

CORPORATE GOVERNANCE ANNUAL REPORT

LISTED COMPANIES

ISSUER'S PARTICULARS

END OF FISCAL YEAR DATE: 31/12/2012

EMPLOYER'S IDENTIFICATION NUMBER:: A-08001851

Company name: ACCIONA, S.A.

**MODEL ANNUAL CORPORATE GOVERNANCE REPORT FOR
LISTED COMPANIES**

For a better understanding of the model and subsequent preparation of the report, please read the instructions at the end before filling it out.

A - OWNERSHIP STRUCTURE

A.1. Fill out the following table on the company's share capital:

| Date of last change | Share capital (EUR) | Number of shares | Number of voting rights |
|---------------------|---------------------|------------------|-------------------------|
| 24/05/2012 | 57,259,550.00 | 57,259,550 | 57,259,550 |

Indicate if there are different classes of shares that carry different rights:

NO

A.2 List the direct and indirect holders of significant ownership interests in the Company at the end of the reporting period, excluding directors:

| Name or company name of shareholder | Number of direct voting rights | Number of indirect voting rights (*) | % over total voting rights |
|-------------------------------------|--------------------------------|--------------------------------------|----------------------------|
| TUSSEN DE GRACHTEN, BV | 15,920,109 | 0 | 27.803 |
| ENTREAZCA, BV | 15,706,109 | 0 | 27.430 |
| JELICO NETHERLANDS, BV | 2,005,686 | 0 | 3.503 |

Specify the most significant variations in shareholder structure during the year:

| Name or company name of shareholder | Date of the transaction | Description of the transaction |
|-------------------------------------|-------------------------|---|
| ENTREAZCA, BV | 24/05/2012 | Ownership interest has risen above 25% of share capital |

A.3 Fill out the following tables on the members of the company's Board of Directors who hold voting rights over shares in the company:

| Name or company name of director | Number of direct voting rights | Number of indirect voting rights (*) | % over total voting rights |
|--|--------------------------------|--------------------------------------|----------------------------|
| JOSÉ MANUEL ENTRECANALES DOMEQC | 4,591 | 59,392 | 0.112 |
| JUAN IGNACIO ENTRECANALES FRANCO | 7,191 | 7,668 | 0.026 |
| JUAN MANUEL URGOITI LOPEZ OCAÑA | 2,150 | 0 | 0.004 |
| BELEN VILLALONGA MORENES | 200 | 0 | 0.000 |
| CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIROS | 3,000 | 0 | 0.005 |
| DANIEL ENTRECANALES DOMEQC | 88,450 | 0 | 0.154 |
| FERNANDO RODÉS VILA | 9,000 | 0 | 0.016 |
| JAIME CASTELLANOS BORREGO | 10,000 | 31,000 | 0.072 |
| JAVIER ENTRECANALES FRANCO | 5 | 0 | 0.000 |
| SOL DAURELLA COMADRÁN | 0 | 14,150 | 0.025 |
| VALENTIN MONTOYA MOYA | 2,987 | 0 | 0.005 |

| | |
|--|-------|
| Total % of voting rights held by the Board of Directors | 0.419 |
|--|-------|

Fill out the following tables on the members of the Company's Board of Directors who hold rights over shares in the Company:

| Name or company name of director | Number of direct options | Number of indirect options | Equivalent number of shares | % over total voting rights |
|----------------------------------|--------------------------|----------------------------|-----------------------------|----------------------------|
| JOSÉ MANUEL ENTRECANALES DOMEQC | 21,740 | 0 | 21,740 | 0.038 |
| JUAN IGNACIO ENTRECANALES FRANCO | 4,613 | 0 | 4,613 | 0.008 |

A.4 Indicate, as appropriate, any relationships of a family, commercial, contractual or corporate nature existing between the holders of significant ownership interests, insofar as they are known to the company, unless they have scant relevance or arise from the ordinary course of business:

Type of relationship:

Relative

Brief description:

Shareholders of the Companies, with significant ownership interest, are part of Mr. José Entrecanales Ibarra's descendants family group.

| Related name or company name |
|------------------------------|
| ENTREAZCA, BV |
| TUSSEN DE GRACHTEN, BV |

A.5 Indicate, as appropriate, any relationships of a commercial, contractual or corporate nature existing between the holders of significant ownership interests and the company and/or its Group, unless they have scant relevance or arise from the ordinary course of business:

A.6 Indicate whether the company has been notified of any shareholders agreements that may affect it pursuant to Article 112 of the Spanish Securities Markets Law. If so, briefly describe them and specify the shareholders party to those agreements:

YES

% of share capital affected:

55,233

Brief description of the agreement:

The shareholders agreement was notified to the National Securities Market Commission (CNMV) on 15 July 2011 with registry number 147698, where the full text of the agreement can be consulted. It is also registered at the Mercantile Registry.

The summary of the agreement is essentially as follows:

1. Tussen de Grachten BV and Entrezca BV and its corresponding shareholders, descendants of Mr. José Entrecanales Ibarra and signatories of this agreement, mutually grant each other a pre-emptive right on their corresponding direct shareholding in Acciona, S.A. following the reverse merger of Grupo Entrecanales, S.A. and its subsidiaries in Acciona, S.A., whatever the grounds for ownership, and/or on their corresponding shareholding in Tussen de Grachten BV and Entrezca BV.
2. These pre-emptive rights will last ten (10) years from registration of the merger of Acciona, S.A. with Grupo Entrecanales, S.A. at the Mercantile Registry, with subsequent tacit renewals for periods of five (5) years each, unless written notice is given by any of the companies, Tussen de Grachten BV or Entrezca BV, eighteen (18) months prior to the expiration date of the initial term of this agreement or any of its subsequent renewals.

The Merger's registration with the Commercial Registry took place on 14 July 2011.

This Agreement does not impose or imply consent of the signatories regarding Acciona, S.A.'s management.

| Parties to the shareholders' agreement |
|--|
| ENTREAZCA, BV |
| TUSSEN DE GRACHTEN, BV |

Indicate whether the company is cognizant of the existence of concerted actions between the shareholders. If so, briefly describe them:

NO

Expressly indicate any amendment to or termination of such agreements or concerted action during the fiscal term:

A.7. Indicate whether there is any individual or legal entity that exercises, or can exercise, control over the Company, in accordance with Article 4 of the Securities Market Law. If so, describe them briefly:

NO

A.8 Fill out the following tables on the company's treasury shares:

At the end of the reporting period:

| Number of direct shares | Number of indirect shares (*) | % Total % over share capital |
|-------------------------|-------------------------------|------------------------------|
| 90,781 | 18,000 | 0.189 |

(*) Through:

| Name or company name of direct holder of ownership interest | Number of direct shares |
|---|-------------------------|
| FINANZAS DOS S.A. | 18,000 |

| | |
|--------------|--------|
| Total | 18,000 |
|--------------|--------|

Give details of any significant variations during the year, in accordance with Royal Decree 1362/2007:

| Notification date | Total direct purchased shares | Total indirect purchased shares | % Total % over share capital |
|-------------------|-------------------------------|---------------------------------|------------------------------|
| 30/01/2012 | 707,084 | 0 | 1.112 |
| 30/04/2012 | 659,960 | 0 | 1.037 |
| 11/06/2012 | 1,932,290 | 18,000 | 3.086 |

| | |
|--|--------|
| Gains/(Losses) from disposal of treasury shares during the financial year (thousand of Euros) | -2,256 |
|--|--------|

A.9 State the conditions and the term of the authorisation currently in force granted by the General Meeting to the Board of Directors to carry out acquisitions or transfers of treasury shares.

The General Shareholders' Meeting held on 24 may 2012 adopted the following resolution:

To authorize the derivative acquisition of treasury stock by the Company and by Group companies, whether directly or indirectly by acquiring an interest in the companies that hold ACCIONA, S.A. shares, within the limits and in compliance with the legal conditions and requirements established below and to revoke the unused portion of the authorised granted by the Ordinary General Shareholders' Meeting in 2010:

- a) Form: Purchase-sale, swap, loan or accord and satisfaction
- b) Maximum number of shares to be acquired in addition to those already held by ACCIONA, S.A. and subsidiaries: up to 10% of subscribed capital
- c) Maximum and minimum prices: 15% above or below the closing price of the last trading session.
- d) Term of the authorisation: FIVE (5) years from the date of this resolution

Authorise the Board of Directors to engage in the derivative acquisition of the shares of Acciona, S.A., pursuant to the terms set forth and to be able to earmark, in whole or in part, the treasury shares that had already been acquired and those that will be acquired by virtue of the above authorisation, for the execution of compensation plans involving the delivery of shares or stock option rights over Acciona, S.A. shares for employees, senior managers and executive directors pursuant to the provisions of section 1.a) of article 146 of the revised text of the Companies Law.

A.10 Indicate any legal or bylaw restrictions on the exercise of voting rights and any legal restrictions on the acquisition or transfer of ownership interests in the share capital. State if there are any legal restrictions on the exercise of voting rights:

NO

| | |
|--|---|
| Maximum percentage of voting rights that can be exercised by a shareholder due to legal restriction | 0 |
|--|---|

State if there are any bylaws restrictions on the exercise of voting rights:

NO

| | |
|---|---|
| Maximum percentage of voting rights that can be exercised by a shareholder due restriction in the bylaws | 0 |
|---|---|

State if there are any legal restrictions on the acquisition or transfer of equity interests:

NO

A.11 State if the General Meeting has resolved to adopt measures to neutralise a take-over bid pursuant to the provisions of Law 6/2007.

NO

If applicable, describe the measures approved and the terms under which the restrictions shall become void:

B - MANAGEMENT STRUCTURE OF THE COMPANY

B.1 Board of Directors

B.1.1 Detail the maximum and minimum number of directors as per the bylaws:

| | |
|------------------------------------|----|
| Maximum number of directors | 18 |
| Minimum number of directors | 3 |

B.1.2 Fill out the following table with the Board members:

| Name or company name of director | Representative | Board office | Date of First appointment | Date of Last appointment | Procedure for election |
|--|----------------|------------------------|---------------------------|--------------------------|---------------------------|
| JOSÉ MANUEL ENTRECANALES DOMEcq | - | CHAIRMAN | 14/04/1997 | 24/05/2012 | VOTING AT GENERAL MEETING |
| JUAN IGNACIO ENTRECANALES FRANCO | - | FIRST DEPUTY CHAIRMAN | 14/04/1997 | 24/05/2012 | VOTING AT GENERAL MEETING |
| JUAN MANUEL URGOITI LÓPEZ OCAÑA | - | SECOND DEPUTY CHAIRMAN | 14/04/1997 | 19/06/2008 | VOTING AT GENERAL MEETING |
| BELÉN VILLALONGA MORENES | - | DIRECTOR | 10/05/2006 | 09/06/2011 | VOTING AT GENERAL MEETING |
| CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIROS | - | DIRECTOR | 29/06/1994 | 19/06/2008 | VOTING AT GENERAL MEETING |
| CONSUELO CRESPO BOFILL | - | DIRECTOR | 19/06/2008 | 19/06/2008 | VOTING AT GENERAL MEETING |
| DANIEL ENTRECANALES DOMEcq | - | DIRECTOR | 04/06/2009 | 24/05/2012 | VOTING AT GENERAL MEETING |
| FERNANDO RODÉS VILA | - | DIRECTOR | 04/06/2009 | 24/05/2012 | VOTING AT GENERAL MEETING |
| JAIME CASTELLANOS BORREGO | - | DIRECTOR | 04/06/2009 | 24/05/2012 | VOTING AT GENERAL MEETING |
| JAVIER ENTRECANALES FRANCO | - | DIRECTOR | 22/09/2011 | 24/05/2012 | VOTING AT GENERAL MEETING |
| MIRIAM GONZÁLEZ DURANTEZ | - | DIRECTOR | 10/06/2010 | 10/06/2010 | VOTING AT GENERAL MEETING |
| SOL DAURELLA COMADRÁN | - | DIRECTOR | 09/06/2011 | 09/06/2011 | VOTING AT GENERAL MEETING |
| VALENTÍN MONTOYA MOYA | - | DIRECTOR | 19/05/2001 | 24/05/2012 | VOTING AT GENERAL MEETING |

| | |
|----------------------------------|----|
| Total number of directors | 13 |
|----------------------------------|----|

Indicate any removals of directors during the year:

B.1.3. Fill out the following tables on the members of the Board and their status:

EXECUTIVE DIRECTORS

| Name or company name of director | Committee proposing appointment | Office per Company organisation chart |
|----------------------------------|---|---------------------------------------|
| JOSÉ MANUEL ENTRECANALES DOMEQ | APPOINTMENTS AND REMUNERATION COMMITTEE | CHAIRMAN AND CEO |
| JUAN IGNACIO ENTRECANALES FRANCO | APPOINTMENTS AND REMUNERATION COMMITTEE | DEPUTY CHAIRMAN AND CEO |

| | |
|--|--------|
| Total number of executive directors | 2 |
| Total % of the Board | 15.385 |

NON-EXECUTIVE PROPRIETARY DIRECTORS

| Name or company name of director | Committee proposing appointment | Name or company name of significant shareholder represented or proposing appointment |
|----------------------------------|---------------------------------|--|
| DANIEL ENTRECANALES DOMEQ | - | ENTREAZCA, BV |
| JAVIER ENTRECANALES FRANCO | - | TUSSEN DE GRACHTEN, BV |

| | |
|--|--------|
| Total number of proprietary directors | 2 |
| Total % of the Board | 15.385 |

INDEPENDENT NON-EXECUTIVE DIRECTORS

Name or company name of director

JUAN MANUEL URGOITI LÓPEZ OCAÑA

Profile

GRADUATE IN LAW. WORKED FIRST AT BANCO DE VIZCAYA, WHERE HE ATTAINED THE POSITION OF CEO, AND WAS SUBSEQUENTLY CEO OF BBV. FORMER CHAIRMAN OF AHORROBANK, BANCO DE CREDITO CANARIO AND BANCO OCCIDENTAL, CHAIRMAN OF THE INSTITUTO DE BIOLOGIA AND SUEROTERAPIA AND OF LABORATORIOS DELAGRANGE, S.A., DIRECTOR OF ANTIBIOTICOS, S.A. FORMER CHAIRMAN OF THE ROYAL BOARD OF TRUSTEES OF THE QUEEN SOFIA NATIONAL ARTS CENTRE MUSEUM, MEMBER OF THE ROYAL BOARD OF TRUSTEES OF THE PRADO MUSEUM AND MEMBER OF THE ROYAL BOARD OF TRUSTEES OF THE NATIONAL LIBRARY. HE IS CURRENTLY CHAIRMAN OF BANCO GALLEGO, DIRECTOR OF INDITEX AND CHAIRMAN OF THE JOSÉ ANTONIO DE CASTRO FOUNDATION.

Name or company name of director

BELEN VILLALONGA MORENES

Profile

PROFESSOR AT HARVARD BUSINESS SCHOOL, WHERE SHE HAS TAUGHT FINANCE AND

COMPANY VALUATION IN MBA, PHD AND EXECUTIVE PROGRAMMES SINCE JULY 2001. PHD IN BUSINESS ADMINISTRATION AND MASTER IN ECONOMICS FROM UCLA, GRADUATE AND PHD IN ECONOMICS AND BUSINESS STUDIES FROM MADRID COMPLUTENSE UNIVERSITY, WHERE SHE WAS ALSO A LECTURER. SHE IS A SPECIALIST IN CORPORATE FINANCE, CORPORATE GOVERNANCE AND BUSINESS STRATEGY.

