



COMISION NACIONAL DEL MERCADO DE VALORES

Madrid, 18 de mayo de 2022

Muy Sres. nuestros:

Dear Sirs,

En cumplimiento de lo dispuesto en el Art. 227 del texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, ACCIONA, S.A. (en adelante, la “Sociedad” o “ACCIONA”) comunica lo siguiente:

Pursuant to the provisions of Art. 227 of the consolidated text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, ACCIONA, S.A. (the “Company” or “ACCIONA”) reports the following:

INFORMACIÓN RELEVANTE

MATERIAL INFORMATION

El Consejo de Administración de Acciona ha convocado Junta General Ordinaria de Accionistas para el próximo día 22 de junio de 2022 a las 12:00hs, en primera convocatoria y 23 de junio de 2022 en segunda convocatoria, a la misma hora (siendo previsible que se celebre en segunda convocatoria). Se adjunta texto íntegro de la convocatoria que será publicada asimismo en el diario El País y en la página web de la sociedad, www.acciona.com.

Acciona’s Board of Directors has convened the Annual General Shareholders’ Meeting to be held on the 22nd of June 2022 at 12.00pm on first call and 23rd of June 2022, on second call, at the same time (being most likely that the meeting takes place on second call). Attached hereto is the full text of the call which shall be published in the newspaper El País and in the Company’s website www.acciona.com.

Se remiten asimismo las propuestas de acuerdos que el Consejo de Administración de Acciona somete a la consideración de la Junta General de Accionistas en relación con todos los puntos del orden del día y que, junto con la restante documentación relacionada con la Junta General, estarán a disposición de los accionistas en el domicilio social y página web de la sociedad www.acciona.com en los términos previstos en el anuncio de convocatoria.

Likewise, attached hereto are the proposals that the Board of Directors of Acciona submits to the Annual General Shareholders Meeting for its approval in connection with all the items included in its agenda and which, together with the other documentation related to said Meeting, shall be available to the shareholders at the Company’s registered address and on the Company’s web page www.acciona.com in the terms provided for in the call.

Esta comunicación de información relevante se publica en idiomas español e inglés, en caso de discrepancia entre ambas versiones, prevalecerá la versión española.

This material information statement is published in Spanish and English and in case of discrepancy between both versions, the Spanish version shall prevail.

Atentamente/Yours faithfully,
Jorge Vega-Penichet López
Secretario del Consejo
Company Secretary

GENERAL SHAREHOLDERS' MEETING 2022

The Board of Directors of **ACCIONA, S.A.** calls the shareholders to the Ordinary General Meeting on the date, at the time and venue and with the agenda indicated below:

- **DATE:** 22 June 2022, at **12:00 p.m.**, at first call, and 23 June 2022, at the same time, at second call (being most likely held at **second call**).
- **VENUE:** Avenida de Europa 18, Parque Empresarial La Moraleja, 28108 Alcobendas (Madrid)
- **Attendance either in person or via electronic means**

AGENDA

ITEM ONE.- Annual Accounts and Audit.

- 1.1 Examination and approval, if applicable, of the individual annual accounts of Acciona, S.A. and consolidated accounts of the group of which it is the dominant entity, corresponding to financial year 2021.
- 1.2 Examination and approval, if applicable, of the individual management reports of Acciona, S.A. and consolidated report of the group of which is the dominant entity, corresponding to the financial year 2021.
- 1.3 Approval, if applicable, of the corporate management and actions carried out by the administrative body of Acciona, S.A. in the financial year 2021.
- 1.4 Examination and approval, as the case may be, of the consolidated non-financial information, contained in the Sustainability Report, and which forms part of the consolidated management report, for financial year 2021.
- 1.5 Approval, if applicable, of the 2021 Sustainability Report.
- 1.6 Application of the results of financial year 2021.
- 1.7 Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and of its consolidated group for fiscal year 2022.

ITEM TWO.- Renewal of the Board of Directors.

- 2.1 Re-election of Ms Sonia Dulá as Independent Director.
- 2.2 Appointment of Ms Maite Arango García-Urtiaga as Independent Director.
- 2.3 Appointment of Mr. Carlo Clavarino, as Independent Director.

ITEM THREE.- Approval of the Director Remuneration Policy for the years 2023, 2024 and 2025.

