Shareholder’s Guide

General Shareholders’ Meeting

2017
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“Shareholder engagement is crucial for the success of Iberdrola’s business enterprise.”
Iberdrola’s desire to encourage and facilitate the participation of all the shareholders is reflected by the inclusion of multiple measures to encourage and allow all of you to attend and participate in this General Shareholders’ Meeting.

Since its creation in 1901, Iberdrola has been a private and independent company that has never had a shareholder or group of shareholders holding a majority of share capital or that could control the decisions made at the General Shareholders’ Meeting. Thus, the participation and engagement of the shareholders, their support of management, and their commitment to corporate social responsibility are crucial for the success of Iberdrola’s business enterprise.

To this end, Iberdrola traditionally pays an attendance bonus to all shareholders who attend the General Shareholders’ Meeting in person or by proxy through any another person. The Company has also developed a broad set of measures facilitating the participation of all shareholders, making the Meeting one that is fully accessible and in which no one can feel excluded.

For example, we have eliminated barriers in order to allow participation by shareholders with reduced mobility or with hearing or visual limitations, who can now use the means provided by the latest digital technologies to access information and to follow the Meeting. We also promote attendance at the Meeting by attendees with children, providing a playroom with qualified staff for babysitting children of all ages. We also care for the impact that the Meeting will have on its environment at the economic, social, and environmental level, promoting measures such as the hiring of persons at risk of social exclusion or with differing abilities.

This year, Iberdrola will also use part of the savings obtained from the efficiency improvements achieved with the implementation of a sustainable meeting to the Social-Welfare Action Area of the Municipality of Bilbao.

The desire to be sustainable not only in our businesses but also in our corporate events has allowed us to once again, for the second consecutive year at the General Shareholders’ Meeting, certify compliance with the ISO 20121 standard regarding sustainable event management, which reflects the Board of Directors’ commitment to the shareholders and the decision for them to participate in the Iberdrola enterprise.

Along these lines, I am pleased to present a new edition of the Shareholder’s Guide, which clearly explains key aspects regarding the agenda, the most significant issues regarding its operation, and the procedures for participating and exercising their rights at the General Shareholders’ Meeting. Although we continue to include information regarding the composition of the Board of Directors, the details regarding the operation of this body and its components have been transferred to the Activities Report of the Board of Directors and of the Committees thereof, which the Company has for the first time published this year on occasion of the call to the General Shareholders’ Meeting.

Finally, I would like to give thanks for the support and encouragement that our shareholders give us through the personal encounters and communication channels opened by the Company, which allow us to maintain a constructive and effective dialogue, not just for purposes of holding the General Shareholders’ Meeting but on a permanent basis.
Iberdrola encourages the active participation of the shareholders through constructive, ongoing, and effective dialogue to which they are all invited.
Iberdrola will celebrate Iberdrola Week from 24 to 31 March 2017, organising various social, cultural, and technological and digital innovation activities for all of its stakeholders, amongst whom the shareholders, who are the owners of the company, are a key element.

These activities will include a popular race at night in Bilbao, on March 25, in which the amount of the registrations will be used entirely for social purposes.

On 31 March, Iberdrola Week will culminate with the holding of a new edition of Shareholder Day, a day on which there will be presentations and activities to familiarise the shareholders with the business, social, and institutional reality of Iberdrola.

During Iberdrola Week, the Company wants to give thanks for the support and trust of its almost 600,000 shareholders with the “Iberdrola Together 2017” award, which this year will be dedicated to solidarity. Thus, Iberdrola will select a shareholder who helps disadvantaged persons or groups and who wants to join us on Shareholder Day to share their experience with all of the attendees. The prize will consist of a commemorative gift and a donation of 5,000 euros to an association or entity involved in supporting social causes chosen by the winner.
Shareholder Day Schedule of Activities

Set forth below is a description of the activities scheduled for Shareholder Day, which will be held on 31 March 2017:

08:30
Opening of doors to Palacio Euskalduna

09:00
Welcome ceremony at Iberdrola Plaza: musical performance by Kepa Junkera

09:10
Interviews
Social dividend, the fight against climate change, and “Women, energy, and sports” at Iberdrola

09:35
Musical performance by Kepa Junkera

09:40
Interview
“Iberdrola culture”

09:50
Presence of Spain, the Basque Country and Iberdrola in the United States

10:00
Delivery of the “Iberdrola Together 2017 / Solidarity” prize

10:05
Interview on strategy, results, and outlook for Iberdrola

10:25
Musical performance by Laura Cantrell

11:00
Closing ceremony at Iberdrola Plaza

11:30
Holding of the 2017 General Shareholders’ Meeting¹

14:00
Drinks and snacks at the Exhibition Hall of Palacio Euskalduna

This programme is provisional and any updates will be published in the section of the corporate website (www.iberdrola.com) dedicated to Shareholder Day.

¹ If the General Shareholders’ Meeting is held on first call, as expected. Otherwise, if the General Shareholders’ Meeting is held on second call, it would be at the same place and time on the following day.
2.3

Place of the Meeting and Access Points

Shareholder Day and the General Shareholders’ Meeting will be held in Bilbao at Palacio Euskalduna, avenida Abandoibarra número 4, 48011 Bilbao (http://www.euskalduna.net).

The entrance to Palacio Euskalduna that should be used by those attending Shareholder Day is entrance 3.

In order to minimise the environmental impact of the event and encourage the use of non-polluting means of transportation, the Company suggests using the Bilbao tram, which stops at Palacio Euskalduna and will be free for all users (whether or not they are shareholders) on the morning of the General Meeting.

There will also be approximately three hundred spaces available without charge for those attending Shareholder Day at the car park for Palacio Euskalduna.
2.4 Participation in Shareholder Day

All shareholders meeting the requirements established to attend the General Shareholders’ Meeting or the persons who are going to represent them thereat may participate in Shareholder Day.

2.5 Attendees with Reduced Mobility

The Company will provide appropriate means to facilitate access to and egress from the premises where Shareholder Day will be held for all attendees with reduced mobility, whether physical or due to visual impairment, for whom the Company reserves specific locations in the auditorium of Palacio Euskalduna to follow the General Shareholders’ Meeting.

2.6 Playroom

The Company will provide a playroom for children of all ages supervised by qualified professionals for those attending Shareholder Day with minors.
View of Palacio Euskalduna from avenida Abandoibarra / Bilbao
© Fernando Nieto
General Shareholders’ Meeting Agenda

The main event of Shareholder Day is the General Shareholders’ Meeting, the principal channel for participation of the shareholders within the Company. This section explains the text of the agenda in the call to meeting.
3.1 Annual accounts, corporate management and change of auditor

1. Approval of the individual and consolidated annual accounts for financial year 2016.
2. Approval of the individual and consolidated management reports for financial year 2016.
3. Approval of the management and activities of the Board of Directors during financial year 2016.