Name or company name of director

Profile

CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIROS

LAWYER, GRADUATE IN BUSINESS (ICADE) AND CIVIL SERVICE COMMERCIAL EXPERT AND ECONOMIST. FORMER DEPUTY CHAIRMAN OF INI AND CHAIRMAN OF IBERIA AND AVIACO. PRESIDENT OF CIRCULO DE EMPRESARIOS, CHAIRMAN AND CEO OF MERCEDES-BENZ ESPANA, S.A., CURRENTLY CHAIRMAN OF FRATERNIDAD MUPRESA (WORKERS' COMPENSATION INSURANCE), INDEPENDENT DIRECTOR OF INDITEX AND CURRENTLY GOVERNMENT HIGH COMMISSIONER FOR BRAND SPAIN.

Name or company name of director

Profile

CONSUELO CRESPO BOFILL

MEMBER OF THE BOARD OF TRUSTEES OF MIRADA SOLIDARIA FOUNDATION, MEMBER OF THE ADVISORY COMMITTEE OF ESPLAI FOUNDATION AND MEMBER OF THE GOVERNING COUNCIL OF UNIVERSIDAD DE DEUSTO. INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS OF TUBACEX, S.A., LECTURER OF MASTERS' DEGREE PROGRAMMES ON INTERNATIONAL COOPERATION AT UNIVERSIDAD DEL PAÍS BASCO, UNIVERSIDAD DE BARCELONA AND UNIVERSIDAD COMPLUTENSE DE MADRID.

Name or company name of director

Profile

FERNANDO RODÉS VILA

VICE-CHAIRMAN OF HAVAS GROUP, BASED IN PARIS.

COMMENCED HIS CAREER IN 1985 IN THE CAPITAL MARKETS DIVISION OF MANUFACTURERS HANOVER TRUST BANK. APPOINTED CEO OF MEDIA PLANNING, S.A. IN 1994. IN 2006, HE BECAME CEO OF THE HAVAS GROUP, THE FIFTH-LARGEST GLOBAL COMMUNICATIONS, MARKETING AND ADVERTISING GROUP LISTED ON THE PARIS STOCK EXCHANGE (HAV), A POSITION HE HELD UNTIL MARCH 2012. HE IS CHAIRMAN OF NEOMETRICS, DIRECTOR OF OTHER COMPANIES OF HIS FAMILY GROUP, TRUSTEE OF THE NATURA/ACCIONATURA FOUNDATION AND CHAIRMAN OF THE ADVISORY COMMITTEE FOR THE SUSTAINABLE DEVELOPMENT OF THE GOVERNMENT OF CATALONIA.

Name or company name of director

Profile

JAIME CASTELLANOS BORREGO

CHAIRMAN AND CEO OF RECOLETOS MEDIA GROUP FROM 1991 UNTIL IT WAS SOLD IN 2007. CURRENTLY CHAIRMAN OF WILLIS IBERIA AND LAZARD ASESORES FINANCIEROS. HE IS ALSO A DIRECTOR OF CASBEGA AND VICE-PRESIDENT OF THE SERES FOUNDATION.

Name or company name of director

Profile

MIRIAM GONZÁLEZ DURANTEZ

LAW DEGREE FROM THE UNIVERSITY OF VALLADOLID, MASTER'S DEGREE FROM THE COLEGIO DE EUROPA AND SENIOR ASSOCIATE MEMBER, ST. ANTHONY'S COLLEGE AT OXFORD UNIVERSITY. FORMERLY AN ADVISER TO THE FOREIGN AND COMMONWEALTH OFFICE ON THE MIDDLE EAST AND EUROPEAN UNION AND ONE OF TWO FOREIGN RELATIONS COMMISSIONERS FROM 1999 TO 2004.

CURRENTLY DIRECTS THE INTERNATIONAL TRADE AND EUROPEAN GOVERNMENT RELATIONS DEPARTMENT OF THE LAW FIRM DECHERT LLP AND IS VICE-PRESIDENT OF CANNING HOUSE IN LONDON.

Name or company name of director

SOL DAURELLA COMADRÁN

Profile

DEGREE IN BUSINESS ADMINISTRATION AND MBA IN BUSINESS ADMINISTRATION FROM ESADE.

HER MAIN PROFESSIONAL ACTIVITY IS THE ADMINISTRATION OF THE FAMILY BUSINESS OF COCA-COLA CONCESSIONS IN THE IBERIAN PENINSULA AND AFRICA. SHE IS ALSO A NON-EXECUTIVE AND INDEPENDENT DIRECTOR. MEMBER OF BANCO DE SABADELL, S.A. AUDIT AND CONTROL COMMISSION INDEPENDENT DIRECTOR AND CHAIRWOMAN OF THE AUDIT AND CONTROL COMMISSION AND MEMBER OF THE APPOINTMENTS AND REMUNERATION COMMISSION EBRO FOODS, S.A. CO-CHAIRWOMAN OF THE CACAOLAT, S.L. GROUP, TRUSTEE OF DIFFERENT FOUNDATIONS (ESADE, FERO-VHIO, SCIENCE HEALTH AND EDUCATION, GUTTMAN Y AMIGOS DEL MUSEO DEL PRADO).

| | |
|--|--------|
| Total number of independent directors | 8 |
| Total % of the Board | 61.538 |

OTHER NON-EXECUTIVE DIRECTORS

| Name or company name of director | Committee proposing appointment |
|---|---|
| VALENTÍN MONTOYA MOYA | APPOINTMENTS AND REMUNERATION COMMITTEE |

| | |
|--|-------|
| Total number of other non-executive directors | 1 |
| Total % of the Board | 7.692 |

Give reasons why these other non-executive directors cannot be considered either proprietary or independent members and their relations, whether with the company or its officers, or with its shareholders:

Name or company name of director

VALENTÍN MONTOYA MOYA

Company, officer or shareholder with whom relation is maintained

Reason

Upon stepping down as an executive in 2009, he ceased to be classified as an executive director, but he cannot be classified as an independent director under Section III of the Unified Code of Corporate Governance, since the five years legal term has not yet elapsed, nor can he be classified as a proprietary director since his appointment is not based on his being a shareholder.

Indicate any variations in the status of each director that may have occurred during the year:

B.1.4 Describe, if applicable, the reasons why proprietary directors have been appointed at the initiative of shareholders whose shareholding is less than 5%.

State if formal requests for a presence of the Board have been rejected from shareholders with a shareholding equal to or greater than that of others who have been successfully appointed proprietary directors. If applicable, state the reasons for such rejection:

NO

B.1.5 State if a director has resigned from his or her directorship before completing the term of office, if such director has given his or her reasons to the Board and by what means; and, if the reasons have been notified in writing to the entire Board, describe below at least the reason argued by the director:

NO

B.1.6. Indicate what powers, if any, have been delegated to the Chief Executive Officer/s:

Name or company name of director

JOSÉ MANUEL ENTRECANALES DOMECCQ

Brief description

All the Board's, except where delegation is prohibited by law, on a joint and several basis.

Name or company name of director

JUAN IGNACIO ENTRECANALES FRANCO

Brief description

All the Board's, except where delegation is prohibited by law, on a joint and several basis.

B.1.7 Identify, as appropriate, the Board members who hold office as administrators or executives at other companies forming part of the listed company's group:

B.1.8. Give details, as appropriate, of any directors of the company who are members of the Boards of Directors of other non-Group companies that are listed on official securities markets in Spain, as disclosed to the Company:

| Name or company name of director | Company name of listed company | Office |
|---|---------------------------------------|---------------|
| JUAN MANUEL URGOITI LOPEZ OCAÑA | INDUSTRIA DE DISEÑO TEXTIL, S.A. | DIRECTOR |
| CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIROS | INDUSTRIA DE DISEÑO TEXTIL, S.A. | DIRECTOR |
| CONSUELO CRESPO BOFILL | TUBACEX, S.A. | DIRECTOR |
| SOL DAURELLA COMADRÁN | EBRO FOODS, S.A. | DIRECTOR |
| SOL DAURELLA COMADRÁN | BANCO SABADELL, S.A. | DIRECTOR |

B.1.9 State and, if applicable, explain if the company has set forth rules on the number of boards on which its directors may hold seats:

YES

| Explanation of rules |
|--|
| Under Article 38-1.c.) of the Board of Directors Regulation, directors may not belong to the Boards of more than four listed companies (not counting ACCIONA). |

B.1.10 In relation to recommendation 8 of the Unified Code, state the company general policies and strategies whose approval is reserved for the full Board:

| | |
|---|-----|
| Investment and financing policy | YES |
| Definition of the structure of the corporate group | YES |
| Corporate governance policy | YES |
| Corporate social responsibility policy | YES |
| Strategic or business plan and the annual management objectives and budgets | YES |
| Remuneration and performance evaluation policy for senior executives | YES |
| Risk control and management policy and periodic monitoring of internal reporting and control systems | YES |
| Dividend policy and treasury shares policy and, in particular, limits thereon | YES |

B.1.11 Fill out the following tables on the aggregate remuneration of directors accrued during the year:

a) At the reporting company:

| Remuneration item | Data in thousands of Euros |
|--|----------------------------|
| Fixed remuneration | 1,530 |
| Variable remuneration | 4,400 |
| Attendance fees | 1,670 |
| Bylaw-stipulated directors' emoluments | 0 |
| Share options and/or other financial instruments | 153 |
| Other | 0 |

| | |
|--------------|-------|
| Total | 7,753 |
|--------------|-------|

| Other benefits | Data in thousands of Euros |
|--|----------------------------|
| Advances | 0 |
| Loans granted | 0 |
| Pension funds and plans: Contributions | 0 |
| Pension funds and plans: Obligations | 0 |
| Life insurance premiums | 0 |
| Guarantees provided by the Company for directors | 0 |

b) Due to membership of the Company's directors of other boards of directors and/or of the senior management of Group companies:

| Remuneration item | Data in thousands of Euros |
|--|----------------------------|
| Fixed remuneration | 0 |
| Variable remuneration | 0 |
| Attendance fees | 0 |
| Bylaw-stipulated directors' emoluments | 0 |
| Share options and/or other financial instruments | 0 |
| Other | 0 |

| | |
|--------------|---|
| Total | 0 |
|--------------|---|

| Other benefits | Data in thousands of Euros |
|--|-----------------------------------|
| Advances | 0 |
| Loans granted | 0 |
| Pension funds and plans: Contributions | 0 |
| Pension funds and plans: Obligations | 0 |
| Life insurance premiums | 0 |
| Guarantees provided by the Company for directors | 0 |

c) Total remuneration by type of director:

| Type of director | By Company | By Group |
|-------------------------------------|-------------------|-----------------|
| Executive directors | 6,233 | 0 |
| Non-executive proprietary directors | 190 | 0 |
| Independent non-executive directors | 1,115 | 0 |
| Other non-executive directors | 215 | 0 |

| | | |
|--------------|-------|---|
| Total | 7,753 | 0 |
|--------------|-------|---|

d) With respect to profit attributable to the Parent

| | |
|--|-------|
| Total directors' remuneration (thousands of Euros) | 7,753 |
| Total directors' remuneration/profit attributable to the parent company (stated as %) | 4.1 |

B.1.12 Identify the senior executives who are not executive directors, and indicate the total remuneration accrued for them during the year:

| Name or company name | Office |
|-------------------------------------|--|
| FÉLIX RIVAS ANORO | GENERAL MANAGER, INNOVATION, ENVIRONMENT, QUALITY AND PURCHASING AREA |
| PÍO CABANILLAS ALONSO | GENERAL MANAGER, CORPORATE IMAGE AND GLOBAL MARKETING |
| CARLOS LÓPEZ FERNÁNDEZ | GENERAL MANAGER ACCIONA ENGINEERING AND FACILITIES |
| ALFONSO CALLEJO MARTÍNEZ | GENERAL MANAGER, CORPORATE RESOURCES |
| RAÚL BELTRÁN NÚÑEZ | GENERAL MANAGER, INTERNAL AUDIT |
| FRANCISCO ADALBERTO CLAUDIO VÁZQUEZ | GENERAL MANAGER ACCIONA INFRASTRUCTURES, INTERNATIONAL AND CONCESSIONS |
| LUIS CASTILLA CÁMARA | CHAIRMAN OF ACCIONA WATER DIVISION |
| MACARENA CARRIÓN LÓPEZ DE LA GARMA | GENERAL MANAGER PRESIDENTIAL AREA |
| MARIA DEL CARMEN BECERRIL MARTÍNEZ | CHAIRMAN ACCIONA ENERGY DIVISION |
| RAFAEL MATEO ALCALÁ | GENERAL MANAGER ACCIONA ENERGY DIVISION |
| MARÍA DOLORES SARRIÓN MARTÍNEZ | GENERAL MANAGER, CORPORATE RESOURCE AREA |
| JORGE VEGA-PENICHER LÓPEZ | GENERAL SECRETARY |
| RICARDO MOLINA OLTRA | GENERAL MANAGER ACCIONA SERVICE DIVISION |
| ISABEL ANTÚNEZ CID | GENERAL MANAGER ACCIONA PROPERTY DIVISION |
| JOSÉ JOAQUÍN MOLLINADO CHOCANO | GENERAL MANAGER, INSTITUTIONAL RELATIONS |
| JOSÉ MARIA FARTO PAZ | GENERAL MANAGER ACCIONA INFRASTRUCTURE AREA 3 |
| ARANTZA EZPELETA PURAS | GENERAL MANAGER, GLOBAL BUSINESS DEVELOPEMENT AREA |
| JUAN RAMÓN SILVA FERRADA | GENERAL MANAGER, SUSTAINABLE DEVELOPMENT AREA |
| JOSÉ MANUEL TERCEIRO MATEOS | GENERAL MANAGER ECONOMIC AND FINANCIAL AREA ACCIONA INFRASTRUCTURE |
| JAVIER-PÉREZ-VILLAMIL MORENO | GENERAL MANAGER ACCIONA INFRASTRUCTURE AREA 1 |
| JUAN MANUEL CRUZ PALACIOS | GENERAL MANAGER, HUMAN RESOURCES MANAGEMENT |
| JUSTO VICENTE PELEGRINI | GENERAL MANAGER ACCIONA INFRASTRUCTURE AREA 2 |
| CARLOS NAVAS GARCIA | GENERAL MANAGER ACCIONA AIRPORT SERVICES |
| JOSÉ ÁNGEL TEJERO SANTOS | GENERAL MANAGER, FINANCE |

| Name or company name | Office |
|--|--|
| | AND RISKS |
| JESÚS ALCAZAR VIELA | GENERAL MANAGER ACCIONA INFRASTRUCTURES FOR LATIN AMERICA |
| JUAN GALLARDO CRUCES | CHIEF FINANCIAL OFFICER |
| PEDRO MARTÍNEZ MARTÍNEZ | CHAIRMAN ACCIONA INFRASTRUCTURES DIVISION |
| VICENTE SANTAMARÍA DE PAREDES CASTILLO | GENERAL MANAGER LEGAL SERVICES |
| JUAN MURO-LARA GIROD | GENERAL MANAGER, CORPORATE DEVELOPMENT AND INVESTOR RELATIONS |
| IGNACIO AGUILERA CARMONA | GENERAL MANAGER ACCIONA TRANSMEDITERRANEAN DIVISION |
| JOSÉ LUIS BLANCO DIÉGUEZ | GENERAL MANAGER, ACCIONA WINDPOWER |
| MAREK JOZEFIAK | GENERAL MANAGER, POLAND REGION, CHAIRMAN MOSTOSTAL WARSZAWA |
| JAROSLAW POPIOLEK | GENERAL MANAGER, POLAND REGION |
| PEDRO RUIS OSTA | GENERAL MANAGER, ACCIONA WINDPOWER |
| ROBERT PARK | GENERAL MANAGER, CANADIAN REGION |
| FIDEL ANDUEZA RETEGUI | INTERNATIONAL GENERAL MANAGER |
| ANTONIO GRÁVALOS ESTÉBAN | GENERAL MANAGER ACCIONA TRANSMEDITERRANEAN DIVISION |
| ALBERTO DE MIGUEL ICHASO | GENERAL MANAGER ACCIONA ENERGY DIVISION. STRATEGY AND NEW BUSINESSES |

| | |
|---|--------|
| Total remuneration of senior executives (thousand Euros) | 22,677 |
|---|--------|