ITEM FOUR.- Approval of the Annual Directors' Remuneration Report 2021.

ITEM FIVE.- Authorisation to call, where appropriate, Extraordinary General Meetings of the Company within a minimum notice of fifteen days, in accordance with article 515 of the Spanish Companies Act.

ITEM SIX.- Delegation of powers to the Board of Directors for the development, interpretation, remedy and execution of the resolutions agreed by the General Meeting.

OPERATING RULES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Supplement to the announcement and presentation of proposals for resolutions.

Shareholders representing, at least, three per cent of the share capital, may (i) request that a supplement to the announcement of this General Meeting be published, including one or more items on the agenda, provided the new points are accompanied by a justification or, if applicable, of a justified proposal for a resolution; and (ii) present reasoned proposals for resolutions on matters already included or to be included on the agenda.

The requests or proposals must be sent via official channels to the Secretary of the Board of Directors of Acciona, S.A. ("Acciona" or the "Company"), and received at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) within five (5) days following the publication of this announcement.

The writ will set out the agenda items to be included in the announcement or proposal for a resolution to be formulated, in clear and express terms, as well as the identity of the shareholders exercising the right and confirmation of the number of shares they own.

The supplement to the announcement will be published at least fifteen days in advance of the date established for holding the Ordinary General Meeting.

2. General Meeting Regime. Attendance in person or via electronic means.

The Board of Directors has resolved to call the Ordinary General Meeting of Shareholders to be held in person at the registered office of the Company. Moreover, shareholders entitled to attend the General Meeting will also be able to do so remotely, via electronic means, simultaneously, all in accordance with the terms of article 15 bis of the General Meeting Regulations and article 18.6 of the Articles of Association.

In view of the evolution of the health crisis caused by COVID-19 and with a view to safeguarding the health and welfare of shareholders, employees, directors and other personnel involved in holding the General Meeting, the Board of Directors strongly recommends that shareholders use the remote attendance mechanisms and the remote representation and voting systems established in sections 5 and 7 of this announcement and are compatible with compliance with corporate obligations and fully guarantee the political rights of shareholders.

The General Meeting will be held in accordance with the terms of the Regulations of the General Meeting (available on the Acciona website (www.acciona.com), on the website of the CNMV and at the Commercial Registry), the Acciona Articles of Association and the restated text of the Spanish Companies Act ("**Spanish Companies Act**").

The General Shareholders' Meeting must be constituted with a quorum of 25% of share capital at first call to be able to decide on the proposed resolutions presented to the General Meeting of Shareholders. At second call, the General Shareholders' Meeting will be validly constituted regardless of the share capital in attendance. Moreover, it is stated for the record that the adoption of the resolution proposed in item five of the agenda will require a favourable vote of two thirds of subscribed capital with voting rights.

3. Right of attendance.

Those shareholders whose shares are registered in the corresponding book-entry register five (5) days prior to the date of the General Meeting are entitled to attend. It will not be necessary to hold a minimum number of shares to attend the General Meeting.

4. Right of representation.

Shareholders who are entitled to attend can be represented at the General Meeting by another person or persons, who may or may not be shareholders.

The representation may be granted **(1)** by post or by email or **(2)** by electronic means via the mechanisms provided in the “**Vote and Electronic Delegation**” area in the section devoted to the 2022 Ordinary General Meeting of Shareholders on the Company’s website (www.acciona.com).

Delegation by post, email or by electronic means via the website will be governed by the terms of this section and section 5 below.

The delegation of representation will state the identity of the representative. If the document is received by Acciona with the name of the representative left blank, the representation will be considered to have been conferred on the Chairperson, Coordinating Director or Secretary of the Board of Directors, in this order, and unless stated otherwise, for all items submitted to a vote at the General Meeting. In the event the representative is affected by a conflict of interest for voting on any of the proposals submitted to the Meeting, whether included on the Agenda or not, the representation will be considered conferred on the next person mentioned that is not in the same situation, following the order indicated above.

The documents establishing the representations for the General Meeting will state the instructions on how to vote, it being understood that, if nothing is stated in this regard, the principal will give precise instructions to vote in accordance with the proposed resolutions formulated by the Board of Directors on the items included on the Agenda and, unless stated otherwise, abstain in relation to any other matter that, not appearing on the Agenda and, as such, being unknown on the date of delegation, may be submitted for a vote at the General Meeting, unless the representative is in a position to judge whether a vote in favour or against such proposals would be more favourable for the interests of the principal.

