



## SPANISH NATIONAL SECURITIES MARKET COMMISSION

Madrid, 10 May 2016

Gentlemen:

In compliance with the provisions of Art. 228 of the consolidated text of the Securities Market Law, ACCIONA, S.A. hereby releases the following

### REGULATORY DISCLOSURE

The General Meeting of Shareholders, held today at second call, attended by 84.524% of the company's capital (including treasury stock), approved each and every one of the motions laid before it with the vote in favour of at least 91% of the voting capital in attendance, in the terms set out in the documentation made available to shareholders, which coincide with the motions notified to the National Securities Market Commission on 7 April 2016 in a regulatory disclosure with registration no. 237168.

The motions that were approved are as follows:

#### **ITEM ONE.-**

To approve the financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to financial statements) of Acciona, S.A. for 2015, as authorised by the Board of Directors.

To approve the consolidated financial statements (balance sheet, income statement, statement of recognised revenues and expenses, statement of changes in equity, cash flow statement and notes to financial statements) of the group of companies of which Acciona, S.A. is the parent company for 2015, as authorised by the Board of Directors.

#### **ITEM TWO.-**

To grant discharge to the Board of Directors, executives and authorised signatories of the company in 2015, and approve the directors' reports, both separate and consolidated, for 2015 presented by the Board of Directors.

#### **ITEM THREE.-**

To approve the distribution of 2015 income as reflected in the approved financial statements.

The dividend of €2.50 gross per share (or such higher amount as the Board of Directors or its members with delegated powers decide in the event of there being directly-owned own shares) will be paid on **1 July 2016**. The dividend will be paid through the member firms of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores.

**ITEM FOUR.-**

To reappoint Deloitte, S.L. as auditor of Acciona, S.A. to audit the separate and consolidated financial statements for 2016.

**ITEM FIVE.-**

**5.1** To re-appoint Mr Juan Carlos Garay Ibargaray as an independent director at the proposal of the Appointments and Remuneration Committee.

**5.2.-** To re-appoint Ms Belén Villalonga Morenés as an independent director at the proposal of the Appointments and Remuneration Committee.

All appointments are for the term provided in the Articles of Association.

**ITEM SIX.-****(A) ARTICLES OF ASSOCIATION:**

**6.1.** To approve the amendment of Article 5 (registered office and branches) of the Articles of Association in the terms that have been made available to shareholders.

**6.2.** To approve the amendment of Article 13 (Power to call General Meetings) of the Articles of Association in the terms that have been made available to shareholders.

**6.3.** To approve the amendment of Article 40 (Committees of the Board of Directors) of the Articles of Association in the terms that have been made available to shareholders.

**6.4.** To approve the amendment of Article 40 bis (Functions of the Audit Committee) of the Articles of Association in the terms that have been made available to shareholders.

**(B) GENERAL MEETING REGULATION:**

**6.5.** To approve the amendment of Article 7 (Notice of meeting) of the General Meeting Regulation in the terms that have been made available to shareholders.

**ITEM SEVEN.-**

To delegate to the Board of Directors, with express powers to subdelegate, so that it may increase capital at one or more times over the next five years, for monetary contributions, by up to 28,629,775 euros, equivalent to half the current amount of capital, in the terms and conditions that may be decided by the Board of Directors in each case, including the power to partly or totally override the pre-emptive subscription right, subject to a cap of 20% of capital at the time of this delegation, and express authorisation to reword the Articles of Association as needed, revoking the authorisation granted by the Ordinary Shareholders' Meeting on 24 June 2014.

**ITEM EIGHT.-**

To delegate to the Board of Directors, with express powers to subdelegate, so that, within a period of five years, it may issue debentures, bonds and other fixed-income securities that are convertible into or exchangeable for shares of the Company, and warrants and any other instruments giving entitlement to acquire newly-issued shares of the Company or outstanding shares of the Company, capped at 3,000,000,000 euros, including the power to partly or totally override the pre-emptive subscription right, subject to a cap of 20% of capital at the time of this delegation, including any capital arising from execution of the motion under item 7 of the agenda; authorisation to reword the Articles of Association as needed, and revoking the authorisation granted by the Ordinary Shareholders' Meeting on 24 June 2014.

**ITEM NINE.-**

**9.1-** To take cognizance of the 2014-2019 Share and Performance Share Delivery Plan and Shareholder Plan, and of the number of shares delivered under the Share and Performance Share Delivery Plan on the basis of the report by the Board of Directors, ratifying it to the extent required.

**9.2.-** To increase the number of shares available for the 2015-2019 Share and Performance Share Delivery Plan to 100,000 shares, without prejudice to subsequent increases if proposed by the Board of Directors and approved by the General Meeting.

