



# Regulations for the Electronic Shareholders' Forum



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## Article 1. Introduction

Pursuant to the provisions of Section 539.2 of the restated text of the Companies Law (*Ley de Sociedades de Capital*), IBERDROLA, S.A. (the "**Company**") approves these *Regulations for the Electronic Shareholders' Forum* (the "**Regulations**"), which form part of its Governance and Sustainability System, governing the Company's Electronic Shareholders' Forum (the "**Forum**") that will be made available on the Company's corporate website on occasion of the call to and until the holding of each General Shareholders' Meeting.

## Article 2. Purpose of the Regulations

1. These *Regulations* govern how the Company will enable and make the Forum available, as well as the guarantees, terms and conditions for access thereto and use thereof by the Company's shareholders and by any voluntary associations that may be formed pursuant to applicable law.
2. As regards the Forum, these *Regulations* supplement the legal terms and conditions for access and use of the Company's corporate website, which shall fully apply to access to and use of the Forum as to all matters not otherwise amended by or inconsistent with the provisions of these *Regulations*.
3. The Company reserves the right to modify the layout, configuration, operation and contents of the Forum, as well as the terms and conditions for use thereof and these *Regulations*, at any time and without prior notice, without prejudice to the provisions of applicable legal provisions, particularly to Section 539 of the restated text of the Companies Law.

## Article 3. Acceptance of the Rules of the Forum

Registration as a user of the Forum ("**Registered User**") and access thereto and/or use thereof entail full and unreserved acceptance of the terms and conditions set forth in these *Regulations* and in the version of the legal terms and conditions for access and use of the Company's corporate website that may be in effect from time to time.

## Article 4. Objective and Purpose of the Forum

1. The Forum is made available in order to facilitate communication among the Company's shareholders on occasion of the call to and until the holding of each General Shareholders' Meeting.
2. Registered Users may send communications for posting in the Forum, containing exclusively:
  - a. Proposals sought to be submitted as a supplement to the agenda included in the call to the General Shareholders' Meeting.
  - b. Requests for adherence to such proposals.
  - c. Initiatives to reach the percentage required to exercise a minority right as contemplated by law or in the Company's Governance and Sustainability System.
  - d. Voluntary proxy offers or solicitations.
3. The "Corporate Governance" section of the Company's corporate website publishes the announcement of the call to meeting, which includes the agenda for each General Shareholders' Meeting and contains a description of the rights and duties of the Company's shareholders and of the conditions for exercise thereof, without prejudice to the provisions of applicable law at any time.

## Article 5. Registered Users

1. Access to and use of the Forum is reserved exclusively to individual shareholders of the Company, and to voluntary associations of shareholders validly established and registered in the special registry created for such purpose at the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) pursuant to Section 539.2 of the restated text of the Companies Law and regulations thereunder.
2. In order to access and use the Forum, such shareholders and voluntary associations of shareholders must log on as a "Registered User" by filling out the corresponding form to log on as a Registered User of the Forum, providing evidence of their status as a shareholder of the Company or of a voluntary association of shareholders duly established and registered with the National Securities Market Commission, in the manner set forth in such form. In the case of shareholders that are legal entities and of voluntary associations of shareholders, evidence of the representative authority of the person wishing to access the Forum shall be provided in the form established for such purpose.
3. A special use form may be required to be filled out for subsequent access to and communications with the Forum.
4. Access to and use of the Forum by Registered Users are subject to at all times maintaining status as a shareholder of the Company, or as a voluntary association of shareholders duly established and registered, pursuant to applicable regulations.
5. In the event that the Company, in its capacity as administrator of the Forum, has reasonable doubts at any time regarding compliance with such condition by any Registered User, it may request such User to provide evidence that such status is maintained as well as any information or documents deemed appropriate for verification of the circumstances set forth herein.
6. The Company may request additional information from, suspend or exclude Registered Users that do not provide evidence of compliance with such conditions to its satisfaction.
7. All communications sent by shareholders or voluntary associations that cease to have such status prior to the holding of the corresponding General Shareholders' Meeting shall automatically lapse, as shall all communications relating thereto or connected therewith.

