



General Shareholders' Meeting

Report of the Board of Directors
Proposed Increases in Capital by means of a Scrip Issue

/ 2017



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REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF IBERDROLA, S.A. REGARDING THE PROPOSED IMPLEMENTATION OF TWO INCREASES IN CAPITAL BY MEANS OF SCRIP ISSUES FOR TWO NEW EDITIONS OF THE "IBERDROLA FLEXIBLE DIVIDEND" SYSTEM INCLUDED IN ITEM NUMBERS TWELVE AND THIRTEEN ON THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 31 MARCH AND 1 APRIL 2017, ON FIRST AND SECOND CALL, RESPECTIVELY.

1. Purpose of the Report

This report has been prepared by the Board of Directors of IBERDROLA, S.A. (the "**Company**") pursuant to the provisions of sections 286 and 296 of the *Companies Act (Ley de Sociedades de Capital)*, in order to provide a rationale for the two proposed increases in share capital by means of scrip issues through the issuance of new shares with a charge to reserves, which are submitted to the shareholders for approval at the General Shareholders' Meeting under item numbers twelve and thirteen on the agenda.

Pursuant to such sections, the Board of Directors must prepare a report setting forth the rationale for the proposals being submitted to the shareholders at the General Shareholders' Meeting, to the extent that the approval of each increase and the implementation thereof necessarily entails the amendment of the article of the *By-Laws* regarding share capital.

Given that the two increases in share capital by means of scrip issues have the same purpose and are implemented in an identical manner, this report provides the rationale for both proposals. For purposes of easier understanding by the shareholders of the transaction that gives rise to the proposals, a description of the purpose of and rationale for both increases in share capital is first provided. A description is then presented of the main terms and conditions thereof. Finally, the proposed resolutions submitted to the shareholders for approval at the General Shareholders' Meeting are included.

2. Purpose of and Rationale for the Proposals

2.1 Purpose of the Proposals

In order to improve its shareholder remuneration policy, in 2010 the Company first offered its shareholders an option (known as the "Iberdrola Flexible Dividend") that allowed them to receive, in the alternative, bonus shares of the Company, giving them the benefit of favourable tax treatment, but without limiting their ability to receive in cash an amount equivalent to the payment of a dividend. This formula was repeated continuously through 2016. Given its general acceptance, the Company has decided to offer the same possibility again this year.

Accordingly, the purpose of the proposals to increase share capital by means of scrip issues made to the shareholders at the General Shareholders' Meeting and covered by this report is to offer all of the Company's shareholders newly-issued bonus shares or, ultimately, and through the transfer to the Company at a guaranteed fixed price of the free-of-charge allocation rights that they receive for the shares they hold (as set forth in section 2.2 below), the possibility of obtaining, at a minimum, equivalent value to that of the traditional dividend payments in cash, without altering the shareholder remuneration policy as a result. Furthermore, under this system the shareholders of the Company would have the option to monetise their free-of-charge allocation rights through the transfer thereof on the market, without having the right to receive a guaranteed fixed price in this case.

2.2 Structure of the Proposals

The proposals submitted to the shareholders for approval at the General Shareholders' Meeting under item numbers twelve and thirteen on the agenda, which consist of offering the Company's shareholders the option to receive their choice of bonus shares or a cash amount, in both instances at least equal to the payment of any dividend that they would have been entitled to receive (the "**Option**"), have been structured in the form of two increases in share capital with a charge to the reserves contemplated in section 303.1 of the *Companies Act* (each such increase in capital shall be referred to as an "**Increase in Capital**" and both of them collectively as the "**Increases in Capital**"). The foregoing should be understood to be without prejudice to the distribution of a cash dividend upon the terms proposed for approval by the shareholders at the Company's General Shareholders' Meeting under item number eleven on the agenda.

Notwithstanding the fact that the Increases in Capital have the purpose described above, each of them is independent of the other, such that each Increase in Capital would be implemented on different dates and the Company might even decide not to implement one or both of them, in which case the respective Increase in Capital would be deprived of effect, as provided in section 3.7 below.

As explained below, the total number of shares to be issued in each Increase in Capital will be such that the sum of the reference market value of such shares at the time of the implementation thereof (calculated in accordance with the procedure described in this report) will come to the maximum amount of 1,032 million euros in the Increase in Capital submitted for approval at the General Shareholders' Meeting under item number twelve on the agenda (the "**First Increase in Capital**") and of 1,168 million euros in the Increase in Capital submitted for approval at the General Shareholders' Meeting under item number thirteen on the agenda (the "**Second Increase in Capital**").

It is expected that the First Increase in Capital will be implemented in the month of July 2017, while the Second Increase in Capital can be expected to be implemented in the month of December 2017 or January 2018.

In each Increase in Capital:

- i. The Company's shareholders will receive one free-of-charge allocation right for each Iberdrola share they hold. These rights will be tradable and, therefore, transferable on the same terms as the shares from which they derive on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges, through the Automated Quotation System (*Sistema de Interconexión Bursátil*), for a term of at least fifteen calendar days, at the expiration of which term such rights will automatically become newly-issued shares, which will be allocated to those who are then holders of said free-of-charge allocation rights.

The specific number of shares to be issued in each Increase in Capital and, consequently, the number of rights required for the allocation of one new share will depend on the listing price of the Company's shares at the time the implementation of the Increase in Capital is approved, in accordance with the procedure described in this report (the "**Listing Price**" or "**ListPri**").

In any event, as explained below, the total number of shares to be issued in each Increase in Capital will be such that the reference market value of such shares (calculated at the Listing Price) will in no event be greater than the Amount of the Option (as defined in section 2.4 below) established for each Increase in Capital (which, in the case of the First Increase in Capital, may not exceed 1,032 million euros, and in the case of the Second Increase in Capital, may not exceed 1,168 million euros).

