



# ANNUAL REPORT ON DIRECTOR REMUNERATION

# 20 21

CORPORACIÓN ACCIONA  
ENERGÍAS RENOVABLES, S.A.

Avda de Europa, 10, 28108 - Alcobendas, Madrid  
CIF: A-85483311 - For the year ended on 31 December 2021

This document has been translated to English for information purposes only. In case of discrepancies between the Spanish version and the English version, the Spanish version shall apply.

## A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

**A.1.1** Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the executive directors and with the remuneration policy approved by the General Shareholders' Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

- Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- Information on whether any external advisors took part in this process and, if so, their identity.
- Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

The Remuneration Policy applicable to the directors of Corporación Acciona Energías Renovables, S.A. (hereinafter "the Company" or "Acciona Energía"), was approved by the general shareholders meeting held before the listing of the Company's shares on the stock market. This Policy was effective from the 1st of July 2021, date on which the Company's shares were admitted to the stock market, and will remain applicable for the following three years (i.e. 2022, 2023 and 2024).

### REMUNERATION POLICY APPLICABLE TO DIRECTORS IN THEIR CAPACITY AS SUCH:

The Directors' remuneration consists of a fixed annual allocation in respect of membership of the Board and Committees. The total remuneration payable by the Company to its Directors as a whole in respect of membership of the Board and Committees is decided at the Annual General Shareholders' Meeting, and it shall remain in force until the shareholders may decide on any changes. Nevertheless, the Board of Directors may reduce the total remuneration where considered appropriate (Bylaws, art. 29).

Executive Directors do not receive any remuneration in respect of membership of the Board of Directors. The maximum annual remuneration payable to all directors in their capacity as such is €1,750,000. The distribution of the aforesaid total remuneration among the Directors is decided by the Board based on the duties and responsibilities of each Director, membership of Board Committees and any other objective circumstances considered relevant (Bylaws, art. 29.3).

### REMUNERATION POLICY APPLICABLE TO DIRECTORS FOR THE DISCHARGE OF EXECUTIVE DUTIES:

Remuneration paid in respect of membership of the Board of Directors will be compatible with other amounts payable to a Director in respect of the discharge of executive, senior management or other functions aside from the duties of supervision and collegiate decision-making proper to Board membership (e.g. fixed salaries; variable remuneration tied to achievement of business, corporate and/or personal performance objectives based on general KPIs or benchmarks; share-based remuneration; severance payable to Directors removed for reasons other than failure duly to perform their duties and/or breach of exclusivity, post-contractual non-compete or permanence agreements; savings or pension schemes and deferred remuneration items), as decided by the Board of Directors at the proposal of the Appointments and Remuneration Committee.

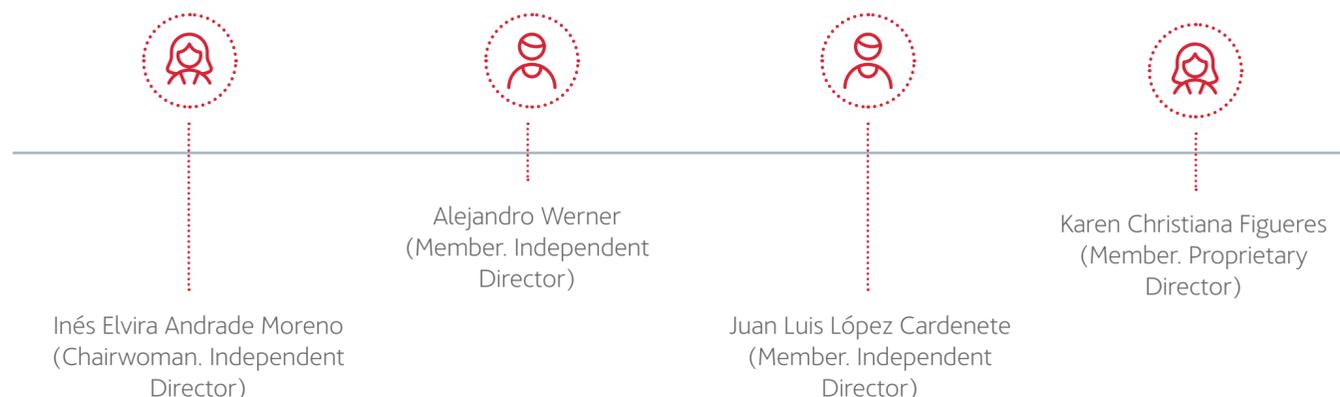
Directors may only be included in share-based remuneration or stock options schemes, or receive any form of remuneration linked to the share price subject to a resolution of the shareholders at the Annual General Shareholders' Meeting. Such resolution will establish the maximum number of shares that may be allocated each year under the remuneration scheme in question, the strike price or the system applied to determine the strike price of stock options, or the benchmark share price, where applicable, as well as the term of the remuneration plan concerned.

In accordance with the current remuneration policy, an Executive Director may receive remuneration comprising fixed annual salary, annual variable remuneration based on specific objectives and successes, annual and/or multi-year share awards, or long-term variable remuneration based on the achievement of Company growth, sustainability and Company long-term value creation, which may be instrumented through share awards (or alternatively the award of stock options or other remuneration rights linked to the price of shares or other securities, financial instruments or financial assets, extraordinary contributions to savings schemes, or the award of other Company assets, as well as cash payments), savings plans or remuneration in kind.

### PROCEDURES AND BODIES INVOLVED IN THE DETERMINATION AND APPROVAL OF THE REMUNERATION POLICY:

Decisions concerning the remuneration of Directors and executives are reserved for the Board, together with decisions concerning any additional remuneration payable to senior managers in respect of their executive functions and other matters of senior management falling within the scope of the bylaws and the remuneration policy approved by the General Meeting.

The Appointments and Remuneration Committee's responsibilities include, inter alia, assessment of the system and amount of the annual remuneration paid to Directors and senior managers; proposing the policy applicable to the remuneration of directors and senior managers to the Board of Directors; the individual remuneration and other contractual terms of the Executive Director; and overseeing the transparency of remuneration and compliance with the remuneration policy established by ACCIONA Energía.

**MEMBERSHIP OF THE APPOINTMENTS AND REMUNERATION COMMITTEE:**

The Appointments and Remuneration Committee expects to hold at least three meetings in 2022.

The Appointments and Remuneration Committee examines market remuneration practices in other comparably sized companies operating in the same industries to draft the Remuneration Policy.

The Appointments and Remuneration Committee conducts its decision-making processes based on information and advice provided by specialist internal departments of the Company, which are in turn supported by external advisers, where appropriate.

The Company was advised by Ernst & Young in relation to the design and preparation of the prevailing remuneration Policy.

**PROCEDURE ESTABLISHED IN THE POLICY FOR TEMPORARY EXCEPTIONS:**

The Policy allows the Company to make exceptions to all or some of the remuneration items described in the Policy within the framework of prevailing legislation, depending on the specific needs of ACCIONA Energía's business and/or in response to the macroeconomic conditions prevailing in the geographical regions where the Company operates.

