it has an interest, without prejudice to respecting the independence and uniqueness of those that are listed companies upon the terms set forth above.

q. Issue such other reports and take such other actions as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

**Article 4. Powers regarding the Selection of Candidates for Director**

In this regard, the Committee shall have the following main functions:

a. Review the criteria for selecting candidates for director and assist the Board of Directors in defining the profiles to be met by such candidates, taking into account the needs of the Board of Directors and based on the areas of the Board that require reinforcement, and ensuring that the selection procedures are free from any implied bias entailing any kind of discrimination and, in particular, from any bias that may hinder the selection of female directors.

b. Select possible candidates who might be appointed as directors of the Company and present its proposals or reports, as the case may be, to the Board of Directors through its chairman.

For these purposes, during the selection process, the chair or one of the members of the Committee shall meet with each of the candidates for director before issuing its report or proposal, recording in minutes the result of such and, at a minimum, the assessment deserved by the final candidates or those deemed suitable.

c. Verify that all candidates for director of the Company meet the general requirements provided by law and the Company’s Governance and Sustainability System.

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d. Evaluate the qualities of the various candidates and assign them to one of the categories of directors contemplated in the By-Laws.

e. Inform the candidate for director, prior to proposing or reporting on the appointment thereof to the Board of Directors, regarding what is expected of the candidate in terms of dedication, participation on committees and commitment to the Company.

f. Bring proposed appointments of independent directors to the Board of Directors for appointment on an interim basis to fill a vacancy (co-option) or for submission to a decision by the shareholders at a General Shareholders’ Meeting.

g. Verify compliance with the specific requirements for independent directors provided by law and the Governance and Sustainability System, and gather adequate information regarding their personal qualities, experience, knowledge and effective availability.

h. At the request of the chairman of the Board of Directors or any other member of the Board of Directors, report on the proposed appointment of other directors for appointment on an interim basis to fill a vacancy (co-option) or for submission to a decision by the shareholders at a General Shareholders’ Meeting.

i. Report, in the case of proprietary directors, on the situation of the shareholder or shareholders that propose, request or decide upon the appointment of such directors, whatever the method and procedure for appointment, to the extent legally possible.

j. Request any information and documentation that it deems necessary or appropriate from the candidates for director, and in the case of proprietary directors, from the shareholders that propose, request or decide upon the appointment thereof, in order to prepare the proposals and reports referred to in the preceding sub-sections.

k. Verify the information contained in the annual corporate governance report regarding the reasons for which proprietary directors have been appointed at the request of shareholders with a shareholding interest less than the minimum interest legally considered to be significant at any time, or for which there has been a failure to respond to formal requests for a presence on the Board of Directors by shareholders with a shareholding interest equal to or greater than that of others at whose request proprietary directors have been appointed.

Article 5. Powers regarding the Re-election of Directors and the Evaluation of the Board of Directors, its Committees and its Members

1. In this regard, the Committee shall have the following main functions:

   a. Establish and supervise an annual programme for continuous evaluation and review of the qualifications and, if applicable, independence of the directors, as well as of ongoing compliance thereby with the requirements of respectability, capability, expertise, competence, availability and commitment to their duties as directors and as members of a given committee, and propose to the Board of Directors such measures as it deems advisable in this regard, with the power to collect any information or documentation that it deems necessary or appropriate for such purposes.

   b. Coordinate the evaluation of the operation of the Board of Directors and of the committees thereof, and submit to the full board the results of said evaluation together with a proposed action plan or with recommendations to correct any potential detected deficiencies or to improve the operation of the Board of Directors or the committees thereof.

In particular, the Committee shall annually coordinate the evaluation of:

   (i) The operation and quality of the work of the Board of Directors and of the committees thereof, including the level of actual utilisation by these bodies of the contributions of their respective members.

   (ii) The size, composition and diversity of the Board of Directors and of the committees thereof.

   (iii) The performance of duties by the chairman of the Board of Directors, under the direction of the lead independent director, and by the CEO of the Company.

   (iv) The performance and contribution of each director, paying special attention to those heading the various committees.

   (v) The frequency and duration of the meetings.

   (vi) The content of the agenda and the sufficiency of the time dedicated to discussing the various issues based on the importance thereof.

   (vii) The quality of the information received.
(viii) The breadth and openness of the debates, avoiding “groupthink”.

(ix) Whether the decision-making process within the Board of Directors or any of the committees is dominated or strongly influenced by a member or small group of members.

For such purpose, the chair of the Committee shall organise and coordinate with the chairman of the Board of Directors and the chairs of the other committees the participation of their members in the evaluation process.

As part of the evaluation, the Committee shall also monitor the attendance of the directors at meetings.

The chair of the Committee and, if they so deem appropriate, the chairman of the Board of Directors and the lead independent director, shall also report to each director the results of their personal evaluation and any measures to be adopted to improve performance.

j. Examine, prior to the end of the term for which a director has been appointed, the advisability of the director's re-election, as well as the director's continuance, if applicable, on the committees of the Board of Directors of which such director is a member.

k. Verify that the director to be re-elected continues to comply with the general requirements applicable to all directors of the Company pursuant to law and the Governance and Sustainability System, as well as evaluate the quality of work and dedication to office of the director in question during the preceding term of office and, specifically, such director's respectability, capability, expertise, competence, experience, qualifications, availability and commitment to the duties entrusted thereto.

l. Submit to the Board of Directors, once the procedures described in the preceding sub-sections have been completed, its proposal (in the case of independent directors) or report (in the case of the other directors) regarding the re-election of directors.

2. To perform the evaluations, the Committee shall have the internal means it deems appropriate in each case, and the support of independent external consultants at least every three years. Consultants supporting the Committee in the exercise of its powers of evaluation provided for in this article shall be different from any that advise the Company in the process of selecting directors or members of senior management or in relation to the remuneration thereof.

Article 6. Powers relating to the Management and Promotion of Talent

In this regard, the Committee shall have the following main functions:

a. In formulating a proposal or issuing a report within the scope of its powers, give special consideration to the potential impact that the decision submitted to the Board of Directors might have on the Company's talent management and promotion strategy and endeavour to ensure the professional growth of the executive directors and members of senior management.

b. With the support of the Remuneration Committee, from which it may request a corresponding report, verify that the processes for selecting candidates for executive director and member of senior management favours the recruitment of the best professionals.

c. Analyse and monitor international best practices regarding the recruitment, retention, management and promotion of talent.

b. Stay informed of the implementation of measures adopted at the Group level to attract, develop, select, hire, retain, manage and promote talent, and particularly the programmes for training and monitoring members of management established pursuant to the provisions of the Corporate Governance Policy.

Article 7. Powers regarding the Removal and Cessation of Office of Directors

In this regard, the Committee shall have the following main functions:

a. 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 cessation of office.

b. Receive and analyse the decisions of the Compliance Unit regarding improprieties or acts that are illegal or contrary to law or the Governance and Sustainability System that affect members of the Board of Directors, and propose the admonishment or removal thereof or any other measure deemed appropriate based on the conclusions reached during the investigation, the adoption and content of which shall be reported to the Compliance Unit.

c. 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.
d. For the purposes set forth in the preceding sub-sections, request through the chairman of the Board of Directors the information or documents it deems necessary or appropriate from the directors and, in the case of proprietary directors, from the shareholders that have proposed, requested or decided upon the appointment thereof.

e. If the cessation of office is due to the resignation of the director, evaluate any information contained in the letter that the outgoing directors has sent to the Board of Directors and ensure that there is appropriate publicity regarding the reasons and circumstances for the cessation in office, including an explanation of the reasons therefor in the annual corporate governance report.

Article 8. Other Powers Entrusted to the Committee

The Committee shall also have the following functions:

a. Report in advance to the Board of Directors regarding the matters within its purview under title IX of the Regulations of the Board of Directors.

b. Report on proposed appointments of members of the Compliance Unit.

c. Verify that the information published by the Company on its corporate website regarding directors and the members of senior management is sufficient and appropriate and follows applicable good corporate governance recommendations.

■ TITLE III. COMPOSITION

Article 9. Composition

1. The Committee shall be composed of a minimum of three and a maximum of five directors appointed by the Board of Directors upon a proposal of the Committee, from among the non-executive directors, and the majority thereof must be classified as independent.

2. The Board of Directors shall endeavour to ensure that the members of the 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 analysis and evaluation of human resources and capital, selection of directors and management personnel, and performance of senior management duties.

3. Within the aforementioned limits, the Committee may submit to the Board of Directors a proposal for amendment of the number of Committee members when it is deemed that such number will contribute to the more efficient operation of the Committee.

4. Diversity shall be sought in the composition thereof, particularly as regards, gender, professional experience, competencies, industry knowledge and geographic origin.

Article 10. Positions

1. The Board of Directors shall appoint a chair of the 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.

2. The Board of Directors shall also appoint a secretary of the Committee, who need not be a director.

Article 11. Term of Office

1. Committee members shall be 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.

2. Committee members who are re-elected as directors of the Company by resolution of the shareholders at a General Shareholders’ Meeting shall continue in their positions on the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.

Article 12. Cessation of Office

Committee members shall cease to hold office:

a. When they cease to be directors of the Company.

b. When they cease to be non-executive directors, even if they continue as directors of the Company.
c. Upon expiration of the maximum term for which they were appointed without being re-elected.
d. By resolution of the Board of Directors.

■ TITLE IV. TRAINING

Article 13. Orientation Programme
In order for new members of the Committee to be able to actively perform their duties as from their appointment, the Orientation Programme provided for in the Regulations of the Board of Directors shall be made available to them on the directors’ website.

Article 14. Training Programme
The Committee shall have a periodic training plan that ensures the refreshment of knowledge relating to the scope of the powers thereof, and particularly regarding the selection of directors and members of senior management, as well as the management and promotion of talent.

■ TITLE V. OPERATION

Article 15. Annual Work Plan
1. Before the beginning of each financial year, the Committee shall approve an annual work plan that contemplates at least the following aspects:
   a. The specific goals established for the financial year relating to each of the powers of the Committee, especially those that might be new or relate to significant issues.
   b. Issues that should be dealt with on a recurring or one-time basis during the financial year.
   c. The planning of the training deemed appropriate for the proper performance of the duties thereof.
2. This planning shall take into account that the members of the Committee have responsibilities, mainly of supervision and advice, and should not intervene in the performance or management of matters within the authority of the Company’s management.

Article 16. Schedule and Meetings
1. Once the annual meeting schedule of the Board of Directors has been approved, the chair and the secretary of the Committee shall prepare a proposed annual schedule for the meetings of the Committee during the first month of the financial year, ensuring that the number of meetings is not less than three and does not exceed seven per year and that they are held on days prior to the meetings of the Board of Directors.
2. Preparation of the proposed schedule must consider the time to be devoted to the various duties of the Committee and must take into account the meeting schedule of the Board of Directors and the date for holding the General Shareholders’ Meeting, in order to prepare any reports or proposals to be submitted regarding the matters to be dealt with, as well as the report on the activities of the Committee referred to in Article 27 below.
3. The proposed schedule shall include the tentative agendas and any appearances that may be deemed necessary. This proposal shall systematically reflect the tentative agenda for the meetings, planning fixed sections for issues that are dealt with on a recurring basis, and other sections for issues that are only dealt with at particular meetings.
4. The secretary of the Committee shall send the proposed schedule to the secretary of the Board of Directors for validation and subsequent preparation of the meeting schedule of the corporate decision-making bodies, pursuant to the provisions of Article 29.7 of the Regulations of the Board of Directors. Once the proposed schedule is validated by the Office of the Secretary of the Board of Directors, the Committee shall approve the annual meeting schedule.
5. Where appropriate, the meeting schedule shall be supplemented with the scheduling of preparatory work sessions or meetings on specific issues.
6. Without prejudice to the provisions of the preceding sections, the Committee shall meet as many times as the chair thereof deems is necessary to exercise the powers entrusted thereto, as well as when requested by at least two of its members. Prior to sending a call to a meeting not provided for in the meeting schedule of the corporate decision-making bodies, the secretary of the Committee shall send to the secretary of the Board of Directors for validation the date, agenda and any appearances that may be deemed necessary.
7. The chairman of the Board of Directors and the chief executive officer may request informational meetings with the Committee on an exceptional basis.

Article 17. Call to Meeting

1. The secretary of the Committee shall, by order of the chair thereof, call the Committee to meeting at least eight days in advance thereof, except in the case of urgent meetings.

2. The call to meeting shall be carried out by any means allowing for receipt thereof and shall include the agenda for the meeting and the documentation expected to be made available to the members of the Committee, which shall first be reviewed by the Office of the Secretary of the Board of Directors to ensure the consistency thereof with the meeting schedule of the corporate decision-making bodies and the Governance and Sustainability System.

3. No prior call to a meeting of the Committee shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

Article 18. Place of Meetings

1. Meetings of the Committee shall be held in person at the place designated in the call to meeting.

2. If so decided by the chair of the Committee on an exceptional basis, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The members of the Committee in attendance at any of such interconnected places shall be deemed to have attended the same meeting of the Committee for all purposes.

Article 19. Establishment of a Quorum

1. A valid quorum for Committee meetings shall be established with the attendance, in person or by proxy, of a majority of its members.

2. The chair of the Committee shall preside over the meeting. In the event of the vacancy, illness, incapacity or absence of the chair of the Committee, the meeting shall be chaired by the director having the longest length of service on the Committee, and if equal lengths of service, by the oldest.

3. The secretary of the Committee shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Committee, the person appointed by the Committee for such purpose shall act as secretary.

4. Committee members may give a proxy to another member by notice delivered by any of the means set forth in Article 17 above, addressed to the secretary of the Committee and including the terms on which the proxy is given. However, they may not give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

5. On an exceptional basis, based on the circumstances in each case, the chair of the Committee may authorise the attendance at the meeting of one or more members by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time. Members connected remotely shall be deemed for all purposes to have attended the meeting of the Committee.

Article 20. Resolutions

1. Resolutions of the Committee shall be adopted by an absolute majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Committee shall have the tie-breaking vote.

2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Committee or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter, shall be made available to all of the directors and shall be entered in a book of minutes of the Committee.

3. The Committee shall consult the chairman of the Board of Directors and the chief executive of the Company prior to adopting resolutions on matters relating to the executive directors.
Article 21. Conflicts of Interest

When matters to be dealt with at a meeting of the Committee directly affect one of its members or persons related thereto and, in general, when such member is subject to a conflict of interest situation (upon the terms established in the Regulations of the Board of Directors), such member must leave the meeting until a decision is made, and such member shall be subtracted from the number of Committee members for purposes of calculating the quorum and majorities with respect to the matter at hand.

Article 22. Attendance

1. At the request of the chair of the Committee, addressed for such purpose to the chairman of the Board of Directors, any director may be asked to attend the meetings thereof.

2. By means of a reasoned request, the chair of the Committee may also request, through the secretary of the Board of Directors, the attendance of any director, member of senior management or professional of the Group's companies as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the Committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

3. Persons who are not members of the Committee may not attend meetings thereof when the matters dealt with are outside the scope of the powers or duties of such persons.

4. The presence of members of management, professionals or other directors, whether executive or not, at meetings of the Committee shall be on an occasional basis and only when required; after an invitation from the chair of the Committee, shall be strictly limited to those items on the agenda for which they are called, and they shall not attend the decision-making portion of the Committee's meetings. The chair may authorise the remote attendance thereof using the communication systems described in Article 19.5 above, if he so deems appropriate. The secretary shall record the entries and exits of guests at meetings in the minutes.

TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 23. Powers and Advice

1. The Committee may, through the secretary of the Board of Directors, freely access any information or documents available at the Company relating to the matters that are within the Committee's area of authority and that it deems necessary to perform its duties.

2. The Committee may also seek, at the Company's expense, cooperation or advice from outside professionals, who shall address their reports directly to the chair of the Committee. In such case, the Committee shall ensure that potential conflicts of interest do not prejudice the independence of the outside advice received.

Article 24. Participation and Rights to Receive Information

1. In order to promote a diversity of opinions that enriches the analysis and proposals of the Committee, the chair of the Committee shall ensure that all of the members freely participate in the deliberations, without being affected by internal or third-party pressures, and shall encourage constructive dialogue among them, promoting free expression and a critical attitude.

2. The chair of the Committee shall channel and provide the information and documentation required to the other members of the Committee sufficiently in advance of each meeting so that they can properly analyse it and prepare for the meeting.

Article 25. Duties of Committee Members

1. Committee members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence. In particular, attendance at meetings of the Committee shall be preceded by the sufficient dedication of its members to analyse and evaluate the information received.
2. In exercising their powers, the members of the Committee shall comply with the provisions of these Regulations and applicable law on professional scepticism and critical attitude regarding the conclusions reached by the executive directors and members of senior management of the Company, acknowledging the arguments for and against, and with each of the members, and the Committee as a whole, forming their and its own position.

3. Committee members are subject as such to all of the duties of a director set forth in the Regulations of the Board of Directors, to the extent they are applicable to the responsibilities discharged by the Committee.

Article 26. Information to the Board of Directors

The chair of the Committee shall inform the Board of Directors, at the next meeting thereof following the meetings of the committee, of the matters dealt with and the resolutions adopted during its meetings.

Article 27. Information to the Shareholders at the General Shareholders’ Meeting

1. Pursuant to the provisions of the Regulations of the Board of Directors, the Activities Report of the Board of Directors and of the Committees thereof, which shall include information regarding the operation and the activities of the Committee during the preceding financial year, shall be made available to the shareholders and the other Stakeholders for purposes of the call to the General Shareholders’ Meeting.

2. In particular, the section of the Activities Report of the Board of Directors and of the Committees thereof regarding the Committee must allow the shareholders and other interested parties to understand the activities performed by the Committee during the financial year in question, for which reason the publication must contain at least the following aspects:
   a. Description of the regulation of the Committee.
   b. Composition of the Committee during the financial year, including the classification and seniority of each of the members thereof, as well as the significant abilities in terms of knowledge and experience contributed by each member.
   c. The standards used to determine and the rationale explaining the composition of the Committee, particularly in relation to the appointment of members who are not independent directors.
   d. Duties and work performed during the financial year by the Committee, changes therein during the fiscal year and reference to these Regulations.
   e. Meetings held during the financial year and number of attendees, including whether non-members of the Committee have been invited.
   f. Significant activities during the period (reporting those that have been performed with the assistance of external experts).
   g. Evaluation of the operation and performance of the Committee, as well as of the methods used to assess the effectiveness thereof.
   h. Independence and conflicts of interest of external advisors, experts and consultants.
   i. Information regarding which domestic or international practical guides on appointment committees are being followed, if any, and to what extent.
   j. Significant deviations from the procedures adopted or improprieties of which the Board of Directors has been notified in writing in areas within the purview of the Committee.

Article 28. Evaluation

1. Within the framework of the annual evaluation provided for in the Regulations of the Board of Directors, the Committee shall independently evaluate the performance thereof in order to strengthen the operation thereof and improve planning for the next financial year, for which purpose it shall ask the opinion of the other directors.

2. In the interest of greater transparency, the Activities Report of the Board of Directors and of the Committees thereof shall state the extent to which the evaluation has caused significant changes in the organisation and procedures of the Committee.
TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 29. Compliance and Dissemination

1. The members of the Committee, as well as the other members of the Board of Directors to the extent they are affected, have the obligation to know and comply with these Regulations, for which purpose the secretary of the Board of Directors shall post them on the directors' website and on the Company's corporate website.

2. In addition, the Committee shall have the obligation to ensure compliance with these Regulations and to adopt appropriate measures for the required dissemination thereof among the rest of the organisation.

Article 30. Interpretation

1. These Regulations shall be interpreted in accordance with law and the Governance and Sustainability System.

2. Any question or dispute regarding the interpretation of these Regulations shall be resolved by the Committee itself, and in the absence of such resolution, by the chair of the Committee, who shall be assisted by such persons, if any, as may be appointed by the Board of Directors for such purpose. The Board of Directors shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.

3. In the absence of a specific rule, the provisions of the Regulations of the Board of Directors regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Committee to the extent that they are not inconsistent with the nature thereof.
7. Regulations of the Remuneration Committee

8 November 2022

TITLE I. NATURE, OBJECT AND APPROVAL

- Article 1. Nature and Object
- Article 2. Approval, Amendment and Priority

TITLE II. POWERS

- Article 3. Powers

TITLE III. COMPOSITION

- Article 4. Composition
- Article 5. Positions
- Article 6. Term of Office
- Article 7. Withdrawal

TITLE IV. TRAINING

- Article 8. Orientation Programme
- Article 9. Training Programme

TITLE V. OPERATION

- Article 10. Annual Work Plan
- Article 11. Schedule and Meetings
- Article 12. Call to Meeting
- Article 13. Place of Meetings
- Article 14. Establishment of a Quorum
- Article 15. Resolutions
- Article 16. Conflicts of Interest
- Article 17. Attendance

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TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 18. Powers and Advice ................................................................. 343
Article 19. Participation and Rights to Receive Information .................. 343
Article 20. Duties of Committee Members ........................................... 343
Article 21. Information to the Board of Directors ............................... 344
Article 22. Information to the Shareholders at the General Shareholders' Meeting ........................................ 344
Article 23. Evaluation ........................................................................... 344

TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 24. Compliance and Dissemination .......................................... 345
Article 25. Interpretation ..................................................................... 345
TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object

1. Pursuant to the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”), the Board of Directors establishes the Remuneration Committee (the “Committee”), a permanent internal informational and consultative body without executive duties, with information, advisory, and proposal-making powers within its scope of action and which shall be governed by the provisions set forth in the By-Laws, in the Regulations of the Board of Directors and in these Regulations of the Remuneration Committee (the “Regulations”).

2. The object of these Regulations is to favour the independence of the Committee and to determine the principles of conduct and the rules of internal operation thereof, without prejudice to the powers of the committees or equivalent bodies that may exist at companies, whether or not listed, belonging to the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”).

3. These Regulations have been prepared taking into account the good governance recommendations generally accepted in international markets and form part of the Governance and Sustainability System.

Article 2. Approval, Amendment and Priority

1. These Regulations must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

2. Any amendment hereof must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.

3. These Regulations further develop and supplement the provisions of the By-Laws and of the Regulations of the Board of Directors applicable to the Committee. The latter provisions shall prevail in the event of conflict with the former.

TITLE II. POWERS

Article 3. Powers

The Committee shall have the following main functions:

a. Propose to the Board of Directors the policies and standards on remuneration of the directors and members of senior management and periodically review them, proposing any amendment and update thereof to the Board of Directors and reporting thereto on any issues that might arise regarding the interpretation or application of said policies and standards.

b. Propose to the Board of Directors the system and the amount of annual director remuneration, as well as the individual remuneration of executive directors and other basic terms of their contracts, including fixed remuneration, annual or multi-year variable remuneration, incentive plans and strategic bonuses, and any compensation or severance payments that may have been contractually agreed to or determined in the event of cessation of office, in any event pursuant to the provisions of the Governance and Sustainability System and particularly of the Director Remuneration Policy approved by the shareholders at the General Shareholders’ Meeting.

In particular, the Committee shall ensure that the Board of Directors is able to evaluate the achievement of the objectives, standards and metrics of the various items of remuneration established for the current financial year, in accordance with the Director Remuneration Policy approved by the shareholders at the General Shareholders’ Meeting.