- ii. The Company will assume, upon the terms and conditions set forth below, an irrevocable commitment to purchase such free-of-charge allocation rights at a fixed price (the "**Purchase Commitment**"). Such fixed price will be calculated prior to the commencement of the period for trading the free-of-charge allocation rights of the respective Increase in Capital in accordance with the provisions of section 3.3 below. In this way, the Company assures all of the shareholders of the ability to monetise their rights if they do not wish to receive new shares.

The object of the Purchase Commitment assumed by the Company will be such as is determined by the Board of Directors of Iberdrola, in exercise of the powers delegated thereto by the shareholders at the General Shareholders' Meeting (with express power of substitution) and taking into account market conditions and the corporate interest, based on the following two alternatives:

- (i) the free-of-charge allocation rights received by those who are registered as being entitled thereto in the book-entry records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) on the relevant date in accordance with the securities settlement and payment rules from time to time in effect, excluding such rights as have been transferred on the market; or
- (ii) all of the free-of-charge allocation rights, regardless of whether the holders thereof have received them from the Company without charge because of their status as shareholders at the time of allocation thereof or have acquired them on the market.

Therefore, upon each Increase in Capital, the shareholders will have the option, at their own discretion¹:

- a. To not transfer their free-of-charge allocation rights. In this case, at the end of each trading period, the shareholders will receive such number of new shares as they are proportionately entitled to receive, entirely as bonus shares.

¹ The options available to the holders of ADRs (in the United States of America) and of CDIs (in the United Kingdom) may have particularities of their own as compared to the options described in this report, based on the terms and conditions applicable to the programmes in which such holders participate.

- b. To transfer all or part of their free-of-charge allocation rights to the Company pursuant to the Purchase Commitment, at a guaranteed fixed price for such Increase in Capital. In this way, shareholders would choose to monetise their rights and receive in cash an amount that is at least equal to any dividend that the Company would have paid.
- c. To transfer all or part of their free-of-charge allocation rights on the market. In this case, shareholders would also choose to monetise their rights, but they would not receive a guaranteed fixed price; rather, the consideration for such rights would depend on market conditions in general and on the listing price of such rights in particular.

In each Increase in Capital, the Company's shareholders may combine any of the alternatives mentioned in items (a) through (c) above. In this regard, it should be borne in mind that the tax treatment of the above alternatives is different, as described in section 3.6.

2.3 Coordination with the Distribution of Cash Dividends

As stated above, within the period of one year from the date on which the shareholders acting at the General Shareholders' Meeting approve the resolutions proposed herein, and provided that the legal and financial conditions prevailing from time to time so advise, the Company could again put into practice the shareholder remuneration system known as the "Iberdrola Flexible Dividend", replacing the traditional payment of dividends in cash with one or two increases in share capital by means of scrip issues, maintaining in all events the possibility for the shareholders to receive, at their election, a cash amount that is at least equal to their entire customary cash remuneration (through the Option, as such term is defined in section 2.2 above). In this way, the Company seeks to ensure that shareholders that so wish will receive a cash amount that is at least equal to what could have been the traditional dividend amounts paid.

The foregoing should be understood to be without prejudice to the distribution of a cash dividend, if approved by the shareholders at the Company's General Shareholders' Meeting under item number eleven on the agenda.

2.4 Amount of the Option in each Increase in Capital

The structure of the proposals covered by this report consists of offering bonus shares to the shareholders, on one or two occasions, during the period of one year from the date of approval of the proposed resolutions by the shareholders acting at the General Shareholders' Meeting and provided that the legal and financial conditions prevailing from time to time so advise.

The aggregate market value of the bonus shares to be issued in the Increases in Capital, calculated on the basis of the Listing Price applicable at the time of implementation of each Increase in Capital, will be fixed by the Board of Directors (or the body acting by delegation therefrom) and will come to a maximum amount of 1,032 million euros in the First Increase in Capital and of 1,168 million euros in the Second Increase in Capital (the "Amount of the Option" of each Increase in Capital, respectively).

The Amount of the Option of each Increase in Capital will be set and announced as provided in section 3.1 below.

3. Main Terms and Conditions of the Increases in Capital

Set forth below are the main terms and conditions of the Increases in Capital.

3.1 Nominal Amount of the Increases in Capital, Number of Shares to Be Issued, and Number of Free-of-charge Allocation Rights Required for the Allocation of One New Share

The nominal amount of each Increase in Capital will be the result of multiplying the number of new shares to be issued in each of such increases by the nominal value of the shares of the Company (seventy-five euro cents per share). The Increases in Capital will thus be carried out at par (i.e. without a share premium).

In turn, the number of shares to be issued in each Increase in Capital will be the result of dividing the respective Amount of the Option by the Listing Price applicable in each increase.

The Listing Price or ListPri of each Increase in Capital will be the arithmetic mean of the average weighted listing prices of the Company's shares on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges in the five trading sessions prior to the resolution of the Board of Directors (or of the body acting by delegation therefrom) which determines the number of free-of-charge allocation rights needed for the allocation of one new share, as well as the Purchase Price (as such term is defined below), rounded to the closest one-thousandth part of one euro.

The number thus calculated will be rounded as required to obtain a whole number of shares and a ratio for the conversion of rights into shares that is also an integer. In addition, and for the same purposes, the Company or a company of its group that holds shares of the Company will waive the corresponding free-of-charge allocation rights as provided in section 3.2 below.

