

## **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:** “EDIFICIO OMBÚ”, Calle del Ombú, 6, 28045 (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.**

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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.**

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The Board of Directors has resolved to call the Ordinary General Meeting of Shareholders to be held in person at the venue indicated above. 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](http://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.**

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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.

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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](http://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.

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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](http://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](mailto: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](http://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](mailto: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](http://www.acciona.com)) following the instructions included in the section below.

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

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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.**

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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](http://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.

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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.

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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](http://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](http://www.acciona.com))

## **10. Right of information.**

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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](mailto: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.**

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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](http://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.**

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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](mailto: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](mailto: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](http://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](http://www.acciona.com).

### **13. Technical issues.**

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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.**

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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.

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This notice of Shareholders' Meeting replaces the notice published yesterday, 18<sup>th</sup> of May 2022 with the CNMV and today in the newspaper EL PAIS, due to the change of venue where the General Shareholders' Meeting will be held.

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

Madrid, 19 May 2022.  
Jorge Vega-Penichet López  
Secretary to the Board of Directors