What were the results of the Company during 2016?
During the financial year ended 31 December 2016, Iberdrola obtained net profit attributed to the controlling Company equal to 2,705 million euros. This represents a net profit growth of 11.7% compared to the previous year, due to strong operating results and lower financial expenses.

What was the management of the Board of Directors during financial year 2016?
Iberdrola’s Board of Directors and its five committees held 57 meetings during financial year 2016. The Board of Directors has especially focused its work on defining the strategic goals of the Iberdrola group and its principles of organisation and coordination, as well on supervising compliance therewith, with the support of the Executive Committee. Among other milestones, during the year the Board of Directors has defined the strategic goals for the 2016-2020 period and has increased shareholder remuneration with a charge to 2016 by almost 11%, in line with the growth of the group’s results. To find out more about its activities during the 2016 financial year, see the Activities Report of the Board of Directors and of the Committees thereof, which the Company publishes this year for the first time.

What is the opinion of the auditor regarding the individual and consolidated accounts of the Company?
The report of the Company’s auditor, Ernst & Young, S.L., does not contain any qualifications. In its opinion, the individual and consolidated annual accounts of the Company for financial year 2016 give a true and fair view, in all material respects, at both the individual and consolidated levels, of the equity and financial position of the Company and its group, as well as the results of operations and cash flows for the financial year ended 31 December 2016.

Has the independence of the Company’s auditor been verified?
Yes. The Audit and Risk Supervision Committee has verified the independence of the Company’s auditor and has set out the results in the Report on the Independence of the Auditor in relation to the Audit Report for Financial Year 2016, which is available on the corporate website.
Why a new auditor?
After a tender led by the Audit and Risk Supervision Committee, the Board of Directors decided in December 2015 to propose to the shareholders at the General Shareholders’ Meeting the appointment of KPMG Auditores, S.L. as the new auditor of Iberdrola for financial years 2017, 2018, and 2019. This was to replace Ernst & Young, S.L., which had acted as Iberdrola’s auditor for 10 years. This change allowed for a strengthening of its independence and will ensure that the Company continues to comply with the strictest transparency standards.


3.2
Update of the Corporate Governance System

5. Approval of the preamble to the By-Laws.
6. Amendment of articles 7 and 8 of the By-Laws to reflect the Company’s commitment to maximisation of the social dividend and to the Mission, Vision, and Values of the Iberdrola group.
7. Amendment of article 14 of the Regulations for the General Shareholders’ Meeting to strengthen the right to receive information and to make technical improvements.
8. Amendment of articles 19 and 39 of the Regulations for the General Shareholders’ Meeting to expand the channels for participation in the General Shareholders’ Meeting.

¿What is the purpose of the by-law reform?
The by-law amendments go into more detail on the maximisation of Iberdrola’s social dividend as an essential part of its strategy and its business enterprise, and complete the definition of its corporate governance model, taking into account all of the stakeholders related to the Company. In particular, the reform provides for the insertion of a new preamble, which confirms and makes explicit this commitment, and the development of the concept of a social dividend, conceived as the sustainable creation of value for all stakeholders affected by the activities of the group in carrying out its businesses, the advancement of the business communities which the Company participates in and leads, both from the economic viewpoint and from the perspective of business ethics, the promotion of equality and justice, the encouragement of innovation and protection of the environment, as well as through the generation of quality employment, its strategy of social responsibility, and its effort in the fight against climate change.

Why is it proposed to amend the Regulations for the General Shareholders’ Meeting?
To improve the regulation of the shareholders’ right to information prior to the holding of the meeting and to provide the Company with instruments allowing the maximisation of the number of shareholders who can participate in the General Shareholders’ Meeting.

More information: see the reports of the Board of Directors regarding the amendment of the By-Laws and of the Regulations for the General Shareholders’ Meeting.
Renewal of the Board of Directors

9. Appointment of Juan Manuel González Serna as independent director.
10. Appointment of Francisco Martínez Córcoles as executive director.

What standards has the Board of Directors used to make the proposals for appointment of directors?
The Company has a Director Candidate Selection Policy that is public, specific, and verifiable, and that sets out a wide range of criteria, including professional qualifications, experience, origin, availability, and personal qualities.

In accordance with the provisions of said policy, each of the appointments submitted to the shareholders at the General Shareholders’ Meeting was made based on a proposal prepared by the Appointments Committee, which evaluates the competency, experience, and merits of the candidates, and verifies that they are not affected, directly or indirectly, by any of the instances of disqualification, prohibition, or having interests that conflict with or are contrary to the corporate interest as set forth in provisions of a general nature or in the Company’s Corporate Governance System.

Specifically, in preparing the proposals for appointment, the Board of Directors has taken into account the respectability, capability, expertise, competence, experience, qualifications, training, availability, and commitment to their duties of each of the candidates.

A description of the criteria taken into consideration in each proposed appointment of candidates for director is set forth in the corresponding report prepared for such purpose by the Board of Directors.

What do the new candidates for director contribute?
The appointment of Juan Manuel González Serna and Francisco Martínez Córcoles allows for a strengthening of the Board of Directors’ functions in defining the strategy of the Iberdrola group and supervising the implementation thereof.

Both directors have prior experience at the Iberdrola group. In particular, Juan Manuel González Serna has held the position of independent director of various companies of the Iberdrola group. Furthermore, Francisco Martínez Córcoles has spent a large part of his professional career at Iberdrola, currently holding the position of business CEO of the group.

On the one hand, the appointment of Juan Manuel González Serna will allow for a significant enrichment in the overall qualities of the Board of Directors, given his business experience and as a driver of measures promoting the integration of persons at risk of exclusion and with differing abilities. On the other, the presence of another executive director on the Board will strengthen the efficiency of the system of weights and balances established in the Corporate Governance System. The two appointments also help maintain the high percentage of independent directors (71%).

