



ANNUAL GENERAL SHAREHOLDERS MEETING 2020

ATTENDANCE FORM
(Attendance, Representation and Vote)

General Shareholders Meeting to be held on **Avda. de Europa, 18, Parque Empresarial La Moraleja, 28108, Alcobendas, Madrid** at **12:00** on **27 May 2020**, on first call, or at the same place and time on **28 May 2020** (the General Shareholders Meeting will most likely take place on the day of the second call, **28 May 2020**)

*Shareholder:....., with ID:.....

*Total Shares:

*Depositary Entity	*Securities Account Code	*Number of shares	*Owner/s	*Address

*to be filled out for the use of any of the options of the Form (Attendance, Representation or Vote)

ANNUAL GENERAL SHAREHOLDERS MEETING
PERSONAL OR ONLINE ATTENDANCE FORM

Shareholders who wish to personally assist or to assist online, to the Annual General Shareholders Meeting, will have to fill out this form, sign it and hand it over to ACCIONA in accordance with the Rules and Instructions indicated in this form.

In.....on..... 2020

Shareholder's signature

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ANNUAL GENERAL SHAREHOLDERS MEETING
DELEGATION OF VOTE/REPRESENTATION FORM

Shareholders who wish to be represented in the General Shareholders Meeting by another person, must fill out this form, sign it and hand it over to ACCIONA, in accordance with the Rules and Instructions indicated in this form.

The following person(s) are hereby appointed as proxies for the shareholder in the Annual General Shareholder Meeting:

Board of Directors (in such case, representation is granted in favour of the President of the Board, the Vicepresident, the Lead Independent Director or the Secretary of the Board)

Or:

Mr/Mrs.....
.....with ID number

Forms received at Acciona, S.A. without indicating the representative's identification, then representation shall assumed to be conferred to the President of the Board of Directors, Vice President of the Board of Directors, Lead Independent Director or the Secretary of the Board, indistinctively.

Voting instructions shall be reflected on this form. If there are no specific voting instructions indicated on the form, then it shall be assumed that the vote is granted in favour of all agenda items proposed by the Board of Directors.

Shareholders shall communicate, in writing or by electronic means, the person he designates as his representative, the representation conferred in his favour and, where appropriate, its revocation. Where the representation is conferred in favour of a member of the Board of Directors, the communication shall be understood to be effected when the required documentation is received by the Company.

Precise voting instructions for the agenda items proposed by the Board of Directors:

Nº	AGENDA ITEM	In favour	Against	Abstention
1.-	Annual Accounts and Audit			
1.1	Examination and approval, as the case may be, of the individual annual accounts of Acciona, S.A. and the consolidated accounts of the group of which it is the dominant company, corresponding to the 2019 financial year.			
1.2	Examination and approval, as the case may be, of the management reports, individual report for Acciona, S.A. and consolidated report of the group of which it is the dominant company, corresponding to the 2019 financial year, and			

	approval, if applicable, of the management of the company.			
1.3	Examination and approval, as the case may be, of the consolidated non-financial information statement, contained in the Sustainability Report, which forms part of the consolidated management report, for the 2019 financial year.			
1.4	Approval, if applicable, of the 2019 Sustainability Report			
1.5	Allocation of the results of the 2019 financial year.			
1.6	Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and its group for the 2020 financial year.			
2.-	<u>Renewal of the Board of Directors.</u>			
2.1	Re-election of Ms Karen Christiana Figueres Olsen, as Independent External Director.			
2.2	Appointment of Mr Jerónimo Marcos Gerard Rivero, as Independent External Director.			
3.-	<u>Delegations and authorisations in favour of the Board of Directors.</u>			
3.1	Delegation in favour of the Board of Directors, for a term of five years and with the express power of substitution, of the power to increase share capital on one or more occasions, by means of monetary contributions and up to a maximum amount of €27,428,326, equivalent to half the current share capital, in the terms and conditions decided by the Board of Directors in each case, including the power to decide to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this delegation, and with the express authorisation, where applicable, to establish a new wording for the corresponding articles of association, cancelling the authorisation conferred by the Ordinary Meeting of Shareholders of 10 May 2016.			