For the purposes of the terms of articles 523 and 526 of the Spanish Companies Act, be informed that if the designated representative is a director, he/she may find him-/herself in a conflict of interest situation with regard to resolutions concerning the following items on the agenda: item 1.3 (Approval of the management of the company), item 3 (Director Remuneration Policy) item 4 (Annual Directors’ Remuneration Report 2021) and item 2 (Renewal of the Board of Directors), if its re-election or appointment is submitted to the General Meeting and, if applicable, in the scenarios envisaged in sections b) and c) of article 526.1 of the Spanish Companies Act.

In the event the person holding the representation, whether by public request or otherwise, is in a conflict-of-interest situation, he/she will be entitled to vote if he/she has notified the shareholder of this situation in advance and has received precise voting instructions from the shareholder represented.

The shareholder will, in writing or via electronic means, notify who it designates as representative, of the representation conferred in their favour and revocation thereof, as the case may be. When the representation is granted in favour of a member of the Board of Directors, including the Secretary and Vicesecretary of the Board of Directors, the notification will be deemed made when the Company receives the documentation of which the same consists.

5. Delegation and remote voting procedure prior to the General Meeting.

Shareholders may cast their vote or appoint a representative before the General Meeting is held, using the voting form included on the delegation/remote voting card, sending it to Acciona by post, via email or via the mechanisms provided in the “**Vote and Electronic Delegation**” area in the section devoted to the 2022 Ordinary General Meeting of Shareholders on the Acciona website (www.acciona.com), following the instructions contained there.

Voting and delegation of remote voting prior to the General Meeting may be carried out:

- a) By post or email: The shareholder can send Acciona, S.A. the documents for voting or delegating a representative via the following means: (i) via post sent to the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid), for the attention of the Shareholder Relations Department, or (ii) via email attaching documentation in pdf form (or other commonly used) to juntageneral@acciona.com. The documentation to be sent in both cases will be the following:

In order to cast votes:

- Acciona Card available on the Acciona website for remote voting, signed by the shareholder or an authorised representative, clearly and expressly stating how the shareholder wishes to vote. This formula will not be necessary if the shareholder sends the Company an attendance card issued by a depository entity that includes a section on "remote voting".

In order to delegate representation:

- Original Delegation Card issued in the name of the shareholder by a depository entity or by Acciona, signed by the shareholder or by an authorised representative, clearly and expressly stating the delegation of representation in favour of a representative (with any instructions that, if applicable, the shareholder gives the representative), using the formula, rules and instructions appearing on the Card issued by the depository entity or on the Acciona Card.

- b) Via electronic means using the Acciona website: The vote or delegation of representation may be formalised using the mechanisms provided in the "Vote and Electronic Delegation" area in the section devoted to the 2022 Ordinary General Meeting of Shareholders on the Acciona website (www.acciona.com) following the instructions contained there.

The vote or delegation formalised in this manner will be sent to Acciona via internet by means of a connection with the Acciona website subject to the secure data transfer procedures that will be automatically activated when communication is established with the Acciona website.

The vote or delegation will, moreover, include a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES that (the Spanish Mint-*Fábrica Nacional de Moneda y Timbre*); CAMERFIRMA or included in the Spanish electronic National Identity Document.

The deadline by which Acciona must receive votes and delegations of representation by post, email or via electronic means using the mechanisms provided on the website is **11:59 p.m. (Madrid time) on 21 June 2022**.

Shareholders issuing their vote or delegation via electronic means can obtain electronic confirmation of the issue and receipt of their vote using the same system.

- c) Delegation with the representative attending via electronic means: If the person delegated to attend does so via electronic means, the shareholder who conferred the delegation will have notified the representative of such delegation and send a copy of the delegation conferred, or the powers of representation in the case of a legal person, to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La

Moraleja, 28108 Alcobendas, Madrid) or by means of an email addressed to juntageneral@acciona.com, together with a copy of the national ID document or passport of the representative, no later than **11:59 p.m. (Madrid time) on 21 June 2022**. The representative who so requests may attend the Meeting via electronic means by connecting in the “Attendance via electronic means” section of the website (www.acciona.com) following the instructions included in the section below.

