

Second Supplement dated 5 March 2025 to the Base Prospectus dated 30 May 2024



IBERDROLA FINANZAS, S.A.U.

(Incorporated with limited liability in the Kingdom of Spain)

Euro 30,000,000,000

Guaranteed Euro Medium Term Note Programme

Guaranteed by

IBERDROLA, S.A.

(Incorporated with limited liability in the Kingdom of Spain)

This second supplement (the **Supplement**) to the Base Prospectus dated 30 May 2024 as supplemented by the Supplement dated 30 July 2024 (together, the **Base Prospectus**) constitutes a supplement pursuant to Article 23(1) of Regulation (EU) 2017/1129 and is prepared in connection with the Euro 30,000,000,000 Guaranteed Euro Medium Term Note Programme (the **Programme**) of Iberdrola Finanzas, S.A.U. (the **Issuer**), unconditionally and irrevocably guaranteed by Iberdrola, S.A. (**Iberdrola**).

Terms defined in the Base Prospectus have the same meaning when used in the Supplement.

The Supplement is supplemental to, and should be read in connection with, the Base Prospectus.

The Issuer and Iberdrola accept responsibility for the information contained in the Supplement (including the information incorporated by reference herein). To the best of the knowledge of the Issuer and Iberdrola (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been prepared for the purpose of supplementing the sections of the Base Prospectus entitled:

- (i) “*Important Information*”, “*Risk Factors*”, “*Use of Proceeds*”, “*Iberdrola Framework for Green Financing*”, “*Form of Final Terms (Senior Notes)*”, “*Form of Final Terms (Subordinated Notes)*” and “*General Information*” to provide for the issuance of European Green Bonds in accordance with Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds (the EU Green Bond Regulation);
- (ii) “*Documents Incorporated by Reference*” to incorporate by reference future audited non-consolidated annual accounts of the Issuer, future audited consolidated annual accounts of the Guarantor and future interim financial statements of the Guarantor for the six month period ended 30 June; and
- (iii) “*Documents Incorporated by Reference*” to incorporate by reference certain financial information of Iberdrola for the twelve-month period ended 31 December 2024.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus.

In the event of any inconsistency between any information included in this Supplement and information included in the Base Prospectus, the information included in this Supplement shall prevail.

(I) IMPORTANT INFORMATION

By virtue of this Supplement, the section entitled “*Important Information*” on pages 3 to 7 of the Base Prospectus shall be amended by deleting in its entirety the sub-section entitled “*Use of Proceeds*” and replacing it with the following:

“USE OF PROCEEDS

As described in “*Use of Proceeds*” below, the Issuer’s intention is to on-lend to the Group the net proceeds from the issue of any Notes to be used by the Group for general corporate purposes. The Guarantor may also choose to apply the net proceeds from the issue of any Notes specifically to finance and/or refinance in whole or in part (i) Eligible Green Projects (as defined under “*Use of Proceeds*” below) in accordance with prescribed eligibility criteria and/or (ii) the project(s) described in the applicable Final Terms in accordance with Regulation (EU) 2023/2631 on European Green Bonds and optional disclosures for bonds marketed as environmentally sustainable and for sustainability-linked bonds (the **EU Green Bond Regulation**). Prospective investors should have regard to the information in “*Use of Proceeds*” and “*Iberdrola Framework for Green Financing*” below regarding such use of proceeds and must determine for themselves the relevance of such information for the purpose of any investment in the Notes together with any other investigation such investor deems necessary.

In particular no assurance is given by the Issuer, the Guarantor or the Dealers that the use of such proceeds for any Eligible Green Projects and/or any projects in accordance with the EU Green Bond Regulation will, in each case, satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates (in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, the relevant projects).

Each prospective investor should have regard to the factors described in the Iberdrola Framework for Green Financing, any European Green Bond factsheet and the relevant information contained in this Base Prospectus and seek advice from their independent financial adviser or other professional adviser regarding its purchase of the Notes before deciding to invest.

The Dealers have not undertaken, nor are responsible for, any assessment of the eligibility criteria for selecting investments in Eligible Green Projects, any verification of whether the Eligible Green Projects meet such eligibility criteria, the compliance of any issuance with the EU Green Bond Regulation or the monitoring of the use of proceeds. Investors should refer for information to the Guarantor’s and Issuer’s website, the Iberdrola Framework for Green Financing, any Second-party Opinion (as defined below), any European Green Bond factsheet and any related Pre-issuance Review (as defined below). As described in “*Risk Factors—Risks Related to the Notes Issued Under the Programme—Use of Proceeds Risks*” below, a sustainability rating agency, sustainability consulting firm or other external reviewer (i) in relation to Notes identified as “Green Bonds” in the applicable Final Terms, will be requested to issue a Second-Party opinion confirming that the Iberdrola Framework for Green Financing or any Green Bonds issued under the Programme are aligned with the four core components of the International Capital Market Association (ICMA) Green Bond Principles (GBP) or with any other standard or market practice and (ii) in relation to Notes identified as “European Green Bonds” in the applicable Final Terms, will be requested to issue a Pre-issuance Review related to a European Green Bond factsheet and a Post-issuance Review related to the allocation report drawn up after the full allocation of the proceeds of such Notes and may be requested to issue an Impact Report Review related to any impact report drawn up in relation to the Notes. No assurance or representation is given by the

Issuer, the Guarantor, any of the Dealers or any other person as to the suitability or reliability for any purpose whatsoever of any Second-party Opinion, any Pre-issuance Review related to a European Green Bond factsheet, any Post-issuance Review related to an allocation report, any Impact Report Review related to an impact report or any other opinion, review, assessment or certification of any third party (whether or not solicited by the Issuer, the Guarantor or any affiliate). Any such opinion, review, assessment or certification is not a recommendation by the Issuer, the Guarantor, the Dealers or any other person to buy, sell or hold any such Notes and is current only as of the date it was issued. None of the Second-party Opinion, the Iberdrola Framework for Green Financing, any Pre-issuance Review, any European Green Bond factsheet, any Post-issuance Review nor any Impact Report Review is incorporated in, or forms part of, this Base Prospectus.”

(II) RISK FACTORS

By virtue of this Supplement, the section entitled “*Risk Factors*” on pages 17 to 40 of the Base Prospectus shall be amended by:

- (i) deleting in its entirety the risk factor entitled “*In respect of any Notes issued with a specific use of proceeds, such as a Green Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor*” in sub-section 2.2 (*Use of Proceeds Risks*) and replacing it with the following:

“In respect of any Notes issued with a specific use of proceeds, such as a Green Bond or a European Green Bond, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor

The net proceeds from the issue of any Notes will be on-lent by the Issuer to the Group to be used by the Group for general corporate purposes. The Guarantor may also choose to apply the net proceeds from the issue of any Notes specifically to finance and/or refinance in whole or in part (i) Eligible Green Projects (as defined under “*Use of Proceeds*” below) in accordance with prescribed eligibility criteria set out in the Iberdrola Framework for Green Financing (any such Notes, **Green Bonds**) and/or (ii) the project(s) described in the applicable Final Terms in accordance with the EU Green Bond Regulation (any such Notes, **European Green Bonds**). See also the sections entitled “*Use of Proceeds*” and “*Iberdrola Framework for Green Financing*” for further detail.

Regardless of whether any Notes are listed or admitted to trading on any dedicated “green”, “environmental”, “sustainable” or other equivalently-labelled segment of any stock exchange or securities market, no assurance is given by the Issuer, the Guarantor or the Dealers that the use of such proceeds for any Eligible Green Projects in the case of Green Bonds and/or for any projects in accordance with the EU Green Bond Regulation in the case of European Green Bonds will, in each case, satisfy, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any such projects.

In addition, in the event that the Issuer or the Guarantor for whatever reason do not apply the proceeds of any Green Bonds or European Green Bonds, as the case may be, in accordance with the eligibility criteria set out in the Iberdrola Framework for Green Financing or in compliance with the EU Green Bond Regulation, respectively, such failure would not result in an Event of Default, cancellation, acceleration or early redemption event under the Notes.

In connection with the issue of Green Bonds under the Programme, a sustainability rating agency or sustainability consulting firm will be requested to issue a second-party opinion confirming that the Iberdrola Framework for Green Financing or any such Green Bonds are aligned with the four core components of the International Capital Market Association (ICMA) Green Bond Principles (GBP) or are aligned with any other standard or market practice (any such second-party opinion, a **Second-party Opinion**).

In connection with the issue of European Green Bonds under the Programme, an external reviewer will be requested to provide a pre-issuance review related to a European Green

Bond factsheet, as set out in Article 10 of the EU Green Bond Regulation (a **Pre-issuance Review**). An external reviewer (i) shall also issue a post-issuance review in relation to the allocation report drawn up after the full allocation of the proceeds of the European Green Bond as set out in Article 11 of the EU Green Bond Regulation (a **Post-issuance Review**) and (ii) may also issue a review in relation to any impact report as set out in Article 12 of the EU Green Bond Regulation (an **Impact Report Review**).

