

# Treasury Share Policy

25 February 2025

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The Board of Directors of IBERDROLA, S.A. (the “**Company**”) has the power to design, assess and continuously revise the Governance and Sustainability System, and specifically to approve and update the corporate policies, which contain the guidelines governing the conduct of the Company and the companies belonging to the group of which the Company is the controlling entity, within the meaning established by law (the “**Group**”).

In exercising these powers, within the framework of applicable legal provisions, the *By-Laws* and the *Purpose and Values of the Iberdrola Group*, as well as the provisions of the *General Risk Control and Management Foundations of the Iberdrola Group*, the Board of Directors approves this *Treasury Share Policy* (the “**Policy**”).

## 1. Purpose

The purpose of this *Policy* is to establish the principles, standards and foundations for the execution of Treasury Share Transactions, which the Finance, Control and Corporate Development Division (or such division as assumes the powers thereof at any time) must further develop.

## 2. Scope of Application

This *Policy* applies to transactions carried out by the Company or any of the other companies of the Group (including companies in which the Company holds an equity interest and directly or indirectly exercises effective control) in shares issued by the Company and in financial instruments and contracts of any kind, whether or not traded on Stock Exchanges or other organised secondary markets, which give the right to acquire or sell, or the underlying assets of which are, shares of the Company (the “**Treasury Share Transactions**”).

The *Policy* includes principles and standards that must serve as the basis for, govern, preside over and inform the actions and regulatory developments by the other companies of the Group in the area of Treasury Share Transactions in the exercise of their powers and in accordance with their autonomy.

## 3. Main Principles of Conduct in connection with Treasury Share Transactions

Treasury Share Transactions shall be executed in accordance with the resolutions regarding treasury shares approved by the shareholders at the General Shareholders’ Meeting and the Company’s Board of Directors and in accordance with applicable legal provisions, particularly including the provisions of this *Policy* and of the *Internal Regulations for Conduct in the Securities Markets*.

The Company adopts and promotes the following basic principles in the execution of Treasury Share Transactions:

- a. Treasury Share Transactions must have a legitimate purpose in accordance with the provisions of section 4 of this *Policy*.
- b. Treasury Share Transactions shall be managed apart from the other activities of the Company, which shall refrain from carrying out any Treasury Share Transaction when the Treasury Share Managers have Inside Information (as both terms are defined in applicable law and in the *Internal Regulations for Conduct in the Securities Markets*).  
  
Any of the Treasury Share Managers with Inside Information shall be included in the corresponding register of insiders until the information is made public. Such person may not carry out any Treasury Share Transaction during that period. If all of the Treasury Share Managers have Inside Information, the activity of Treasury Share Transactions shall completely cease.
- c. In all cases of Treasury Share Transactions, neutrality in the process of free formation of the price of the Company’s shares on the market shall be ensured and applicable legal provisions at any time on market abuse shall be observed<sup>1</sup>, avoiding any conduct that could be interpreted as market manipulation, particularly if Treasury Share Transactions are managed on a discretionary basis without recourse to a buy-back programme or an accepted market practice.
- d. If Treasury Share Transactions are executed outside of a buy-back programme or accepted market practice, the trading conditions established in applicable legal provisions for such purpose shall be observed<sup>2</sup>.
- e. Treasury Share Transactions shall comply with the provisions established by the European Securities and Markets Authority (ESMA) regarding share buy-back programmes.
- f. Without prejudice to the separate management of Treasury Share Transactions, endeavours shall be made to ensure they are avoided or reduced during the “closed periods” established by applicable legal provisions.
- g. Treasury Share Transactions shall be transparently reported in accordance with applicable legal provisions.
- h. Treasury Share Transactions shall be executed seeking to optimise the financial result, cash flow and balance sheet at the Group level, maintaining the financial leverage ratio and credit rating at the Group level in accordance with its strategic objectives and mitigating the risk associated with such transactions.

1.- In particular, *Regulation (EU) no 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC*, or any rules that replace it.

2.- In particular, Article 3 of *Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures*, or any rules that replace it.



#### 4. Purposes of Treasury Share Transactions

The Company shall execute Treasury Share Transactions for any of the following purposes:

- a. To provide liquidity or supply of securities in the market and lend it appropriate depth in the trading of shares of the Company, minimising potential temporary imbalances between supply and demand.
- b. To stabilise the Company's share price after a public offer for the sale or subscription of shares through the loan of own shares by the Company and the granting of an option to the underwriters to purchase or subscribe shares.
- c. To implement programmes for the purchase of own shares approved by the Board of Directors or by the shareholders at a General Shareholders' Meeting and, in particular, to enable the Company to comply with its share delivery commitments arising from, among other things, issuances of securities, corporate transactions or compensation schemes or loyalty plans for shareholders (such as payment of dividends in kind), directors, officers or professionals.
- d. To honour other previously-assumed lawful commitments.
- e. Any other purpose allowed under applicable legal provisions.

#### 5. Implementation and Monitoring

For the implementation and monitoring of the provisions of this *Policy*, the Board of Directors is assisted by the Financial Analysis and Capital Management Division (or such division as assumes the powers thereof at any time), which shall regularly report to the Audit and Risk Supervision Committee on the monthly movements in terms of Treasury Share Transactions.

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This *Policy* was initially approved by the Board of Directors on 23 October 2007 and was last amended on 25 February 2025.