

General Shareholders' Meeting / 2016

REPORT OF THE BOARD OF DIRECTORS REGARDING THE AMENDMENT OF THE *REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING*



REPORT OF THE BOARD OF DIRECTORS REGARDING THE AMENDMENT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING

REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF IBERDROLA, S.A. REGARDING THE PROPOSED AMENDMENTS OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING INCLUDED IN ITEM ELEVEN OF THE AGENDA FOR THE GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 8 AND 9 APRIL 2016, 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. ("**Iberdrola**" or the "**Company**") in order to provide a rationale for the proposed amendments of the *Regulations for the General Shareholders' Meeting* (the "**Regulations**") included in item 11 –sections A, B, and C– of the agenda.

To facilitate the shareholders' understanding of the changes entailed by these proposals, the purpose of and rationale for such amendments is first provided, and then the proposed resolutions submitted to the shareholders for approval at the General Shareholders' Meeting.

In addition, in order to facilitate a comparison between the new text of the articles proposed to be amended and the current text thereof, attached to this report as an Annex is a verbatim transcription of both texts organised in a two-column table, for information purposes. The text contained in the right-hand column shows the changes proposed to be made to the text currently in force, which is contained in the left-hand column.

2. Purpose of and Rationale for the Proposals

2.1 Structure of the Proposed Amendments

The purpose of the proposed amendments of the *Regulations* is to make various improvements. In order to facilitate the proper exercise of shareholders' voting rights, pursuant to the provisions of section 197 *bis* of the *Companies Act* and article 40.1 of the *Regulations for the General Shareholders' Meeting*, the proposed amendments have been grouped into three independent blocks for voting purposes:

- A) The first block groups together the proposed amendments aimed at formalising the Company's commitment to the sustainable management of the General Shareholders' Meeting as an event and at promoting environmentally-friendly channels of communication (articles 1, 6, 13, and 14 of the *Regulations*).
- B) The second block includes the amendment of article 16 of the *Regulations* in order to regulate the gift delivered to the Company's shareholders who participate in the General Shareholders' Meeting.
- C) The third block refers to the changes to articles 22 and 32 of the *Regulations*, aimed at making technical improvements.

Below is a description of the purpose of the main amendments submitted to the shareholders for approval at the General Shareholders' Meeting, grouped together into the above three blocks:



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2.2 Amendment of Articles 1 (Purpose), 6 (Shareholder's Guide, Rules of Implementation, and Management Framework for the General Shareholders' Meeting), 13 (Availability of Information), and 14 (Corporate Website) of the Regulations

First, it is proposed to amend articles 1 and 6 of the *Regulations* in order to include a reference to the organisation of the General Shareholders' Meeting as a sustainable event.

The Board of Directors of Iberdrola modified its *Sustainability Policy* at its meeting held on 20 October 2015 in order to reflect the Company's commitment to leadership in the area of sustainable management of events, by seeking the engagement of all participants in the value chain of the Iberdrola group and of all other interested parties, in accordance with law.

This particularly focuses on promoting accessibility, inclusiveness, and non-discrimination, as well as on an analysis and an evaluation of the economic, social, and environmental impacts of the events organised by the Iberdrola group.

The amendment of the aforementioned articles 1 and 6 of the *Regulations* seeks to conform the text thereof to the provisions of the Company's *Sustainability Policy* and, in particular, of the *General Corporate Governance Policy* and the *Shareholder Engagement Policy*, which specifically provide that the organisation of the General Shareholders' Meeting must comply with the provisions of the *Sustainability Policy* regarding the sustainable management of events.

In line with the amendments to such articles, it is proposed to also amend articles 13 and 14 in order to promote the use of more environmentally-friendly channels of information like the corporate website and other digital media.

All of the foregoing is intended to strengthen Iberdrola's support for sustainability and the environment through both the General Shareholders' Meeting, which is the most significant event organised by the Company each year, and its *Regulations*.

In article 14, it is also proposed to replace the reference to the former Appointments and Remuneration Committee with a reference to the Appointments Committee, for the sake of consistency with the language used in all other rules of the Corporate Governance System following the split of such committee.

2.3 Amendment of Article 16 (Participation) of the Regulations

The purpose of the amendment of article 16 is to include in the *Regulations* a provision governing the gift that the Company traditionally delivers to the shareholders who participate in the General Shareholders' Meeting, in order to expressly establish that any remaining items will be used for social welfare purposes, in line with the principles set forth in the *Mission, Vision, and Values of the Iberdrola group* and, especially, with its commitment to social return.

