



Julián Martínez-Simancas
Secretary of the Board of Directors

Bilbao, 7 January 2020

To the National Securities Market Commission

Subject: Supplement to the information memorandum (*documento informativo*) relating to the terms and conditions of the second edition of the “Iberdrola Retribución Flexible” optional dividend system corresponding to the fiscal year 2019

Dear Sirs,

Pursuant to article 227 of the *restated text of the Securities Market Law* approved by *Royal Legislative Decree 4/2015, of 23 October (texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre)* and related provisions, and further to our notices of significant event (*hechos relevantes*) filed with this National Commission on 30 October 2019 and 18 December 2019 (with official registry numbers 283,007 and 284,809, respectively), we hereby advise you that on the date hereof the matters summarised below regarding the terms and conditions of the second edition of the “*Iberdrola Retribución Flexible*” optional dividend system corresponding to the fiscal year 2019 have been determined.

In particular, the following matters have been determined in connection with: (a) the implementation of the second paid-up capital increase approved by the General Shareholders' Meeting of Iberdrola, S.A. (“**Iberdrola**”) held on 29 March 2019 under item number nine on the agenda and under the section titled «*Common terms and conditions of the dividend distribution and increase in capital resolutions proposed under items number seven, eight and nine on the agenda, by virtue of which the “Iberdrola Flexible Remuneration” optional dividend system is implemented*» (the “**Capital Increase**”) and (b) the distribution of an interim dividend corresponding to the fiscal year 2019 (the “**Interim Dividend**”):

- (i) The maximum market value of reference for the Capital Increase amounts to 1,089 million euros. This amount guarantees a gross amount of the Interim Dividend of, at least, 0,167 euros per share.
- (ii) The maximum number of shares to be issued by means of the Capital Increase is 117,816,148.
- (iii) The number of free-of-charge allocation rights required to receive one new share is 54.
- (iv) The maximum nominal amount of the Capital Increase is 88,362,111.00 euros.

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- (v) The gross amount of the Interim Dividend per share is 0.168 euros.
- (vi) The aggregate maximum gross amount of the Interim Dividend is 1,068,828,096.00 euros. This amount results from multiplying the total number of outstanding shares of Iberdrola as of the date hereof¹ (without deducting Iberdrola's treasury stock) by the gross amount per share previously mentioned (i.e., 0.168 euros).

Likewise, and for the purposes of article 1.5.(g) of the *Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC* (the "**Regulation**"), which is directly applicable in the Member States of the European Union as from 21 July 2019, we provide you, attached hereto as an annex, with the supplement to the information memorandum (*documento informativo*) regarding the implementation of this second edition of the "*Iberdrola Retribución Flexible*" optional dividend system corresponding to the fiscal year 2019, which has been approved today.

In this respect, pursuant to article 1.5.(g) of the Regulation, the admission to trading of the new Iberdrola's shares issued within the context of the optional dividend system "*Iberdrola Retribución Flexible*" shall not entail the obligation to publish the prospectus established in the Regulation, "*provided that the said shares are of the same class as the shares already admitted to trading on the same regulated market and that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer or allotment*".

Likewise, it is stated that the aforementioned information memorandum (*documento informativo*), together with its referred supplement, constitutes the document referred to in article 1.5.(g) of the Regulation, and renders the preparation and publication of a prospectus (*folleto informativo*) with respect to the Capital Increase unnecessary.

Please be advised that the summary included above is part of the supplement to the above referred information memorandum, and should therefore be read in conjunction with such supplement.

Finally, we hereby inform you that on 10 October 2019 the Company submitted a consultation with the Spanish General Directorate of Taxes (*Dirección General de Tributos*) in order to clarify the tax effects, for withholding purposes, that the *Resolution of 5 March 2019 of the Spanish Institute of Accounting and Account Audits (ICAC) that develops the presentation criteria of financial instruments and other accounting aspects in relation to the corporate regulation of the corporate enterprises*² may have on the delivery of the paid-up shares or the free allocation rights in this context. As of the date hereof, such consultation has not yet been resolved. As soon as the Company receives the answer to the consultation, the market will be duly informed.

¹ Assuming that the number of outstanding shares of the Company as of 10 January 2020 (record date) will be the same (i.e., 6,362,072,000 shares).