## Article 6. Access to and Use of the Forum

### 1. Access to the Forum

All Registered Users may access the Forum and view the communications posted by other Registered Users.

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The Forum is only intended to publish the communications posted by Registered Users in connection with the matters set forth in Article 4.2 of these *Regulations* and does not constitute a device for electronic conversation among Registered Users or a meeting point for virtual debate. Therefore, the Company shall only include in the Forum such communications as are admissible under the law and pursuant to the Company's Governance and Sustainability System, such that no other comments regarding such communications shall be posted in the Forum.

## 2. Posting of communications in the Forum

All registered Users may send communications regarding any of the matters set forth in Article 4 above, which shall be posted in the Forum by the Company in accordance with the technical procedures in place from time to time. The content of the communications shall only be in text form and, once posted, such communications shall be available for access by any other Registered User.

All communications by Registered Users shall be deemed made as an expression of their personal opinions and, except for the case of shareholders that are legal entities and associations of shareholders authorized for such purpose under the law and these *Regulations*, no communications shall be posted which are received from representatives of shareholders, shareholders' pools and agreements, depository entities, financial brokers or other persons acting for the account or benefit of the shareholders.

Requests for the posting of communications must be made by filling out the forms available in the Forum for such purpose, which shall include:

- a. Identification of the Registered User sending the communication.
- b. Statement of the communication, with a clear description of the content of the initiative.
- c. Brief rationale for the communication.

All communications posted in the Forum shall include the identification data of the Registered User sending it (first and last name, in the case of individuals; corporate name, in the case of legal entities; and corporate name and registration number in the registry maintained by the National Securities Market Commission, in the case of associations of shareholders, as well as, in the last two cases, the identification data of their respective representatives). The date and time of posting shall also be indicated.

Upon sending a communication, the Registered User responsible therefor is deemed to represent and warrant that the content thereof is lawful and in accordance with the provisions of law and of these *Regulations* and with the requirements of good faith, that such Registered User has obtained all approvals and permits required to send the communication in question, and that such communication does not violate any third-party rights.

The Company shall have the right to verify that any communications sought to be posted comply with legal provisions, these *Regulations* and the requirements of good faith and may deny inclusion in or remove from the Forum any communication that it deems to be inconsistent therewith.

## 3. Content of communications

Any use of the Forum by Registered Users shall fully comply with applicable legal provisions, shall be consistent with the purpose of the Forum as set forth in Article 4 above and shall fulfill the requirements of good faith. In this regard, it is expressly forbidden:

- a. To make an attack on the rights, property and lawful interests of the Company, of other Registered Users and of third parties and, specifically, on their intellectual and industrial property rights, freedom of religion, reputation, good name, privacy, the protection of personal data or any other property, rights or interests afforded protection by law.
- b. To introduce third-party personal information or data without the informed consent of the owner thereof or to assume the identity of another.
- c. To insert contents or expressions that are discriminatory, racist, sexist, violent, xenophobic or otherwise offensive or degrading.
- d. To insert any kind of materials which are inappropriate or contrary to the requirements of good faith.
- e. To provide information of any kind intended to be used for the commission of criminal, civil or administrative wrongs.
- f. To carry out activities of any kind (or provide information to third parties) serving to circumvent technical restrictions built into the media or programs of the Forum in order to avoid any unauthorized use.
- g. To include contents or materials without the requisite approval of the respective holders of intellectual and industrial rights therein.
- h. To damage, disable, overload, or impair the operation of the Forum or the computer equipment of the Company, of other Registered Users or of third parties, as well as the documents, files and contents of any kind stored on such computer equipment (hacking), or to prevent the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of publicity or advertisement by Registered Users is absolutely forbidden.

Any Registered User that becomes aware that any contents included in or provided through the Forum are contrary to the provisions laid down in these *Regulations* or to the requirements of good faith may give notice thereof to the Company through the Shareholders' Ethics Mailbox.