The application of exceptions requires the submission of a reasoned proposal from the Appointments and Remuneration Committee for analysis and approval by the Board of Directors.

**A.1.2** Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

**CEO'S REMUNERATION MIX:**

The CEO's remuneration mix comprises the items described herein and prioritizes variable remuneration over total remuneration. In particular, the benchmark variable remuneration assuming a performance level of 100% for the objectives established and the maximum payable in the case of overperformance is equal to one (1) year's fixed salary.

The Executive Director is also entitled to membership of the long-term incentive plan (the "2021 Plan") described below, which has a term of five (5) years. The benchmark remuneration payable under the 2021 Plan assuming attainment of 100% of the objectives set is equal to five (5) years' fixed salary at the date of the award (i.e. one year's fixed salary per year over the period of the incentive earned).

The maximum number of Performance Shares that may finally be granted is capped at 200% of the initial allocation made. The number of Performance Shares initially allocated to the Executive Director upon joining the 2021 Plan is disclosed in section C.1.a.ii) below.

**RISK REDUCTION MEASURES:**

- The remuneration system established by the Board of Directors is designed to foster the long-term profitability and sustainability of the Company, and it includes the appropriate precautionary measures to prevent the assumption of excessive risks and to avoid rewarding poor results.
- The following risk control measures are inherent in the design of the Directors remuneration system.
- The Directors' remuneration consists of a fixed annual allocation in respect of membership of the Board and Committees. The variable remuneration of the Executive Director takes into consideration both quantitative and qualitative objectives to ensure the design and implementation of a business model oriented towards balanced, sustainable growth and the furtherance of social cohesion.
- Annual variable remuneration is examined each year by the Appointments and Remuneration Committee, which submits its proposal for final approval by the Board of Directors. Variable remuneration items are sufficiently flexible to ensure proper alignment, to the point where they may be eliminated entirely.
- With regard to long-term variable remuneration the Company approved a remuneration system in 2021 officially titled the "2021 Performance Shares and Share Awards Plan applicable to Management of Corporación ACCIONA Energías Renovables, S.A." or the "2021 Plan", which directly links benefits to the attainment of the objectives set in the business defined for the five-year period 2021-2025. The 2021 Plan has the same time horizon as the business plan, thereby providing ACCIONA Energía with an effective tool to incentivize and retain its Executive Directors.

- The criteria and objectives taken into consideration to determine annual and long-term variable remuneration are as described herein.
- ACCIONA Energía's directors remuneration policy also includes deferral, malus and clawback clauses in respect of both short and long-term variable remuneration paid to the Executive Director, in line with best corporate governance practices, and it establishes accurate precautionary technical conditions to ensure that variable remuneration is linked to the sustainability of the Company over the long term.
- In particular, the policy provides that at least 20% of share awards will be deferred until the year following, in which the remaining percentage is delivered and that a period of at least one (1) year must pass between the date of delivery of such remaining percentage in the case of a share award made to the Executive Director, provided that neither of the cases mentioned in points (i) and (ii) of the next paragraph is found to have occurred in the judgment of the Board of Directors on the advice of the Appointments and Remuneration Committee. Share awards (including deferred awards) made under the long-term variable remuneration plan will be materialized after the Company's Annual General Shareholders' Meeting for the year in which the shares are finally delivered.
- The policy further allows the Company to claw back amounts paid or shares awarded within three (3) years of the payment date of such amounts or the date of award of the shares claimed (including deferred payments or share awards made) in either of the following cases occurring, in the judgment of the Board of Directors on the advice of the Appointments and Remuneration Committee, within the aforementioned period of three (3) years: (i) the Executive Director commits a grave breach of his/her duties of diligence and loyalty in the discharge of his/her office in the Company, or any other grave and fault-based breach of the undertakings made by said Executive Director under the terms of his/her executive service contract with ACCIONA Energía; or (ii) the Executive Director is found to have received an incentive under the plan that is based on information subsequently discovered to be manifestly false.

### A.1.3 Amount and nature of fixed components that are due to be accrued during the year by directors in their capacity as such.

The remuneration system applicable to the directors for the discharge of their supervisory and collegiate decision-making functions comprises the following items:

- Fixed annual remuneration for membership of the Board of Directors
- Additional fixed annual remuneration for membership of the following Delegate Committees of the Board of Directors:
  - a. Executive Committee, if formed
  - b. Audit and Sustainability Committee
  - c. Appointments and Remuneration Committee
- Additional fixed annual remuneration for chairing the Delegate Committees of the Board of Directors
- Additional annual fixed remuneration for the discharge of the office of Coordinating Independent Director, if appointed

The Board of Directors will distribute annual remuneration up to the maximum annual amount among its members, establishing the criteria applicable to determine the sums receivable by each director and taking into consideration any other relevant objective circumstances and, in particular, the following:

- Director's category
- Role played by the director in the Board and any of its Committees
- Specific tasks and responsibilities undertaken in the year
- Expertise and qualifications required for said tasks
- Time and dedication required to comply with them

Specifically, the Board of Directors has agreed on the payment of the following amounts by way of fixed annual remuneration:

Allocation for membership of the Board of Directors (excluding Executive Directors)	€ 100,000
Additional allocation for chairing the Board of Directors	no allocation
Allocation for membership of the Audit and Sustainability Committee	€ 70,000
Additional allocation for chairing the Audit and Sustainability Committee	€ 18,000
Allocation for membership of the Appointments and Remuneration Committee	€ 55,000
Additional allocation for chairing the Appointments and Remuneration Committee	€ 14,000
Additional allocation for membership of the Executive Committee (if formed)	€ 55,000
Additional allocation for discharge of the office of Coordinating Independent Director (if appointed)	€ 30,000

The Appointments and Remuneration Committee reported that the above items are in line with market remuneration paid by companies of a similar size operating in the same industries, that they reward comparable functions and dedication in a similar manner, and that they provide an appropriate incentive for dedication on the part of the Directors sitting on the Board Committees without compromising their independence.

No specific allowances are paid for attendance at meetings of the Board of Directors or its Committees.

The Remuneration Policy establishes a maximum annual remuneration of €1,750,000 pursuant to article 29.1 of the Company's Bylaws.

**A.1.4** Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors.

The Executive Director, who is not remunerated for membership of the Board of Directors, currently receives a fixed remuneration of €568,000 per year for the discharge of his senior management duties.

Notwithstanding the foregoing, these amounts remain fixed until such time as they may be reviewed by the Board of Directors, in accordance with the remuneration policy. In this regard, the Board of Directors plans to conduct a remuneration review in 2022 based on the proposal made by the Appointments and Remuneration Committee. The relevant information will be included, in the event of approval, in the Annual Report on Director Remuneration for 2022.