Any Second-party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review may not reflect the potential environmental impact of the issue of any Notes nor the potential impact of all risks related to the structure, market, additional risk factors discussed above and other factors that may affect the value of any Notes or the projects financed or refinanced. Any Second-party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review does not constitute a recommendation by the Issuer, the Guarantor or the Dealers to buy, sell or hold securities and would only be current as of the date each is released and each may be updated, suspended or withdrawn by the relevant provider(s) at any time. A withdrawal of the Second-party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review may affect the value of such Notes and/or may have consequences for certain investors with portfolio mandates to invest in green assets. None of the Second-party Opinion, the Iberdrola Framework for Green Financing, any Pre-issuance Review, any European Green Bond factsheet, any Post-issuance Review nor any Impact Report Review is incorporated in, or forms part of, this Base Prospectus.

As at the date of this Base Prospectus, not all providers of green evaluations are subject to any specific regulatory regime or other regime or oversight, while providers of a Pre-issuance Review, Post-issuance Review or Impact Report Review must be registered and comply with the requirements of the EU Green Bond Regulation. Prospective investors must determine for themselves the relevance of any Second-party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review for the purpose of any investment in the Notes. In particular, no assurance or representation is made or given that any Second-party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review reflects any present or future requirements, investment criteria or guidelines which may apply to any investor or its investments.

Any failure to apply the net proceeds of any issue of Green Bonds in connection with Eligible Green Projects or European Green Bonds in compliance with the EU Green Bond Regulation, or the withdrawal of any Second-Party Opinion, Pre-issuance Review, Post-issuance Review or Impact Report Review, or in the event that any such Notes are no longer being listed or admitted to trading on any stock exchange or securities market, may have a material adverse effect on the value of such Notes and also potentially the value of any other Green Bonds or European Green Bonds of the Issuer, as the case may be, or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose. Prospective investors must determine for themselves whether the proposed Green Bonds or European Green Bonds, as the case may be, meet their requisite investment criteria and conduct any other investigations they deem necessary to reach their own conclusions as to the merits of investing in any such Notes.

Furthermore, it should be noted that there is currently no market consensus as to what constitutes, a “green” or an equivalently-labelled project nor can any assurance be given that such a clear consensus will develop over time or that any prevailing market consensus will not significantly change. A basis for the determination of the definitions of “green” has been established in the EU with the publication in the Official Journal of the EU on

22 June 2020 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 (the **EU Taxonomy Regulation**) on the establishment of a framework to facilitate sustainable investment (the **EU Taxonomy**). The EU Taxonomy Regulation establishes a single EU-wide classification system, or “taxonomy”, which provides companies and investors with a common language for determining which economic activities can be considered environmentally sustainable. The EU Taxonomy Regulation has been and remains subject to further development by way of the implementation by the European Commission, through delegated regulations, of technical screening criteria for the environmental objectives set out in the EU Taxonomy Regulation. Any further delegated act that is adopted by the European Commission in the implementation of the EU Taxonomy Regulation may evolve over time with changes to the scope of activities and other amendments to reflect technological progress, resulting in regular review to the relating screening criteria. Additionally, although the aforementioned technical screening criteria are generally prescriptive in nature, their application will involve the exercise of judgement and, in certain instances, the technical screening criteria also give broad discretion on the methodologies and assessments that should be undertaken. Different persons (including third-party data providers and other financial market participants) may interpret and apply these technical screening criteria differently, use internal methodologies (where permitted) and/or arrive at different conclusions regarding the extent of the EU Taxonomy alignment of a financial product.

While it is Iberdrola’s intention that all of its Eligible Green Projects will be aligned with the EU Taxonomy, none of the Issuer, the Guarantor or the Dealers can provide any assurance that this will be the case in light of such ongoing development and review of the technical screening criteria related to the EU Taxonomy Regulation. Further, the EU Green Bond Regulation has applied from 21 December 2024 and introduces a voluntary label (the **EU Green Bond Standard**) for issuers of “green” use of proceeds bonds where the proceeds will be invested in economic activities aligned with the EU Taxonomy. Where indicated in the applicable Final Terms, Notes issued under this Programme will be issued as European Green Bonds in accordance with the EU Green Bond Regulation.

The Iberdrola Framework for Green Financing has been structured to try to meet, on a best effort basis, certain of the requirements of the EU Green Bond Standard. Nevertheless, any Notes issued under the Programme which are not expressly identified as “European Green Bonds” in the applicable Final Terms do not constitute European Green Bonds as defined in the EU Green Bond Regulation. It is not clear at this stage the impact which the European Green Bond Standard may have on investor demand for, and pricing of, green use of proceeds bonds (such as any Green Bonds issued by the Issuer) that do not meet such standard. It could therefore reduce demand and liquidity for any Green Bonds issued by the Issuer which are not European Green Bonds and adversely affect their price.

In addition, the Issuer and Guarantor may make changes to the Iberdrola Framework for Green Financing or a European Green Bond factsheet relating to any European Green Bonds issued in the future under the Programme so as to adapt it to updates to the EU Taxonomy or the then relevant applicable standards or guidelines for green bonds or to include additional economic activities. Any such changes to the Iberdrola Framework for Green Financing or a European Green Bond factsheet may have a negative impact on the market value and the liquidity of any Green Bonds or European Green Bonds, as the case may be, issued prior to the implementation of such changes.

No assurance is or can be given by the Issuer, the Guarantor or the Dealers to investors in Green Bonds or European Green Bonds, as the case may be, that any projects or uses

the subject of, or related to, any Eligible Green Projects or in compliance with the EU Green Bond Regulation will meet any or all investor expectations regarding such “green” or other equivalently-labelled performance objectives or that any adverse environmental, social and/or other impacts will not occur during the implementation of any projects or uses the subject of, or related to, any Eligible Green Projects or in compliance with the EU Green Bond Regulation.”; and

- (ii) including the following new risk factor at the end of sub-section 2.2 (*Use of Proceeds Risks*):

“Risks in connection with European Green Bonds issued under the Programme

Where indicated in the applicable Final Terms, Notes issued under this Programme will be issued as European Green Bonds in accordance with the EU Green Bond Regulation. In order to be able to issue a European Green Bond, the Issuer must fulfil the requirements of the EU Green Bond Standard. Noteholders should note that the technical screening criteria applicable to economic activities under the EU Taxonomy Regulation may be amended from time to time. The European Green Bond Regulation includes grandfathering provisions applicable to such changes to technical screening criteria in relation to European Green Bonds in issue. Nevertheless, such grandfathering provisions may not be adequate and changes to the technical screening criteria may impact the ability of the Issuer to comply with the European Green Bond Regulation.

In order to ensure compliance with the requirements under the EU Green Bond Regulation, the national competent authority is responsible for supervision of compliance with the EU Green Bond Regulation and in this capacity shall have certain supervisory powers, including the power to impose administrative sanctions and take other administrative measures in relation to failure to comply with applicable provisions of the EU Green Bond Regulation. Noteholders should therefore note that the competent authority may, under Article 45 of the EU Green Bond Regulation, among other things, order the temporary suspension or prohibition of an offer or admission of European Green Bonds to trading on a regulated market or prohibit the issuer from issuing European Green Bonds if the issuer violates the requirements of the EU Green Bond Regulation. The relevant competent authority may also have the power to publicise the fact that the relevant issuer does not comply with the EU Green Bond Regulation. If any of these interventions were to occur, such measures may have a negative impact on the market value of the European Green Bonds and the Issuer’s and Guarantor’s reputation.

In addition, in accordance with the EU Green Bond Regulation, an external reviewer will be appointed in relation to any European Green Bonds issued under the Programme. Pursuant to Recital 55 and Article 69 of the EU Green Bond Regulation, in order to facilitate the provision of services by external reviewers while ensuring that ESMA has the appropriate time to develop the framework for registration and supervision of external reviewers, a transitional period will apply to external reviewers providing services according with the EU Green Bond Regulation until 21 June 2026. External reviewers providing services during this transitional period shall provide such services only after notifying ESMA to that effect and providing the required information. During the transitional period external reviewers will be required to use ‘best efforts’ to comply with relevant provisions of the EU Green Bond Regulation.

Holders of European Green Bonds should also note that the EU Green Bond Regulation does not provide for any direct rights that Noteholders could assert with regard to any enforcement of the European Green Bond Standard in law. In particular, this entails the

risk that in the event of non-compliance with the requirements (including, a non-taxonomy-compliant use of proceeds or a failure to meet post-issuance reporting obligations), the relevant Noteholder will not be granted any rights to demand the acceleration, cancellation or early repayment of a European Green Bond. This also applies in the event of any administrative or sanctioning measures which may be taken by the competent authority.”

(III) DOCUMENTS INCORPORATED BY REFERENCE

By virtue of this Supplement, the section entitled “*Documents Incorporated by Reference*” on pages 41 to 47 of the Base Prospectus shall be amended by including:

(i) new sub-paragraphs t) and u) as follows:

“t) an English translation of the Guarantor’s consolidated statements of financial position, consolidated income statements, consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flow and the auditor’s report and explanatory notes thereto for the year ended 31 December 2024 and the consolidated management report for the year ended 31 December 2024 available for viewing on:

<https://www.iberdrola.com/documents/20125/4778712/gsm25-annual-accounts-consolidated-2024.pdf>,”

“u) Alternative performance measures of the Guarantor for the financial year ended 31 December 2024 available for viewing on:

<https://www.iberdrola.com/documents/20125/4923596/alternative-performance-measures-24FY.pdf>,”;

(ii) a new cross-reference table as follows:

“The information set out in the table below, which is required by the Prospectus Regulation, is contained in the Documents Incorporated by Reference. The page numbers in the below table refer to the page numbers of the corresponding pdf or html file.