B.1.13 Identify in aggregate terms whether there are any guarantee or golden parachute clauses for senior executives, including executive directors of the Company or of its group, in the event of termination or changes in control. State if such agreements should be reported and/or approved by the bodies of the Company or its group:

| | |
|--------------------------------|---|
| Number of beneficiaries | 6 |
|--------------------------------|---|

| | Board of Directors | Annual General Meeting |
|-------------------------------|--------------------|------------------------|
| Body approving clauses | YES | NO |

| | |
|--|-----|
| Is the Annual General Meeting informed of the clauses? | YES |
|--|-----|

B.1.14 Describe the process for setting Board members' remuneration and the relevant provisions in the company bylaws.

| Process for setting Board members' remuneration and the relevant provisions in the company bylaws |
|--|
| <p>Article 31.2 of the Bylaws establishes that the Board of Directors is entitled to 5% of profit each year after making allocations to the items referred to in paragraphs first, second and third of Article 47.2 of the Bylaws, unless the Shareholders' Meeting, at the proposal of the Board of Directors, determines a smaller percentage when it approves the financial statements.</p> <p>Directors' remuneration is distributed in the proportion decided upon by the Board.</p> <p>Subject to a prior decision by the Shareholders' Meeting with the legally required scope, executive directors may also be remunerated with shares or stock options or another remuneration system referenced to the share price.</p> <p>Article 55 of the Board Regulation establishes that the Board of Directors will determine the directors' remuneration regime within the framework established by the Bylaws.</p> <p>The decision must be based on a report on the subject issued by the Nomination and Remuneration Committee.</p> <p>The Board of Directors must ensure that directors' remuneration is moderate and in line with the market rate at companies of a similar size and activity, favoring systems which link a significant part of the remuneration to dedication to Acciona.</p> <p>The Board of Directors must also ensure, in the case of variable awards, that remuneration policies include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, or circumstances of this kind.</p> <p>The remuneration regime must allocate analogous remuneration to similar functions and dedication.</p> <p>The remuneration system for independent directors must seek to provide sufficient incentive for dedication without compromising their independence.</p> <p>Remuneration of proprietary directors for their duties as director must be in proportion to that received by other directors, and must not represent special treatment regarding the remuneration of the shareholder who proposed their appointment.</p> <p>Remuneration of executive directors derived from their membership of the Board of Directors must be compatible with other professional or occupational remuneration they receive for the executive or consultancy functions they undertake at Acciona or in its Group</p> <p>The executive directors may be beneficiaries of remuneration systems that comprise the delivery of shares or stock options or any other remuneration system referenced to the share price. In that case, the Board must submit a proposal in this connection to the Shareholders' Meeting.</p> <p>Directors' remuneration must be transparent.</p> <p>The Board of Directors must adopt the necessary measures to ensure that the Annual Report discloses the directors' remuneration for their positions as such and for each item, Furthermore, also for each one of the items, on the remunerations of executive directors.</p> <p>Information must also be given on the relationship in the year between the remuneration obtained by executive directors and the Company's profits, or some other measure of enterprise results.</p> <p>Acciona may arrange director liability insurance and a director pension system.</p> <p>The Appointments and Remuneration Committee is in charge of evaluating the system and amount of the annual remunerations of executives and senior managers, and propose to the Board of Directors the remuneration policy for directors and senior managers, the individual remuneration and other contractual conditions of executive directors.</p> <p>Total remuneration paid to the Board of Directors for discharging its duty as the Company's governing body in 2012 was EUR 1,670,000; the breakdown of this figure on the basis of membership of the Board of Directors and the various Committees is shown in the Notes to the Financial Statements for the reporting period and in the annual report on directors' remuneration policy.</p> <p>On 1 July 2009, the Board of Directors approved the proposal made by the Nomination and Remuneration Committee with regard to the remuneration of directors for membership of the Board of Directors and its Committees in the following terms</p> <p>75,000 euros for membership of the Board of Directors.</p> <p>25,000 euros for the position of Independent Vice-Chairman.</p> <p>50,000 euros for membership of the Executive Committee.</p> <p>50,000 euros for membership of the Audit Committee.</p> <p>40,000 euros for membership of the Nomination and Remuneration Committee.</p> <p>40,000 euros for membership of the Sustainability Committee.</p> <p>These amounts, which were not increased since 2009, are fixed annual amounts paid in quarterly installments (allocated if applicable according to the changes in the Committees' structure) regardless of the number of meetings that are held in the year. No specific per diems are paid for attending meetings. The executive directors who are members of the Executive Committee did not receive any remuneration for their membership of that Committee as it was considered to be included in the remuneration for their professional services as directors</p> <p>Following a detailed comparative survey of remunerations received in international and IBEX 35 companies, and based on</p> |

| Process for setting Board members' remuneration and the relevant provisions in the company bylaws |
|---|
| <p>the fact that Board of Directors remuneration had not been updated since 2004, the Nomination and Remuneration Committee drafted a proposal in the foregoing terms and submitted it to the Board of Directors, which approved it on 1 July 2009.</p> <p>The Committee considers that its proposal is in line with the market rate in companies of similar size and activity, that comparable functions and dedication are remunerated in an analogous manner without compromising directors' independence, while providing a suitable incentive to even greater involvement in the Committees.</p> |

State whether any of the following decisions are reserved for approval by the full Board.

| | |
|--|-----|
| At the proposal of the Company's chief executive, the appointment and possible removal of senior executives, as well as their indemnity clauses. | YES |
| The remuneration of directors and, in the case of executive directors, the additional compensation for their executive functions and other conditions to be fulfilled by their contracts. | YES |

B.1.15 State whether the Board of Directors approves a detailed remuneration policy and specify the issues on which it makes a pronouncement:

YES

| | |
|---|-----|
| Amount of fixed components, with an itemisation, where applicable, of fees for participation at the meetings of the Board and its Committees and an estimate of the annual fixed remuneration derived therefrom. | YES |
| Variable remuneration components. | YES |
| Main characteristics of social security systems, with an estimate of their amount or equivalent annual cost | YES |
| Terms to be observed by agreements from those who perform senior management functions as executive directors. | YES |

B.1.16 State whether the Board brings before the General Meeting for a vote, as a separate point on the agenda, and on a consultative basis, a report on the directors remuneration policy. If so, explain the aspects of the report in relation to the remuneration policy approved by the Board for the coming years, the most significant changes therein with respect to the one applied during the year and an overall summary of how the remuneration policy was applied during the fiscal year. Describe the role played by the Remuneration Committee and state whether outside advisory service has been used. If so, identify the external consultants providing such advice:

YES

| Issues on which the remuneration policy report makes a pronouncement |
|---|
| <p>The report about 2011 remunerations policy submitted to consultative vote at the Annual General Meeting and approved with the favourable vote of 90.7535% of the voting share capital attending the Annual General Meeting, states the following:</p> <ul style="list-style-type: none"> - Remuneration for performing joint supervision and decision-making functions derived from being a member of the Board. (detailed on an individual basis by director). - Remuneration for performing executive functions in the company (indicating the different components, fixed and variable amounts and issuing of shares) and broken down by executive director. - Term, notice periods and termination benefit clauses for directors performing executive functions. - Relation between directors' remuneration for executive functions and 2012 Company Profits and Remunerations Policy. |

| Remuneration Committee's role |
|---|
| <p>The Appointments and Remuneration Committee prepares the proposal for the remunerations policy, which is then subscribed by the Board and submitted to shareholders at the Annual General Meeting.</p> |

| | |
|---|----|
| Has external advisory service been used? | NO |
|---|----|

Identify the external consultants

B.1.17 Indicate, as appropriate, which Board members are, in turn, members of the Boards of Directors or executives or employees of companies that hold significant ownership interests in the listed Company and/or group companies:

Give details, as appropriate, of any material relationships, other than those envisaged under the preceding heading, of the members of the Board of Directors with significant shareholders and/or at Group companies:

Name or company name of associated director

JOSÉ MANUEL ENTRECANALES DOMEcq

Name or company name of significant associated shareholder

ENTREAZCA, BV

Description of relationship

Shareholder

Name or company name of associated director

JUAN IGNACIO ENTRECANALES FRANCO

Name or company name of significant associated shareholder

TUSSEN DE GRACHTEN, BV

Description of relationship

Shareholder

Name or company name of associated director

DANIEL ENTRECANALES DOMEcq

Name or company name of significant associated shareholder

ENTREAZCA, BV

Description of relationship

Shareholder

Name or company name of associated director

JAVIER ENTRECANALES FRANCO

Name or company name of significant associated shareholder

TUSSEN DE GRACHTEN, BV

Description of relationship

Shareholder

B.1.18 Indicate the amendments, if any, to the Board Regulations during the year:

YES

Description of Modifications

The Board of Directors of Acciona, S.A., amended articles 18.3 and 22.1, second paragraph, of the Board of Directors Regulations, with the purpose of adapting them to the amendments made to the bylaws agreed upon by the Shareholders' Meeting on 24 May 2012, and which read as follows:

"Third item of Article 18. Chairman

3. The Chairman shall also summon the Board of Directors when this is requested by a Vice-chairman, a Chief Executive Officer, a Managing Director or one third of the members of the Board."

"Second paragraph of Article 22.1. Meetings of the Board of Directors

The Board of Directors shall also need to be summoned whenever this is requested by a Vice-chairman, a Chief Executive Officer, a Managing Director or one third of the member of the members of the Board. If one month has elapsed since reception of the request without the Chairman having summoned the Board meeting without sufficient grounds, the meeting may be summoned by whoever may request it to be summoned, indicating the agenda for the meeting at the company's registered office.

The consolidated Regulations with approved modifications was notified to the CNMV as a relevant fact on 25 May 2012 under registry number 165408.

B.1.19 Indicate the procedures for the appointment, re-election, evaluation and removal of directors. Give details of the competent bodies, the formalities to be fulfilled and the criteria to be used in each of the procedures.

Directors are appointed by the Shareholders' Meeting, except when they are coopted by the Board of Directors in order to fill a vacancy and when they are appointed by shareholders exercising their right to proportional proxy.

The Board of Directors must respect the Regulation when proposing the appointment of directors to the Shareholders' Meeting and when deciding on cooptations.

The composition of the Board of Directors will include Proprietary, Independent and Executive directors.

Proposals to appoint or reappoint directors made by the Board of Directors to the Shareholders' Meeting, and the provisional appointment of directors by cooption, must be approved by the Board of Directors based on a proposal by the Nomination and Remuneration Committee in the case of independent directors, or on the basis of an opinion issued by the Nomination and Remuneration Committee, in the case of other classes of directors.

In exercising its powers to propose appointments to the Shareholders' Meeting and to coopt, the Board of Directors must strive to ensure that external directors (proprietary and independent) represent an ample majority with respect to executive directors, while the number of executive directors should be as small as is practical bearing in mind the complexity of the corporate Group and the ownership interests they control; independent directors must account for at least one-third of the total.

The Board of Directors and the Appointments and Remunerations Committee will seek, within the scope of their corresponding functions, to guarantee that candidates elected as Independent Directors be professionals of renowned solvency, competence and experience, willing to dedicate sufficient time to the functions specific to the position. Any Board member may suggest directorship candidates to the Nomination and Remuneration Committee for consideration.

The Nomination and Remuneration Committee must also advise the Board of Directors on the reappointment of directors. In its recommendation, the Nomination and Remuneration Committee must evaluate the quality of work and dedication to duties during the director's term.

The Board of Directors Regulations entrust the Appointments and Remuneration Committee with the following basic responsibilities, among others:

- a. Evaluate the balance of skills, knowledge and experience on the Board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties;
- b. Formulate and review the criteria to be employed regarding the composition of the Board of Directors and the selection of candidates;
- c. Make proposals to the Board of Directors as to the appointment of independent directors, for remittal to the Shareholders' Meeting or for approval by the Board itself by means of cooption, and to advise on the appointments of other categories of directors;
- d. Oversee the selection processes to ensure that there is no implicit bias preventing the appointment of directors due to personal circumstances;

The quality and efficiency of the Board's operation; for the Board Chairman and Vice-chairmen to perform their duties and to ensure the Board's Executive Committee and other Committees work smoothly, based on the report they submit to this end. The evaluation is carried out through individual forms that are filled out anonymously by each director and once completed, the Audit Committee and the Appointments and Remuneration Committee analyse the results and send the related reports to the Board of Directors.

Directors cease to hold office:

- By their own decision, at any time.
- When required by the Shareholders' Meeting in exercise of its legally granted authority;
- When, following expiration of the term for which they were elected, the next Shareholders' Meeting is held or the legal deadline for holding the next Shareholders' Meeting has passed.

The General Shareholders' Meeting in 2012 approved the proposal to amend the bylaws in Article 31.1 of the company bylaws, reducing the term of directors' appointments to three years instead of five, regardless of the fact that they may be re-elected once or several times.

The new three-year term under the bylaws is applicable to all directors whose appointment or re-election took place during that Shareholders' Meeting and those who shall be appointed or re-elected going forward. For those appointed previously, the term of office will continue to abide by the criterion set forth by the General Directorate for Registries and Public Notaries (RDGRN dated 4 May 2006 and 18 March 2011), regardless of the decisions the Shareholders' Meeting may adopt to this end.

Directors must also tender their resignation to the Board of Directors and, if the latter deems it appropriate, resign in the cases stated in Section B.1.20.

In 2012, the Appointments and Remuneration Committee proposed the following to the Board of Directors: the re-election of Jaime Castellanos Borrego and Fernando Rodes Vila as independent directors, the ratification of Javier Entrecanales Franco based on a favourable opinion, and the re-election of Daniel Entrecanales Domecq, as proprietary directors, as well as of José Manuel Entrecanales Domecq, Juan Ignacio Entrecanales Franco and Valentín Montoya Moya, as executive directors and another non-executive director, respectively.

B.1.20 Indicate the cases in which the directors must resign.

Directors shall make their seats available to the Board of Directors and formally resign under the following circumstances:

- a) In the case of proprietary directors, when the reasons for which they were appointed no longer apply; this is understood to be the case when the entity or business group they represent ceases to hold a significant stake in the capital of Acciona, or when that entity or corporate group requests their replacement as director;
- b) In the case of independent directors, if they join the executive ranks of Acciona or any of its subsidiaries, or if, for another reason, they fulfill any of the conditions which render them unfit to be independent directors
- c) In the case of executive directors, when they cease to hold the executive post which led to their appointment as directors
- d) When they fulfill any of the conditions of incompatibility or prohibition envisaged in the Law or the Regulation.
- e) When they have been reprimanded by the Audit Committee for a serious breach of any of their obligations as director
- f) When their presence on the Board might affect the credit or reputation of Acciona and its Group in the market or jeopardize their interests in any other way and, in particular, if they are charged or tried with any of the crimes set out in Article 213 of the Corporations Law.

