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Powers of the Appointments Committee

Pursuant to Article 32.7 of the Regulations of the Board of Directors, 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 for the position of director, 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 Composition and Member Selection Policy.
- c. Endeavour to ensure that, in filling vacancies or appointing new directors, the processes for selecting directors allow for the achievement a multifaceted, independent, appropriate and balanced composition of the Board of Directors as a whole and that they are free from any implied bias that might entail any discrimination.
- 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 if necessary, that shall take into account abilities, skills, knowledge, competencies and experience, reporting on all of the foregoing in the annual corporate governance report.
- e. Prepare, review and periodically update a matrix with the required skills of the Board of Directors, which may include, among other matters, the definition of the qualifications and expertise of candidates for director, the duties corresponding to each of the positions to be filled on the Board of Directors, as well as the most appropriate skills, expertise and experience for each position.

For these purposes, in the selection process for directors or positions on the Board of Directors, the Appointments Committee shall take into account the skills matrix for the analysis of the profile and skills required for the position, as well as their prior experience with and knowledge of the Company or of the other companies of the Group, assessing whether the proposed candidates or those on which it is required to report meet these requirements, all without prejudice to the appointment of proprietary directors under the proportional representation system.

- f. 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.



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- g. 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 the categories of directors other than independent 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, and prepare reports for the re-election of such directors by the shareholders at the General Meeting and the proposals or reports for the removal thereof by the shareholders at the General Meeting.
- h. 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.
- i. Supervise the process of selecting candidates to hold the position of chief executive officer and to be members of senior management of the Company and report on the proposals of the chairman of the Board of Directors regarding the appointment or removal of the chief executive officer and of the members of senior management.
- j. Examine and organise the succession of the chairman of the Board of Directors and of the chief executive officer of the Company and, if applicable, make proposals to the Board of Directors for such succession to occur in an orderly and well-planned fashion, in accordance with the succession plans approved by the Board of Directors.
- k. Evaluate and regularly review the qualifications and, if applicable, independence of the directors, as well as the ongoing compliance thereby with the requirements of respectability, capability, expertise, competence, availability and commitment to the duties of director or member 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.
- l. 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 any proposed plan for continuous improvement of the operation thereof, recommendations, or the design of an action plan to correct any potential detected deficiencies.
- m. 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 or country 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 or country company have a direct or indirect interest.
- n. 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.



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