<u>“Information incorporated by reference</u>	<u>PDF page number</u>
<i>Iberdrola, S.A. 2024 Financials</i>	
Auditor’s Report	3-11
Consolidated statement of financial position	15-16
Consolidated income statement	17
Consolidated statement of comprehensive income	18
Consolidated statements of changes in equity	19-20
Consolidated statements of cash flows	21
Notes to the Consolidated financial statements	22-42, 48-226
Appendix I	227-260
Appendix II	261-273
Consolidated Management Report 2024	274-314, 341-360;

(iii) a new sub-section as follows:

“The information which is contained within the following documents shall be incorporated by reference in, and form part of, this Base Prospectus (and each such document shall be deemed to be a Document Incorporated by Reference):

- i) the English translation of the future audited non-consolidated annual accounts (including the notes thereto) of the Issuer and the independent auditor’s report thereto. Each such document will be available for viewing on:

<https://www.iberdrola.com/shareholders-investors/investors/fixed-income/bonds-overview>; and

- ii) the English translation of the future (i) audited consolidated annual accounts (including the notes thereto but excluding any notes relating to financing and financial risk policy) of the Guarantor, the independent auditor’s report thereto and related consolidated management report but excluding any section in the consolidated management report relating to main risks and uncertainties and (ii) interim condensed consolidated financial statements (including the notes thereto) of the Guarantor for the six month period ended 30 June, the independent auditor’s report on limited review thereto and the related interim consolidated management report and, in each case, the alternative performance measures of the Guarantor for the equivalent period. Each such document will be available for viewing on:

<https://www.iberdrola.com/shareholders-investors/operational-financial-information/results>”.

(IV) USE OF PROCEEDS

By virtue of this Supplement, the section entitled “*Use of Proceeds*” on page 137 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

“USE OF PROCEEDS

An amount equal to the net proceeds of the issue of each Tranche of Notes will be on-lent or deposited with another member of the Group and used either:

- a) for the general corporate purposes of such Group member; or
- b) to finance and/or refinance, in whole or in part:
 - (i) the project(s) described in the applicable Final Terms in accordance with the EU Green Bond Regulation; and/or
 - (ii) Eligible Green Projects.

Where an amount equal to the net proceeds of the issue of the relevant Tranche of Notes will be used in accordance with sub-paragraph (b)(i) above, the relevant Notes will be identified as “European Green Bonds” in the title of the Notes in the applicable Final Terms.

Where an amount equal to the net proceeds of the issue of the relevant Tranche of Notes will be used in accordance with sub-paragraph (b)(ii) above, the relevant Notes will be identified as “Green Bonds” in the title of the Notes in the applicable Final Terms.

Where an amount equal to the net proceeds of the issue of the relevant Tranche of Notes will be used in accordance with both sub-paragraphs (b)(i) and (b)(ii) above, the relevant projects are Eligible Green Projects and the issue complies with the EU Green Bond Regulation, and the relevant Notes will be identified as “European Green Bonds and Green Bonds” in the title of the Notes in the applicable Final Terms.

For the purpose of this section:

Eligible Green Projects are projects which comply with the eligibility criteria from time to time as set out in the Iberdrola Framework for Green Financing (as amended, supplemented or updated from time to time and available at <https://www.iberdrola.com/shareholders-investors/investors/fixed-income/information-related-to-green-finance>).

None of the Iberdrola Framework for Green Financing, any Second-party Opinion or the above website are incorporated in, or form part of, this Base Prospectus.

See “*Iberdrola Framework for Green Financing*” for further information.”

(V) IBERDROLA FRAMEWORK FOR GREEN FINANCING

By virtue of this Supplement, the section entitled “*Iberdrola Framework for Green Financing*” on pages 166 to 169 of the Base Prospectus shall be amended by:

- (i) deleting in its entirety the sub-section entitled “*Summary of Main Components of Iberdrola Framework for Green Financing*” and replacing it with the following:

“Summary of Main Components of Iberdrola Framework for Green Financing

The Iberdrola Framework for Green Financing covers the four core components of the ICMA GBPs and LMA GLPs:

1. “Use of Proceeds”
2. “Projects Evaluation and Selection”
3. “Management of Proceeds”
4. “Reporting and External review”

Furthermore, the Iberdrola Framework for Green Financing requires that the projects to be financed by Green Bonds will need to be aligned to the EU Taxonomy.

The Issuer may issue Green Bonds to finance and/or refinance, in whole or in part, Eligible Green Projects as set out in the Iberdrola Framework for Green Financing. In addition, the Issuer may issue European Green Bonds to finance and/or refinance, in whole or in part, Eligible Green Projects which comply with the requirements of the EU Green Bond Regulation.”; and

- (ii) including the following new sub-section at the end, immediately following the sub-section entitled “*Amendment, Update and Information*”:

“European Green Bonds

In respect of European Green Bonds, a completed European Green Bond factsheet relating to any European Green Bonds issued under the Programme, a completed European Green Bond factsheet relating to each issuance of European Green Bonds and the Pre-issuance Review related to each such European Green Bond factsheet will, in each case, be published and made available by the Guarantor and Issuer on the website indicated in the applicable Final Terms.

Following the issuance of a European Green Bond, the Guarantor and Issuer shall also publish and make available on their website (i) an allocation report for every 12-month period until no earlier than the full allocation of an amount equal to the net proceeds of the relevant European Green Bond or in the case of any material changes and the Post-issuance Review in respect of the allocation report drawn after the full allocation of the proceeds of such Notes and (ii) an impact report at least once upon full allocation of an amount equal to the net proceeds of the relevant European Green Bond and, if an Impact Report Review is requested by the Issuer and Guarantor, any such Impact Report Review.

Any Pre-issuance Review, Post-issuance Review or Impact Report Review will be provided by an external reviewer in compliance with the European Green Bond Regulation.

None of the European Green Bond factsheet, Pre-issuance Review, Post-issuance Review, Impact Report Review, allocation report, impact report nor any other document related thereto are incorporated in, or form part of, this Base Prospectus.”

(VI) FORM OF FINAL TERMS (SENIOR NOTES)

By virtue of this Supplement, the section entitled “*Form of Final Terms (Senior Notes)*” on pages 175 to 193 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

“FORM OF FINAL TERMS (SENIOR NOTES)

[MiFID II product governance / Professional investors and ECPs only target market] – solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Senior Notes has led to the conclusion that: (i) the target market for the Senior Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, MiFID II); and (ii) all channels for distribution of the Senior Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*] Any person subsequently offering, selling or recommending the Senior Notes (a **distributor**) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Senior Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR product governance / Professional investors and ECPs only target market] – solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Senior Notes has led to the conclusion that: (i) the target market for the Senior Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Senior Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*] Any person subsequently offering, selling or recommending the Senior Notes (a **distributor**) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Senior Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Senior Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Senior Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Senior Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of

the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Senior Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

[Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the SFA) – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309(1) of the SFA), that the Senior Notes [are] [are not] prescribed capital markets products (as defined in the CMP Regulations 2018) and are [Excluded]/ [Specified] Investment Products (as defined in the Monetary Authority of Singapore (the **MAS**) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]¹

Final Terms dated [●]

Iberdrola Finanzas, S.A.U.

(incorporated with limited liability in the Kingdom of Spain)
Legal Entity Identifier (LEI): 5493004PZNZWBOUV388

Issue of

[Aggregate Nominal Amount of Tranche] [Title of Senior Notes]
[Indicate in title if the Senior Notes are European Green Bonds, Green Bonds or both]

Guaranteed by

Iberdrola, S.A.

Legal Entity Identifier (LEI): 5QK37QC7NWOJ8D7WVQ45

Under the EUR 30,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

[Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of Senior Notes issued by Iberdrola Finanzas, S.A.U. set forth in the Base Prospectus dated 30 May 2024 [and the supplement to the Base Prospectus dated [●] [and [●]] which [together] constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Senior Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with

¹ Legend to be included on front of the Final Terms if the Senior Notes do not constitute prescribed capital markets products as defined under the CMP Regulations 2018.

such Base Prospectus [as so supplemented] in order to obtain all the relevant information to comply with Article 8(5) of the Prospectus Regulation. Full information on the Issuer, the Guarantor and the offer of the Senior Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms have been published on the website of the Luxembourg Stock Exchange at www.luxse.com, and are available for viewing at www.iberdrola.com and copies may be obtained from [address].]

(The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date. The Conditions of the original issue being tapped should be reviewed to ensure that they would not require the final terms documenting the further issue to include information which is no longer permitted in final terms. Where the final terms documenting the further issue would need to include such information, it will not be possible to tap using final terms and a drawdown prospectus (incorporating the original Conditions and final terms) will instead need to be prepared.)

[Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Conditions**) of Senior Notes issued by Iberdrola Finanzas, S.A.U. set forth in the Base Prospectus dated [22 June 2016/28 July 2017/1 August 2018/25 June 2019/24 June 2020/25 June 2021/1 June 2022/1 June 2023] which are incorporated by reference in the Base Prospectus dated 30 May 2024. This document constitutes the Final Terms of the Senior Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 30 May 2024 [and the supplement to the Base Prospectus dated [●]] in order to obtain all the relevant information to comply with Article 8(5) of the Prospectus Regulation, which [together] constitute[s] a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**), save in respect of the Conditions which are extracted from the Base Prospectus dated [22 June 2016/28 July 2017/1 August 2018/25 June 2019/24 June 2020/25 June 2021/1 June 2022/1 June 2023] and incorporated by reference into the Base Prospectus dated 30 May 2024. Full information on the Issuer, the Guarantor and the offer of the Senior Notes is only available on the basis of the combination of these Final Terms and each Base Prospectus dated [22 June 2016/28 July 2017/1 August 2018/25 June 2019/24 June 2020/25 June 2021/1 June 2022/1 June 2023] and 30 May 2024 [and the supplement to the Base Prospectus dated [●]]. The Base Prospectus and the Final Terms have been published on the website of the Luxembourg Stock Exchange at www.luxse.com and are available for viewing at www.iberdrola.com and copies may be obtained from [address].]

(Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs (in which case the sub-paragraphs of the paragraphs which are not applicable may be deleted). Italics denote guidance for completing Final Terms.)

(When completing final terms or adding any other final terms or information consideration should be given as to whether such terms or information constitute “significant new factors” and consequently trigger the need for a supplement to the Base Prospectus under Article 23 of the Prospectus Regulation.)

1. (i) [Series Number: []]
- (ii) [Tranche Number: []]
- (iii) Date on which the Senior Notes will be consolidated and form a single Series: The Senior Notes will be consolidated, form a single series and be interchangeable for trading purposes with the existing notes with Series

- number [] on [the Issue Date/exchange of the Senior Temporary Global Note for interests in the Senior Permanent Global Note, as referred to in paragraph [] below, which is expected to occur on or about [date]][Not Applicable]
2. Specified Currency or Currencies: []
3. Aggregate Nominal Amount admitted to trading: []
- (i) [Series: []]
- (ii) [Tranche: []]
4. Issue Price: [] per cent. of the Aggregate Nominal Amount [plus [] corresponding to the accrued interest for the period commencing on and including [] to, but excluding, the Issue Date].
5. (i) Specified Denominations: []
- (ii) Calculation Amount: []
6. (i) Issue Date: []
- (ii) [Interest Commencement Date: []/[Issue Date]/[Not Applicable]
7. Maturity Date: *[Specify date or for Floating rate notes – Interest Payment Date falling in or nearest to [specify month and year]]*
[(NB: The Maturity Date [should not be/may need to be not] less than one year after the Issue Date)]
8. Interest Basis: [[] per cent. Fixed Rate] (see item 12 below)
- [[] Month
 [EURIBOR/SONIA/SOFR/€STR] +/-
 [] per cent. Floating Rate] (see item 13 below)
- [Zero Coupon] (see item 14 below)

(see paragraph [12]/[13]/[14] below)

9. Change of Interest Basis:
- [For the period from (and including) the Interest Commencement Date, up to (but excluding) [date] paragraph [12/13] applies and for the period from (and including) [date], up to (and including) the Maturity Date, paragraph [12/13] applies] [Not Applicable]

10. Put/Call Options:

[Put Option]

[Change of Control Put Option]

[Issuer Call]

[Residual Maturity Call Option]

[Substantial Purchase Event]

[(see paragraph [15]/[16]/[17]/[18]/[19] below]

[Not Applicable]

11. [Date [Board] approval for issuance of Senior Notes [and Guarantee] obtained:

[] [and [], respectively]]

(N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Senior Notes or related Guarantee)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12. Fixed Rate Senior Note Provisions

[Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (i) Rate[(s)] of Interest:

[] per cent. per annum

payable in arrear on each Interest Payment Date

- (ii) Interest Payment Date(s):

[] in each year up to and including the Maturity Date.

- (iii) Fixed Coupon Amount[(s)]:

[] per Calculation Amount

- (iv) Broken Amount(s):

[[] per Calculation Amount, payable on the Interest Payment Date falling [in/on] []][Not Applicable]

- (v) Day Count Fraction: $\frac{[\text{Actual/Actual}]/[\text{Actual/Actual(ISDA)}]/[\text{Actual/365(Fixed)}]/[\text{Actual/360}]/[\text{30/360}]/[\text{360/360}]/[\text{BondBasis}]/[\text{30E/360}]/[\text{EurobondBasis}]/[\text{30E/360(ISDA)}]/[\text{Actual/Actual(ICMA)}]}$
- (vi) Determination Dates: [] in each year[Not Applicable]
(only relevant where Day Count Fraction is Actual (Actual (ICMA)). In such a case, insert regular payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))

13. Floating Rate Senior Note Provisions

- [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Interest Period(s): [[] [, subject to adjustment in accordance with the Business Day Convention set out in (iv) below/, not subject to any adjustment[, as the Business Day Convention in (iv) below is specified to be Not Applicable]]]
- (ii) Specified Interest Payment Dates: [[] in each year[, subject to adjustment in accordance with the Business Day Convention set out in (iv) below/, not subject to any adjustment[, as the Business Day Convention in (iv) below is specified to be Not Applicable]]]
- (iii) Interest Period Date: [[] in each year[, subject to adjustment in accordance with the Business Day Convention set out in (iv) below/, not subject to any adjustment[, as the Business Day Convention in (iv) below is specified to be Not Applicable]]][Not Applicable]
- (Not applicable unless different from Interest Payment Date)*
- (iv) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention][Not Applicable]

- (v) Business Centre(s): [] [Not Applicable]
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination]/[ISDA Determination]
- (vii) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Fiscal Agent) []
- (viii) Screen Rate Determination:
- Index Determination: [Applicable/Not Applicable]
Insert only if Index Determination is not applicable:
 - Reference Rate: [] [Month] [EURIBOR/SONIA/SOFR/€STR] [Not Applicable]
 - Reference Banks []
 - Interest Determination Date(s): [Insert for *EURIBOR*: Second T2 Business Day prior to the start of each Interest Accrual Period] [*Insert for Compounded Daily or Weighted Average Calculation Method (Index Determination Not Applicable)*: [Second] [Business Day] prior to the relevant Interest Payment Date] [*Insert for Index Determination*: The day falling the Relevant Number of Index Days prior to the relevant Interest Payment Date [and Relevant Number means [*insert number being two or greater*]] []/[The date falling [] Business Days prior to the first day of each Interest Accrual Period]/ [First day of each Interest Accrual Period]/[The [first, second, third etc.] Business Day immediately preceding the Interest Payment Date for each Interest Accrual Period (or immediately preceding such earlier date, if any, on which the Senior Notes are due and payable).][*provide details*]/
- [The Interest Payment Date at the end of each Interest Accrual Period; provided that the Interest Determination Date with respect to the last Interest Accrual Period

prior to the Maturity Date or the date fixed for redemption will be the Rate Cut-off Date *(Include this wording for Payment Delay only)*]

(To be at least 5 Business Days before the relevant Interest Payment Date where the Reference Rate is SONIA, SOFR or €STR, without the prior agreement of the Fiscal Agent.)

- Effective Interest Payment Date: [The date falling [] Business Days following each Interest Payment Date, provided that the Effective Interest Payment Date with respect to the last Interest Period will be the Maturity Date or, if the Issuer elects to redeem the Senior Notes before the Maturity Date, the date fixed for redemption (include for Payment Delay only)]/[Not Applicable]

(Effective Interest Payment Dates should be at least 5 Business Days after the Interest Payment Dates, unless otherwise agreed with the Fiscal Agent.)

- Relevant Screen Page: []/[Bloomberg Page SONIO/N Index]/[New York Federal Reserve's Website]/[ECB's Website]
- Calculation Method: [Weighted Average/Compounded Daily/Not Applicable]
- Observation Method: [Lag/Lock-out/Observation Shift/Payment Delay/ Not Applicable]
- Observation Look-back Period: []/[Not Applicable]

(The Observation Look-back Period should be at least as many Business Days before the Interest Payment Date as the Interest Determination Date. "Observation Look-back Period" is only applicable where "Lag" or "Observation Shift" is selected as the Observation Method; otherwise, select "Not Applicable".)