B.1.21 State whether the chairman of the Board of Directors also performs the functions of the company's Chief Executive. If so, describe the measures taken to limit the risks of power being concentrated in the hands of one person:

YES

| Measures to limit risks |
|--|
| Decisions and powers which correspond to both the Board of Directors and the Committees, and the existence of an Executive Committee, are considered to be adequate measures to limit the risks of a single person accumulating power. |

Indicate, and if applicable describe, any rules that have been established that authorise an independent director to request that a Board meeting be called or that new topics be included on the agenda, to coordinate and voice the concerns of non-executive directors and to manage the evaluation by the Board of Directors:

YES

| Explanation of rules |
|--|
| Under the Board of Directors Regulation, the Vice-Chairman or, if there are several, one of them, must be an independent director and will act as coordinator, reflecting the concerns of the external directors and directing the Board's evaluation of the Chairman. |
| Under the Bylaws, a Board meeting must necessarily be called at the request of a Vice-Chair, a CEO, a Director-General Manager or one third of directors. The Bylaws also state that, before or during any Board meeting, the directors are entitled to place any item on the agenda for discussion and voting subject to the Chairman's prudent decision. |

B.1.22 Are qualified majorities, other than statutory majorities, required for any type of decision?

NO

Describe how resolutions are adopted by the Board of Directors and specify, at least, the minimum attendance quorum and the type of majority for adopting resolutions:

Description of the Agreement

Other Board of Directors resolutions, except for those reserved for power delegation.

| | |
|--|-------|
| Quorum | % |
| Half plus one of the number of directors established by the Shareholders' Meeting, even if that number has not been fully covered or vacancies have arisen subsequently. | 51.00 |

| | |
|--|-------|
| Type of majority | % |
| Absolute majority of the directors present or represented by proxy. In the event of a tie, the Chairperson or Acting Chair has a casting vote. | 51.00 |

Description of the Agreement

The permanent delegation of powers in the Executive Committee or one or several Managing Directors, and the appointment of the members of the Board who will hold those offices.

| | |
|--|-------|
| Quorum | % |
| Two thirds of the total number of Board members established by the Annual General Meeting, even if said number is not achieved, or even if vacancies occur thereafter. | 66.66 |

| | |
|---|-------|
| Type of majority | % |
| Favourable vote of two thirds of the total number of Board members established by the Annual General Meeting, even if said number is not achieved, or even if vacancies occur thereafter. | 66.66 |

B.1.23. Explain whether there are any specific requirements, apart from those relating to the directors, to be appointed Chairman.

NO

B.1.24. State whether the Chairman has a casting vote:

YES

| |
|---|
| Matters to which casting vote applies |
| Resolutions must be adopted by an absolute majority of the Board members present and represented. In the event of a tie, the Chair or Acting Chair has a casting vote, as provided in Article 37 of the Bylaws. |

B.1.25. Indicate whether the bylaws or the board regulations set any age limit for directors:

NO

| | | |
|-------------------------------|--------------------------------------|--------------------------------|
| Age limit for Chairman | Age limit for Chief Executive | Age limit for Directors |
| 0 | 0 | 0 |

B.1.26 Indicate whether the Bylaws or the Board Regulations set a limited term of office for independent directors:

NO

| | |
|---------------------------------------|---|
| Maximum term of office (years) | 0 |
|---------------------------------------|---|

B.1.27 If the number of female Board members is nil or small, explain the reasons why and describe the initiatives adopted to correct this situation.

| Description of the reasons and initiatives |
|--|
| <p>The Board of Directors promotes all the necessary policies to ensure that selection processes are free from any implicit bias that might prevent the selection not only of directors but also of any employee, and in the search for candidates who have the requisite skill, knowledge and experience for the position, as reflected in point 4.3 of the Acciona Code of Conduct: ensuring equality through its action policies, and not accepting any type of discrimination in the professional sphere.</p> <p>The number of female directors is 4, representing 30.7% of total number of Board members.</p> |

In particular, state whether the Appointments and Remuneration Committee has laid down any procedures so that the selection processes are not affected by implicit biases that may hinder the selection of female directors, and instead deliberately seek out female candidates with the required profile:

NO

B.1.28 Indicate whether there are any formal procedures for granting proxies to vote at Board meetings. If so, give brief details.

The Board Regulation establishes that directors must attend Board meetings although, as an exception, the Chair may authorise the participation of directors by video conference, telephone or any other telecommunications media which enables unequivocal identification of the director and maintains the confidentiality of the discussions. In such cases, directors who so participate in the meeting are taken to be present.

When directors cannot attend in person, which must only occur for especially justified reasons, and cannot attend via distance communication media, the director must grant a proxy to another member of the Board and, where possible, issue appropriate voting instructions. The proxy must be granted by letter or by any other written media which the Chair judges to be sufficient.

B.1.29. Indicate the number of Board meetings held during the year and how often the Board has met without the Chairman's attendance:

| | |
|---|----|
| Number of Board meetings | 10 |
| Number of Board meetings without Chairman's attendance | 0 |

Indicate how many meetings of the various Board Committees were held during the year.

| | |
|---|---|
| Number of Executive or Delegated Committee meetings | 0 |
| Number of Audit Committee meetings | 7 |
| Number of Appointments and Remuneration Committee meetings | 8 |
| Number of Appointments Committee meetings | 0 |
| Number of Remuneration Committee meetings | 0 |

B.1.30 State the number of meetings held by the Board of Directors during the financial year, which were not attended by all members. For this purpose, appointments of representatives without specific instructions will be considered non-attendance:

| | |
|--|-------|
| Number of non-attendance by directors during the period | 5 |
| % non-attendance of total votes during the period | 3.840 |

B.1.31 Indicate whether the individual and consolidated financial statements submitted for approval by the Board are duly certified:

NO

Indicate, as appropriate, the person(s) who certified the Company's individual and consolidated financial statements for formal preparation by the Board:

B.1.32 Explain the mechanisms, if any, established by the Board of Directors to prevent the individual and consolidated financial statements prepared by it from being submitted at the Annual General Meeting with a qualified auditors' report.

The Board of Directors must draw up the financial statements in such away as not to warrant qualification by the auditor. Nevertheless, when the Board deems that it must uphold its position, the Chair of the Audit Committee and the auditors must clearly explain the scope and content of the discrepancies to the shareholders.

One of the Audit Committee's functions is to serve as a communication channel between the Board of Directors and the external auditor, evaluate the results of each audit and the management team's response to any recommendations, and act as mediator in the event of any dispute between the former and the latter regarding the accounting principles and criteria used to prepare the financial statements.

It is expected that the 2012 separate and consolidated financial statements will be presented to the Shareholders' Meeting without any qualifications in the Auditors' Report.

B.1.33 Is the Board Secretary a director?

NO

B.1.34 Describe the procedures for appointment and removal of the Board Secretary, stating whether the appointment and removal are reported on by the Appointments Committee and approved by the full Board.

| Appointment and removal procedure |
|---|
| The Secretary of the Board is appointed by the Board of Directors, following consultation with the Nomination and Remuneration Committee. Removal of the Secretary is also a competency of the Board of Directors, following consultation with the Committee. The same procedure applies to the Vice-Secretary. |

| | |
|--|-----|
| Does the Appointment Committee report on the appointment? | YES |
| Does the Appointment Committee report on the removal? | YES |
| Is the appointment approved by the full Board? | YES |
| Is the removal approved by the full Board? | YES |

Is the Board Secretary charged with the function of procuring, most especially, compliance with the good governance recommendations?

YES

B.1.35 Indicate the mechanisms, if any, established by the Company to preserve the independence of the auditors, of financial analysts, of investment banks, and of rating agencies.

The Board of Directors Regulation requires that the Board establish, via the Audit Committee, a stable professional relationship with the external auditors of Acciona and its Group, while strictly respecting their independence. Also, to guarantee the auditor's independence, the Audit Committee must:

- a) Receive from the external auditors an annual written confirmation of their independence from the entity/ies directly or indirectly related to the them, as well as information concerning the additional services of any kind rendered to such entities by said auditors or companies, or by the individuals or entities related to them pursuant to Account Auditing legislation and other applicable regulations.
- b) Issue an annual report stating its opinion on the auditors' or audit companies' independence before the audit report is issued. This report shall refer to the provision of additional services mentioned.
- c) The Company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- d) The Committee should ensure that the Company and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements established to safeguard auditors' independence.
- e) In the event of resignation of the auditor, the Committee should examine the circumstances motivating said resignation.

The Audit Committee may not propose to the Board of Directors, and the Board may not propose to the Shareholders' Meeting, the appointment as auditors of Acciona or its Group of any audit firm that is in a situation of incompatibility under the audit legislation.

The Board of Directors must make public disclosure (in the Notes to the Financial Statements) of the overall fees paid for the external audit of the financial statements and those paid for other services provided by professionals linked to the external auditor, giving a breakdown of fees paid to the auditor and to any other company in its group or to any other company to which the auditor is related by virtue of common ownership, management or control.

In relations with financial analysts, the Board of Directors applies the same principles as in dealings with shareholders, striving to treat them equally, taking particular care with regard to symmetrical and simultaneous disclosure to the market of data, estimates and plans that may impact the share price in the securities markets.

B.1.36 State whether the Company has changed its external auditor during the period. If so, identify the incoming and outgoing auditors:

NO

| Outgoing auditor | Incoming auditor |
|------------------|------------------|
| | |

If there were disagreements with the outgoing auditor, describe the content of such differences:

NO

B.1.37 Indicate whether the audit firm performs other non-audit work for the Company and/or its group and, if so, state the amount of fees received for such work and the percentage over the fees billed to the Company and/or its Group:

YES

| | Company | Group | Total |
|--|---------|--------|--------|
| Amount of other non-audit work (thousands of Euros) | 2,089 | 2,357 | 4,446 |
| Amount of other non-audit work/total amount billed by audit firm (as a %) | 83.730 | 48.600 | 60.530 |

B.1.38 State whether the audit report on the financial statements for the previous year contained reservations or qualifications. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of those reservations or qualifications.

NO

B.1.39. Indicate the number of years that the current audit firm has been uninterruptedly auditing the financial statements of the Company and/or the Group. Also indicate the number of years audited by the current audit firm as a percentage of the total number of years during which the financial statements have been audited:

| | Company | Group |
|--------------------------------------|---------|-------|
| Number of uninterrupted years | 11 | 11 |

| | Company | Group |
|--|---------|-------|
| Number of years audited by current firm/number of years the Company has been audited (as a %) | 47.8 | 47.8 |

B.1.40 Indicate any ownership interests, disclosed to the Company, held by the members of the Company's Board of Directors in the capital of entities engaging in an activity that is identical, similar or complementary to the activity that constitutes the object of the Company or of its Group. Also indicate the positions they hold or the functions they discharge at these companies.

| Name or company name of director | Name of investee | Equity interest % | Position / functions |
|----------------------------------|---|-------------------|----------------------------|
| JOSÉ MANUEL ENTRECANALES DOMECCQ | GLOBAL LUBBOCK, S.L. | 55.560 | Sole Director |
| JUAN IGNACIO ENTRECANALES FRANCO | HEF INVERSORA, S.A. | 1.460 | DIRECTOR |
| JUAN IGNACIO ENTRECANALES FRANCO | GLOBAL BURIDAN, S.L. | 100.000 | - |
| JUAN IGNACIO ENTRECANALES FRANCO | NEXOTEL ADEJE, S.A. | 1.300 | CO-DIRECTOR |
| DANIEL ENTRECANALES DOMECCQ | ENTRERIVER, S.A. | 99.990 | JOINT AND SEVERAL DIRECTOR |
| DANIEL ENTRECANALES DOMECCQ | LOIX CREACIONES, S.L. | 99.990 | - |
| DANIEL ENTRECANALES DOMECCQ | FRACTALIA REMOTE SYSTEM, S.L. | 0.000 | DIRECTOR |
| DANIEL ENTRECANALES DOMECCQ | INVERSIONES INMOBILIARIAS POLO DE LA ESTRELLA, S.L. | 79.000 | - |
| FERNANDO RODÉS VILA | ACACIA ISP, S.L. | 18.000 | - |
| JAVIER ENTRECANALES FRANCO | HEF INVERSORA, S.A. | 1.460 | DIRECTOR |
| JAVIER ENTRECANALES FRANCO | NEXOTEL ADEJE, S.A. | 1.300 | - |

B.1.41 Indicate whether there is a procedure for directors to be able to receive outside advisory services:

YES

Details of procedure

Article 41 of the Board of Directors Regulation establishes that, to discharge their duties, directors may request the engagement, at Acciona's expense, of legal, accounting, financial and other advisors.

The engagement of such external advisors is limited to matters regarding specific significant and complex problems which arise in the course of the directors' duties.

The request to engage advisors to aid external directors must be communicated beforehand to the Chair of the Board of Directors.

The engagement of advisors to aid directors may be vetoed by an absolute majority of the Board of Directors where it deems that:

- a) it is not necessary for the proper discharge of the duties entrusted to the directors;
- b) the cost is not reasonable in view of the scale of the problem;
- c) the technical assistance that is required may be provided appropriately by Acciona experts and technicians; or
- d) it may jeopardize the confidentiality of the data to be handled.

If the Chair of the Board of Directors convenes a Board meeting to decide whether or not to veto the engagement of advisors, the engagement is postponed until the meeting is held or the resolution adopted. The decision must not be delayed to such an extent as to render void the rights of directors.

In 2012, no director requested the engagement of external advisors at Acciona's expense.

B.1.42. Indicate whether there is a procedure for the directors to be able to receive the necessary information to prepare for meetings of the managing bodies sufficiently in advance, and if so, give details:

YES

Details of procedure

Before the beginning of each year, the Board of Directors establishes a schedule of meetings and of matters to be discussed, although it may be modified as needed. Notice of meeting is given by letter, fax, telegram or e-mail at least three days in advance of the scheduled date, although, where circumstances warrant it, the Chairperson may give notice of a special meeting by telephone without respecting the required advance notice and without complying with the other conditions set out below.

The notice of the meeting must include an indication of the foreseeable agenda. It must be accompanied by the appropriate written information that is available and, in any case, directors may request the information they consider to be necessary to round out that which is given to them.

B.1.43 Indicate whether the Company has put forward rules that compel directors to disclose and, if applicable, resign in situations that may harm the Company's credit and reputation. If so, give details.

YES

Describe the rules

Article 53.2 of the Regulation obliges directors to disclose all legal, administrative or other claims against them (and subsequent developments in this connection) which, due to their importance, might seriously endanger Acciona's reputation.

Directors shall tender their resignation to the Board of Directors and, if the latter so requires, shall formalise the corresponding resignation when their presence on the Board may affect the name or reputation of Acciona and its group in the market or in any other way jeopardise its interests.

In particular, directors must disclose if they are charged or placed on trial for any of the crimes covered by Article 213 of the Corporations Law. In this event, the Board will examine the matter as soon as possible and, based on the specific circumstances, will decide whether or not the director should resign. The reasoned decision must also be disclosed in the annual Corporate Governance Report. In fiscal year 2012, the Board received no information relative to the disclosure clauses mentioned above.

B.1.44 State whether any Board member has advised the Company that he or she has been prosecuted or ordered to stand trial for any of the criminal offences referred to in Article 124 of the Public Limited Liability Companies Law

NO

State whether the Board of Directors has analysed the case. If so, provide the rationale of such a decision as to whether or not the director should remain on the Board.