**A.1.5** Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.

The Executive Director receives certain in-kind remuneration in accordance with the Company's benefits policy as prevailing from time to time. The items concerned are:

- Life insurance
- Company car
- Healthcare insurance

The Executive Director is also entitled to reimbursement of any reasonable expenses (travel, trips, accommodation and meals, mobile telephone, entertainment expenses and others of whatsoever nature) incurred in the service of the Company, provided the amounts concerned are duly supported.

The Board may approve changes to this remuneration at the proposal of the Appointments and Remuneration Committee.

The Company also reimburses travel expenses incurred by the non-executive Directors in the discharge of their duties as such.

**A.1.6** Amount and nature of variable components, differentiating between those established in the short and long terms. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.

Indicate the range, in monetary terms, of the different variable components according to the degree of fulfilment of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

**ANNUAL VARIABLE REMUNERATION SYSTEM:**

Annual variable remuneration is set basically with reference to the attainment of the financial and business objectives established in the annual budgets and in view of assessments of each Executive Director's individual professional performance, based on the appraisals carried out by the Appointments and Remuneration Committee and finally approved by the Board of Directors.

The annual financial objectives considered comprise EBITDA, NPBT, indebtedness and MW installed, together with sustainability and the other business objectives established in line with the Company's strategy. In addition to the generation of value, other objectives considered instrumental to the successful operation of a business model designed to foster balanced, sustainable growth are also taken into account.

The annual performance appraisals conducted with respect to the Executive Directors also include specific environmental, social and corporate governance objectives and metrics. Variable remuneration includes the necessary precautionary measures to ensure that it reflects the professional performance of its beneficiaries and not merely general trends in the markets or the Company's industry.

The Board of Directors may make changes to the objectives established for each financial year in view of the Company's strategic priorities and to ensure the proper alignment of incentives with value creation, shareholder interests and long-term sustainable development. The Board also sets the annual variable remuneration paid to the Executive Director for each year. Such remuneration may be zero under certain circumstances, but it is capped at one year's gross salary in a scenario of maximum achievement of objectives.

Annual variable remuneration is settled on an accrual basis after formal preparation of the Financial Statements by the Board of Directors when the specific amount payable is determined at the proposal of the Appointments and Remuneration Committee.

Where contractual relations with an Executive Director are terminated on grounds beyond his/her control before the end of the accrual period for the annual variable remuneration, such Executive Director will be entitled to receive the proportional part due in respect of the period served in the year when the contract is terminated.

Annual variable remuneration is paid either as a lump sum in cash or is settled by means of extraordinary contributions to the Savings Plan at the pleasure of the Executive Director concerned.

Only the Executive Directors may be beneficiaries of remuneration systems that incorporate a variable remuneration component, in accordance with article 29 of the Bylaws. No policy has been established for remuneration consisting of a share in profits or bonuses.

**LONG-TERM VARIABLE REMUNERATION SYSTEM:**

In accordance with article 29.4 of the Bylaws, the Executive Directors may be rewarded by means of the award of shares or stock options or through any other share-based remuneration system, subject to a resolution of the shareholders at the Annual General Shareholder's Meeting with the appropriate legal scope.

The Company has approved a long-term incentive plan linked to the growth and sustainability objectives established in the 2021-2025 Business Plan. This is the "2021 Performance Shares and share awards Plan applicable to Executive Directors of Corporación ACCIONA Energías Renovables, S.A." or "2021 Plan", the key conditions of which are as follows:

- A.** Employees Eligible for the 2021 Plan: The Executive Directors of Corporación ACCIONA Energías Renovables, S.A, i.e. such persons as may hold office as directors with executive functions in ACCIONA Energía.
- B.** Beneficiaries of the 2021 Plan: All Eligible Employees expressly designated as beneficiaries of the 2021 Plan by ACCIONA Energía's Board of Directors who expressly join the Plan and consent to its terms and conditions in writing.
- C.** Term of the 2021 Plan: Five years (from 1 January 2021 to 31 December 2025, inclusive), notwithstanding settlement after the end of the Plan.
- D.** Allocation of Performance Shares: The Board of Directors will initially allocate a performance shares target to each Beneficiary, subject to a report from the Appointments and Remuneration Committee. This initial allocation may differ between the Beneficiaries.
- E.** Key Performance Indicators. The key performance indicators for the calculation of the final allocation of performance shares and, therefore, of the incentive will be as follows:

**FINANCIAL METRICS:**

- (i) Total gigawatts (GW) installed.
- (ii) "EBITDA", defined for the purposes of the 2021 Plan as cumulative total earnings before interest, taxes, depreciation and amortization for the period from 1 January 2021 to 31 December 2025.
- (iii) "EBT", defined for the purposes of the 2021 Plan as the cumulative total net profit before tax for the period from 1 January 2021 to 31 December 2025.

**SUSTAINABILITY METRICS:**

- (i) Reduction in carbon dioxide (CO<sub>2</sub>) emissions.
- (ii) Increase in appointments of women to management and executive positions.
- (iii) Implementation of local regeneration plans at new GW sites.

**OTHER METRICS, INCLUDING AT LEAST THE FOLLOWING ("OTHER CRITERIA"):**

- (i) "TSR" (in absolute and relative terms), defined for the purposes of the 2021 Plan as the difference between the final value of an investment in ordinary shares and the initial value of the investment, taking into consideration all dividends and similar items (i.e. script dividends) received by the shareholder on the investment between 1 January 2021 and 31 December 2025.
- (ii) Internal rate of return ("IRR") on project investments in relation to the weighted average cost of capital ("WACC") at the time when the investment was approved.
- (iii) Project pipeline.
- (iv) Compliance with internal rules and procedures, and internal control and risk management policies.

The data forming the basis for the calculation of the Key Performance Indicators will be measured in aggregate terms for each of the years 2021, 2022, 2023, 2024 and 2025 after the 2026 Annual General Shareholder's Meeting of ACCIONA Energía.

- F.** Calculation of the incentive: The incentive will be calculated by the Board of Directors based on the level of achievement of the objective linked to KPI, applying the relevant variables and weightings to determine the final allocation of performance shares to the beneficiary. The Incentive for beneficiary will consist of the award of a number of shares equal to the final allocation of performance shares.
- G.** Award of shares and deferral: The shares will be delivered to the Beneficiary as follows: (i) 80% of the shares will be delivered in 2026 after the Annual General Shareholder's Meeting of ACCIONA Energía; and (ii) the remaining 20% of the shares will be deferred until 2027, when they will be delivered after the Annual General Shareholder's Meeting, provided that at least one year has elapsed since the date on which the first 80% of the shares were delivered to the beneficiary.
- H.** Conditions for the award: The award of shares will be conditional upon the beneficiary's having held the office of executive director between the date of joining the Plan and 31 December 2025 (or such earlier date on which the Beneficiary may be removed from office for reasons beyond his/her control, in accordance with the regulation implementing the 2021 Plan). In the case of the deferred shares, delivery will be conditional upon the absence of any circumstances penalized by a malus, as described in paragraph in point K below.
- I.** Limited temporary membership of the 2021 Plan: If commercial relations between an executive director and ACCIONA Energía are terminated, or the executive functions delegated to such director are revoked at any time during the term of the 2021 Plan for reasons beyond his/her control, the beneficiary will maintain the expectation of receiving a proportional part of the incentive on the date determined by the Board of Directors or its delegated bodies in accordance with paragraph G above.
- J.** Restrictions on the shares awarded: A beneficiary may not (a) sell, charge or otherwise dispose of the shares awarded under any title (except mortis causa), or (b) grant any options, other rights restricting ownership or collateral guarantees in respect of the

shares until a period of at least three (3) years has elapsed as of the date on which the shares were delivered to the beneficiary (including deferred awards), subject to the exceptions mentioned in the regulation of the plan, taking into consideration the recommendations for good governance of listed companies.