More information: see the report of the Board of Directors regarding the appointment of Juan Manuel González Serna and Francisco Martínez Córcoles as directors of the Company, which includes the proposal and report, respectively, of the Appointments Committee.
What will be the expected composition of the Board of Directors after the General Shareholders’ Meeting?
If the respective proposed resolutions are approved, the composition of the Board of Directors of Iberdrola after the General Shareholders’ Meeting will be as follows:

<table>
<thead>
<tr>
<th>Director</th>
<th>Position</th>
<th>Class</th>
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<tbody>
<tr>
<td>José Ignacio Sánchez Galán</td>
<td>Chairman &amp; CEO</td>
<td>Executive</td>
</tr>
<tr>
<td>Iñigo Víctor de Oriol Ibarra</td>
<td>Member</td>
<td>Other external</td>
</tr>
<tr>
<td>Inés Macho Stadler</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Braulio Medel Cámara</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Samantha Barber</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>María Helena Antolín Raybaud</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Ángel Acebes Paniagua</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Georgina Kessel Martínez</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Denise Mary Holt</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>José W. Fernández</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Manuel Moreu Munaiz</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Xabier Sagredo Ormaza</td>
<td>Member</td>
<td>Other external</td>
</tr>
<tr>
<td>Juan Manuel González Serna</td>
<td>Member</td>
<td>Independent</td>
</tr>
<tr>
<td>Francisco Martínez Córcoles</td>
<td>Member</td>
<td>Executive</td>
</tr>
<tr>
<td>Julián Martínez-Simancas Sánchez</td>
<td>Non-director Secretary</td>
<td></td>
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<tr>
<td>Santiago Martínez Garrido</td>
<td>Non-director Deputy Secretary</td>
<td></td>
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<tr>
<td>Rafael Mateu de Ros Cerezo</td>
<td>Counsel</td>
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3.4 Remuneration of the Shareholders, the Directors, and Management Personnel

11. Approval of the proposed allocation of profits/losses and distribution of dividends for financial year 2016.

12. Approval of an increase in capital by means of a scrip issue at a maximum reference market value of 1,032 million euros.

13. Approval of an increase in capital by means of a scrip issue at a maximum reference market value of 1,168 million euros.

As regards each of the increases, it is proposed to: (I) offer that the Company acquire the free-of-charge allocation rights of the shareholders at a guaranteed fixed price; and (II) delegate powers for the implementation thereof.

14. Approval of a reduction in share capital by means of the retirement of 219,990,000 own shares (3.41% of the share capital). Delegation of powers for the implementation thereof.

15. Approval of a strategic bonus for the executive directors and management personnel linked to the Company’s performance for the 2017-2019 period, to be paid through the delivery of shares. Delegation of powers for the further development and implementation thereof.


What is Iberdrola’s shareholder remuneration policy?
The Shareholder Remuneration Policy provides that, in the absence of circumstances warranting the modification thereof, shareholder remuneration (pay-out) must be sustainable, compatible with the maintenance of financial strength, and in line with the pay-out at companies having a business profile similar to that of Iberdrola. In application of these standards, shareholder remuneration, growing in line with the increase in results, shall be between 65% and 75% of the net consolidated profits attributed to Iberdrola as the controlling company.

Pursuant to the provisions of said Shareholder Remuneration Policy, Iberdrola has increased the remuneration to its shareholders with a charge to 2016 by approximately 11%, allowing its shareholders to continue to benefit from the “Iberdrola Flexible Dividend” remuneration system. The Company also applies share buy-back programmes to avoid dilution of the shareholders and to maintain the number of shares at approximately 6,240 million.

What will be the total shareholder remuneration charged to financial year 2016?
The overall remuneration proposed by the Board of Directors to the shareholders at the General Shareholders’ Meeting with a charge to financial year 2016 will amount to approximately 0.31 euro (gross) per share. Said amount breaks down as follows:

a) Cash dividend in the gross amount of three euro cents per share.

b) Price of the commitment to purchase the free-of-charge allocation rights delivered to the shareholders within the context of the implementation of the second capital increase.
of the “Iberdrola Flexible Dividend” system approved by the shareholders at the General Shareholders’ Meeting of 8 April 2016, which was paid in January 2017. The price amounted to 0.135 euro (gross) per share.

(c) Price of the commitment to purchase the free-of-charge allocation rights within the context of the implementation of the first capital increase of the “Iberdrola Flexible Dividend” system that is subject to the approval of the shareholders at this General Shareholders’ Meeting, which is expected to be implemented in July 2017. It is estimated that said price, added to the foregoing amounts, will put total remuneration with a charge to financial year 2016 at a minimum of 0.31 euro (gross) per share.

What is the “Iberdrola Flexible Dividend”?  
It is a flexible remuneration formula implemented by the Company since 2010 that partially replaces the cash dividend and that is implemented by means of two increases in share capital by means of scrip issues, which gives the shareholder the ability to choose among three remuneration options:

(a) Receive new bonus shares of the Company (with no tax withholding).
(b) Receive cash by selling their free-of-charge allocation rights to the Company (with a tax withholding) at a guaranteed price.
(c) Receive cash by selling their free-of-charge allocation rights on the market (with a tax withholding).

A shareholder may also combine the three options based on the shareholder’s needs. The free-of-charge allocation of new shares to shareholders who fully or partially choose the first option, or to those who have acquired free-of-charge allocation rights on the market, is implemented through two increases of capital by means of scrip issues (i.e. with a charge to the reserves of the Company).

For more information, see the respective report of the board of directors.

When does Iberdrola remunerate its shareholders?  
The “Iberdrola Flexible Dividend” system proposed to the shareholders at the General Shareholders’ Meeting provides for two approximate implementation dates:

(a) July 2017. In this implementation, the maximum reference market value of the shares issued and distributed will be 1,032 million euros.
(b) December 2017 or January 2018. In this implementation, the maximum reference market value of the shares issued and distributed will be 1,168 million euros. The cash dividend is expected to be paid in the month of July 2017.

When do I have to hold the shares to receive the remuneration?  
To both receive the cash dividend and to benefit from the “Iberdrola Flexible Dividend” system, you must have the shares registered in your name in the corresponding book entry register at the end of the day determined by the Board of Directors (which will be published sufficiently in advance), pursuant to the provisions of the corresponding resolution of the shareholders, the proposals for which (allocation of profit/loss, cash dividend, and increase in capital by means of scrip issues for the “Iberdrola Flexible Dividend” system) can be found on the corporate website.
What is the purpose of the buy-back programme and the reduction in share capital by means of the retirement of own shares?
The reduction in capital and the share buy-back programme are intended to avoid dilution of the financial ratios per share as a result of the implementation of the “Iberdrola Flexible Dividend” remuneration system, which benefits all the shareholders.

The resolution is intended, on the one hand, to ratify the resolutions of the Board of Directors in connection with the approval of the share buy-back programme for all shareholders and, on the other, to reduce capital through the retirement of both treasury shares of the Company and those acquired under the above-mentioned share buy-back programme.

More information: see the reports of the Board of Directors regarding the proposed increase in capital and proposed reduction in capital.

What is the purpose of the 2017-2019 Strategic Bonus?
The 2017-2019 Strategic Bonus is a long-term incentive tied to Iberdrola’s performance, measured based on meeting the targets set out in the 2016-2020 Strategic Plan. The Company’s performance is evaluated based on specific and pre-established targets set out in the proposed resolutions, which present a challenging scenario for a company that continues with its profitable growth, is financially solid and committed to the environment, the fight against climate change, and sustainable growth. It is intended for the executive directors, the senior officers, and the other officers of the Company and its group included in the 2017-2019 Strategic Bonus during the term thereof.