6. Attendance in person by the shareholder or its representative.

In order to attend the General Meeting, shareholders must obtain the Attendance Card issued by the depositary entities, which will be recognised as an Entry Ballot, or the Acciona Card, which can be downloaded from the website by following the instructions on the same or requested at the registered office.

Both shareholders attending in person and representatives attending by delegation will have to duly identify themselves to the services of Acciona before the start of the General Meeting.

7. Attendance and voting via electronic means at the General Meeting.

Those shareholders who so wish will be able to attend the Ordinary General Meeting via electronic means, pursuant to the rules approved by the Board of Directors of the Company to that end and that can also be found on the Company website (www.acciona.com), in the “Attendance via electronic means” area devoted to the 2022 Ordinary General Meeting of Shareholders, which also contains the mechanisms for attending the General Meeting via electronic means.

In order to attend in this way, shareholders or their representatives will have to register on the “Attendance via electronic means” IT application on the date of the Meeting, following the procedures established below by the corresponding deadlines.

- **Connection, registration and attendance:** with a view to facilitating proper management of the electronic attendance systems, any shareholder or representative wishing to attend the Meeting and via remote communication means will have to register establishing the corresponding connection between **09:00 a.m. and 11:30 a.m. (Madrid Time)** on the date of the Meeting. Attendees will not be permitted to register outside of that time period.
- **Identification:** in order to guarantee the identity of attendees, the proper exercise of their rights and the appropriate conduct of the meeting, those shareholders or their representatives who wish to use electronic attendance mechanisms will have to register using a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES that (the Spanish Mint-Fábrica Nacional de Moneda y Timbre); CAMERFIRMA or included in the Spanish electronic National Identity Document.
- **Intervention:** Any interventions and proposed resolutions or requests for information or clarification that, pursuant to said Act, persons intending on attending via electronic means plan to make, will have to be sent to the Company, in the form and subject to the terms and conditions established on the “Attendance via Electronic Means” platform between **9:00 a.m. and 11:30 a.m. (Madrid Time)** on the date of the Meeting. The person attending remotely who wishes his intervention to appear in the minutes of the General Meeting must expressly indicate this in the intervention itself. Requests for information or clarification made by persons attending via electronic means may be replied to in the course of the meeting and or in writing, within seven days following the Meeting.

Interventions by persons attending via electronic means will be accessible for the rest of persons attending via electronic means as of constitution of the General Meeting of Shareholders via the “Electronic Attendance” IT application.

- **Voting:** The casting of votes in relation to the proposals made regarding the items on the agenda may be made as of the moment of registration by the shareholder or representative and until the Chairperson or, if applicable, the Secretary of the Meeting, announces the conclusion of the period of voting the proposed resolutions on the items contained on the agenda. As for the proposed resolutions on those matters that, due to legal imperative, are not required to be included in the agenda, persons attending via electronic means will be able to issue their votes as of the moment the Secretary of the General Meeting reads such proposals so that they can be voted on and the electronic platform for casting the same is activated. In order to vote on the proposed resolutions, the procedure envisaged in the Articles of Association and Regulations of the General Meeting will apply.

The Company reserves the right to ask shareholders for any additional means of identification it deems necessary in order to verify their status as shareholders and guarantee the authenticity of the attendance via electronic means.

Shareholders voting using the “Attendance via Electronic Means” IT application can obtain an electronic confirmation of the issue and receipt of their vote in said application in accordance with the terms established in Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018.

For those matters not expressly regulated in this announcement, shareholders or representatives attending the Meeting via electronic means will be subject to the same rules on voting and adoption of resolutions envisaged in the Regulations on the General Meeting as the shareholders who attend the Meeting in person.

8. Precedence rules.

If the shareholder attends the General Meeting in person or via electronic means, this will cancel the vote or delegation of representation notified to Acciona by post or via electronic means using the Acciona website. Attendance by the shareholder at the General Meeting in person will take precedence over attendance via electronic means.

Moreover, regardless of the means used to cast it, a vote will cancel any delegation (electronic or postal) whether issued previously, which will be deemed revoked, or subsequently, which will be deemed not issued. If the shareholder has cast votes in different directions, or several delegations, via electronic or postal means, the last ones received will take precedence.