² This resolution (*Resolución de 5 de marzo de 2019, del Instituto de Contabilidad y Auditoría de Cuentas, por la que se desarrollan los criterios de presentación de los instrumentos financieros y otros aspectos contables relacionados con la regulación mercantil de las sociedades de capital*) was published on the Spanish Official Gazette (*Boletín Oficial del Estado*) on 11 March 2019.

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This information is provided to you for the appropriate purposes.

Yours faithfully,

Secretary of the Board of Directors

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IMPORTANT INFORMATION

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities. The shares of Iberdrola, S.A. may not be offered or sold in the United States of America except pursuant to an effective registration statement under the Securities Act or pursuant to a valid exemption from registration.

This communication contains forward-looking information and statements about Iberdrola, S.A., including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates” and similar expressions.

Although Iberdrola, S.A. believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Iberdrola, S.A. shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Iberdrola, S.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by Iberdrola, S.A. to the *Comisión Nacional del Mercado de Valores*.

Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of Iberdrola, S.A. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All oral or written forward-looking statements hereby made or otherwise attributable to Iberdrola, S.A. or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified on its entirety by the cautionary statement above. All the forward-looking statements included herein are based on information available to Iberdrola, S.A. on the date hereof. Except as required by applicable law, Iberdrola, S.A. does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Annex

Supplement to the information memorandum relating to the terms and conditions of the second edition of the “Iberdrola Retribución Flexible” optional dividend system corresponding to the fiscal year 2019

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SUPPLEMENT TO THE INFORMATION MEMORANDUM RELATING TO THE TERMS AND CONDITIONS OF THE SECOND EDITION OF THE “IBERDROLA RETRIBUCIÓN FLEXIBLE” OPTIONAL DIVIDEND SYSTEM CORRESPONDING TO THE FISCAL YEAR 2019

1. PURPOSE

1.1. Background

The General Shareholders’ Meeting of Iberdrola, S.A. (hereinafter, “**Iberdrola**” or the “**Company**”) held on 29 March 2019 (the “**General Shareholders’ Meeting**”) approved, under item number nine on the agenda and under the section titled «*Common terms and conditions to the dividend distribution and increase in capital resolutions proposed under items numbers seven, eight and nine on the agenda by virtue of which the “Iberdrola Flexible Remuneration” optional dividend system is implemented*” (the “**Common Terms**” and the “**Capital Increase Resolution**”, respectively), an increase in wholly paid-up share capital with a charge to the reserves contemplated in article 303.1 of the *Companies Act (Ley de Sociedades de Capital)*, which restated text was approved by the Royal Legislative Decree 1/2010, of 2 July (*Real Decreto Legislativo 1/2010, de 2 de julio*) (the “**Companies Act**”), by means of the issuance of ordinary shares for their free-of-charge allocation to the shareholders of the Company (the “**Capital Increase**”).

The Board of Directors of the Company approved on 29 October 2019 the implementation of the Capital Increase and resolved to set the market value of reference for the Capital Increase in an amount within the minimum of 1,076 million euros and the maximum of 1,111 million euros, which is, in any case, within the maximum limit established in the Capital Increase Resolution (*i.e.*, 1,235 million euros), and to delegate to the chairman and chief executive officer of the Company the power to determine the concrete amount of such market value of reference within the referred range.

Likewise, on 29 October 2019, the Board of Directors of the Company resolved to distribute an interim dividend corresponding to the fiscal year 2019 (the “**Interim Dividend**”), which gross amount per share will be a minimum of 0.167 gross euros per share and a maximum of 0.170 gross euros per share. After attesting the compliance of the requirements set forth in article 277 of the *Spanish Companies Act (Ley de Sociedades de Capital)*, the distribution of the Interim Dividend was ratified by the resolution of the Board of Directors passed at its meeting held on 17 December 2019, as supplemented by the decisions of the chairman and chief executive officer of the Company of 18 December 2019. This information was made available to the public on 18 December 2019 by means of a notice of significant event (*hecho relevante*) (with official registry number 284,809).

Within this context, the Company issued an information memorandum (*documento informativo*), pursuant to the provisions of article 1.5.(g) of the *Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC* (the “**Regulation**”), which is directly applicable in the Member States of the European Union as from 21 July 2019, in which information available on such date “*with respect to the second edition of the «Iberdrola Retribución Flexible» optional dividend system corresponding to the fiscal year 2019 and with the Flexible Remuneration Options*” was provided, which was made available to the public by means of a notice of significant event (*hecho relevante*) dated 30 October 2019 (with official registry number 283,007) (the “**Information Memorandum**”).