NO

| Adopted decision | Reasoned explanation |
|------------------|----------------------|
| | |

B.2 Committees of the Board of Directors

B.2.1 Give details of all the committees of the Board of Directors and their members:

EXECUTIVE OR DELEGATE COMMITTEE

| Name | Office | Type |
|--|----------|---------------------|
| JOSÉ MANUEL ENTRECANALES DOMEcq | CHAIRMAN | EXECUTIVE |
| JUAN IGNACIO ENTRECANALES FRANCO | CHAIRMAN | EXECUTIVE |
| CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIROS | MEMBER | INDEPENDENT |
| JUAN MANUEL URGOITI LÓPEZ OCAÑA | MEMBER | INDEPENDENT |
| VALENTÍN MONTOYA MOYA | MEMBER | OTHER NON-EXECUTIVE |

AUDIT COMMITTEE

| Name | Office | Type |
|--|----------|---------------------|
| JAIME CASTELLANOS BORREGO | CHAIRMAN | INDEPENDENT |
| CARLOS ESPINOSA DE LOS MONTEROS BERNAL DE QUIROS | MEMBER | INDEPENDENT |
| MIRIAM GONZÁLEZ DURANTEZ | MEMBER | INDEPENDENT |
| VALENTÍN MONTOYA MOYA | MEMBER | OTHER NON-EXECUTIVE |

APPOINTMENTS AND REMUNERATION COMMITTEE

| Name | Office | Type |
|---------------------------------|----------|---------------------|
| FERNANDO RODÉS VILA | CHAIRMAN | INDEPENDENT |
| JAIME CASTELLANOS BORREGO | MEMBER | INDEPENDENT |
| JUAN MANUEL URGOITI LÓPEZ OCAÑA | MEMBER | INDEPENDENT |
| VALENTÍN MONTOYA MOYA | MEMBER | OTHER NON-EXECUTIVE |

SUSTAINABILITY COMMITTEE

| Name | Office | Type |
|---------------------------------|----------|-------------|
| DANIEL ENTRECANALES DOMEQ | CHAIRMAN | PROPRIETARY |
| CONSUELO CRESPO BOFILL | MEMBER | INDEPENDENT |
| FERNANDO RODÉS VILA | MEMBER | INDEPENDENT |
| JUAN MANUEL URGOITI LÓPEZ OCAÑA | MEMBER | INDEPENDENT |

B.2.2 State whether the Audit Committee is responsible for the following functions.

| | |
|---|-----|
| Supervise the preparation and the integrity of the financial information on the Company and, if applicable, the Group, reviewing compliance with the regulatory requirements, proper delimitation of the scope of consolidation and correct application of accounting policies. | YES |
| Conduct periodic reviews of risk management and internal control systems, so that the principal risks are adequately identified, managed and disclosed properly. | YES |
| Safeguard the independence and effectiveness of the internal audit function; propose the selection, appointment, reappointment and removal of the head of internal audit; proposing the budget for internal audit; receiving regular information regarding its activities; and verify that the conclusions and recommendations of its reports are taken into account by the top management. | YES |
| Establish and supervise a mechanism that allows employees to report the irregularities of potential importance, especially financial and accounting ones, that they detect inside the Company, confidentially and, if considered appropriate, anonymously. | YES |
| Bring before the Board proposals for selection, appointment, re-election and replacement of the external auditor, as well as the terms of the auditor's engagement. | YES |
| Regularly receive information on the audit plan and the results of its execution from the external auditor, and verify that the senior management takes into account its recommendations. | YES |
| Ensure the independence of the external auditor. | YES |
| In the case of groups, promote the Group auditor's assumption of responsibility for audits in the group companies | YES |

B.2.3. Describe the rules of organisation and functioning, and the responsibilities attributed to each of the Board committees.

Name or company name of director

APPOINTMENTS AND REMUNERATION COMMITTEE

Brief description

A) Organisation and operation

Meetings must be held on the dates established by the Committee in its meetings schedule and whenever convened by its Chair, whether at the Chair's own initiative or at the request of two members. The notice of meeting must be given by the Chair or by the Secretary acting on the Chair's instructions. In the event of the Chair's absence or incapacity, the notice of meeting is issued by the Secretary at the request of any of the members. The Nomination and Remuneration Committee must meet at least once a year to evaluate the remuneration of the Board, Executive Committee and other Committees and, as necessary, to issue an opinion on their remuneration; additional meetings will be held as seen fit to address requests from the Board of Directors, the Chair, the Managing Director and the Executive Committee in the scope of the Committee's competence. The Committee is quorate with the attendance in person or by proxy of at least half of its members. Members may attend the meeting via video conference, telephone or any other telecommunications media, and such members are considered to be present at the meeting. The Committee adopts resolutions by the absolute majority of the members in attendance, whether in person or by proxy. The minutes of each meeting of the Nomination and Remuneration Committee are drafted by its Secretary. The Board of Directors may consult the minutes of the Committee at any time. The Committee may, by its own decision, or by decision of its Chair, request the attendance at its meetings of any executive of Acciona or of the companies over which it exerts a significant influence. It may also request the attendance at meetings of external advisors or the auditors of Acciona or of the companies over which Acciona exerts a significant influence, with any costs involved to be borne by Acciona.

B) Composition.

The Chair of the Nomination and Remuneration Committee is appointed by the Board of Directors from among the members of the Committee who are independent directors. The Nomination and Remuneration Committee must comprise at least three and at most five members, all of them external directors. On November 3 2011, the Board of Directors decided that the Committee would have four (4) members, and it appointed the new members, as set out in Section B.2.1 of this report.

C) Responsibilities.

Article 32 B) of the Board of Directors Regulation defines the Committee's basic responsibilities as follows, without prejudice to any other task assigned to it by the Board of Directors: Evaluate the balance of skills, knowledge and experience on the Board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties. Formulate and review the criteria to be employed regarding the composition of the Board of Directors and the selection of candidates; Make proposals to the Board of Directors as to the appointment of independent directors, for remittal to the Shareholders' Meeting or for approval by the Board itself by means of cooption, and to advise on the appointments of other categories of directors; Oversee the selection processes to ensure that there is no implicit bias preventing the appointment of directors due to personal circumstances; Examine or organize, in appropriate form, the succession of the Chair and Chief Executive, making recommendations to the Board so that the handover proceeds in a planned and orderly manner; Advise on the appointment of the Secretary and the Vice-Secretary to the Board of Directors; Propose, to the Board, the directors to be designated as Chair, Managing Director and members of the Executive Committee and the other Committees; Formulate and review the criteria to be followed in appointing senior executives of Acciona; Report on the senior officer appointments and removals which the Chief Executive proposes to the Board. Evaluate the annual remuneration system and amounts paid to directors and senior executives; Periodically review the variable remuneration programmes, considering their suitability and results; Make proposals to the Board of Directors as to the remuneration policy for directors and senior executives, the individual remuneration and other contractual conditions of executive directors; and the basic conditions of senior executives' contracts. Oversee to ensure transparency in remuneration and compliance with ACCIONA's established remuneration policy; Be apprised of and, if appropriate, authorise transactions with related parties as provided in this Regulation. Be apprised of directors' other personal obligations to ensure that they do not interfere with the necessary dedication to their position. The Nomination and Remuneration Committee will consult with the Chair and Chief Executive of ACCIONA, especially on matters relating to executive directors, if any, and senior executives.

Name of the Committee

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

A) Organization and operation.

The Committee will be met when required by extraordinary circumstances. The Chair must convene the Committee, at his own initiative or at the request from two of the members.

The Committee is quorate with the attendance in person or by proxy of at least half of its members.

Members may attend the meeting via video conference, telephone or any other telecommunications media, and such members are considered to be present at the meeting.

The Committee adopts resolutions by the absolute majority of the members in attendance, whether in person or by proxy.

The minutes of each meeting of the Executive Committee are drafted by its Secretary.

The Board of Directors may consult the minutes of the Committee at any time.

The Committee may, by its own decision, or by decision of its Chair, request the attendance at its meetings of any executive of Acciona or of the companies over which it exerts a significant influence.

It may also request the attendance at meetings of external advisors or the auditors of Acciona or of the companies over which Acciona exerts a significant influence, with any costs involved to be borne by Acciona.

B) Composition.

The Executive Committee is comprised of executive and external directors; it must have no less than three and no more than seven members. The Executive Committee has two co-Chairs, distributing tasks by mutual agreement or operating jointly. On 1 July 2009, the Board of Directors agreed to set the number of Committee members at five (5). The Board of Directors' meeting held 24 May 2012 agreed to the re-election of the Directors forming part of the Executive Committee according to the list contained in section B.2.1 of this Report.

C) Responsibilities.

The Executive Committee has been given all the powers of the Board of Directors, except those whose delegation is prohibited by law.

The delegated powers include, but are not limited to:

Management and administration

Disposition and administration of goods and rights

Economic and financial powers

Representation

Delegation

Decision-making and interpretation of powers.

Name of the Committee

AUDIT COMMITTEE

Brief description

A) Organization and operation.

Meetings must be held on the dates established by the Committee in its meetings schedule and whenever convened by its Chair, whether at the Chair's own initiative or at the request of one of its members.

The notice of meeting must be given by the Chair or by the Secretary acting on the Chair's instructions.

In the event of the Chair's absence or incapacity, the notice of meeting is issued by the Secretary at the request of any of the members.

The Audit Committee must meet regularly as needed and at least four times a year, prior to the publication of Acciona's financial information.

The Committee is quorate with the attendance in person or by proxy of at least half of its members.

Members may attend the meeting via video conference, telephone or any other telecommunications media, and such members are considered to be present at the meeting.

The Committee adopts resolutions by the absolute majority of the members in attendance, whether in person or by proxy. The Chair of the Audit Committee has a casting vote.

The minutes of each meeting of the Audit Committee are drafted by its Secretary.

The Board of Directors may consult the minutes of the Committee at any time.

The Committee may, by its own decision, or by decision of its Chair, request the attendance at its meetings of any executive of Acciona or of the external auditor from any Group company.

Additionally, the Committee may request advisory services from external experts.

B) Composition.

In accordance with the Bylaws, the Audit Committee will comprise at least three and at most five directors, all of them being external. The Secretary of the Board of Directors or, in his/her absence, the Vice-Secretary of the Board, will act as the Committee's Secretary. The Chair of the Audit Committee is appointed by the Board of Directors from among the members of the Committee who are independent directors.

On November 3 2011, the Board of Directors agreed on reorganise the committee's composition and decided that the Committee would have four (4) members, and it appointed the new members, as set out in Section B.2.1 of this report.

C) Responsibilities.

Implementing Article 40 of the Bylaws, Article 30 C) of the Board of Directors Regulation defines the Committee's functions. The basic duty of the Audit Committee is to serve as an instrument and support to the Board of Directors in the supervision of accounting and financial information, the internal and external audit services and corporate governance.

1. The Audit Committee will have the following powers for the discharge of its duties, without prejudice to any other powers which may be delegated to it by the Board of Directors:

(a) Inform the Shareholders' Meeting about the matters raised by shareholders within the scope of its functions.

(b) With respect to internal control and reporting systems:

(i) Monitor the preparation and the integrity and the communication to market of the regulated financial information prepared on Acciona and its group, checking compliance with the legal provisions, the accurate demarcation of the consolidation scope, and the correct application of accounting principles.

(ii) Review internal control and risk management systems on a regular basis, so main risks are properly

identified, managed and disclosed.

(iii) Monitor the independence and efficacy of the internal audit function referred to in Article 31 of this Regulation; propose the selection, appointment, reappointment and removal of the head of internal audit; proposing the budget for internal audit; receiving regular information regarding its activities; and verifying that senior executives are acting on the findings and recommendations of their reports.

(iv) Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities detected in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the firm.

(v) Review, analyse and comment on the Financial Statements and other relevant financial information with the senior management and internal and external auditors to confirm that said information is complete and the criteria are consistent with the preceding year-end closing.

(vi) Approve the internal audit plan to assess Financial Reporting Internal Control Systems and gather periodic information about the result of its work, as well as the Action Plan to correct any default observed.

(vii) Supervise the development process for senior management to make judgements and significant estimates together with its impact on financial statements.

(viii) Supervise senior management decisions about adjustments proposed by the external auditor, as well as being aware of any disagreements they may have and, if applicable, mediate in those cases.

(c) With respect to the external auditor:

(i) Propose to the Board of Directors, for submission to the General Shareholders' Meeting, the selection, appointment, reappointment and replacement of the external auditor, and the terms and conditions of his engagement.

(ii) Receive regular information from the external auditor on the progress and findings of the audit programme, and check that senior management are acting on its recommendations.

(iii) Guarantee the independence of the external auditor, to which end:

- Receive from the external auditors an annual written confirmation of their independence from the entity/ies directly or indirectly related to them, as well as information concerning the additional services of any kind rendered to such entities by said auditors or companies, or by the individuals or entities related to them pursuant to Account Auditing legislation and other applicable regulations.
- Issue an Annual report stating its opinion on the auditors' or audit companies' independence before the audit report is issued. This report shall refer to the provision of additional services mentioned.
- Ensure that ACCIONA notifies any change of auditor to the CNMV as a regulatory disclosure, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

- Ensure that Acciona and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence;

- Investigate the issues giving rise to the resignation of any external auditor.

(d) Urge the group auditor to take on the auditing of all component companies.

Inform and advise the Board of Directors regarding compliance with corporate governance regulations and the codes of conduct applicable to the Company and its Group.

2. In order to ensure optimum discharge of its duties, the Audit Committee has the following specific duties:

a) Review the financial statements of Acciona and, if appropriate, of its group before their publication;

b) Serve as a communication channel between the Board of Directors and the external auditor, evaluate the results of each audit and the management team's response to any recommendations, and act as mediator in the event of any dispute between the former and the latter regarding the accounting principles and criteria used to prepare the financial statements;

c) Advise on the modifications suggested by management to the accounting principles and criteria.

d) Oversee compliance with the audit contract, seeking to ensure that the opinion regarding the financial statements and the principal content of the Auditor's Report are written in a clear and concise manner.

e) Review the prospectuses, financial statements and periodic financial information supplied by Acciona to the financial markets and their supervisory bodies.

f) Monitor and oversee the suitability of Acciona's internal control systems.

g) Oversee the internal audit departments of Acciona and its group, approve the department's annual budget, have knowledge of the internal audit plan, and supervise the selection and hiring systems used for internal audit personnel.

h) Advise on the appointment of the head of the internal audit department.

i) Monitor the efficiency of risk management systems, as well as discuss with auditors and audit companies about the significant flaws detected in the internal control system during the audit process.

j) Gather information and, if necessary, issue a report regarding any disciplinary measures against members of Acciona's management team.

k) Oversee compliance with the legal requirements applicable to the corporate organization and operation of Acciona.

l) Ensuring compliance with the Board Regulations.

Name of the Committee

SUSTAINABILITY COMMITTEE

Brief description

A) Composition.

1. The Sustainability Committee must comprise at least three and at most five members, all of them external directors.

On 3 November 2011, the Board of Directors decided to modify the composition of the Sustainability Committee and established that it would have four (4) members, as set out in Section B.2.1. of this report.

B. Functions and powers.

1. The Sustainability Committee has the following basic responsibilities, without prejudice to any other task assigned to it by the Board of Directors:

- a. Identify and guide the Group's Sustainability and Corporate Social Responsibility policies, objectives and best practices;
- b. Evaluate, monitor and review the plans drawn up by Group executives for executing those policies;
- c. Regularly review the internal control and management systems and the degree of compliance with those policies;
- d. Draft an annual Sustainability Report for approval by the Board of Directors;
- e. Put forward proposals to the Board of Directors with regard to Sustainability and Corporate Social Responsibility policies, objectives and programmes and the corresponding expenditure budgets for their execution.

C. Operation.

1. The Sustainability Committee will meet once a quarter to assess the degree of compliance with the Sustainability and Corporate Social Responsibility policies approved by the Board of Directors. It will also meet whenever convened in accordance with the provisions of this Regulation.

The Sustainability Committee will hold additional meetings as may be required to address requests from the Board of Directors, the Chairman of Acciona, the CEO or the Executive Committee for a report or proposal or for the opinion of the Sustainability Committee within the scope of its competence.