9. Documentation at the disposal of shareholders.

As of the publication of this announcement, the following documents are at the disposal of shareholders at the registered address, Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid, and via the website of the Company (www.acciona.com):

- This announcement.
- Individual annual accounts of Acciona, S.A. and consolidated accounts of the group for financial year 2021, with their respective management reports (which includes the annual corporate governance report and annual directors’ remuneration report), Sustainability Report (containing the consolidated non-financial information statement), audit reports and directors’ liability declarations; and proposal for the application of the results from financial year 2021.

- Full text of the proposals for resolutions being submitted for the approval of the General Meeting.
- Information on the Directors whose appointment or re-election has been proposed to the General Meeting of Shareholders. CVs and category of Directors whose re-election or appointment is submitted to the General Meeting. Report and proposal for re-election and appointment of the Appointments and Remuneration Committee. Reasoned report by the Board, assessing the competence, experience and merits of the proposed candidates, in accordance with article 529 decies of the Spanish Companies Act.
- Director Remuneration Policy for the three-year period 2023, 2024 and 2025. Reasoned proposal by the Board and Report by the Appointments and Remuneration Committee on the Director Remuneration Policy.
- Report on the performance of the committees, including the reports from the Audit and Sustainability Committee (containing the reports on the independence of the auditor and on related-party transactions) and the Appointments and Remuneration Committee.
- 2021 Annual Corporate Governance Report.
- 2021 Annual Directors' Remuneration Report.
- Acciona cards (Attendance, Delegation and Voting).
- Total number of shares and voting rights at the date of the announcement.
- Data Protection Policy.
- Board of Directors' Regulations.
- Articles of Association.
- Regulations of the General Meeting of Shareholders.
- Summary of the procedure for attendance in person or via electronic means and casting votes and granting representation at the General Meeting of Shareholders via remote communication.

The right of the shareholders to examine the documents referred to in this section at the registered address and to be provided with or sent a copy free of charge (they may be sent via email with acknowledgement of receipt if the shareholder accepts this method) is expressly stated for the record.

The information and documentation on the General Meeting can also be consulted, downloaded and printed via the Company website (www.acciona.com)

10. Right of information.

Up to the fifth day prior to the date envisaged for the General Meeting, shareholders may ask the Board of Directors for any information or clarification they deem necessary on the matters included on the agenda of the General Meeting called, on any publicly accessible information that Acciona has supplied to the Spanish Securities Market Commission since the last General Meeting was held, and regarding the auditor's report. To that end, the information requests will be sent to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La

Moraleja, 28108 Alcobendas, Madrid) or via email sent to juntageneral@acciona.com. In order to ensure the shareholder is duly identified, the request for information will include his/her full name (or company name), tax identification number and number of shares held. The Company will not be obliged to respond to requests for information, clarification or questions in the cases and by the deadlines envisaged by law.

11. Online Shareholder Forum.

In accordance with the terms of article 539.2 of the Spanish Companies Act, an Online Shareholder Forum will be set up on the Company website (www.acciona.com) as of the publication of this announcement and until **11:59 p.m. on 21 June 2022**, which may be accessed with due guarantees by both individual shareholders and the voluntary associations established and recorded at the Commercial Registry and special Registry created for that purpose at the Spanish Securities Market Commission, for the purpose of facilitating communication prior to the General Meeting. The Forum may be used to publish proposals based on matters already included or that should be included on the agenda, initiatives to reach the necessary percentage to exercise a minority right envisaged by law, as well as offers or requests for voluntary representation.

The Rules of Operation of the Online Shareholder Forum, approved by the Board of Directors will be available on the Acciona website and must be complied with by all shareholders.

In order to be able to access the Forum and use its applications, shareholders and voluntary shareholder associations must register as a "Registered User" accrediting their identity and their status as shareholder or voluntary association of shareholders, in the terms and conditions described on the Company website, by means of the corresponding registration form.

Access to the Forum by Registered Users will be contingent on maintaining status as shareholder or duly established and recorded voluntary association of shareholders at all times.