**K. Malus and clawback:** The Company may claw back from the beneficiary the sum of (a) an amount equal to value per share awarded, being the value of the ACCIONA Energía shares upon delivery and (b) the amount of the tax costs incurred by ACCIONA Energía within a period of three (3) years of the date of delivery of the shares (including deferred awards) if any of the following circumstances occur, in the judgment of the Board of Directors on the advice of the Appointments and Remuneration Committee: (i) the beneficiary commits a grave breach of his/her duties of diligence and loyalty in the discharge of his/her office in the Company, or any other grave and fault-based breach of the undertakings made by said executive director under the terms of his/her executive service contract with ACCIONA Energía; or (ii) the beneficiary is found to have received an incentive under the plan that is based on information subsequently discovered to be manifestly false.

The occurrence of either case (i) or (ii) mentioned in the previous paragraph will also result in the loss by the beneficiary of the right to collect any deferred part of the incentive not yet delivered when the circumstances in question arise (malus).

**L. Possibility of annual or multi-year share allocations and awards:** At the proposal of the Appointments and Remuneration Committee, the Board of Directors of ACCIONA Energía will have full discretion at any time over the term of the 2021 Plan to decide unilaterally on the award and delivery of shares to one or more beneficiaries either on an annual or multi-year basis, based on the level of the beneficiary's achievement of objectives and performance during the period in question. The award and delivery of shares will be made subject to the restrictions on the shares, deferred delivery and the malus and clawback terms described in the preceding paragraphs in relation to the plan for the performance shares award.

**M. Substitution of share awards by other forms of settlement:** At the proposal of the Appointments and Remuneration Committee, the Board of Directors may substitute the award of shares under the 2021 Plan to all or some of the beneficiaries with the award of other securities, financial assets or instruments, or other payment procedures (including payment in cash and/or payment in assets of ACCIONA Energía), provided such other settlement option is permitted as a means of remuneration of the beneficiary under the ACCIONA Energía Directors Remuneration Policy as prevailing from time to time.

**N. Adjustment and Realignment of the 2021 Plan:** The 2021 Plan may be adapted, adjusted or realigned in light of the circumstances of the ACCIONA Energía group and trends affecting its markets, and/or in the criteria applied to assess and value its businesses; in the event of structural changes affecting ACCIONA Energía or other changes with an impact on its shares; and/or in the event of changes in applicable legislation, tax regulations or good governance recommendations.

**O. Early settlement:** Where the Board of Directors may consider, on the advice of the Appointments and Remuneration Committee, that it would be in the corporate interest or otherwise advisable for ACCIONA Energía and Group, the Board may bring forward the award of shares to the beneficiaries in view of trends in the achievement of the objectives and KPIs established in the 2021 Plan regulation up to the time of such decision and forecast future performance.

**P. Taxation:** The cost of withholding taxes paid, where applicable, by ACCIONA Energía or any other eventual remuneration in kind earned by the beneficiaries on the award of shares will be absorbed by ACCIONA Energía and will not be passed on to the

Beneficiary up to the limit of a maximum withholding rate of 50%. ACCIONA Energía will absorb the personal income tax cost of the payment on account not passed on to the beneficiary up to a ceiling represented by a maximum marginal tax rate of 50%.

#### OTHER POSSIBLE EXTRAORDINARY INCENTIVES:

At the proposal of the Appointments and Remuneration Committee, the Board of Directors may submit other extraordinary incentive plans for approval by the shareholders at the Annual General Shareholder's Meeting, where warranted in response to the circumstances of the business or corporate transactions.

**A.1.7 Main characteristics of long-term savings schemes.** Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings' plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

The Company has established the option of participation in a savings scheme linked to survival at a given date, total or absolute incapacity or grave disability, and death (the "Savings Scheme") aimed at the Company's Executive Directors to supplement public Social Security benefits under the terms and conditions established in the Savings Scheme regulation.

#### 1. BASIC CHARACTERISTICS OF THE SAVINGS SCHEME.

- a. It is a defined contribution prudential scheme.
- b. Contributions are made by the Company to the Savings Scheme on an extraordinary basis depending solely on the amount voluntarily decided by the Executive Director as payable against any variable cash remuneration otherwise receivable.
- c. The Company makes its contributions to the Executive Director for survival cover at a given date and the risk contingencies of (i) death and (ii) the degrees of permanent disability envisaged in the Savings Scheme regulation.
- d. The Company will cease to make contributions to the Savings Scheme where any member of the scheme may be removed from the office of executive director of ACCIONA Energía for any reason as of the date of such removal, notwithstanding recognition of the member's vested financial rights in accordance with the Savings Scheme regulation.
- e. The benefit arising from the Savings Scheme will be payable directly by the insurer to the member, net of all withholdings on account of personal income tax applicable, which will be payable by the beneficiary. The benefit will also be paid directly by the insurer in the event of death, but in the event of such contingency the payment will be made to the beneficiaries of the Executive Director.

- f. Membership of the Savings Scheme will be terminated in the following circumstances:
- Occurrence of any of the risk contingencies covered under the policy and payment of the benefit.
  - Termination of employment in the Company at a given maturity date.
  - Removal of an Executive Director of ACCIONA Energía from office for any reason other than the foregoing.
- g. At the proposal of the Appointments and Remuneration Committee, ACCIONA Energía's Board of Directors may approve the partial or total cancellation or early maturity of the Savings Scheme.

## 2. VESTING CONDITIONS.

The beneficiary of benefits under the Savings Scheme will be the Company in the following two cases:

- A.** Removal of the Savings Scheme member from office as an Executive Director of ACCIONA Energía due to resignation or if the Executive Director otherwise voluntarily steps down.
- B.** Removal of the Executive Director due to any breach of his/her duties or as a result of any action or omission resulting in adverse outcomes for the Company as found in a firm ruling handed down by the competent court.

In such cases, members will lose all of accumulated financial rights in the Savings Scheme and, therefore, they will not receive any benefits thereunder.

## 3. CONTRIBUTIONS EXPECTED IN 2022.

An Executive Director may decide to receive all or part of his/her annual variable remuneration in the form of extraordinary contributions to the Savings Scheme. This information is not available at the date of preparation of this report, and it will therefore be included in the report issued in 2022.

