

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

Bilbao, 28 April 2023

To the National Securities Market Commission

Other relevant information

Resolutions adopted by the General Shareholders' Meeting and by the Board of Directors of Iberdrola, S.A.

Pursuant to article 227 of the *Law 6/2023 of 17 March of the Securities Market and Investment Services (Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión)* and related provisions, we hereby inform you of the following:

A. Resolutions adopted by the General Shareholders' Meeting

The General Shareholders' Meeting of Iberdrola, S.A. (the "**Company**"), held today on first call, has approved each and every of the proposed resolutions submitted by the Board of Directors to its vote and included in the agenda, in the terms of the documentation made available to the shareholders, a copy of which was filed with that National Commission by means of the notice of other relevant information dated 17 March 2023 (under official registry number 21,406). Such resolutions are the following:

1. Resolutions relating to the management results

The General Shareholders' Meeting has approved, under items 1 to 4 on the agenda, the annual financial statements for financial year 2022 of the Company and of the Company consolidated with those of its subsidiaries, the directors' reports of the Company and of the Company consolidated with those of its subsidiaries for financial year 2022 (including, under a separate item on the agenda, the approval of the statement of non-financial information for financial year 2022), as well as the corporate management and the activities of the Board of Directors during such financial year.

2. Resolutions relating to the Governance and Sustainability System

The General Shareholders' Meeting has approved, under items numbers 5, 6 and 7 on the agenda, an amendment of the *By-Laws* with the following purposes: (i) to conform the text of the Preamble and of the heading of the Preliminary Title to the current business and the governance and compliance context and to make adjustments of a formal nature; (ii) to accommodate the functions of different corporate levels within the structure of the Iberdrola group in Articles 4 and 32; and (iii) to update references to internal regulations and to the Compliance System in Article 8.

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3. Resolutions relating to remuneration

The General Shareholders' Meeting has approved:

- (i) Under item 8 on the agenda, the engagement dividend and its payment.
- (ii) Under item 9 on the agenda, the allocation of profits/losses proposed by the Board of Directors at its meeting held on 21 February 2023 and, additionally, the payment of dividends for financial year 2022, the supplementary payment of which will be made within the framework of the "Iberdrola Retribución Flexible" optional dividend system.
- (iii) Under items 10 and 11 on the agenda, two fully-paid increases in capital by means of the issuance of new ordinary shares of the Company at a maximum reference market value of 2,275 and 1,500 million euros, respectively.

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

The implementation of the "Iberdrola Retribución Flexible" system will be carried out pursuant to the "Common terms and conditions of the dividend payment and increase in share capital resolutions proposed under items 9, 10 and 11 on the agenda pursuant to which the "Iberdrola Retribución Flexible" optional dividend system is implemented", which have also been adopted by the General Shareholders' Meeting.

- (iv) Under item 12 on the agenda, a reduction in share capital by means of the retirement of a maximum of 206,364,000 own shares (representing a maximum of 3.021 % of the share capital at the time of the approval of this resolution by the General Shareholder's Meeting).

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

- (v) Under item 13 on the agenda, the consultative vote of the *Annual Director Remuneration Report* for financial year 2022.
- (vi) Under item 14 on the agenda, a strategic bonus for professionals of the companies of the Iberdrola group linked to the Company's performance during the 2023-2025 period, to be paid on a fractional and deferred basis through the delivery of shares.

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4. Resolutions relating to the Board of Directors

The General Shareholders' Meeting has approved, under items 15 to 21 on the agenda: (i) the re-election of Ms María Helena Antolín Raybaud as an external director; (ii) the ratification of the appointment on an interim basis (co-option) and the re-election of Mr Armando Martínez Martínez as an executive director; (iii) the re-election of Mr Manuel Moreu Munaiz as an independent director; (iv) the re-election of Ms Sara de la Rica Goiricelaya as an independent director; (v) the re-election of Mr Xabier Sagredo Ormazza as an independent director; (vi) the re-election of Mr José Ignacio Sánchez Galán as an executive director; for the bylaw-mandated four-year term in all cases; and (vii) to set the number of members of the Board of Directors at fourteen.

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

B. Resolutions adopted by the Board of Directors

The Board of Directors has approved, at its meeting held today after the General Shareholders' Meeting:

- (i) to re-elect Mr José Ignacio Sánchez Galán as executive chairman of the Board of Directors of the Company, further to the proposal and report of the Appointments Committee;
- (ii) to re-elect Mr Armando Martínez Martínez as chief executive officer of the Company, further to the report of the Appointments Committee; and
- (iii) to re-elect Mr José Ignacio Sánchez Galán, Mr Armando Martínez Martínez and Mr Manuel Moreu Munaiz as members of the Executive Committee of the Company, further to the report of the Appointments Committee.

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

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

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Schedule

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

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

Composition of the Executive Committee of Iberdrola, S.A.

Name	Position	Type of director
Mr José Ignacio Sánchez Galán	Chairman	Executive
Mr Manuel Moreu Munaiz	Member	Independent
Mr Juan Manuel González Serna	Member	Independent
Mr Ángel Jesús Acebes Paniagua	Member	Independent
Mr Anthony L. Gardner	Member	Independent
Mr Armando Martínez Martínez	Member	Executive
Mr Santiago Martínez Garrido	Secretary (non-director)	

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