The Committee shall ensure that the Board of Directors is able to evaluate the achievement of the objectives, standards and metrics established the prior year that determine the variable remuneration accrued by the executive directors during said financial year. All sufficiently in advance of the date of publication of the annual director remuneration report in order for it to contain all necessary information with a sufficient level of detail.

c. Know the remuneration established for the independent directors of the companies of the Group.

d. Report on and submit to the Board of Directors the proposals of the chairman thereof regarding the structure of the remuneration of the chief executive officer and the terms of the contract thereof.

e. Report on and submit to the Board of Directors the proposals of the chairman thereof regarding the structure of the remuneration payable to the members of senior management and the basic terms of their contracts.
f. Report on incentive plans and pension supplements for the Group's workforce, excluding those of the listed country subholding countries and those of the subsidiaries thereof.

g. Each time that there are material changes in the contracts or that changes in the policies may occur, verify that the terms and conditions of the contracts of the executive directors and of senior management are consistent with current remuneration policies or with those proposed by the Board of Directors, as applicable.

h. Report, prior to the approval thereof by the Board of Directors, on the internal regulations governing incentive plans and strategic bonuses to the extent they affect executive directors and members of senior management.

i. Conduct a periodic review of the general remuneration programmes for the Group's workforce, evaluating the adequacy and results thereof.

j. Ensure compliance with the remuneration programmes of the Company and report on the documents to be approved by the Board of Directors regarding remuneration, including the annual director remuneration report and the applicable sections of the Company's annual corporate governance report.

k. Verify each year based on the information provided to the Committee that the remuneration policies of the directors and of the members of senior management are properly applied, that no payments are made that are not provided for therein, whether circumstances have occurred justifying the application of the malus or clawback clauses provided for in the contracts of the executive directors and members of senior management, and propose any appropriate measures to recover the amounts that might apply.

l. Verify that the information published by the Company on its corporate website regarding remuneration is sufficient, appropriate and in accordance with applicable good corporate governance recommendations.

If the services of an external advisor are used to prepare the Director Remuneration Policy or for the exercise of any of the Committee's other powers, the Committee shall properly assess the independence of said advisor.

■ TITLE III. COMPOSITION

Article 4. Composition

1. The Committee shall 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, and the majority thereof must be classified as independent.

2. The Board of Directors shall endeavour to ensure that the members of the 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.

3. Within the aforementioned limits, the Committee may submit to the Board of Directors a proposal for amendment of the number of Committee members when it is deemed that such number will contribute to the more efficient operation of the Committee.

4. Diversity shall be sought in the composition thereof, particularly as regards, gender, professional experience, competencies, industry knowledge and geographic origin.

Article 5. Positions

1. The Board of Directors shall appoint a chair of the 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.

2. The Board of Directors shall also appoint a secretary of the Committee, who need not be a director.

Article 6. Term of Office

1. Committee members shall be 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.

2. Committee members who are re-elected as directors of the Company by resolution of the shareholders at a General Shareholders' Meeting shall continue in their positions on the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.
Article 7. Withdrawal
Committee members shall cease to hold office:

a. When they cease to be directors of the Company.

b. When they cease to be non-executive directors, even if they continue as directors of the Company.

c. Upon expiration of the maximum term for which they were appointed without being re-elected.

d. By resolution of the Board of Directors.

■ TITLE IV. TRAINING

Article 8. Orientation Programme
In order for new members of the Committee to be able to actively perform their duties as from their appointment, the Orientation Programme provided for in the Regulations of the Board of Directors shall be made available to them on the directors’ website.

Article 9. Training Programme
The Committee shall have a periodic training plan that ensures the refreshment of knowledge relating to new developments in the area of remuneration.

■ TITLE V. OPERATION

Article 10. Annual Work Plan
1. Before the beginning of each financial year, the Committee shall approve an annual work plan that contemplates at least the following aspects:

   a. The specific goals established for the financial year relating to each of the powers of the Committee, especially those that might be new or relate to significant issues.

   b. Issues that should be dealt with on a recurring or one-time basis during the financial year.

   c. The planning of the training deemed appropriate for the proper performance of the duties thereof.

2. This planning shall take into account that the members of the Committee have responsibilities, mainly of supervision and advice, and should not intervene in the performance or management of matters within the authority of the Company’s management.

Article 11. Schedule and Meetings
1. Once the annual meeting schedule of the Board of Directors has been approved, the chair and the secretary of the Committee shall prepare a proposed annual schedule for the meetings of the Committee during the first month of the financial year, ensuring that the number of meetings is not less than three and does not exceed seven per year and that they are held on days prior to the meetings of the Board of Directors.

2. Preparation of the proposed schedule must consider the time to be devoted to the various duties of the Committee and must take into account the meeting schedule of the Board of Directors and the date for holding the General Shareholders’ Meeting, in order to prepare any reports or proposals to be submitted regarding the matters to be dealt with, as well as the report on the activities of the Committee referred to in article 22 below.

3. The proposed schedule shall include the tentative agendas and any appearances that may be deemed necessary. This proposal shall systematically reflect the tentative agenda for the meetings, planning fixed sections for issues that are dealt with on a recurring basis, and other sections for issues that are only dealt with at particular meetings.

4. The secretary of the Committee shall send the proposed schedule to the secretary of the Board of Directors for validation and subsequent preparation of the meeting schedule of the corporate decision-making bodies, pursuant to the provisions of article 29.7 of the Regulations of the Board of Directors. Once the proposed schedule is validated by the Office of the Secretary of the Board of Directors, the Committee shall approve the annual meeting schedule.

5. Where appropriate, the meeting schedule shall be supplemented with the scheduling of preparatory work sessions or meetings on specific issues.
6. Without prejudice to the provisions of the preceding sections, the Committee shall meet as many times as the chair thereof deems necessary to exercise the powers entrusted thereto, as well as when requested by at least two of its members. Prior to sending a call to a meeting not provided for in the meeting schedule of the corporate decision-making bodies, the secretary of the Committee shall send to the secretary of the Board of Directors for validation the date, agenda and any appearances that may be deemed necessary.

7. The chairman of the Board of Directors and the chief executive officer may request informational meetings with the Committee on an exceptional basis.

Article 12. Call to Meeting

1. The secretary of the Committee shall, by order of the chair thereof, call the Committee to meeting at least eight days in advance thereof, except in the case of urgent meetings.

2. The call to meeting shall be carried out by any means allowing for receipt thereof and shall include the agenda for the meeting and the documentation expected to be made available to the members of the Committee, which shall first be reviewed by the Office of the Secretary of the Board of Directors to ensure the consistency thereof with the meeting schedule of the corporate decision-making bodies and the Governance and Sustainability System.

3. No prior call to a meeting of the Committee shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

Article 13. Place of Meetings

1. Meetings of the Committee shall be held in person at the place designated in the call to meeting.

2. If so decided by the chair of the Committee on an exceptional basis, a meeting may be called to be held at several connected places or on-line by using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them and participation in discussion and the casting of votes, all in real time, which meeting shall be deemed to be held at the registered office. The members of the Committee in attendance at any of such interconnected places shall be deemed to have attended the same meeting of the Committee for all purposes.

Article 14. Establishment of a Quorum

1. A valid quorum for Committee meetings shall be established with the attendance, in person or by proxy, of a majority of its members.

2. The chair of the Committee shall preside over the meeting. In the event of the vacancy, illness, incapacity or absence of the chair of the Committee, the meeting shall be chaired by the director having the longest length of service on the Committee, and if equal lengths of service, by the oldest.

3. The secretary of the Committee shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Committee, the person appointed by the Committee for such purpose shall act as secretary.

4. Committee members may give a proxy to another member by notice delivered by any of the means set forth in article 12 above, addressed to the secretary of the Committee and including the terms on which the proxy is given. However, they may not give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

5. On an exceptional basis, based on the circumstances in each case, the chair of the Committee may authorise the attendance at the meeting of one or more members by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time. Members connected remotely shall be deemed for all purposes to have attended the meeting of the Committee.

Article 15. Resolutions

1. Resolutions of the Committee shall be adopted by an absolute majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Committee shall have the tie-breaking vote.

2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Committee or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter, shall be made available to all of the directors and shall be entered in a book of minutes of the Committee.

3. The Committee shall consult the chairman of the Board of Directors prior to adopting resolutions on matters relating to the executive directors.

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Article 16. Conflicts of Interest

When matters to be dealt with at a meeting of the Committee directly affect one of its members or persons related thereto and, in general, when such member is subject to a conflict of interest situation (upon the terms established in the Regulations of the Board of Directors), such member must leave the meeting until a decision is made, and such member shall be subtracted from the number of Committee members for purposes of calculating the quorum and majorities with respect to the matter at hand.

Article 17. Attendance

1. At the request of the chair of the Committee, addressed for such purpose to the chairman of the Board of Directors, any director may be asked to attend the meetings thereof.

2. By means of a reasoned request, the chair of the Committee may also request, through the secretary of the Board of Directors, the attendance of any director, member of senior management or professional of the Group as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the Committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

3. Persons who are not members of the Committee may not attend meetings thereof when the matters dealt with are outside the scope of the powers or duties of such persons.

4. The presence of members of management, professionals or other directors, whether executive or not, at meetings of the Committee shall be on an occasional basis and only when required, after an invitation from the chair of the Committee, shall be strictly limited to those items on the agenda for which they are called, and they shall not attend the decision-making portion of the Committee's meetings. The chair may authorise the remote attendance thereof using the communication systems described in article 14.5 above, if he so deems appropriate. The secretary shall record the entries and exits of guests at meetings in the minutes.

TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 18. Powers and Advice

1. The Committee may, through the secretary of the Board of Directors, freely access any information or documents available at the Company relating to the matters that are within the Committee's area of authority and that it deems necessary to perform its duties.

2. The Committee may also seek, at the Company's expense, cooperation or advice from outside professionals, who shall address their reports directly to the chair of the Committee. In such case, the Committee shall ensure that potential conflicts of interest do not prejudice the independence of the outside advice received.

Article 19. Participation and Rights to Receive Information

1. In order to promote a diversity of opinions that enriches the analysis and proposals of the Committee, the chair of the Committee shall ensure that all of the members freely participate in the deliberations, without being affected by internal or third-party pressures, and shall encourage constructive dialogue among them, promoting free expression and a critical attitude.

2. The chair of the Committee shall channel and provide the information and documentation required to the other members of the Committee sufficiently in advance of each meeting so that they can properly analyse it and prepare for the meeting.

Article 20. Duties of Committee Members

1. Committee members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence. In particular, attendance at meetings of the Committee shall be preceded by the sufficient dedication of its members to analyse and evaluate the information received.
2. In exercising their powers, the members of the Committee shall comply with the provisions of these Regulations and 
applicable law on professional scepticism and critical attitude regarding the conclusions reached by the executive 
directors and members of senior management of the Company, acknowledging the arguments for and against, and 
with each of the members, and the Committee as a whole, forming their and its own position.

3. Committee members are subject as such to all of the duties of a director set forth in the Regulations of the Board of 
Directors, to the extent they are applicable to the responsibilities discharged by the Committee.

Article 21. Information to the Board of Directors

The chair of the Committee shall inform the Board of Directors, at the next meeting thereof following the meetings of the 
committee, of the matters dealt with and the resolutions adopted during its meetings.

Article 22. Information to the Shareholders at the General Shareholders’ Meeting

1. Pursuant to the provisions of the Regulations of the Board of Directors, the Activities Report of the Board of 
Directors and of the Committees thereof, which shall include information regarding the operation and the activities 
of the Committee during the preceding financial year, shall be made available to the shareholders and the other 
Stakeholders for purposes of the call to the General Shareholders’ Meeting.

2. In particular, the section of the Activities Report of the Board of Directors and of the Committees thereof regarding the 
Committee must allow the shareholders and other interested parties to understand the activities performed by the 
Committee during the financial year in question, for which reason the publication must contain at least the following 
aspects:

   a. Description of the regulation of the Committee.
   b. Composition of the Committee during the financial year, including the classification and seniority of each of the 
      members thereof, as well as the significant abilities in terms of knowledge and experience contributed by each 
      member.
   c. The standards used to determine and the rationale explaining the composition of the Committee, particularly in 
      relation to the appointment of members who are not independent directors.
   d. Duties and work performed during the financial year by the Committee, changes therein during the fiscal year 
      and reference to these Regulations.
   e. Meetings held during the financial year and number of attendees, including whether non-members of the 
      Committee have been invited.
   f. Significant activities during the period (reporting those that have been performed with the assistance of external 
      experts).
   g. Evaluation of the operation and performance of the Committee, as well as of the methods used to assess the 
      effectiveness thereof.
   h. Independence and conflicts of interest of external advisors, experts and consultants.
   i. Information regarding which domestic or international practical guides on remuneration committees are being 
      followed, if any, and to what extent.
   j. Significant deviations from the procedures adopted or improprieties of which the Board of Directors has been 
      notified in writing in areas within the purview of the Committee.

Article 23. Evaluation

1. Within the framework of the annual evaluation provided for in the Regulations of the Board of Directors, the 
Appointments Committee shall coordinate the evaluation of the Committee’s performance in order to strengthen 
the operation thereof and improve planning for the next financial year, for which purpose it shall ask the opinion of its 
members and of the other directors.

2. In the interest of greater transparency, the Activities Report of the Board of Directors and of the Committees thereof 
shall state the extent to which the evaluation has caused significant changes in the organisation and procedures of 
the Committee.
TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 24. Compliance and Dissemination

1. The members of the Committee, as well as the other members of the Board of Directors to the extent they are affected, have the obligation to know and comply with these Regulations, for which purpose the secretary of the Board of Directors shall post them on the directors' website and on the Company's corporate website.

2. In addition, the Committee shall have the obligation to ensure compliance with these Regulations and to adopt appropriate measures for the required dissemination thereof among the rest of the organisation.

Article 25. Interpretation

1. These Regulations shall be interpreted in accordance with law and the Governance and Sustainability System.

2. Any question or dispute regarding the interpretation of these Regulations shall be resolved by the Committee itself, and in the absence of such resolution, by the chair of the Committee, who shall be assisted by such persons, if any, as may be appointed by the Board of Directors for such purpose. The Board of Directors shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.

3. In the absence of a specific rule, the provisions of the Regulations of the Board of Directors regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Committee to the extent that they are not inconsistent with the nature thereof.
8. Regulations of the Sustainable Development Committee

20 June 2023

TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object
Article 2. Approval, Amendment and Priority

TITLE II. POWERS

Article 3. Powers regarding the Purpose and Values of the Iberdrola Group
Article 4. Powers regarding Sustainable Development, ESG Requirements and Corporate Social Responsibility
Article 5. Powers regarding Corporate Reputation
Article 6. Powers regarding the Company’s Corporate Governance and Compliance

TITLE III. COMPOSITION

Article 7. Composition
Article 8. Positions
Article 9. Term of Office
Article 10. Cessation of Office

TITLE IV. TRAINING

Article 11. Orientation Programme
Article 12. Training Programme

TITLE V. OPERATION

Article 13. Annual Work Plan
Article 14. Schedule and Meetings
Article 15. Call to Meeting
Article 16. Place of Meetings
Article 17. Establishment of a Quorum
Article 18. Resolutions
Article 19. Conflicts of Interest
Article 20. Attendance
# TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF 354

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>21</td>
<td>Powers and Advice</td>
<td>354</td>
</tr>
<tr>
<td>22</td>
<td>Participation and Rights to Receive Information</td>
<td>354</td>
</tr>
<tr>
<td>23</td>
<td>Duties of Committee Members</td>
<td>354</td>
</tr>
<tr>
<td>24</td>
<td>Information to the Board of Directors</td>
<td>354</td>
</tr>
<tr>
<td>25</td>
<td>Information to the Shareholders at the General Shareholders' Meeting</td>
<td>354</td>
</tr>
<tr>
<td>26</td>
<td>Evaluation</td>
<td>355</td>
</tr>
</tbody>
</table>

# TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION 355

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>27</td>
<td>Compliance and Dissemination</td>
<td>355</td>
</tr>
<tr>
<td>28</td>
<td>Interpretation</td>
<td>355</td>
</tr>
</tbody>
</table>
TITLE I. NATURE, OBJECT AND APPROVAL

Article 1. Nature and Object
1. Pursuant to the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”), the Board of Directors establishes the Sustainable Development Committee (the “Committee”), a permanent internal informational and consultative body without executive duties, with information, advisory and proposal-making powers within its scope of action and which shall be governed by the provisions set forth in the By-Laws, in the Regulations of the Board of Directors and in these Regulations of the Sustainable Development Committee (the “Regulations”).
2. The object of these Regulations is to favour the independence of the Committee and to determine the principles of conduct and the rules of internal operation thereof, without prejudice to the powers of the committees or equivalent bodies that may exist at companies, whether or not listed, belonging to the group of companies of which the Company is the controlling entity, within the meaning established by law (the “Group”).
3. These Regulations have been prepared taking into account the good governance recommendations generally accepted in international markets and form part of the Governance and Sustainability System.

Article 2. Approval, Amendment and Priority
1. These Regulations must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.
2. Any amendment hereof must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chairman thereof, of the chair of the Committee, of one-third of the directors or of the Committee itself.
3. These Regulations further develop and supplement the provisions of the By-Laws and of the Regulations of the Board of Directors applicable to the Committee. The latter provisions shall prevail in the event of conflict with the former.

TITLE II. POWERS

Article 3. Powers regarding the Purpose and Values of the Iberdrola Group
1. The Committee has the duty of advising the Board of Directors, within the scope of its powers, on the approval and amendment of the Purpose and Values of the Iberdrola Group.
2. The Committee is also responsible for ensuring that the Company’s corporate culture is aligned with the Purpose and Values of the Iberdrola Group.

Article 4. Powers regarding Sustainable Development, ESG Requirements and Corporate Social Responsibility
In this regard, the Committee shall have the following main functions:
   a. Conduct a periodic review of the General Sustainable Development Policy, the Stakeholder Engagement Policy and the environmental and social policies, as well as propose the amendment and update thereof to the Board of Directors.
   b. Supervise and evaluate the processes of relations with the various Stakeholders.
   c. Report to the Board of Directors on the climate action plan to achieve neutrality in the emission of greenhouse gases by 2050, prior to approval thereof, as well as monitor and review the level of achievement thereof and of subsequent updates.
   d. Inform the Board of Directors of the information it receives on the measures and procedures adopted within the boundary of the Group to implement and monitor compliance with the provisions of the Policy on Respect for Human Rights.
   e. Determine the general guidelines, standards and principles that should govern the preparation of the statement of non-financial information.
   f. Verify that the content of the statement of non-financial information conforms to the Company’s sustainable development strategy and that it includes a statement regarding the level of achievement of the climate action plan approved by the Board of Directors after a report from the Committee, and of any updates thereof.
g. Report to the Board of Directors, prior to the formulation by this body of the statement of non-financial information, taking into account the report in turn prepared by the Audit and Risk Supervision Committee regarding the process of preparation and presentation thereof, as well as regarding the clarity and integrity of the content thereof.

h. Supervise the Company’s actions relating to sustainable development, and particularly that its environmental and social practices conform to the strategy and policies approved by the Board of Directors, and report thereon to the Board of Directors and to the Executive Committee, as appropriate.

i. Monitor the contribution of the Group’s companies to the achievement of the following objectives, based on the principles set out in the Sustainable Development Goals (SDGs) approved by the United Nations (UN).

j. Be informed regarding the inclusion of the Group’s companies in the most widely recognised international sustainability indices.

k. Advise, within its area of authority, on matters such as employment, innovation, satisfaction, diversity and inclusion, integration, non-discrimination, equality, conciliation, accessibility and mobility.

l. Foster a co-ordinated strategy for social action at the Group level and its sponsorship and patronage plans.

m. Inform the Board of Directors of the information it receives through the Foundations Committee regarding the annual programmes of activities of the foundations and their respective budgets, as well as the conduct of general interest and sustainable development activities by foundations linked to the Group to which such activities have been entrusted by the country subholding companies.

n. Assess the status at the Group level in connection with sustainable development, and particularly regarding Environmental, Social and Governance (“ESG”) issues, as well as corporate social responsibility.

o. Advise the Board of Directors regarding compliance with and effects of the public initiatives to promote sustainable development launched in the various territories and countries where the Group’s companies do business.

p. Assess draft bills on sustainable development and related activities (e.g. equality or social and environmental variables in Government agreements) and their possible effects on the activities of the Group’s companies.

q. Be informed of the possible influence on the Group’s boundary of European legal provisions and national, autonomous community and local laws dealing with sustainable development.

r. Analyse voluntary initiatives and documents with recommendations concerning sustainable development, environmental, social and governance (ESG) requirements and corporate social responsibility that appear in the market.

s. Disseminate internally the latest communication and responsible marketing trends.

t. Be informed of and advise the Board of Directors regarding the latest responsible innovation trends.

u. Be informed of best corporate practices using systematic measurement tools, in order to evaluate the sustainable development, ESG requirements and corporate social responsibility positioning of competitor companies.

v. Review the various sustainable development, ESG requirements and corporate social responsibility measurement and observation tools implemented at the domestic and international levels, and provide recommendations to improve positioning at the Group level.

w. Issue such other reports and take such other actions in the area of sustainable development, ESG requirements and corporate social responsibility as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

For all of the preceding purposes, the scope of sustainability, ESG requirements and corporate social responsibility comprises the contribution of all of the Group’s companies to sustainable development, decarbonisation of the economy, electrification of the energy section, looking after the environment and the fight against climate change, respect for human rights, social action, quality and innovation, which are actualised in the principles, values and practices defined in the Purpose and Values of the Iberdrola Group and in the General Sustainable Development Policy approved by the Board of Directors.

Article 5. Powers regarding Corporate Reputation

In this regard, the Committee shall have the following main functions:

a. Monitor the Company’s actions relating to corporate reputation and report thereon to the Board of Directors and to the Executive Committee, as appropriate.

b. Report on the corporate reputation contents of the annual reports of the Group's companies prior to approval thereof by the Board of Directors.
c. Supervise the inclusion of elements to improve the management of intangible assets such as reputation, brand image, intellectual capital, internationalisation, transparency and ethics.

d. Review the plans for implementation of the Company’s corporate reputation strategy and monitor the level of compliance therewith.

e. Issue such other reports and take such other actions in the area of corporate reputation as may also fall within its purview pursuant to the Governance and Sustainability System or as may be requested by the Board of Directors or the chairman thereof.

The scope of corporate reputation comprises matters relating to image management, brand, external communications, institutional relations and other aspects relating to the generation of trust and transparency towards its Stakeholders, as required under the business model and as determined by the Board of Directors.

**Article 6. Powers regarding the Company’s Corporate Governance and Compliance**

In this regard, the Committee shall have the following main functions:

a. Conduct a periodic review of the Governance and Sustainability System, with special emphasis on the corporate governance and regulatory compliance policies, and propose to the Board of Directors, for the approval thereof or for submission to the shareholders at a General Shareholders’ Meeting, such amendments and updates as may contribute to the development and ongoing improvement thereof.

b. Monitor the Company’s corporate governance strategy.

c. Monitor compliance with legal requirements and with the rules and regulations of the Governance and Sustainability System.

d. Monitor compliance with legal requirements and with the rules and regulations of the Governance and Sustainability System, particularly in relation to the application of the Shareholder Engagement Policy and the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors, keeping track of the manner in which the Company communicates with and relates to small and medium-size shareholders.

e. Report on the Company’s annual corporate governance report prior to the approval thereof, obtaining for such purpose the reports of the Audit and Risk Supervision Committee, the Appointments Committee and the Remuneration Committee with respect to the sections of such report that are within its powers.

f. Issue its prior opinion on the annual report on the effectiveness's compliance system prepared by the Compliance Unit, and submit it to the Board of Directors.

g. Receive information from the Compliance Unit regarding the interpretation and proposed amendments of the Code of Ethics and regarding any significant issue relating to the application thereof and compliance therewith, as well as significant issues relating to the effectiveness of the Company's Compliance System.

h. On its own initiative or upon a proposal of the Compliance Unit, propose to the Board of Directors the appointment of members thereof, considering the profiles that may be appropriate for the performance of the duties thereof, based on the Company’s activities.

i. Use the Compliance Unit to review the Company’s internal policies and procedures in order to prevent improper conduct and identify policies or procedures that may be more effective in promoting the highest ethical standards.

j. Review and validate the annual operating budget of the Compliance Unit, for submission thereof to the Board of Directors through the chairman of the Board for final approval, as well as its annual activities plan, and endeavour to ensure that the Compliance Unit has the material and human resources required to perform its duties.

k. Issue its prior opinion on the annual report on the effectiveness of the Company’s Compliance System prepared by the Compliance Unit, as well as the annual report on the effectiveness of the compliance systems of the Group’s companies, and submit them to the Board of Directors.

l. Each year, issue an opinion on compliance with the annual activities plan and the performance of the Compliance Unit.

m. Report on proposed amendments of the Code of Ethics, the Regulations of the Board of Directors and the Regulations of the Compliance Unit.

n. Verify that the information published by the Company on its corporate website regarding sustainable development, the Governance and Sustainability System and other areas within its purview is sufficient and appropriate and follows applicable good corporate governance recommendations.
TITLE III. COMPOSITION

Article 7. Composition
1. The Committee shall 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, and the majority thereof must be classified as independent.
2. The Board of Directors shall endeavour to ensure that the members of the Committee have such expertise, qualifications and experience as are required by the duties they are called upon to perform.
3. Within the aforementioned limits, the Committee may submit to the Board of Directors a proposal for amendment of the number of Committee members when it is deemed that such number will contribute to the more efficient operation of the Committee.
4. Diversity shall be sought in the composition thereof, particularly as regards, gender, professional experience, competencies, industry knowledge and geographic origin.