No other compensation exists for early termination of contractual relations with an Executive Director, and it is therefore considered unnecessary to establish any compatibility conditions in relation to the Savings Scheme.

**A.1.8** Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

The contract entered into with the Executive Director does not provide for the payment of compensation in the event of removal from the office of Director, and no amounts have been paid in respect of removal from the office of Director.

**A.1.9** Indicate the conditions that the contracts of executive directors performing senior management functions should contain. Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, as well as compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreement on non-competition, exclusivity, minimum contract terms and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

The Executive Director discharges his executive functions under the terms of an indefinite commercial service agreement. Article 28.3 of ACCIONA Energía's Bylaws establishes a term of office of two (2) years for appointment to the office of director, allowing re-election one or more times.

In accordance with the Regulation of the Board of Directors, Executive Directors must tender their resignation to the Board of Directors, which may accept and formalize removal where considered appropriate, where upon the outgoing Executive Director will also be removed from the executive post or posts resulting in appointment as a director.

No compensation, contracting bonuses, minimum service period or notice periods have been agreed for early termination of the Executive Director's executive functions.

The Executive Director serves on an exclusive, full-time basis, notwithstanding his right to hold office in family firms provided their business does not compete with that of the group of which ACCIONA Energía is the parent, or institutional office in non-profit organizations, unless otherwise expressly authorized by the Company. Such consent will not be unreasonably withheld given compliance with corporate governance standards.

The Executive Director is required to refrain from the following activities for a period of one (1) year as of termination of the contract entered into with the Company:

- Directly or indirectly providing services to any person, business or company (whether as a partner, executive, employee, consultant, investor or borrower, or in any other way) that competes with the business conducted by the Company or the ACCIONA Energía Group, unless otherwise expressly authorized by the Company. Such consent will not be unreasonably withheld.
- Holding any direct or indirect equity interests in any other company or undertaking that may compete with the business of the Company or the ACCIONA Energía Group. This prohibition will not be held to have been breached where the interest held is not significant. For these purposes, it will be considered that a shareholding is not significant where the investment does not directly or indirectly confer any management function or significant influence in the competing company.
- Hiring or seeking to hire any member of the Company's management team (whether or not an employee) or of any other company belonging to the ACCIONA Energía Group, or seeking to persuade any such person to resign from his/her position, or persuading or seeking to persuade any agent, customer, supplier or business partner of the Company or the ACCIONA Energía Group to terminate relations with the same.

The contract entered into with the Executive Director excludes any compensation linked to the post-contractual non-compete clause for the one-year period agreed by the Executive Director.

The senior management employment relationship entered into by the Executive Director with the Company upon joining the same has been suspended.

In accordance with articles 249 and 529(xviii) of the Spanish Corporate Enterprises Act, an appropriate contract has been made with the Executive Director.

**A.1.10** The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration for services rendered other than those inherent in their position.

No Director is expected to receive any supplementary remuneration in respect of services rendered other than those inherent in his/her position.

**A.1.11** Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

It is not expected that any Director will receive any remuneration by way of advances, loans or guarantees.

**A.1.12** The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the foregoing sections, whether paid by the company or by another group company.

It is not expected that the Directors will receive any other remuneration aside from the items described herein, notwithstanding any dividends to which they may be entitled in their condition as shareholders.

**A.2** Explain any significant change in the remuneration policy applicable in the current year resulting from:

- A new policy or an amendment to a policy already approved by the General Meeting.
- Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- Proposals that the Board of Directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.

The remuneration policy applicable in the current year is the same as that applied since the Company's shares were listed on the stock market on 1 July 2021.

The Board of Directors has no plans to propose any change to the prevailing remuneration policy to the shareholders at the 2022 Annual General Shareholder's Meeting.

**A.3** Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

<https://procoazrbolsast1.blob.core.windows.net/media/p1xjq2ii/politica-remuneraciones-caer-2021.pdf>

**A.4** Explain, taking into account the data provided in Section B.4, how account has been taken of the voting of shareholders at the General Shareholders' Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

Not applicable, insofar as this annual remuneration report is the first to be put to a consultative vote at the Company's Annual General Shareholder's Meeting.

## B. OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED

**B.1.1** Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

The process followed to apply the remuneration policy and determine the individual remuneration paid has been carried out as indicated in section A.1 of this report.

Notwithstanding the foregoing, the Company was listed on the Spanish stock exchange on 1 July 2021, and the individual remuneration of the directors contained in section C of this report therefore comprises the amounts received by the Company's directors in consideration of their office between said date and 31 December 2021.

Meanwhile, the Executive Director was appointed under the same terms and conditions as at the time when the company was listed, and his previous senior management contract was suspended. In this regard, the individual remunerations of the Chief Executive Officer reported in section C below comprise the amounts actually received since his appointment.

The Appointments and Remuneration Committee has met once in 2021 after 1 July 2021. The preparatory reports on the proposals submitted to the consideration of the Committee were presented at its meetings. Copies are attached to the minutes. In 2021 the Appointments and Remuneration Committee:

a) proposed the directors remuneration policy to the board of directors, as well as the individual remuneration and other contractual terms and conditions applicable to executive directors, verifying compliance therewith; b) reviewed the terms and conditions of the contracts entered into with the executive directors to verify compliance with the directors remuneration policy; c) reviewed the directors remuneration policy applied, including share-based remuneration systems and the application thereof, considering the appropriateness of the policy and the directors' performance in order to guarantee that their individual remuneration paid is proportionate for all directors; d) verified the information on directors' remuneration contained in the

different corporate documents, including the annual and interim financial reports, the annual corporate governance report and the annual report on directors' remuneration.

The Committee requested the services of Ernst & Young to advise the Company, as an expert in these matters, on the preparation of its directors' remuneration policy and long-term incentives, and to assist with the preparation of this report.

**B.1.2** Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

There were no deviations in 2021.

**B.1.3** Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the society as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

There were no temporary exceptions to the remuneration policy in 2021.

**B.2** Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company, including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued. Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The ACCIONA Energía Remuneration Policy is compatible with adequate and effective risk management.

The actions adopted by the Company to reduce the exposure of the remuneration system to excessive risk and align it with the Company's objectives, values and long-term interests are described in Section A.1 of this report.

These actions were intended to control the Company's remuneration practices and align them with the business strategy in order to promote the long-term returns and sustainability of ACCIONA Energía, and they included the pertinent red flag alerts to prevent the assumption of excessive risks or rewards for poor results.

In terms of remuneration governance, the Appointments and Remuneration Committee respects the principle of independence in relation to its membership and debates, and any decisions of the Board of Directors affecting the remuneration of the Executive Director are adopted without his participation in discussions or voting.

**B.3** Explain how the remuneration accrued and consolidated over the financial the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

The Directors did not receive any remuneration in 2021 that was not envisaged in the prevailing Remuneration Policy or previously approved by the shareholders at the 2021 Annual General Shareholder's Meeting.

