

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OR TO U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE U.S. SECURITIES ACT OF 1933) OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

Santiago Martínez Garrido
General secretary and secretary of the Board of Directors

Bilbao, 20 March 2025

To the National Securities Market Commission

Other relevant information

Determination of conditions of the issuance of equity-linked green bonds linked to the shares 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, and further to our notice of other relevant information (*comunicación de otra información relevante*) filed with this National Commission on the date hereof (with official registry number 33,568), we hereby inform you that, "Iberdrola Finanzas, S.A." (Sociedad Unipersonal)¹ (the "**Issuer**") has placed today an issuance of equity-linked green bonds referenced to the value of the shares of "Iberdrola, S.A." (the "**Company**") for an amount of EUR 400 million (the "**Bonds**").

The Bonds, which mature on 27 March 2030, will bear an annual interest of 1.5% and are being issued at a price of 100% of their face value. The payment obligations of the Issuer under the Bonds will be unconditionally and irrevocably guaranteed by the Company.

The placement of the Bonds has been carried out by a group of international banks.

The Bonds will have an embedded option, which can be exercised by their holders (i) in certain limited circumstances after 7 May 2025 and until 3 December 2029, and (ii) from 3 December 2029 to a date expected to be 14 February 2030, entitling them to receive a cash payment determined by the evolution of the market price of the Company's shares. Neither new shares of the Company nor of any of the companies of its group will be issued in connection with the redemption of the Bonds at maturity.

The reference price of the Company's shares for the purposes of this option will be determined by applying a 20% premium over the arithmetical mean of the volume-weighted average price of the shares of the Company on the Spanish Stock Exchanges over a reference period of ten consecutive trading days, beginning on and including 21 March 2025, and will be announced by the Company on or around 3 April 2025.

Concurrently with the issuance of the Bonds, "Iberdrola Financiación, S.A." (Sociedad Unipersonal)² will purchase from a group of banks cash-settled call options to hedge the exposure of the Issuer to any cash amounts payable in connection with the exercise of the option by the holders of the Bonds. Those banks have informed the Company that they anticipate entering into transactions to hedge their exposure under such call options, including transactions to be conducted during the averaging period referred to in the previous paragraph for the determination of the reference

¹ A company wholly owned by "Iberdrola, S.A."

² A company wholly owned by "Iberdrola, S.A."



share price, which shall be used as a reference for establishing the conversion price of the Bonds, and which will be disclosed in the communication of other relevant information to be published, if applicable, once the remaining terms of the instrument are determined.

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

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IMPORTANT INFORMATION

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities. The securities of “Iberdrola, S.A.” may not be offered or sold in the United States of America except pursuant to an effective registration statement under the Securities Act of 1934, as amended (the “**Securities Act**”) or pursuant to an applicable exemption from the registration requirements of the Securities Act.

IMPORTANT NOTICE IN RELATION TO THE BONDS

NO ACTION HAS BEEN TAKEN BY THE ISSUER, THE GUARANTOR, THE JOINT BOOKRUNNERS OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF THE BONDS OR POSSESSION OR DISTRIBUTION OF THIS PRESS RELEASE OR ANY OFFERING OR PUBLICITY MATERIAL RELATING TO THE BONDS OR THE ORDINARY SHARES NOTIONALLY UNDERLYING THE BONDS (TOGETHER WITH THE BONDS, THE “SECURITIES”) IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS PRESS RELEASE COMES ARE REQUIRED BY THE ISSUER, THE GUARANTOR AND THE JOINT BOOKRUNNERS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

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THE BONDS ARE DENOMINATED “GREEN BONDS”. THE GUARANTOR HAS RECEIVED AN INDEPENDENT OPINION FROM MOODY’S INVESTORS SERVICE LIMITED (THE “OPINION”) CONFIRMING THAT THE GUARANTOR’S FRAMEWORK FOR GREEN FINANCING DATED DECEMBER 2023 (THE “GUARANTOR’S FRAMEWORK”) IS IN COMPLIANCE WITH THE INTERNATIONAL CAPITAL MARKET ASSOCIATION (“ICMA”) GREEN BOND PRINCIPLES. THE ICMA GREEN BOND PRINCIPLES ARE A SET OF VOLUNTARY GUIDELINES THAT RECOMMEND TRANSPARENCY AND DISCLOSURE AND PROMOTE INTEGRITY IN THE DEVELOPMENT OF THE GREEN BOND MARKET.