3.2	Delegation to the Board of Directors, for a term of five years and with the express power of substitution, of the power to issue notes, bonds and other fixed income securities convertible into or exchangeable for Company shares, as well as warrants and any other instruments granting the right to acquire newly issued shares of the Company or Company shares in circulation, with a limit of €3,000,000,000 and allocating the right to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this delegation, including, if applicable, any derived from the approval and execution of the resolution set out in item 3.1. of the agenda; authorisation to amend the articles of authorisation as appropriate, cancelling the authorisation conferred by the Annual General Shareholders Meeting of 10 May 2016.			
3.3	Authorisation to call Extraordinary General Meetings of the Company, if applicable, with a minimum of twenty-one days' notice, in accordance with article 515 of the Spanish Companies Act.			
4.-	<u>Resolutions on Remuneration</u>			
4.1	Remuneration Policy for directors for years 2021, 2022 and 2023.			
4.2	Modification, if applicable, of the system of settlement of the 2014 Share and Performance Share Delivery Plan.			
4.3	Approval, if applicable, of a new long-term incentive Plan for Executive Directors linked to the creation of value.			
4.4	2019 Annual Report on Remuneration of Directors.			
5.-	<u>Amendments to the Articles of Association and Regulations of the General Meeting of Shareholders.</u>			
5.1	Amendment of article 18 (Entitlement to attend) of the Articles of Association.			
5.2	Amendment of the Regulations of the General Meeting of Shareholders by means of the inclusion of a new article 15 bis (Attendance by electronic means)			

6.-	<u>Delegation of powers to the Board of Directors for the development, interpretation, remedy and execution of the resolutions of the General Meeting.</u>			
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Unless otherwise indicated by the represented shareholder, representation also extends to proposals for agenda items not made by the Board of Directors or to matters which, although not on the agenda of the meeting, may be voted in the General Shareholders Meeting. In this case, unless otherwise indicated by the shareholder, the representative shall vote against such proposals.

- Representation does not apply to the proposal not made by the Board.
- Vote in favour
- Abstention in regards to proposals not made by the Board.

For the purposes of articles 523 and 526 of the Spanish Companies Act, if the designated representative is an director, he/she may be in a conflict of interest in relation to the following items on the agenda: 1.2 (Approval of the management of the company), and 4 (Resolutions on Remuneration), as well as in relation to item 2 (Renewal of the Board of Directors) if his/her appointment or re-election is proposed to the Meeting, and, if applicable, in the cases set out in sections b) and c) of article 526.1 of the Spanish Companies Act.

In the event the person holding the representation, whether public 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.

In.....on.....2020

Shareholder's signature

Representative's signature

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ANNUAL GENERAL SHAREHOLDER'S MEETING VOTING FORM

Shareholders who wish to send its vote by post, shall fill out this form, sign it and hand it over to ACCIONA in accordance with the Rules and Instructions indicated in this form.

Precise voting instructions regarding the Agenda Items proposed by the Board to the Annual General Shareholder's Meeting:

Nº	AGENDA ITEM	In favour	Against	Abstention
1.-	Annual Accounts and Audit			
1.1	Examination and approval, as the case may be, of the individual annual accounts of Acciona, S.A. and the consolidated accounts of the group of which it is the dominant company, corresponding to the 2019 financial year.			
1.2	Examination and approval, as the case may be, of the management reports, individual report for Acciona, S.A. and consolidated report of the group of which it is the dominant company, corresponding to the 2019 financial year, and approval, if applicable, of the management of the company.			
1.3	Examination and approval, as the case may be, of the consolidated non-financial information statement, contained in the Sustainability Report, which forms part of the consolidated management report, for the 2019 financial year.			
1.4	Approval, if applicable, of the 2019 Sustainability Report			
1.5	Allocation of the results of the 2019 financial year.			
1.6	Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and its group for the 2020 financial year.			
2.-	<u>Renewal of the Board of Directors.</u>			
2.1	Re-election of Ms Karen Christiana Figueres Olsen, as Independent External Director.			
2.2	Appointment of Mr Jerónimo Marcos Gerard Rivero, as Independent External Director.			