The remuneration policy affects the results of the Company and the Directors' remuneration by establishing the necessary precautions to prevent the assumption of excessive risks or rewards for poor results.

In order to ensure proper alignment with the short and long-term performance of the ACCIONA Energía Group, a significant percentage of the Executive Directors' (annual and long-term) variable remuneration is linked to quantitative business objectives.

Both short and long-term remuneration systems establish measures that take into consideration possible variations in the Company's results. These include, inter alia, a) defined achievement scales for each objective based on the results obtained by the Company (which means that any change in the returns generated by the company in the short or long run will affect the level of achievement of objectives and, therefore, the amount of the variable remuneration payable, where applicable, to the Executive Directors); and b) the application of a clawback clause to all variable remuneration payable to the Executive Directors, allowing the Company to claim reimbursement of variable remuneration components in either of the following two cases arising within the three years following settlement and payment thereof: (i) the executive director commits a grave breach of his/her duties of diligence and loyalty in the discharge of his/her office in the Company, or any other grave and fault-based breach of the undertakings made by said Executive Director under the terms of his/her executive service contract with ACCIONA Energía; or (ii) the Executive Director is found to have received an incentive under the plan that is based on information subsequently discovered to be manifestly false.

As explained in section B.7 below, the remuneration of the Executive Director in 2021 was linked to the generation of sustainable returns by the Company via variable annual remuneration, which included a part of the incentive based quantitative and financial objectives relating to the Company's performance and taking into account its long-term viability and sustainability, and another part based on non-financial objectives related with Environmental, Social and Governance (ESG) factors.

The long-term incentive scheme implemented in 2021, which will run until 2025, links the allocation of Performance Shares to a variety of key performance indicators, including the following sustainability metrics:

- (i) Reduction in carbon dioxide (CO<sub>2</sub>) emissions
- (ii) Increase in appointments of women to management and executive positions
- (iii) Implementation of local regeneration plans at new GW sites

**B.4** Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:

	Number	% of total
Votes cast		
	Number	% of votes cast
Votes against		
Votes in favour		
Blank ballots		
Abstentions		

Observations

**Not applicable**

**B.5** Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they changed with respect to the previous year

The fixed remuneration earned by the Directors in their capacity as such in 2021 was determined on the basis explained in section A.1 of this report.

The total paid to the Directors in 2021 in respect of their membership of the Board and Committees was €671,000, which is less than the maximum permitted under the remuneration policy.

The Executive Directors do not receive any remuneration for functions discharged in their capacity as directors.

The relative proportion paid to each director is shown in the table contained in section c.1.a.i) of this report.

Insofar as the Directors' remuneration depends solely on their membership of the Board and its committees, fixed remuneration components have remained stable and the only changes arising resulted from the appointment of new directors and certain changes in the positions occupied in the Board committees.

**B.6** Explain how the salaries accrued and vested by each of the executive directors over the past financial year for the performance of management duties were determined, and how they changed with respect to the previous year.

The Executive Director earned fixed remuneration totalling €284,000 following his appointment in 2021 for the senior management functions discharged in the Company.

**B.7** Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year last ended.

In particular:

- a. Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.
- b. In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.
- c. Each director that is a beneficiary of remunerations systems or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).
- d. Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

**Explain the short-term variable components of the remuneration systems.**

The non-executive Directors do not receive any kind of variable remuneration.

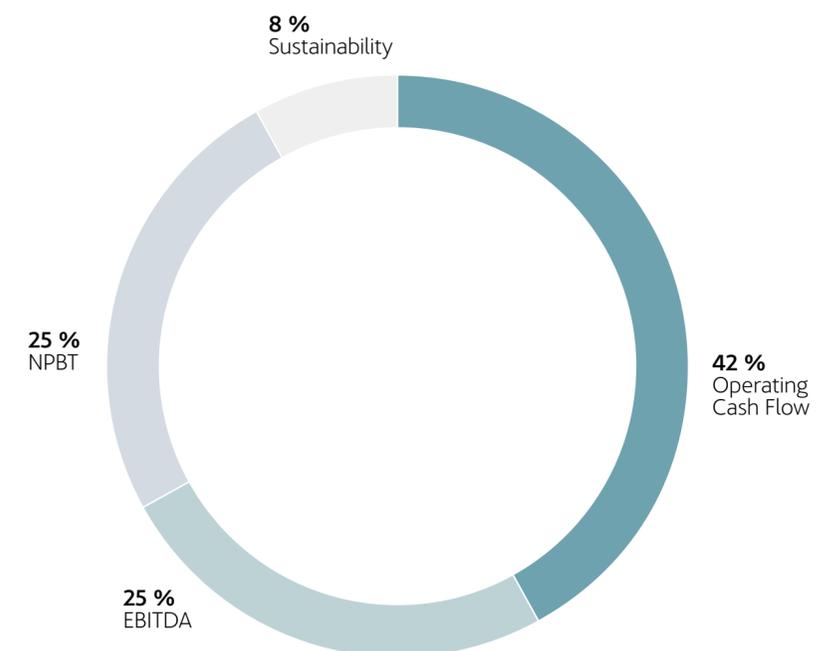
**EXECUTIVE DIRECTOR'S ANNUAL VARIABLE REMUNERATION SYSTEM:**

The method applied to set variable remuneration is explained in Section A.1.

The annual economic objectives considered by the Company may include EBITDA, NPBT, indebtedness and MW installed, as well as sustainability and the other business objectives established in line with the Company's strategy.

In addition to the generation of value, other objectives considered instrumental to the successful operation of a business model designed to foster balanced, sustainable growth and social cohesion are also taken into account.

The weightings applied to each of the Sociedad quantitative objectives defined at the beginning of 2021 in relation to the Company's strategy were as follows:



Notwithstanding the foregoing, the annual variable remuneration is settled on an accrual basis after formal preparation of the Financial Statements by the Board of Directors when the specific amount payable is determined at the proposal of the Appointments and Remuneration Committee. Accordingly, the amount assigned to the Executive Director by way of annual variable remuneration for his performance in 2021, which may at most be as much as one year's fixed remuneration, will be disclosed in the 2022 report.

The Executive Director also received a total of 16,462 ordinary shares of the Company in 2021, worth €440,000, in recognition of his extraordinary efforts in relation to the stock market listing of Corporación ACCIONA Energías Renovables, S.A. This information is disclosed in section C.1.a).ii) of this report. The tax cost of remuneration in kind and the shares awarded was settled by the Company as an increase in short-term variable remuneration totalling €326,000, as disclosed in the different charts included in the report. This amount is disclosed in section C.1.a.i).

**Explain the long-term variable components of the remuneration systems.**

**2021 LONG-TERM INCENTIVE PLAN**

1. Origin: In 2021, the Board of Directors defined its Business Plan for the period 2021-2025, in which it set out the growth and sustainability objectives of ACCIONA Energía for the five-year period 2021-2025.

