

Bilbao, 17 May 2024

**To the National Securities Market Commission**

**Other relevant information**

**Resolutions adopted by the General Shareholders' Meeting of Iberdrola, S.A.**

Pursuant to article 227 of Act 6/2023, of March 17, of the *Securities Markets and Investment Services (Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión)*, and related provisions, we hereby inform you that the General Shareholders' Meeting of Iberdrola, S.A. (the "**Company**"), held today on first call, reaching a quorum of 75.52 %, has approved –with a 98.24 % votes for on average– each and every one of the proposed resolutions submitted by the Board of Directors to its vote and included in the agenda, in the terms of the documentation made available to the shareholders, a copy of which was filed with that National Commission by means of the notice of other relevant information dated 22 March 2024 (under official registry number 27,619). Such resolutions are the following:

**1. Resolutions relating to the management results and statutory audit**

The General Shareholders' Meeting has approved, under items 1 to 5 on the agenda, the annual financial statements for financial year 2023 of the Company and of the Company consolidated with those of its subsidiaries, the directors' reports of the Company and of the Company consolidated with those of its subsidiaries for financial year 2023 (including, under a separate item on the agenda, the approval of the statement of non-financial information for financial year 2023), the corporate management and the activities of the Board of Directors during such financial year, as well as the re-election of KPMG Auditores, S.L. as statutory auditor of the Company and its consolidated group for financial years 2024 and 2025.

**2. Resolutions relating to the Governance and Sustainability System**

The General Shareholders' Meeting has approved:

- (i) Under items numbers 6 and 7 on the agenda: (i) an amendment of the Preamble and of the current Articles 1, 4, 6, 7 and 8 of the *By-Laws* and the addition of a new Article 9 to more clearly differentiate the references to "Iberdrola, S.A." and to the "Iberdrola Group"; and (ii) an amendment of the current Articles 9, 12, 13, 14, 16, 18, 19, 22, 23, 27, 56 and 60 of the *By-Laws*, and the addition of two new Articles 14 and 19, all to strengthen the continuous and ongoing engagement of the shareholders in company life and to encourage their effective and sustainable involvement in the Company.

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)

- (ii) Under item 8 on the agenda, the amendment of Articles 10, 11, 12, 14, 16, 19, 20, 21, 22, 23, 27 and 40 of the *Regulations for the General Shareholders' Meeting* in order to revise the rules governing attendance at the General Shareholders' Meeting.
- (iii) Under item 9 on the agenda, the *Director Remuneration Policy*.

### 3. Resolutions relating to remuneration

The General Shareholders' Meeting has approved:

- (i) Under item 10 on the agenda, the engagement dividend and its payment.
- (ii) Under item 11 on the agenda, the allocation of profits/losses proposed by the Board of Directors at its meeting held on 20 February 2024 and, additionally, the dividend 2023, the supplementary payment of which will be made within the framework of the "Iberdrola Retribución Flexible" optional dividend system.
- (iii) Under items 12 and 13 on the agenda, two fully-paid-up increases in capital by means of the issuance of new ordinary shares of the Company at a maximum reference market value of 2,600 and 1,700 million euros, respectively.

These share capital increases have been adopted for the purposes of implementing the optional dividend system "Iberdrola Retribución Flexible" and offering all of the Company's shareholders, under each of its editions, newly-issued bonus shares or, alternatively, the payment in cash of the dividend (having also the possibility to sell the free-of-charge allocation rights corresponding to their shares in the market), pursuant to the *Shareholder Remuneration Policy*.

The implementation of the "Iberdrola Retribución Flexible" system will be carried out pursuant to the "*Common terms and conditions of the dividend payment and increase in share capital resolutions proposed under items 11, 12 and 13 on the agenda pursuant to which the "Iberdrola Retribución Flexible" optional dividend system is implemented*", which have also been adopted by the General Shareholders' Meeting.

- (iv) Under item 14 on the agenda, a reduction in share capital by means of the retirement of a maximum of 183,299,000 own shares (representing a maximum of 2.854 % of the share capital at the time of the approval of this resolution by the General Shareholder's Meeting).