Specifically, at the time of the decision to implement each Increase in Capital, the Board of Directors (with express power of substitution) will determine the number of new shares to be issued and, as a consequence, the nominal amount of the Increase in Capital in question, as well as the number of free-of-charge allocation rights required for the allocation of one new share, by using the following formula (the result to be rounded to the next lower integer):

$$\text{NNS} = \text{TNShrs.} / \text{Num. rights}^2$$

Solely for purposes of facilitating an understanding of the application hereof, attached hereto as an Annex is a sample calculation of the maximum number of new shares to be issued in the First Increase in Capital, of the maximum nominal value of such increase, of the number of free-of-charge allocation rights required for the allocation of one new share, and of the Purchase Price (as such term is defined below).

The Amount of the Option of each Increase in Capital will be made public by means of a notice of significant event (*hecho relevante*) to be sent to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

3.2 Free-of-charge Allocation Rights

In each Increase in Capital, each outstanding share will grant its holder one free-of-charge allocation right.

The number of free-of-charge allocation rights required to receive one new share in each Increase in Capital will be automatically determined according to the ratio existing between the number of Iberdrola shares then outstanding on the date of implementation of the Increase in Capital in question (TNShrs.) and the provisional number of new shares, calculated by using the formula contained in section 3.1 above. Specifically, the holders of free-of-charge allocation rights will be entitled to receive one new share in exchange for the number of free-of-charge allocation rights held by them, which will be determined as provided in section 3.1 above.

In the event that the number of free-of-charge allocation rights required for the allocation of one new share (Num. rights) multiplied by the number of new shares to be issued (NNS) results in a number that is lower than the number of outstanding shares of the Company on the date of implementation of the Increase in Capital in question, the Company (or such entity within its group, if any, as holds shares of the Company) will waive a number of free-of-charge allocation rights equal to the difference between both figures for the sole purpose that the number of new shares be a whole number and not a fraction. In such an event, there will be an incomplete allocation of the Increase in Capital in question, and share capital will be increased solely by the amount corresponding to the free-of-charge allocation rights that have not been waived (for which purposes, the provisions of section 3.3 below will also have to be taken into account), pursuant to the provisions of section 311 of the *Companies Act*.

The free-of-charge allocation rights will be allocated to those who are registered as being entitled thereto in the book-entry records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) on the relevant date pursuant to the securities settlement and payment rules from time to time in effect. The free-of-charge allocation rights may be traded during such term as is established by the Board of Directors (with express power of substitution), which term will not be less than fifteen calendar days. During such term,

² **NNS** = Number of new shares to be issued;
TNShrs. = Number of shares of the Company outstanding on the date that the Board of Directors or the body acting by delegation therefrom resolves to implement each Increase in Capital; and
Num. rights = Number of free-of-charge allocation rights required for the allocation of one new share in the Increase in Capital in question, which number will result from the application of the following formula, rounded to the next higher integer:

$$\text{Num. rights} = \text{TNShrs.} / \text{Provisional number of shares}$$

where:

$$\text{Provisional number of shares} = \text{Amount of the Option} / \text{ListPri}$$

a sufficient number of free-of-charge allocation rights may be acquired on the market in the proportion required to receive new shares³.

3.3 Irrevocable Commitment to Purchase the Free-of-charge Allocation Rights

As explained above, within the context of the implementation of each Increase in Capital, the Company will assume the irrevocable commitment to purchase the free-of-charge allocation rights (as defined earlier, the "**Purchase Commitment**") on the terms and conditions set forth in section 2.2 (b) above. In this way, the Company's shareholders will be assured of the possibility of selling their rights to the Company and of receiving, at their election, all or part of the Option in cash. The Purchase Commitment will be in effect and may be accepted during such term, within each period for trading the free-of-charge allocation rights, as is established for each Increase in Capital by the Board of Directors (with express power of substitution).

For such purposes, the Company is granted authority to acquire the aforementioned free-of-charge allocation rights up to the maximum limit of the total number of rights issued in each Increase in Capital, and must in any event observe such legal restrictions as may apply at any time. The purchase price under the Purchase Commitment will be a fixed price that will be different for each Increase in Capital and will be calculated prior to the commencement of the corresponding period for trading the free-of-charge allocation rights in accordance with the following formula (to which the definitions set forth in section 3.1 above apply), rounded to the closest one-thousandth part of one euro and, in the case of one-half of one-thousandth of one euro, to the next higher one-thousandth part of one euro (the "**Purchase Price**"):

$$\text{Purchase Price} = \text{ListPri} / (\text{Num. rights} + 1)$$

The final Purchase Price thus calculated will be announced at the time of approval of the implementation of each Increase in Capital.

The acquisition by the Company of the free-of-charge allocation rights as a consequence of the Purchase Commitment will be effected in each Increase in Capital with a charge to the reserves contemplated in section 303.1 of the *Companies Act*.

It is contemplated that, in each Increase in Capital, the Company will waive the new shares corresponding to the free-of-charge allocation rights that the Company has acquired under the Purchase Commitment. In such an event, there will be an incomplete allocation of the Increase in Capital in question, and share capital will be increased solely by the amount corresponding to the free-of-charge allocation rights that have not been waived, pursuant to the provisions of section 311 of the *Companies Act*.

3.4 Rights Attaching to the New Shares

The new shares issued in each Increase in Capital will be ordinary shares having a nominal value of seventy-five euro cents each, of the same class and series as those currently outstanding, represented by book entries, and the book-entry registration of which will be entrusted to "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) and its member entities.

As from the date that each Increase in Capital is declared to be subscribed and paid up, the new shares will grant the holders thereof the same financial, voting, and like rights as the ordinary shares of the Company then outstanding.

The Increases in Capital will be carried out free of expenses and fees as to the allocation of the new shares issued. The Company will bear the costs of issuance, subscription, flotation, admission to trading, and other costs associated with the Increases in Capital.