Article 8. Positions
1. The Board of Directors shall appoint a chair of the 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.
2. The Board of Directors shall also appoint a secretary of the Committee, who need not be a director.

Article 9. Term of Office
1. Committee members shall be 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.
2. Committee members who are re-elected as directors of the Company by resolution of the shareholders at a General Shareholders' Meeting shall continue in their positions on the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.

Article 10. Cessation of Office
Committee members shall cease to hold office:
   a. When they cease to be directors of the Company.
   b. When they cease to be non-executive directors, even if they continue as directors of the Company.
   c. Upon expiration of the maximum term for which they were appointed without being re-elected.
   d. By resolution of the Board of Directors.

TITLE IV. TRAINING

Article 11. Orientation Programme
In order for new members of the Committee to be able to actively perform their duties as from their appointment, the Orientation Programme provided for in the Regulations of the Board of Directors shall be made available to them on the directors’ website.

Article 12. Training Programme
The Committee shall have a periodic training plan that ensures the refreshment of knowledge relating to the latest trends in the area of sustainable development, ESG requirements and corporate social responsibility, the most significant risks relating to regulatory compliance, and best corporate governance practices in the international markets.
TITLE V. OPERATION

Article 13. Annual Work Plan
1. Before the beginning of each financial year, the Committee shall approve an annual work plan that contemplates at least the following aspects:
   a. The specific goals established for the financial year relating to each of the powers of the Committee, especially those that might be new or relate to significant issues.
   b. Issues that should be dealt with on a recurring or one-time basis during the financial year.
   c. The planning of the training deemed appropriate for the proper performance of the duties thereof.
2. This planning shall take into account that the members of the Committee have responsibilities, mainly of supervision and advice, and should not intervene in the performance or management of matters within the authority of the Company’s management.

Article 14. Schedule and Meetings
1. Once the annual meeting schedule of the Board of Directors has been approved, the chair and the secretary of the Committee shall prepare a proposed annual schedule for the meetings of the Committee during the first month of the financial year, ensuring that the number of meetings is not less than three and does not exceed seven per year and that they are held on days prior to the meetings of the Board of Directors.
2. Preparation of the proposed schedule must consider the time to be devoted to the various duties of the Committee and must take into account the meeting schedule of the Board of Directors and the date for holding the General Shareholders’ Meeting, in order to prepare any reports or proposals to be submitted regarding the matters to be dealt with, as well as the report on the activities of the Committee referred to in article 25 below.
3. The proposed schedule shall include the tentative agendas and any appearances that may be deemed necessary. This proposal shall systematically reflect the tentative agenda for the meetings, planning fixed sections for issues that are dealt with on a recurring basis, and other sections for issues that are only dealt with at particular meetings.
4. The secretary of the Committee shall send the proposed schedule to the secretary of the Board of Directors for validation and subsequent preparation of the meeting schedule of the corporate decision-making bodies, pursuant to the provisions of article 29.7 of the Regulations of the Board of Directors. Once the proposed schedule is validated by the Office of the Secretary of the Board of Directors, the Committee shall approve the annual meeting schedule.
5. Where appropriate, the meeting schedule shall be supplemented with the scheduling of preparatory work sessions or meetings on specific issues.
6. Without prejudice to the provisions of the preceding sections, the Committee shall meet as many times as the chair thereof deems is necessary to exercise the powers entrusted thereto, as well as when requested by at least two of its members. Prior to sending a call to a meeting not provided for in the meeting schedule of the corporate decision-making bodies, the secretary of the Committee shall send to the secretary of the Board of Directors for validation the date, agenda and any appearances that may be deemed necessary.
7. The chairman of the Board of Directors and the chief executive officer may request informational meetings with the Committee on an exceptional basis.

Article 15. Call to Meeting
1. The secretary of the Committee shall, by order of the chair thereof, call the Committee to meeting at least eight days in advance thereof, except in the case of urgent meetings.
2. The call to meeting shall be carried out by any means allowing for receipt thereof and shall include the agenda for the meeting and the documentation expected to be made available to the members of the Committee, which shall first be reviewed by the Office of the Secretary of the Board of Directors to ensure the consistency thereof with the meeting schedule of the corporate decision-making bodies and the Governance and Sustainability System.
3. No prior call to a meeting of the Committee shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

Article 16. Place of Meetings
Meetings of the Committee shall be held in person at the place designated in the call to meeting.
Article 17. Establishment of a Quorum

1. A valid quorum for Committee meetings shall be established with the attendance, in person or by proxy, of a majority of its members.

2. The chair of the Committee shall preside over the meeting. In the event of the vacancy, illness, incapacity or absence of the chair of the Committee, the meeting shall be chaired by the director having the longest length of service on the Committee, and if equal lengths of service, by the oldest.

3. The secretary of the Committee shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Committee, the person appointed by the Committee for such purpose shall act as secretary.

4. Committee members may give a proxy to another member by notice delivered by any of the means set forth in article 15 above, addressed to the secretary of the Committee and including the terms on which the proxy is given. However, they may not give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

5. On an exceptional basis, based on the circumstances in each case, the chair of the Committee may authorise the attendance at the meeting of one or more members by using remote connection systems that permit the recognition and identification thereof, permanent communication with the place where the meeting is held, and their participation therein and the casting of votes, all in real time. Members connected remotely shall be deemed for all purposes to have attended the meeting of the Committee.

Article 18. Resolutions

1. Resolutions of the Committee shall be adopted by an absolute majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Committee shall have the tie-breaking vote.

2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Committee or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter, shall be made available to all of the directors and shall be entered in a book of minutes of the Committee.

Article 19. Conflicts of Interest

When matters to be dealt with at a meeting of the Committee directly affect one of its members or persons related thereto and, in general, when such member is subject to a conflict of interest situation (upon the terms established in the Regulations of the Board of Directors), such member must leave the meeting until a decision is made, and such member shall be subtracted from the number of Committee members for purposes of calculating the quorum and majorities with respect to the matter at hand.

Article 20. Attendance

1. At the request of the chair of the Committee, addressed for such purpose to the chairman of the Board of Directors, any director may be asked to attend the meetings thereof.

2. By means of a reasoned request made through the secretary of the Board of Directors, the chair of the Committee may also request the attendance of members of the Foundations Committee, of any director, member of senior management or professional of the Group's companies, of any member of the management decision-making bodies of the companies forming part of the Group whose appointment has been proposed by the Company, and of any director, member of senior management or professional of the foundations linked to the Group, provided there is no legal impediment thereto. The secretary of the Board of Directors shall evaluate the suitability of the appearances requested based on the matters to be discussed, the powers of the Committee, the identity of the person whose attendance is requested and the meeting schedules of the corporate decision-making bodies from time to time in effect.

3. Persons who are not members of the Committee may not attend meetings thereof when the matters dealt with are outside the scope of the powers or duties of such persons.
4. The presence of members of management, professionals or other directors, whether executive or not, at meetings of the Committee shall be on an occasional basis and only when required, after an invitation from the chair of the Committee, shall be strictly limited to those items on the agenda for which they are called, and they shall not attend the decision-making portion of the Committee's meetings. The chair may authorise the remote attendance thereof using the communication systems described in article 17.5 above, if he so deems appropriate. The secretary shall record the entries and exits of guests at meetings in the minutes.

TITLE VI. POWERS OF THE COMMITTEE, PARTICIPATION AND RIGHTS TO RECEIVE INFORMATION OF THE MEMBERS THEREOF, DUTIES AND EVALUATION OF THE OPERATION THEREOF

Article 21. Powers and Advice
1. The Committee may, through the secretary of the Board of Directors, freely access any information or documents available at the Company relating to the matters that are within the Committee's area of authority and that it deems necessary to perform its duties.
2. Furthermore, the Committee may, through the secretary of the Board of Directors, request any kind of information or documents available to the Foundations Committee relating to the matters that are within the Committee's area of authority and that it deems necessary to perform its duties.
3. The Committee may also seek, at the Company's expense, cooperation or advice from outside professionals, who shall address their reports directly to the chair of the Committee. In such case, the Committee shall ensure that potential conflicts of interest do not prejudice the independence of the outside advice received.

Article 22. Participation and Rights to Receive Information
1. In order to promote a diversity of opinions that enriches the analysis and proposals of the Committee, the chair of the Committee shall ensure that all of the members freely participate in the deliberations, without being affected by internal or third-party pressures, and shall encourage constructive dialogue among them, promoting free expression and a critical attitude.
2. The chair of the Committee shall channel and provide the information and documentation required to the other members of the Committee sufficiently in advance of each meeting so that they can properly analyse it and prepare for the meeting.

Article 23. Duties of Committee Members
1. Committee members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence. In particular, attendance at meetings of the Committee shall be preceded by the sufficient dedication of its members to analyse and evaluate the information received.
2. In exercising their powers, the members of the Committee shall comply with the provisions of these Regulations and applicable law on professional scepticism and critical attitude regarding the conclusions reached by the executive directors and members of senior management of the Company, acknowledging the arguments for and against, and with each of the members, and the Committee as a whole, forming their and its own position.
3. Committee members are subject as such to all of the duties of a director set forth in the Regulations of the Board of Directors, to the extent they are applicable to the responsibilities discharged by the Committee.

Article 24. Information to the Board of Directors
The chair of the Committee shall inform the Board of Directors, at the next meeting thereof following the meetings of the committee, of the matters dealt with and the resolutions adopted during its meetings.

Article 25. Information to the Shareholders at the General Shareholders’ Meeting
1. Pursuant to the provisions of the Regulations of the Board of Directors, the Activities Report of the Board of Directors and of the Committees thereof, which shall include information regarding the operation and the activities of the Committee during the preceding financial year, shall be made available to the shareholders and the other Stakeholders for purposes of the call to the General Shareholders’ Meeting.
2. In particular, the section of the Activities Report of the Board of Directors and of the Committees thereof regarding the Committee must allow the shareholders and other interested parties to understand the activities performed by the Committee during the financial year in question, for which reason the publication must contain at least the following aspects:
   a. Description of the regulation of the Committee.
   b. Composition of the Committee during the financial year, including the classification and seniority of each of the members thereof, as well as the significant abilities in terms of knowledge and experience contributed by each member.
   c. The standards used to determine and the rationale explaining the composition of the Committee, particularly in relation to the appointment of members who are not independent directors.
   d. Duties and work performed during the financial year by the Committee, changes therein during the fiscal year and reference to these Regulations.
   e. Meetings held during the financial year and number of attendees, including whether non-members of the Committee have been invited.
   f. Significant activities during the period (reporting those that have been performed with the assistance of external experts).
   g. Evaluation of the operation and performance of the Committee, as well as of the methods used to assess the effectiveness thereof.
   h. Independence and conflicts of interest of external advisors, experts and consultants.
   i. Significant deviations from the procedures adopted or improprieties of which the Board of Directors has been notified in writing in areas within the purview of the Committee.

Article 26. Evaluation

1. Within the framework of the annual evaluation provided for in the Regulations of the Board of Directors, the Appointments Committee shall coordinate the evaluation of the Committee's performance in order to strengthen the operation thereof and improve planning for the next financial year, for which purpose it shall ask the opinion of its members and of the other directors.

2. In the interest of greater transparency, the Activities Report of the Board of Directors and of the Committees thereof shall state the extent to which the evaluation has caused significant changes in the organisation and procedures of the Committee.

TITLE VII. COMPLIANCE, DISSEMINATION AND INTERPRETATION

Article 27. Compliance and Dissemination

1. The members of the Committee, as well as the other members of the Board of Directors to the extent they are affected, have the obligation to know and comply with these Regulations, for which purpose the secretary of the Board of Directors shall post them on the directors' website and on the Company's corporate website.

2. In addition, the Committee shall have the obligation to ensure compliance with these Regulations and to adopt appropriate measures for the required dissemination thereof among the rest of the organisation.

Article 28. Interpretation

1. These Regulations shall be interpreted in accordance with law and the Governance and Sustainability System.

2. Any question or dispute regarding the interpretation of these Regulations shall be resolved by the Committee itself, and in the absence of such resolution, by the chair of the Committee, who shall be assisted by such persons, if any, as may be appointed by the Board of Directors for such purpose. The Board of Directors shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.

3. In the absence of a specific rule, the provisions of the Regulations of the Board of Directors regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Committee to the extent that they are not inconsistent with the nature thereof.

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9. Regulations of the Compliance Unit

26 July 2023

TITLE I. NATURE AND OBJECT 358

Article 1. Nature and Object 358

TITLE II. COMPOSITION 358

Article 2. Composition and Positions 358
Article 3. Director of Compliance 359

TITLE III. POWERS AND COORDINATION IN THE COMPLIANCE AREA 359

Article 4. Powers regarding the Code of Ethics 359
Article 5. Powers regarding the Effectiveness of the Compliance System and relating to the Internal Reporting and Whistleblower Protection System 360
Article 6. Powers regarding Crime Prevention 360
Article 7. Powers regarding the Securities Markets 360
Article 8. Powers regarding Separation of Activities 361
Article 9. Other Powers 361
Article 10. Coordination in Compliance Matters 361

TITLE IV. MEETINGS 361

Article 11. Meetings 361
Article 12. Call to Meeting 361
Article 13. Place of the Meeting 362
Article 14. Establishment of a Quorum 362
Article 15. Resolutions 362
Article 16. Conflicts of Interest 362
Article 17. Attendance 362

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TITLE V. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN 363

Article 18. Material and Human Resources 363
Article 19. Budget 363
Article 20. Annual Activities Plan and Performance of the Unit 363

TITLE VI. POWERS OF THE UNIT AND DUTIES OF ITS MEMBERS 363

Article 21. Powers and Advice 363
Article 22. Duties of Unit Members 363

TITLE VII. INFORMATION MANAGEMENT PROCEDURE 364

Article 23. Internal Reporting System 364
Article 24. Management of Grievances or Reports 364
Article 25. Referral of Grievances or Reports 364
Article 26. Acceptance of Grievances or Reports for Processing 365
Article 27. Processing of Case Files 365
Article 28. Resolution of Case Files 366
Article 29. Protection of Personal Data 367

TITLE VIII. AMENDMENT, COMPLIANCE AND INTERPRETATION 367

Article 30. Amendment 367
Article 31. Compliance 367
Article 32. Interpretation 367
TITLE I. NATURE AND OBJECT

Article 1. Nature and Object

1. The Compliance Unit (the “Unit”) of IBERDROLA, S.A. (the “Company”) is a collective permanent and internal body, configured in accordance with the highest standards of independence and transparency, and linked to the Sustainable Development Committee.

2. The Unit is the body of the Company responsible for proactively and autonomously ensuring the implementation and effectiveness of the Company’s compliance system (the "Compliance System"), configured in accordance with the provisions of its Governance and Sustainability System, for which purpose it is vested with the broadest powers, budgetary autonomy and independence of action, all without prejudice to the responsibilities of other bodies and divisions of the Company.

The Compliance System is made up of all rules, formal procedures and material actions – including the Company’s crime prevention programme and its internal reporting system (described in Title VII below, the “Internal Reporting System”) – that are intended to ensure that the Company acts in accordance with ethical principles, the law and internal rules, particularly the Governance and Sustainability System, to contribute to the full realisation of the Purpose and Values of the Iberdrola Group and the corporate interest, and to prevent, manage and mitigate the risk of regulatory and ethical breaches that may be committed by the directors, professionals, or suppliers thereof within the organisation.

3. The Unit shall be governed by the provisions of these Regulations of the Compliance Unit (the “Regulations”) and the other rules forming part of the Company’s Governance and Sustainability System, as well as by any other applicable internal rules.

4. The establishment of the Unit should be understood to be without prejudice to the existence at the Group's country subholding companies and head of business companies of their own compliance unit (collectively, the “Compliance Units of the Subsidiaries”) (as well as the existence at other companies forming part of the Group of their own compliance unit or function), which are particularly responsible for proactively and autonomously ensuring the implementation and effectiveness of the compliance system of their respective company, which includes, among other rules and procedures, their own programme for the prevention of crimes.

5. For the purposes of the provisions of these Regulations, “Group” shall mean the Company and the companies comprising it, of which the Company is the controlling company within the meaning established by law.

TITLE II. COMPOSITION

Article 2. Composition and Positions

1. The Unit shall be made up of the following persons, appointed for an indefinite term by the Board of Directors, at the proposal of the Sustainable Development Committee and following a report from the Company’s Appointments Committee, who shall hold the positions indicated below:

   a. the chair of the Unit, a position held by a professional external to the Group’s companies, who shall be an expert of recognised prestige in compliance matters;

   b. the members of the Unit, one of whom shall be the chief compliance officer of the Company (the “Director of Compliance”), and others who may include the heads of various areas or functions related to risk management in the area of regulatory compliance; and

   c. the (non-member) secretary of the Unit, who shall be a professional external to the Group’s companies.

2. Pursuant to the provisions of the Governance and Sustainability System, particularly with respect to the decentralisation of the effective management of the businesses and the corresponding individualisation and separation of responsibilities arising therefrom for each of the companies of the Group, those persons who are members of the Compliance Units of the Subsidiaries may not form part of the Unit.

   The directors of the Company may not be members of the Unit.

3. The members of the Unit shall act with independence of judgement in the performance of their duties, shall have multidisciplinary profiles and must have the knowledge, skills and experience appropriate to the powers vested therein.

4. The Sustainable Development Committee, on its own initiative or upon a proposal of the Unit, may propose to the Board of Directors the appointment of new members of this body, considering the profiles that may be appropriate for the performance of the duties thereof based on the Company’s activities.

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www.iberdrola.com Governance and Sustainability System
5. The secretary of the Unit shall have the following main duties: (i) preparing the minutes of meetings of the Unit; (ii) certifying the resolutions and decisions thereof; (iii) ensuring the formal and substantive legality of its activities and conformance thereof to the internal rules, and particularly to the Governance and Sustainability System; (iv) generally channeling the relations of the Unit with its members (in all matters relating to the operation thereof, in compliance with the instructions of its chair and under the supervision thereof), and providing the support necessary for the proper operation of the Unit and the conduct of its meetings.

Article 3. Director of Compliance

The Director of Compliance shall manage the operation of the Unit and its budget and shall be responsible for carrying out the corresponding measures and action plans and ensuring that the Unit proactively and autonomously complies with its duties, regularly reporting thereto on the performance of said activities, and shall perform such other duties as are assigned thereto in the rules, and particularly in the Governance and Sustainability System.

TITLE III. POWERS AND COORDINATION IN THE COMPLIANCE AREA

Article 4. Powers regarding the Code of Ethics

1. As regards the Code of Ethics (excluding section C thereof regarding the directors of the Group’s companies), the Unit shall have the following main powers:
   a. Ensure and coordinate the application of the Code of Ethics by the various companies of the Group.
   b. Provide a binding interpretation of the Code of Ethics and resolve any questions or concerns raised with respect to the content or application thereof or compliance therewith, particularly with respect to the application of disciplinary measures by the competent bodies.
   c. Promote the approval of rules needed to further develop the Code of Ethics and to prevent violations thereof, in collaboration with the various corporate divisions of the Company and on a coordinated basis with the Compliance Units of the Subsidiaries.
   d. Approve behavioural procedures and protocols in order to ensure compliance with the Code of Ethics. These rules must in all cases be in accord with the provisions of the Company’s Governance and Sustainability System.
   e. Promote the dissemination of the content of the Code of Ethics and encourage an understanding thereof and compliance therewith among their professionals, suppliers and other Stakeholders.

2. In order to promote the dissemination of the content of the Code of Ethics among the professionals of the Company, the Unit shall include training and internal communication activities in its annual activities plan.
   a. Training initiatives shall be communicated to the division in charge of the human resources function for the coordination thereof, if appropriate, pursuant to the provisions of the general training activities plan.
   b. Internal communication initiatives shall be communicated to the division in charge of this function for implementation, if appropriate, pursuant to the provisions of the corresponding communication plan.

3. The Unit shall be supported by the division in charge of the procurement function in the dissemination of the content of the Code of Ethics among the suppliers.

4. Proposals for the external dissemination of the Code of Ethics among the other Stakeholders of the Company shall be sent by the Unit to the division in charge of the communication function for assessment thereof and possible inclusion in the communication plan at the Group level in accordance with the general priorities and objectives established in each case.

5. The Compliance Units of the Subsidiaries, in view of the general guidelines of the Unit, shall in turn promote the dissemination of the content of the Code of Ethics within their respective purview through the divisions in each case assuming the functions of human resources, procurement and communication. The Unit shall ensure that the dissemination thereof at the Group level follows general uniform standards, and in coordination with the Compliance Units of the Subsidiaries shall also endeavour to ensure that the particular features applicable in each country or territory and in the various businesses are taken into account.
Article 5. Powers regarding the Effectiveness of the Compliance System and relating to the Internal Reporting and Whistleblower Protection System

1. The Unit shall:
   a. establish the basic elements of the structure and operation of the Company’s Compliance System, annually evaluate the effectiveness thereof, as well as the overall effectiveness of the compliance systems of the Group’s companies, in this latter case for purposes of preparing the report provided for in section 3 of Article 10.
   b. report to the Sustainable Development Committee regarding significant matters relating to the effectiveness of the Compliance System.
   c. proactively monitor the application and effectiveness of the Compliance and Internal Reporting and Whistleblower Protection System Policy and the dissemination of the contents thereof among the people to whom it is addressed.

2. The Unit shall be the body responsible for the management of the Company’s Internal Reporting System, without prejudice to the delegation of such management to the Director of Compliance.

   In this regard, the Unit shall be responsible for receiving grievances or reports sent through the Internal Reporting System in accordance with the provisions of Title VII of these Regulations, processing the corresponding case files, moving forward the procedures for verification and investigation of the grievances or reports received, and making the corresponding decisions in relation to the files processed.

3. The Unit shall endeavour to ensure the implementation of the protection measures provided for in the Company’s Compliance System and in the Compliance and Internal Reporting and Whistleblower Protection System Policy for the persons who submit grievances or reports through the Internal Reporting System and for the persons affected thereby.

4. The Unit shall also be responsible for establishing the tools required to ensure the recording and registration of the corresponding activities that make up the Compliance System.

Article 6. Powers regarding Crime Prevention

1. The Unit shall be responsible for drafting, approving, keeping permanently updated and endeavouring to ensure the application of the action and supervision protocols it deems necessary or appropriate for the prevention and detection of the risk of commission of criminal offences and, in general, of improprieties and acts that are illegal or contrary to law or the Governance and Sustainability System relating to or affecting the activities of the Company and that make up the crime prevention programme thereof.

2. In addition, the Unit shall:
   a. At least once a year, evaluate the observance and effectiveness of the Company’s crime prevention programme and assess the appropriateness of modification and regular update thereof if the circumstances so require.
   b. Foster a preventive culture based on the principle of “zero tolerance” towards improper conduct and acts that are illegal or contrary to law or the Governance and Sustainability System and on the application of ethical principles and principles of responsible behaviour that should govern the conduct of the members of the management decision-making bodies and of the professionals of the Company and of the other companies of the Group, irrespective of their level, their geographic location or their functional subordination, as well as the conduct of the suppliers of all of them.
   c. Disseminate the contents of the Anti-Corruption and Anti-Fraud Policy and monitor the implementation of specific procedures to prevent any conduct that might be considered an act of corruption.
   d. Promote the preparation and implementation of suitable training programmes for the professionals of the Group’s companies regarding crime prevention and the fight against corruption and fraud with sufficient frequency to ensure the refreshment of knowledge in these matters.