1.2. Purpose

This document supplements the Information Memorandum and is intended to provide the public with the information regarding the Capital Increase and the distribution of the Interim Dividend that was not available on the publication date of the Information Memorandum, particularly, the maximum market value of reference for the Capital Increase, the number of free-of-charge allocation rights necessary to receive one new share of Iberdrola,

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the maximum number of new shares to be issued by means of the Capital Increase, the maximum nominal amount of the Capital Increase and the gross amount of the Interim Dividend per share.

This document, together with the Information Memorandum, constitutes the document referred to in article 1.5.(g) of the Regulation, and renders the preparation and publication of a prospectus (*folleto informativo*) with respect to the Capital Increase unnecessary. Both documents are available on Iberdrola's corporate website (www.iberdrola.com) and on the website of the National Securities Market Commission (www.cnmv.es).

Capitalised terms not expressly defined in this document shall have the meaning provided in the Information Memorandum.

2. INFORMATION AVAILABLE REGARDING THE CAPITAL INCREASE AND THE INTERIM DIVIDEND

2.1. Maximum market value of reference for the Capital Increase, maximum number of new shares to be issued, number of free-of-charge allocation rights needed for the allocation of one new share, and maximum nominal amount of the Capital Increase

The Board of Directors of Iberdrola approved on 29 October 2019 the implementation of the Capital Increase, in accordance with the provisions of the Capital Increase Resolution, and the distribution of the Interim Dividend.

As of the date of this document, and pursuant to the delegation of powers made by the Board of Directors at the aforementioned meeting, the chairman and chief executive officer of the Company has set the maximum market value of reference for the Capital Increase (the Amount of the Option) in 1,089 million euros –which amount guarantees that the gross amount of the Interim Dividend per share is, at least, of 0.167 euros– and has determined the following terms and conditions of the Capital Increase by performing the arithmetical operations provided for in the formulas approved by both the General Shareholders' Meeting and the Board of Directors:

- (i) The maximum number of shares to be issued by means of the Capital Increase is 117,816,148.

However, as established in the Information Memorandum, the number of shares actually issued will depend on the number of shareholders who decide not to waive their free-of-charge allocation rights. For these purposes, it will be understood that the shareholders who choose to receive the Interim Dividend during the Common Election Period in connection with all or part of the Company's shares held by them expressly waive all or part (as the case may be) of the free-of-charge allocation rights to which they will be entitled³.

Accordingly, the only new shares that will be issued will be those corresponding to the free-of-charge allocation rights which do not correspond to Iberdrola's shares in respect of which their holders have chosen to receive the Interim Dividend.

In any event, the final number of shares to be issued within the context of the Capital Increase will be communicated to the public on a timely basis by means of a notice of significant event regarding the closing of such increase, which is expected to be published as from 30 January 2020.

- (ii) The number of free-of-charge allocation rights required to receive a new share is 54.

³ Likewise, if after deducting the shares corresponding to the free-of-charge allocation rights resulting from shares in respect of which their holders have chosen to receive the Interim Dividend, the number of outstanding Iberdrola's shares is a fraction, Iberdrola will also waive that number of its free-of-charge allocation rights that are required for the number of new shares ultimately issued under the Capital Increase to be a whole number and not a fraction.

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Shareholders of the Company: (a) who acquired their Iberdrola shares before 23:59 Madrid time on the day of publication of the notice of the implementation of the Capital Increase in the Official Bulletin of the Commercial Registry (which is expected to take place on 8 January 2020) –last trading date–; and (b) whose stock transactions have been settled up to 10 January 2020 (record date) in the book-entry records of “*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal*” (IBERCLEAR), will receive one free-of-charge allocation right per each share of Iberdrola that they hold. Therefore, each of the abovementioned entitled persons will have the right to receive one new share for every 54 old shares that they hold on 10 January 2020 (record date).

(iii) Thus, the maximum nominal amount of the Capital Increase is 88,362,111.00 euros.

However, as indicated above, the amount of the actual increase in the Company’s share capital will be the result of multiplying the final number of shares issued by their nominal value (0.75 euros).

In order to ensure that the number of free-of-charge allocation rights needed to receive one new share and the number of new shares issued within the context of the Capital Increase are whole numbers, Iberdrola has waived 8 free-of-charge allocation rights corresponding to 8 shares that it holds.