Registered Users undertake to use the Forum diligently, properly and in compliance with applicable law, these *Regulations* and the requirements of good faith, consistently with the purpose of the Forum as set forth in Article 4 above.

## 4. Removal of communications after the General Shareholders' Meeting

Once a General Shareholders' Meeting has ended, the Company reserves the right to remove and delete all communications relating thereto.

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### Article 7. Scope of the Forum

1. The Forum is not a channel of communication between the Company and Registered Users.
2. Therefore, no communication sent to or posted in the Forum may in any event be deemed to be a notice to the Company for any purpose and, specifically, for the purpose of exercising any rights that Registered Users individually or collectively hold, nor shall it replace compliance with the requirements established by Law and by the Company's Governance and Sustainability System for the exercise of any such rights or for the conduct of initiatives and activities by the shareholders.
3. All rights and powers that the shareholders wish to enforce must be exercised via the legally established channels and pursuant to the provisions, if any, contained in the Law and in the Company's Governance and Sustainability System, such that the Forum shall in no event constitute a valid channel for such purpose.

### Article 8. Company's Liability

#### 1. Extent of the Company's liability

The Company shall not be liable for the accuracy, truth, effectiveness, lawfulness or relevance of the communications sent by Registered Users or for the opinions expressed thereby.

The Company shall only be liable for its own services and for the contents directly originated by it and identified with its copyright notice as a trademark or as intellectual or industrial property of the Company.

By accessing and/or using the Forum, all Registered Users declare that they acknowledge and agree that they shall be solely and exclusively responsible for their use of the Forum.

#### 2. Contents

The Company expressly reserves the right to deny access to and/or use of the Forum as well as the right not to post or to remove communications sent by Registered Users that contravene applicable legal provisions, these *Regulations* or the requirements of good faith.

In addition, the Company has the power but not the duty to monitor the use of the Forum and the contents thereof, which are the sole responsibility of the Registered Users sending them or including them.

In any event, the Company may establish tools to filter and moderate the contents of the communications, as well as remove contents when it believes that they may be unlawful or contrary to the provisions of these *Regulations* or to the requirements of good faith.

Registered Users shall be liable for any damages that the Company, any other Registered User or any third party may suffer as a consequence of access to and/or use of the Forum (including, specifically, the sending of communications) in violation of any provisions of applicable law, of these *Regulations* or of the requirements of good faith.

### Article 9. No License

1. The Company authorizes Registered Users to use the intellectual and industrial property rights associated with the software application installed on the Company's server that executes the features making up the Forum solely for the purposes established in Article 4 and pursuant to the terms and conditions set forth in these *Regulations*. Registered Users shall refrain from obtaining or attempting to obtain access to or use of the Forum and its contents by means or procedures other than those made available to them or indicated for such purpose in each case.
2. The Company does not grant any kind of license or authorization to use its intellectual or industrial property rights or any other property or right related to the Forum other than as provided in the preceding paragraph.

### Article 10. Costs of Use

Access to and use of the Forum by Registered Users is free of charge, except for the cost of connection through the telecommunications network supplied by the access provider hired by each Registered User.

### Article 11. Security and Protection of Personal Data

1. The security and personal data protection provisions contained in the legal terms and conditions for access and use of the Company's corporate website shall apply to the Forum. Specifically, all personal data provided by Registered Users or generated as a consequence of the use of the Forum shall be handled by the Company in order to establish, manage and monitor the operation of the Forum pursuant to the provisions of these *Regulations* and of applicable law.
2. Registered Users may exercise their rights of access, correction, removal and opposition via the e-mail address provided for in Article 12 below.

### Article 12. Registered Users' Service

Registered Users that wish to make suggestions or proposals for improvement of the Forum, or need technical assistance, or wish to exercise the rights afforded to them by personal data protection regulations, may write to the Company's e-mail address displayed in the Forum for such purpose. The purpose of this e-mail address is to serve Registered Users and to improve the quality of the Forum, and does not entail any kind of control by or liability for the Company.