

Santiago Martínez Garrido

General secretary and secretary of the Board of Directors

Bilbao, 23 July 2025

To the National Securities Market Commission

Inside Information

Launch €5 billion capital increase of "Iberdrola, S.A." through an accelerated bookbuilding offering

Pursuant to article 17 of *Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse* and article 226 of *Act 6/2023, of March 17, of the Securities Markets and Investment Services (Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión)*, and related provisions, we hereby inform you that the Board of Directors of "Iberdrola, S.A." (the "**Company**") has resolved to carry out a share capital increase for an effective amount (including nominal value and share premium) of five billion euros (€5,000,000,000.00) by issuing new ordinary shares of the Company of the same class and series as those currently outstanding (the "**New Shares**") in consideration for cash contributions and with the disapplication of the pre-emptive rights of the Company's shareholders (the "**Capital Increase**"). The Capital Increase has been approved by the Board of Directors of the Company pursuant to the authorisation granted by the General Shareholders' Meeting of the Company held on first call on 17 May 2024, under item 20 of the agenda.

The Capital Increase will be executed in accordance with the terms of the underwriting agreement entered into today by the Company and certain Joint Bookrunners pursuant to which an accelerated bookbuilding offering ("**ABO**") of the New Shares, available exclusively to qualified investors, will be conducted to determine, through a bookbuilding process, the issue price and the final number of New Shares to be issued in the Capital Increase.

The ABO will begin immediately after the publication of this inside information notice. Once the ABO is completed, and provided that the indications of interest received from investors in the bookbuilding process are satisfactory, the issue price and number of New Shares to be issued by the Company in the Capital Increase will be set.

The Company will announce the result of the Capital Increase by way of publication of the relevant inside information notice, including therein its final amount, the final issue price and number of New Shares to be issued.

The recent progress made in defining the tariff frameworks for the coming years for transmission and distribution activities in the United Kingdom and the United States of America (specifically in New York State) represents an unprecedented investment opportunity in the Networks business. This opportunity is estimated at €55 billion globally over the 2026–2031 period, reflecting a 75% increase compared to the previous six-year period and an expected average return on equity of 9.5% net.

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This increase in investment will: (i) enable the Company to accelerate its growth in full alignment with its strategy focused on the Networks business in countries with stable, predictable, and attractive regulatory frameworks and strong credit ratings; and (ii) result in total gross investment prospects of around €15 billion annually over the coming years. In this context, the Capital Increase—together with cash generation, access to debt markets, available liquidity, the asset rotation policy, and the third-party partnership strategy—will fully cover the financing needs of Iberdrola Group's upcoming investment plan, which will be presented on the next Capital Markets Day, scheduled for 24 September 2025. In addition, it will support the maintenance of credit ratios fully aligned with a Baa1/BBB+ credit rating and the Company's shareholder remuneration policy. It is also expected to have a positive impact on earnings per share, as it will enable a greater volume of investments in the Networks business with attractive returns.

The Company will undertake a lock-up commitment of one hundred eighty (180) days following the completion of the Capital Increase, during which it will not issue or dispose of shares without the consent of the Joint Global Coordinators, subject to customary market exceptions applicable to this type of transactions (including, among others, the scrip dividend-related capital increases under the "Iberdrola Retribución Flexible" optional dividend system).

The Capital Increase will be conducted on the terms indicated below:

- (i) Following the publication of this inside information notice, the Joint Bookrunners will begin the ABO with the purpose of receiving indications of interest from qualified investors to whom the offer of New Shares is addressed and the Company will grant the corresponding public deed formalising the Capital Increase, before its execution and the subscription and disbursement of the New Shares, for its subsequent filing for registration with the Commercial Registry of Biscay.
- (ii) Upon completion of the ABO, and depending on its outcome, the Company will determine the final issue price per New Share and the number of New Shares. Likewise, the Company and the Joint Global Coordinators (acting on behalf of the Joint Bookrunners) will select the subscription proposals submitted by investors and will enter into the pricing agreement in accordance with, and as supplement to, the underwriting agreement. Subsequently, the Company will inform the market of the result of the Capital Increase by means of the publication of an inside information notice, following which the New Shares will be definitively allocated among the relevant investors through the confirmation of their subscription orders.
- (iii) Once the definitive allocations of the New Shares to the investors have been confirmed, they will be subscribed and fully paid-up, initially and temporarily by the Joint Bookrunners, acting on behalf of the final investors. Thereafter, the public deed of execution of the Capital Increase will be granted and filed for registration with the Commercial Registry of Biscay (without prejudice that the New Shares may be delivered and transferred to its subscribers from the date when it was granted).
- (iv) Once the public deed formalising the Capital Increase has been registered with the Commercial Registry of Biscay pursuant to the provisions in article 508.1 of the Spanish Companies Act (*texto refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio*), (the "**Spanish Companies Act**"), and the public deed of execution of the Capital Increase has been granted after the execution of the Capital Increase and the subscription and disbursement of the New Shares, the Company will apply for the registration of the New Shares with "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." Sociedad Unipersonal (Iberclear)

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("Iberclear") and for the National Securities Market Commission ("CNMV") to verify compliance with the requirements for the admission to trading of the New Shares and for the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia (the "**Spanish Stock Exchanges**") to approve such admission to trading.

- (v) The New Shares are expected to be admitted to trading on the Spanish Stock Exchanges on 24 July 2025, and to start trading on 25 July 2025, once the above steps have been completed.
- (vi) Once the New Shares have been registered by Iberclear, the CNMV has verified compliance with the requirements for the admission to trading and the New Shares have been admitted to trading by the Spanish Stock Exchanges, the New Shares initially and temporarily subscribed by the Joint Bookrunners will be transferred to the relevant investors through stock transactions or through any other transaction agreed between the Joint Bookrunners and the investors, which will be settled on or around 25 July 2025.

The New Shares will be represented in book-entry form and registered in the book-entry records maintained by Iberclear and will grant their holders the same rights as those granted to the holders of the outstanding shares of the Company (with the exception of the supplementary dividend payment on account of the results of the 2024 financial year in the amount of €0.409 gross per share, which will be paid on 24 July 2025, within the framework of the first edition of the 2025 "Iberdrola Retribución Flexible" optional dividend system, given that only holders of shares of the Company on 7 July 2025, the "*record date*" are entitled to receive such dividend, as announced to the market by means of the notice of other significant information submitted to the CNMV on 24 June 2025, with official registry number 35,452).

The New Shares will only be offered to qualified investors, that is: (i) in any Member State of the European Economic Area, as provided for in article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017¹ (the "**Prospectus Regulation**"); and (ii) in other countries outside the European Union where the placement is carried out, to those who hold the status of qualified investors or equivalent category in accordance with the applicable regulations in each jurisdiction and taking into account the remaining requirements to exclude the registration or approval of the Capital Increase by the competent authorities. The New Shares will be offered exclusively (i) in the United States of America to qualified institutional buyers (within the meaning of and pursuant to Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**")) or pursuant to another exemption from the registration requirements of, or in transactions not subject to, the Securities Act and (ii) outside the United States of America, through "offshore transactions", as defined in, and in reliance on, Regulation S of the Securities Act.

In accordance with the Prospectus Regulation, neither the offering nor the admission to trading of the New Shares require the approval by the CNMV or publication by the Company of a prospectus.