THE OPINION MAY NOT REFLECT THE POTENTIAL IMPACT OF ALL RISKS RELATED TO THE STRUCTURE, MARKET AND OTHER FACTORS THAT MAY AFFECT THE VALUE OF THE BONDS. THE OPINION IS NOT A RECOMMENDATION TO BUY, SELL OR HOLD SECURITIES AND IS ONLY CURRENT AS OF THE DATE ON WHICH THE OPINION WAS INITIALLY ISSUED. THERE IS CURRENTLY NO MARKET CONSENSUS ON WHAT PRECISE ATTRIBUTES ARE REQUIRED FOR A PARTICULAR PROJECT TO BE DEFINED AS ‘GREEN’ OR ‘SUSTAINABLE’, AND THEREFORE NO ASSURANCE CAN BE PROVIDED TO INVESTORS THAT THE PROJECTS THAT FALL WITHIN THE ELIGIBLE CATEGORIES SET

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OUT IN THE GUARANTOR'S FRAMEWORK FOR GREEN FINANCING ("ELIGIBLE GREEN PROJECTS") WILL MEET ALL INVESTOR EXPECTATIONS REGARDING SUSTAINABILITY PERFORMANCE.

ALTHOUGH THE ELIGIBLE GREEN PROJECTS HAVE BEEN SELECTED IN ACCORDANCE WITH THE CATEGORIES RECOGNISED BY THE GREEN BOND PRINCIPLES, AND WILL BE DEVELOPED IN ACCORDANCE WITH THE RELEVANT LEGISLATION AND STANDARDS, THERE CAN BE NO GUARANTEE THAT ADVERSE ENVIRONMENTAL AND/OR SOCIAL IMPACTS WILL NOT OCCUR DURING THE DESIGN, CONSTRUCTION, COMMISSIONING AND OPERATION OF THE ELIGIBLE GREEN PROJECTS. IN ADDITION, WHERE NEGATIVE IMPACTS ARE INSUFFICIENTLY MITIGATED, THE ELIGIBLE GREEN PROJECTS MAY BECOME CONTROVERSIAL, AND/OR MAY BE CRITICISED BY ACTIVIST GROUPS OR OTHER STAKEHOLDERS. FURTHER, ALTHOUGH THE ISSUER HAS AGREED AT THE TIME OF ISSUE OF THE BONDS TO CERTAIN REPORTING AND USE OF PROCEEDS (INCLUDING IN THE CASE OF CERTAIN DIVESTMENTS) IT WOULD NOT BE AN EVENT OF DEFAULT UNDER THE BONDS IF THE ISSUER WERE TO FAIL TO COMPLY WITH SUCH OBLIGATIONS. THE EXAMPLES OF ELIGIBLE GREEN PROJECTS IN THE GUARANTOR'S FRAMEWORK FOR GREEN FINANCING DATED DECEMBER 2023 ARE FOR ILLUSTRATIVE PURPOSES ONLY AND NO ASSURANCE CAN BE PROVIDED THAT DISBURSEMENTS FOR PROJECTS WITH THESE SPECIFIC CHARACTERISTICS WILL BE MADE BY THE ISSUER DURING THE TERM OF THE BONDS. ANY FAILURE TO USE THE NET PROCEEDS FROM THE BONDS ON ELIGIBLE GREEN PROJECTS OR TO MEET OR CONTINUE TO MEET THE INVESTMENT REQUIREMENTS OF CERTAIN ENVIRONMENTALLY FOCUSED INVESTORS WITH RESPECT TO SUCH BONDS MAY AFFECT THE VALUE OF THE BONDS AND/OR MAY HAVE CONSEQUENCES FOR CERTAIN INVESTORS WITH PORTFOLIO MANDATES TO INVEST IN GREEN ASSETS.

