



**IBERDROLA**

**ANNEX – TWO-COLUMN TABLE SHOWING A COMPARISON FOR PURPOSES OF THE PROPOSED AMENDMENT OF THE BY-LAWS (CURRENT TEXT AND AMENDED TEXT SHOWING THE PROPOSED CHANGES)**

Current Text of the <i>By-Laws</i>	Text of the Proposed Amendment
<b>Article 6. Representation of the Shares</b>	<b>Article 6. Representation of the Shares</b>
1. The shares are represented in book-entry form and, as regards their nature as book entries, they shall be governed by the provisions of law.	1. The shares are represented in book-entry form and, as regards their nature as book entries, they shall be governed by the provisions of law.
	2. <a href="#"><u>The Company shall acknowledge as a shareholder any party that appears entitled thereto as owner in the entries of the corresponding book-entry register.</u></a>
2. The Company may at any time access the information needed to fully identify its shareholders and shall acknowledge as such any party that appears entitled thereto as owner in the entries of the corresponding book-entry registries.	3. The Company may at any time access the information needed to fully identify its shareholders, <a href="#"><u>including addresses and means of contact for communication with them</u></a> <del>and shall acknowledge as such any party that appears entitled thereto as owner in the entries of the corresponding book-entry registries.</del>
3. Modifications to features of shares represented by book entries shall be published in the manner provided by law.	4. Modifications to features of shares represented by book entries shall be published in the manner provided by law.
<b>Article 39. Meetings of the Board of Directors</b>	<b>Article 39. Meetings of the Board of Directors</b>
1. The Board of Directors shall meet with the frequency that the chairman of the Board of Directors deems appropriate, and at least the number of times and in the cases provided for in the	1. The Board of Directors shall meet with the frequency that the chairman of the Board of Directors deems appropriate, and at least the number of times and in the cases provided for in the



Look after the Environment.  
Print in black and white, and only if necessary.

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 that this translation is intended to reflect, the text of the original Spanish-language document shall prevail.

<p><i>Regulations of the Board of Directors.</i> Meetings shall take place at the Company's registered office or at the place, in Spain or abroad, indicated in the call to meeting.</p>	<p><i>Regulations of the Board of Directors.</i> Meetings shall take place at the Company's registered office or at the place, in Spain or abroad, indicated in the call to meeting.</p>
<p>2. The call to meeting of the Board of Directors shall be carried out by the secretary of the Board of Directors or the person acting in the secretary's stead, with the authorisation of the chairman, by any means that allows for the receipt thereof. Notice of the call shall be given as much in advance as is necessary for the directors to have access thereto no later than the third day prior to the date of the meeting, except in the case of emergency meetings. Any information deemed necessary shall be sent or made available through the directors' website together with the call to meeting, which shall always include the agenda for the meeting, unless the requirement may be dispensed with upon duly justified grounds.</p>	<p>2. The call to meeting of the Board of Directors shall be carried out by the secretary of the Board of Directors or the person acting in the secretary's stead, with the authorisation of the chairman, by any means that allows for the receipt thereof. Notice of the call shall be given as much in advance as is necessary for the directors to have access thereto no later than the third day prior to the date of the meeting, except in the case of emergency meetings. Any information deemed necessary shall be sent or made available through the directors' website together with the call to meeting, which shall always include the agenda for the meeting, unless the requirement may be dispensed with upon duly justified grounds.</p> <p><a href="#"><u>One-third of the directors may also call a meeting, establishing the agenda thereof, in order for the meeting to be held at the place where the registered office is located, if a prior petition has been submitted to the chairman of the Board of Directors and he has failed, without well-founded reasons, to call the meeting within one month.</u></a></p>
<p>3. Without prejudice to the foregoing, the Board of Directors shall be deemed to have validly met without the need for a call if all of the directors present in person or by proxy unanimously agree to hold the meeting and to the items of the agenda to be dealt with.</p>	<p>3. Without prejudice to the foregoing, the Board of Directors shall be deemed to have validly met without the need for a call if all of the directors present in person or by proxy unanimously agree to hold the meeting and to the items of the agenda to be dealt with.</p>
<p>4. Meetings of the Board of Directors may be held in several places connected by a conference system that permits the recognition and identification of the</p>	<p>4. Meetings of the Board of Directors may be held in several places connected by a conference system that permits the recognition and identification of the</p>