12. Data Protection.

The shareholders and/or their representatives are informed that their personal data, as well as that supplied by credit institutions and investment services companies in which the shareholders have deposited their shares or in which they are safeguarded or data obtained by the recording of the General Meeting, will be processed by Acciona, S.A. (Tax ID No.: A08001851, Address: Avenida de Europa, 18, Parque Empresarial de la Moraleja, 28108 de Alcobendas (Madrid), Tel: +34 91 663 28 50, email: juntageneral@acciona.com), as Data Controller. The purpose of the processing is (i) developing, managing and monitoring shareholder relations, (ii) the holding, recording and broadcast of the General Meeting and complying with the legal obligations derived from the same, (iii) managing the exercise of the shareholders' rights of attendance, information, delegation and voting and (iv) ensuring compliance with the applicable regulations. The legal basis is the performance of the existing contractual relationship as well as compliance with legal obligations.

Any interested parties will be entitled to exercise their rights of access, correction, erasure and portability of their data, as well as the limitation and opposition to processing, by writing to Acciona, S.A., by sending an email to the following address: protecciondedatos@acciona.com. Shareholders who are legal persons can exercise the right of rectification of incomplete or inaccurate information regarding their entity as shareholders. Moreover, they can file a complaint before the Supervisory Authority (Spanish Data Protection Agency www.agpd.es). For more information, consult the data protection policy in the are prepared by the General Meeting on the website: www.acciona.com.

13. Technical issues.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attendance, delegation and voting via electronic means, using the website when technical or security concerns so require or dictate. The Company will not be responsible for harm caused to the shareholder derived from faults, overloads, breakdowns, connection failures or any other similar situation, beyond the control of the Company preventing the use of mechanisms of attendance, delegation or voting via electronic means using the internet via the website. Therefore, these circumstances will not constitute an unlawful deprivation of shareholder rights, notwithstanding the validity of delegations already conferred and votes already cast, or, if applicable, of the actions that the board of directors decides to adopt in this regard.

In the event that any of the circumstances envisaged in this section arises, the shareholders will be informed via the website as soon as possible.

14. Notarial Minutes. Attendance gift or premium.

A Notary Public will be present to take the minutes of the General Meeting.

Be informed that no present or gift or attendance premium will be given for the 2022 Ordinary General Meeting of Shareholders.

The resolution to announce the meeting was adopted by the Board of Directors on 18 May 2022.

Madrid, 18 May 2022.

Jorge Vega-Penichet López

Secretary to the Board of Directors



PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF ACCIONA, S.A. TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 2022

ITEM ONE: ANNUAL ACCOUNTS AND AUDIT.

Justification and appropriateness of the proposed resolutions:

The purpose of these resolutions is to comply with articles 164, 272 and 273 of the restated text of the Spanish Companies Act, approved by legislative royal decree 1/2010, of 2 July (the "Spanish Companies Act"), which establishes that the General Meeting must, within six months following the closing of the corresponding financial year, approve the annual accounts, the management of the company and the proposal for the allocation of results, drawn up by the Board of Directors. Moreover, and in accordance with articles 42 and 49.6 of the Commercial Code, the consolidated accounts of the group of which Acciona, S.A. is the dominant company are also submitted for approval, and the Sustainability Report, which includes the non-financial information statement and forms part of the consolidated management report. The non-financial information statement contained in the Sustainability Report has been duly verified by an independent verification service provider.

Finally, with the auditor's one-year mandate having expired, it is proposed to re-elect it for the 2022 financial year, in accordance with article 264 of the Spanish Companies Act. Pursuant to article 529 quaterdecies of the Spanish Companies Act and article 40 bis of the Articles of Association, the Board proposal is submitted subject to proposal from the Audit and Sustainability Committee.

Proposed resolutions:

1.1 Examination and approval, if applicable, of the individual annual accounts of Acciona, S.A. and consolidated accounts of the group of which it is the dominant entity, corresponding to financial year 2021.

To approve the individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Equity, Cash Flow Statement and Report) of Acciona, S.A. corresponding to the 2021 financial year, as drawn up by the Board of Directors.

To approve the consolidated Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Equity, Cash Flow Statement and Report) of the group of companies of which Acciona, S.A. is the dominant company corresponding to the 2021 financial year, as drawn up by the Board of Directors.

1.2 Examination and approval, if applicable, of the individual management reports of Acciona, S.A. and consolidated report of the group of which is the dominant entity, corresponding to the financial year 2021.