Pursuant to the provisions of the Spanish Companies Act, the Board of Directors has jointly drawn up, in a single report structured in separate sections, the reports required under Article 286, as well as Articles 308, 504 and 506.3 of the Spanish Companies Act. These reports relate, respectively, to the justification of the proposed share capital increase and the resulting amendment to the articles of association, and to the disapplication of pre-

¹ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

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emptive rights. In accordance with applicable regulations, such report will be published on the Company's corporate website following the determination of the issue price of the New Shares and the execution of the Capital Increase, in line with recommendation 5 of the Good Governance Code of Listed Companies. It will also be made available to shareholders, who will be expressly informed of its content at the first General Shareholders' Meeting held after the adoption of the Capital Increase resolution, as required by Article 506.4 of the Spanish Companies Act.

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

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IMPORTANT INFORMATION

The contents of this communication have been prepared by and are the sole responsibility of “Iberdrola, S.A.”.

The distribution of this communication may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This communication contains inside information within the meaning given in EU Regulation n. 596/2014 on market abuse.

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities to any person in the United States of America, its territories and possessions, any state of the United States of America or the District of Columbia (collectively, the “**United States**”), Australia, Canada, Japan, South Africa or in any other country or jurisdiction where the disclosure of this information may be restricted by law. The New Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States except pursuant to an effective registration statement under the Securities Act, as amended, or pursuant to an available exemption from the registration requirements of the Securities Act. The offer and sale of the New Shares has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada, Japan, South Africa or any jurisdiction where such registration would be required. Subject to certain exceptions, the New Shares may not be offered or sold in Australia, Canada, Japan, South Africa or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan, South Africa or in any other jurisdiction where such offer or sale would breach any applicable law or regulation. There will be no public offer of the New Shares in the United States, Australia, Canada, Japan, South Africa or elsewhere. This communication does not constitute a request of funds, securities or any other sort of compensation, and no compensation will be accepted as a response to this communication.

No action has been taken by “Iberdrola, S.A.”, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the New Shares or possession or distribution of this communication or any offering or publicity material relating to the New Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this communication comes are required by “Iberdrola, S.A.” and the Joint Bookrunners to inform themselves about, and to observe, any such restrictions.

No prospectus or offering document has been or will be prepared by “Iberdrola, S.A.” in connection with the matters contained in this communication, including in relation to the offering of the New Shares. Any investment decision in connection with the New Shares must be made on the basis of publicly available information. Such information has not been independently verified. The information contained in this communication is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this communication or its accuracy, fairness or completeness.

This communication and the offering when made are only addressed to, and directed in, member states of the European Economic Area (the “**EEA**”) (each, a “**Member State**”) and the United Kingdom, at persons who are “Qualified Investors” within the meaning of the Prospectus Regulation (“**Qualified Investors**”). For these purposes, the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 and Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the “**EUWA**”).

In addition, in the United Kingdom this communication is being distributed only to, and is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within article 19(5) of the

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Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) and Qualified Investors falling within article 49(2)(a) to (d) of the Order, or (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as “**Relevant Persons**”). This communication must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any Member State of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this communication relates is available only to (a) Relevant Persons in the United Kingdom and will be engaged in only with Relevant Persons in the United Kingdom and (b) Qualified Investors in Member States of the EEA.

In South Africa, the offering will only be made by way of separate private placements to: (i) selected persons falling within one of the specified categories listed in Section 96(1)(a) of the South African Companies Act, 71 of 2008 (the “**South African Companies Act**”); and (ii) selected persons, acting as principal, acquiring New Shares for a total acquisition cost of R1,000,000 or more, as contemplated in Section 96(1)(b) of the South African Companies Act (“**South African Qualifying Investors**”). This announcement is only being made available to such South African Qualifying Investors. Accordingly: (i) the offering is not an offer to the public as contemplated in the South African Companies Act; (ii) this announcement does not, nor does it intend to, constitute a “registered prospectus” or “advertisement”, as contemplated by the South African Companies Act; and (iii) no prospectus has been filed with the South African Companies and Intellectual Property Commission (“**CIPC**”) in respect of the offering. As a result, this announcement does not comply with the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations of 2011, and has not been approved by, and/or registered with, CIPC. The information contained in this announcement constitutes factual information as contemplated in Section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended, (the “**South African FAIS Act**”) and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the New Shares or in relation to the business or future investments of “Iberdrola, S.A.” is appropriate to the particular investment objectives, financial situations or needs of a prospective investor, and nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. “Iberdrola, S.A.” is not a financial services provider licensed as such under the South African FAIS Act.