- D: [365/360/[•]]/[Not Applicable]]
- Rate Cut-off Date [The date falling [] Business Days prior to the Maturity Date or the date

fixed for redemption, as applicable
(include for Payment Delay only))/[Not
Applicable]

*(The Rate Cut-off Date should be at least
5 Business Days prior to the Maturity
Date or the date fixed for redemption,
unless otherwise agreed with the Fiscal
Agent.)*

*Insert only if Index
Determination is
applicable:*

- SONIA Compounded Index: [Applicable/Not Applicable]
- SOFR Compounded Index: [Applicable/Not Applicable]
- €STR Compounded Index: [Applicable/Not Applicable]
- Interest Determination Date: []/[The day falling the Relevant Number of Index Days prior to the relevant Interest Payment Date, or such other date on which the relevant payment of interest falls due (but which, by its definition or the operation of the relevant provisions, is excluded from the relevant Interest Accrual Period)]
- Relevant Decimal Place: []/[As per the Conditions]

(This should be a number that is five or greater where Compounded Daily SONIA or Compounded Daily €STR is applicable and two or greater where Compounded Daily SOFR is applicable.)
- Relevant Number: []/[As per the Conditions]
- Numerator: []/[As per the Conditions]
- (ix) ISDA Determination:
- Floating Rate Option: []

*(if the Rate of Interest is determined by
linear interpolation in respect of an
interest period, insert the relevant
interest period(s) and the relevant two
rates used for such determination)*

- ISDA Definitions: [2006 ISDA Definitions/2021 ISDA Definitions]
- Designated Maturity: []
- Reset Date: []

(In the case of a EURIBOR based option, the first day of the Interest Period)
- Compounding [Applicable/Not Applicable]

(If not applicable delete the remaining sub-paragraphs of this paragraph)
- [Compounding Method [Compounding with Lookback

Lookback: [●] Applicable Business Days]

[Compounding with Observation Period Shift

Observation Period Shift: [●]
Observation Period Shift Business Days

Observation Period Shift Additional Business Days: [●]/[Not Applicable]]

[Compounding with Lockout

Lockout: [●] Lockout Period Business Days]

Lockout Period Business Days: [●]/[Applicable Business Days]]
- Averaging [Applicable/Not Applicable]

(If not applicable delete the remaining sub-paragraphs of this paragraph)
- [Averaging Method: [Averaging with Lookback

Lookback: [●] Applicable Business Days]

[Averaging with Observation Period Shift

Observation Period Shift: [●]
Observation Period Shift Business Days]

- Observation Period Shift Additional Business Days: [●]/[Not Applicable]]
- [Averaging with Lockout
- Lockout: [●] Lockout Period Business Days
- Lockout Period Business Days: [●]/[Applicable Business Days]]
- Index Provisions [Applicable/Not Applicable]
- (If not applicable delete the remaining sub-paragraphs of this paragraph)*
- [Index Method Compounded Index Method with Observation Period Shift
- Observation Period Shift: [●] Observation Period Shift Business Days
- Observation Period Shift Additional Business Days: [●]/[Not Applicable]]
- (x) Linear Interpolation: [Applicable – the Rate of interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)/Not Applicable]
- (xi) Margin(s): [+/-] [] per cent. per annum
- (xii) Minimum Rate of Interest: [] per cent. per annum
- (xiii) Maximum Rate of Interest: [] per cent. per annum
- (xiv) Day Count Fraction:
$$\frac{[\text{Actual}/\text{Actual}]/[\text{Actual}/\text{Actual}(\text{ISDA})]/[\text{Actual}/365(\text{Fixed})]/[\text{Actual}/360]/[30/360]/[360/360]/[\text{BondBasis}]/[30\text{E}/360]/[\text{EurobondBasis}]/[30\text{E}/360(\text{ISDA})]/[\text{Actual}/\text{Actual}(\text{ICMA})]}$$

14. Zero Coupon Senior Note Provisions

- [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Amortisation Yield: [] per cent. per annum
- (ii) Day Count Fraction:
$$\frac{[\text{Actual}/\text{Actual}]/[\text{Actual}/\text{Actual}(\text{ISDA})]/[\text{Actual}/365(\text{Fixed})]/[\text{Actual}/360]/[30/360]/[360/360]/[\text{BondBasis}]/[30\text{E}/360]/[$$

PROVISIONS RELATING TO REDEMPTION

15. Call Option

[Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (i) Optional Redemption Date(s):
[]
- (ii) Optional Redemption Amount:
[[] per Calculation Amount][Make-Whole Amount]
- (iii) Make-whole Amount:
[Applicable/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
 - (a) Reference Note:
[[]/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)
 - Redemption Margin:
[]
 - Financial Adviser:
[]
 - Quotation Time:
[]
 - (b) Discount Rate:
[[]/Not Applicable]
 - (c) Make-whole Exemption Period:
[Not Applicable]/[From (and including) [] to (but excluding) []/the Maturity Date]]
- (iv) If redeemable in part:
 - (a) Minimum Redemption Amount:
[]
 - (b) Maximum Redemption Amount
[]
- (v) Notice periods:

Minimum period: [] days

Maximum period: [] days *(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may*

apply, for example, as between the Issuer and the Agent.)

16. Put Option

[Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(i) Optional Redemption
Date(s):

[]

(ii) Optional Redemption
Amount:

[] per Calculation Amount

(iii) Notice period:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

17. Change of Control Put:

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(i) Optional Redemption
Amount:

[[] per Calculation Amount

(ii) Notice periods:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)]

18. Residual Maturity Call Option

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(i) Notice Period:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

(ii) Residual Maturity Call
Option Period:

[The [●]-month period ending on the
Maturity Date] [As per Condition 6(f)]

19. Substantial Purchase Event

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

Notice Period:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

20. Final Redemption Amount

[[] per Calculation Amount]

21. Early Redemption Amount

Early Redemption Amount(s) payable on [] per Calculation Amount
redemption for taxation reasons or on Event

of Default and/or the method of calculating the same:

(N.B. If the Final Redemption Amount is 100 per cent. of the nominal value (i.e. par), the Early Redemption Amount is likely to be par (but consider). If, however, the Final Redemption Amount is other than 100 per cent. of the nominal value, consideration should be given as to what the Early Redemption Amount should be.)

GENERAL PROVISIONS APPLICABLE TO THE SENIOR NOTES

22. (a) Form of Senior Notes:

Senior Bearer Notes:

[Senior Temporary Global Note exchangeable for a Senior Permanent Global Note exchangeable for Senior Definitive Notes in the limited circumstances specified in the Senior Permanent Global Note.]

[Senior Temporary Global Note exchangeable for Senior Definitive Notes]

[Senior Permanent Global Note exchangeable for Senior Definitive Notes in the limited circumstances specified in the Senior Permanent Global Note.]

[Senior Permanent Global Note exchangeable for Senior Registered Notes in the circumstances specified in the Senior Permanent Global Note.]

[Senior Bearer Notes may not be physically delivered in Belgium, except to a clearing system, a depositary or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005.] *(Include for Senior Bearer Notes that are to be offered in Belgium)*

Senior Registered Notes:

[Regulation S Senior Global Note (U.S.\$/€ [] nominal amount) registered in the name of a nominee for [DTC/a common depositary for

Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the NSS))]

[Rule 144A Senior Global Note (U.S.\$ [] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the NSS))]

(b) New Global Note:

[Yes] [No]

[only applicable to Senior Bearer Notes]

23. Financial Centre(s) or other special provisions relating to Payment Dates: [] [Not Applicable]

(Note that this paragraph relates to the date and place of payment, and not the end dates of interest periods for the purposes of calculating the amount of interest, to which sub-paragraphs 12(ii))

24. Talons for future Coupons to be attached to Senior Definitive Notes: [Yes, as the Senior Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]

25. Consolidation provisions: [Not Applicable/The provisions in Condition 13 apply]

26. Calculation Agent: [] [Fiscal Agent]

THIRD PARTY INFORMATION

[] has been extracted from []. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by [], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing:

[Official List of the Luxembourg Stock Exchange]

(ii) Admission to trading:

[Application has been made for the Senior Notes to be admitted to trading on [the regulated market of the Luxembourg Stock Exchange][*other relevant regulated market*] with effect from []] [Application is expected to be made for the Senior Notes to be admitted to trading on [*relevant regulated market*] [Not Applicable.]

(Where documenting a fungible issue, indicate that the original Senior Notes are already admitted to trading.)

(iii) Estimate of total expenses related to admission to trading:

[]

2. RATINGS

Ratings:

[The Senior Notes are not expected to be rated][The Senior Notes to be issued [[have been]/[are expected to be]] rated]/[The following ratings reflect ratings assigned to Senior Notes of this type issued under the Programme generally]:

[insert details]] by [insert the legal name of the relevant credit rating agency entity(ies) and associated defined terms].

(The above disclosure should reflect the rating allocated to Senior Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

[According to [] as published by Standard & Poor's Global Ratings Europe Limited, a rating by Standard & Poor's Global Ratings Europe Limited of [] indicates [].

According to [] as published by Moody's Investors Service Limited, a rating by Moody's Investors Service Limited of [] indicates [].

According to [] as published by Fitch Ratings Limited, a rating by Fitch Ratings Limited of [] indicates [].]

[Insert the legal name of the relevant credit rating agency entity] is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). [As such *[insert the legal name of the relevant credit rating agency entity]* is included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009 (as amended). *[[Insert the legal name of the relevant non-EU credit rating agency entity]* is therefore not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of *[insert the legal name of the relevant EU credit rating agency entity that applied for registration]*, which is established in the European Union, and is registered under the CRA Regulation [(and, as such is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation)], disclosed the intention to endorse credit ratings of *[insert the legal name of the relevant non-EU credit rating agency]*. While notification of the corresponding final endorsement decision has not yet been provided by the relevant competent authority, the European Securities and Markets Authority has indicated that ratings issued in third

countries may continue to be used in the EU by relevant market participants for a transitional period ending on 30 April 2012.]