Is there a provision for reimbursement of the incentive if it is shown that delivery of the incentive did not meet the conditions provided for in the 2017-2019 Strategic Bonus?
Yes: The Board of Directors, upon a proposal of the Remuneration Committee, may demand reimbursement of the shares delivered (or the amount thereof in cash) if it is shown that delivery thereof did not conform to the conditions provided for in the 2017-2019 Strategic Bonus.

Are the shares delivered to the executive directors freely transferable?
No. Executive directors who are beneficiaries of the 2017-2019 Strategic Bonus may not transfer the shares delivered for a period of three years unless they are the direct or indirect owners of a number of shares equal to two times their annual remuneration.

Is the remuneration of the Board of Directors still frozen?
The Annual Director Remuneration Report provides for maintaining the fixed remuneration and amounts payable as attendance bonus for all directors, as well as the limit on the annual variable remuneration of the chairman & chief executive officer. As explained in said report, the fixed remuneration of the non-executive directors and the amounts for the attendance bonus have been frozen since 2008.

More information: see the Annual Director Remuneration Report for financial year 2016.
Authorisation to Issue Fixed-income Securities

The authorisation is requested so that the Board of Directors, or the bodies or persons to whom it delegates its powers, can issue simple debentures or bonds, notes, and other similar fixed-income securities that are neither exchangeable for nor convertible into shares.

Although under the provisions of the Companies Act, the issue of simple debentures or bonds, notes, and other similar fixed-income securities that are neither exchangeable for nor convertible into shares is not a power that must necessarily belong to the shareholders acting at a General Shareholders’ Meeting, Iberdrola’s By-Laws vest the final decision regarding these types of issues to said body, without prejudice to the power of the shareholders, when they so deem appropriate, to delegate the power to issue these kinds of securities to the Board of Directors.

Within this context, the Board of Directors regards it as quite desirable to have this power in order to be at all times in a position to raise the funds needed to properly manage the corporate interests on the primary securities markets, in accordance with customary practices at listed companies (many of which vest this power directly in the Board of Directors).

The purpose of this delegation is to provide the Company with the manoeuvrability and responsiveness required by the current competitive environment, in which the success of a strategic initiative or a financial transaction often depends on the possibility of dealing with it quickly, without incurring the delays and costs that inevitably ensue from the call to and holding of a General Shareholders’ Meeting.

More information: see the report of the Board of Directors regarding the authorisation to issue simple debentures and other fixed-income securities that are neither exchangeable for nor convertible into shares.
3.6

Formalisation of resolutions

18. Delegation of powers for the formalisation and conversion into a public instrument of the resolutions adopted.

What is the object of this resolution?
This resolution, which is of a technical nature, is intended to facilitate the implementation of the resolutions adopted by the shareholders at the General Shareholders’ Meeting on the preceding items, mainly with a view to recording them with the Biscay Commercial Registry.
Preparation for the Meeting: Right to Receive Information

The interactive On Line Shareholders system and the Office of the Shareholder are available at all times for any query or clarification.
4.1 Documentation Published on the Corporate Website (www.iberdrola.com)

1. The announcement of the call to the General Shareholders’ Meeting.

2. The model form of attendance, proxy, and absentee voting card that the Company makes available to the depositaries to facilitate the issuance thereof.

3. The full text of the proposed resolutions corresponding to the items included in the agenda of the call to meeting, together with the respective reports of the Board of Directors required by law or otherwise deemed appropriate, including the reports providing the rationale for the proposed appointments of directors.

4. The Annual Financial Report of the Company for financial year 2016, which includes:
   a. the individual annual accounts of the Company and the annual accounts of the Company consolidated with those of its subsidiaries for financial year 2016;
   b. the individual management reports of the Company and the management reports of the Company consolidated with those of its subsidiaries for financial year 2016;
   c. the respective audit reports; and
   d. the directors’ statement of responsibility provided for in section 118 of the Securities Market Act [Ley del Mercado de Valores].

5. Other annual reports for financial year 2016 approved by the Board of Directors or by the consultative committees thereof:
   a. the Annual Corporate Governance Report, which explains the ownership and management structure of the Company, the operation of its corporate decision-making bodies, the risk control system, related-party transactions, and the Company’s level of compliance with the recommendations of the Good Governance Code of Listed Companies, in accordance with the form approved by the National Securities Market Commission;
   b. the Annual Director Remuneration Report, which reports on the Company’s director remuneration policy for the current financial year and on the application thereof during financial year 2016;
   c. the Activities Report of the Board of Directors and of the Committees thereof for financial year 2016, which describes the activities performed during this period by the Board of Directors, the Executive Committee, the Audit and Risk Supervision Committee, the Appointments Committee, the Remuneration Committee, and the Corporate Social Responsibility Committee;
26 / Preparation for the Meeting: Right to Receive Information
d. the Sustainability Report, which provides information on the performance of the Company in the economic, environmental, social, and corporate governance dimensions;
e. the Annual Report on the Application of the Shareholder Engagement Policy and the Policy regarding Communication and Contacts with Shareholders, Institutional Investors, and Proxy Advisors;
f. the Report on the Independence of the Auditor in relation to the Audit Report for Financial Year 2016 approved by the Audit and Risk Supervision Committee; and
g. the Report on Related-Party Transactions with Directors and Significant Shareholders approved by the Appointments Committee. As is customary, a few days after the publication of the announcement of the call to meeting, the Company will also publish the Integrated Report, summarising the key operating and financial figures of the annual reports for financial year 2016 based on the financial statements submitted for approval by the shareholders at the General Shareholders’ Meeting and which reflects future prospects and the strategic positioning of the Company.

6. The current texts of the documents that form the Corporate Governance System of the Company, including the By-Laws, the Regulations for the General Shareholders’ Meeting, and the Regulations of the Board of Directors.


8. This Shareholder’s Guide.

9. Information regarding the total number of shares and voting rights on the date of publication of the announcement of the call to meeting.

The shareholders are also entitled to examine at the registered office and to request the immediate delivery without charge (which delivery may be carried out by e-mail, with confirmation of receipt, if the shareholder accepts this form of delivery) of copies of:

(a) The individual annual accounts of the Company and the annual accounts of the Company consolidated with those of its subsidiaries for financial year 2016.
(b) The proposed resolutions and the director reports.
(c) The other documents that must be made available to the shareholders.
4.2

**Accessibility of the corporate website**

For purposes of access to the information concerning the General Shareholders’ Meeting through the corporate website [www.iberdrola.com](http://www.iberdrola.com), the shareholders are informed that it is continuously updated and has been developed in compliance with priority guidelines 1 and 2 of the web content accessibility guide 2.0 (WCAG) established by the World Wide Web Consortium (W3C), in order to enable all shareholders, regardless of disability, age, or the use of unconventional technology, to access and browse the corporate website.