2.4 Amendment of Articles 22 (Infrastructure, Means of Communication, and Services Available at the Premises) and 32 (Reports) of the Regulations

The changes to articles 22 and 32 of the *Regulations* are aimed at making certain technical improvements.

In article 22, it is proposed to improve the text in order to clarify it and make it more specific, and to reverse the rule regarding the recording of the General Shareholders' Meeting, such that, as a rule, the event will be the subject of recording (unless the chair decides otherwise). The purpose of the amendment to article 32 is to provide the correct reference to the Audit and Risk Supervision Committee, in accordance with the name used for this committee in all other rules of the Corporate Governance System.



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3. Proposed Resolutions Submitted to the Shareholders for Approval at the General Shareholders' Meeting

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

“Amendment of the following articles of the Regulations for the General Shareholders' Meeting: (A) articles 1, 6, 13, and 14, to formalise the Company's commitment to the sustainable management of the General Shareholders' Meeting as an event and to promote environmentally-friendly channels of communication; (B) article 16, to regulate the gift for the General Shareholders' Meeting; and (C) articles 22 and 32, to make improvements of a technical nature.

RESOLUTIONS

A.- Amendment of articles 1, 6, 13, and 14 of the Regulations for the General Shareholders' Meeting.

To amend articles 1, 6, 13, and 14 of the Regulations for the General Shareholders' Meeting to formalise the Company's commitment to the sustainable management of the General Shareholders' Meeting as an event and to promote environmentally-friendly channels of communication. These provisions shall hereafter read as follows:

“Article 1. Purpose

1. The Regulations for the General Shareholders' Meeting (the **“Regulations”**) contain the principles for conducting the General Shareholders' Meeting of IBERDROLA, S.A. (the **“Company”**), as well as the basic rules for the call, preparation, and holding thereof.
2. The Regulations seek to achieve greater transparency, efficiency, and impetus to the functions of deliberation and decision-making by the shareholders at the General Shareholders' Meeting, to guarantee equal treatment of all shareholders in the same situation with respect to information, participation, and the exercise of voting rights at the General Shareholders' Meeting, and particularly to promote the maximum participation of the shareholders and their engagement in the life of the Company.
3. The recommendations on good governance generally recognised in the international markets and the best practices regarding the sustainable management of events have been taken into account in the preparation hereof.

Article 6. Shareholder's Guide, Rules of Implementation, and Management Framework for the General Shareholders' Meeting

1. In order to promote and facilitate the informed participation of the shareholders, upon the call to the General Shareholders' Meeting the Board of Directors shall make available thereto a Shareholder's Guide that clearly explains the most significant aspects regarding the operation thereof and the procedures established for the exercise of their rights at the General Shareholders' Meeting.
2. The Board of Directors may approve rules of implementation that systematise, adapt, and specify the provisions of the Corporate Governance System regarding the General Shareholders' Meeting and the rights of the shareholders related thereto, within the framework of the corporate interest.
3. The Board of Directors shall also entrust to the secretary thereof the preparation and ongoing update of a management framework to coordinate and facilitate the monitoring of all activities necessary for the planning, preparation, call, holding, and formalisation of the resolutions at each General Shareholders' Meeting.



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4. Pursuant to the provisions of the Sustainability Policy, the Company shall endeavour to ensure that all actions relating to the organisation of the General Shareholders' Meeting comply with the best sustainable event management practices.

Article 13. Availability of Information

1. The Company shall endeavour to encourage the use of the most environmentally-friendly channels of information, prioritising the use of digital media whenever the law so allows.
2. When the shareholders are to deal with an amendment to the By-Laws, besides the statements required by law in each case, the announcement of the call to meeting must make clear the right of all shareholders to examine at the Company's registered office the complete text of the proposed amendment and the report thereon and to request that such documents be delivered or sent to them without charge.
3. In all cases in which the law so requires, such information and additional documentation as is mandatory shall be made available to the shareholders.