Without prejudice to the foregoing, the Company's shareholders should bear in mind that the entities members of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) with which they keep their shares on deposit may, pursuant to applicable law, establish such pass-

³ Shareholders that do not have free-of-charge allocation rights in a number sufficient to receive one new share in each Increase in Capital may: (a) acquire on the market a sufficient number of free-of-charge allocation rights which, added to those already held by them, grant them the right to receive one new share; (b) transfer all or part of their free-of-charge allocation rights to the Company under the Purchase Commitment at a guaranteed fixed price; or (c) transfer all or part of their free-of-charge allocation rights on the market (in which case they will not be entitled to receive a guaranteed fixed price; rather, the consideration for their rights will depend on market conditions in general and on the listing price of the free-of-charge allocation rights in particular).

through management fees and expenses as they may freely determine as a consequence of maintaining the securities in their book-entry records. Moreover, such member entities may, pursuant to applicable law, establish such pass-through fees and expenses as they may freely determine for the processing of orders to purchase and sell free-of-charge allocation rights.

3.5 Balance Sheet and Reserves with a Charge to which the Increases in Capital Are Carried Out

The balance sheet used as a basis for the Increases in Capital is the one for the financial year ended 31 December 2016, which has been audited by Ernst & Young, S.L., and which is submitted to the shareholders for approval at the General Shareholders' Meeting under item number one on the agenda.

The Increases in Capital will be entirely carried out with a charge to the reserves contemplated in section 303.1 of the *Companies Act*. When implementing each of them, the Board of Directors (with express power of substitution) will determine the reserve(s) that will be used and the amount of such reserve(s) in accordance with the balance sheet used as a basis for the transaction.

3.6 Tax Regime

Within the framework of the implementation of the "Iberdrola Flexible Dividend" system, the Company submitted a binding consultation to the General Tax Authority (*Dirección General de Tributos*) (the "DGT") regarding the tax treatment applicable to its shareholders in Spain, which was submitted to such agency on 23 November 2009. The consultation was answered by the DGT on 27 April 2010 and, in turn, the answer was clarified by the DGT, at the Company's request, on 1 October 2010.

The answer to such consultation indicates that the treatment is as described below. This tax treatment has not changed, as far as the proposals covered by this report are concerned, since the date of issuance of such answer for shareholders residing in common regions (*territorio común*), without prejudice to the fact that the tax reform that was approved by the Spanish Parliament (*Cortes Generales*) in November 2014 has made changes affecting the tax regime in the Personal Income Tax (*Impuesto sobre la Renta de las Personas Físicas*) ("IRPF") within the common regions and the Non-Resident Income Tax (*Impuesto sobre la Renta de no Residentes*) ("IRNR"), for shareholders subject to these taxes who participate in the "Iberdrola Flexible Dividend" system. These changes, which directly affect the taxation of the various options within the "Iberdrola Flexible Dividend" system, entered into force on 1 January 2017. The Historical Territories of the Basque Country and in the Chartered Community of Navarre have also introduced similar measures to this end.

Pursuant to Spanish tax regulations, both in the common regions and in the Historical Territories of the Basque Country and in the Chartered Community of Navarre, the shareholders that choose to receive new shares as a consequence of the Increases in Capital will not pay tax for such reason for purposes of the IRPF, of the Corporate Income Tax (*Impuesto sobre Sociedades*) ("IS"), or of the IRNR, whether or not they act through a permanent establishment in Spain, nor will they be subject to any withholding or payment on account.

The acquisition value for these shareholders of both the new shares received as a consequence of each Increase in Capital and the shares from which they derive will result from distributing the total cost of acquisition among the applicable number of securities, including both existing securities and those issued as bonus shares. In respect of these shareholders, such bonus shares will be deemed to have been held for as long as the shares from which they derive. Consequently, in the event of a subsequent transfer, the income subject to taxation that is obtained will be calculated by reference to such new value. In the event that the shareholders sell their free-of-charge allocation rights on the market, the amount obtained for the transfer of such rights on the market will be subject to the following tax treatment:

- In the IRPF and in the IRNR for non-residents without a permanent establishment in Spain, the amount obtained in transfers of free-of-charge allocation rights will be deemed to be a financial profit, all without prejudice to the potential application to persons subject to the IRNR without a permanent establishment of international treaties, including the treaties signed by Spain for the avoidance of double taxation and for the prevention of tax evasion in the area of Income Tax and to which they might be entitled, and the exemptions established in the IRNR rules.

In addition, for individual shareholders subject to the IRPF (except for the historic territory of Álava as of the date hereof) applicable within the common regions of Spain, the amount obtained in the transfers of free-of-charge allocation rights will be subject to the corresponding withholding on account of this tax. The withholding will be applied by the corresponding depository (and in the absence thereof, by the financial intermediary or commercial notary public that has participated in the transfer thereof).

- For purposes of the IS and the IRNR on non-residents with a permanent establishment in Spain, and to the extent that a complete commercial cycle is closed, the tax will be paid pursuant to applicable accounting regulations and, if applicable, pursuant to the special regimes of the aforementioned taxes. All of the foregoing is without prejudice to the rules determining the tax basis that may apply in these taxes.

In the event that the holders of free-of-charge allocation rights in relation to whom the Company has assumed the Purchase Commitment decide to use such Purchase Commitment, the tax treatment applicable to the amount received for the transfer to the Company of their free-of-charge allocation rights will be equal to the treatment applicable to dividends directly distributed in cash and, consequently, such amount will be subject to the corresponding withholding and taxes.

It should be borne in mind that this analysis (which has been performed on the basis of specific assumptions) does not cover all the possible tax consequences of the proposals described in this report. If a change in these assumptions changes the description of the taxation of the proposals covered by this report, the new tax treatment shall be communicated to the market as appropriate. In particular, it does not describe the consequences to which shareholders that are not residents in Spain for tax purposes may be subject in their countries of residence. Therefore, it is recommended that attention be paid to any amendments that may be made to the law applicable as of the date of this report, to the transitional provisions thereof, and to the rules for interpretation, as well as to any changes that may occur in the particular circumstances of each shareholder or holder of free-of-charge allocation rights.