4.3

**Translation into English**

An English translation of the main documents relating to the General Shareholders’ Meeting will be included on the corporate website [www.iberdrola.com](http://www.iberdrola.com) after the publication of the announcement of the call to meeting. In the event of any discrepancy between the English translation and the Spanish version, the latter shall prevail.

4.4

**Right to Receive Information prior to the General Shareholders’ Meeting**

Shareholders may request information about the General Shareholders’ Meeting through the interactive On-Line Shareholders (OLS) system, which is continuously available on the corporate website, or by free phone (+34) 900 100 019 (hours: Monday to Friday, from 9:00 to 19:00) or via the e-mail (accionistas@iberdrola.com) of the Office of the Shareholder.

As from the publication of the announcement of the call to meeting, shareholders may also exercise the legal right to receive information regarding the matters included in the agenda of the call to meeting, the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the holding of the last General Shareholders’ Meeting, i.e. since 8 April 2016, as well as the audit reports on the individual annual accounts and management reports of the Company and on the annual accounts and management reports of the Company consolidated with those of its subsidiaries for financial year 2016, upon the terms described in the Rules of Implementation for the Management of the General Shareholders’ Meeting.
Attendees with Hearing or Visual Limitations

Shareholders with hearing limitations will have a telephonic video service available to access Spanish sign language interpreters.

Shareholders with visual limitations may use the corporate website (www.iberdrola.com) to request the delivery of this announcement of the call to meeting printed in the Braille system, as well as the delivery of any other document published by the Company on occasion of the call to the General Shareholders’ Meeting in a format compatible with reading systems for persons with such limitations.
Participation in the Meeting: Attendance, Proxy Representation, or Absentee Voting

Iberdrola offers the shareholders a new system of personal passwords to easily and securely participate through digital media.
5.1

Attendance, Proxy Representation, and Absentee Voting

Shareholders whose shares have been registered in their name in the respective book-entry register no later than 26 March 2017 (if the General Shareholders’ Meeting is held, as anticipated, on first call) or 27 March 2017 (if the General Shareholders’ Meeting is held on second call) may attend the General Shareholders’ Meeting and take part in the deliberations thereat.

Shareholders may attend the General Shareholders’ Meeting in person or through a proxy representative. Alternatively, they may cast an absentee vote prior to the General Shareholders’ Meeting, without needing to attend in person.

The rules governing attendance, proxy representation, and absentee voting make up a strong system that allows for all assurances regarding the due identification of the shareholders participating in the General Shareholders’ Meeting, either directly or through a proxy representative and either in person or from a distance, and the proper processing of their vote. This ensures that the results of the votes at the General Shareholders’ Meeting faithfully reflect the will of all shareholders that have decided to participate therein.

What documents should the shareholders bring in order to attend the General Shareholders’ Meeting in person?
The national identity document or any other official identification document generally accepted for such purpose. It is not necessary to bring the attendance, proxy, and absentee voting card.

From what time can one enter Palacio Euskalduna?
Beginning at 08:30 on the day of the meeting.

Can shareholders access the General Shareholders’ Meeting after the time set for commencement specified in the call to meeting?
Shareholders and proxy-holders arriving after the time of commencement of the meeting set in the call to the General Shareholders’ Meeting (i.e. after 11:30) may enter the meeting as invitees.

Can shareholders who are unable or unwilling to attend the General Shareholders’ Meeting in person do so through a proxy representative?
Yes. All shareholders having the right to attend may be represented at the General Shareholders’ Meeting by another person, even though not a shareholder, by granting their proxy thereto. This is governed by the provisions of the Rules of Implementation for the Management of the General Shareholders’ Meeting.

If the proxy is granted to third parties, it is recommended that the national identity document (DNI) number together with the given name and surnames of the proxy-holder be included in the proxy cards that they send to the Company to facilitate their identification at the entrances to Shareholder Day.
How should proxy-holders be accredited to access the General Shareholders’ Meeting?
Regardless of the medium the shareholder uses to notify the Company of the proxy granted, the proxy-holder must be identified as such and provide documents to prove the proxy-holder’s identity at the registration tables available on Shareholder Day from 08:30.

Persons attending on behalf of corporate shareholders shall be required to provide evidence of their representative authority. For this purpose, the representatives must present themselves at the registration tables sufficiently in advance such that the requirements set forth in the Rules of Implementation for the Management of the General Shareholders’ Meeting may be verified and the shareholders and their proxies may be included in the list of attendees.

Can absentee votes be cast prior to the General Shareholders’ Meeting, without needing to attend in person?
Yes. Absentee votes may be cast prior to the General Shareholders’ Meeting as provided in the Rules of Implementation for the Management of the General Shareholders’ Meeting.

How should proxy-granting and absentee voting be exercised?
Iberdrola works to facilitate the participation of all shareholders who desire to grant their proxy or cast an absentee vote, using its efforts to increase the number of alternatives and simplify the formulas used in prior years.

Options to grant proxies and cast absentee votes:
1. By Internet: through the software application available on the corporate website (www.iberdrola.com) using personal passwords or their recognised electronic signature based on the electronic national identity document or an electronic certificate issued by the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre) in respect of which no revocation has been recorded.
2. At the shareholder information desks: delivering their card or using the computer devices that will be installed this year at some of these points as a pilot project for shareholders to grant a proxy or cast a vote with only their DNI, without needing the card.
3. By post: by sending the card by post addressed to the Company (apartado de correos número 1.113, 48008 Bilbao).
4. Through their depositary: by delivering their card to the office of the depositary acting as intermediary.

Shareholder Information Desks
Bilbao
Torre Iberdrola, Plaza Euskadi, 5.
Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 19:00. Saturday 25 and Sunday 26 March, from 10:00 to 14:00.

Madrid
• Calle Tomás Redondo, 1.
  Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 19:00.
• Hotel Meliá Los Galgos, calle Claudio Coello, 139.
  Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 19:00. Saturday 25 and Sunday 26 March, from 10:00 to 14:00.
Barcelona
Porta Firal Auditori, paseo de la Zona Franca, 111, Planta 20.
Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 19:00.

Valencia
Hotel Primus, calle Menorca, 22.
Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 19:00.

Valladolid
Calle Isabel La Católica, 3.
Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 18:30.

Zaragoza
Centro Empresarial El Trovador, plaza Antonio Beltrán Martínez, 1, 8º G.
Tuesday 21 to Friday 24 March, and Monday 27 to Thursday 30 March, nonstop from 10:00 to 18:30.