Execution of the Business Plan and the successful attainment of its objectives will demand a level of identification and long-term commitment from the Executive Director requiring specific incentives, and to this end the Board of Directors adopted a remuneration system that directly links his benefits to the achievement of objectives over the same timeframe as the Business Plan, thereby providing ACCIONA Energía with an effective tool to spur and retain the Executive Director.

The 2021 Plan was approved by the shareholders of ACCIONA Energía at the Extraordinary General Shareholder's Meeting held on 26 May 2021 in the context of the stock market listing.

The purpose of the 2021 Plan is to motivate and reward the beneficiaries, so as to encourage the generation of value not only for the Company but also for the directors and, at the same time, to compensate the latter for sustainable long-term value creation by placing variable remuneration within a multi-year timeframe.

Specifically, the Plan is designed, on one hand, to regulate the allocation of a given number of benchmark shares of "Performance Shares" to the Executive Directors of ACCIONA Energía, and on the other to enable the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to agree the award of Shares to one or more Executive Directors in view of their attainment of objectives and performance over a given annual or multi-year period.

To this end, the Board of Directors established a series of key performance indicators to allow assessment of the fulfilment of the Plan:

#### FINANCIAL METRICS:

- (i) Total gigawatts (GW) installed.
- (ii) "EBITDA", defined for the purposes of the 2021 Plan as cumulative total earnings before interest, taxes, depreciation and amortization for the period from 1 January 2021 to 31 December 2025.
- (iii) "NPBT", defined for the purposes of the 2021 Plan as the cumulative total net profit before tax for the period from 1 January 2021 to 31 December 2025.

#### SUSTAINABILITY METRICS:

- (i) Reduction in carbon dioxide (CO<sub>2</sub>) emissions.
- (ii) Increase in appointments of women to management and executive positions.
- (iii) Implementation of local regeneration plans at new GW sites.

#### OTHER ITEMS CONSIDERED BY THE BOARD OF DIRECTORS INCLUDING AT LEAST THE FOLLOWING ("OTHER CRITERIA"):

- (i) "TSR" (in absolute and relative terms), defined for the purposes of the 2021 Plan as the difference between the final value of an investment in ordinary shares and the initial value of the investment, taking into consideration all dividends and similar items (i.e. script dividends) received by the shareholder on the investment between 1 January 2021 and 31 December 2025.
- (ii) Internal rate of return ("IRR") on project investments in relation to the weighted average cost of capital ("WACC") at the time when the investment was approved.
- (iii) Project pipeline.
- (iv) Compliance with internal rules and procedures, and internal control and risk management policies.

The results obtained with respect to Key Performance Indicators will be quantified in 2026 based on aggregate figures for the five-year period 2021-2025 and will be benchmarked against the Business Plan objectives for each KPI. The ratio of the actual figure for each KPI to the target figure will provide, in percentage terms, an actual measure of the degree to which the objective for each Key Performance Indicator was achieved.

This measurement of the degree to which the objective for each Key Performance Indicator is met will represent the "Achievement Level" for objective.

As a condition for the calculation of the Individual Success Factor in respect of each metric and, therefore, of the Incentive due to the Beneficiary, the sum of the products obtained from the multiplication of (a) the Achievement Level for each of the Financial and Sustainability metrics by (b) the weighting assigned to each Financial or Sustainability metric must be equal to or greater than 65%.

If said sum is less than 65%, the Beneficiary will not be entitled to the Final Allocation and will therefore not receive any Incentive under the 2021 Plan.

The Success Factor will be the multiplier applied to the Initial Allocation made to the Beneficiary, and the result obtained will be the number of Performance Shares assigned to the Beneficiary by way of "Final Allocation" under the 2021 Plan. The Incentive for the Beneficiary will consist of the award of a number of Performance Shares by way of the Final Allocation under the 2021 Plan.

Assuming the fulfilment of the relevant conditions, the shares will be awarded as follows:

- (i) 80% of the Shares will be awarded in 2026 after the Annual General Shareholder's Meeting of ACCIONA Energía held in that year.
- (ii) the remaining 20% of the shares will be deferred until 2027, when they will be delivered after the Annual General Meeting of ACCIONA Energía, provided that at least one year has elapsed since the date on which the first 80% of the shares were delivered to the Beneficiary, in accordance with the preceding point (i).

**B.8** Indicate whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid, on the basis of data that have subsequently been clearly shown to be inaccurate. Describe the amounts reduced or clawed back through the application of the “malus” (reduction) or clawback clauses, why they were implemented and the years to which they refer.

The Executive Director’s variable remuneration was not reduced or clawed back in 2021.

**B.9** Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

The Remuneration Policy provides for the option of participation in a savings scheme linked to survival at a given date, total or absolute incapacity or grave disability, and death (the “Savings Scheme”) aimed at the Company’s Executive Directors to supplement public Social Security benefits under the terms and conditions established in the Savings Scheme regulation, as explained in section A.1 of this report.

No contributions have been made on behalf of the Executive Director since his appointment in 2021.

**B.10** Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company’s or the director’s initiative, or from the termination of the contract in the terms provided therein, accrued and/or received by directors during the year last ended.

None. The contract entered into with the Executive Director does not provide for the payment of compensation in the event of removal from his Directorship, and no amounts have been paid in respect of removal from the office of Director.

**B.11** Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, if so, explain them. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

No material changes have been made to the Executive Director’s contract.

**B.12** Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

The Directors have not received any remuneration in 2021 other than the items described herein.

**B.13** Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, as well as the obligations assumed on their behalf by way of guarantee.

The Directors did not receive remuneration of any kind by way of advances, loans or guarantees in 2021.

**B.14** Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

In accordance with section 5.2.6 of the ACCIONA Energía Directors Remuneration Policy, the Executive Director received certain remuneration in kind in 2021, comprising life insurance, company car and healthcare insurance as part of the Company’s prevailing benefits plan.

The Executive Director is also entitled to reimbursement of any reasonable expenses (travel, trips, accommodation and meals, mobile telephone, entertainment expenses and others of whatsoever nature) incurred in the service of the Company, provided the amounts concerned are duly supported.

The amount of this remuneration in kind is included in section C.1.a.iv) below for a total of approximately €15,000 under “other items”, in accordance with the instructions for completing the form.

In addition to the foregoing amounts, other items disclosed in section C.1.a.i) include €5,000 in respect of withholding taxes arising from in-kind remuneration paid on account for the Executive Director.

The Company also reimburses travel expenses incurred by the non-executive Directors in the discharge of their duties as such.

Finally, the Directors of ACCIONA Energía are covered by the civil liability insurance policy arranged by ACCIONA, S.A. for its Directors and Executives and those of its subsidiaries.