The holders of American Depositary Receipts (ADRs) and CREST Depositary Interests (CDIs) representing shares of the Company are advised to consult with their tax advisers before making a decision in connection with the Increases in Capital.

3.7 Delegation of Powers and Implementation of the Increases in Capital

It is proposed to delegate to the Board of Directors, with express power of substitution, the power to set the date on which each Increase in Capital is to be carried out, as well as to establish the terms and conditions applicable to such increases as to all matters not provided for by the shareholders at the General Shareholders' Meeting (including, in particular, the Amount of the Option), all on the terms and within the period of one year contemplated in section 297.1.a) of the *Companies Act*. Notwithstanding the foregoing, if the Board of Directors (with express power of substitution) does not deem it advisable to implement either of the Increases in Capital within the aforementioned period, it may decide not to implement the Increases in Capital (one or both), with the duty to inform the shareholders thereof at the next General Shareholders' Meeting held. Specifically, the Board of Directors (with express power of substitution) will analyse and take into account the market conditions, the circumstances of the Company itself, or those deriving from an event that has social or financial significance, and if these or other factors make it inadvisable, in its opinion, to implement either of the Increases in Capital, it may decide not to implement it. In addition, the Increase in Capital in question will be deprived of any and all effect in the event that the Board of Directors does not exercise the powers delegated thereto within the period of one year established by the shareholders at the General Shareholders' Meeting for implementation thereof.

On the dates that the Board of Directors, or the body acting by delegation therefrom, decides to implement an Increase in Capital, establishing for such purpose all of the final terms and conditions thereof as to all matters not provided for by the shareholders at the General Shareholders' Meeting, the Company will make public such terms and conditions. In particular, prior to the commencement of each free-of-charge allocation period, the Company will make available to the public a document containing information on the number and nature of the shares and the reasons for the Increase in Capital, all as provided by section 26.1.e) of Royal Decree 1310/2005 of 4 November.

Once the period for trading the free-of-charge allocation rights in respect of each Increase in Capital has ended:

- i. The new shares will be allocated to those who, according to the records maintained by "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) and its member entities, are the holders of free-of-charge allocation rights in the required proportion.
- ii. The period for trading the free-of-charge allocation rights will be declared to have ended and the appropriation of the account(s) with a charge to which the Increase in Capital will be implemented will be formalised on the books in the respective amount, with which appropriation the Increase in Capital will be paid up.

Finally, in each Increase in Capital, the Board of Directors (with express power of substitution) will adopt the resolutions required to amend the *By-Laws* so that they reflect the new amount of share capital and the number of shares resulting from the Increase in Capital in question, and to make application for trading the new shares as described in the next section.

3.8 Admission of the New Shares to Trading

The Company will make application for trading the new shares to be issued as a consequence of each Increase in Capital on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges, through the Automated Quotation System (*Sistema de Interconexión Bursátil*) (Continuous Market), and will carry out such acts and formalities as are required for admission to trading of the new shares issued in each Increase in Capital.

4. Proposed Resolutions Submitted to the Shareholders at the General Shareholders' Meeting

The proposed resolutions submitted to the shareholders for approval at the General Shareholders' Meeting read as follows:

"ITEM NUMBER TWELVE ON THE AGENDA

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

RESOLUTION

In order to implement a new edition of the "Iberdrola Flexible Dividend" system, to increase share capital upon the terms and conditions described in the section "Common Terms and Conditions of the increase in capital resolutions proposed under item numbers twelve and thirteen on the agenda" below, at a maximum reference market value of 1,032 million euros for the shares to be issued in implementation of said increase.

Pursuant to the provisions of section 297.1.a) of the Companies Act, to delegate to the Board of Directors the power to set the date on which the increase in capital is to be carried out, if at all, and to set the terms and conditions applicable to all matters not included in this resolution.

Pursuant to the provisions of section 249.2 of the Companies Act, to expressly authorise the Board of Directors to further delegate the powers referred to in this resolution.

This increase in capital is expected to be implemented during the month of July 2017.

ITEM NUMBER THIRTEEN ON THE AGENDA

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

RESOLUTION

In order to implement a new edition of the "Iberdrola Flexible Dividend" system, to increase share capital upon the terms and conditions described in the section "Common Terms and Conditions of the increase in capital resolutions proposed under item numbers twelve and thirteen on the agenda" below, at a maximum reference market value of 1,168 million euros for the shares to be issued in implementation of said increase.

Pursuant to the provisions of section 297.1.a) of the Companies Act, to delegate to the Board of Directors the power to set the date on which the increase in capital is to be carried out, if at all, and to set the terms and conditions applicable to all matters not included in this resolution.

Pursuant to the provisions of section 249.2 of the Companies Act, to expressly authorise the Board of Directors to further delegate the powers referred to in this resolution.

This increase in capital can be expected to be implemented during the month of December 2017 or January 2018.

TERMS COMMON TO THE INCREASE IN CAPITAL RESOLUTIONS PROPOSED UNDER ITEM NUMBERS TWELVE AND THIRTEEN ON THE AGENDA IN ORDER TO IMPLEMENT TWO NEW EDITIONS OF THE "IBERDROLA FLEXIBLE DIVIDEND" SYSTEM

1. Principal Characteristics of the Two Increases in Capital

The amount of each of the two increases in capital (the "Increases in Capital" and each the "Increase in Capital") being submitted to the shareholders for approval at the General Shareholders' Meeting under item numbers twelve and thirteen on the agenda will be the amount resulting from multiplying: (a) the nominal value of each share of

IBERDROLA, S.A. (the "**Company**"), equal to seventy-five euro cents, by (b) the total determinable number of new shares of the Company to be issued, in accordance with the formula set forth in section 2 below, on the date of implementation of each of the two Increases in Capital (the new shares of the Company issued by way of implementation of the Increases in Capital shall be collectively referred to as the "**New Shares**", and each one, individually, as a "**New Share**").