What period do shareholders have to grant proxies and cast absentee votes?
Until 24:00 on 30 March 2017. If the General Shareholders’ Meeting cannot be held on first call contrary to expectations, the deadline would be automatically extended to the same time the next day.

Without prejudice to the foregoing, the Company may extend the deadline to exercise said rights upon the terms set forth in the Rules of Implementation for the Management of the General Shareholders’ Meeting.

Attendance, proxy, and absentee voting card: what do I do if I don’t receive it or it is lost?
The attendance, proxy, and absentee voting card is not needed to attend the General Shareholders’ Meeting in person because it will be sufficient to show a national identity document or any other generally valid official identity document of the shareholder. Likewise, shareholders going to shareholder information desks may vote or grant a proxy using the provided computer devices, identifying themselves with a national identity document or other equivalent document.

Nor is the card required for those who wish to grant a proxy or cast an absentee vote through the corporate website, but rather it will be sufficient for them to verify their identity using their recognised electronic signature or their personal passwords.

Shareholders who prefer to appoint a proxy representative or cast an absentee vote by delivering or sending their card by post can contact their depositary in order for it to issue a duplicate of their card, or access Iberdrola’s corporate website, duly verifying their identity with a recognised electronic signature or personal passwords, in order to request a duplicate card issued by the Company.

The Office of the Shareholder can inform shareholders on a personalised basis of the alternatives available to participate in the General Shareholders’ Meeting based on their preferences.

How can changes be made to the personal data in the card?
The depositary should be contacted.
Participation in the Meeting: Attendance, Proxy Representation, or Absentee Voting
5.2

**Personal Passwords**

**How can I obtain my personal passwords?**

In order to take advantage of new shareholder relations technologies and foster shareholder participation in the General Shareholders’ Meeting, Iberdrola has a verification system using personal passwords for shareholders interested in exercising their rights through the corporate website (www.iberdrola.com) including On Line Shareholders (OLS), the exclusive channel of communication for shareholders.

If you are an individual shareholder and your shares are deposited with a Spanish institution and registered in your name in the corresponding book-entry register, you can obtain your personal passwords by making a request through the Company’s corporate website (www.iberdrola.com), completely without charge.

After verifying your identity (by comparing the number of shares owned with information available to the Company), Iberdrola will send the personal passwords by e-mail to the address provided by the shareholder, and will send a written communication by mail to the address appearing in the records of Iberclear or of the Company giving notice that the passwords have been sent.

The use of the passwords is governed by the provisions of the Rules of Implementation for the Management of the General Shareholders’ Meeting.

**Will the personal passwords obtained in 2015 and 2016 continue to be valid?**

Yes. If you already have personal passwords that the Company delivered to participate in the General Shareholders’ Meetings in 2015 or 2016, you can use them again this year.
Instructions for Filling Out the Attendance, Proxy, and Absentee Voting Cards

Iberdrola has provided the financial intermediary and management institutions or depositaries of the shares with a form of card.

If you wish to attend the General Shareholders’ Meeting in person, it is not necessary to bring the card, because you will be able to register by showing your national identity document or any other equivalent document.

To appoint a proxy or cast an absentee vote, shareholders must fill out the card as described below. These instructions are based on the form of card that Iberdrola provides to the institutions. If the card that your institution has sent you does not follow this form, you can contact the Office of the Shareholder to obtain help in filling out the card.
Mark this box if you wish to cast an absentee vote. Otherwise, it will be deemed that you grant a proxy.

Front side of the card

**You can vote by checking this box:**

[ ]

**You can grant your proxy to any person, even if they are not a shareholder. To do so, fill out this box:**

[ ]

If you don’t indicate the identity of a different person, your proxy representative will be the chairman of the Board of Directors.

The voting formula is included on the back. If not filled out, it shall be deemed that you vote, or if granting your proxy, that you give specific instructions to vote, in favour or against resolutions proposed by the Board of Directors.

To use this card to grant a proxy or cast an absentee vote, it must, after it is signed, be sent to IBERDROLA, S.A. (apartado de correos 1,113, 48080 Bilbao) or delivered to the shareholder service locations announced on www.iberdrola.com. If granting a proxy, this card may also be delivered to your proxy representative in order for the representative to attend the General Shareholders’ Meeting with the card signed by the shareholder and with the representative’s DNI or other equivalent document.

**Back side of the card**

If you want to either grant a proxy or cast an absentee vote, remember to sign the card.

If you choose to grant a proxy, you can state the identity of your proxy representative here. Otherwise, it will be deemed that you grant your proxy to the chairman of the Board of Directors.

The shareholder votes, or if granting a proxy gives the proxy holder specific instructions to vote, in favour or against resolutions proposed by the Board of Directors, unless otherwise specified below by marking the corresponding boxes with an “x” in black or blue ink (any notation made in another form or place will not be detected in the electronic processing of the cards):

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Proposed resolutions that have not been submitted by the Board of Directors or regarding items not included on the agenda

If the NO box is checked, it shall be deemed that the shareholder granting an absentee vote does not vote in favour of such proposals.

Matters in which the proxy representative is affected by a conflict of interest

Unless the NO box is checked, the proxy shall be deemed to have been granted in connection with such matters, successively (i) to the chairman of the Board of Directors and (ii) to the secretary for the General Shareholders’ Meeting, and (iii) to the deputy secretary of the Board of Directors.

If there is a conflict of interest, the proxy will be deemed to have been granted in connection with such matters, successively, to the chair of the General Shareholders’ Meeting, to the secretary for the General Shareholders’ Meeting, and to the deputy secretary of the Board of Directors unless this box is marked, in which case it will be deemed that you instruct your proxy representative to abstain.
During the Meeting:

Presentations and Voting

The Meeting reflects the linguistic plurality of the territories in which the Iberdrola group does business, offering systems of interpretation into Spanish, Euskera (Basque), English, and Portuguese.
Presentations and Voting

Can the shareholders or their proxy-holders make presentations during the General Shareholders’ Meeting?
Yes. Requests by shareholders or their proxy-holders to make presentations shall be made to the Office of the Shareholder, which shall be available for this purpose at Palacio Euskalduna beginning at 08:30 on the day of the General Shareholders’ Meeting.

When should the requests to make presentations be submitted?
It is suggested that such requests be submitted as soon as possible after entering Palacio Euskalduna to facilitate preparation of the list of participants. Presentations must in any event be requested before the Meeting begins.

How should the requests to make presentations be submitted?
By verifying with the Office of the Shareholder your identity and, if applicable, the company name in case you represent a corporate shareholder, as well as the number of shares that you own or represent.