To approve the management reports, both individual and consolidated, for financial year 2021, drawn up by the Board of Directors.

1.3 Approval, if applicable, of the corporate management and actions carried out by the administrative body of Acciona, S.A. in the financial year 2021.

To approve the management of the management body and of the executives and attorneys of the Company during financial year 2021.

1.4 Examination and approval, if applicable, of the consolidated non-financial information statement, contained in the Sustainability Report, and which forms part of the consolidated management report, for financial year 2021

To approve the consolidated non-financial information statement which forms part of the consolidated management report of the group of companies of which Acciona, S.A. is dominant entity, for financial year 2021, as drawn up by the Board of Directors. This report is included in the 2021 Sustainability Report.

1.5 Approval, if applicable, of the 2021 Sustainability Report.

To approve the 2021 Sustainability Report.

1.6 Allocation of results of financial year 2021.

To approve the allocation of the results of the 2021 financial year and that consists of:

	2021
Distribution base:	
Profit and loss of Acciona, S.A.	850,314,721.46
Distribution:	
To legal reserves	
To reserves provided for by articles of association	85,031,472.15
To capitalisation reserves	27,981,486.23
To voluntary reserves	512,389,485.78
To Dividends	224,912,277.30
Total	850,314,721.46

Payment date of dividends for a gross amount of approximately **€4.1** per share or a higher figure set by the Board of Directors or its members with delegated powers in the event there is direct treasury stock will take place on **7 July 2022**. The payment of the dividend will be carried out via the participant entities of Sociedad de Gestión de los Sistemas de Registro Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal).

1.7 Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and of its consolidated group for fiscal year 2022.

To re-elect KPMG Auditores, S.L. with tax ID number B-78510153, a Spanish entity, recorded at the Commercial Registry of Madrid on folio 84, tome 11961, sheet M-188007, with registered office in Madrid, Paseo de la Castellana 259C, recorded in the Official Registry of Auditors of the Accounting and Audit Institute under number S0702, as auditor for Acciona, S.A., for the review of its individual annual accounts and the consolidated accounts of the group of which it is the dominant entity, for the financial year 2022.

This resolution is submitted for the approval of the General Meeting of Shareholders by the Board of Directors, acting on a proposal from the Audit and Sustainability Committee.

ITEM TWO.- RENEWAL OF THE BOARD OF DIRECTORS

Justification and appropriateness of the proposed resolutions:

In accordance with article 529 decies, the General Meeting is responsible for the appointment and re-election of the members of the Board of Directors. The Appointments and Remuneration Committee is responsible for the proposals for re-election and appointment of the independent directors submitted by the Board of Directors to the General Meeting.

Proposed resolutions:

- 2.1 Re-election of Ms Sonia Dulá as Independent Director.**
- 2.2 Appointment of Ms Maite Arango García-Urtiaga as Independent Director.**
- 2.3 Appointment of Mr. Carlo Clavarino as Independent Director.**

Each of them for the statutory mandate term of three years.

ITEM THREE.- APPROVAL OF THE DIRECTOR REMUNERATION POLICY FOR THE YEARS 2023, 2024 AND 2025.

Justification and appropriateness of the proposed resolution:

The current Director Remuneration Policy was approved by the General Meeting of Shareholders held on 28 May 2020 for the three-year period 2021, 2022 and 2023. Although the policy is currently valid, the Company proposes that the General Meeting of Shareholders should approve as item three of the Agenda a new Remuneration Policy adapted to the amendments introduced by Law 5/2021, of 12 April, to article 529 novodecies of the Spanish Companies Act. Moreover, in accordance with the provisions of the section 1 of the first transitional provision of aforementioned Law 5/2021, companies must submit the remuneration policy adapted to these amendments for approval at the first General Meeting held after the entry into force of the amendments introduced by said Law.

In accordance with the above, a new Remuneration Policy must be approved as a separate item on the Agenda and be applicable from the time of its approval for the three-year period 2023-2025, adapted to the amendments introduced by Law 5/2021, of 12 April, in accordance with article 529 novodecies of the Spanish Companies Act.

At the time the General Meeting has been convened, the shareholders have been provided with a specific report on this policy drafted by the Appointments and Remuneration Committee.