[[*Insert the legal name of the relevant non-EU credit rating agency entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings [[have been]/[are expected to be]] endorsed by [*insert the legal name of the relevant EU-registered credit rating agency entity*] in accordance with the CRA Regulation. [*Insert the legal name of the relevant EU-registered credit rating agency entity*] is established in the European Union and registered under the CRA Regulation. [As such [*insert the legal name of the relevant EU credit rating agency entity*] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.]]

[[*Insert the legal name of the relevant non-EU credit rating agency entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**), but it [is]/[has applied to be] certified in accordance with the CRA Regulation[[**EITHER:**] and it is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation] [**OR:**] although notification of the corresponding certification decision has not yet been provided by the relevant competent authority and [*insert the legal name of the relevant non-EU credit rating agency entity*] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].]

[[*Insert legal name of the relevant credit rating agency*] is established in the European Union and has applied for

registration under Regulation (EC) No. 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the relevant competent authority [and *[insert the legal name of the relevant credit rating agency]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.]]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of *[insert the legal name of the relevant EU credit rating agency entity that applied for registration]*, which is established in the European Union, disclosed the intention to endorse credit ratings of *[insert the legal name of the relevant non-EU credit rating agency entity]*[, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority and *[insert the legal name of the relevant EU credit rating agency entity]* is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].]

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[So far as the Issuer is aware, no person involved in the offer of the Senior Notes has an interest material to the offer.] The [Managers/Dealers] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer [and the Guarantor] and [its/their] affiliates in the ordinary course of business. (*Amend as appropriate if there are other interests*)]

4. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

Use of proceeds:

An amount equal to the net proceeds of the issue of the Senior Notes will be on-lent or deposited with another member of the Group and used in accordance with subparagraph[s] [(a)/(b)(i)[and] /(b)(ii)] in “Use of Proceeds” in the Base Prospectus.]

[The Senior Notes are European Green Bonds and an amount equal to the net proceeds of the issuance of Senior Notes will be applied by the Issuer [to] [finance] [or] [refinance] [in whole]/[or]/[in part] the project(s) described below:

[].

The Senior Notes are issued in accordance with the EU Green Bond Regulation and,

- a. the completed European Green Bond factsheet referred to in Article 10 of the EU Green Bond Regulation in relation to any European Green Bonds issued under the Programme
- b. the completed European Green Bond factsheet referred to in Article 10 of the EU Green Bond Regulation in relation to the Senior Notes and
- c. the pre-issuance review related to each European Green Bond factsheet by [●] as external reviewer referred to in Article 10 of the EU Green Bond Regulation,

are available on the Guarantor’s and Issuer’s website at: [●].]

[[]/See “Use of Proceeds” in Base Prospectus/Give details]

Estimated net proceeds:

[]

5. FIXED RATE SENIOR NOTES ONLY – YIELD

Indication of yield: [] [Not Applicable]

6. OPERATIONAL INFORMATION

ISIN: []

Common Code: []

Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): [Not Applicable/give name(s) and number(s) [and address(es)]]

Names and addresses of additional Paying Agent(s) (if any): [Not Applicable/give name(s) and address(es)]

Intended to be held in a manner which would allow Eurosystem eligibility:

[Yes. Note that the designation “yes” simply means that the Senior Notes are intended upon issue to be deposited with one of the International Central Securities Depositories (ICSDs), being Euroclear and Clearstream, Luxembourg as common safekeeper, [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the NSS,] *[include this text for registered notes which are to be held under the NSS]* and does not necessarily mean that the Senior Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

[No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Senior Notes are capable of meeting them the Senior Notes may then be deposited with one of the ICSDs as common safekeeper [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper]*[include this text for registered notes]*. Note that this does not necessarily mean that the Senior Notes will then be

recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]]

7. DISTRIBUTION

- (a) Method of distribution: [Syndicated/Non-syndicated]
- (b) If syndicated, names of Managers: [Not Applicable/give names]
- (c) Date of [Subscription] [] Agreement:
- (d) Stabilisation Manager(s) (if any): [Not Applicable/*give name*]
- (e) If non-syndicated, name of relevant Dealer: [Not Applicable/*give name*]
- (f) U.S. Selling Restrictions: [Reg. S Compliance Category [1/2/3]; TEFRA D/TEFRA C/TEFRA not applicable]]”

(VII) FORM OF FINAL TERMS (SUBORDINATED NOTES)

By virtue of this Supplement, the section entitled “*Form of Final Terms (Subordinated Notes)*” on pages 194 to 211 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

“FORM OF FINAL TERMS (SUBORDINATED NOTES)

[MiFID II product governance / Professional investors and ECPs only target market – solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Subordinated Notes has led to the conclusion that: (i) the target market for the Subordinated Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, MiFID II); and (ii) all channels for distribution of the Subordinated Notes to eligible counterparties and professional clients are appropriate. *[Consider any negative target market]* Any person subsequently offering, selling or recommending the Subordinated Notes (a **distributor**) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Subordinated Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

[UK MiFIR product governance / Professional investors and ECPs only target market – solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Subordinated Notes has led to the conclusion that: (i) the target market for the Subordinated Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Subordinated Notes to eligible counterparties and professional clients are appropriate. *[Consider any negative target market]* Any person subsequently offering, selling or recommending the Subordinated Notes (a **distributor**) should take into consideration the manufacturer[‘s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Subordinated Notes (by either adopting or refining the manufacturer[‘s/s’] target market assessment) and determining appropriate distribution channels.]

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Subordinated Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Subordinated Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Subordinated Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Subordinated Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes,

a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Subordinated Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Subordinated Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

[Notification under Section 309B(1)(c) of the Subordinated Notes and Futures Act 2001 of Singapore, as modified or amended from time to time (the SFA) – In connection with Section 309B of the SFA and the Subordinated Notes and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309(1) of the SFA), that the Subordinated Notes [are] [are not] prescribed capital markets products (as defined in the CMP Regulations 2018) and are [Excluded]/ [Specified] Investment Products (as defined in the Monetary Authority of Singapore (the **MAS**) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]²

Final Terms dated [●]

Iberdrola Finanzas, S.A.U.

(incorporated with limited liability in the Kingdom of Spain)
Legal Entity Identifier (LEI): 5493004PZNZWBOUV388

Issue of

[Aggregate Nominal Amount of Tranche] [[●] Year Non-Call] [Undated Subordinated Reset
Rate Guaranteed Subordinated Notes]
[Indicate in title if the Subordinated Notes are European Green Bonds, Green Bonds or both]

Guaranteed on a subordinated basis by

Iberdrola, S.A.

Legal Entity Identifier (LEI): 5QK37QC7NWOJ8D7WVQ45

Under the EUR 30,000,000,000

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

² Legend to be included on front of the Final Terms if the Subordinated Notes do not constitute prescribed capital markets products as defined under the CMP Regulations 2018.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of Subordinated Notes issued by Iberdrola Finanzas, S.A.U. set forth in the Base Prospectus dated 30 May 2024 [and the supplement to the Base Prospectus dated [●] [and [●]] which [together] constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Subordinated Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with such Base Prospectus [as so supplemented] in order to obtain all the relevant information to comply with Article 8(5) of the Prospectus Regulation. Full information on the Issuer, the Guarantor and the offer of the Subordinated Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the Final Terms have been published on the website of the Luxembourg Stock Exchange at www.luxse.com, and are available for viewing at www.iberdrola.com and copies may be obtained from [address].

(The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date. The Conditions of the original issue being tapped should be reviewed to ensure that they would not require the final terms documenting the further issue to include information which is no longer permitted in final terms. Where the final terms documenting the further issue would need to include such information, it will not be possible to tap using final terms and a drawdown prospectus (incorporating the original Conditions and final terms) will instead need to be prepared.)

[Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Conditions**) of Subordinated Notes issued by Iberdrola Finanzas, S.A.U. set forth in the Base Prospectus dated [1 June 2022/1 June 2023] which is incorporated by reference in the Base Prospectus dated 30 May 2024. This document constitutes the Final Terms of the Subordinated Notes described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 30 May 2024 [and the supplement to the Base Prospectus dated [●]] in order to obtain all the relevant information to comply with Article 8(5) of the Prospectus Regulation, which [together] constitute[s] a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**), save in respect of the Conditions which are extracted from the Base Prospectus dated [1 June 2022/1 June 2023] and incorporated by reference into the Base Prospectus dated 30 May 2024. Full information on the Issuer, the Guarantor and the offer of the Subordinated Notes is only available on the basis of the combination of these Final Terms and each Base Prospectus dated [1 June 2022/1 June 2023] and 30 May 2024 [and the supplement to the Base Prospectus dated [●]]. The Base Prospectus and the Final Terms have been published on the website of the Luxembourg Stock Exchange at www.luxse.com and are available for viewing at www.iberdrola.com and copies may be obtained from [address].]

(Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or sub-paragraphs (in which case the sub-paragraphs of the paragraphs which are not applicable may be deleted). Italics denote guidance for completing Final Terms.)

(When completing final terms or adding any other final terms or information consideration should be given as to whether such terms or information constitute “significant new factors” and consequently trigger the need for a supplement to the Base Prospectus under Article 23 of the Prospectus Regulation.)