If you intend to make a presentation during the General Shareholders’ Meeting, read the Rules of Implementation for the Management of the General Shareholders’ Meeting to know the matters with respect to which you can do so, the time for doing so, and the guidelines to keep in mind when making your presentation.

When can the shareholders make presentations?
During the presentation period, when they are called by the secretary for the General Shareholders’ Meeting.

When are the proposals put to a vote?
At the end of the period for presentations by shareholders and their representatives and for response by the chair of the General Shareholders’ Meeting.

How are the proposals put to a vote?
The chair of the General Shareholders’ Meeting has the duty to determine the voting procedures and systems in accordance with the law and the Company’s Corporate Governance System.

Shareholders and their proxy representatives have the right to have the notary record their vote in favour, against, or in blank, or their abstention, in the minutes of the meeting.
6.2 Attendees with Hearing or Visual Limitations

The Company will adopt the measures necessary for attendees with hearing or visual limitations to participate in the General Shareholders’ Meeting. Along these lines, the General Shareholders’ Meeting will be subject to simultaneous interpreting into Spanish sign language and audio description for attendees with visual limitations. The auditorium will also be equipped with a magnetic loop and electronic subtitling to facilitate the following of the General Shareholders’ Meeting by persons with hearing limitations.

6.3 Linguistic Plurality

In consideration of the languages of the territories in which the Iberdrola group does business, presentations in Spanish will be subject to simultaneous interpretation into Euskera (Basque), English, and Portuguese. Shareholders may also make their presentations in any of said languages, and in this case their presentations will be subject to consecutive interpretation into Spanish.
How to Find Out the Results of the Meeting

Attendees will have real-time information regarding the quorum and regarding the provisional results of the voting.
7.1 Quorum

How can one find out the quorum for the General Shareholders’ Meeting?
On the day of the General Shareholders’ Meeting, real-time information will be projected at Palacio Euskalduna regarding the number of shareholders present in person and by proxy, as well as the percentage of share capital that their shares represent. Quorum information will be published on the corporate website (www.iberdrola.com) after the General Shareholders’ Meeting.

7.2 Voting Results

When will the results of voting be announced?
When voting on the proposed resolutions, the provisional results from the counting of the votes will be projected on the auditorium screens. Pursuant to the provisions of the Regulations for the General Shareholders’ Meeting, if the chair of the meeting determines that there is a sufficient number of votes to approve or reject all or part of the proposed resolutions, the chair may declare them to be approved or rejected, in whole or in part.

How can one find out the results of the votes at the General Shareholders’ Meeting and access the resolutions that have been adopted?
On the corporate website (www.iberdrola.com) within five calendar days of the end of the General Shareholders’ Meeting.
8

Attendance Bonus and Other Incentives for Participation

The Company will pay an attendance bonus in the gross amount of 0.005 euro per share to the shareholders present at the Meeting in person or by proxy and will make a micro-donation to for each shareholder who participates by electronic means or by post.
8.1

Attendance Bonus

The Company, through the respective depositaries, will pay an attendance bonus in the gross amount of 0.005 euro per share to the shareholders present at the General Shareholders’ Meeting in person or by proxy who have provided due evidence of their attendance thereat in person or by proxy.

8.2

Gift for Shareholders who Attend the Meeting

The Company will deliver a gift to shareholders who attend the General Shareholders’ Meeting in person and to those who grant their proxy or cast an absentee vote at the shareholder service points provided by the Company.

As a measure to favour the sustainability of the Meeting, shareholders who grant their proxy or vote through the corporate website (www.iberdrola.com) and wish to receive the gift may go to any of the shareholder information desks with their national identity document or any other generally accepted official identification document that the Company deems appropriate for said purposes on the dates set forth therein.

Home delivery of the gift is not offered.

For more information, see the Rules of Implementation for the Management of the General Shareholders’ Meeting.

8.3

Micro-donation

Thanks to the efficiency improvements achieved with the implementation of a sustainable Meeting, and especially in view of the savings obtained with the elimination of expenses from sending the gift, for each shareholder who participates in the General Shareholders’ Meeting electronically or by post, the Company will make a micro-donation of three euros to a social-welfare project upon the terms set out in the Rules of Implementation for the Management of the General Shareholders’ Meeting.

The amount of the micro-donations will be use to finance the activities of the Social-Welfare Action Area of the Municipality of Bilbao which runs numerous projects aimed to groups in a situation of vulnerability or at risk of social exclusion.
Guarantees and Additional Information for Shareholders

The Meeting will be broadcast live on the corporate website (www.iberdrola.com).
Guarantees and Additional Information for Shareholders / 47

9.1

Guarantees of the Rights of the Shareholders and of the Transparency of the General Shareholders’ Meeting

What other measures are established by the Company to guarantee the rights and interests of shareholders and transparency at the General Shareholders’ Meeting?

The Board of Directors has been advised by its legal counsel concerning the call to the General Shareholders’ Meeting and has resolved to request the presence of a notary to prepare minutes of the General Shareholders’ Meeting.

In addition, Deloitte Advisory, S.L. will review compliance with the procedures relating to proxy-granting, absentee voting, list of shares and shareholders present in person and by proxy, quorum, calculation, exercise of the right to participate by the shareholders or their proxy representatives, processing and counting of the proxies and votes of the shareholders at the General Shareholders’ Meeting, as well as compliance generally with the Company’s Corporate Governance System and the Rules of Implementation for the Management of the General Shareholders’ Meeting as regards the proceedings of the General Shareholders’ Meeting.

The legal validity and conformance of the Rules of Implementation for the Management of the General Shareholders’ Meeting to the Corporate Governance System has been the subject of a favourable legal opinion issued by María Enciso Alonso-Muñumer, attorney-at-law and lecturer in commercial law at Universidad Rey Juan Carlos.

How does the Company process the personal data of its shareholders?

The personal data that shareholders provide to the Company or that are provided thereto within the framework of the General Shareholders’ Meeting will be included in files for which the Company is responsible in order to manage the development, compliance with, and supervision of the shareholding relationship.

If the shareholder includes personal data of other individuals on the card, the shareholder shall be responsible for informing such persons of the details set forth above and for complying with any other requirements that may apply for the proper provision of personal data to the Company, without the Company having to take any additional action in terms of information or consent.

How can the rights of access, rectification, objection, and erasure of personal data be exercised?

The owner of the data shall, in all cases and whenever legally admissible, have the rights of access, rectification, objection, or erasure of the data collected by the Company by sending a letter to Iberdrola at Plaza Euskadi número 5, 48009 Bilbao, to the attention of the Office of the Secretary of the Board of Directors.

What services does the Office of the Shareholder provide?