The sum of the reference market value of the New Shares corresponding to each of the Increases in Capital may not exceed the maximum reference market values of 1,032 million euros in the case of the increase in capital submitted for the approval of the shareholders at the General Shareholders' Meeting under item number twelve on the agenda, and of 1,168 million euros in the case of the increase in capital appearing in item number thirteen on the agenda.

Both Increases in Capital will be carried out, if at all, by means of the issuance and flotation, on their respective dates of implementation, of the New Shares, which will be ordinary shares having a nominal value of seventy-five euro cents each, of the same class and series as those currently outstanding, represented by book entries.

The Increases in Capital will be entirely carried out with a charge to the reserves contemplated in section 303.1 of the Companies Act. When implementing each of the Increases in Capital, the Board of Directors, with express power of substitution, will determine the reserve(s) to be used and the amount of such reserve(s) in accordance with the balance sheet used as a basis for the transaction.

The New Shares will be issued at par, i.e. at their nominal value of seventy-five euro cents, without a share premium, and will be allocated to the shareholders of the Company without charge.

Within the year following the date of approval of the resolutions included in items twelve and thirteen on the agenda, each of the Increases in Capital may be implemented by the Board of Directors, with express power of substitution, at its sole discretion, and therefore without having to once again obtain the approval of the shareholders at a General Shareholders' Meeting, and by taking into consideration the legal and financial conditions existing at the time of implementing each of the Increases in Capital, in order to offer the Company's shareholders a flexible and efficient remuneration formula.

Pursuant to the provisions of section 311 of the Companies Act, the possibility of an incomplete allocation of the Increases in Capital is contemplated in the event that the Company, a company within its group, or a third party waives all or part of the free-of-charge allocation rights to which they are entitled at the time of implementation of each of the Increases in Capital, for which reason, in the event of such waiver, the share capital will be increased by the corresponding amount.

2. New Shares to Be Issued in each of the Increases in Capital

The number of New Shares to be issued in each of the Increases in Capital will be the number resulting from the application of the following formula, with the resulting number being rounded to the next lower integer:

$$NNS = TNShrs. / Num. rights$$

where:

NNS = Number of New Shares to be issued within the framework of the relevant Increase in Capital;

TNShrs. = Number of shares of the Company outstanding on the date that the Board of Directors, with express power of substitution, resolves to implement the relevant Increase in Capital; and

Num. rights = Number of free-of-charge allocation rights required for the allocation of one New Share within the framework of the relevant Increase in Capital, which number will result from the application of the following formula, with the result being rounded to the next higher integer:

$$Num. rights = TNShrs. / Provisional number of shares$$

where:

Provisional number of shares = Amount of the Option / ListPri.

For these purposes, "**Amount of the Option**" will mean the maximum reference market value of the relevant Increase in Capital to be set by the Board of Directors, with express power of substitution, and which will not be greater than the amount referred to in the proposed increase in capital resolutions submitted for the approval of the shareholders at the General Shareholders' Meeting under item numbers twelve and thirteen on the agenda (i.e. 1,032 and 1,168 million euros, respectively).

For its part, "**ListPri**" will be the arithmetic mean of the average weighted listing prices of the Company's shares on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges through the Automated Quotation System (Sistema de Interconexión Bursátil) (Continuous Market) during the five trading sessions prior to the relevant resolution adopted by the Board of Directors (with express power of substitution) which determines the number of free-of-charge allocation rights needed for the allocation of one New Share in the relevant Increase in Capital, as well as the respective Purchase Price (as such term is defined below), rounded to the closest one-thousandth part of one euro.

3. Free-of-charge Allocation Rights

In each of the Increases in Capital, each outstanding share of the Company will grant its holder one free-of-charge allocation right.

The number of free-of-charge allocation rights required to receive one New Share in each of the Increases in Capital will be automatically determined according to the ratio existing between the number of outstanding shares of the Company on the date of implementation of the relevant Increase in Capital (TNShrs.) and the provisional number of New Shares, calculated by using the formula contained in section 2 above. Specifically, the holders of free-of-charge allocation rights will be entitled to receive one New Share for the number of free-of-charge allocation rights held by them, which will be determined as provided in section 2 above (Num. rights).

In the event that the number of free-of-charge allocation rights required for the allocation of one New Share (Num. rights) multiplied by the number of New Shares to be issued (NNS) results in a number that is lower than the number of outstanding shares of the Company on the date of implementation of the corresponding Increase in Capital (TNShrs.), the Company (or such entity within its group, if any, as holds shares of the Company) will waive a number of free-of-charge allocation rights equal to the difference between both figures for the sole purpose that the number of New Shares be a whole number and not a fraction.

The free-of-charge allocation rights will be allocated to those who are registered as being entitled thereto in the book-entry records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) on the relevant date pursuant to the securities settlement and payment rules from time to time in effect.

The free-of-charge allocation rights will be transferable upon the same terms as the shares from which they derive. The free-of-charge allocation rights may be traded on the market during such term as is established by the Board of Directors (with express power of substitution) in implementing the relevant Increase in Capital, which term will not be less than fifteen calendar days. During such term, a sufficient number of free-of-charge allocation rights may be acquired on the market in the proportion required to receive New Shares.

4. Irrevocable Commitment to Purchase the Free-of-charge Allocation Rights

At the time of implementation of each of the Increases in Capital, the Company will assume an irrevocable commitment to purchase the free-of-charge allocation rights at the price set forth below (the "**Purchase Commitment**") on the terms and conditions set forth below.