Article 14. Corporate Website

1. The Company shall use its corporate website to promote the informed participation of all shareholders in the General Shareholders' Meeting and to facilitate the exercise of their rights related thereto.
2. From the date of publication of the announcement of the call to meeting through the date of holding of the General Shareholders' Meeting in question, the Company shall continuously publish on its corporate website in electronic format and in an organised and environmentally-friendly manner, such information as is required by law or deemed appropriate to facilitate and promote the attendance and participation of the shareholders at the General Shareholders' Meeting, including in any case the following:
 - a) The announcement of the call to the General Shareholders' Meeting.
 - b) The total number of shares and voting rights existing on the date of the announcement of the call to meeting, broken down by classes of shares, if any.
 - c) Such documents relating to the General Shareholders' Meeting as are required by law, including the reports of directors, the auditors, and the independent experts that are expected to be submitted, proposed resolutions submitted by the Board of Directors or by the shareholders, and any other relevant information that the shareholders might need in order to cast their vote.
 - d) In the event that the shareholders acting at a General Shareholders' Meeting must deliberate on the appointment, re-election, or ratification of directors, the corresponding proposed resolution shall be accompanied by the following information: professional profile and biographical data of the director; other boards of directors on which the director holds office, at listed companies or otherwise; type of director such person is or should be, with mention, in the case of proprietary directors, of the shareholder that proposes or proposed the appointment thereof or who the director represents or with which the director maintains ties; date of the director's first and any subsequent appointments as director of the Company; and shares of the Company and derivative financial instruments whose underlying assets are shares of the Company of which such director is the holder; the report prepared by the Board of Directors and the proposal of the Appointments Committee in the case of independent directors, and the report of the Committee in other cases.
 - e) The existing channels of communication between the Company and the shareholders and, in particular, explanations pertinent to the exercise of the right to receive information, indicating the postal and e-mail addresses to which the shareholders may direct their requests.
 - f) The means and procedures for granting a proxy to attend the General Shareholders' Meeting and for casting absentee votes, including the form of attendance, proxy, and absentee voting card, if any.



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- g) *The annual reports that the Board of Directors has approved regarding corporate social responsibility.*
 - h) *The report on the independence of the auditor prepared by the Audit and Risk Supervision Committee.*
 - i) *The activities reports or integrated activities report of the consultative committees of the Board of Directors.*
3. *The Company shall use its best efforts to include in its corporate website, beginning on the date of the announcement of the call to meeting, an English version of the information and the principal documents related to the General Shareholders' Meeting. In the event of a discrepancy between the Spanish and English versions, the former shall prevail.*
 4. *Pursuant to the provisions of applicable legislation, an Electronic Shareholders' Forum shall be enabled on the Company's corporate website on occasion of the call to the General Shareholders' Meeting. Duly verified shareholders and shareholder groups may access the Electronic Shareholders' Forum, the use of which shall conform to its legal purpose and to the assurances and rules of operation established by the Company."*

B.- Amendment of article 16 of the Regulations for the General Shareholders' Meeting.

To amend article 16 of the Regulations for the General Shareholders' Meeting to regulate the gift for the General Shareholders' Meeting. This provision shall hereafter read as follows:

"Article 16. Participation

The Board of Directors shall adopt appropriate measures to encourage maximum participation of the shareholders at the General Shareholders' Meeting, including the ability to deliver promotional material or gifts with symbolic value to the shareholders participating in the General Shareholders' Meeting or in the holding of similar promotions. Any items remaining from the promotions shall be used for social welfare purposes."

C.- Amendment of articles 22 and 32 of the Regulations for the General Shareholders' Meeting to make improvements of a technical nature.

To amend articles 22 and 32 to make improvements of a technical nature. These provisions shall hereafter read as follows:

"Article 22. Infrastructure, Means of Communication, and Services Available at the Premises

1. *The premises to be used to hold the General Shareholders' Meeting shall have the personnel, technical equipment, and safety, assistance, and emergency measures commensurate with the nature and location of the property and with the importance of the event. In addition, the premises for holding the General Shareholders' Meeting shall have the emergency and evacuation measures required by law, as well other measures deemed appropriate in light of the circumstances.*
2. *The Company may make available other furnished premises with similar characteristics where the General Shareholders' Meeting can be held in the event of an emergency.*
3. *Appropriate controls and surveillance and protection measures, as well as systems for controlling access to the meeting, shall be established in order to ensure the safety of the attendees and the orderly conduct of the General Shareholders' Meeting.*
4. *Once the General Shareholders' Meeting has commenced, the attendees are prohibited from using voice amplification instruments, mobile phones, photographic equipment, audio and/or video recording, and/or transmission equipment and, in general any instrument that might alter the visibility, sound, or lighting conditions of the proceedings, except to the extent authorised by the chair thereof.*
5. *The proceedings of the General Shareholders' Meeting shall be the subject of audiovisual recording, unless the chair of the General Shareholders' Meeting decides otherwise. They may also be the subject of storage and live*



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or recorded broadcast by any means, including over the internet, and dissemination on social media. Entering the premises where the General Shareholders' Meeting is to be held signifies the consent of the shareholders, their proxy representatives, and other attendees to the capture of their image (including voice) and the processing of their personal data. The owner of the data shall have the rights of access, rectification, objection, or erasure of the data collected by the Company, upon the terms provided by law, by sending a letter to the Company at its registered office.