B.2.4 Indicate, where appropriate, the advisory and consultative powers and any delegated authority held by each of the committees:

Name of the Committee

APPOINTMENTS AND REMUNERATION COMMITTEE

Brief description

See B.2.3

Name of the Committee

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

See B.2.3

Name of the Committee

AUDIT COMMITTEE

Brief description

See B.2.3

Name of the Committee

SUSTAINABILITY COMMITTEE

Brief description

See B.2.3

B.2.5 Indicate, as appropriate, whether there are any regulations for the Board Committees; if so, indicate where they can be inquired and whether any amendments have been made during the year. Also indicate whether any annual report on the activities of each committee has been prepared voluntarily.

Name of the Committee

APPOINTMENTS AND REMUNERATION COMMITTEE

Brief description

There are no specific regulations for the Board Committees since it is considered that the Board of Directors Regulation is sufficient for their organization and operation.

Name of the Committee

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

There are no specific regulations for the Board Committees since it is considered that the Board of Directors Regulation is sufficient for their organization and operation.

Name of the Committee

AUDIT COMMITTEE

Brief description

There are no specific regulations for the Board Committees since it is considered that the Board of Directors Regulation is sufficient for their organization and operation.

Name of the Committee

SUSTAINABILITY COMMITTEE

Brief description

There are no specific regulations for the Board Committees since it is considered that the Board of Directors Regulation is sufficient for their organization and operation.

B.2.6 Indicate whether the composition of the executive committee reflects the participation of the various directors on the Board according to their status:

NO

| |
|--|
| If negative, explain the Executive Committee's composition |
| The Executive Committee consists only of executive, independent directors and other external directors, there being no proprietary directors, and notwithstanding the fact that executive directors would also qualify as proprietary directors. |

C - RELATED-PARTY TRANSACTIONS

C.1. State whether only the full Board can approve, upon a prior favourable report from the Audit Committee or some other committee charged with this function, the transactions carried out by the Company with directors, or with shareholders with significant holdings or represented on the Board, or with persons related thereto:

YES

C.2 Give details of material transactions entailing a transfer of funds or obligations between the Company or group companies and the significant shareholders of the Company:

C.3 Give details of material transactions entailing a transfer of funds or obligations between the Company or entities of its group and the Company's administrators or executives:

C.4 Give details of material transactions by the Company with other companies of the same group, where such transactions are not eliminated in the process of preparing the consolidated financial statements and are not conducted within the course of the Company's ordinary business, as regards their subject-matter or terms and conditions:

C.5 State whether the members of the Board of Directors have at any time during the year found themselves in a conflict of interest pursuant to Article 127 under the Public Limited Liability Companies Law.

NO

C.6. Give details of the mechanisms in place for detecting, identifying and resolving any potential conflicts of interest between the Company and/or its Group and its directors, executives or significant shareholders.

The Board of Directors Regulation regulates these matters in detail, especially:

With regard to directors

a) Directors must abstain from intervening in the debate, decision and execution of transactions in which they have a conflict of interest, whether direct or indirect, including decisions regarding their appointment or removal.

b) Directors must not compete, as established in Article 45 of the Board Regulations.

c) The performance of transactions with Acciona, S.A. or companies over which Acciona, S.A. exerts a significant influence, apart from certain exceptions envisaged in the Regulation [transactions in the ordinary course of business performed on a habitual or recurring basis, for which a generic authorization of the line of transactions and their terms and conditions will suffice; transactions which simultaneously meet the following three conditions: (i) they are performed under contracts with standard conditions that apply to the bulk of customers; (ii) the prices are established generally by the supplier of the goods; and (iii) the amount does not exceed 1% of the Company's annual revenues], require authorization from the Board of Directors or Executive Committee with subsequent Board ratification, following consultation with the Nomination and Remuneration Committee.

Directors must abstain from dealing in securities of Acciona, S.A. or companies over which Acciona exerts a significant influence in the periods and under the circumstances established in Article 50 of the Regulation.

e) Directors must abstain from obtaining benefit for themselves or their related parties from business opportunities of Acciona or of companies over which Acciona exerts a significant influence in terms of Article 48 of the Regulation.

f) Directors must inform the Board of Directors, through the Secretary or Vice-Secretary, of any situation of conflict of interest in which they are involved.

Regarding significant shareholders, the performance of transactions with Acciona, S.A. or companies over which Acciona, S.A. exerts a significant influence, apart from certain exceptions envisaged in section c, require authorization from the Board of Directors or Executive Committee with subsequent Board ratification, following consultation with the Nomination and Remuneration Committee, and, in any event, must be performed at an arm's-length basis while treating all shareholders equally.

Regarding executives, the current Internal Code of Conduct establishes the obligation to inform, sufficiently in advance, so that suitable decisions may be adopted about possible conflicts of interest that may arise as a result of their family relationships, their personal assets or any other reason. Additionally, the General Secretary regularly asks directors to update their declaration of activities outside ACCIONA and its Group.

C.7 Is more than one company in the group publicly traded in Spain?

NO

Identify the subsidiary companies that are listed in Spain:

D - RISK CONTROL SYSTEMS

D.1 General description of the risk policy of the Company and/or its Group, giving details of and evaluating the risks covered by the system, together with evidence that the system is appropriate for the profile of each type of risk.

Acciona Group's corporate risk management is a process that is established by management and supervised by the Board of Directors. The process is materialised through a Risk Management System based on the Risk Management Corporate Policy, which in turn is based on the best practices and principles included in the reports published by the Committee of Sponsoring Organizations of the Treadway Comision (COSO).

It is designed to identify events that can potentially affect the organization, and to manage these risks by establishing internal treatment and control systems that make it possible to keep the probability of these events occurring, and their impact within the established tolerance levels, and offering a reasonable level of certainty that the Group's business objectives can be met.

The risk management policy addresses the following principles:

- Promote a risk-opportunity culture in the Company's management through the Risk Management System.
- Standardise and centralise risk management in the Company.

- Include risk analysis and assessment results within ACCIONA's strategy and decision making process.
- Favour the achievement of the business objectives established by ACCIONA within the accepted risk tolerance level.
- Defend through risk management the interests of Company shareholders, clients and other groups of interest.
- Create information flows and coordinate with the business lines risk updating and treatment.
- Maximise resources dedicated to risk management and control.
- Observe accountability and responsibility obligations on risk management transparently before regulatory bodies and other external agents.
- Ensure current legislation and regulations are observed, as well as the principles of ACCIONA's Code of Conduct and the corporate governance standards established.
- Periodically review the company's commitment to risk management.

ACCIONA Group's Risk Management System includes the following:

- Conducting tolerance studies based on establishing the level of risk the company is willing to accept in achieving its objectives, measured according to changes in economic variables. They are used as a starting point for risk assessment as well as risk ranking and decision making in allocating resources for their treatment.
- Designing Risk Maps with the purpose of:
 - Identifying risk scenarios detecting internal or external factors that may affect the achievement of business objectives.
 - Assessing their magnitude according to probability parameters, economic and financial consequences, impact on image, negative impact on sustainability, company's capacity to manage risk and risk management established by the company.
 - Selecting priority risks for which treatment measures should be established: elimination, mitigation or transfer.

Each business unit identifies and assesses its risks in coordination with the corporate-level team, which manages and establishes the acceptable risk tolerance level and coordinates actions to ensure alignment with the Group's overall risk management policy, while always providing information as to the exposure assumed by the whole Group.

- Designing Response Plans to risks based on the prioritisation established in the previous assessment and the tolerance study, reports are prepared in order for the directly responsible of those risks to decide on their treatment: acceptance, elimination, minimisation or transfer, and in case risks are materialised, to make their impact as minimum as possible.
- Following up and controlling risks.
- Reporting on the obtained results to the Audit Committee, the different business divisions, stock indexes, etc.
- Continuous system assessment as a cyclical and live process requiring periodic update due to the changes suffered by the company and its environment.

Being present in various business areas and countries having different regulatory frameworks and political and social contexts, ACCIONA is exposed to a wide range of risks that need to be identified and managed.

In 2012, the ACCIONA Group updated its Risk Map, at the national and international levels, including independent maps for the divisions below: ACCIONA Agua (Water) –including ACCIONA Servicios Urbanos (Urban Services) and ACCIONA Servicios Ambientales (Environmental Services)–; ACCIONA Energía (Energy); ACCIONA Infraestructuras (Infrastructure); ACCIONA Concesiones (Concessions); ACCIONA Trasmediterránea (Trans-mediterranean); ACCIONA Inmobiliaria (Real Estate); Bestinver and Other Businesses (including GPD, ACCIONA Airport Services, ACCIONA Forwarding, ACCIONA Facility Services and Hijos de Antonio Barceló).

The risk scenarios considered in ACCIONA's Risk Control System are categorized in four groups: financial, strategic, operational and unexpected; the first two have been designated by Group management as posing the greatest risk.

1. Economic-Financial Risks:

Financial risks are those which have a direct impact on the Company's income statement: they basically include fluctuations of exchange rates, interest rates and financial markets, changes in raw material prices, liquidity, cash flows, default on payment, or customers lost.

- Exchange rate risk.- ACCIONA does business internationally and, therefore, is exposed to exchange rate risk in transactions involving foreign currency, particularly against the US dollar, Australian dollar and Canadian dollar. The exchange rate risks occur mainly in: - Payments to be made in international markets for the acquisition of supplies, mainly fuel, payments linked to dollar performance and foreign exchange debt acquired by Group companies and associates.

In order to mitigate exchange rate risk, ACCIONA arranges currency derivatives and exchange insurance to hedge significant future transactions and cash flows within acceptable risk limits.

- Interest rate risk.- The interest rate risk is particularly significant in financing infrastructure projects under concession contracts and in building wind farms, solar power plants and other projects, where returns are shaped by variations in interest rates.

Based on its estimates of interest rate trends and its target debt structure, ACCIONA arranges hedges using derivatives to mitigate those risks. The level of debt coverage reached by each project depends on the specific type of project and the country where the investment is made.

- Raw material price fluctuation risk. ACCIONA is exposed to construction procurement and mainly fuel price fluctuation risk in its shipping activity.

Procurement price fluctuation risk is managed basically in the short term (one year) by specific hedges, generally using derivatives, in order to maintain an economic balance in supply procurement, especially for fuel to be used in ACCIONA's maritime transport business. A sensitivity analysis was conducted regarding possible fluctuations in fuel prices.

- Credit risk.- The Group has adopted a policy of only trading with solvent third parties and obtaining sufficient guarantees to mitigate the risk of financial loss in the event of non-compliance. The Group only deals with entities in the same or higher range of investment level.

With regards to the risk of default, and especially in the case of the infrastructure activity, an assessment is made prior to the contract with public and private clients, including both a solvency study and the supervision of contractual requirements from the point of view of an economic and legal guarantee, with a permanent follow-up of the correct evolution of the debt during the development of the projects.

- Liquidity risk. ACCIONA maintains sufficient cash and marketable securities, as well as adequate reserves, appropriate banking services and credit and loan availability, through permanent monitoring of provisions and current cash flows, matching them to financial assets and liabilities maturity profiles.

- Financial and budget control risk.- The Group has an overall economic and budgetary control system for each business - adapted to each activity - which provides the necessary information to management and enables it to control potential risks and adopt the most appropriate management decisions. Economic and financial management information generated in each activity is periodically crosschecked with projected data and indicators; deviations in business volume, profitability, cash flow and other key reliable parameters are assessed; and the pertinent corrective measures are adopted.

In any event, a system of insurance coverage is established to ensure that the situations in which risks occur do not jeopardize the Group's financial solvency.

2. Strategic Risks:

These are risks resulting in the failure to achieve company objectives and growth reduction. They include internal organizational changes, mergers and acquisitions, competitive threats, economic and political changes, emergence of new technology, or R&D.

ACCIONA minimises this type of risk through its own business strategy and model, by means of sector and geographic diversification of the business, performing exhaustive surveys of the market, competitors and countries in which it operates, and by strongly promoting research and development.

Before deciding to invest in or divest a business, an initial check and assessment of risks is performed based on the economic information projected for the business, which must be approved by the Investment Committee on the basis of certain parameters of business volume and profitability based on the associated risk.

There is also a short-term and medium term Strategic Plan for the business areas in which the Group operates. This enables it to track each activity's performance based on consultation with each area's senior managers.

3. Operating risks:

Risks related to processes, people and products. They refer to compliance with rules, legislation, regulations and contracts, control systems and procedures, supply chain, auxiliary services, information systems, employees' productivity, or loss of key staff.

Each business area establishes specific systems to cover the requirements of business, process documentation, quality management, operations, occupational safety, planning and economic control.

- Risk of breaching current legislation. The risk of breaching current legislation and the risk due to changes in the regulatory framework, mainly in the electricity industry, are analyzed and monitored constantly by the Regulation Department and the CFO's office.

In September 2011 the Board of Directors resolved that Acciona, S.A. would abide by the Code of Good Tax Practices to combine and complete existing control, prevention and regulatory compliance to reduce significant tax risks and prevent those behaviours that may generate them.

In this regard, during 2012, the Corporate Tax Planning Department reported to the Board of Directors, through the Audit Committee, the Tax Code of Conduct and tax policies of ACCIONA Group, which includes the Purposes and Responsibilities of the Group's Tax Foundation and Tax Risk Management Policy.

Likewise, and prior to the presentation of the Corporate Tax return for 2011, as well as the preparation of the 2012 financial statements, the abovementioned Corporate Tax Planning Division reported the relevant tax transactions carried out by the Group during that period to the Audit Committee.

- Purchasing process risks.- There is a general purchasing policy that defines corporate purchases and purchases by operating units. This policy favors competition and transparency and makes sure that supplier non-performance does not affect customers or increase costs.

In 2012, training sessions were held with the main persons responsible for the different business divisions with competence in sourcing matters, regarding the most relevant aspects of both legal regulations and internal policy, which ensure proper understanding and make compliance with those regulations easier.

Similarly, during 2012, ACCIONA Group carried out an identification and evaluation process of specific supply chain risks, through an analysis of the exposure of the Group's main suppliers, to the following risks:

- Financial risk
 - Business risk – Prevention of Occupational and Environmental Risks.
 - Risk according to country – Global, Corruption, Human Rights and environmental law,
 - Supplier type risk (supplier, subcontractor).
- Environmental and quality risks. These risks are controlled by ACCIONA through its environmental and quality management system. These systems comply with the requirements of ISO 9001 and ISO 14001 international standards for quality and the environment respectively, in addition to other statutory and internal corporate requirements and are subject to continuous follow-up and revision.
 - Occupational risks. These are risks considered by all business divisions, but especially affecting the infrastructure activity. These risks are addressed by Occupational Risk Prevention Systems.
 - Information technology risks.- ACCIONA ensures the integrity and availability of information by implementing checks on information technology management, security management and software acquisition, development and maintenance. The Company also uses controls that guarantee integrity, accuracy, validity and processing by means of systematic verification procedures.
 - Risks associated with irregular conduct.- ACCIONA has a Code of Conduct that was reviewed and updated in 2011, available in six languages and communicated to the entire organisation in 2012. This Code sets forth the basic principles and commitments regarding lawfulness and ethical values that all directors and employees of the divisions, as well as the suppliers and third parties doing business with the company, should comply with and abide by in the performance of their work. There is a whistleblower channel, notified to all the levels of the Organisation, to report, safeguarding confidentiality, any irregular conduct related to accounting, control, auditing and any non-compliance or breach of conduct included in the Code.

In 2012, a training campaign began through an e-learning course that is compulsory for all workers in the different functional areas of the Group's business divisions, starting with the employees and directors bearing the most responsibility.