The Purchase Commitment corresponding to each of the Increases in Capital will be in effect and may be accepted during such term, within the period for trading the free-of-charge allocation rights, as is established by the Board of Directors, with express power of substitution. For such purposes, it is hereby resolved to authorise the acquisition by the Company of the aforementioned free-of-charge allocation rights up to the maximum limit of the total number of rights issued in each of the Increases in Capital, with the observance of legal restrictions in any case.

The object of the Purchase Commitment assumed by the Company will be such as is determined by the Board of Directors in each of the Increases in Capital, in exercise of the powers delegated thereto by the shareholders at the General Shareholders' Meeting, with express power of substitution, and taking into account market conditions and the corporate interest, based on the following two alternatives:

- (a) the free-of-charge allocation rights received by those who are registered as being entitled thereto in the book-entry records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) on the relevant date in accordance with the securities settlement and payment rules from time to time in effect, excluding such rights as have been transferred on the market; or
- (b) all of the free-of-charge allocation rights, regardless of whether the holders thereof have received them from the Company without charge because of their status as shareholders at the time of allocation thereof or have acquired them on the market.

The "**Purchase Price**" with respect to each Increase in Capital will be the fixed price at which the Company will acquire each free-of-charge allocation right under the respective Purchase Commitment and will be calculated in accordance

with the following formula, with the resulting number being rounded to the closest one-thousandth part of one euro and, in the case of one-half of one-thousandth of one euro, to the next higher one-thousandth part of one euro:

$$\text{Purchase Price} = \text{ListPri} / (\text{Num. rights} + 1)$$

The acquisition by the Company of the free-of-charge allocation rights as a consequence of the Purchase Commitment will be effected with a charge to the reserves contemplated in section 303.1 of the Companies Act.

5. Balance Sheet for the Transaction and Reserve with a Charge to which the Increases in Capital are Carried Out

The balance sheet used as a basis for the two Increases in Capital is the one for the financial year ended 31 December 2016, duly audited and submitted to the shareholders for approval at this General Shareholders' Meeting under item number one on the agenda.

The Increases in Capital will be entirely carried out with a charge to the reserves contemplated in section 303.1 of the Companies Act. When implementing each of the Increases in Capital, the Board of Directors, with express power of substitution, will determine the reserve(s) to be used and the amount of such reserve(s) in accordance with the balance sheet used as a basis for the transaction.

6. Representation of the New Shares

The New Shares will be represented by book entries, the book-entry registration of which is entrusted to "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) and its member entities.

7. Rights Attaching to the New Shares

As from the date on which the relevant Increase in Capital is declared to be subscribed and paid up, the New Shares will grant the holders thereof the same financial, voting, and like rights as the ordinary shares of the Company then outstanding.

8. Shares on Deposit

Once the period for trading the free-of-charge allocation rights during each of the Increases in Capital has ended, the New Shares that could not be allocated for reasons not attributable to the Company will be kept on deposit for those who provide evidence that they are the lawful holders of the corresponding free-of-charge allocation rights. Once three years have passed from the end of each of the periods for trading the free-of-charge allocation rights, the New Shares issued by virtue of the relevant Increase in Capital that are still pending allocation may be sold in accordance with the provisions of section 117 of the Companies Act, at the expense and peril of the interested parties. The cash amount from such sale will be deposited with Banco de España or with Caja General de Depósitos at the disposal of the interested parties.

9. Application for Admission to Trading

The Company will make application for trading the New Shares to be issued as a consequence of each of the Increases in Capital on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges, through the Automated Quotation System (Sistema de Interconexión Bursátil) (Continuous Market), and will carry out such acts and formalities as are required and submit the documents needed to the appropriate bodies for admission to trading of the New Shares issued as a result of each of the approved Increases in Capital, with an express statement for the record of the Company's submission to the rules that may now or hereafter exist with respect to Stock Exchange matters, and especially regarding trading, continued trading, and removal from trading on official markets.

A subsequent request for removal from trading of the shares of the Company shall be adopted with the same formalities as apply thereto and, in such event, the interests of the shareholders opposing or not voting on the resolution to remove will be safeguarded, in compliance with the requirements set out in applicable law at such time.

10. Implementation of the Increases in Capital

Within a period of one year from the date of approval of this resolution, the Board of Directors, with express power of substitution, may set the date on which they must be implemented and set the terms and conditions thereof as to all matters not provided for in this resolution (including, in particular, the Amount of the Option corresponding to each of the Increases in Capital).

Notwithstanding the foregoing, if the Board of Directors, with express power of substitution, does not deem it advisable to implement, in whole or in part, one or both of the Increases in Capital within the aforementioned period, it may refrain

from implementing them, with the duty to inform the shareholders thereof at the next General Shareholders' Meeting held.

Specifically, the Board of Directors, with express power of substitution), will analyse and take into account the market conditions, the circumstances of the Company itself, or those deriving from an event that has social or financial significance for the Company, and if these or other factors make it inadvisable, in its opinion, to implement one or both Increases in Capital, it may decide not to implement them. In addition, the resolutions of the shareholders at this General Shareholders' Meeting relating to each of the Increases in Capital will be deprived of any and all effect in the event that the Board of Directors does not exercise the powers delegated thereto within the period of one year from approval of the resolutions.

Once the period for trading the free-of-charge allocation rights corresponding to each of the Increases in Capital has ended, the following shall apply:

- (a) The New Shares will be allocated to those who, according to the book-entry records maintained by "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) and its member entities, are the holders of free-of-charge allocation rights in the proportion resulting from section 3 above.
- (b) The period for trading the free-of-charge allocation rights will be declared to have ended and the appropriation of the account(s) with a charge to which the relevant Increase in Capital will be implemented will be formalised on the books in the respective amount, with which appropriation the Increase in Capital will be paid up.

