



## 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.

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#### 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
<b>Distribution base:</b>	
Profit and loss of Acciona, S.A.	850,314,721.46
<b>Distribution:</b>	
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
<b>Total</b>	<b>850,314,721.46</b>

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**

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### **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 for the period stipulated by the Articles of Association.**
- 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.**

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### **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**

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##### **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.**

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##### **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.**

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**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.

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