The shareholders may contact the Office of the Shareholder when they so desire in order to request information about Shareholder Day and the General Shareholders’ Meeting through the free phone (+34) 900 100 019 (hours: Monday to Friday, from 9:00 to 19:00) or via the e-mail accionistas@iberdrola.com.
In particular, the Company advises proxy representatives and individuals seeking to attend the meeting on behalf of corporate shareholders to go to the Office of the Shareholder prior to the General Shareholders’ Meeting for purposes of demonstrating in advance the adequacy of the documents they wish to use to prove their representative powers.

On Shareholder Day, the Office of the Shareholder will be available to the shareholders at Palacio Euskalduna as from 08:30 in order to generally assist and inform the attendees and to provide them with such additional information as they may request and is appropriate.

In addition, the Office of the Shareholder will be available to the shareholders and their proxy representatives attending the General Shareholders’ Meeting in order to:

(a) Assist and inform the attendees who state their desire to make a presentation in accordance with the provisions of this Shareholder’s Guide and the Rules of Implementation for the Management of the General Shareholders’ Meeting, preparing the list of presenting parties for this purpose and collecting the written text of their presentations.

(b) Answer questions regarding the proceedings raised by them prior to the commencement of the proceedings, without prejudice to the shareholders’ rights to take the floor, make proposals, and vote, in accordance with the law and the Company’s Corporate Governance System.

(c) Provide to the attendees who so request the full text of the proposed resolutions regarding each of the items on the agenda of the call to meeting, as well as the reports and other documents made available to the shareholders in connection with such proposals.

In any event, the formal exercise by shareholders of the rights to receive information, proxy-granting, and absentee voting through electronic or telematic means shall require compliance with the provisions of the Rules of Implementation for the Management of the General Shareholders’ Meeting.

What measures does the Company take to facilitate the observation and dissemination of the General Shareholders’ Meeting?

An audiovisual recording will be made of the proceedings of the General Shareholders’ Meeting for live broadcast through such media as the Company may determine, and will be available to the public on the corporate website (www.iberdrola.com) in the absence of technical incidents beyond the Company’s control. By entering the premises where the General Shareholders’ Meeting is to be held, attendees consent to the capture and reproduction of images of their person and to the processing of their personal data through such media.

Observing the General Shareholders’ Meeting through an audiovisual broadcast thereof does not give shareholders any rights other than those established by applicable law and the Corporate Governance System.

Once the General Shareholders’ Meeting has been called to order, the use by the shareholders of voice amplification systems, mobile telephones, recording and audiovisual transmission cameras and, generally, any instrument that may alter the conditions of visibility, sound, light, transparency, and speed of the proceedings or prejudice the orderly conduct thereof is forbidden.

How can additional information be obtained regarding the General Shareholders’ Meeting?

More information about the General Shareholders’ Meeting can be viewed on the corporate website (www.iberdrola.com) or by contacting the Office of the Shareholder by e-mail (accionistas@iberdrola.com) or through the free phone (+34) 900 100 019 (hours: Monday to Friday, from 9:00 to 19:00).

The Office of the Shareholder will be open during the General Shareholders’ Meeting at Palacio Euskalduna (avenida Abandoibarra número 4, Bilbao).
Ignacio Galán with a shareholder in the streets of Bilbao
© Fernando Gómez
Information for Holders of ADRs and CDIs

Registered holders of American Depositary Receipts ("ADRs") representing ordinary shares of the Company will receive, through JPMorgan Chase Bank, N.A., the voting instructions card by means of which they will be able to exercise their voting rights at the General Shareholders' Meeting.

Holders of CREST Depository Interests ("CDIs") representing ordinary shares of the Company will receive from Equiniti Limited the voting instructions card by means of which they will be able to instruct the depositary of the CDIs to exercise their voting rights in their name at the Company's General Shareholders’ Meeting.

In addition, holders of CDIs may request the documents and information relating to the General Shareholders’ Meeting (or a summary thereof) by writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, prior to the holding thereof.

Holders of ADRs and CDIs who wish to ask any questions in connection with the General Shareholders’ Meeting may send them by e-mail to the Company, to investor.relations@iberdrola.es, or by post to calle Tomas Redondo 1, 28033 Madrid, Spain, to the attention of the Office of the Shareholder.
Information for Institutional Investors and Proxy Advisors

Institutional Investors
Investor Relations Office
Fax: (+34) 917 842 064
Email: investor.relations@iberdrola.es
Post: Plaza Euskadi número 5, 48009 Bilbao

Proxy Advisors
Corporate Governance Division
Fax: (+34) 944 664 481
Email: gobierno.corporativo@iberdrola.es
Post: Plaza Euskadi número 5, 48009 Bilbao

The Investor Relations Office may take any measures required to adapt information, proxy-granting, and absentee voting means and instruments to the characteristics of such shareholders, respecting in all cases the principle of equal treatment.
More Information and Key Dates

Iberdrola’s Meeting is certified for yet another year as a sustainable event due to the management of its economic, social, and environmental impact.
10.1

**Iberdrola Investor Relations App**

Download the Iberdrola Investor Relations App to obtain more information regarding the General Shareholders’ Meeting, to access the presentation of results in real time, to see the share price and performance, financial documentation, extra multimedia content, dividends, schedule of events, and more.

10.2

**Key Upcoming Dates**


10.3

**On Line Shareholders (OLS)**

Stay in touch with Iberdrola through On Line Shareholders (OLS), an interactive system that will allow you to easily and continuously, both before and after the General Shareholders’ Meeting:

- View the most frequently asked questions and answers regarding the Company.
- Make queries of or request clarifications, either openly or confidentially vis-à-vis other shareholders, regarding the matters contemplated in the preceding section or regarding issues relating to your status as a shareholder.
- Access the legal and corporate documentation that you require.
- Make queries regarding the ethical principles governing the Iberdrola group or report situations that are not in accordance therewith through the Ethics Mailbox.

You simply need your user name and password to access it, and you will benefit from all these advantages that Iberdrola makes available to you.

If you have any questions, you can contact us through the free phone (+34) 900 10 00 19 or write to us at the email address: accionistas@iberdrola.com
Iberdrola shareholders during a virtual reality demonstration at Iberdrola Tower
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10.4 Commitment to Continuous Improvement

Iberdrola has made a commitment to the continuous improvement of the General Shareholders’ Meeting and of its system for sustainable management of this event. In compliance with this commitment, the Company makes the e-mail address accionistas@iberdrola.com available to the shareholders, through which they can express their opinion regarding the organisation of the event to allow the Company to identify any opportunities for improvement for the holding of subsequent General Shareholders’ Meetings.

10.5 Sustainable Event

The Basque Government, through the public company Ihobe, and AENOR verify that the management of the General Shareholders’ Meeting of the Company complies with the standards on the environment sustainability of events in the Basque Country and the ISO 20121 standard for sustainable event management, respectively.