Proposed resolution:

In accordance with article 529 novodecies of the Spanish Companies Act, the shareholders are asked to approve the Director Remuneration Policy of Acciona, S.A. for the years 2022 (from the date of its approval), 2023, 2024 and 2025, whose text has been made available to the shareholders on the day the General Meeting was called, together with the required report by the Appointments and Remuneration Committee.

Also, to the extent required by law, to provide the Board of Directors with the powers to interpret, develop, formalise and execute this resolution, adopting any agreements and signing any public or private documents that may be necessary or appropriate to ensure their full effect; and to adapt the Director Remuneration Policy when necessary and at the proposal of the Appointments and Remuneration Committee, to changing circumstances, the rules established by applicable legislation, recommendations or best practice in this matter and the specific requirements made by supervisors, provided that such changes do not represent a substantial amendment of its terms and conditions, which would require it to be submitted again for deliberation by the General Meeting under applicable law; and in particular to:

a) develop and determine the specific terms and conditions of the remuneration system for executive directors where not specified by the Policy, including, but not limited to, appointing and removing board members, agreeing the settlement of variable remuneration and its terms and conditions, establishing the grounds for advance settlement, as the case may be, and announcing compliance with the conditions on which such settlement depends;

b) adapt the content and conditions of the Policy to exceptional corporate transactions or circumstances which may occur during its period in force, both referring to Acciona, S.A. and the companies in its Group, and to the benchmarks selected to determine the variable remuneration, to ensure that the remuneration remains subject to the same terms and conditions;

c) adapt the content of the Policy to any requirements, observations or requests which may be made at any time by the competent supervisory authorities, and in particular, to make any adjustments in the deferral percentages and periods of the annual and long-term variable remuneration applicable to the executive directors of Acciona, S.A.;

d) interpret the rules of the annual and multi-year variable remuneration system of settlement and payment applicable to the executive directors of Acciona, S.A.;

e) in general, carry out any actions and sign any documents which may be necessary or advisable to ensure the validity, effectiveness, implementation, development and execution of the Director Remuneration Policy of Acciona, S.A.

ITEM FOUR.- APPROVAL OF THE ANNUAL DIRECTORS' REMUNERATION REPORT 2021

Justification and appropriateness of the proposed resolution

Under item number four and in accordance with article 541.4 of the Spanish Companies Act, the Annual Report on Directors' Remuneration for financial year 2021, the full text of which has been available to shareholders since the annual accounts for financial year 2021 were drawn up, is submitted to an advisory vote.

Proposed resolution:

To approve the Annual Directors' Remuneration Report for financial year 2021, on an advisory basis.

ITEM FIVE.- AUTHORISATION TO CALL, WHERE APPROPRIATE, EXTRAORDINARY GENERAL MEETINGS OF THE COMPANY WITHIN A MINIMUM NOTICE OF FIFTEEN DAYS, IN ACCORDANCE WITH ARTICLE 515 OF THE SPANISH COMPANIES ACT.

Justification and appropriateness of the proposed resolutions:

Article 515 of the Spanish Companies Act makes it possible to reduce the term for calling extraordinary general meetings to a minimum of fifteen days' notice, provided that the Company allows all shareholders to vote via electronic means and this reduction is approved in an Ordinary General Meeting with the

favourable vote of shareholders representing two thirds of the share capital subscribed with the right to vote.

The Board of Directors considers it reasonable to have the possibility to reduce the term for calling an extraordinary general meeting should it be necessary.

Proposed resolution:

To authorise the announcement of Extraordinary General Meetings of the Company with a minimum of fifteen (15) days' notice, pursuant to article 515 of the Spanish Companies Act.

ITEM SIX.- DELEGATION OF POWERS TO THE BOARD OF DIRECTORS FOR THE DEVELOPMENT, INTERPRETATION, REMEDY AND EXECUTION OF THE RESOLUTIONS AGREED BY THE GENERAL MEETING.

Proposed resolution:

To delegate to the Board of Directors the broadest powers of implementation, interpretation, remedy and execution of the resolutions adopted by this General Meeting, with the express authorisation for the powers to be exercised by the Directors or the Secretary designated by the Board of Directors.

Thus, among other actions, such persons are empowered so that any of them, acting severally and indistinctly, can remedy any defects in the formalisation of the resolutions adopted by the General Meeting in the sense indicated by the verbal or written observations from the Commercial Registry.