NEITHER THE ISSUER NOR THE GUARANTOR MAKE ANY REPRESENTATION AS TO THE SUITABILITY OF THE OPINION OR OF THE BONDS TO FULFIL SUCH ENVIRONMENTAL AND SUSTAINABILITY CRITERIA. PROSPECTIVE INVESTORS SHOULD HAVE REGARD TO THE FACTORS DESCRIBED IN THE GUARANTOR'S FRAMEWORK FOR GREEN FINANCING DATED DECEMBER 2023. EACH POTENTIAL PURCHASER OF THE BONDS SHOULD DETERMINE FOR ITSELF THE RELEVANCE OF THE INFORMATION CONTAINED IN THIS COMUNICACION REGARDING THE USE OF PROCEEDS AND THE GUARANTOR'S FRAMEWORK FOR GREEN FINANCING DATED DECEMBER 2023 AND ITS PURCHASE OF THE BONDS SHOULD BE BASED UPON SUCH INVESTIGATION AS IT DEEMS NECESSARY.

THIS PRESS RELEASE AND THE OFFERING WHEN MADE ARE ONLY ADDRESSED TO, AND DIRECTED IN, MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE "EEA") (EACH, A "MEMBER STATE") AND THE UNITED KINGDOM AT PERSONS WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF THE PROSPECTUS REGULATION ("QUALIFIED INVESTORS"). FOR THESE PURPOSES, THE EXPRESSION "PROSPECTUS

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REGULATION" MEANS REGULATION (EU) 2017/1129 AND REGULATION (EU) 2017/1129 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (THE "EUWA").

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (A) EU DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; (C) LOCAL IMPLEMENTING MEASURES IN THE EEA; (D) REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA ("UK MIFIR"); AND (E) THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (TOGETHER, THE "PRODUCT GOVERNANCE REQUIREMENTS"), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY "MANUFACTURER" (FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE BONDS HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT: (I) THE TARGET MARKET FOR THE BONDS IS (A) IN THE EEA, ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II AND (B) IN THE UNITED KINGDOM, ELIGIBLE COUNTERPARTIES (AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK) AND PROFESSIONAL CLIENTS (AS DEFINED IN UK MIFIR); AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE BONDS TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE BONDS (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO PRODUCT GOVERNANCE REQUIREMENTS IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE BONDS (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS. THIS PRODUCT MAY OR MAY NOT BE COMPATIBLE WITH THE NEEDS OF AN END TARGET MARKET WITH SUSTAINABILITY OBJECTIVES.

THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL OR LEGAL SELLING RESTRICTIONS IN RELATION TO ANY OFFERING OF THE BONDS.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II OR UK MIFIR; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE BONDS.

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THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR THE UNITED KINGDOM. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS (A) IN THE EEA, A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF MIFID II; OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT

(10) OF ARTICLE 4(1) OF MIFID II AND (B) IN THE UNITED KINGDOM, A PERSON WHO IS ONE (OR MORE) OF (I) A RETAIL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA OR (II) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 OF THE UNITED KINGDOM (THE "FSMA") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA.

CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") OR THE PRIIPS REGULATION AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA (THE "UK PRIIPS REGULATION") FOR OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA OR IN THE UNITED KINGDOM HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR IN THE UNITED KINGDOM MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION AND/OR THE UK PRIIPS REGULATION. IN ADDITION, IN THE UNITED KINGDOM THIS PRESS RELEASE IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER") AND QUALIFIED INVESTORS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS PRESS RELEASE MUST NOT BE ACTED ON OR RELIED ON (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS, AND (II) IN ANY MEMBER STATE OF THE EEA, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS PRESS RELEASE RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA.

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ANY DECISION TO PURCHASE ANY OF THE SECURITIES SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE ISSUER'S AND THE GUARANTOR'S PUBLICLY AVAILABLE INFORMATION. NEITHER THE JOINT BOOKRUNNERS NOR ANY OF THEIR RESPECTIVE AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS PRESS RELEASE OR THE ISSUER'S AND THE GUARANTOR'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS PRESS RELEASE IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE CLOSING DATE.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE SECURITIES). NONE OF THE ISSUER, THE GUARANTOR OR THE JOINT BOOKRUNNERS MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE JOINT BOOKRUNNERS ARE ACTING ON BEHALF OF THE ISSUER AND THE GUARANTOR AND NO ONE ELSE IN CONNECTION WITH THE SECURITIES AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE JOINT BOOKRUNNERS OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

EACH OF THE ISSUER, THE GUARANTOR, THE JOINT BOOKRUNNERS AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS PRESS RELEASE WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.

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