3.-	<u>Delegations and authorisations in favour of the Board of Directors.</u>			
3.1	Delegation in favour of the Board of Directors, for a term of five years and with the express power of substitution, of the power to increase share capital on one or more occasions, by means of monetary contributions and up to a maximum amount of €27,428,326, equivalent to half the current share capital, in the terms and conditions decided by the Board of Directors in each case, including the power to decide to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this delegation, and with the express authorisation, where applicable, to establish a new wording for the corresponding articles of association, cancelling the authorisation conferred by the Ordinary Meeting of Shareholders of 10 May 2016.			
3.2	Delegation to the Board of Directors, for a term of five years and with the express power of substitution, of the power to issue notes, bonds and other fixed income securities convertible into or exchangeable for Company shares, as well as warrants and any other instruments granting the right to acquire newly issued shares of the Company or Company shares in circulation, with a limit of €3,000,000,000 and allocating the right to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this delegation, including, if applicable, any derived from the approval and execution of the resolution set out in item 3.1. of the agenda; authorisation to amend the articles of authorisation as appropriate, cancelling the authorisation conferred by the Annual General Shareholders Meeting of 10 May 2016.			
3.3	Authorisation to call Extraordinary General Meetings of the Company, if applicable, with a minimum of twenty-one days' notice, in accordance with article 515 of the Spanish Companies Act.			
4.-	<u>Resolutions on Remuneration</u>			
4.1	Remuneration Policy for directors for years 2021, 2022 and 2023.			

4.2	Modification, if applicable, of the system of settlement of the 2014 Share and Performance Share Delivery Plan.			
4.3	Approval, if applicable, of a new long-term incentive Plan for Executive Directors linked to the creation of value.			
4.4	2019 Annual Report on Remuneration of Directors.			
5.-	<u>Amendments to the Articles of Association and Regulations of the General Meeting of Shareholders.</u>			
5.1	Amendment of article 18 (Entitlement to attend) of the Articles of Association.			
5.2	Amendment of the Regulations of the General Meeting of Shareholders by means of the inclusion of a new article 15 bis (Attendance by electronic means)			
6.-	<u>Delegation of powers to the Board of Directors for the development, interpretation, remedy and execution of the resolutions of the General Meeting.</u>			

In.....on..... 2020

Shareholder's signature

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RULES AND INSTRUCTIONS REGARDING THE ATTENDANCE, REPRESENTATIONS AND VOTE

Shareholders may exercise their attendance, representation and voting rights in the General Shareholders Meeting, by use of this Form or any other such form issued by the Depositary Entities.

This Form may be used by shareholders holding at least one (1) share, having the ownership of such share(s) duly recorded with the depositary entities ("Depositary Entities") or in the official shareholding records of the Company, five (5) days prior to the Annual General Shareholders Meeting.

Shareholders wishing to use the Form shall have to fill out the corresponding sections of the form, whether written or digitally, include their signature sign it and send it to Acciona before the Annual General Shareholder's Meeting. Shareholders shall also prove their identification by means of:

- i. Copy of valid passport or ID if the shareholder is a natural person; and
- ii. If the shareholder is a legal entity or if the Form is signed by a representative of the shareholder (natural person or legal entity) (1) copy of the document from which the faculties of representation are derived and (2) copy of valid passport or ID of the representative.

The Form must be received by Acciona **before 5pm (Madrid time) on 26th of May 2020.**

Forms shall be sent to the following address:

**Acciona, S.A.
Investor Relations
Avenida de Europa num. 18.
Parque Empresarial La Moraleja
28108- Alcobendas (Madrid)**

Or by email to: juntageneral@acciona.com

Shareholders' personal or online attendance to the Annual General Shareholder Meeting shall deem invalid any votes or delegation of representation previously communicated to Acciona, S.A.

Proxies must attend the Annual General Shareholders Meeting personally or online, not being able to delegate the representation conferred to them.

In case of co-ownership of shares, the shareholder using the Form will be assumed to be able to do so in the name of the remaining co-owners.