Article 7. Powers regarding the Securities Markets

1. The Unit is entrusted with the duty of ensuring compliance with the Internal Regulations for Conduct in the Securities Markets, performing the duties assigned thereto by such regulations.

2. It shall also have such other powers as are vested therein by the Internal Rules for the Processing of Inside Information.
Article 8. Powers regarding Separation of Activities
The Unit shall obtain from the compliance units of the country subholding companies all required information relating to their duty to ensure compliance with the legal provisions regarding the separation of regulated activities applicable in each jurisdiction.

Article 9. Other Powers
The Unit shall also be directly vested with such other powers, whether of a particular or permanent nature, that may be assigned thereto by the Sustainable Development Committee or the Board of Directors, or that are vested therein by applicable law and the internal rules of the Company, particularly the Governance and Sustainability System.

Article 10. Coordination in Compliance Matters
1. While respecting the purviews proper to the country subholding companies and head of business companies, the Unit shall establish the framework for relations of coordination, cooperation and information with the respective Compliance Units of the Subsidiaries and with the heads of the compliance function of the other companies of the Group in order to promote the highest ethical standards in the compliance area, particularly but not limited to issues relating to investigation procedures, the analysis and evaluation of criminal risks, the measures and controls implemented for the mitigation thereof, internal compliance rules, and the promotion of training plans.

   In this regard, the Unit shall establish the appropriate mechanisms for coordination with the Compliance Units of the Subsidiaries in order to:

   a. foster knowledge sharing and maximising the generation of synergies and the exploitation thereof among the compliance systems of the companies of the Group;
   b. propose improvements and initiatives for the optimisation and responsible use of financial and human resources allocated to the compliance function;
   c. monitor and systematise the compliance training plans or programmes of the Group's companies; and
   d. collaborate in the preparation of public compliance information that the Group’s companies disclose within their purviews.

2. In any case, the Unit shall establish the basic principles of structure and operation of the compliance systems of the Group's companies as well as the main duties and responsibilities of the various bodies involved.

   To this end, the Unit shall promote the exchange of best practices and the approval of general rules encouraging all companies of the Group to have homogeneous, solid, comprehensive and effective compliance systems that conform to the particularities of each country or territory and of the various businesses.

3. On an annual basis, the Unit shall issue: (i) a report evaluating the effectiveness of the Company’s Compliance System; and (ii) with the help of the Compliance Units of the Subsidiaries, a report evaluating the effectiveness of the compliance systems of the Group's companies. These reports shall be submitted to the Sustainable Development Committee for it to issue its opinion and forward them to the Board of Directors.

   The Unit may subsequently publish information contained in these reports in a transparent and clear manner, as a mechanism to make explicit the effectiveness of its compliance culture and its own social commitment to the public interest.

TITLE IV. MEETINGS

Article 11. Meetings
The Unit shall meet as many times as necessary to exercise the powers entrusted thereto.

Article 12. Call to Meeting
1. The secretary of the Unit shall, by order of the chair thereof, call the Unit to meeting at least three days in advance thereof, except in the case of urgent meetings.

2. The call to meeting shall be carried out by any means allowing for receipt thereof and, except in justified cases, shall include the agenda for the meeting and have attached thereto any information that may be deemed necessary.
3. No prior call to a meeting of the Unit shall be required when all of its members are present and unanimously agree to the holding of the meeting and to the items of the agenda to be dealt with.

**Article 13. Place of the Meeting**

1. Meetings of the Unit shall be held at such place as is designated in the call to meeting or, in the absence thereof, at the registered office of the Company.

2. Meetings of the Unit may be held in several places connected to each other, or by remote means using remote communication systems that permit the recognition and identification of the attendees, permanent communication among them, and participation in discussion and the casting of votes, all in real time (including videoconference or remote attendance systems or any other similar system). The members of the Unit in attendance at any of such interconnected places shall be deemed to have attended the same meeting of the Unit for all purposes and the meeting shall be deemed to have been held at the registered office.

**Article 14. Establishment of a Quorum**

1. A valid quorum for Unit meetings shall be established with the attendance, in person or by proxy, of more than half of its members.

2. The chair of the Unit shall preside over meetings of the Unit. In the event of vacancy, illness, incapacity or absence of the chair of the Unit, the member having the longest length of service in the Unit, and if equal lengths of service, the oldest, shall act as such.

3. The secretary of the Unit shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Unit, the person appointed by the chair of the meeting for such purpose shall act as secretary.

4. Unit members may give a proxy to another member by notice delivered by any of the means allowing for receipt thereof, addressed to the chair or to the secretary of the Unit and including the terms on which the proxy is given, provided that it includes specific instructions for each of the items on which the proxy representative must vote. In no case may they give a proxy in connection with matters affecting them personally or regarding which they are involved in any conflict of interest situation.

**Article 15. Resolutions**

1. Resolutions of the Unit shall be adopted by a majority of the votes of the members present at the meeting in person or by proxy. In the event of a tie, the chair of the Unit shall have the tie-breaking vote.

2. All resolutions adopted shall be recorded in minutes signed by the chair and the secretary of the Unit or by the persons acting in their stead. They shall be approved at the same meeting or at the meeting held immediately thereafter and shall be entered in a book of minutes of the Unit that shall be in the custody of the secretary thereof.

3. Voting by the Unit may occur in writing without a meeting provided that no member objects thereto. In this case, the members of the Unit may deliver to the secretary their votes and the considerations they wish to appear in the minutes. Resolutions adopted using this procedure shall be recorded in the minutes.

**Article 16. Conflicts of Interest**

1. The members of the Unit involved in a potential conflict of interest must give notice thereof to the Unit itself, which shall also have the power to resolve questions or conflicts that might arise in this regard.

2. A conflict of interest shall be deemed to exist in those situations in which the interest of the member of the Unit conflicts, whether directly or indirectly, with the interest of the Company and with their duties as a member of the Unit.

3. An interest of the member of the Unit shall exist if a matter dealt with by the Unit affects such member or a natural or legal person connected thereto.

4. If a member of the Unit is involved in a conflict of interest, they must refrain from participating in the matter in question and leave the meeting until a decision is made, and such member shall be subtracted from the number of Unit members for purposes of calculating the quorum and majorities at the relevant meeting and with respect to the matter at hand.

**Article 17. Attendance**

1. The chair of the Unit may request the attendance at meetings of any director or professional of the Group’s companies and of any member of the Compliance Units of the Subsidiaries, as well as of any member of the management decision-making bodies of the companies in which the Group has an interest, or seek their opinion at any time.
2. Requests for attendance by members of the Company’s Board of Directors shall be channelled through the secretary thereof.

TITLE V. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN

Article 18. Material and Human Resources
1. The Unit shall enjoy the required autonomy, freedom to take initiatives and capacity for control, and shall have the material and human resources necessary to perform its duties.
2. The personnel of the Unit must have the knowledge, skills and experience appropriate to the powers vested therein.

Article 19. Budget
1. Prior to the commencement of each financial year, the Unit, at the proposal of the Director of Compliance, shall submit to the Sustainable Development Committee a draft budget for carrying out its activities during the upcoming financial year.
2. Once validated by the Sustainable Development Committee, the draft budget shall be sent to the chair of the Board of Directors, who shall present it to the Board of Directors for final approval.

Article 20. Annual Activities Plan and Performance of the Unit
1. Prior to the commencement of each financial year, the Unit, at the proposal of the Director of Compliance, shall approve an annual activities plan for the upcoming financial year and shall submit it to the Sustainable Development Committee for validation thereby.
2. Each year, the Sustainable Development Committee shall give its opinion on compliance with the annual activities plan and the performance of the Unit.

TITLE VI. POWERS OF THE UNIT AND DUTIES OF ITS MEMBERS

Article 21. Powers and Advice
1. Provided that applicable law so allows, the Unit shall have access to the information, documents, offices, directors and professionals of the Company, including the minutes of the meetings of the management, supervisory and control bodies, as may be necessary for the proper performance of its duties. The members of the Board of Directors and the professionals of the Company must also provide the cooperation requested by the Unit for the proper performance of its duties.

Requests addressed to directors or that cover minutes of meetings of the Company’s management decision-making body or of the committees thereof shall be channelled through the secretary of the Board of Directors.

2. The Unit may also seek cooperation or advice from outside professionals.
3. To the extent possible and provided it does not affect the effectiveness of its work, the Unit shall seek to act transparently, informing the affected directors and professionals of the purpose and scope of its actions whenever practicable and appropriate.

Article 22. Duties of Unit Members
1. Unit members must act with independence of judgement and action with respect to the rest of the organisation and perform their work with the utmost diligence and professional competence.
2. Unit members shall keep confidential the deliberations and resolutions of this body and, in general, shall not disclose any communications, reports, grievances, data, reports or background information to which they may have access while in office, nor use any of the foregoing for their own benefit or that of third parties, without prejudice to the duties of transparency and information imposed by the Company’s Governance and Sustainability System and by applicable law. The duty of confidentiality of the members of the Unit shall survive even after the members no longer hold such position.

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TITLE VII. INFORMATION MANAGEMENT PROCEDURE

Article 23. Internal Reporting System

1. The Company has implemented an Internal Reporting System in accordance with applicable legal provisions. Without prejudice to the provisions of these Regulations, the principles governing the Internal Reporting System are set out in the Compliance and Internal Reporting and Whistleblower Protection System Policy and in the Code of Ethics.

2. The Unit shall investigate any conduct that may involve the commission of any impropriety or any act that is illegal or contrary to law or to the Governance and Sustainability System, particularly including any conduct that might constitute a criminal offence, a serious or very serious administrative offence, or a breach of European Union law, with implications for the Company, its contractual relationship with its suppliers, or the interests and image of the Company.

3. The Unit may commence an investigation if it is aware of facts or circumstances that might constitute an impropriety or an act from among those indicated in the preceding section, whether on its own initiative or by virtue of a grievance or report received through the Internal Reporting Channels (as defined in the following section) or by any other means.

4. The internal reporting channels activated by the Company (the “Internal Reporting Channels”), which form part of its Internal Reporting System, allow its shareholders, directors, professionals, suppliers and other third parties as determined by law to report any of the conduct referred to in section 2 above and to process the grievances or reports received in connection therewith, all without prejudice to the ability to address such grievances or reports to the Spanish Independent Whistleblower Protection Authority (Autoridad Independiente de Protección del Informante) (A.A.I.) or to any other competent institution, body or entity.

The Internal Reporting System includes all the Internal Reporting Channels set up by the Company for the communication of grievances or reports related to such conduct by the aforementioned persons.

5. The principles, rules of conduct and guarantees established in this Title VII shall apply to the investigation files handled by the Unit, regardless of the manner in which they are commenced.

Article 24. Management of Grievances or Reports

1. The management of grievances or reports sent through the Internal Reporting Channels is the responsibility of the Unit, without prejudice to the delegation of this duty to the Director of Compliance in accordance with applicable legal provisions.

2. In order to perform such duty, the Unit and the Director of Compliance shall comply with the provisions of these Regulations, the Compliance and Internal Reporting and Whistleblower Protection System Policy, the Code of Ethics and the Policy regarding Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors.

3. In the management of grievances or reports received through the Internal Reporting Channels, the confidentiality of the identity of the whistleblower and of any third party mentioned in the grievance or report, and of the activities carried out in the management and processing thereof, as well as the protection of personal data, must be guaranteed, preventing access to the content of the investigation by personnel who are not expressly authorised to do so.

4. The Unit shall also handle and respond to all enquiries submitted to it through the Internal Reporting System that are within its purview.

Article 25. Referral of Grievances or Reports

1. Shareholders, directors, professionals, suppliers of the Company and other third parties as determined by law may report, including anonymously, any of the conduct referred to in section 2 of Article 23: (a) in writing, using the appropriate form available on the Company’s corporate website; and (b) by any other means established by the Company, which may include telephone.

At the request of the whistleblower, the grievance or report may also be presented in a face-to-face meeting with the Unit’s staff to be held no later than seven days of the request.

2. In any case, those who submit a grievance or report through the Internal Reporting Channels shall be informed, in a clear and accessible manner, of the existence of external reporting channels to the competent authorities and, where appropriate, to the institutions, bodies or entities of the European Union.

3. Verbal communications, including those made in a face-to-face meeting, by telephone or voice messaging, must be documented in one of the following ways:
   a. by recording the conversation in a secure, durable and accessible format; or
b. through a complete and accurate transcript of the conversation prepared by the staff responsible for handling it. Without prejudice to the rights thereof under the legal provisions regarding the protection of personal data, the whistleblower shall be given the opportunity to verify, correct and agree to the transcription of the conversation by signing it.

4. The confidentiality of the grievance or report received shall also be guaranteed if the grievance or report is received by the Unit by a means not provided for herein or has been made to any director, professional or supplier of the Company that has immediately forwarded it to the Unit in compliance with the provisions of the Code of Ethics.

Article 26. Acceptance of Grievances or Reports for Processing

1. Once a grievance or report has been received, the Unit shall send an acknowledgement of receipt to the whistleblower within seven calendar days of receipt (unless this might jeopardise the confidentiality of the grievance or report or the whistleblower has not identified themself or has declined to receive information about the whistleblower’s communication), and shall determine whether or not to process it.

2. The fact that the whistleblower does not disclose their identity shall not bar the Unit from processing the grievance or report if it is reasonably plausible.

3. If the matter affects a company of the Group that has its own compliance body or function, or a professional performing duties thereof, the Unit shall forward the grievance or report to said body (or to the head of the compliance function) for it to proceed with the autonomous and independent evaluation and processing thereof in accordance with its own rules, which shall be consistent with the principles established in the Compliance and Internal Reporting and Whistleblower Protection System Policy and in these Regulations and with those applicable by the Unit. In the event that the matter affects more than one company of the Group or persons from different companies thereof, the appropriate coordination measures shall be adopted by the corresponding compliance units, bodies and functions in order to handle the grievance or report in the most efficient manner.

4. The Unit shall not process any grievance or report in which the conduct complained of is clearly unfounded or implausible or is not likely to constitute an act referred to in section 2 of Article 23.

5. The decision to not accept the grievance or report for processing shall be reasoned, sufficiently documented and notified to the whistleblower within five business days of the decision, unless the whistleblower has not identified themself or has declined to be informed of the outcome of their communication.

6. For purposes of deciding whether to accept a grievance or report for processing, the Unit may request the whistleblower, if the whistleblower has identified themself and has not waived the right to receive information, to clarify or complete it by providing the documentation or data necessary to verify the existence of an act or conduct of the kind referred to in section 2 of Article 23.

7. The Audit and Risk Supervision Committee shall have direct access to the grievances or reports submitted through the Internal Reporting Channels that might have a material impact on the financial statements or internal control of the Company. To this end, the Unit shall inform said committee of the existence of the aforementioned grievances or reports and shall provide it with any documentation requested in relation to the processing of the case files.

Article 27. Processing of Case Files

1. Once a grievance or report within the purview of the Unit has been accepted for processing, the Unit shall appoint an investigating officer to carry out the investigation and process the case file, with the power to entrust these duties to an external investigating officer.

2. If the grievance or report is submitted against a member of the Unit, such member shall not participate in the processing thereof.

3. If the grievance or report concerns a member of the Board of Directors, the chair of the Unit shall inform the legal advisor of said body in order for the legal advisor to assist the chair in the processing of the case file. In these cases, to ensure independence, the investigating officer shall be a person from outside the companies of the Group.

4. The maximum period for carrying out the investigation and replying to the whistleblower shall not exceed three months from receipt of the grievance or report, except in cases of particular complexity requiring an extension of the period, in which case the period may be extended by up to a maximum of an additional three months.

5. The investigating officer shall verify the truthfulness and accuracy of the information contained in the grievance or report received, and specifically of the conduct in question, while respecting the rights of the affected parties. For such purposes, the investigating officer shall give all affected parties the opportunity to be heard, shall receive the statements of witnesses and shall carry out such proceedings as the investigating officer deems necessary.
In particular, the investigating officer must inform those affected by the grievance or report of the acts or omissions attributed to them and of their right to be heard at any time during the investigation at the time the investigating officer initiates the investigatory activities. This information must be provided in such time and manner as is deemed appropriate to ensure the proper outcome of the investigation.

6. All professionals of the Group’s companies have the duty to faithfully cooperate in the investigation. The participation of witnesses and affected parties shall be considered strictly confidential.

7. The investigation shall be carried out pursuant to the provisions of an internal protocol approved by the Unit, all affected parties shall be informed regarding the processing of their personal data, and any other duty imposed by applicable legal provisions shall be complied with.

8. In all investigations, the rights to privacy, respectability, defence and the presumption of innocence of the persons investigated or affected shall be guaranteed, and all measures shall be taken that are required to avoid any kind of retaliation against the whistleblower upon the terms of applicable legal provisions.

In particular, as provided by applicable legal provisions, the Company undertakes to not adopt, and to ensure that the professionals of the Group do not adopt, any form of retaliation, whether direct or indirect, including threats of or attempted retaliation, against shareholders, directors, professionals, suppliers or other third parties determined by law who have reported any potential impropriety or the potential commission of any act that is illegal or contrary to law or the Governance and Sustainability System that may be investigated by the Unit, unless the grievance or report is false or such person has acted in bad faith.

Likewise, as provided by applicable legal provisions, the Company undertakes to not adopt, and to ensure that the professionals of the Group do not adopt, any form of retaliation against any natural person who, within the framework of the organisation in which the whistleblower works, assists him/her in the process, or is related to him/her, as a representative of the employees, co-worker or relative, as well as against any legal person for whom the whistleblower works or with whom the whistleblower has another type of relationship in an employment context or in which the whistleblower has a significant shareholding.

9. At any time during the proceeding, the Unit and the investigating officer may seek the advice and cooperation of the professionals of the Group’s companies, and particularly the division in charge of the finance and control functions and of the legal affairs division for purposes of determining the consequences and manner to proceed with respect to any grievance or report.

They may also seek the advice of independent third parties to assist them in any proceedings or whenever they deem it appropriate.

10. The Unit shall keep a record of the grievances or reports received through the Internal Reporting Channels and of any internal investigations to which they have given rise.

Article 28. Resolution of Case Files

1. Once the processing of the case file has been completed, the investigating officer shall forward the file together with a proposed decision to the Unit for resolution as it deems appropriate and shall notify the whistleblower thereof within the period established in section 4 of Article 27 above.

2. In the event that the decision concludes that a professional has committed an improper act or an act that is illegal or contrary to law or the Governance and Sustainability System, the Unit shall notify the division responsible for the human resources function of the Company for the application of the appropriate disciplinary measures, the adoption and content of which shall be reported to the Unit.

3. If it is an improper act or act that is illegal or contrary to law or the Governance and Sustainability System that affects a member of the Company’s Board of Directors, the Unit shall submit the decision to the Appointments Committee, through the secretary of said management decision-making body, for application of any of the measures provided for in the Governance and Sustainability System, the adoption and content of which shall be reported to the Unit.

4. If the decision rendered concludes that a supplier of the Company has committed an improper act or an act that is illegal or contrary to law or the rules of conduct laid down in the Code of Ethics, the Unit shall notify the division of the Company responsible for procurement in order to exercise such contractual rights as may be appropriate, of which the Unit shall be informed.

5. If it is verified that a breach of the Governance and Sustainability System has occurred that is not covered by sections 2, 3 or 4 above, the Unit shall adopt the measures that it deems appropriate.

6. If the result of the investigation reveals the possible adoption of legal actions, the Unit shall give notice of the case file to the legal affairs division for purposes of commencing the relevant governmental or court actions in each case, of which the Unit must be informed. In particular, if the facts might indicate that a crime may have been committed,
the legal affairs division shall immediately forward the information to the Public Prosecutor's Office (Ministerio Fiscal), and it shall be forwarded to the European Public Prosecutor's Office if the facts affect the financial interests of the European Union.

Article 29. Protection of Personal Data

1. The delivery of personal information through the Internal Reporting Channels shall comply with the provisions of personal data protection legislation.

2. As a general rule, the party affected by the grievance or report shall be informed of the existence thereof at the time that the investigating officer commences the investigation proceedings. However, in those cases in which there is a significant risk that such notice may threaten the ability to effectively investigate the grievance or report or to collect any required evidence, notice to the affected person may be delayed for as long as such risk exists, pursuant to the provisions of personal data protection legislation.

3. Persons submitting a grievance or report through the Internal Reporting Channels must guarantee that the personal data provided are true, accurate, complete and up to date.

4. Data processed within the framework of the investigations shall be deleted in accordance with the provisions of personal data protection legislation.

5. Pursuant to the legal provisions applicable in each case, users of the Internal Reporting Channels may at any time exercise the rights of access, rectification, erasure, objection and limitation of processing of their personal data by sending a written communication to the registered office of the Company, in compliance with the legal requirements from time to time in effect, and indicating the specific right they wish to exercise.

TITLE VIII. AMENDMENT, COMPLIANCE AND INTERPRETATION

Article 30. Amendment

The amendment of these Regulations must be approved by resolution adopted by the Board of Directors on the initiative of the Board, of the chair thereof, of the Sustainable Development Committee, of the chair of the Unit, of one-third of the directors or of the members of the Unit itself, after a report from the Sustainable Development Committee unless the amendment is on the initiative thereof or of the Board of Directors itself.

Article 31. Compliance

1. The members of the Unit have the obligation to know and comply with these Regulations, for which purpose the secretary of the Unit shall provide them with a copy.

2. The Unit shall have the obligation to ensure compliance with these Regulations.

Article 32. Interpretation

1. These Regulations shall be interpreted in accordance with the Company's Governance and Sustainability System.

2. Any question or dispute regarding the interpretation of these Regulations shall be resolved by majority vote within the Unit itself, and in the absence of such resolution, by the chair of the Unit, who shall be assisted by the secretary or by such persons, if any, as may be appointed by the Unit for such purpose. The Sustainable Development Committee shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.

3. In the absence of a specific rule, the provisions of the Regulations of the Board of Directors regarding the operation of the Board and, in particular, those regarding the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and system for adopting resolutions, casting of votes in writing and without a meeting and approval of the minutes of meetings, shall apply to the Unit to the extent that they are not inconsistent with the nature thereof.

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10. Internal Rules on Composition and Duties of the Operating Committee

14 March 2023

Article 1. Purpose

Article 2. The Operating Committee as a Part of the Governance Structure of the Company and of the Group

Article 3. Duties of the Operating Committee

Article 4. Composition and Operation of the Operating Committee
Article 1. Purpose

1. The Board of Directors of “Iberdrola, S.A.” (the “Company”) has assumed an ongoing commitment to update and improve the Governance and Sustainability System of the Company. Accordingly, it has been promoting the approval of various internal rules that may contribute to enhancing the transparency of the corporate and governance structure of the group of which the Company is the controlling entity, within the meaning established by law (the “Group”).

2. In this context, these Internal Rules on Composition and Duties of the Operating Committee form part of the Company’s Governance and Sustainability System and constitute an instrument of efficiency, as well as a tool for bringing transparency to the shareholders, the Company’s other Stakeholders and the markets in general regarding an essential function in the organisation of the Company’s management, in furtherance of better coordination at the level of the Group and, therefore, in the interest of all of the companies that form a part thereof.

Article 2. The Operating Committee as a Part of the Governance Structure of the Company and of the Group

1. The governance structure of the Group described in the Policy for the Definition and Coordination of the Iberdrola Group and Foundations of Corporate Organisation duly distinguishes between day-to-day and effective management duties attributed to the head of business companies and the strategic supervision, organisation and coordination duties of the Company, which only exercises the duties of a holding company, and the country subholding companies, which strengthen these duties and further develop them in relation to the territories, countries or businesses decided by the Company’s Board of Directors.