<p>attendees, permanent communication among the attendees regardless of their location, and participation in discussion and the casting of votes, all in real time. Attendees at any of such places shall be deemed to have attended the same meeting for all purposes relating to the Board of Directors. The meeting shall be deemed to have been held where the largest number of directors are located and, if they are in equal numbers, where the chairman of the Board of Directors or whoever chairs the meeting in the absence thereof is located.</p>	<p>attendees, permanent communication among the attendees regardless of their location, and participation in discussion and the casting of votes, all in real time. Attendees at any of such places shall be deemed to have attended the same meeting for all purposes relating to the Board of Directors. The meeting shall be deemed to have been held where the largest number of directors are located and, if they are in equal numbers, where the chairman of the Board of Directors or whoever chairs the meeting in the absence thereof is located.</p>
<p>5. Voting by the Board of Directors may occur in writing without a meeting provided that no director objects thereto. In this instance, the directors may deliver to the secretary of the Board of Directors, or to the person acting on behalf of the secretary, their votes and the considerations they wish to appear in the minutes, by any means allowing for receipt thereof. Resolutions adopted by this procedure shall be recorded in minutes prepared pursuant to the provisions of law.</p>	<p>5. Voting by the Board of Directors may occur in writing without a meeting provided that no director objects thereto. In this instance, the directors may deliver to the secretary of the Board of Directors, or to the person acting on behalf of the secretary, their votes and the considerations they wish to appear in the minutes, by any means allowing for receipt thereof. Resolutions adopted by this procedure shall be recorded in minutes prepared pursuant to the provisions of law.</p>
<p><b>Article 42. Committees of the Board of Directors</b></p>	<p><b>Article 42. Committees of the Board of Directors</b></p>
<p>1. The Board of Directors must create and permanently maintain an Executive Committee.</p>	<p>1. The Board of Directors must create and permanently maintain an Executive Committee.</p>
<p>2. The Board of Directors must also create an Audit and Risk Supervision Committee, an Appointments and Remuneration Committee, and a Corporate Social Responsibility Committee.</p>	<p>2. The Board of Directors must also create an Audit and Risk Supervision Committee, an Appointments and Remuneration Committee, and a Corporate Social Responsibility Committee.</p>
<p>3. In addition, the Board of Directors may create other committees or commissions of purely internal scope with such powers as are determined by</p>	<p>3. In addition, the Board of Directors may create other committees or commissions of purely internal scope with such powers as are determined by</p>

the Board of Directors.	the Board of Directors.
4. The committees shall be governed by the provisions of the Company's Corporate Governance System, including, if applicable, specific regulations, when available, which must be approved by the Board of Directors and, by way of supplement and to the extent not incompatible with the nature thereof, by the provisions regarding the operation of the Board of Directors, particularly with respect to the call to meetings, granting of a proxy to another director, establishment of a quorum, meetings without prior notice, proceedings at meetings and rules for adopting resolutions, voting in writing and without a meeting, and approval of the minutes of meetings.	4. The committees shall be governed by the provisions of the Company's Corporate Governance System, including, if applicable, specific regulations, when available, which must be approved by the Board of Directors and, by way of supplement and to the extent not incompatible with the nature thereof, by the provisions regarding the operation of the Board of Directors, particularly with respect to the call to meetings, granting of a proxy to another <del>director</del> <u>member of the committee in question</u> , establishment of a quorum, meetings without prior notice, proceedings at meetings and rules for adopting resolutions, voting in writing and without a meeting, and approval of the minutes of meetings.
<b>Article 43. Executive Committee</b>	<b>Article 43. Executive Committee</b>
1. The Board of Directors shall create a permanent Executive Committee with all of the powers inherent to the Board of Directors except for those powers that may not be delegated pursuant to legal or by-law restrictions.	1. The Board of Directors shall create a permanent Executive Committee with all of the powers inherent to the Board of Directors except for those powers that may not be delegated pursuant to legal or by-law restrictions.
2. The Executive Committee shall be composed of the number of directors decided by the Board of Directors upon a proposal of the Appointments and Remuneration Committee, with a minimum of five (5) and a maximum of eight (8) directors.	2. The Executive Committee shall be composed of the number of directors decided by the Board of Directors upon a proposal of the Appointments and Remuneration Committee, with a minimum of <del>five (5)</del> <u>four (4)</u> and a maximum of eight (8) directors.
3. The appointment of members of the Executive Committee and the delegation of powers thereto shall be carried out by the Board with the favourable vote of two-thirds (2/3) of the directors. The renewal thereof shall be carried out at the time and in the form and numbers decided by the Board of Directors.	3. The appointment of members of the Executive Committee and the delegation of powers thereto shall be carried out by the Board <u>of Directors</u> with the favourable vote of two-thirds (2/3) of <del>its members</del> <u>the directors</u> . The renewal thereof shall be carried out at the time and in the form and numbers decided by the Board of Directors.

<p>4. The chairman of the Board of Directors, the vice-chair or vice-chairs of the Board of Directors, and the chief executive officer shall in all cases form part of the Executive Committee.</p>	<p>4. The chairman of the Board of Directors, <del>the vice chair or vice chairs of the Board of Directors,</del> and the chief executive officer shall in all cases form part of the Executive Committee.</p>
<p>5. The meetings of the Executive Committee shall be chaired by the chairman of the Board of Directors, and in the absence thereof, by one of the vice-chairs. The secretary of the Board of Directors or, in the absence thereof, one of the deputy secretaries or, in the absence of all of them, the director that the Executive Committee appoints from among its members in attendance, shall serve as secretary.</p>	<p>5. The meetings of the Executive Committee shall be chaired by the chairman of the Board of Directors, and in the absence thereof, by one of the vice-chairs <u>who are members of the Executive Committee, and if none, by the director member of the Executive Committee having the longest length of service in office, and if equal lengths of service, by the oldest.</u> The secretary of the Board of Directors or, in the absence thereof, one of the deputy secretaries or, in the absence of all of them, the director that the Executive Committee appoints from among its members in attendance, shall serve as secretary.</p>
<p>6. Resolutions of the Executive Committee shall be adopted by a majority of the directors sitting on the committee who are present at the meeting in person or by proxy. In the event of a tie, the chair shall have the tie-breaking vote.</p>	<p>6. Resolutions of the Executive Committee shall be adopted by a majority of the directors sitting on the committee who are present at the meeting in person or by proxy. In the event of a tie, the chair shall have the tie-breaking vote.</p>