1. (i) [Series Number: []]

(ii) [Tranche Number: []]

- (iii) Date on which the Subordinated Notes will be consolidated and form a single Series: The Subordinated Notes will be consolidated, form a single series and be interchangeable for trading purposes with the existing Subordinated Notes with Series number [] on [the Issue Date/exchange of the Subordinated Temporary Global Note for interests in the Subordinated Permanent Global Note, as referred to in paragraph [] below, which is expected to occur on or about *[date]*][Not Applicable]
2. Specified Currency or Currencies: []
3. Aggregate Nominal Amount admitted to trading: []
- (i) [Series: []]
- (ii) [Tranche: []]
4. Issue Price: [] per cent. of the Aggregate Nominal Amount [plus [] corresponding to the accrued interest for the period commencing on and including [] to, but excluding, the Issue Date].
5. (i) Specified Denominations: []
- (ii) Calculation Amount: []
6. (i) Issue Date: []
- (ii) [Interest Commencement Date: []/[Issue Date]
7. Interest Basis: [[] per cent. Resettable Rate Subordinated Notes
(see paragraph 13 above)
8. Interest Deferral - Optional Interest Payment: [Applicable/Not Applicable]
9. Relevant Period(s): [] [Any day falling in the period from (and including) [] [to (but excluding) [])].
10. Put/Call Options: [Par Call Option]
[Make-Whole Call Option]
[Change of Control Call Option]

[Substantial Purchase Event]

[Accounting Event]

[Capital Event]

[(see paragraph[s]
[14]/[15]/[16]/[17]/[18]/[19] below]

[Not Applicable]

11. Substitution and Variation: [Applicable/Not Applicable]

12. [Date [Board] approval for issuance of Subordinated Notes [and Guarantee] obtained: [] [and [], respectively]]

(N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Subordinated Notes or related Guarantee)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. Resettable Rate Provisions

- (i) Initial Rate of Interest: [] per cent. per annum
- (ii) Interest Payment Date(s): [] in each year
- (iii) Broken Amount(s): [[] per Calculation Amount, payable on the Interest Payment Date falling [in/on] []][Not Applicable]
- (iv) Reset Rate: [Mid-Swap] [Reference Bond]
- (v) Mid-Swap Rate: []
- (vi) Mid-Swap Maturity: []
- (vii) Mid-Swap Floating Leg Benchmark Rate: []
- (viii) First Reset Date: []
- (ix) Second Reset Date: [] [Not Applicable]
- (x) Subsequent Reset Date(s): [] [Not Applicable]
- (xi) Margin(s): [+/-][] per cent. per annum

(Specify different Margins for different periods if appropriate)

- (xii) Minimum Rate of Interest: [] per cent. per annum
- (xiii) Maximum Rate of Interest: [] per cent. per annum
- (xiv) Day Count Fraction: [Actual/Actual]/[Actual/Actual(ISDA)]/[Actual/365(Fixed)]/[Actual/360]/[30/360]/[360/360]/[BondBasis]/[30E/360]/[EurobondBasis]/[30E/360(ISDA)]/[Actual/Actual(ICMA)]
- (xv) Reset Determination Dates: [[] in each year][As per Conditions]
- (xvi) Relevant Screen Page: []
- (xvii) Reset Rate Time: [] [11.00 a.m. in the principal financial centre of the Specified Currency]
- (xviii) Business Centre(s): [][Not Applicable]
- (xix) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Fiscal Agent) []
- (xx) Step Up after Change of Control Event: [Applicable/Not Applicable]
- (xxi) Step Up Margin after Change of Control Event: [5] per cent. per annum

PROVISIONS RELATING TO REDEMPTION

14. Par Call Option [Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

- (i) Par Call Date(s): [*Specify dates*] [Any dates falling within the Relevant Period and each Interest Payment Date thereafter]
- (ii) Optional Redemption Amount: [[] per Calculation Amount]
- (iii) If redeemable in part:
 - (a) Minimum Redemption Amount: [_____]
 - (b) Maximum Redemption Amount: [_____]
- (iv) Notice periods: Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent.)

15. Make-Whole Call Option

[Applicable/Not Applicable]

(If not applicable, delete the remaining sub-paragraphs of this paragraph)

(i) Optional Redemption Amount (Make Whole Amount):

(a) Reference Note: [[]/Not Applicable]
(If not applicable, delete the remaining sub-paragraphs of this paragraph)

Redemption Margin(s): [] *(Specify if different Make-whole Margins apply within certain date ranges)*

Financial Adviser: []

Quotation Time: []

(b) Discount Rate: [[]/Not Applicable]

(c) Make-whole Exemption Period: [Not Applicable]/[From (and including) [] [to (but excluding) []]]

(ii) If redeemable in part: (a) Minimum Redemption Amount: [_____]

(b) Maximum Redemption Amount: [_____]

(iii) Notice periods: Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice

requirements which may apply, for example, as between the Issuer and the Agent.)

16. Change of Control Call Option: [Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(i) Optional Redemption [[] per Calculation Amount
Amount:

(ii) Notice periods: Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)]

*[For the avoidance of any doubt, the following text does not form part of the Conditions: At or around the Issue Date, the Guarantor intends to undertake with and for the benefit of all holders of certain of its securities (**Qualifying Securities**) that, for so long as any of the Subordinated Notes is outstanding, following the occurrence of a Change of Control Event in respect of which it intends to deliver a notice exercising its right to redeem the Subordinated Notes under Condition 6(i) it will do so only after making a tender offer, directly or indirectly, to all holders of Qualifying Securities to repurchase their respective Qualifying Securities at their respective aggregate nominal amounts together with any interest accrued until the day of completion of the repurchase.]*

17. Substantial Purchase Event [Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

Notice Period: Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

18. Accounting Event

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

Notice Period:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

19. Capital Event

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

Notice Period:

Minimum period: [] days

Maximum period: [] days

(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agent)

20. Early Redemption Amount

Early Redemption Amount(s) [[] per Calculation Amount]] payable on redemption when

applicable and/or the method of calculating the same:

GENERAL PROVISIONS APPLICABLE TO THE SUBORDINATED NOTES

21. (a) Form of Subordinated Notes: Bearer Subordinated Notes:

[Subordinated Temporary Global Note exchangeable for a Subordinated Permanent Global Note exchangeable for Subordinated Definitive Notes in the limited circumstances specified in the Subordinated Permanent Global Note.]

[Subordinated Temporary Global Note exchangeable for Subordinated Definitive Notes]

[Subordinated Permanent Global Note exchangeable for Subordinated Definitive Notes in the limited circumstances specified in the Subordinated Permanent Global Note.]

[Subordinated Bearer Notes may not be physically delivered in Belgium, except to a clearing system, a depositary or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005.]
(Include for Subordinated Bearer Notes that are to be offered in Belgium)

Subordinated Registered Notes:

[Regulation S Subordinated Global Note (U.S.\$/€ [] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the NSS)]]

[Rule 144A Subordinated Global Note (U.S.\$ [] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the NSS)]]

- (b) New Global Note: [Yes] [No]

- [only applicable to Subordinated Bearer Notes]*
- (c) New Safekeeping Structure ☐ [Yes] ☐ [No]
- [only applicable to Subordinated Registered Notes]*
22. Financial Centre(s) or other special provisions relating to Payment Dates: ☐ [] ☐ [Not Applicable]
- (Note that this paragraph relates to the date and place of payment, and not the end dates of interest periods for the purposes of calculating the amount of interest, to which sub-paragraphs 12(ii))*
23. Talons for future Coupons to be attached to Subordinated Definitive Notes: ☐ [Yes, as the Subordinated Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]
24. Consolidation provisions: ☐ [Not Applicable/The provisions in Condition 13 apply]
25. Outstanding Hybrid Securities ☐ []
- (List those that are outstanding as at the Issue Date of the first Tranche of Subordinated Notes)*
26. Subordinated Loan: ☐ []
27. Subordinated Loan Borrower: ☐ [] [Iberdrola, S.A.]
28. Calculation Agent: ☐ [] [Fiscal Agent]

THIRD PARTY INFORMATION

[] has been extracted from []. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by [], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing: [Official List of the Luxembourg Stock Exchange]

(ii) Admission to trading: [Application has been made for the Subordinated Notes to be admitted to trading on [the regulated market of the Luxembourg Stock Exchange][*other relevant regulated market*] with effect from [] [Application is expected to be made for the Subordinated Notes to be admitted to trading on [*relevant regulated market*] [Not Applicable.]

(Where documenting a fungible issue, indicate that the original Subordinated Notes are already admitted to trading.)

(iii) Estimate of total expenses related to admission to trading: []

2. RATINGS

Rating Agency: [As per Conditions] []

Ratings: [The Subordinated Notes are not expected to be rated][The Subordinated Notes to be issued [[have been]/[are expected to be]] rated]/[The following ratings reflect ratings assigned to Subordinated Notes of this type issued under the Programme generally]:

[insert details]] by [insert the legal name of the relevant credit rating agency entity(ies) and associated defined terms].

(The above disclosure should reflect the rating allocated to Subordinated Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

[According to [] as published by Standard & Poor's Global Ratings Europe Limited, a rating by Standard & Poor's Global Ratings Europe Limited of [] indicates [].