Such resolution includes the delegation to the Board of Directors, with express power of substitution, of the powers necessary to implement such reduction including, among others, the authority to amend Article 10 of the *By-Laws* setting the share capital and to apply for the delisting of the retired shares and for the removal thereof from the book-entry registers.

- (v) Under item 15 on the agenda, the consultative vote of the *Annual Director and Officer Remuneration Report* for financial year 2023.

### 4. Resolutions relating to the Board of Directors

The General Shareholders' Meeting has approved, under items 16 to 19 on the agenda: (i) the re-election of Ms Nicola Mary Brewer as an independent director; (ii) the re-election of Ms Regina Helena Jorge Nunes as an independent director; (iii) the re-election of Mr Iñigo Víctor de Oriol Ibarra as an external director; and (iv) to set the number of members of the Board of Directors at fourteen.

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)



Take care of the environment.  
Print in black and white, and only if necessary.

## 5. Resolutions relating to approvals and delegation of powers

The General Shareholders' Meeting has approved:

- (i) Under item 20 on the agenda, the authorisation to increase the share capital on the terms and within the limits provided by law, for a maximum period of five years and with the power to exclude pre-emptive rights, limited to an aggregate maximum of 10% of the share capital.
- (ii) Under item 21 on the agenda, the authorisation to issue bonds exchangeable and/or convertible into shares and warrants, in an amount of up to €5,000 million and a maximum term of five years, with the power to exclude pre-emptive rights, limited to an aggregate maximum of 10% of the share capital.

In addition, the General Shareholders' Meeting has approved, under item 22 on the agenda, to authorise the Board of Directors, the Executive Committee, the executive chairman, the chief executive officer, the general secretary and secretary of the Board of Directors and the deputy secretary of the Board of Directors, such that any of them, acting severally, may implement the resolutions adopted by the General Shareholders' Meeting, without prejudice to the delegations included in the resolutions mentioned above.

As a result of the approval of the referred resolutions by the General Shareholders' Meeting, the composition of the Board of Directors of the Company is as described in the schedule to this notice of other relevant information.

The data on the quorum and the average outcome of the votes referred to in this notice are those that were projected on the screens located where the General Shareholders' Meeting was held, in accordance with the information available to the General Shareholders' Meeting Presiding Committee (*Mesa de la Junta General*) at that time. The final quorum and outcome of the votes will be published on the corporate website within the next five days.

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

---

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)

---



Take care of the environment.  
Print in black and white, and only if necessary.

## Schedule

### Composition of the Board of Directors of Iberdrola, S.A.

Name	Position	Type of director
Mr José Ignacio Sánchez Galán	Chairman	Executive
Mr Armando Martínez Martínez	Chief executive officer	Executive
Mr Juan Manuel González Serna	First vice-chair / Lead director	Independent
Mr Anthony L. Gardner	Second vice-chair	Independent
Mr Íñigo Víctor de Oriol Ibarra	Member	Other external
Ms María Helena Antolín Raybaud	Member	Other external
Mr Manuel Moreu Munaiz	Member	Independent
Mr Xabier Sagredo Ormaza	Member	Independent
Ms Sara de la Rica Goiricelaya	Member	Independent
Ms Nicola Mary Brewer	Member	Independent
Ms Regina Helena Jorge Nunes	Member	Independent
Mr Ángel Jesús Acebes Paniagua	Member	Independent
Ms María Ángeles Alcalá Díaz	Member	Independent
Ms Isabel García Tejerina	Member	Independent
Mr Santiago Martínez Garrido	Secretary (non-director)	
Ms Ainara de Elejoste Echebarría	Deputy secretary (non-director)	
Mr Rafael Sebastián Quetglas	Counsel to the Board of Directors	

NOTICE: This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.  
[www.iberdrola.com](http://www.iberdrola.com)



Take care of the environment.  
 Print in black and white, and only if necessary.