2. The Operating Committee is an internal committee of the Company and engages in its activities under the management of and as directed by the chairman of the Board of Directors.

3. In particular, the Operating Committee provides technical support to the chairman of the Board of Directors and the chief executive officer, who assume, together with the other members of the management team, the duty of strategic supervision, organisation and coordination at the Group level through the dissemination, implementation and monitoring of the overall strategy and the basic guidelines for the management thereof established by the Company’s Board of Directors.

Article 3. Duties of the Operating Committee

1. A key function of the Operating Committee is to provide technical support to the chairman of the Board of Directors and to the chief executive officer in the duty of strategic supervision, organisation and coordination at the Group level in order to facilitate the development of the Business Model, based on the coexistence of a decentralised structure of decision-making processes and the global integration of the businesses.

2. In this regard, the Operating Committee shall establish methodologies, analysis systems, procedures for the supervision of decisions, and monitoring instruments at the level of the Group, in the interest and for the benefit of all the companies of which it is comprised, with due respect at all times for the scope of the day-to-day management and effective administration within the power of the corporate governance and management decision-making bodies of the head of business companies.

3. In order to perform its duties, the Operating Committee shall promote the establishment of internal rules (regarding investments and divestments, purchases, tender award procedures, corporate services, etc.) that shall serve as instruments of coordination for the benefit and in the interest of all the Group companies, thereby facilitating the supervision and monitoring of decision-making in order to ensure compliance with the overall management strategies and guidelines established by the Board of Directors of the Company, as the holding company.

Article 4. Composition and Operation of the Operating Committee

1. The chairman the Company’s Board of Directors shall determine the composition of the Operating Committee, having regard to the duties assigned thereto, and particularly the duty of providing technical support to the strategic supervision, organisation and coordination function at the Group level. In any event, the chief executive officer shall be part of the Operating Committee.

2. In order to better perform the duties thereof, at meetings of the Operating Committee, the chairman may request the appearance of the CEOs of the country subholding companies, provided that this favours appropriate strategic coordination at the Group level, as well as of other members of the management team of the Company and of the country subholding and head of business companies in order to facilitate an exchange of information in furtherance of better coordination and decision-making for the implementation of the overall management strategies and guidelines established within the boundary of the Group. Other people that the chairman deems appropriate may also attend its meetings as invitees, either regularly or at a specific meeting.
3. The Operating Committee shall be chaired and managed by the chairman of the Board of Directors, who shall establish the rules governing the operation thereof, and the chairman's chief of staff shall acts as its secretary.

4. In the performance of its duties, the Operating Committee shall fully respect the autonomy of the country subholding companies and the strengthened autonomy of the listed country subholding companies (as recognised in the Governance and Sustainability System), the rules governing the separation of regulated activities applicable in each jurisdiction, as well as the legal requirements of the various markets and regions in which the Group’s companies do business.

5. The members of the Operating Committee and other persons attending its meetings shall refrain from participating in any matter in which they may have a conflict of interest, particularly as a result of holding positions in listed companies of the Group or companies with minority shareholders.
Part IV. Market Abuse Prevention Rules

1. Internal Regulations for Conduct in the Securities Markets

2. Internal Rules for the Processing of Inside Information
1. Internal Regulations for Conduct in the Securities Markets

20 June 2023

PREAMBLE

PRELIMINARY TITLE. DEFINITIONS

Article 1. Definitions

TITLE I. SUBJECTIVE SCOPE OF APPLICATION

Article 2. Subjective Scope of Application

TITLE II. PROCESSING OF INSIDE INFORMATION

Article 3. Obligation to Disseminate Inside Information
Article 4. Delay in the Dissemination of Inside Information
Article 5. Inside Information Processing Obligations
Article 6. Market Manipulation
Article 7. Bookbuildings

TITLE III. INCLUSION IN REGISTERS

Article 8. Inclusion in the Register of Affected Persons
Article 9. Inclusion in the Register of Insiders
Article 10. Inclusion in the Register of Treasury Share Managers

TITLE IV. PERSONAL TRANSACTIONS IN AFFECTED SECURITIES

Article 11. Notice of Personal Transactions in Affected Securities
Article 12. Limitations on Personal Transactions in Affected Securities
Article 13. Portfolio Management
TITLE V. TREASURY SHARE TRANSACTIONS 387

Article 14. Treasury Share Transactions regarding Shares of the Company 387

TITLE VI. PERSONAL TRANSACTIONS BY TREASURY SHARE MANAGERS 388

Article 15. Restrictions on Personal Transactions by Treasury Share Managers 388
Article 16. Notice of Transactions in Affected Securities 388

TITLE VII. COMPLIANCE UNIT 388

Article 17. Rules Applicable to the Unit within the Framework of these Regulations 388

TITLE VIII. BREACH 390

Article 18. Breach 390

Annex 1 - Consent Statement for Affected Persons 391

Annex 2 - Consent Statement for Insiders 392

Annex 3 - Consent Statement for Treasury Share Managers 393

Annex 4 - Template for the Notification of Personal Transactions in Affected Securities by Affected Persons and Treasury Share Managers (other than Directors, Senior Officers and persons connected thereto) 395
PREAMBLE

The Internal Regulations for Conduct in the Securities Markets (the “Regulations”), which form a part of the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”), are issued for application thereof to the Company and the companies included within the group of which the Company is the controlling entity, within the meaning established by law (the “Group”). The Regulations set the rules governing the transparent management, control and communication of Inside Information, as well as for engaging in Treasury Share Transactions, imposing certain obligations, limitations and prohibitions on Affected Persons, Insiders and Treasury Share Managers, all in order to protect the interests of the investors in securities of the Company and of the other companies of its Group and to prevent and avoid any situation of wrongdoing, yet encouraging and facilitating the participation of its directors and professionals in the capital of the Company in strict compliance with applicable law.

PRELIMINARY TITLE. DEFINITIONS

Article 1. Definitions

For purposes of these Regulations, the following terms shall have the meaning set forth below:

a. External Advisers: those persons who, although not considered professionals of the Group’s companies, provide financial, legal, audit, consultancy or any other services to any company of the Group, in their own name or on behalf of another, and who have access to Inside Information because of the provision of such services.

b. CNMV: the National Securities Market Commission (Comisión Nacional del Mercado de Valores).

c. Administration and Control Division: the Company’s Administration and Control Division or such body as hereafter assumes the duties of such division.

d. Finance, Control and Corporate Development Division: the Company’s Finance, Control and Corporate Development Division or such body as hereafter assumes the duties of such division.

e. Confidential Documents: for purposes of these Regulations, documents, whatever the format thereof, that contain Inside Information.

f. Treasury Share Managers: the Head of Treasury Share Management and the other persons listed in letter c) of Article 2 below.

g. Inside Information: information of a precise nature, which has not been made public, relating directly or indirectly to the company, to any other company of the Group or otherwise, or to one or more Affected Securities or related derivative instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such Affected Securities or on the price of related derivative financial instruments.

In relation to commodity derivatives, information of a precise nature, which has not been made public, relating directly or indirectly to one or more of such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts and provided this is information that is reasonably expected to be disclosed or is required to be disclosed in accordance with law, market rules, contracts or practices or custom on the relevant commodity derivatives markets or spot markets, shall be deemed Inside Information.

In relation to greenhouse gas trading rights or auctioned products based on such rights, information of a precise nature, which has not been made public, relating directly or indirectly to one or more of such financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or of derivative financial instruments related thereto, shall be deemed Inside Information.

For these purposes, information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the Affected Securities or the related derivative financial instrument, as well as spot commodity contracts related thereto, or auctioned products based on emission rights.

In the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.
An intermediate step in a protracted process shall be deemed to be Inside Information if, by itself, it satisfies the criteria of Inside Information as referred to in this definition.

Finally, information a reasonable investor would be likely to use as part of the basis of his or her investment decisions shall be deemed “information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments or related spot commodity contracts, or auctioned products based on emission rights”.

h. Insiders: the persons listed in letter b) of Article 2 below.

i. Members of Management: group made up of (i) the members of the Company’s senior management, i.e. all those who report directly to the Board of Directors, to the chairman thereof or to the chief executive officer of the Company, and in every case, the director of the Internal Audit Area, as well as any other whose status as such is acknowledged by the Board of Directors; and (ii) those others who are classified as such by the Unit for purposes of these Regulations due to having regular or frequent access to information that may be deemed Inside Information and that are vested with powers to make managerial decisions affecting the future developments and business prospects of the Company.

j. Treasury Share Transactions: transactions carried out by the Company or by any of the companies of the Group in shares issued by the Company and in financial instruments and contracts of any kind, whether or not traded on Stock Exchanges or other organised secondary markets, which give the right to acquire or sell, or the underlying assets of which are, shares of the Company.

k. Personal Transactions: every transaction conducted for their own account by Affected Persons and Treasury Share Managers or by their corresponding Connected Persons relating to the Affected Securities or related derivative instruments as defined in applicable legal provisions.

l. Affected Persons: the persons specified in letter a) of Article 2 below.

m. Connected Persons: persons who maintain any of the following relationships with Affected Persons or Treasury Share Managers:
   - a spouse, or person considered to be equivalent to a spouse in accordance with Spanish law;
   - their dependent children;
   - a relative who has shared the same household or for which they are responsible for at least one year on the date of determination of the existence of said connection;
   - a legal person, trust or partnership, the managerial responsibilities of which are discharged by an Affected Person or Treasury Share Manager or by a person referred to in the preceding paragraphs (such managerial responsibilities being understood to only include a management or executive position by virtue of which the Affected Person participates in or influences the decisions of such person or entity with respect to transactions in Affected Securities), or which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person; or
   - other persons or entities considered as such under the legal provisions in effect from time to time.

n. Bookbuilding: the communication of inside and non-inside information to one or more potential investors, prior to the announcement of a transaction, in order to assess the market's interest in a potential transaction and the principal terms and conditions thereof, such as its potential price or volume, by sampling the interest of the investors contacted, provided that:
   - the transaction relates to: (a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made; (b) financial instruments traded on a multilateral trading facility, admitted to trading on a multilateral trading facility or for which a request for admission to trading on a multilateral trading facility has been made; (c) financial instruments traded on an over-the-counter organised market; or (d) financial instruments not covered by (a), (b) or (c), the price or value of which depends on or has an effect on the price or value of a financial instrument mentioned in those subparagraphs including, but not limited to, credit default swaps and contracts for difference; and
   - the transaction will target more investors than initially sounded out.

The disclosure of inside information shall also constitute Bookbuilding when a takeover bid for securities or a merger is intended to be made if: (a) the information is necessary to enable the holders of the securities being canvassed to form an opinion as to their willingness to tender their securities in connection with the bid or to vote in favour of the merger; and (b) the willingness of such holders to tender their securities or to vote in favour of the merger is reasonably necessary to make the decision to launch the takeover bid or the merger.
Conversely, communication of information in the context of an offer of securities that is addressed exclusively to qualified investors, as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council, for purposes of negotiating the contractual terms of their participation in a bond issue shall not constitute Bookbuilding.

Nor shall those operations or transactions that do not fall within the territorial scope of application of the Market Abuse Regulation (MAR) constitute Bookbuilding, without prejudice to compliance with the legal provisions applicable to the market in question.


p. Register of Treasury Share Managers: register governed by Article 10 below.

q. Register of Insiders: register governed by Article 9 below.

r. Register of Affected Persons: register governed by Article 8 below.

s. Persons Responsible for Inside Information: the heads of the various divisions or areas who specifically assume responsibility for leading an operation, transaction or internal process, in which information that may qualify as Inside Information is evidenced, received or generated, whether in the research or negotiation phase or at any other time or in any other situation.

t. Head of Treasury Share Management: the person appointed by the Finance, Control and Corporate Development Division as the person responsible for coordinating the Treasury Share Managers.

u. Head of Bookbuilding: the responsible person from the Finance, Control and Corporate Development Division in Bookbuildings regarding potential issues of and offers for securities and financial instruments, and the responsible person from the Corporate Development Division in Bookbuildings regarding potential mergers and takeover bids for securities.

v. Unit: the Company’s Compliance Unit, the internal body entrusted with the duty, among others, of ensuring compliance with these Regulations.

w. Affected Securities: (i) negotiable securities issued by the Company or other companies of the Group (excluding those issued by the listed country subholding companies that approve their own rules equivalent to these Regulations, as may be adapted to the particular legal provisions of the market on which their securities are traded, as well as the subsidiaries thereof) that have been admitted to trading or for which trading has been requested on an official secondary market or other regulated markets, within multilateral trading systems, organised trading systems or other organised secondary markets; (ii) financial instruments and contracts granting the right to acquire or transfer such securities; (iii) financial instruments and contracts whose underlying assets consist of the aforementioned securities, instruments or contracts; and (iv) securities, instruments and contracts of entities other than the Company and the other companies within the Group in respect of which Affected Persons and Insiders have obtained Inside Information because of their ties with the Company and, in any case, securities, instruments and contracts when so expressly determined by the Unit in order to best comply with these Regulations.

### TITLE I. SUBJECTIVE SCOPE OF APPLICATION

#### Article 2. Subjective Scope of Application

These Regulations shall apply to the following persons, to the extent applicable:

a. The directors, the secretary, the deputy secretaries and the legal counsel to the Board of Directors, as well as the secretaries of the committees of the Board of Directors and the Members of Management of the Company; as well as such other persons who, in accordance with applicable regulations at any time, are designated by the Unit -including, when appropriate, the members of the Unit itself- owing to their customary and recurring access to information that may be deemed to be Inside Information for purposes of the provisions of these Regulations.

b. Those persons who have temporary or interim access to Inside Information of the Company because of their participation or involvement in an operation, transaction or an internal process entailing access to Inside Information, during the time that they are included in a Register of Insiders under the provisions of Article 9 below, and until such time as the Inside Information that gave rise to the creation of such register is disclosed to the market by way of the notice required by applicable legal provisions or ceases to have such status for...
other reasons (for example, due to the suspension or abandonment of the operation or transaction giving rise to the Inside Information) and when so notified by the Unit or, by delegation therefrom, by the division or area responsible for the operation, transaction or internal process in question.

c. The Head of Treasury Share Management and those persons that the Unit, upon a proposal by the Company’s CFO, designates from among the professionals of the Finance, Control and Corporate Development Division due to their responsibility for the management of the Company’s treasury shares, as described in Article 14 of these Regulations, or due to having deemed it necessary to subject them to the rules contained in these Regulations based on their customary and recurring access to information regarding the actions of the Company with respect to Affected Securities.

d. Persons who, in the opinion of the Unit, should be subject to the provisions of these Regulations due to circumstances other than those indicated in the preceding sections, in accordance with the legal provisions in effect at any time.

TITLE II. PROCESSING OF INSIDE INFORMATION

Article 3. Obligation to Disseminate Inside Information

1. Unless a delay in dissemination thereof has been approved pursuant to the provisions of Article 4 of these Regulations, the Company shall publish all Inside Information that directly concerns it, as soon as possible, by reporting it to the CNMV upon the terms set forth in this Article 3. For these purposes, the Person Responsible for Inside Information shall be responsible for determining and deciding on the existence of the Inside Information and shall be required to immediately contact the secretary of the Board of Directors, and in the absence thereof any of the deputy secretaries of the Board of Directors, in order to prepare and send to the CNMV the corresponding notice of Inside Information.

2. Inside Information may not be disclosed by any other means without prior publication thereof on the website of the CNMV. Furthermore, the content of the Inside Information disclosed to the market by any information or communication channel other than the CNMV must be consistent with what is reported to the CNMV. In addition, any significant change that has occurred in previously reported Inside Information shall be disclosed to the market immediately by the same means.

3. The content of the report shall be truthful, clear and complete. The information shall be stated in a neutral manner, without bias or value judgements that prejudice or distort the scope thereof, applying the same standards to Inside Information regardless of whether it might favourably or unfavourably affect the price of the Affected Securities or of the derivative instruments related thereto.

4. Whenever possible, the content of the information must be quantified, with an indication, if appropriate, of the relevant amount. When dealing with approximations, such circumstance shall be specified, and an estimated range shall be provided when possible.

The report shall also include the background, references or points of comparison deemed appropriate, in order to facilitate an understanding and the scope thereof.

5. In those circumstances in which the Inside Information covered by the report refers to decisions, agreements or plans whose effectiveness is subject to prior or subsequent approval or ratification by another body, person, entity or public authority, such circumstance shall be specified.

6. If the Company discloses projections, forecasts or estimates of accounting, financial or operational figures containing Inside Information, it must comply with the following conditions:

a. Estimates or forecasts of accounting figures subject to basic assumptions used for the calculation thereof must have been prepared in a manner consistent with the accounting rules and principles applied in the preparation of the annual accounts and be comparable to the financial information published in the past and that must subsequently be disclosed by the Company.

b. These types of information must be clearly identified, specifying that they are projections, forecasts or estimates by the Company, which, as such, do not constitute guarantees that they will be met in the future and are subject to risks, uncertainties and other factors that might cause final performance and results to differ from the content of such projections, forecasts or estimates.

c. It must clearly distinguish whether the disclosures are operational goals or mere estimates or forecasts regarding the expected performance of the Company. It must also identify the time frame to which the estimates or forecasts refer and specify the basic assumptions upon which they are based.
Finally, the Company shall not misleadingly combine the disclosure to the market of Inside Information with the commercialisation of its activities.

7. Inside Information shall be transmitted to the CNMV in the manner established thereby, correcting any defect or disruption in the transmission of the information under the Company’s control as soon as practicable. In addition, it must expressly state that it is Inside Information and clearly identify the Company as the issuer, the subject matter of the information and the date and time of the communication, without prejudice to the information published by the CNMV pursuant to law.

8. In addition to the information specified in the preceding paragraph, the Company must also be in a position to communicate the following to the CNMV in connection with the disclosure of Inside Information:
   a. The name of the person who has provided the information.
   b. Security validation data.
   c. The format of the information communicated.
   d. If applicable, detailed information on any restriction imposed by the Company regarding the Inside Information.

9. Inside Information must be reported to the CNMV by the secretary of the Board of Directors or, in the absence thereof, by one of the deputy secretaries of the Board of Directors, by such person as is designated by any of the former, or by any other person with sufficient powers, within the deadlines and in accordance with the formalities established in applicable regulations.

10. The Company shall designate at least one authorised spokesperson before the CNMV to respond effectively and with sufficient speed to questions, verifications or requests for information by the CNMV regarding the disclosure of Inside Information.

11. Inside Information that is disclosed through the website of the CNMV shall be published on the Company’s corporate website. The Company shall post and maintain in chronological order on its corporate website and in an easily identifiable section, for a period of at least five years, all Inside Information it is required to disclose publicly, expressly stating for the record that the Inside Information that is published exactly corresponds with the information sent to the CNMV.

12. Meetings of a general nature with analysts, investors, the media and other Stakeholders must be planned in advance so as to ensure that persons participating in any such meetings do not disclose Inside Information that has not been previously disclosed to the market as indicated in this article.

Article 4. Delay in the Dissemination of Inside Information

1. Notwithstanding the provisions of Article 3 above, the Company, by decision of the Person Responsible for Inside Information, or upon a proposal thereof by decision of the body responsible for approval of the operation, transaction or internal process, may delay the public dissemination of the Inside Information if all of the following conditions are met:
   a. the decision is made as soon as possible after the Inside Information becomes known or is generated;
   b. immediate disclosure is likely to prejudice the legitimate interests of the Company;
   c. delay of disclosure is not likely to mislead the public; and
   d. the Company is able to ensure the confidentiality of that information.

In the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, the Company may delay the public disclosure of the Inside Information regarding each of the subsequent stages of such process, subject to the provisions of letters a), b), c) and d) above.

2. If a delay in the dissemination of the Inside Information is approved pursuant to section 1 above:
   a. the Person Responsible for Inside Information must immediately record the decision in accordance with the template approved by the Unit for such purpose, in a manner that ensures the maintenance thereof in a durable medium, upon the terms set forth in applicable legal provisions;
   b. for each operation, transaction or internal process that may involve access to Inside Information for which dissemination has been delayed, the Person Responsible for Inside Information shall immediately appoint a person in charge of the Register of Insiders, who must create it as soon as possible, in accordance with the provisions of Article 9 of these Regulations;
   c. as soon as possible, the Person Responsible for Inside Information must inform the Unit of the decision and the creation of the corresponding Register of Insiders; and

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Article 5. Inside Information Processing Obligations

1. Affected Persons and Insiders (except External Advisers) are required to be aware of and comply with the regulations and internal procedures established regarding the confidentiality of Inside Information, particularly the Internal Rules for the Processing of Inside Information.

2. In the case of External Advisers, a confidentiality undertaking must be signed with the Company prior to the transmission of any Inside Information by the Person Responsible for Inside Information, except when they are subject to a duty of professional secrecy under the rules of their profession. External Advisers shall be informed in any event of the inside nature of the information that will be provided to them and of the obligations they assume with respect thereto, as well as their obligation to create and keep up-to-date their own register of insiders in accordance with the provisions of the MAR, which shall include the persons of their organisation who have access to Inside Information. External Advisers shall be sent a written notice for this purpose in the form approved by the Unit, requesting them to state that they are aware of all of the foregoing.

3. There must be compliance at all times with the provisions of the Internal Rules for the Processing of Inside Information, especially with respect to the security measures for the custody, filing, reproduction and distribution of and access to the Inside Information.

4. Affected Persons in possession of Inside Information, and in any case all Insiders, must refrain from directly or indirectly engaging in the following conduct, whether for their own account or the account of another:

   a. Preparing or carrying out any kind of Personal Transaction in the Affected Securities to which the information refers, including the direct or indirect acquisition, transfer or assignment for their own account or that of another of the Affected Securities to which the Inside Information refers. The use of this type of information to cancel or modify an order regarding an Affected Security to which the Inside Information refers, whether for one's own account or that of third parties, shall also be deemed a Personal Transaction with Inside Information if the order is given prior to becoming aware of the Inside Information. They must also refrain from even attempting to engage in any of the foregoing transactions.

      This excludes preparing and carrying out transactions whose existence itself constitutes the Inside Information, as well as transactions in good faith effected pursuant to a pending obligation to acquire or transfer negotiable securities or financial instruments when such an obligation is contemplated in an agreement entered into before the Affected Persons or Insider in question has come into possession of the Inside Information, or by a manager pursuant to a discretionary portfolio management contract signed by an Affected Person, by his or her respected Connected Persons, or by an Insider, as well as other transactions effected in accordance with applicable legal provisions.

   b. Disclosing such information to third parties other than in the normal course of their work, profession or duties, provided, however, that those to whom the information is disclosed in the normal course of their work, profession or duties must be subject, by law or under contract, to a duty of confidentiality and that they have confirmed to the Company that they have the necessary means to protect it.

   c. Recommending to a third party that they engage in any of the transactions in Affected Securities referred to in letter a) above, or inducing them to do so, or to cause another to engage in said transactions based on Inside
Information (both if the person recommending or inducing the transactions knows or should know that the recommendation or inducement is based on Inside Information).

5. Affected Persons who have Inside Information, and any Insiders, shall also be required to:
   a. safeguard the confidentiality of the Inside Information to which they have access, without prejudice to their duties of communication and cooperation with court and administrative authorities under the terms set forth in the MAR and other applicable legal provisions;
   b. limit knowledge thereof strictly to those persons, inside or outside the Group's companies, for whom access to the knowledge is essential, with special care taken to ensure that no Treasury Share Manager has access thereto;
   c. adopt appropriate measures to prevent the Inside Information from being misused or abused; and
   d. give immediate notice to the Unit of any misuse or abuse of Inside Information of which they are aware.

6. Except for the circumstance provided for in Article 10.5 of these Regulations, the preceding sections 1 to 5 of this article shall not apply to Treasury Share Managers, who are not authorised to access Inside Information.

7. If a Treasury Share Manager gains access to Inside Information despite the precautions adopted in compliance with applicable law and the internal regulations of the Company in this area, they shall refrain from conducting, ordering or participating in the process of deciding on or implementing Treasury Share Transactions.