In applying the formulas approved by both the General Shareholders’ Meeting and the Board of Directors to determine the foregoing items, the chairman and chief executive officer has taken into account that:

- (i) The “TNShr” or the outstanding number of shares of Iberdrola as of the date of this document is 6,362,072,000; and
- (ii) the “ListPri,” understood as the arithmetic mean of the average weighted listing prices of the Company’s shares on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges at the five trading sessions corresponding to 27, 30 and 31 December 2019 and 2 and 3 January 2020, as such average appears in the certification issued by the Governing Company (*Sociedad Rectora*) of the Bilbao Stock Exchange on 3 January 2020, rounded to the closest one-thousandth part of one euro, is 9.240 euros.

2.2. Gross amount of the Interim Dividend per share

In accordance with the Common Terms and the resolution passed by the Board of Directors on 29 October 2019, the gross amount of the Interim Dividend per share calculated in accordance with the formulas included in the Common Terms and the referred resolutions of the Board of Directors of 29 October 2019, is 0.168 euros per share.

As a consequence thereof, the aggregate maximum gross amount of the Interim Dividend will be 1,068,828,096.00 euros, amount which results from multiplying the gross amount of the Interim Dividend per share by the total number of outstanding shares of Iberdrola as of the date hereof (*i.e.*, 6,362,072,000)⁴ without deducting the Company’s treasury stock. Notwithstanding the above, the amount that the Company will eventually have to pay arising from the Interim Dividend will depend on the number of shareholders who choose this Remuneration Option.

Finally, it is stated that the free-of-charge allocation rights acquired during the trading period will not grant to their holders the right to choose to receive the Interim Dividend. Exclusively, those shareholders who are holders of shares of the Company on 10 January 2020 (record date) will be entitled to receive the Interim Dividend in the context of this edition of the “*Iberdrola Retribución Flexible*” optional dividend system.

⁴ Assuming that the number of outstanding shares of the Company as of 10 January 2020 (record date) will be the same.

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2.3. Delivery of free allocation rights

On 10 October 2019, the Company submitted a tax ruling request to the Spanish General Directorate of Taxes to clarify the Spanish tax effects, for withholding purposes, that the *Resolution of 5 March 2019 of the Spanish Institute of Accounting and Account Audits (ICAC) that develops the presentation criteria of financial instruments and other accounting aspects in relation to the corporate regulation of the corporate enterprises*⁵ may have on the delivery of the paid-up shares or the free allocation rights in this context. Should the Spanish General Directorate of Taxes modify the criterion it has followed to date, the aforementioned resolution could potentially entail a new withholding tax event on the delivery of free allocation rights to Spanish Corporate Income Tax (*Impuesto sobre Sociedades*) taxpayers and Spanish Non-Resident Income Tax (*Impuesto sobre la Renta de no Residentes*) taxpayers acting through a permanent establishment in Spain. Notwithstanding the above, if this potential new withholding obligation is established, the Spanish authorities should also confirm and set out the mechanism for levying any such withholding tax on the delivery of free allocation rights.

Whilst awaiting confirmation from the Spanish General Directorate of Taxes, the Company will deliver free allocation rights with a charge to its “share premium reserve” (“*reserva de prima de emisión de acciones*”). In accordance with Spanish tax rules, the Company considers that it is not required to levy any withholding tax or payment on account of Spanish income taxes in connection with the delivery of free allocation rights to its shareholders within the context of the Capital Increase.

Finally, it is recommended that shareholders or holders of free allocation rights (especially taxpayers of Spanish Corporate Income Tax and Spanish Non-Resident Income Tax acting through a permanent establishment in Spain) (i) consult with their tax advisors regarding taxation of the delivery of free allocation rights and of the Capital Increase with a charge to the “share premium reserve”; and (ii) pay attention to any amendments that may be made both to the law applicable as of the date of this supplement to the information memorandum and to the rules for its interpretation.

In Bilbao, on 7 January 2020.

Iberdrola, S.A.

By

Julián Martínez-Simancas Sánchez
Secretary of the Board of Directors

⁵ This resolution (*Resolución de 5 de marzo de 2019, del Instituto de Contabilidad y Auditoría de Cuentas, por la que se desarrollan los criterios de presentación de los instrumentos financieros y otros aspectos contables relacionados con la regulación mercantil de las sociedades de capital*) was published in the Spanish Official Gazette (*Boletín Oficial del Estado*) on 11 March 2019.

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