AGENDA ITEMS

1. Annual Accounts and Audit

- 1.1** Examination and approval, as the case may be, of the individual annual accounts of Acciona, S.A. and the consolidated accounts of the group of which it is the dominant company, corresponding to the 2019 financial year.
- 1.2** Examination and approval, as the case may be, of the management reports, individual report for Acciona, S.A. and consolidated report of the group of which it is the dominant company, corresponding to the 2019 financial year, and approval, if applicable, of the management of the company.
- 1.3** Examination and approval, as the case may be, of the consolidated non-financial information statement, contained in the Sustainability Report, which forms part of the consolidated management report, for the 2019 financial year.
- 1.4.** Approval, if applicable, of the 2019 Sustainability Report
- 1.5** Allocation of the results of the 2019 financial year.
- 1.6** Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and its group for the 2020 financial year.

2. Renewal of the Board of Directors.

- 2.1.** Re-election of Ms Karen Christiana Figueres Olsen, as Independent External Director;
- 2.2.** Appointment of Mr Jerónimo Marcos Gerard Rivero, as Independent External Director.

3. Delegations and authorisations in favour of the Board of Directors.

- 3.1** Delegation in favour of the Board of Directors, for a term of five years and with the express power of substitution, of the power to increase share capital on one or more occasions, by means of monetary contributions and up to a maximum amount of €27,428,326, equivalent to half the current share capital, in the terms and conditions decided by the Board of Directors in each case, including the power to decide to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this delegation, and with the express authorisation, where applicable, to establish a new wording for the corresponding articles of association, cancelling the authorisation conferred by the Ordinary Meeting of Shareholders of 10 May 2016.
- 3.2** Delegation to the Board of Directors, for a term of five years and with the express power of substitution, of the power to issue notes, bonds and other fixed income securities convertible into or exchangeable for Company shares, as well as warrants and any other instruments granting the right to acquire newly issued shares of the Company or Company shares in circulation, with a limit of €3,000,000,000 and allocating the right to completely or partially exclude the pre-emption right up to a limit of 20% of the share capital at the moment of this

delegation, including, if applicable, any derived from the approval and execution of the resolution set out in item 3.1. of the agenda; authorisation to amend the articles of authorisation as appropriate, cancelling the authorisation conferred by the Annual General Shareholders Meeting of 10 May 2016.

- 3.3.** Authorisation to call Extraordinary General Meetings of the Company, if applicable, with a minimum of twenty-one days' notice, in accordance with article 515 of the Spanish Companies Act.

4. Resolutions on Remuneration

- 4.1** Remuneration Policy for directors for years 2021, 2022 and 2023.
- 4.2** Modification, if applicable, of the system of settlement of the 2014 Share and Performance Share Delivery Plan.
- 4.3** Approval, if applicable, of a new long-term incentive Plan for Executive Directors linked to the creation of value.
- 4.4** 2018 Annual Report on Remuneration of Directors.

5. Amendments to the Articles of Association and Regulations of the General Meeting of Shareholders.

- 5.1** Amendment of article 18 (Entitlement to attend) of the Articles of Association.
- 5.2** Amendment of the Regulations of the General Meeting of Shareholders by means of the inclusion of a new article 15 bis (Attendance by electronic means)

6. Delegation of powers to the Board of Directors for the development, interpretation, remedy and execution of the resolutions of the General Meeting.

DATA PROTECTION CLAUSE

Shareholders are hereby informed that their personal data and, if applicable, that of their representative, including image and voice, 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; for the purpose of developing, managing and monitoring shareholder relations and the holding, recording and dissemination of the General Meeting, complying with the legal obligations derived from the same, and managing the exercise of the rights of attendance, information, delegation and voting.

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, attaching a copy of their national identity document or other identity document in both cases. Interested parties are also entitled to 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

***For the ninth consecutive year, Acciona will hold its Ordinary General Meeting of Shareholders, offsetting the CO2 emissions generated during the organization of the meeting. This action represents a further step in Acciona's commitment to the preservation of the environment and the compensation of its affections in all areas of its activity**