6. Whenever reasonably possible, the Company shall endeavour to ensure that the premises at which the General Shareholders' Meeting is held has the means to allow access by persons with reduced mobility and the simultaneous interpretation of the proceedings into Euskera (Basque), English, and those other languages that the Board of Directors deems appropriate. The Company shall also establish measures that facilitate participation in the General Shareholders' Meeting by attendees with auditory or visual limitations.
7. The Company shall also make available to the shareholders any additional information that facilitates following the General Shareholders' Meeting, such as programmes for the meeting or any other documentation deemed useful for such purpose.

Article 32. Reports

1. Once the list of attendees has been prepared and they have been informed regarding the publications of the announcement of the call to meeting, there shall be a presentation of any relevant reports by the executive directors or senior officers or persons designated for such purpose by the Board of Directors. In particular, the shareholders shall be informed of the main aspects highlighted in the Annual Corporate Governance Report regarding corporate governance, emphasising the changes that have occurred since the last General Shareholders' Meeting and any non-compliance with corporate governance recommendations that the Company has described in said report.
2. If the annual accounts have qualifications, the Board of Directors may resolve that the chair of the Audit and Risk Supervision Committee and the Company's auditor explain them to the shareholders at the General Shareholders' Meeting."

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Bilbao, 23 February 2016



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ANNEX TO THE REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF IBERDROLA, S.A. REGARDING THE PROPOSED AMENDMENTS OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING INCLUDED IN ITEM ELEVEN OF THE AGENDA

REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING

PRELIMINARY TITLE

Article 1. Purpose

1. The *Regulations for the General Shareholders' Meeting* (the "**Regulations**") contain the principles for conducting the General Shareholders' Meeting of IBERDROLA, S.A. (the "**Company**"), as well as the basic rules for the call, preparation, and holding thereof.
2. The *Regulations* seek to achieve greater transparency, efficiency, and impetus to the functions of deliberation and decision-making by the shareholders at the General Shareholders' Meeting, to guarantee equal treatment of all shareholders in the same situation with respect to information, participation and the exercise of voting rights at the General Shareholders' Meeting, and particularly to promote the maximum participation of the shareholders and their involvement in the life of the Company.
3. The recommendations on good governance generally recognised in the international markets have been taken into account in the preparation hereof.

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2. The *Regulations* seek to achieve greater transparency, efficiency, and impetus to the functions of deliberation and decision-making by the shareholders at the General Shareholders' Meeting, to guarantee equal treatment of all shareholders in the same situation with respect to information, participation and the exercise of voting rights at the General Shareholders' Meeting, and particularly to promote the maximum participation of the shareholders and their involvement in the life of the Company.
3. The recommendations on good governance generally recognised in the international markets [and the best practices regarding the sustainable management of events](#) have been taken into account in the preparation hereof.



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Article 6. Shareholder's Guide, Rules of Implementation, and Management Framework for the General Shareholders' Meeting

1. In order to promote and facilitate the informed participation of the shareholders, upon the call to the General Shareholders' Meeting the Board of Directors shall make available thereto a *Shareholder's Guide* that clearly explains the most significant aspects regarding the operation thereof and the procedures established for the exercise of their rights at the General Shareholders' Meeting.
2. The Board of Directors may approve rules of implementation that systematise, adapt, and specify the provisions of the Corporate Governance System regarding the General Shareholders' Meeting and the rights of the shareholders related thereto, within the framework of the corporate interest.
3. The Board of Directors shall also entrust to the secretary thereof the preparation and ongoing update of a management framework to coordinate and facilitate the monitoring of all activities necessary for the planning, preparation, call, holding and formalisation of the resolutions at each General Shareholders' Meeting.

Article 13. Availability of Information

1. When the shareholders are to deal with an amendment to the *By-Laws*, besides the statements required by law in each case, the announcement of the call to meeting must make clear the right of all shareholders to examine at the Company's registered office the complete text of the proposed amendment and the report thereon and to request that such documents be delivered or sent to them without charge.
2. In all cases in which the law so requires, such information and additional documentation as is mandatory shall be made available to the shareholders.