**B.15** Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director’s services to the company.

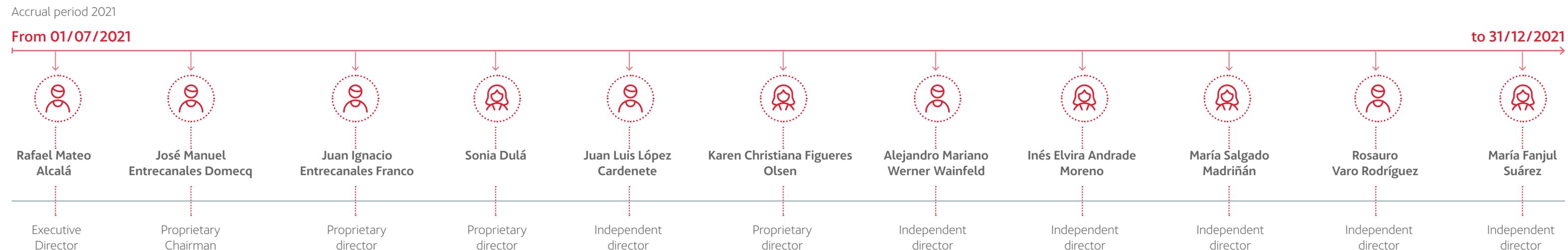
The Company paid no remuneration of this kind in 2021.

**B.16** Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not has been considered appropriate to be included among the amounts accrued under the “Other concepts” heading in Section C.

The Directors did not receive any other remuneration in 2021 aside from the items described herein, notwithstanding any dividends to which they may be entitled in their condition as shareholders and remuneration paid to them as directors of ACCIONA, S.A., where applicable.

In relation with the latter point, ACCIONA, S.A. is not a subsidiary of ACCIONA Energía, and section C of this report therefore does not include the remuneration of those directors of ACCIONA Energía who also receive remuneration as directors of ACCIONA, S.A. These amounts are disclosed in the Annual Report on Director Remuneration for ACCIONA, S.A.

## C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR



**C.1** Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.

**A. REMUNERATION FROM THE REPORTING COMPANY:**

**i) Remuneration accruing in cash (thousands of euros)**

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2021	Total 2020
Rafael Mateo Alcalá				284	326				610	
José Manuel Entrecanales Domecq										
Juan Ignacio Entrecanales Franco										
Sonia Dulá	50		36						86	
Juan Luis López Cardenete	50		28						78	
Karen Christiana Figueres Olsen	50		28						78	
Alejandro Mariano Werner Wainfeld	50		28						78	
Inés Elvira Andrade Moreno	50		35						85	
María Salgado Madriñán	50		45						95	
Rosauro Varo Rodríguez	50		36						86	
María Fanjul Suárez	50		36						86	





## ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments

Name	Name of plan	Financial instruments at start of 2021		Financial instruments granted during 2021		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2021	
		Nº instruments	Nº Aof equivalent shares	Nº instruments	Nº of equivalent shares	Nº instruments	Nº of equivalent/ vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	Nº instruments	Nº instruments	Nº of equivalent shares
Rafael Mateo Alcalá												
José Manuel Entrecanales Domecq												
Juan Ignacio Entrecanales Franco												
Sonia Dulá												
Juan Luis López Cardenete												
Karen Christiana Figueres Olsen												
Alejandro Mariano Werner Wainfeld												
Inés Elvira Andrade Moreno												
María Salgado Madriñán												
Rosauro Varo Rodríguez												
María Fanjul Suárez												

## iii) Long-term savings schemes

Name	Remuneration from vesting of rights to savings schemes
Rafael Mateo Alcalá	
José Manuel Entrecanales Domecq	
Juan Ignacio Entrecanales Franco	
Sonia Dulá	
Juan Luis López Cardenete	
Karen Christiana Figueres Olsen	
Alejandro Mariano Werner Wainfeld	
Inés Elvira Andrade Moreno	
María Salgado Madriñán	
Rosauro Varo Rodríguez	
María Fanjul Suárez	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		2021		2020	
	2021	2020	2021	2020	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights
<b>Rafael Mateo Alcalá</b>								
<b>José Manuel Entrecañales Domecq</b>								
<b>Juan Ignacio Entrecañales Franco</b>								
<b>Sonia Dulá</b>								
<b>Juan Luis López Cardenete</b>								
<b>Karen Christiana Figueres Olsen</b>								
<b>Alejandro Mariano Werner Wainfeld</b>								
<b>Inés Elvira Andrade Moreno</b>								
<b>María Salgado Madriñán</b>								
<b>Rosauro Varo Rodríguez</b>								
<b>María Fanjul Suárez</b>								

## iv) Details of other items

Name	Concept	Amount of remuneration
<b>Rafael Mateo Alcalá</b>		
<b>José Manuel Entrecañales Domecq</b>		
<b>Juan Ignacio Entrecañales Franco</b>		
<b>Sonia Dulá</b>		
<b>Juan Luis López Cardenete</b>		
<b>Karen Christiana Figueres Olsen</b>		
<b>Alejandro Mariano Werner Wainfeld</b>		
<b>Inés Elvira Andrade Moreno</b>		
<b>María Salgado Madriñán</b>		
<b>Rosauro Varo Rodríguez</b>		
<b>María Fanjul Suárez</b>		



**C.2** Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

Total amounts accrued and % annual variation									
	2021	% variation 2021/2020	2020	% variation 2020/2019	2019	% variación 2019/2018	Ejercicio 2018	% variation 2018/2017	2017
Executive directors									
<b>Rafael Mateo Alcalá</b>	<b>1,065</b>								
<b>Consejeros Externos</b>									
<b>José Manuel Entrecanales Domecq</b>									
<b>Juan Ignacio Entrecanales Franco</b>									
<b>Sonia Dulá</b>	<b>86</b>								
<b>Juan Luis López Cardenete</b>	<b>78</b>								
<b>Karen Christiana Figueres Olsen</b>	<b>78</b>								
<b>Alejandro Mariano Werner Wainfeld</b>	<b>78</b>								
<b>Inés Elvira Andrade Moreno</b>	<b>85</b>								
<b>María Salgado Madriñán</b>	<b>95</b>								
<b>Rosauro Varo Rodríguez</b>	<b>86</b>								
<b>María Fanjul Suárez</b>	<b>86</b>								
Consolidated results of the company	<b>562,353</b>								
Average wage of employees (estimate)	<b>69</b>								

#### Observations

“Average employee remuneration” was calculated on the basis of (i) the worldwide weighted average headcount (not including directors) and (ii) the total wages and salaries reflected under the caption “Personnel Costs” in the consolidated Financial Statements for 2021.

There are no comparative data for prior years, insofar as 2021 is the first year for which the Company has filed the Annual Report on Director Remuneration following the listing of the Company’s shares on the stock market. Prior to the IPO completed on 1 July 2021, the Company was managed by two joint directors.

## D. OTHER INFORMATION OF INTEREST

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the foregoing sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

This annual remuneration report was approved by the Board of Directors of the company in its meeting of 23 February 2022.

Indicate whether any director voted against or abstained from approving this report.

No

Name or company name of any member of the Board of Directors not voting in favour of the approval of this report	Reasons (against, abstention, non-attendance)	Explain the reasons