According to [] as published by Moody's Investors Service Limited, a rating by Moody's Investors Service Limited of [] indicates [].

According to [] as published by Fitch Ratings Limited, a rating by Fitch Ratings Limited of [] indicates [].]

[Insert the legal name of the relevant credit rating agency entity] is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). [As such *[insert the legal name of the relevant credit rating agency entity]* is included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009 (as amended). *[[Insert the legal name of the relevant non-EU credit rating agency entity]* is therefore not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation]

[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of *[insert the legal name of the relevant EU credit rating agency entity that applied for registration]*, which is established in the European Union, and is registered under the CRA Regulation [(and, as such is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation)], disclosed the intention to endorse credit ratings of *[insert the legal name of the relevant non-EU credit rating agency]*. While notification of the

corresponding final endorsement decision has not yet been provided by the relevant competent authority, the European Securities and Markets Authority has indicated that ratings issued in third countries may continue to be used in the EU by relevant market participants for a transitional period ending on 30 April 2012.]

[[*Insert the legal name of the relevant non-EU credit rating agency entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings [[have been]/[are expected to be]] endorsed by [*insert the legal name of the relevant EU-registered credit rating agency entity*] in accordance with the CRA Regulation. [*Insert the legal name of the relevant EU-registered credit rating agency entity*] is established in the European Union and registered under the CRA Regulation. [As such [*insert the legal name of the relevant EU credit rating agency entity*] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.]]

[[*Insert the legal name of the relevant non-EU credit rating agency entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**), but it [is]/[has applied to be] certified in accordance with the CRA Regulation[[**[EITHER:]** and it is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation] [**[OR:]** although notification of the corresponding certification decision has not yet been provided by the relevant competent authority and [*insert the legal name of the relevant non-EU credit rating agency entity*] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its

website in accordance with the CRA Regulation].]

[[Insert legal name of the relevant credit rating agency] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the relevant competent authority [and [insert the legal name of the relevant credit rating agency] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.]]

*[[Insert the legal name of the relevant non-EU credit rating agency entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of [insert the legal name of the relevant EU credit rating agency entity that applied for registration], which is established in the European Union, disclosed the intention to endorse credit ratings of [insert the legal name of the relevant non-EU credit rating agency entity][, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority and [insert the legal name of the relevant EU credit rating agency entity] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].]*

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

[Replacement Intention:

For the avoidance of any doubt, the following text does not form part of the Conditions: The Guarantor intends (without thereby assuming any obligation) at any time that it or the Issuer will redeem or repurchase the Subordinated Notes only to

the extent that the aggregate principal amount of the Subordinated Notes to be redeemed or repurchased does not exceed such part of the net proceeds received by the Guarantor or any subsidiary of the Guarantor on or prior to the date of such redemption or repurchase from the sale or issuance by the Guarantor or such subsidiary to third party purchasers (other than group entities of the Guarantor) of securities which are assigned by S&P, at the time of sale or issuance, an aggregate "equity credit" (or such similar nomenclature used by S&P from time to time) that is equal to or greater than the "equity credit" assigned to the Subordinated Notes to be redeemed or repurchased at the time of their issuance (but taking into account any changes in hybrid capital methodology or another relevant methodology or the interpretation thereof since the issuance of the Subordinated Notes), unless:

(i) the rating assigned by S&P to the Guarantor is the same as or higher than the long-term corporate credit rating assigned to the Guarantor on the date when the most recent additional hybrid security was issued (excluding refinancings without net new issuance) and the Guarantor is of the view that such rating would not fall below this level as a result of such redemption or repurchase, or

(ii) in the case of a repurchase or a redemption, taken together with other relevant repurchases or redemptions of hybrid securities of the Group, such repurchase or redemption is of less than (a) 10 per cent. of the aggregate principal amount of the outstanding hybrid securities of the Group in any period of 12 consecutive months or (b) 25 per cent. of the aggregate principal amount of the outstanding hybrid securities of the Group in any period of 10 consecutive years, or

(iii) in the case of a repurchase or redemption, such repurchase or redemption relates to an aggregate principal amount of Subordinated Notes which is less than or

equal to the excess (if any) above the maximum aggregate principal amount of the Guarantor's hybrid capital to which S&P then assigns equity content under its prevailing methodologies, or

(iv) the Subordinated Notes are redeemed pursuant to a [Tax Event, a Capital Event, an Accounting Event, a Change of Control Event, a Substantial Purchase Event or a Withholding Tax Event], or

(v) if the Subordinated Notes are not assigned an "equity credit" (or such similar nomenclature then used by S&P) at the time of such redemption or repurchase, or

(vi) such redemption or repurchase occurs on or after the Reset Date falling on [●].]

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[So far as the Issuer is aware, no person involved in the offer of the Subordinated Notes has an interest material to the offer.] The [Managers/Dealers] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer [and the Guarantor] and [its/their] affiliates in the ordinary course of business. *(Amend as appropriate if there are other interests)*

4. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

Use of proceeds:

An amount equal to the net proceeds of the issue of the Subordinated Notes will be on-lent or deposited with another member of the Group and used in accordance with subparagraph[s] [(a)/(b)(i)[and] / (b)(ii)] in "Use of Proceeds" in the Base Prospectus.]

[The Subordinated Notes are European Green Bonds and an amount equal to the net proceeds of the issuance of Subordinated Notes will be applied by the Issuer [to] [finance] [or] [refinance] [in whole]/[or]/[in part] the project(s) described below:

[].

The Subordinated Notes are issued in accordance with the EU Green Bond Regulation and,

- a. the completed European Green Bond factsheet referred to in Article 10 of the EU Green Bond Regulation in relation to any European Green Bonds issued under the Programme
- b. the completed European Green Bond factsheet referred to in Article 10 of the EU Green Bond Regulation in relation to the Subordinated Notes and
- c. the pre-issuance review related to each European Green Bond factsheet by [●] as external reviewer referred to in Article 10 of the EU Green Bond Regulation,

are available on the Issuer's and Guarantor's website at: [●].]

[[]/See "Use of Proceeds" in Base Prospectus/Give details]

Estimated net proceeds: []

5. **FIXED RATE SUBORDINATED NOTES ONLY – YIELD**

Indication of yield: [] [Not Applicable]

6. **OPERATIONAL INFORMATION**

ISIN: []

Common Code: []

Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): [Not Applicable/give name(s) and number(s) [and address(es)]]

Names and addresses of additional Paying Agent(s) (if any): [Not Applicable/give name(s) and address(es)]

Intended to be held in a manner which would allow Eurosystem eligibility:

[Yes. Note that the designation "yes" simply means that the Subordinated Notes are intended upon issue to be deposited with one

of the International Central Securities Depositories (ICSDs), being Euroclear and Clearstream, Luxembourg as common safekeeper, [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, that is, held under the NSS,] *[include this text for registered Subordinated Notes which are to be held under the NSS]* and does not necessarily mean that the Subordinated Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

[No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Subordinated Notes are capable of meeting them the Subordinated Notes may then be deposited with one of the ICSDs as common safekeeper [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper]*[include this text for registered Subordinated Notes]*. Note that this does not necessarily mean that the Subordinated Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]]

7. DISTRIBUTION

- (a) Method of distribution: [Syndicated/Non-syndicated]
- (b) If syndicated, names of Managers: [Not Applicable/give names]
- (c) Date of [Subscription] Agreement: []
- (d) Stabilisation Manager(s) (if any): [Not Applicable/give name]

- (e) If non-syndicated, name of [Not Applicable/*give name*]
relevant Dealer:
- (f) U.S. Selling Restrictions: [Reg. S Compliance Category [1/2/3];
TEFRA D/TEFRA C/TEFRA not
applicable]]”

(VIII) GENERAL INFORMATION

By virtue of this Supplement, the section entitled “*General Information*” on pages 221 to 223 of the Base Prospectus shall be amended by:

- (i) deleting paragraphs 5 and 6 in their entirety and replacing them with the following:

“5. There has been no material adverse change in the prospects of Iberdrola Finanzas since the date of the last audited financial statements of Iberdrola Finanzas incorporated by reference in this Base Prospectus nor has there been any significant change in the financial position or financial performance of Iberdrola Finanzas since the date of the most recent financial information of Iberdrola Finanzas incorporated by reference in this Base Prospectus.

6. There has been no material adverse change in the prospects of the Guarantor or the Group since the date of the last audited financial statements of the Guarantor incorporated by reference in this Base Prospectus nor has there been any significant change in the financial position or financial performance of the Guarantor or the Group since the date of the most recent financial information of the Guarantor incorporated by reference in this Base Prospectus.”; and

- (ii) including the following wording at the end of paragraph 10:

“In respect of any Notes issued as European Green Bonds, copies of (i) each completed European Green Bond factsheet, (ii) each Pre-issuance Review, (iii) the Post-issuance Review and (iii) if requested by the Issuer and Guarantor, any Impact Report Review will, in each case, be available on the Issuer and Guarantor’s website. Any such factsheet, Pre-issuance Review, Post-issuance Review, Impact Report Review and any other document related thereto is not incorporated in and/or form part of this Base Prospectus.”