



**Santiago Martínez Garrido**

General secretary and secretary of the Board of Directors

Bilbao, 30 January 2026

**To the National Securities Market Commission**

Other relevant information

**Closing of the second edition of the "Iberdrola Retribución Flexible" optional dividend system of the fiscal year 2025**

Pursuant to article 227 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, and further to our notices of other significant information (*comunicaciones de otra información relevante*) filed with this National Commission on 28 October 2025, 16 December 2025 and 8 January 2026 (with official registry numbers 37,364, 38,173 and 38,415, respectively) regarding: (i) the implementation of the paid-up capital increase approved by the General Shareholders' Meeting of "Iberdrola, S.A." (the "**Company**") held on first call on 30 May 2025 under item 10 on the agenda<sup>1</sup> (the "**Capital Increase**"); and (ii) the payment of an interim dividend corresponding to the fiscal year 2025 approved by the Board of Directors on 27 October 2025<sup>2</sup> (the "**Interim Dividend**"), both in the context of the second edition of the "*Iberdrola Retribución Flexible*" optional dividend system of the fiscal year 2025, we hereby inform you that:

- a) The period for trading the free-of-charge allocation rights corresponding to the Capital Increase ended on 26 January 2026.
- b) During the period established for such purpose, the holders of 1,088,096,797 shares of the Company (which represent 16.286 % of the share capital of the Company) have elected to receive the Interim Dividend. As a consequence, the total gross amount of the Interim Dividend that will be paid on 2 February 2026 is 275,288,489.64 euros, which results from multiplying the gross amount of the Interim Dividend per share (0.253 euros) by the number of shares whose holders have chosen to receive the Interim Dividend (1,088,096,797).

As a result of the foregoing, these shareholders have expressly waived 1,088,096,797 free-of-charge allocation rights and, thus, 14,905,435.58 new shares corresponding to the referred rights. Furthermore, the payment of the Interim Dividend has been rendered without effect in respect of the amount which has not

---

<sup>1</sup> And under the section titled «*Common terms and conditions of the dividend payment and increase in share capital resolutions proposed under items 8, 9 and 10 on the agenda, pursuant to which the "Iberdrola Flexible Remuneration" optional dividend system is implemented*» (the "**Common Terms**").

<sup>2</sup> The referred payment was ratified by the Board of Directors of the Company by means of the resolution approved on 16 December 2025, after attesting the compliance of the requirements set forth in article 277 of the Spanish Companies Act (*Ley de Sociedades de Capital*).

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)



Take care of the environment.  
Print in black and white, and only if necessary.

been paid to those shareholders who have chosen (expressly or tacitly) any of the remaining options under the “*Iberdrola Retribución Flexible*” optional dividend system.

- c) Likewise, given that the maximum number of shares of the Company to be issued –after deducting the shares which holders have chosen to receive the Interim Dividend (waiving the free-of-charge allocation rights to which they were entitled)– was a fraction, the Company has waived 31 free-of-charge allocation rights that it holds in order for the number of new shares ultimately issued in the Capital Increase to be a whole number and not a fraction.
- d) Therefore, the final number of ordinary shares with a unitary par value of 0.75 euros that will be issued in the Capital Increase is 76,618,226, with the nominal amount of the Capital Increase being 57,463,669.50 euros, which entails an increase of 1.147 % over the share capital of the Company prior to the implementation of the Capital Increase. The nominal amount of the Capital Increase has been fully paid up by means of the application of the reserve called “share premium reserve” (“*reserva de prima de emisión de acciones*”)<sup>3</sup>.
- e) As a consequence, the share capital of the Company after the Capital Increase will amount to 5,068,384,202.25 euros, represented by 6,757,845,603 ordinary shares having a nominal value of 0.75 euros each, fully subscribed for and paid up.
- f) It is expected that, subject to compliance with all legal requirements (particularly, the verification of such compliance by the National Securities Market Commission), the new shares will be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Automated Quotation System (Electronic Market), on Tuesday, 3 February 2026. In this respect, the ordinary trading of the new shares is expected to commence on Wednesday, 4 February 2026.

Finally, and for the purposes of article 1.5.(g) of the *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* (the “**Regulation**”), it is hereby stated that this information supplements the content of the information memorandum that was filed by virtue of the notice of other significant information (*comunicación de otra información relevante*) on 28 October 2025 (with official registry number 37,364), relating to the second edition of the “*Iberdrola Retribución Flexible*” optional dividend system of 2025 (the “**Information Memorandum**”), as supplemented by virtue of the notices of other significant

---

<sup>3</sup> In this respect, it is hereby noted that a material error has been detected in the information memorandum of this edition of the “*Iberdrola Retribución Flexible*” optional dividend system enclosed as annex to the notice of other significant information (*comunicación de otra información relevante*) filed with this National Commission on 28 October 2025 (with official registry number 37,364). Such memorandum indicated that, on that date, the “share premium reserve” (“*reserva de prima de emisión de acciones*”) amounted to €13,636,691,822.93, when the correct figure for such reserve amounted them to €18,404,903,746.13. The favorable difference between the two amounts (i.e., 4,768,211,923.20) is due exclusively to the payment of the share premium (coinciding with the amount of said difference) by the subscribers to the capital increase through cash contributions and disapplication of pre-emptive rights approved by the Board of Directors of the Company, at its meeting on 22 July 2025, in exercise of the delegation of the Ordinary General Shareholders’ Meeting held on 17 May 2024 under item 20 of its agenda, which was formalized by virtue of two public deeds granted on 23 and 24 July 2025 before the notary of the Illustrious College of Madrid Mr. Miguel Ruiz-Gallardón García de la Rasilla under numbers 3,850 and 3,866 of his protocol, respectively, both registered with the Commercial Registry of Biscay.





information (*comunicación de otra información relevante*) filed on 16 December 2025 and on 8 January 2026 (with official registry numbers 38,173 and 38,415, respectively).

Likewise, it is stated that the Information Memorandum (*documento informativo*), as supplemented from time to time, constitutes the document referred to in article 1.5.(g) of the Regulation, and renders the preparation and publication of a prospectus (*folleto informativo*) with respect to the Capital Increase unnecessary.

As a consequence, this notice is a part of the Information Memorandum, and should therefore be read in conjunction with such document.

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)



Take care of the environment.  
Print in black and white, and only if necessary.



### IMPORTANT INFORMATION

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. The shares of "Iberdrola, S.A." may not be offered or sold in the United States of America except pursuant to an effective registration statement under the Securities Act of 1934, as amended (the "**Securities Act**") or pursuant to an available exemption from the registration requirements of the Securities Act.

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 to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)



Take care of the environment.  
Print in black and white, and only if necessary.