4. Unexpected risks:

Risk related to damage to assets and civil liability, which could negatively affect the Company's performance, such as fire, explosion, natural disasters, pollution, damage to third parties and labour risks.

ACCIONA treats these risks from different environments:

To ensure the security and safety of the people working in the Company, a security and safety system has been implemented for employees and executives based on their duties and the countries where they work;

Pollution is prevented and controlled via an environmental management system that spans all Group activities, and fire and explosion risk is addressed via workplace health and safety systems;

ACCIONA senior management considers labour risk factors as a management priority, principally in the infrastructures business. All the necessary safety measures are applied in this connection.

In order to improve the management of these risks in case they are materialised, the Crisis Management System documents were reviewed in 2011, approving an internal communication and training plan.

D.2 State if any of the different types of risk that affect the Company and/or its Group (operational, technology, financial, legal, reputational, tax, etc.) have materialised during the year:

YES

If so, describe the circumstances that gave rise to them and state whether the control systems in place operated properly.

Risk materialised during the year

The risks resulting from the normal course of business have materialised

Circumstances that gave rise to it

In performing its business activities, ACCIONA Group is exposed to a series of financial, strategic, operating and unexpected risks, as indicated in Section D.1. Additionally, in 2012 ACCIONA continued to be affected various business areas functioned by the national and international financial and economic situation.

Operation of control systems

Treatment and Control Systems established in the different business areas have worked properly, as well as the Crisis Management System for unexpected and operating risks materialised during the reporting year.

D.3 Indicate whether any committee or other governing body is responsible for establishing and overseeing these control mechanisms.

YES

If so, give details of its functions.

Name of committee or body

CORPORATE INTERNAL AUDIT

Description of functions

The Corporate Internal Audit unit plans and implements the audit activity on the basis of the identified risks. It also assesses the suitability and proper working of the internal controls through constant analysis of the control procedures and systems at each Group company in the various business areas.

Name of committee or body

AUDIT COMMITTEE

Description of functions

ACCIONA's Audit Committee follows the recommendations of the Unified Code of Corporate Governance for Listed Companies and supports the Board of Directors with regard to Company Risk Management.

The Auditing Committee periodically reviews risk management systems so that the main risks are properly identified, managed and communicated, and also supervises the efficiency of risk management systems.

D.4 Identification and description of the procedures for compliance with the various regulations affecting the Company and/or its Group.

Because of the many sectors and the large number of countries in which ACCIONA operates, compliance oversight is particularly exhaustive.

Consequently, even though there is a corporate risk management system, each management level is responsible for complying with the regulations and internal procedures applicable to its activity.

Their effectiveness is assessed periodically by the technical services of the production units and by the planned audits so that they cover all the operational and administrative phases of the various businesses. They are checked by each company's internal services and the Corporate Internal Audit unit.

The Corporate Internal Audit Unit management contributes to managing the risks that the Group faces in meeting its targets and in preventing and controlling fraud by continually analyzing the control procedures and systems of each company in the Group in the various business areas.

The corresponding conclusions and recommendations are notified to the Group's management and to those responsible for the business areas and companies that have been assessed. Subsequently, the implementation of the actions set out in those recommendations is monitored in detail.

To perform its functions, the Corporate Internal Audit Unit management has professionals with the necessary knowledge and experience who are independent of the production lines and are assisted by external advisors.

Furthermore, through the Code of Conduct Committee, Acciona Group has a confidential whistleblower channel for reporting irregular conducts of financial, accounting or any other nature, as well as any potential breach of the Code of Conduct. To this end, the Code of Conduct Committee has a mailing and an e-mail address available to all employees, suppliers, contractors or collaborators, aimed at resolving any doubts with respect to the interpretation of the Code of Conduct and reporting any breaches.

E- GENERAL MEETING

E.1 State if there are differences with the quorum provisions of the Companies Law in respect of General Meetings. If so, give details.

YES

| | % quorum different from the one set out in Article 102 of the Companies Law for General Cases | % quorum different from the one set out in Article 103 of the Companies Law Special Cases Under 103 |
|------------------------------------|--|--|
| Quorum Required on 1st Call | 0 | 67.000 |
| Quorum Required on 2nd Call | 0 | 62.000 |

| Description of the differences |
|---|
| <p>The quorums required in the above cases are greater than the general 50% and 25% quorums established for special cases by Article 194 of the Corporations Law.</p> <p>A quorum of 67% is required to adopt decisions on the following matters:</p> <p>a) Amendments to the Bylaws, excluding the change of registered office, capital increases, broadening of the corporate purpose, and, where required by law, capital reductions.</p> <p>b) Changes of corporate form, mergers, spin-offs, liquidation and dissolution of the Company, except where dissolution is required by law.</p> <p>c) For a change of registered offices, capital increases, the extension of the corporate purpose, the suppression or limitation of the pre-emptive subscription right, the issuance of non-convertible, convertible or exchangeable debentures or bonds, the issuance of warrants or options (on their own or tied to debentures) and of preference shares and, where required by law, capital reductions, dissolution and liquidation.</p> <p>In second call, a quorum of 62% is required for matters set out in sections a) and b) and a quorum of 50% for matters set out in section c) above.</p> |

E.2 State if there are differences with the rules laid down in the Companies Law regarding the adoption of resolutions. If so, give details.

NO

Describe how they differ from the rules established in the Public Limited Liability Companies Law:

E.3 List any rights of the shareholders in connection with General Meetings that differ from those contained in the of the Public Limited Liability Companies Law.

E.4 Indicate the measures, if any, adopted to encourage participation by shareholders at General Meetings.

The Board of Directors assumes the obligation to promote the informed participation of shareholders in the Shareholders' Meeting and, to that end, it adopts such measures as may be appropriate to enable the Shareholders' Meeting to discharge the duties corresponding to it according to the law and the Bylaws.

In particular,

a) Before the Shareholders' Meeting, it places at the shareholders' disposal all the legally required information and, in particular, the full text of the motions submitted by the Board of Directors for consideration by the shareholders in connection with items on the agenda.

b) It responds to shareholders' requests for information prior to the Meeting.

c) It undertakes to make available to all shareholders, for general knowledge, the information supplied in response to queries from other shareholders, provided that the information contained in the response may be considered to be of general interest.

At the Shareholders' Meeting of the current year, shareholders were able to vote using means of distance communication prior to the meeting, using ordinary mail or the Internet (by visiting Acciona's website). All relevant information regarding the Shareholders' Meeting was posted on the website, making it accessible by telematic means from the date of publication of the notice of the Meeting. In particular, the motions presented by the Board of Directors to the Shareholders' Meeting were available from the date of publication of the notice of the Meeting.

Finally, Article 14 of the Shareholders' Meeting Regulation expressly provides that a shareholder may split its vote in the following cases: a financial intermediary that is registered as a shareholder but is acting as a nominee for several different clients may split its vote in accordance with its clients' instructions; and a legal person may appoint two or more representatives provided that they are its direct shareholders.

E.5 Indicate whether the Chairman of the Board of Directors chairs General Meetings. Give details of what measures, if any, are adopted to ensure the independence and right operation of the General Meeting:

YES

| Details of measures |
|---|
| The Board of Directors engages a notary to attend the Shareholders' Meeting and draft the notarial minutes, which serve as the Meeting's minutes. Therefore, the notary certifies shareholders' statements, the transaction of the Shareholders' Meeting, and the voting outcome. |

E.6 Indicate, as appropriate, any amendments introduced to the General Meeting Regulations during the year.

Amendments were made to certain articles of the General Shareholders' Meeting Regulations: 7 (Call for a meeting), 8 (Call announcement), 10 (Right to information), 17 (Public request for proxy), 30 (Publication of the agreements), to adapt their content to the recent legal provisions and to the bylaws amendments approved by the Shareholders' Meeting in item 5 on the agenda.

The consolidated Regulations with approved modifications was notified to the CNMV as a relevant fact on 25 May 2012 under registry number 165406.

E.7 Indicate the data on attendance at the General Meetings held in the year to which this report refers:

| Attendance data | | | | | |
|-------------------------|---------------------------|------------|-----------------|-------|--------|
| Date of General Meeting | % Of attendance in person | % by proxy | % distance vote | | Total |
| | | | Electronic vote | Other | |
| 24/05/2012 | 62.732 | 21.072 | 0.001 | 0.000 | 83.805 |

E.8 Briefly indicate the resolutions adopted at the General Meetings held in the year to which this report refers and the percentage of votes with which each resolution was adopted.

The following resolutions were adopted at the General Meeting held on 24 May 2012:

Item One:

Approve the separate and consolidated financial statements of Acciona, S.A (balance sheet, income statement, cash flow statements, statement of change in equity and notes to the financial statements) for the year 2011, as authorized by the Board of Directors.

Approved with the favourable vote 99.9574% of the share capital, the dissenting vote of 0.0158% and 0.0268% abstention of said capital.

Item Two:

Approve the conduct of business by the Board of Directors and authorized signatories of the Company in 2011 and the 2011 Directors' Report, both separate and consolidated, presented by the Board of Directors.

Approved with the favourable vote of 99.9544% of the voting share capital, the dissenting vote of 0.0166% and 0.0290% abstention of said capital.

Item three:

Approve the distribution of 2011 income as reflected in the approved financial statements.

Approved with the favourable vote of 99.9723% of the voting share capital, the dissenting vote of 0.0009% and 0.0268% abstention of said capital.

Item Four:

Reappoint Deloitte, S.L. as auditor of Acciona, S.A. to audit the 2012 separate and consolidated financial statements for the Group from which it is the Parent.

Approved with the favourable vote of or 98.2532% of the voting share capital, the dissenting vote of 1.4392%; and 0.3076% abstention of said capital.

Item Five:

a) Amend the following articles of the Company Bylaws regarding the Shareholders' Meeting, 13 (Power to call a Shareholders' Meeting), 14 (Call announcement), 15 (Right to information), 20 (Public request for representation).

Approved with the favourable vote of 99.6640% of the voting share capital, the dissenting vote of 0.0295% and 0.3065% abstention of said capital.

b) Amend article 34 of the Company Bylaws regarding the manner in which Board of Directors' meetings are called.

Approved with the favourable vote of 99.6640% of the voting share capital, the dissenting vote of 0.0295% and 0.3065% abstention of said capital.

c) Amend article 31.1 of the Company Bylaws regarding the length of directors' office.

Approved with the favourable vote of 99.6640% of the voting share capital, the dissenting vote of 0.0295% and a 0.3065% abstention of said capital.

Item Six

Amend the articles of the Shareholders' Meeting Regulations: 7 (Call for a meeting), 8 (Call announcement), 10 (Right to information), 17 (Public request for proxy), 30 (Publication of the agreements), to adapt their content to the recent legal provisions and to the bylaws amendments in item 5 on the agenda.

Approved with the favourable vote of 99.6637% of the voting share capital, the dissenting vote of 0.0298% and 0.3065% abstention of said capital.

Item seven:

7.1.- Re-elect Mr. José Manuel Entrecañales Domecq as executive director;

Approved with the favourable vote of 93.5317% of the voting share capital, the dissenting vote of 6.1956% and 0.2727% abstention of said capital.

7.2.- Re-elect Mr. Juan Ignacio Entrecañales Franco as executive director;

Approved with the favourable vote of 94.3648% of the voting share capital, the dissenting vote of 5.4027% and 0.2325% abstention of said capital.

7.3.- Re-elect Mr. Valentín Montoya Moya as non-executive director;

Approved with the favourable vote of 94.1964% of the voting share capital, the dissenting vote of 5.5472% and

0.2564% abstention of said capital.

7.4.- Appoint Mr. Javier Entrecanales Franco, as non-executive proprietary director, at the proposal of Tussen de Gratchen, BV, ratifying the appointment by cooption adopted by the Board of Directors of Acciona, S.A. on 22 September 2011, to cover the vacancy that arose on that date.

Approved with the favourable vote of 93.6813% of the voting share capital, the dissenting vote of 6.2911% and 0.0276% abstention of said capital.

7.5.- Re-elect Mr. Daniel Entrecanales Domecq as non-executive proprietary director, at the proposal of Entrezca, BV;

Approved with the favourable vote of 93.6766% of the voting share capital, the dissenting vote of 6.2958% and 0.0276% abstention of said capital.

7.6.- Re-elect Mr. Fernando Rodés Vila, as independent non-executive director;

Approved with the favourable vote of 98.9575% of the voting share capital, the dissenting vote of 0.8100% and 0.2325% abstention of said capital.

7.7.- Re-elect Mr. Jaime Castellanos Borrego, as independent non-executive director;

Approved with the favourable vote of 98.7878% of the voting share capital, the dissenting vote of 0.9558% and 0.2564% abstention of said capital.

Item eight:

Approval of the allotment of Acciona, S.A. shares and stock option rights to the Senior Management of Acciona, S.A. and its group, including the Executive Directors of Acciona, S.A., as payment of part of their variable remuneration for 2011, in compliance with the current Shares and Stock Options Delivery Plan.

Approved with the favourable vote of 92.5700% of the voting share capital, the dissenting vote of 6.4437% and 0.9863% abstention of said capital.

Extension of term for the Shares and Stock Options Delivery Plan to the reporting period 2013 increasing the maximum number of available shares.

Approved with the favourable vote of 92.3197% of the voting share capital, the dissenting vote of 6.4862% and 1.1941% abstention of said capital.

Item nine:

A) Reduce the share capital of Acciona, S.A. by EUR 6,290,450, through the amortisation of 6,290,450 treasury shares that had been acquired based on due authorisations by the Shareholders' Meeting, within the limits established in articles 146 and 509 of the Companies Law.

B) Grant powers to the Board of Directors so that, within a maximum term of thirty days, this agreement is executed, with the possibility of determining the requirements that have not been expressly set forth in this agreement or which are the result thereof, and adopt the agreements, carry out the proceedings and grant the public or private documents that are necessary to fully execute this agreement.

Approved with the favourable vote of 99.9401% of the voting share capital, the dissenting vote of 0.0331%; and 0.0268% abstention of said capital. .

Item ten:

To authorize the derivative acquisition of treasury stock by the Company and by Group companies, whether directly or indirectly by acquiring an interest in the companies that hold ACCIONA, S.A. shares, within the limits and in compliance with the legal conditions and requirements established below and to revoke the unused portion of the authorised granted by the Ordinary General Shareholders' Meeting in 2010.

Approved with the favourable vote of 99.4606% of the voting share capital, the dissenting vote of 0.5126% and 0.0268% abstention of said capital.

Item eleven:

Ratification of the corporate website.

Approved with the favourable vote of 99.6935% of the voting share capital, no dissenting votes and 0.3065% abstention of said capital.

Item twelve

Empowerment of the Board of Directors to elaborate on, interpret, remedy and execute Shareholders' Meeting resolutions.

Approved with the favourable vote of 99.7065% of the voting share capital, the dissenting vote of 0.0002%; and 0.2933% abstention of said capital.

Item thirteen

Approve the 2011 Sustainability Report.

Approved with the favourable vote of 99.9568% of the voting share capital, the dissenting vote of 0.0164% and 0.0268% abstention of said capital.

Item Fourteen:

Approve, on a consultive basis, the Remuneration Policy Report for 2011.

Approved with the favourable vote of 90.7535% of the voting share capital, the dissenting vote of 8.2440% and 1.0025% abstention of said capital.

E.9 Indicate whether the bylaws contain any restriction establishing a minimum number of shares required to attend the General Meeting.

NO

| | |
|--|--|
| Number of shares required to attend a General Meeting | |
|--|--|

E.10 Indicate and provide support for the policies followed by the Company with respect to proxy voting at General Meetings.

All shareholders who are entitled to attend the Shareholders' Meeting may be represented at the Meeting by one or more persons, who need not be shareholders.