   In addition, the Treasury Share Manager must give immediate notice of such circumstance to the Unit, as well as the Company's CFO, who shall take the appropriate measures in such regard, including the temporary replacement of the person who has had access to the Inside Information in their duties with respect to treasury shares.

   If the Treasury Share Manager having access to the Inside Information is the Head of Treasury Share Management, and the measure consists of the temporary replacement thereof, the Company's CFO must simultaneously appoint another person to perform the duties of the Head of Treasury Share Management for so long as such measure remains in effect.

8. Affected Persons and Insiders in possession of Confidential Documents must act diligently in the use, handling and processing thereof and shall be responsible for their custody and preservation and for keeping them confidential.

9. Specifically, and without prejudice to any additional measures that may be established by the Unit, Affected Persons and Insiders shall subject the use, handling and processing of Confidential Documents to the provisions contained in the Internal Rules for the Processing of Inside Information (or, in the case of External Advisers, to similar provisions as may be in place at the organisations to which they belong).

10. The areas that handle Inside Information and any others as determined by the Unit shall not allow access to their records, files or computer systems to any Treasury Share Manager or to any person who is not a member thereof, unless authorised by the Person Responsible for Inside Information in the customary decision-making processes previously established by Company.

**Article 6. Market Manipulation**

1. Affected Persons, Treasury Share Managers and Insiders must refrain from preparing or engaging in any type of practice that might entail market manipulation. They must also refrain from even attempting to engage in any of said practices.

   Market conduct or practices allowed by the competent authorities in accordance with the standards set out in applicable legal provisions are excluded from this prohibition.

2. For these purposes, market manipulation shall include the following activities:
   a. entering into a transaction or placing an order to trade or any other behaviour which:
      (i) gives, or is likely to give, false or misleading signals as to the supply of, demand for or price of, an Affected Security; or
      (ii) secures, or is likely to secure, the price of one or more Affected Securities at an abnormal or artificial level; unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour has been carried out for legitimate reasons, and conform with an accepted market practice accepted by the CNMV;
   c. entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or more Affected Securities, which employs a fictitious device or any other form of deception or contrivance;
d. disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for or price of an Affected Security, or is likely to secure the price of one or more Affected Securities at an abnormal or artificial level, including the dissemination of rumours, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading; or

e. transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

Article 7. Bookbuildings

1. Whether or not Inside Information is shared, any Bookbuilding carried out directly by the Company or any other company of the Group itself to which these Regulations apply without the participation of any third party performing such Bookbuilding on behalf of the Group's companies must be carried out in compliance with the requirements established in this article and in applicable legal provisions.

2. Prior to any Bookbuilding, the Head of Bookbuilding must assess whether it involves the disclosure of Inside Information or inside information regarding financial instruments other than Affected Securities, recording his or her conclusion and the reasons leading thereto in writing. This assessment and recording shall be repeated with each new piece of information to be shared.

3. Prior to the communication of inside or non-inside information within the context of a Bookbuilding, the Head of Bookbuilding shall:

   a. Inform the Unit of the Bookbuilding to be performed, so that it can perform the duties assigned thereto by these Regulations.

   b. Obtain consent for the receipt of inside information from each of the persons receiving Bookbuilding invitations.

   c. Inform the person receiving a Bookbuilding invitation that he/she is prohibited from using the information he/she undertakes to maintain the confidentiality thereof.

   d. Establish the manner in which information will be transmitted, which may be in oral or written form, at physical meetings, through telephone calls or videoconferences, or by any other legal means. If by telephone, by videoconference or similar means of communication, procedures shall be put in place to ensure that communications are recorded after obtaining the consent of the recipients of the Bookbuilding invitation to such recording.

   e. Determine the standardised set of information to be shared equally with all recipients of the Bookbuilding invitation, which must respect the minimum content required by applicable legal provisions, and the sequence in which it should be produced.

   f. If inside information will be communicated within the context of the Bookbuilding, limit the bookbuilding to the content of the standardised set of information determined in accordance with the provisions of paragraph e) above, and comply with the sequential order established thereby, all in accordance with the legal provisions in force at any time.

   g. Prepare, or ensure that the designated person prepares, minutes or notes of non-recorded meetings or conversations, which must be signed by the recipients of the Bookbuilding invitation present at the non-recorded meeting or conversation.

4. If the Head of Bookbuilding believes that information that has been communicated to a person in the course of a Bookbuilding ceases to be inside information, the recipient shall be informed of that fact as soon as possible by conveying thereto: (a) the date and time such event took place; (b) the identity of the Company or Group company that carried out the Bookbuilding; (c) the transaction covered by the Bookbuilding; and (d) the date and time of the Bookbuilding.

5. The Head of Bookbuilding shall prepare, keep and maintain legally required records in relation to the Bookbuilding performed, which shall include at least the following information for each Bookbuilding: (a) the conclusion as to whether the information to be shared in the Bookbuilding is inside information; (b) the persons receiving the Bookbuilding invitations; (c) the standardised set of information shared; (d) the procedures designed to conduct the Bookbuilding; (e) where applicable, the information pursuant to which it has been concluded that the information communicated is no longer inside information and the notifications made in this regard; and (f) the communications of information made, including documents provided, telephone recordings, copies of documentation sent by correspondence, recordings of meetings by videoconference and minutes or notes of non-recorded meetings or conversations.

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.
6. Bookbuilding-related records must be prepared and maintained in accordance with any forms established by market abuse regulations applicable at any given time.

7. The Head of Bookbuilding shall keep the records referred to in the preceding sections for at least five years and must communicate them to the CNMV at its request, after informing the Unit.

8. If any financial intermediary or other third party performs Bookbuilding activities directly and on behalf of the Group's companies of the Group, the Company or Group company concerned shall ensure that when its services are contracted, the financial intermediary accepts the obligation to comply with such provisions.

TITLE III. INCLUSION IN REGISTERS

Article 8. Inclusion in the Register of Affected Persons

1. Affected Persons, as well as Persons Connected to directors and to Members of Management, shall be included in the corresponding Register of Affected Persons, which the Unit shall be responsible for preparing and updating. Such register shall contain at least the following information:
   a. Identity of the Affected Persons, and in the case of directors and Members of Management, of their respected Connected Persons.
   b. Reason why such persons have been included in the Register of Affected Persons.
   c. Dates and times of creation and update of such register.

2. The Register of Affected Persons shall be updated immediately in the following cases:
   a. When there is a change in the reasons why a person is included in the register.
   b. When it is necessary to add a new person to the register, in which case there shall be a notation of the date and time when such circumstance occurred as well as the reasons why they are being added.
   c. When an Affected Person included in the Register of Affected Persons ceases to have customary and recurring access to Inside Information, in which case the date and time when such circumstance occurs shall be noted.

The Unit shall review, at least on an annual basis, the identity of the persons forming part of the Register of Affected Persons.

3. The data contained in the Register of Affected Persons must be kept for at least five years from the date of creation of the register or, if subsequent thereto, from the last update thereof. However, if an Affected Person loses this status and therefore ceases to be registered in the Register of Affected Persons, the Unit must keep the data regarding such person for a period of five years from the person losing the status of Affected Person.

4. The Unit shall inform the secretary of the Board of Directors and other Affected Persons (other than those indicated in the paragraph immediately below) of their inclusion in the Register of Affected Persons by means of a communication in the form approved by the Unit. This communication shall also inform them that they are subject to the Regulations and of the rights and duties thereunder, their obligation to comply with the Internal Rules for the Processing of Inside Information, the prohibition against the use of Inside Information and the violations and penalties deriving from a failure to comply with said rules, as well as the relevant legal provisions on the protection of personal data. They must also be sent a copy of these Regulations and of the Internal Rules for the Processing of Inside Information.

If the Affected Persons are the directors, the deputy secretaries, the legal counsel to the Board of Directors or the secretaries of the committees of the Board of Directors, the Unit shall send the communication referred to in the immediately preceding paragraph to the secretary of the Board of Directors for the secretary to forward it thereto.

5. Directors and Members of Management must give written notice to their respective Connected Persons of the obligations arising from these Regulations and maintain a copy of the corresponding communication.

6. No later than fifteen days after receiving a copy of these Regulations and of the Internal Rules for the Processing of Inside Information, Affected Persons must deliver to the Unit a duly signed consent statement, which is attached as Annex 1 hereto, and which shall be maintained by the Unit.

In the case of the directors, the secretary, the deputy secretaries, the counsel to the Board of Directors and the secretaries of the committees of the Board of Directors, the form of consent statement included in said annex or such other statement determined by the secretary of the Board of Directors to such end shall be used, and the secretary shall send these signed consent statements to the Unit for filing.

7. The Unit shall keep a copy of the Register of Affected Persons in electronic format, which shall be made available to the supervisory authorities. The electronic format shall at all times ensure:
Article 9. Inclusion in the Register of Insiders

1. The Person Responsible for Inside Information shall appoint a person in charge of creating and updating a Register of Insiders in accordance with the template approved by the Unit, which shall at all times include the information that must appear in registers of insiders in accordance with applicable legal provisions.

The person responsible for any Register of Insiders must provide a copy thereof to the Unit.

Registers of Insiders must be updated in the same instances as the Register of Affected Persons. In addition, the data contained in a Register of Insiders must be kept at least for five years from the date of creation of the register, or if subsequent thereto, from the last update thereof.

2. The person responsible for a Register of Insiders shall send by email a notice following the form approved by the Unit addressed to the persons listed therein and informing them of the rights and the circumstances mentioned in Article 8.4 above, the prohibition against engaging in transactions in Affected Securities while they are Insiders, their duty of confidentiality regarding the Inside Information, the prohibition against the use thereof, the violations and penalties and that may derive from the improper use of Inside Information, the obligation to comply with the provisions of the Internal Rules for the Processing of Inside Information, as well as their obligation to inform such responsible person of the identity of any other persons to whom Inside Information is provided in the ordinary course of their work, profession or duties, in order for such persons to also be included in the Register of Insiders.

The person responsible for a Register of Insiders shall include in the notice referred to in the immediately preceding paragraph a copy of the versions of the Regulations and of the Internal Rules for the Processing of Inside Information published on the corporate website. Likewise, there shall be included in such notice the obligation of each of the Insiders to send to the person responsible for the Register of Insiders the form of consent statement attached hereto as Annex 2, duly completed and signed, within forty-eight hours of receipt of such notice. Alternatively, if the person responsible deems it appropriate, the statement may be made by email responding to the notice sent by the person responsible for the Register of Insiders, acknowledging their inclusion in the Register of Insiders and stating that they are aware of the legal and regulatory obligations that this entails (including applicable penalties).

If a Register of Insiders is closed, the person responsible for said register shall give written notice of this circumstance to the Unit. He or she shall also give notice of such circumstance to the persons appearing therein by means of a communication in the form approved by the Unit, notifying them of the loss of their status as Insiders in relation to the operation, transaction or process that gave rise to the opening of the register in question and of the lifting of the restrictions provided for in the notice referred to in the first paragraph of this Article 9.2.

3. Communications to the directors, the secretary, the deputy secretaries and the legal counsel to the Board of Directors or to the secretaries of the committees of the Board of Directors shall be channelled through the Office of the Secretary of the Board of Directors. For these purposes, the person responsible for a Register of Insiders must inform the Office of the Secretary of the Board of Directors regarding the inclusion in said register of any of these people, as well as the closure thereof.

4. The Unit shall keep a copy of the Registers of Insiders in electronic format, which shall be made available to the supervisory authorities. The electronic format shall at all times ensure:
   a. the confidentiality of the information included;
   b. the accuracy of the information appearing in the Register of Insiders; and
   c. access to prior versions of said register and to the retrieval thereof.

Article 10. Inclusion in the Register of Treasury Share Managers

1. Treasury Share Managers shall be included in the corresponding Register of Treasury Share Managers, the preparation and update of which shall be the responsibility of the Unit, in accordance with the templates legally established for this purpose. Such register shall contain the following information:
   a. Identity of the Treasury Share Managers.
   b. Reason why such persons have been included in the Register of Treasury Share Managers.
   c. Dates and times of creation and update of such register.
2. The Register of Treasury Share Managers shall be immediately updated in the following cases:
   a. When there is a change in the reasons why a person is included in the register.
   b. When it is necessary to add a new person to the register.
   c. When the Unit, upon a proposal of the Company's CFO, finds that a person who appeared in the Register of Treasury Share Managers should be removed therefrom because such person ceases to participate in the Company's Treasury Share Transactions, in which case the date and time when such circumstance occurs shall be noted.

The Unit shall review, at least on an annual basis, the identity of the persons forming part of the Register of Treasury Share Managers.

3. The data contained in the Register of Treasury Share Managers must be kept for at least five years from the date of creation of the register or, if subsequent thereto, from the last update thereof. However, if a Treasury Share Manager loses this status and therefore ceases to be registered in the Register of Treasury Share Managers, the Unit must keep the data regarding such person registered in the Register of Treasury Share Managers for a period of five years from the person losing the status of Treasury Share Manager.

4. The Unit shall inform Treasury Share Managers of their inclusion in the Register of Treasury Share Managers and of the rights and circumstances provided for in Article 8.4 above. If they have had access to any Inside Information despite the precautions taken in compliance with applicable law and the Company's internal regulations in this area, the Treasury Share Managers shall be required to immediately inform the Unit and the Company's CFO of this circumstance in order to comply with Article 14.2 of these Regulations; in this case, the Unit shall inform Treasury Share Managers of the need to refrain from engaging in, ordering or participating in the process of deciding upon Treasury Share Transactions and of the special obligation of confidentiality that they assume with respect to Treasury Share Transactions.

5. If it is decided, with the approval of the Company's CFO, that a Treasury Share Manager will participate in a transaction, in the investigation or negotiation phase, during which information susceptible of being considered Inside Information is received, the Treasury Share Manager shall refrain from engaging, ordering or participating in the process of deciding on or implementing Treasury Share Transactions. The Treasury Share Manager must also be removed from the Register of Treasury Share Managers, noting the date on which circumstance occurs, and shall be included in the Register of Insiders for the transaction. Once the Treasury Share Manager is removed from such Register of Insiders, the Treasury Share Manager shall again be included in the Register of Treasury Share Managers after authorisation from the Company's CFO and the director of the Unit, noting the date of inclusion thereof. If the Treasury Share Manager affected by the measure is the Head of Treasury Share Management, the Company's CFO must simultaneously appoint another person to perform the duties of Head of Treasury Share Management until the Head of Treasury Share Management is once again included.

6. No later than fifteen days after receiving a copy of these Regulations, the Treasury Share Managers must deliver to the Unit, duly signed, the form of consent statement attached as Annex 3 hereto.

7. The Unit shall keep a copy of the Register of Treasury Share Managers in electronic format, which shall be made available to the supervisory authorities. The electronic format shall at all times ensure:
   a. the confidentiality of the information included;
   b. the accuracy of the information appearing in the Register of Treasury Share Managers; and
   c. access to prior versions of said Register and to the retrieval thereof.

TITLE IV. PERSONAL TRANSACTIONS IN AFFECTED SECURITIES

Article 11. Notice of Personal Transactions in Affected Securities

1. Within three working days of carrying out any Personal Transactions, Affected Persons and Treasury Share Managers shall send a notice to the Unit, by any means allowing for the receipt thereof, indicating the reason for the notice, the date and place, the type, the volume, the price, the number and description of the Affected Securities, the market on which the Personal Transaction has been carried out, where applicable, as well as, where applicable, the identity of the Connected Person performing the Personal Transaction or the intermediary through which the transaction was effected, all in accordance with the template attached hereto as Annex 4.
Article 12. Limitations on Personal Transactions in Affected Securities

1. Affected Persons, Treasury Share Managers and their corresponding Connected Persons may not conduct Personal Transactions in Affected Securities:

   a. During a period of thirty calendar days prior to the date provided for the disclosure by the Company to the markets of the content of the half yearly or yearly financial report. In any event, the Unit may provide that the aforementioned period be greater and may also apply the rules on prohibition against Personal Transactions in Affected Securities to other cases in which said prohibition is advisable due to the nature thereof. The Unit shall communicate to Affected Persons and Treasury Share Managers both the order prohibiting Personal Transactions in Affected Securities as well as the lifting of the suspension.

      For purposes of clarification, neither the acquisition of shares as a result of the delivery thereof by the Company as remuneration nor the subscription of shares in capital increases with a charge to reserves in the exercise of the free-of-charge allocation rights given to the Affected Persons as owners of the Company’s shares shall be deemed Personal Transactions in Affected Securities subject to the restrictions established in the immediately preceding paragraph. However, during the period referred to in the immediately preceding paragraph, the sale of said free-of-charge allocation rights shall require the prior approval of the Unit.

   b. When they have Inside Information concerning the Affected Securities or the issuer thereof pursuant to the provisions of Article 5 of these Regulations, except for the instances provided for therein.

   c. When expressly determined by the Unit in order to best comply with these Regulations.

   In any event, the Unit may decide that the conduct of any Personal Transactions in Affected Securities or of those transactions whose amount exceeds a certain threshold be submitted for its prior authorisation, of which it shall notify the Affected Persons and the Treasury Share Managers.

2. Insiders may not conduct transactions in Affected Securities while they have such status, except in the instances set forth below and in Article 5 of these Regulations.

   For purposes of clarification, Insiders may acquire shares as a result of the delivery thereof by the Company as remuneration in kind and subscribe shares in capital increases with a charge to reserves, in the exercise of the free-of-charge allocation rights given to Insiders as owners of the Company’s shares shall be deemed Personal Transactions in Affected Securities. However, for so long as they maintain such status, Insiders may not sell said free-of-charge allocation rights or the shares received as remuneration in kind or subscribed in the exercise of said free-of-charge allocation rights.
If Insiders have any question regarding the scope of the prohibition set forth in this section, they must submit them to the director of the Unit, who may forward them to the Unit. Insiders must refrain from taking any action until they have received an answer to their inquiry from the director of the Unit.

3. Without prejudice to Articles 5 and 6 of the Regulations and other applicable rules, the Unit may authorise Affected Persons and their respected Connected Persons to engage in Personal Transactions for a limited period of time within the period set out in letter a) of section 1 above, in any of the following instances:

   a. In exceptional circumstances, such as severe financial difficulty, which require the immediate sale of the Affected Securities, in any case after a written request addressed to the Unit (or to the Secretary of the Board of Directors in the case of directors, the secretary, the deputy secretaries or the legal counsel of the Board of Directors), as well as the secretaries of the committees of the Board of Directors) describing and providing the reasons for the Personal Transaction by the relevant Affected Person.

   b. Personal Transactions within the framework of or relating to share incentive plans or regarding pre-emptive subscription rights or bonus shares.

   c. Personal Transactions where the beneficial interest in the relevant security does not change.

   In any event, the Affected Person must demonstrate to the Unit that the specific Personal Transaction cannot be effected at another moment in time that is not during the closed period set out in letter a) of section 1 above.

4. If Affected Persons (other than members of the Board of Directors, deputy secretaries and the legal counsel to the Board of Directors, as well as the secretaries of the committees) have any questions regarding Personal Transactions in Affected Securities, they must submit them to the director of the Unit, who may forward them to the Unit. Affected Persons must refrain from taking any action until they have received an answer to their inquiry from the director of the Unit. By way of exception, directors (as well as deputy secretaries, the legal counsel to the Board of Directors and the secretaries of the committees of the Board of Directors) shall follow the same procedure, submitting their questions to the Office of the Secretary of the Board of Directors, which will make a decision in consultation, if applicable, with the director thereof.

**Article 13. Portfolio Management**

Whenever any Affected Person or Treasury Share Manager or their respective Connected Persons sign a discretionary portfolio management contract, such contract shall be deemed to be a Personal Transaction in Affected Securities. Therefore, the following rules shall apply to such contracts:

   a. Authorisation: the formalisation of discretionary portfolio management contracts by Affected Persons, Treasury Share Managers or their respective Connected Persons shall require the prior authorisation of the Unit, which shall verify that the contract will comply with the provisions of the paragraph c) below. A denial of the authorisation shall be duly substantiated.

   b. Communication: after obtaining the authorisation referred to in the preceding letter, Affected Persons (other directors, the secretary, the deputy secretaries and the legal counsel of the Board of Directors, as well as the secretaries of the committees of the Board of Directors) and the Treasury Share Managers must report to the Unit any portfolio management contracts that they formalise within three business days of the date of execution, and must provide the aforementioned body, on a half yearly basis, with a copy of the information sent to them by the portfolio manager in relation to the Affected Securities, including the date, number, price and type of transactions conducted, all without prejudice to the provisions of Article 11. The directors, the secretary, the deputy secretaries and the legal counsel to the Board of Directors, as well as the secretaries of the committees of the Board of Directors, shall send such notifications upon the same terms to the Office of the Secretary of the Board of Directors.

   c. Contracts: the discretionary portfolio management contracts must expressly state that they are subject to these Regulations.

   They must also contain an express instruction to the manager to refrain from engaging in those transactions in Affected Securities that are prohibited by these Regulations.

   By way of exception to the provisions of the immediately preceding paragraph, discretionary portfolio management contracts that do not contain the aforementioned instruction may be executed if they are executed at a time when the Affected Persons or the Treasury Share Managers or corresponding Connected Person is not in possession of Inside Information and if it is absolutely and irrevocably guaranteed in said contracts:

   (i) that the transactions shall be carried out without the participation of above persons, and therefore exclusively using the professional judgement of the manager and in accordance with the criteria generally applied to customers with similar financial and investment profiles; and
(ii) that the corresponding transaction in Affected Securities shall be immediately disclosed in order for the
above persons to be able to comply with their duty of disclosure pursuant to the provisions of Article 11 of
these Regulations.

c. Prior contracts: Contracts formalised prior to the effectiveness of these Regulations or to the consideration of a
person as an Affected Persons or a Treasury Share Manager must be adapted to the provisions set forth herein.
Until such adaptation occurs, Affected Persons or Treasury Share Managers or their corresponding Connected
Persons shall direct the manager not to carry out any transaction in the Affected Securities.

TITLE V. TREASURY SHARE TRANSACTIONS

Article 14. Treasury Share Transactions regarding Shares of the Company

1. Treasury Share Transactions shall always pursue lawful aims, such as, among others, providing investors with sufficient
liquidity and depth in the trading of shares of the Company; stabilising the price of the shares after a public offering for
the sale or subscription of shares through the loan by the Company of its own shares and the grant to the underwriters
of the transaction of an option to purchase or subscribe the shares, implementing programmes for the purchase
of the Company’s own shares approved by the Board of Directors under the corresponding authorisation of the
shareholders acting at a General Shareholders’ Meeting, complying with legitimate previously agreed commitments,
or any other purpose allowed under applicable law.

2. Treasury Share Transactions by the Group’s companies shall in no event be carried out based on Inside Information.

3. The management of treasury shares shall be implemented with complete transparency in the relations with
supervisors and with market regulators.

4. The Finance, Control and Corporate Development Division, as the body responsible for conducting Treasury Share
Transactions, shall perform the following duties:

   a. Appoint the Head of Treasury Share Management, who will report monthly to the Audit and Risk Supervision
      Committee on trading in own shares of the Company and financial instruments and contracts of any kind traded
      on organised secondary markets that give the right to acquire or whose underlying assets are such shares.

   b. Manage treasury shares in accordance with the provisions of this article.

   c. Monitor the listing price of the Company’s shares on the markets.

   d. Keep a file of all Treasury Share Transactions that have been ordered and carried out.

   e. Through the Head of Treasury Share Management, inform the Unit, at the request thereof, regarding changes
      in the price of the Company’s shares on the markets and regarding Treasury Share Transactions carried out, as
      well as report such transactions to the CNMV in compliance with applicable rules and regulations and with the
      liquidity agreement that the Company has signed or is going to sign with a market member.

5. If Treasury Share Managers have any inquiries regarding transactions in Affected Securities, they must submit them to
the Company’s CFO, who may respond thereto or send them to the director of the Unit for resolution or, if the director
of the Unit deems it appropriate, for forwarding to the Unit. Treasury Share Managers must refrain from taking any
action until they obtain the corresponding answer to their inquiry from the Company’s CFO or the director of the Unit,
as applicable.