Likewise, once each of the periods for trading the free-of-charge allocation rights has ended, the Board of Directors, with express power of substitution, will adopt the resolutions required to amend the By-Laws so that they reflect the new amount of the share capital and the number of shares resulting from the implementation of the relevant Increase in Capital, and to make application for trading of the resulting New Shares on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges, through the Automated Quotation System (Continuous Market).

11. Delegation of Powers for the Implementation of the Increases in Capital

In particular, and by way of example only, the following powers are delegated to the Board of Directors, with express power of substitution:

- (a) To set the date on which each of the Increases in Capital must be implemented, which shall in any case be within a period of one year from the approval of this resolution, and to determine the schedule for implementation of each of the Increases in Capital.
- (b) As regards each of the Increases in Capital, to set the exact amount thereof, the Amount of the Option, the number of New Shares, and the number of free-of-charge allocation rights necessary for the allocation of one New Share, applying the rules established by this resolution for such purpose.
- (c) To determine the reserve(s), among those contemplated in this resolution, with a charge to which each of the Increases in Capital and the acquisition by the Company of the free-of-charge allocation rights as a consequence of the respective Purchase Commitments will be implemented.
- (d) To designate the company or companies that will assume the duties of agent and/or financial adviser in connection with each of the Increases in Capital, and sign all required contracts and documents for such purpose.
- (e) To set the duration of the periods for trading the free-of-charge allocation rights corresponding to each of the Increases in Capital.
- (f) To set the period during which the Purchase Commitments will be in effect for each of the Increases in Capital and determine the object thereof within the limits established in this resolution.
- (g) To fulfil the Purchase Commitments corresponding to each of the Increases in Capital, paying the corresponding amounts to those who have accepted such commitments.
- (h) To declare the Increases in Capital to be closed and implemented, setting, for such purpose, the number of New Shares actually allocated in each of them and, therefore, the amount by which the Company's share capital must be increased in accordance with the rules established by the shareholders at this General Shareholders' Meeting, as well as declare, if applicable, the existence of an incomplete allocation of each of the Increases in Capital.

- (i) *To amend the article of the By-Laws setting the share capital such that it reflects the amount of share capital and the number of outstanding shares resulting from the implementation of the relevant Increase in Capital.*
- (j) *To waive the free-of-charge allocation rights held by the Company at the end of the respective period for trading them as a result of the Purchase Commitment in each of the Increases in Capital and thus waive the New Shares corresponding to such rights.*
- (k) *To waive any free-of-charge allocation rights to subscribe for New Shares in each of the Increases in Capital, for the sole purpose of facilitating that the number of New Shares be a whole number and not a fraction.*
- (l) *To take all steps required for the New Shares to be included in the book-entry records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR) and admitted to trading on the Bilbao, Madrid, Barcelona, and Valencia Stock Exchanges through the Automated Quotation System (Continuous Market) after each of the Increases in Capital.*
- (m) *To take any actions that are necessary or appropriate to implement and formalise each of the Increases in Capital before any Spanish or foreign public or private entities or agencies, including acts for purposes of representation or supplementation or to cure defects or omissions that might prevent or hinder the full effectiveness of the foregoing resolutions."*

* * *

In Bilbao, on 21 February 2017.

ANNEX

Sample calculation of the maximum number of new shares to be issued in the First Increase in Capital, of the maximum nominal value of the increase, of the number of free-of-charge allocation rights required for the allocation of one new share, and of the Purchase Price:

Included below, solely for purposes of facilitating an understanding of the application thereof, is a sample calculation in the case of the First Increase in Capital of the maximum number of new shares to be issued, of the maximum nominal value of said increase, of the number of free-of-charge allocation rights required for the allocation of one new share, and of the Purchase Price.⁴

The result of this calculation is not representative of the actual results that may be obtained, which, in the case of the First Increase in Capital, will depend on the different variables used in the formulas (basically, the Listing Price of Iberdrola shares at that time and the Amount of the Option, as determined by the Board of Directors (with express power of substitution) in exercise of the power delegated by the shareholders at the General Shareholders' Meeting).

Solely for the purposes of this example:

- The Amount of the Option is 979,000,000 million euros.
- The TNShrs. is 6,459,990,000.
- A ListPri of 6.060 euros is assumed (solely for the purposes of this example, the listing price of the Iberdrola shares at the closing of the trading session of 16 February 2017 has been used as a reference).

Therefore:

Provisional number of shares = Amount of the Option / ListPri	$979,000,000 / 6.060 = 161,551,155.115512 = 161,551,155$ shares (rounded downwards)
Num. rights = TNShrs. / Provisional number of shares	$6,459,990,000 / 161,551,155 = 39.9872721 = 40$ rights (rounded upwards)
NNS = TNShrs. / Num. rights	$6,459,990,000 / 40 = 161,499,750$ shares
Purchase Price = ListPri / (Num. rights + 1)	$6.060 / (40 + 1) = 0.1478049 = 0.148$ euros (rounded to the closest one-thousandth part)

Thus, (i) the maximum number of new shares to be issued in the First Increase in Capital would be 161,499,750, (ii) the maximum nominal value of the First Increase in Capital would come to 121,124,812.50 euros (161,499,750 x 0.75) and (iii) 40 free-of-charge allocation rights (or existing shares) would be required for the allocation of one new share⁵.

* * *

⁴ Additionally, in the Second Increase in Capital, the results of the calculations would also vary according to the number of shares then outstanding, which number will be determined, among other factors, by the shares issued in the First Increase in Capital.

⁵ In this example, the Company (or an entity of its group that holds shares of the Company) would not be required to waive free-of-charge allocation rights corresponding to own shares in order for the number of shares to be issued to be an integer.