Solely for the purposes of the Product Governance Requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures in the EEA (together, the “**Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “**Manufacturer**” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined that: (i) the target market for the New Shares is (a) in the EEA, retail clients and investors who meet the criteria of eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the New Shares are appropriate. Any person subsequently offering, selling or recommending the New Shares (a “**Distributor**”) should take into consideration the Manufacturers’ target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Shares (by either adopting or refining the Manufacturers’ target market assessment) and determining appropriate distribution channels.

Notwithstanding the target market assessment, Distributors should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The target market assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the target market assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

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For the avoidance of doubt, the target market assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the New Shares. None of "Iberdrola, S.A." or any of the Joint Bookrunners makes any representation as to (i) the suitability of the New Shares for any particular investor, (ii) the appropriate accounting treatment and potential tax consequences of investing in the New Shares or (iii) the future performance of the New Shares either in absolute terms or relative to competing investments.

Each of the Joint Bookrunners is acting exclusively on behalf of "Iberdrola, S.A." and no one else in connection with the New Shares. They will not regard any other person as their respective clients in relation to the New Shares and will not be responsible to any other person other than "Iberdrola, S.A." for providing the protections afforded to the respective clients of the Joint Bookrunners, nor responsible to anybody for providing advice in relation to the New Shares, the contents of this communication or any transaction, arrangement or other matter referred to herein.

This communication contains forward-looking information and statements about "Iberdrola, S.A.", including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates" and similar expressions.

Although "Iberdrola, S.A." believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of "Iberdrola, S.A." securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of "Iberdrola, S.A.", that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by "Iberdrola, S.A." to the *Comisión Nacional del Mercado de Valores*.

Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of "Iberdrola, S.A." You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All oral or written forward-looking statements hereby made or otherwise attributable to "Iberdrola, S.A." or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified on its entirety by the cautionary statement above. All the forward-looking statements included herein are based on information available to "Iberdrola, S.A." on the date hereof. Except as required by applicable law, "Iberdrola, S.A." does not undertake any obligation, and each of the Joint Bookrunners and their respective affiliates expressly disclaim any obligation or undertaking, to publicly update, review or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Neither the Joint Bookrunners or "Iberdrola, S.A." nor their respective affiliates, directors, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, expressed or implied, as to the truth, accuracy or completeness of the information in this communication (or whether any information has been omitted from the communication) or any other information relating to "Iberdrola, S.A.", its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available for any loss howsoever arising from any use of the communication or its contents or otherwise arising in connection therewith.

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The Joint Bookrunners and any of their respective affiliates may take up a portion of the New Shares as a principal position and, in that capacity, may retain, purchase, sell, offer to sell, or otherwise deal for its or their own account(s) such New Shares, any other securities of "Iberdrola, S.A." or other related investments in connection with the placing of the New Shares or otherwise. Accordingly, references to the New Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, Joint Bookrunners and any of their affiliates acting in such capacity. In addition, the Joint Bookrunners or their respective affiliates may enter into financing agreements (including swaps, warrants or contracts for differences) with investors in connection with which the Joint Bookrunners (or their respective affiliates) may, from time to time, acquire, hold or dispose the shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.

A communication that a transaction is or that the book is "covered" (i.e. indicated demand from investors in the book equals or exceeds the amount of the New Shares being offered) is not any indication or assurance that the book will remain covered or that the transaction and New Shares will be fully distributed by the Joint Bookrunners. The Joint Bookrunners reserve the right to take up a portion of the New Shares as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of "Iberdrola, S.A.", MiFID II requirements and in accordance with allocation policies.

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