6. The Company shall endeavour to ensure that treasury share management is separate and apart from the rest of its
activities and that Treasury Share Transactions are avoided or reduced during those periods that are blocked pursuant
to applicable legal provisions. For such purposes, Treasury Share Managers shall make a special commitment to
maintain confidentiality with respect to Treasury Share Transactions.

7. In Treasury Share Transactions, the companies of the Group shall observe, in addition to the provisions of this article,
all obligations and requirements that may arise from applicable legal provisions as well as the standards provided for
in the Treasury Share Policy, avoiding any conduct that might constitute market abuse.
TITLE VI. PERSONAL TRANSACTIONS BY TREASURY SHARE MANAGERS

Article 15. Restrictions on Personal Transactions by Treasury Share Managers

1. Treasury Share Managers shall refrain from using corporate resources of the Company to enter into transactions for their own account in any securities or financial instruments, including the Affected Securities.

2. Treasury Share Managers shall refrain from entering into advance transactions for their own account regarding Affected Securities when they are aware of upcoming activities of the Company regarding its own shares, as well as from entering into any other transactions that constitute a use for their own benefit of the information obtained as a result of their participation in the management of the Company’s treasury shares.

Article 16. Notice of Transactions in Affected Securities

1. Without prejudice to other obligations to notify the Unit set forth in these Regulations, Treasury Share Managers shall notify the Unit by any means that allows for the receipt thereof, in advance and at least twenty-four hours prior to giving the relevant order, of the intention to enter into transactions for their own account in Affected Securities.

   If the notice cannot be provided with the minimum advance period of twenty-four hours due to reasons of urgency, it may be made with a lesser period of advance notice, but in such case the prior authorisation of the director of the Unit must be obtained before entering into the corresponding transaction.

2. The register of notices referred to in Article 11.4 of these Regulations shall also include the notices referred to in this article.

TITLE VII. COMPLIANCE UNIT

Article 17. Rules Applicable to the Unit within the Framework of these Regulations

1. The Unit shall ensure that these Regulations are observed, and its duties for such purpose shall include:

   a. Promoting the awareness by Affected Persons, Treasury Share Managers and Insiders and within the boundary of the Group generally of these Regulations and other rules governing conduct with respect to the securities markets.

   b. Answering any questions or queries that may arise in connection with the content, interpretation, application or fulfilment of these Regulations, without prejudice to the possibility of submitting to the Board of Directors those issues that the Unit deems necessary or appropriate.

   c. Determining the persons who are to be considered Affected Persons for purposes of these Regulations pursuant to the provisions of Article 2.

   d. Preparing and updating the Register of Affected Persons and the Register of Treasury Share Managers as provided for in Articles 8 and 10 above.

   e. Informing Affected Persons and Treasury Share Managers of their inclusion in the Register of Affected Persons and Register of Treasury Share Managers, respectively, and of the other circumstances referred to in Articles 8.4 and 10.4 above, as applicable.

   f. Keeping a copy of the Register of Affected Persons, of the Register of Insiders and of the Register of Treasury Share Managers in electronic format and available to the supervising authorities, in accordance with and upon the terms set forth in Articles 8, 9 and 10 above.

   g. Determining the securities, instruments and contracts that are to be considered Affected Securities for purposes of these Regulations pursuant to the provisions of letter w) of Article 1 above.

   h. Giving the relevant authorisations so that Affected Persons, Treasury Share Managers or their Connected Persons may enter into a discretionary portfolio management agreement in accordance with the provisions of Article 13 above.

   i. Notifying Affected Persons and Treasury Share Managers of both the orders prohibiting Personal Transactions in Affected Securities set forth in Article 12.1.a) and the lifting of the suspension.
j. Determining the Personal Transactions in Affected Securities that are deemed to be prohibited pursuant to the provisions of Article 12.1.c) above and providing the appropriate notices to the Affected Persons and Treasury Share Managers of both the orders prohibiting Personal Transactions in Affected Securities under such provision as well as the lifting of the suspension.

k. Establishing and modifying criteria, definitions and procedures in connection with the duties and obligations established in these Regulations when deemed necessary for the correct interpretation and implementation hereof.

l. Proposing to the Board of Directors security measures for the custody, filing, reproduction, distribution of and access to Inside Information for inclusion in the Internal Rules for the Processing of Inside Information.

m. Determining, if appropriate, pursuant to the provisions of Article 5.10 above, the areas with registers, files and computer systems that should have restricted access despite not having Inside Information.

n. Keeping on file and keeping custody, for at least five years, of all communications sent thereto in compliance with these Regulations.

o. Developing the procedures and rules deemed appropriate for the application of these Regulations, which may be regularly submitted for assessment to an internal or external body or entity that shall in all cases be independent of the Unit, and that shall review the effectiveness and conformity of such procedures and rules with the application of these Regulations.

p. Making immaterial changes, or those required by legal provisions, to the annexes to these Regulations.

q. Any other specific or permanent duty that may be assigned thereto by the Board of Directors of the Company.

2. The Unit may request such data and information from the Finance, Control and Corporate Development Division and any other division of the Company as it deems necessary for the performance of its duties.

3. The Unit shall inform the Sustainable Development Committee of the measures taken to promote awareness of and ensure compliance with these Regulations and the applicable rules and regulations concerning the securities markets at least on an annual basis, and whenever it may see fit or be required to do so.

4. In addition, on an annual basis after the close of each financial year, the Unit shall notify both the Office of the Secretary of the Board of Directors and the Finance, Control and Corporate Development Division of the main conclusions and resolutions it adopts in the performance of the duties entrusted thereto under these Regulations. For purposes of clarification, said notice must include: any decisions made by the Unit and the actions taken under paragraphs b), c), g), i), j), k), l) and o) of section 1 above; the Unit’s interpretations of aspects of these Regulations that have given rise to questions; and other issues that the Unit deems necessary or appropriate.

5. The Unit may include content within the Employee Portal in order to promote awareness of these Regulations and of the rules for conduct by the professionals of the Group’s companies in the securities markets, as well as to establish software applications so that Affected Persons, Treasury Share Managers and Insiders have the possibilities set forth below, by way of example and not limitation:

a. To view these Regulations.

b. To view its implementing rules that are approved by the Board of Directors or the Unit itself.

c. To be aware of the interpretations of the Unit regarding aspects of these Regulations that have given rise to questions.

d. To download the forms required to seek authorisations or make any mandatory communications.

e. To inform the Unit, through software applications, of their transactions in Affected Securities, pursuant to the provisions of Articles 11 and 16 of these Regulations, as applicable, or such other transactions for which notice must be given pursuant to these Regulations.

f. To inform the Unit through e-mail of any misuse or disloyal use of Inside Information of which they are aware, pursuant to the provisions of Article 5.5.d) of these Regulations.

6. The members of the Unit shall maintain secrecy regarding the deliberations and resolutions of this body, shall generally refrain from disclosing the information, data, reports or background to which they have access in the performance of their duties, and shall refrain from making use thereof for the benefit of themselves or third parties, without prejudice to the transparency and reporting obligations provided for in the Company’s Governance and Sustainability System and by applicable law. The duty of confidentiality of the members of the Unit shall survive even after the members no longer hold such position.
TITLE VIII. BREACH

Article 18. Breach

Failure to comply with the provisions of these Regulations shall have the consequences provided for by applicable law.
Annex 1

Consent Statement for Affected Persons

To the Compliance the Compliance Unit of IBERDROLA, S.A.

The undersigned, ........................................................................, born on .........., with current Tax ID Number (NIF) ............., with a personal address at .........., with professional fixed and mobile phone numbers ................ and personal fixed and mobile numbers ................, in his/her capacity as an Affected Person, declares that he/she has received a copy of the Internal Regulations for Conduct in the Securities Markets of IBERDROLA, S.A. (the “Regulations”) and of the Internal Rules for the Processing of Inside Information, and expressly represents that he/she is in agreement with the content of both documents [and has given written notice to his/her Connected Persons of the obligations arising from the Regulations].

In addition, the undersigned declares that he/she has been informed that:

i. Pursuant to the provisions of Law 6/2023 of 17 March on the Securities Market and Investment Services (the “Securities Market Act”), the improper use of the Inside Information to which he/she may have access, as well as a breach of the other obligations provided for in the Regulations, might amount to a serious or very serious infringement or the crime of abuse of inside information in the stock exchange market contemplated in Articles 285, 285 bis, 285 ter and 285 quater of Law 10/1995 of 23 November Implementing the Criminal Code (the “Criminal Code”).

ii. The improper use of Inside Information, as well as a breach of the other obligations provided for in the Regulations, may be punished in the manner provided for by Sections 312 and 313 of the Securities Market Act and by Articles 285, 285 bis and 285 quater of the Criminal Code, with fines, special disqualifications, public reprimands, removal from office and imprisonment.

Capitalised terms not defined in this statement shall have the meaning ascribed thereto in the Regulations.

Pursuant to the provisions of Regulation (EU) 2016/679 of 27 April 2016 and Implementing Law 3/2018 of 5 December on the Protection of Personal Data and guarantee of digital rights, the undersigned declares that he/she has been informed that his/her data of a personal nature contained in this statement and provided subsequently on occasion of the notifications made in compliance with the Regulations will be processed under the responsibility of IBERDROLA, S.A., domiciled in Bilbao (Biscay), at Plaza Euskadi, número 5, for purposes of (i) the implementation and control of the provisions of the Regulations, and (ii) compliance with legal obligations. The processing is necessary for such purposes and the legal basis is compliance with legal obligations.

The undersigned also declares that he/she is aware that the Data Protection Officer of IBERDROLA, S.A. may be contacted at the following email address: dpo@iberdrola.es.

The undersigned has been informed that his/her personal data may be communicated to government agencies, including the National Securities Market Commission, to comply with legal obligations of IBERDROLA, S.A., that his/her personal data will be maintained for so long as he/she is considered an Affected Person by the Compliance Unit of IBERDROLA, S.A. and that, after said period, said personal data will be maintained until the passage of the limitations period on potential legal actions.

In addition, the undersigned declares that he/she has been informed that he/she may exercise the rights of access, rectification, deletion, limitation, portability or opposition, based on the provisions of applicable law in connection therewith, by contacting IBERDROLA, S.A. in writing at the address set forth above. The undersigned also declares that he/she has been informed of the right thereof to file a claim with the Spanish Data Protection Agency.

[Finally, for purposes of their inclusion in the Register of Affected Persons of the Company, he/she declares that his/her Connected Persons are the following:

i. [Name of Person Connected to the director or Member of Management and national identity document or passport number.]

ii. [Name of Person Connected to the director or Member of Management and national identity document or passport number.]

The undersigned declares that he/she has previously informed his/her Connected Persons regarding the processing of their personal data by IBERDROLA, S.A. and of their respective rights, on the terms set forth above, and undertakes to provide to IBERDROLA, S.A., upon request at any time, written evidence thereof.]²

In ............., on this ............ day of 20.....

Signed: ____________________________

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¹ The bracketed text must be included if the Affected Person is a director or Member of Management (as this term is defined in the Regulations).
² The bracketed text must be included if the Affected Person is a director or Member of Management (as this term is defined in the Regulations).

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Annex 2

Consent Statement for Insiders

To the Compliance Unit of IBERDROLA, S.A.³

The undersigned, ............................................................................................, born on .........., with current Tax ID Number (NIF) .............., with a personal address at ............, with professional fixed and mobile phone numbers .............. and personal fixed and mobile phone numbers .............., in his/her capacity as an Insider, declares that he/she has received a copy of the Internal Regulations for Conduct in the Securities Markets of IBERDROLA, S.A. (the "Regulations") and of the Internal Rules for the Processing of Inside Information and expressly represents that he/she is in agreement with the content of both such documents.

In addition, the undersigned declares that he/she has been informed that:

i. Pursuant to the provisions of Law 6/2023 of 17 March on the Securities Market and Investment Services (the "Securities Market Act"), the improper use of the Inside Information to which he/she may have access, as well as a breach of the other obligations provided for in the Regulations, might amount to a serious or very serious infringement or the crime of abuse of inside information in the stock exchange market contemplated in Articles 285, 285 bis, 285 ter and 285 to the provisions of Law 6/2023 of 17 March on the Securities Market and Investment Services (the "Securities Market Act"), the improper use of the Inside Information to which he/she may have access, as well as a breach of the other obligations provided for in the Regulations, might amount to a serious or very serious infringement or the crime of abuse of inside information in the stock exchange market contemplated in Articles 285, 285 bis, 285 ter and 285 quater of Law 10/1995 of 23 November Implementing the Criminal Code (the "Criminal Code").

ii. The improper use of Inside Information, as well as a breach of the other obligations provided for in the Regulations, may be punished in the manner provided for by Sections 312 and 313 of the Securities Market Act and by Articles 285, 285 bis and 285 quater of the Criminal Code, with fines, special disqualifications, public reprimands, removal from office and imprisonment.

Capitalised terms not defined in this statement shall have the meaning ascribed thereto in the Regulations.

Pursuant to the provisions of Regulation (EU) 2016/679 of 27 April 2016 and Implementing Law 3/2018 of 5 December on the Protection of Personal Data and guarantee of digital rights, the undersigned declares that he/she has been informed that his/her data of a personal nature contained in this statement and provided subsequently on occasion of the notifications made in compliance with the Regulations will be processed under the responsibility of IBERDROLA, S.A., domiciled in Bilbao (Biscay), at Plaza Euskadi, número 5, for purposes of (i) the implementation and control of the provisions of the Regulations; and (ii) compliance with legal obligations. The processing is necessary for such purposes and the legal basis is compliance with legal obligations.

The undersigned also declares that he/she is aware that the Data Protection Officer of IBERDROLA, S.A. may be contacted at the following email address: dpo@iberdrola.es.

The undersigned has been informed that his/her personal data may be communicated to government agencies, including the National Securities Market Commission, to comply with legal obligations of IBERDROLA, S.A., that his/her personal data will be maintained for so long as he/she is considered an Insider by the Compliance Unit of IBERDROLA, S.A. and that, after said period, said personal data will be maintained until the passage of the limitations period on potential legal actions.

In addition, the undersigned declares that he/she has been informed that he/she may exercise the rights of access, rectification, deletion, limitation, portability or opposition, based on the provisions of applicable law in connection therewith, by contacting IBERDROLA, S.A. in writing at the address set forth above. The undersigned also declares that he/she has been informed of the right thereof to file a claim with the Spanish Data Protection Agency.

In ............., on this ............ day of 20......

Signed: ...........................................
Annex 3

Consent Statement for Treasury Share Managers

To the Compliance Unit of IBERDROLA, S.A.

The undersigned, .................................................................................................., born on ..........., with current Tax ID Number (NIF) ................, with a personal address at ..........., with professional fixed and mobile phone numbers .............. and personal fixed and mobile phone numbers ............, in his/her capacity as Treasury Share Manager, declares that he/she has received a copy of the Internal Regulations for Conduct in the Securities Markets (the "Regulations") of IBERDROLA, S.A. (the "Company") and expressly represents that he/she is in agreement with the content of both documents.

In addition, the undersigned declares that he/she has been informed that:

i. Treasury Share Transactions by the Group's companies shall in no event be carried out based on Inside Information.

ii. pursuant to the provisions of Law 6/2023 of 17 March on the Securities Market and Investment Services (the "Securities Market Act"), the improper use of the Inside Information to which he/she may have access, as well as a breach of the other obligations provided for in the Regulations, might amount to a serious or very serious infringement or the crime of abuse of inside information in the stock exchange market contemplated in Articles 285, 285 bis, 285 ter and 285 quater of Law 10/1995 of 23 November Implementing the Criminal Code (the "Criminal Code").

iii. the improper use of Inside Information, as well as a breach of the other obligations provided for in the Regulations, may be punished in the manner provided for by Sections 312 and 313 of the Securities Market Act and by Articles 285, 285 bis and 285 quater of the Criminal Code, with fines, special disqualifications, public reprimands, removal from office and imprisonment.

iv. in the event that, despite the precautions adopted in compliance with applicable law and the internal regulations of the Company in this area, he/she has access to any Inside Information, he/she must refrain from conducting, ordering or participating in the process for deciding on the Treasury Share Transactions and must give immediate notice thereof to the Compliance Unit of IBERDROLA, S.A., as well as to the CFO of the Company.

v. without prejudice to the confidentiality obligations applicable thereto as a professional of the Company, the undersigned, as a Treasury Share Manager, assumes a special commitment of confidentiality with respect to Treasury Share Transactions.

In particular, there is an obligation to keep confidential and not communicate or disclose to third parties, whether directly or indirectly, any information regarding the treasury share strategy or transactions of the Company, or any other information that the undersigned becomes aware of while registered with the Register of Treasury Share Managers as a result of the performance of the duties thereof regarding the management of the treasury shares of the Company, without the consent thereof, except in the performance of duties regarding the management of the treasury shares or by legal mandate.

In addition, the undersigned undertakes to use such information solely for the purpose of complying with the undersigned's duties regarding the management of the treasury shares of the Company and to refrain from performing any transactions that constitute a use thereof for his/her own benefit or that of third parties.

Capitalised terms not defined in this statement shall have the meaning ascribed thereto in the Regulations.

Pursuant to the provisions of Regulation (EU) 2016/679 of 27 April 2016 and Implementing Law 3/2018 of 5 December on the Protection of Personal Data and guarantee of digital rights, the undersigned declares that he/she has been informed that his/her data of a personal nature contained in this statement and provided subsequently on occasion of the notifications made in compliance with the Regulations will be processed under the responsibility of IBERDROLA, S.A., domiciled in Bilbao (Biscay), at Plaza Euskadi, número 5, for purposes of (i) the implementation and control of the provisions of the Regulations, and (ii) compliance with legal obligations. The processing is necessary for such purposes and the legal basis is compliance with legal obligations.

The undersigned also declares that he/she is aware that the Data Protection Officer of IBERDROLA, S.A. may be contacted at the following email address: dpo@iberdrola.es.

The undersigned has been informed that his/her personal data may be communicated to government agencies, including the National Securities Market Commission, to comply with legal obligations of IBERDROLA, S.A., that his/her personal data will be maintained for so long as he/she continues to be a Treasury Share Manager by decision of the Compliance Unit of IBERDROLA, S.A., and after said period said personal data will be maintained until the passage of the limitations period on potential legal actions.
In addition, the undersigned declares that he/she has been informed that he/she may exercise the rights of access, rectification, deletion, limitation, portability or opposition, based on the provisions of applicable law in connection therewith, by contacting IBERDROLA, S.A. in writing at the address set forth above. The undersigned also declares that he/she has been informed of the right thereof to file a claim with the Spanish Data Protection Agency.

In ............., on this ............ day of 20.....

Signed: ..............................................
Annex 4

Template for the Notification of Personal Transactions in Affected Securities by Affected Persons and Treasury Share Managers (other than Directors, Senior Officers and persons connected thereto)⁴

| Name and surnames of the Affected Person or Treasury Share Manager |  |
| Person Connected to the Affected Person or to the Treasury Share Manager engaging in the transaction (if any) |  |
| Reason for notification |  |
| Date and place of the transaction |  |
| Type of transaction | Purchase | Sale | Other |
| Affected Securities (mark as appropriate) | Shares of "Iberdrola, S.A." | Other |
| Number of Affected Securities |  |
| Price⁵ |  |
| Description of Affected Securities |  |
| Market in which the transaction took place | Continuous market | Other |
| Intermediary (only for transactions pursuant to discretionary portfolio management contracts) |  |

In ............., on this .............. day of 20.....

Signed: ...........................................

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⁴ Transactions should only be communicated once they exceed a total amount of twenty thousand euros during a calendar year. Communications by directors, deputy secretaries and the legal counsel or secretaries of the committees of the Board must be made through the secretary of the Board.

⁵ Fill out separate forms if there are transactions at different prices.

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2. Internal Rules for the Processing of Inside Information

26 April 2022

PRELIMINARY TITLE

2. Internal Rules for the Processing of Inside Information

397

Article 1. Definitions

Article 2. Object

Article 3. Scope

Article 4. Dissemination

Article 5. Duties of Affected Persons and Insiders in Connection with Inside Information

Article 6. Interpretation

TITLE I. RULES AND PROCEDURES FOR THE PROCESSING AND INTERNAL AND EXTERNAL TRANSMISSION OF INSIDE INFORMATION

398

Article 7. Procedure for Determining the Inside Nature of the Information

Article 8. Custody of Inside Information and Access Authorisation

Article 9. Management of Confidential Documents

Article 10. Protection of Conversations

Article 11. Preparation of the Notification of Inside Information

Article 12. Dissemination of the Notification of Inside Information

TITLE II. LEAK OR UNLAWFUL USE OF INSIDE INFORMATION

403


TITLE III. MANAGEMENT OF NEWS AND RUMOURS

404


Article 15. Action Protocol in the Event of Becoming Aware of News or Rumours

These *Internal Rules for the Processing of Inside Information* (the “*Rules*”) form part of the Governance and Sustainability System of IBERDROLA, S.A. (the “Company”) and are approved by the Company’s Board of Directors upon a proposal of the Compliance Unit (the “Unit”), elaborating upon the *Internal Regulations for Conduct in the Securities Market* (the “*Internal Regulations for Conduct*”), Article 5.3 of which provides that security measures shall be established and complied with for the custody, filing, access, reproduction and distribution of Inside Information, as such term is defined in the *Internal Regulations for Conduct*.

## PRELIMINARY TITLE

### Article 1. Definitions

Capitalised terms used in these *Rules* and not expressly defined shall have the meaning ascribed to them in the *Internal Regulations for Conduct*.

For purposes of these *Rules*, the following terms shall have the meaning ascribed below:

- a. **Notice of Information**: a notice sent by the Company to the CNMV for publication and dissemination to the market of Inside Information or other relevant information.
- b. **Leak**: unapproved premature, partial or distorted disclosure to the market of all or part of the Inside Information, regardless of whether or not such information is known by the company to which it pertains.
- c. **Guide**: the *Case Processing Guide of Iberdrola, S.A.* approved by the Unit.
- d. **News**: information disseminated by the news media or social media regarding the Company, the Group or Affected Securities that could have an impact on the listing prices thereof.
- e. **Authorised Persons**: means, within the context of a specific operation, transaction, internal process, project, activity or event in which Inside Information is received, generated or accessed, the group of Affected Persons or Insiders that are authorised to access such information.
- f. **Rumour**: speculation without identified author or provenance disseminated to the market regarding the Company, the Group or Affected Securities, that could have an impact on the listing prices thereof, whether or not picked up by the news media.

### Article 2. Object

The object of these *Rules* is to establish the rules and procedures for the internal processing and management and the control of the internal and external transmission to third parties outside of the Group of Inside Information, whatever the location, format, media or means of transmission thereof, in order to protect the interests of shareholders and investors and to prevent and avoid any instances of misuse.

### Article 3. Scope

1. These *Rules* apply to the Company and to the other companies within its Group.
2. Listed country subholding companies that have adopted equivalent rules (which may be adapted to the particularities of the legal provisions of the market on which their securities are traded) and subsidiaries thereof shall be excluded from the scope of application of these *Rules*. In any event, said rules must be in accord with the principles set forth in these *Rules* and ensure a level of protection equivalent to that of Inside Information.

### Article 4. Dissemination

These *Rules* shall be communicated to and disseminated in accordance with the plan designed by the Unit for such purpose among Affected Persons and Insiders (other than External Advisors), who shall be required to be aware thereof and to comply therewith, as well as within the Finance, Control and Resources and Corporate Security divisions.

### Article 5. Duties of Affected Persons and Insiders in Connection with Inside Information

Affected Persons who have Inside Information, and in all cases Insiders (other than External Advisors), shall be required to be aware of and comply with the regulations and internal procedures established to protect the confidentiality of Inside Information, and particularly these *Rules*.