**ITEM TEN.-**

To take cognizance of the amendments to the Board of Directors Regulation in accordance with the Board of Directors report.

**ITEM ELEVEN.-**

To approve, on an advisory basis, the Annual Report on Director Remuneration for 2015.

**ITEM TWELVE.-**

To approve the 2015 Sustainability Report.

**ITEM THIRTEEN.-**

To authorise the convening, if appropriate, of Extraordinary General Meetings of the Company by giving notice at least 15 days in advance, in accordance with article 515 of the Capital Companies Act.

**ITEM FOURTEEN.-**

To delegate to the Board of Directors the broadest powers to implement, interpret, remedy and execute the decisions adopted by this Shareholders' Meeting.

**RENEWAL OF COMMITTEES AND OFFICERS**

Additionally, at a meeting today, following the re-appointment of Mr Juan Carlos Garay Ibargaray as a director, the Board of Directors resolved to re-appoint him to the committees and positions that he had held to date; consequently, the composition of the committees is as follows:

**Executive Committee:**

Mr José Manuel Entrecanales Domecq	Chairman
Mr Juan I. Entrecanales Franco	Vice-Chairman
Mr Jaime Castellanos Borrego	Member
Mr Juan Carlos Garay Ibargaray	Member

**Audit Committee**

Mr Juan Carlos Garay Ibargaray	Chairman
Ms Ana Sainz de Vicuña Bemberg	Member

Mr Jaime Castellanos Borrego	Member
Mr Javier Entrecanales Franco	Member

**Appointments and Remuneration Committee**

Mr Jaime Castellanos Borrego	Chairman
Mr Fernando Rodés Vilá	Member
Mr Juan Caros Garay Ibargaray	Member
Mr Daniel Entrecanales Domecq	Member

**Sustainability Committee**

Mr Daniel Entrecanales Domecq	Chairman
Ms Carmen Becerril Martínez	Member
Mr Fernando Rodés Vilá	Member
Mr Javier Entrecanales Franco	Member

**Lead Independent Director:** Mr Juan Carlos Garay Ibargaray

The foregoing is disclosed for registration and dissemination as price-sensitive information.

Jorge Vega-Penichet López  
Secretary of the Board of Directors

VOTES  
 ORDINARY GENERAL MEETING OF SHAREHOLDERS - ACCIONA, S.A. 10 May 2016  
 Held at 12.00 hours at second call

ISSUE	SHARES	PAR VALUE	CAPITAL
ES0125220311	57,259,550	1.00	57,259,550.00

AGENDA ITEM	TOTAL						
	IN FAVOUR		AGAINST		ABSTENTION		%
	VOTES	%	VOTES	%	VOTES	%	QUORUM
1	48,163,251	99.9994	100	0.0002	185	0.0004	100.0000
2	48,163,251	99.9994	100	0.0002	185	0.0004	100.0000
3	48,158,786	99.9901	4,565	0.0095	185	0.0004	100.0000
4	47,777,939	99.1994	385,223	0.7998	374	0.0008	100.0000
5.1	48,069,674	99.8051	93,733	0.1946	129	0.0003	100.0000
5.2	47,838,891	99.3260	324,341	0.6734	304	0.0006	100.0000
6.1	48,150,056	99.9720	530	0.0011	12,950	0.0269	100.0000
6.2	48,149,977	99.9718	530	0.0011	13,029	0.0271	100.0000
6.3	48,149,977	99.9719	784	0.0016	12,775	0.0265	100.0000
6.4	48,150,056	99.9720	530	0.0011	12,950	0.0269	100.0000
6.5	48,150,056	99.9720	530	0.0011	12,950	0.0269	100.0000
7	45,216,163	93.8805	2,934,674	6.0931	12,699	0.0264	100.0000
8	45,396,798	94.2555	2,754,039	5.7181	12,699	0.0264	100.0000
9.1	44,284,457	91.9461	3,866,295	8.0274	12,784	0.0265	100.0000
9.2	45,166,427	93.7772	2,984,404	6.1964	12,705	0.0264	100.0000
10	48,150,486	99.9729	100	0.0002	12,950	0.0269	100.0000
11	44,425,614	92.2391	3,737,782	7.7606	140	0.0003	100.0000
12	48,163,076	99.9991	100	0.0002	360	0.0007	100.0000
13	47,558,948	98.7447	604,293	1.2547	295	0.0006	100.0000
14	48,163,062	99.9990	100	0.0002	374	0.0008	100.0000

**(\*) Item thirteen on the agenda requires approval by two-thirds of the subscribed voting stock, i.e. 38,173,034 votes in favour**