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2. The Board of Directors may approve rules of implementation that systematise, adapt, and specify the provisions of the Corporate Governance System regarding the General Shareholders' Meeting and the rights of the shareholders related thereto, within the framework of the corporate interest.
3. The Board of Directors shall also entrust to the secretary thereof the preparation and ongoing update of a management framework to coordinate and facilitate the monitoring of all activities necessary for the planning, preparation, call, holding and formalisation of the resolutions at each General Shareholders' Meeting.
4. [Pursuant to the provisions of the Sustainability Policy, the Company shall endeavour to ensure that all actions relating to the organisation of the General Shareholders' Meeting comply with the best sustainable event management practices.](#)

Article 13. Availability of Information

1. [The Company shall endeavour to encourage the use of the most environmentally-friendly channels of information, prioritising the use of digital media whenever the law so allows.](#)
2. When the shareholders are to deal with an amendment to the *By-Laws*, besides the statements required by law in each case, the announcement of the call to meeting must make clear the right of all shareholders to examine at the Company's registered office the complete text of the proposed amendment and the report thereon and to request that such documents be delivered or sent to them without charge.
3. In all cases in which the law so requires, such information and additional documentation as is mandatory shall be made available to the shareholders.



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Article 14. Corporate Website

1. The Company shall use its corporate website to promote the informed participation of all shareholders at the General Shareholders' Meeting and to facilitate the exercise of their rights related thereto.
2. From the date of publication of the announcement of the call to meeting through the date of holding of the General Shareholders' Meeting in question, the Company's corporate website shall continuously publish such information as is required by law or deemed appropriate to facilitate and promote the attendance and participation of the shareholders at the General Shareholders' Meeting, including in any case the following:
 - a) The announcement of the call to the General Shareholders' Meeting.
 - b) The total number of shares and voting rights existing on the date of the announcement of the call to meeting, broken down by classes of shares, if any.
 - c) Such documents relating to the General Shareholders' Meeting as are required by law, including the reports of directors, the auditors, and the independent experts that are expected to be submitted, proposed resolutions submitted by the Board of Directors or by the shareholders, and any other relevant information that the shareholders might need in order to cast their vote.
 - d) In the event that the shareholders acting at a General Shareholders' Meeting must deliberate on the appointment, re-election, or ratification of directors, the corresponding proposed resolution shall be accompanied by the following information: professional profile and biographical data of the director; other boards of directors on which the director holds office, at listed companies or otherwise; type of director such person is or should be, with mention, in the case of proprietary directors, of the shareholder that proposes or proposed the appointment thereof or who the director represents or with which the director maintains ties; date of the director's first and any subsequent appointments as director of the Company; and shares of the Company and derivative financial instruments whose underlying assets are shares of the Company of which such director is the holder; the report prepared by the Board of Directors and the proposal of the

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Appointments and Remuneration Committee in the case of independent directors, and the report of the Committee in other cases.

- e) The existing channels of communication between the Company and the shareholders and, in particular, explanations pertinent to the exercise of the right to receive information, indicating the postal and e-mail addresses to which the shareholders may direct their requests.
- f) The means and procedures for granting a proxy to attend the General Shareholders' Meeting and for casting absentee votes, including the form of attendance, proxy, and absentee voting card, if any.
- g) The annual reports that the Board of Directors has approved regarding corporate social responsibility.
- h) The report on the independence of the auditor prepared by the Audit and Risk Supervision Committee.
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3. The Company shall use its best efforts to include in its corporate website, beginning on the date of the announcement of the call to meeting, an English version of the information and the principal documents related to the General Shareholders' Meeting. In the event of a discrepancy between the Spanish and English versions, the former shall prevail.
4. Pursuant to the provisions of applicable legislation, an Electronic Shareholders' Forum shall be enabled on the Company's corporate website on occasion of the call to the General Shareholders' Meeting. Duly verified shareholders and shareholder groups may access the Electronic Shareholders' Forum, the use of which shall conform to its legal purpose and to the assurances and rules of operation established by the Company.

Article 16. Participation

The Board of Directors shall adopt appropriate measures to encourage maximum participation of the shareholders at the General Shareholders' Meeting.