Affected Persons who have Inside Information, and any Insiders, shall also be required to:
a. comply with the duties established in the *Internal Regulations for Conduct*;

b. safeguard the confidentiality of the Inside Information to which they have access, without prejudice to their duties of communication and cooperation with court and administrative authorities under the terms set forth in the MAR and other applicable legal provisions;

c. limit knowledge thereof strictly to those persons, inside or outside the Group for whom access to the knowledge is essential, with special care taken to ensure that no Treasury Share Manager has access thereto;

d. adopt appropriate measures to prevent the Inside Information from being misused or abused; and

e. give immediate notice to the Unit of any misuse or abuse of Inside Information of which they are aware.

**Article 6. Interpretation**

1. These *Rules* shall be interpreted in accordance with the legal provisions applicable to the Group and the provisions set forth in the Company’s Governance and Sustainability System, and especially those contained in the *Internal Regulations for Conduct*.

2. The Unit shall be responsible for responding to any inquiries or concerns that may arise in connection with the content, interpretation and application of or compliance with these *Rules*.

**TITLE I. RULES AND PROCEDURES FOR THE PROCESSING AND INTERNAL AND EXTERNAL TRANSMISSION OF INSIDE INFORMATION**

**Article 7. Procedure for Determining the Inside Nature of the Information**

1. Persons Responsible for Inside Information must:

   a. Classify as Inside Information the information received or generated in financial or legal operations or transactions, whether in the study or negotiation phase or of which they become aware at any other time or in any other situation, in which case they must cause the issuance of the relevant notice to the CNMV upon the terms and according to the procedure set forth in Article 3 of the *Internal Regulations for Conduct*.

   b. Evaluate whether there are legitimate reasons for delaying dissemination of Inside Information upon the terms of Article 4 of the *Internal Regulations for Conduct*, and if so make said decision or propose that the competent body so resolve for the approval of the operation or transaction in question.

   c. Once a decision has been made to delay the dissemination of Inside Information:

      i. endeavour to ensure that the processing and transmission of said information conforms to the provisions of these *Rules*;

      ii. implement appropriate measures to protect the confidentiality thereof;

      iii. comply with the other provisions of the *Internal Regulations for Conduct* (particularly Articles 3, 4, 5 and 8) and the legal provisions on market abuse that are applicable to the decision made.

   d. Prepare the Communication of Inside Information, when appropriate, pursuant to the *Internal Regulations for Conduct* and in accordance with the provisions of Article 11.

2. Without prejudice to the foregoing, the Unit may at any time request additional information regarding a particular operation, transaction, internal process, project, activity or event and regarding the classification of the information and any decision to delay dissemination thereof.

**Article 8. Custody of Inside Information and Access Authorisation**

1. The Person Responsible for Inside Information may delegate custody of Inside Information and of Confidential Documents to those persons entrusted with coordination of the work, operation, transaction, internal process, project, activity or event to which the Inside Information refers.

2. The Person Responsible for Inside Information shall be responsible for authorising or denying access to the Inside Information, and authorisation shall only be granted to those persons whose access is indispensable because of their work, profession or duties.
Article 9. Management of Confidential Documents

In addition to the provisions of the Internal Regulations for Conduct and any additional measures that might be established by the Unit regarding the processing and transmission of Confidential Documents, the following guidelines must be observed:

1. Code name: the responsible area shall assign code names to each operation or transaction, internal process, project, activity or event, and the parts thereof, in which Inside Information is evidenced, received or generated. Such names shall be used in all communications relating to the operation or transaction, internal process, project, activity or event, such that neither the parties involved therein nor the characteristics thereof can be identified.

2. Marking or labelling: Confidential Documents must be marked “CONFIDENTIAL” on the cover page, or in the subject line in the case of an e-mail, and must also include the date of issuance thereof. To the extent possible, it is also recommended that “CONFIDENTIAL” be repeated on each page and that reference be made that the use thereof is restricted.

3. Use, access control and filing:
   a. General principle:

      Access to Confidential Documents, regardless of the format, media and storage location thereof, must be restricted to Authorised Persons and shall require the approval of the Person Responsible for Inside Information responsible for the custody thereof.

      They shall be kept in places set aside for such purposes, and designated cabinets or electronic media shall be determined for local filing purposes, which shall be fitted or equipped with special protective measures.

      Systems administrators, systems technical staff and the staff of other auxiliary services must be subject, to the maximum possible extent, to restrictions on the possibility of access to equipment or locations in which Inside Information is stored. In the event that access by any of the aforementioned persons is essential, the number of persons entitled to access must be kept to the minimum required, any such access must be recorded, and, in the case of a service provider from outside the Group, the service agreement must include clauses ensuring the confidentiality of any Inside Information to which access can be gained during the provision of the service.

   b. Specific measures for documents in electronic format:

      Confidential Documents in electronic format shall have security mechanisms ensuring that only Authorised Persons can access the contents thereof.

      Authorised Persons must use sites on the internal restricted access network for the temporary or permanent deposit of Confidential Documents to which only such persons may gain access. As regards e-mails containing Inside Information or having attachments with Inside Information, it is recommended to delete them from mailboxes and to save them within sites on the internal restricted access network. In no event shall memory sticks or USB drives or similar devices be used to store or transmit Inside Information.

      In addition, Authorised Persons shall take the utmost care to prevent unauthorised persons from seeing Confidential Documents on the screen while Authorised Persons are working with such documents on a computer. Confidential Documents must be printed on local printers or printers that require the use of a password located in limited access zones, and must be collected immediately after the printing thereof. In the event that a unit of equipment containing Inside Information must undergo repair or maintenance work and such work is performed at the workstation itself, the user of the equipment must be present while such work is carried out. If the aforementioned work requires the removal of the equipment but does not affect the memory unit on which the Confidential Information is stored, it must be removed and left in the custody of the user, who must store it under lock and key. On the other hand, if the aforementioned work requires the removal of the equipment and requires or may require any action on the memory unit on which the Confidential Information is stored, the equipment may only be removed with the express authorisation of the Person Responsible for Inside Information. Whenever possible, any Inside Information contained in the memory of the equipment must be deleted prior to the removal (see section 5 below).

   c. Specific measures for paper documents:

      Authorised Persons shall store Confidential Documents in a safe place when they are away from their workstation.

      To the extent possible, Authorised Persons shall avoid placing Confidential Documents on meeting-tables or in meeting rooms without supervision, and must store such Confidential Documents in restricted access locations (such as offices and file rooms) and keep them in file cabinets (which, as a general rule, must be kept locked), the keys or combinations for access to which shall exclusively be available to such persons. If a risk of copies of keys or a leak of access codes is detected, such keys or codes must be replaced or changed.
d. Use during travel and in public places/on public transport:

When Authorised Persons travel with Confidential Documents (both in electronic and paper format), they shall take the utmost care in public places and on public transport (airports, aeroplanes, trains, taxis, etc.) to avoid the forgetting, misplaced or theft of Confidential Documents and to prevent any unauthorised persons accidentally or deliberately seeing the content thereof.

In particular, Authorised Persons must keep Confidential Documents under their control at all times, and must avoid storing them in luggage that is to be checked, leaving them inside a vehicle (even if such vehicle is kept locked), or in a hotel room when they leave it. If it is essential to leave Confidential Documents in a hotel, the safe must be used.

4. Reproduction, distribution and transmission:

a. General rules:

The making of copies of Confidential Documents is prohibited, unless the Person Responsible for Inside Information grants prior express authorisation for the delivery of such copies to an Authorised Person. Recipients of reproductions or copies must be advised of the prohibition against making second copies and using the information for purposes other than those for which it was disclosed to them. Only Authorised Persons may make copies of Confidential Documents. Copies of a Confidential Document shall be subject to the same protection and control requirements as the original.

The internal or external distribution or transmission of Inside Information shall be carried out with the prior express authorisation of the Person Responsible for Inside Information.

The area in charge of coordinating the work or transaction to which Inside Information refers shall establish a mechanism (whether manual or automated) for the control of the copying, distribution and transmission of Inside Information, such that the traceability thereof may be ensured, i.e. that each copy made of a confidential document, the person responsible for making it, the copies made of it and the person responsible for each copy, can be identified.

In addition, when justified and feasible in the opinion of the Unit, mechanisms shall be established to enable the detection of leaks or the unauthorised sending of Inside Information, which mechanisms shall be designed to facilitate a subsequent audit of procedures allowing for the discovery of the source of the leak.

i. Specific measures for documents in electronic format:

If Inside Information is distributed in electronic format, it must be ensured that only Authorised Persons can access the content thereof.

Confidential Documents sent in electronic format must be password-protected or encrypted by any other means. In this regard, a document can be deemed encrypted if the media or location in which it is contained is encrypted.

To the extent possible, all Inside Information sent in e-mails shall be sent as attachments protected in the manner set forth in the preceding paragraph.

Authorised Persons shall attempt to use safe channels (encrypted mail, VPN, secure FTP, etc.) for the distribution of Confidential Documents in electronic format and, in particular, sites on the internal network that are not under restricted access shall not be used for such purpose.

ii. Specific measures for paper documents:

Printed versions of Confidential Documents should preferably be delivered by hand. If this is not possible, protective measures must be maximised, and the persons in charge of keeping custody of the Confidential Documents shall be responsible for any such distribution. Distribution shall be effected in a sealed envelope bearing the name of the Authorised Person who is the recipient and marked such that the nature of the information contained therein is clear (for example, "CONFIDENTIAL INFORMATION"). The envelope must be a single-use envelope and of a type that allows the detection of any unauthorised opening. Moreover, an e-mail must be sent to the recipient stating that information will be sent thereto, without indicating the nature of such information, and the recipient shall be required to send a reply e-mail when receipt has effectively taken place. Confidential Documents must be collected and delivered by hand, such that they must not be deposited in trays or on the recipient's desk when not present.

When documents are sent out, whether to other Company buildings or otherwise, the Confidential Documents shall be carried by authorised personnel and in compliance with security measures sufficient to ensure their safe carriage. If documents are sent to a location outside of the Company, they must be sent through a courier and a delivery receipt must be obtained. In any event, records must be kept of incoming and outgoing items in connection with documents so sent.
During the delivery process, Confidential Documents must be stored in places that satisfy the access control and filing requirements described in section 3 above. In the event of loss or theft, immediate notice must be given to the issuer.

The use of fax machines as a means of transmission of Inside Information must be avoided.

b. Additional provisions governing the transmission of Inside Information to third parties:

Without prejudice to the rules and procedures described in the preceding sections of these Rules, the transmission of Inside Information to External Advisors must be restricted to those instances in which such transmission is essential in the opinion of the Person Responsible for Inside Information, and it shall particularly comply with the provisions of this section:

i. Inside Information shall be transmitted to External Advisors as late as possible given the nature of the operation or transaction in question.

ii. Prior to the transmission of any Inside Information, the External Advisors must sign a confidentiality undertaking with the Company in which they state that they are aware of or agree to: the confidential nature of the information transmitted; the obligations stemming from the legal provisions applicable to the Inside Information; the consequences of violating such legal provisions; and that they have the means required to ensure the confidential nature of the Inside Information. The foregoing shall not apply if the External Adviser is subject to a duty of secrecy under their professional rules. They shall also be informed of their obligation to create and keep up-to-date their own list of insiders in accordance with the provisions of the MAR, which shall include the persons of their organisation who have access to Inside Information. They shall also be required to state that they are aware of all of the foregoing.

The signing of such confidentiality undertaking shall also be required of those External Advisors (unless they are subject to a duty of secrecy under their professional rules) with whom contact is made at a preliminary phase and to whom the general outline of an operation or transaction is presented in order to request financing offers or advice, even if they do not ultimately participate in such transaction.

iii. In the event that Inside Information is transmitted to one or more External Advisors belonging to the same firm or entity, the confidentiality undertaking required in the preceding paragraph must be executed with the respective firm or entity, and shall equally bind all of the members of the organisation who come to know the Inside Information. In this case, the prior express authorisation of the Person Responsible for Inside Information shall not be required in order to transmit the Inside Information internally to the members of the organisation that need to know it.

Additionally, in the instance contemplated in the preceding paragraph, the internal processing of the Inside Information shall be subject to the provisions established for such purpose by the organisations to which the External Advisors belong.

iv. The content and implications of the confidentiality undertaking must be explained orally in a clear and concise manner in the case of External Advisors that may not be acquainted with the applicable legal provisions.

v. In any case, the transmission of Inside Information by one External Adviser to another External Advisor within a different firm or entity shall require the prior express authorisation of the Person Responsible for Inside Information and that such other External Adviser has itself signed a confidentiality undertaking equivalent to the one described in paragraph (ii) above, either with the Group or with the other External Adviser (unless it is subject to a duty of secrecy under its professional rules).

vi. The Unit or the Person Responsible for Inside Information may subject a transfer in electronic format of Inside Information to the External Advisors to encryption or protection of the Confidential Documents through any computerised procedure that restricts access to the Inside Information.

5. Disposal:

Authorised Persons who have had access to Inside Information must destroy any media containing copies of such information at the time they cease to be useful, unless there is a legal or business requirement that justifies the retention thereof. Specifically, there shall be maintained and there will be no obligation to destroy the original or master documents containing the Inside Information for at least the legal or internally established period.

Any disposal required pursuant to the provisions of this article must be handled in such a way as to ensure the complete destruction of the Inside Information.

When justified and feasible in the opinion of the Unit, Confidential Documents in electronic format must be disposed of by using a deletion tool that ensures that the deleted information is irretrievable. In the particular case that a computer of
the Group is removed or discontinued from use or the internal memory or any other data storage device (which contains or contained Inside Information) is replaced, it must be destroyed such that the information stored cannot be retrieved.

Confidential Documents in paper format shall be destroyed by the means established by the Company for such purpose, consisting of paper-shredding machines (for small amounts of documentation) and of a centralised service for the mass destruction of documents (for large volumes).

The destruction of Confidential Documents shall be carried out exclusively by Authorised Persons; in particular, the destruction of Confidential Documents shall not be entrusted to persons who are not authorised to have access thereto. Agents from outside the Company who provide these services professionally (for instance, specialised companies in the case of the destruction of large volumes of documentation) can participate in the documentation destruction process provided that the service contracts that are signed with them include clauses protecting the confidentiality of the Inside Information to which such external agents may have access during the destruction process. In addition, such external agents shall be required to issue a certificate evidencing the destruction of the Confidential Documents.

Article 10. Protection of Conversations

1. No matters relating to Inside Information shall be discussed in conversations with persons that are not authorised to access such information or in environments or under conditions where conversations may be heard by unauthorised persons.

2. Face-to-face conversations in which Inside Information is discussed shall be held in rooms ensuring appropriate acoustic and visual isolation. Such rooms shall be locked from the inside in order to avoid unforeseen disruptions by unauthorised persons.

3. Any telephone conversation in which Inside Information is discussed must be held by using digital or mobile telephones at both ends, which in no event shall have the speakerphone activated.

4. It should be borne in mind that voice mail systems can be tampered with. Hence, certain precautions need to be taken when using such systems:
   a. change the voice mail system default access code; and
   b. never leave voice messages containing or relating to Inside Information.

5. In video-conferences or audio-conferences in which Inside Information is discussed, only the equipment provided for such purpose by the Company or a company of the Group or by trustworthy External Advisors shall be used and protective measures intended to avoid intrusion by unauthorised persons shall be established.

Article 11. Preparation of the Notification of Inside Information

When it is appropriate to submit a Notification of Inside Information to the CNMV in accordance with the Internal Regulations for Conduct, the Person Responsible for Inside Information must prepare the draft of the Disclosure of Inside Information (II) and its corresponding translation into English, and must ensure the due preservation of the support for the information to be disclosed.

These drafts shall be sent immediately to the Office of the Secretary of the Board of Directors to validate the text thereof and to arrange for publication in accordance with Articles 3 and 4 of the Internal Regulations for Conduct.

The text of the Notification of Inside Information must comply with the provisions of Article 3 of the Internal Regulations for Conduct.

In addition, if the Notification of Inside Information refers to an operation, transaction or project that is quantified in foreign currency, the disclosure must contain the approximate equivalent thereof in euros, based on the most recent euro exchange rate published by the European Central Bank.

Article 12. Dissemination of the Notification of Inside Information

Disclosures of Inside Information (II) must be reported to the CNMV by the secretary of the Board of Directors or, in the absence thereof, by one of the deputy secretaries of the Board of Directors, through the use of the CIFRADOC/CNMV system or of any other means that the CNMV provides for such purpose.

Notifications of Inside Information (II), once submitted to the CNMV, shall be published on the corporate website (Shareholders and Investors - Notifications Sent to the CNMV -Inside Information).
Information contained in the Notification of Inside Information (II) may not be disseminated by any other means without prior publication thereof on the website of the CNMV. Furthermore, the content of the Inside Information disclosed to the market by any information or communication channel other than the CNMV must be consistent with that corresponding to the Notification of Inside Information (II).

**TITLE II. LEAK OR UNLAWFUL USE OF INSIDE INFORMATION**


In the event that any person subject to the Internal Regulations for Conduct and/or to these Rules detects a possible Leak or an instance of unlawful use of Inside Information, action shall be taken as provided below:

a. The person shall, as soon as possible, give notice of the Leak or unlawful use of Inside Information of which the party has become aware to the Unit through its chair or, in the absence thereof, through the Director of Compliance or the secretary of the Unit.1

After receiving this notice, or if the Unit in any other way becomes aware of the possibility that a Leak or unlawful use of Inside Information has occurred, the Unit shall follow the procedure set out in the Guide, with the particular indications set out in this Article 13.

b. The Unit may request such additional data and information from the Finance, Control and Corporate Development Division and any other Division of the Company as it deems necessary in relation to the procedure set out in the Guide. If there is a suspicion that the Leak or unlawful use of Inside Information comes from or has been made by External Advisors or by any other person or entity unrelated to the Group, the provisions of paragraph f) below shall apply.

c. Upon granting the corresponding investigation file leave to proceed, the Unit, after consulting with the Legal Services Division and, if appropriate, with the secretary (or in the absence thereof, with any of the deputy secretaries) of the Board of Directors, shall inform the CNMV of the opening of the investigation when legally required as well as if it so believes appropriate even if not required, provided that this does not include personal information of the person being investigated that allows for the identification thereof.

d. In addition to the provisions of the Guide, the Unit may ask the person under investigation:

i. to provide the Company with any receipts for the transactions under investigation, as well as all information in the possession thereof relating to said transactions; and

ii. to expressly consent in writing for the Company to contact the financial intermediaries with which the transactions under investigation may have been performed or other third parties when appropriate.

If the person under investigation states that he or she is willing to give the consent referred to in paragraph (ii) above, he or she will be asked to send a communication to each of the third parties that the Company intends to contact within the scope of the investigation, authorising them to provide the Company with the information required for the purposes indicated. The communication shall contain the provisions on personal data protection required by applicable law.

Alternatively, if the financial intermediary or third party from whom the person under investigation has requested the information demands security or indemnification from the Company for damages that may occur due to disclosure of the information requested that the Unit does not believe appropriate to provide, or if for any other reason it is not considered appropriate to obtain the information directly from third parties, the person under investigation shall be asked to personally request the relevant information from the financial intermediary or third party in question for such information to be sent to the Company in a sealed envelope to be subsequently opened in the presence of the person under investigation.

e. The Unit, after consulting with the Legal Services Division and, if appropriate, with the secretary (or in the absence thereof, with any of the deputy secretaries) of the Board of Directors, shall notify the CNMV of the disposition of the investigation when legally required, and may do so if it so believes appropriate even if not required, provided that this does not include personal information of the person being investigated that allows for the identification thereof.

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1 See Article 16.
f. Once the procedure set out in the Guide is completed, if it is verified that the Leak or unlawful use of Inside Information is attributable to an External Adviser or to any other person or entity unrelated to the Group, the Unit shall give notice thereof to the Legal Services Division in order to determine the adoption of any appropriate measures regarding the person or entity responsible for the Leak or unlawful use of Inside Information.

**TITLE III. MANAGEMENT OF NEWS AND RUMOURS**


1. It is the responsibility of the Company’s Finance, Control and Corporate Development Division to perform ongoing monitoring and tracking of the market performance of listing prices and trading volumes of Affected Securities, Rumours that may be disseminated to the market, and News of which the Company should reasonably be aware.

To such end, the Finance, Control and Corporate Development Division shall establish the required coordination mechanisms with the Global Communications Division in order to have permanent access to such News.

2. The Finance, Control and Corporate Development Division shall report to the Unit, whenever requested thereby, regarding its ongoing monitoring and tracking of the market performance of listing prices and trading volumes of Affected Securities and of the Rumours and News disseminated to the market.

**Article 15. Action Protocol in the Event of Becoming Aware of News or Rumours**

1. In the event that the Finance, Control and Corporate Development Division becomes aware of the existence of News or a Rumour relating to information not previously provided by the Company to the CNMV by means of the corresponding Notice of Information, the Finance, Control and Corporate Development Division shall analyse the significance of the disseminated information in accordance with the standards it deems appropriate in each case.

To such end, the Finance, Control and Corporate Development Division shall, without limitation, take into account the impact that the actual materialisation of the content of the News or Rumour could have on the accounting or financial indicators of the Company or its Group and on the listing price of the Affected Securities, and changes in the listing price of the Affected Securities as a result of the News or Rumour.

In particular, in those cases in which the News or Rumour is disseminated during a trading session, special attention shall be paid to changes in the traded volumes and the listing prices of the Affected Securities in order to assess the significance of the disseminated information.

In addition, the Finance, Control and Corporate Development Division shall analyse the truthfulness of the News or Rumour, for which purpose it will carry out, in coordination with the Unit, all internal investigation and consultation activities that it deems appropriate for such purpose.

2. Following the required reviews of significance and truthfulness, the Finance, Control and Corporate Development Division shall proceed as follows:

a. If it determines that the information disseminated to the market is significant and truthful, the Finance, Control and Corporate Development Division shall contact the secretary of the Board of Directors, or any of the deputy secretaries of the Board of Directors in the absence thereof, in order to evaluate the advisability of publishing a Notice of Information in order to clearly and precisely report the facts to which the disseminated News or Rumour refers.

b. Whenever it deems the information disseminated to the market to be significant but lacking sufficient elements to determine the truthfulness thereof (for instance, because it is information stated by, or relating to, third parties not related to the Company and beyond its control), the Finance, Control and Corporate Development Division shall consider the possibility of asking the CNMV to take the necessary actions to verify and investigate the News or Rumour in order that the CNMV itself, or the appropriate person, may publicly express a clear, full and precise opinion regarding the News or Rumour.

c. If it determines that the information disseminated to the market is insignificant or untrue, the Finance, Control and Corporate Development Division may encourage the adoption of the necessary measures to deny any untrue News and Rumours that could harm the interests of shareholders and investors.

3. The Finance, Control and Corporate Development Division shall report to the Unit on the result of the analysis of the News or Rumours, along with any measures that may have been adopted pursuant to this Article 15, in order for the Unit to be able to evaluate the advisability of taking any additional actions.
4. Without prejudice to the provisions of this Article 15, the Board of Directors may take any actions it deems appropriate to protect the corporate interest against the dissemination of Rumours that could affect the normal business operations of the Company or the Group or the listing price of the Affected Securities.


1. In the event that the Finance, Control and Corporate Development Division notices unusual changes in the listing prices or traded volumes of Affected Securities, it may ask the Unit if a Register of Insiders has been opened, and if so after contacting the Person Responsible for Inside Information in order for them to report the status of the pending operation or transaction, internal process, project, activity or event, it will as soon as possible report to the chair of the Unit or, in the absence thereof, to the director or the secretary of the Unit, if it has noticed any extraordinary or irregular situation or a situation that may derive from conduct that might entail a violation of the Internal Regulations for Conduct, the MAR or any other legal provision governing the securities markets.

2. The Finance, Control and Corporate Development Division shall analyse whether there are rational indications that such changes are the consequence of a Leak, and shall report its conclusions to the Unit, which shall act as follows:
   a. If it establishes or suspects that there are indications of a Leak, the Unit shall take the relevant actions and measures pursuant to the provisions of these Rules.
   b. If it does not establish that there are indications of a Leak, the Unit may implement any initiatives it deems appropriate in light of the possible causes of the unusual changes in the listing price or the traded volumes of the Affected Securities.