Article 22. Infrastructure, Means of Communication, and Services Available at the Premises

1. The premises to be used to hold the General Shareholders' Meeting shall have the personnel, technical equipment, and safety, assistance, and emergency measures commensurate with the nature and location of the property and with the importance of the event. In addition, the premises for holding the General Shareholders' Meeting shall have the emergency and evacuation measures required by law, as well other measures deemed appropriate in light of the circumstances.
2. The Company may make available other furnished premises with similar characteristics where the General Shareholders' Meeting can be held in the event of an emergency.
3. Appropriate safety controls and surveillance and protection measures, as well as systems for controlling access to the meeting, shall be established in order to ensure the safety of the attendees and the orderly conduct of the General Shareholders' Meeting.
4. Once the General Shareholders' Meeting has commenced, the attendees are prohibited from

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- using voice amplification instruments, mobile phones, photographic equipment, audio and/or video recording, and/or transmission equipment and, in general any instrument that might alter the visibility, sound, or lighting conditions of the proceedings, except to the extent authorised by the chair thereof.
5. The proceedings of the General Shareholders' Meeting may be the subject of audiovisual recording, if so determined by the chair of the General Shareholders' Meeting. They may also be the subject to storage and live or recorded broadcast by any means, including over the internet, and dissemination on social networks. Entering the premises where the General Shareholders' Meeting is to be held signifies the consent of the shareholders or their proxy representatives to the capture of their image (including voice) and the processing of their personal data. The owner of the data shall have the rights of access, rectification, objection, or erasure of the data collected by the Company, upon the terms provided by law, by sending a letter to the Company at its registered office, to the attention of the Office of the General Secretary (Secretaría General).
6. Whenever reasonably possible, the Company shall endeavour to ensure that the premises at which the General Shareholders' Meeting is held has the means to allow access by persons with reduced mobility and the simultaneous interpretation of the proceedings into Euskera (Basque), English, and those other languages that the Board of Directors deems appropriate. The Company shall also establish measures that facilitate participation in the General Shareholders' Meeting by attendees with auditory or visual limitations.
7. The Company shall also make available to the shareholders any additional information that facilitates following the General Shareholders' Meeting, such as programmes for the meeting or any other documentation deemed useful for such purpose.
- using voice amplification instruments, mobile phones, photographic equipment, audio and/or video recording, and/or transmission equipment and, in general any instrument that might alter the visibility, sound, or lighting conditions of the proceedings, except to the extent authorised by the chair thereof.
5. The proceedings of the General Shareholders' Meeting ~~may shall~~ be the subject of audiovisual recording, ~~if so determined by unless~~ the chair of the General Shareholders' Meeting decides otherwise. They may also be the subject ~~to of~~ storage and live or recorded broadcast by any means, including over the internet, and dissemination on social ~~networks media~~. Entering the premises where the General Shareholders' Meeting is to be held signifies the consent of the shareholders or their proxy representatives, and other attendees to the capture of their image (including voice) and the processing of their personal data. The owner of the data shall have the rights of access, rectification, objection, or erasure of the data collected by the Company, upon the terms provided by law, by sending a letter to the Company at its registered office, ~~to the attention of the Office of the General Secretary (Secretaría General)~~.
6. Whenever reasonably possible, the Company shall endeavour to ensure that the premises at which the General Shareholders' Meeting is held has the means to allow access by persons with reduced mobility and the simultaneous interpretation of the proceedings into Euskera (Basque), English, and those other languages that the Board of Directors deems appropriate. The Company shall also establish measures that facilitate participation in the General Shareholders' Meeting by attendees with auditory or visual limitations.
7. The Company shall also make available to the shareholders any additional information that facilitates following the General Shareholders' Meeting, such as programmes for the meeting or any other documentation deemed useful for such purpose.



REPORT OF THE BOARD OF DIRECTORS REGARDING THE AMENDMENT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING

Article 32. Reports

1. Once the list of attendees has been prepared and they have been informed regarding the publications of the announcement of the call to meeting, there shall be a presentation of any relevant reports by the executive directors or senior officers or persons designated for such purpose by the Board of Directors. In particular, the shareholders shall be informed of the main aspects highlighted in the *Annual Corporate Governance Report* regarding corporate governance, emphasising the changes that have occurred since the last General Shareholders' Meeting and any non-compliance with corporate governance recommendation that the Company has described in said report.
2. If the annual accounts have qualifications, the Board of Directors may resolve that the chair of the Audit and Compliance Committee and the Company's auditor explain them to the shareholders at the General Shareholders' Meeting.

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2. If the annual accounts have qualifications, the Board of Directors may resolve that the chair of the Audit and ComplianceRisk Supervision Committee and the Company's auditor explain them to the shareholders at the General Shareholders' Meeting.