In the announcement of the call for the Shareholders' Meeting held 24 May 2012, specific rules were included to delegate votes in conformity with the provisions of the Companies Law, the Company Bylaws and the Board of Directors Regulations.

Proxies may be granted (1) by ordinary mail; in a duly signed written document, either in the Attendance Card issued by a Depository or in the Acciona Card (2) over the Internet using Acciona's website.

Proxies must indicate their identity. In the case of proxy forms received by Acciona, S.A. with a blank proxy name, the company will consider that proxy has been conferred upon either the Chairman, second Vice-chairman or Secretary of the Board of Directors, indistinctively.

Proxy documents will include voting instructions; if no instruction boxes have been marked, the proxy shall vote in favour of the motions proposed by the Board of Directors.

Unless instructed otherwise by the principal, the proxy covers the proposals not made by the Board or matters that, although not on the meeting agenda, may be subjected to the vote of the Shareholders' Meeting. In this case, if the shareholder does not instruct otherwise, the proxy shall vote in the manner he/she may deem to be in the principal's best interests.

Except where the principal expressly indicates otherwise, if the proxy finds him/herself in a conflict of interest in voting on any item submitted to the Shareholders' Meeting, whether on or off the agenda, the proxy shall be

deemed to be transferred to the second Vice-chairman or Secretary of the Board of Directors, who shall not have this issue.

For purposes of the provisions in section 523 and 526 of the Companies Law, it was reported that the Chairman of the Board, as any other Board member, may find him/herself in a conflict of interests, regarding the ratification, appointment, re-election or renovation of the Board members (only in the specific case of the Directors whose re-election is proposed) and regarding the consultative vote in relation to the annual report on the remuneration of the Board members and in the cases included in paragraphs b) and c) of section 526.1 of the Companies Law. The Executive Directors, in addition, may find themselves in situations of conflict of interest with respect to the agreements concerning item 8 of the agenda.

A person acting as proxy, whether publicly or not, shall not be in a conflict of interest if the principals would have expressly indicated their voting instructions to the proxy.

The shareholder must inform the person he/she is appointing as proxy in writing or through electronic means of the delegation being granted in the latter's favour. When this is conferred upon a member of the Board of Directors, the communication shall be deemed to have been made upon receipt at the Company of the documentation indicating the proxy appointment. The shareholders shall also notify the Company in writing or through electronic means of the appointment of a proxy as well as the revocation of that appointment.

The Company shall be deemed to have received notice of a proxy appointment in the following cases: (i) when the attendance card, proxy form and vote is sent via post to the attention of the Shareholders Relations Department; (ii) when the shareholder grants proxy through the Company website (www.acciona.es); or (iii) when the proxy submits the attendance card, proxy form and vote in the shareholders' entry registration at the place and on the date indicated for the Shareholders' Meeting.

All proxies, no matter how they are notified to Acciona, S.A., must be specific to the Shareholders' Meeting. Exceptions from proxies apply to: (1) persons who present evidence that they are the spouse, ascendant or descendant of the shareholder; (2) holders of a general power of attorney in a public instrument to administer all the shareholder's assets in Spain; (3) governing bodies of legal persons and (4) fund management entities. In those four cases, it will suffice to demonstrate the kinship or organic or management relationship to Acciona, S.A.'s Shareholder Relations Department and Shareholders' Meeting staff.

Votes or proxies notified by post or via the website to Acciona, S.A. will be overridden if the shareholder attends the Shareholders' Meeting.

E.11. Indicate whether the company is aware of the policy of institutional investors on participating or not participating in the company's decisions:

NO

E.12 Indicate the URL and means of accessing corporate governance content on your website.

The Company's website is www.acciona.es

The page contains a link to the Corporate Governance Section under the "Shareholders and Investors" heading.

F- DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE REGULATIONS

State the extent to which the Company complies or fails to comply with Unified Code recommendations. In the event of non-compliance with any of the recommendations, explain the recommendations, rules, practices or criteria applied by the Company.

1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the Company by means of share purchases on the market.

See subsections: A.9, B.1.22, B.1.23 and E.1, E.2

Complies

2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:

- a) The type of activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;
- b) The mechanisms in place to resolve possible conflicts of interest.

See subsections: C.4 and C.7

Not applicable

3. Even when not expressly required under company law, any decisions involving a fundamental corporate change should be submitted to the General Shareholders' Meeting for approval or ratification. In particular:

- a) The transformation of listed companies into holding companies through the process of subsidiarisation, i.e. reallocating core activities to subsidiaries that were previously carried out by the originating firm, even though the latter retains full control of the former;
- b) Any acquisition or disposal of key operating assets that would effectively alter the Company's corporate purpose;
- c) Operations that effectively add up to the Company's liquidation.

Partly complies

Acciona is essentially a holding Company with stakes in the group's lines of business. Article 5 of the Shareholders' Meeting Regulation attributes the powers set out in Sections b) and c) of this Recommendation to the Shareholders' Meeting

4. Detailed proposals of the resolutions to be adopted at the General Shareholders' Meeting, including the information stated in Recommendation 28, should be made available at the same time as the publication of the Meeting notice.

Complies

5. Separate votes should be taken at the General Shareholders' Meeting on materially separate items, so shareholders can express their preferences in each case. This rule shall apply in particular to:

- a) The appointment or ratification of directors, with separate voting on each candidate;
- b) Amendments to the bylaws, with votes taken on all articles or groups of articles that are materially different.

See subsection: E.8

Complies

6. Companies should allow split votes, so financial intermediaries acting as nominees on behalf of different clients can issue their votes according to instructions.

See subsection: E.4

Complies

7. The Board of Directors should perform its duties with unity of purpose and independent judgement, according all shareholders the same treatment. It should be guided at all times by the Company's best interest and, as such, strive to maximise its economic value over time.

It should likewise ensure that the Company abides by the laws and regulations in its dealings with stakeholders; It should as well fulfill its obligations and contracts in good faith; respect the customs and good practices of the sectors and territories where it does business and uphold any additional social responsibility principles it has subscribed to voluntarily.

Complies

8. The Board should see the core components of its mission as to approve the Company's strategy and authorise the organisational resources to carry it forward, and to ensure that management meets the objectives set while pursuing the Company's interests and corporate purpose. As such, the Board in full should reserve the right to approve:

a) The Company's general policies and strategies, and in particular:

- i) The strategic or business plan, as well as the annual management objectives and budgets;
- ii) Investment and financing policy;
- iii) Definition of the structure of the corporate group;
- iv) Corporate governance policy;
- v) Corporate social responsibility policy;
- vi) Remuneration and performance evaluation policy for senior executives;
- vii) Risk control and management policy and periodic monitoring of internal reporting and control systems.
- viii) Dividend policy and treasury shares policy and, in particular, limits thereon.

See subsections: B.1.10, B.1.13, B.1.14 and D.3

b) The following decisions :

- i) At the proposal of the company's chief executive, the appointment and potential removal of senior executives, as well as their indemnity clauses.

See subsection: B.1.14

- ii) The remuneration of directors, as well as in the case of executive directors, the additional compensation for their executive functions and other conditions to be fulfilled by their contracts.

See subsection: B.1.14

- iii) The financial information listed companies must periodically disclose.
- iv) Investments or operations considered strategic by virtue of their amount or special characteristics, unless their approval corresponds to the General Shareholders' Meeting;
- v) The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.

c) Transactions which the Company conducts with directors, significant shareholders, shareholders with Board representation or other persons related thereto ("related-party transactions").

However, Board authorisation need not be required for related-party transactions that simultaneously meet the following three conditions:

1. They are governed by standard form agreements applied on an across-the board basis to a large number of clients.
2. They go through at market rates, generally set by the person supplying the goods or services;
3. Their amount is no more than 1% of the Company's annual revenues.

It is advisable that related-party transactions should only be approved by the Board on the basis of a favourable report from the Audit Committee or some other committee handling the same function; and that the directors involved should neither exercise nor delegate their votes, and should withdraw from the meeting room while the Board deliberates and votes.

Ideally the above powers assigned to Board should not be delegated with the exception of those mentioned in b) and c), which may be delegated to the Executive Committee in urgent cases and later ratified by the full Board.

See subsections: C.1 and C.6

Complies

9. In the interests of maximum effectiveness and participation, the Board of Directors should ideally comprise no fewer than five and no more than fifteen members.

See subsection: B.1.1

Complies

10. External, proprietary and independent directors should occupy a broad majority of Board places, while the number of executive directors should be the minimum practical, bearing in mind the complexity of the corporate group and the ownership interests they control.

See subsections: A.2, A.3, B.1.3 and B.1.14

Complies

11. In the event that some non-executive director can be deemed neither proprietary nor independent, the Company should disclose this circumstance and the links that person maintains with the Company or its senior officers, or its shareholders.

See subsection: B.1.3

Complies

12. That among non-executive directors, the relation between proprietary members and independents should match the proportion between the capital represented on the Board by proprietary directors and the remainder of the Company's capital.

This proportional criterion can be relaxed so the weight of proprietary directors is greater than would strictly correspond to the total percentage of capital they represent:

1. In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings, despite the considerable sums actually invested.
2. In companies with a plurality of shareholders represented on the Board but not otherwise related.

See subsections: B.1.3, A.2 and A.3

Explain

ACCIONA complies with this recommendation, since the proprietary shareholder appoints fewer directors than

the number to which it is entitled, as at year end there was only two proprietary directors although two of the executive directors would also qualify as proprietary directors. In any event, there are more independent than proprietary directors, and independent directors are a majority on the Board of Directors (61%).

13. The number of independent directors should represent at least one third of all Board members.

See subsection: B.1.3

Complies

14. The nature of each director should be explained to the Shareholders' General Meeting, which will make or ratify his or her appointment. Such determination should subsequently be confirmed or reviewed in each year's Annual Corporate Governance Report, after verification by the Appointments Committee. The said Report should also disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 5% of capital; and explain any rejection of a formal request for a Board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

See subsections: B.1.3 and B.1.4

Complies

15. When female directors are few or non-existent, the board should state the reasons for this situation and the measures taken to correct it; in particular, the Appointments Committee should take steps to ensure that:

- a) The process of filling Board vacancies has no implicit bias against female candidates;
- b) The Company makes a conscious effort to include women with the target profile among the candidates for Board places.

See subsections: B.1.2, B.1.27 and B.2.3

Complies

16. The Chairman, as the person responsible for the proper operation of the Board of Directors, should ensure that directors are supplied with sufficient information in advance of Board meetings; and work to procure a good level of debate and the active involvement of all members, safeguarding their rights to freely express and adopt positions; he or she should organise and coordinate regular evaluations of the board and, where appropriate, the Company's Chief Executive, along with the chairmen of the relevant board committees.

See subsection: B.1.42

Complies

17. When a Company's Chairman is also its chief executive, an independent director should be empowered to request the calling of Board meetings or the inclusion of new issues on the agenda; to coordinate and give voice to the concerns of non-executive directors; and to lead the Board's evaluation of the Chairman.

See subsection: B.1.21

Complies

18. The Secretary should take care to ensure that the Board's actions:

- a) Adhere to the spirit and letter of laws and their implementing regulations, including those issued by regulatory agencies;
- b) Comply with the Company Bylaws and the Regulations of the General Shareholders' Meeting, the Board of Directors and others;
- c) Are informed by those good governance recommendations of the Unified Code that the Company has subscribed to.

In order to safeguard the independence, impartiality and professionalism of the Secretary, his or her appointment and removal should be proposed by the Appointments Committee and approved by a full Board meeting; and the appointment and removal procedures being spelled out in the Board's regulations.

See subsection: B.1.34

Complies

19. The Board should meet with the necessary frequency to properly perform its functions, in accordance with a calendar and agendas set at the beginning of the year, to which each Director may propose the addition of other items.

See subsection: B.1.29

Complies

20. Director absences should be kept to the bare minimum and quantified in the Annual Corporate Governance Report. When directors have no choice but to delegate their vote, they should do so with instructions.

See subsections: B.1.28 and B.1.30

Complies

21. When directors or the Secretary express concerns about some proposal or, in the case of directors, about the Company's performance, and such concerns are not resolved at the Board, the person expressing them can request that they be recorded in the minutes book.

Not applicable

22. The board in full should evaluate the following points on a yearly basis:

- a) The quality and efficiency of the Board's operation;
- b) Starting from a report submitted by the Appointments Committee, how well the Chairman and Chief Executive have carried out their duties;
- c) The performance of its Committees on the basis of the reports furnished by the same.

See subsection: B.1.19

Complies

23. All directors should be able to exercise their right to receive any additional information they require on matters within the Board's competence. Unless the Bylaws or Board Regulations indicate otherwise, such requests should be addressed to the Board's Chairman or Secretary.

See subsection: B.1.42

Complies

24. All directors should be entitled to call on the Company for the advice and guidance they need to carry out their duties. The Company should provide suitable channels for the exercise of this right, extending in special circumstances to external assistance at the Company's expense.

See subsection: B.1.41

Complies

25. Companies should organise induction programmes for new directors to acquaint them rapidly with the workings of the Company and its corporate governance rules. Directors should also be offered refresher programmes when circumstances so advise.

Complies

26. Companies should require their directors to devote sufficient time and effort to perform their duties effectively, and, as such:

- a) Directors should apprise the Appointments Committee of any other professional obligations, in case they might detract from the necessary dedication.

b) Companies should lay down rules about the number of Boards on which their Board members can take part.

See subsections: B.1.8, B.1.9 and B.1.17

Complies

27. The proposal for the appointment or renewal of directors which the Board submits to the General Shareholders' Meeting, as well as provisional appointments by the method of co-option, should be approved by the Board:

a) On the proposal of the Appointments Committee, in the case of independent directors.

b) Subject to a report from the Appointments Committee in all other cases.

See subsection: B.1.2

Complies

28. Companies should post the following director particulars on their websites, and keep them permanently updated:

a) Professional experience and background;

b) Directorships held in other companies, listed or otherwise;

c) An indication of the director's classification as executive, proprietary or independent; in the case of proprietary directors, stating the shareholder they represent or have links with.

d) The date of their first and subsequent appointments as a Company director, and;

e) Shares held in the Company and any options on the same.

Complies

29. Independent directors should not stay on as such for a continuous period of more than 12 years.

See subsection: B.1.2

Explain

The Board of Directors has not adopted this recommendation on the grounds that the independent directors' permanence on the Board should depend on their contribution, experience and qualifications and that their independence is not jeopardized in any way by virtue of being appointed for a shorter or longer period.

30. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

See subsections: A.2, A.3 and B.1.2

Complies

31. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where just cause is found by the board, based on a proposal from the Appointments Committee. In particular, just cause will be presumed when a director is in breach of his or her fiduciary duties or comes under one of the disqualifying grounds enumerated in heading 5 of section III (Definitions) of this Code.

The removal of independents may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the Company's capital structure, in order to meet the proportionality criterion set out in Recommendation 12.

See subsections: B.1.2, B.1.5 and B.1.26

Complies

32. Companies should establish rules obliging directors to inform the board of any circumstance that might harm the organisation's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the crimes stated in Article 124 of the Companies Law, the Board should examine the matter and, in view of the particular circumstances and potential harm to the Company's name and reputation, decide whether or not he or she should be called on to resign. The Board should also logically disclose all such determinations in the Annual Corporate Governance Report.

See subsections: B.1.43 and B.1.44

Complies

33. All directors should express clear opposition when they feel a proposal submitted for the Board's approval might damage the corporate interest. In particular, independents and other directors unaffected by the conflict of interest should challenge any decision that could go against the interests of shareholders lacking Board representation.

When the Board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next Recommendation.

The terms of this Recommendation should also apply to the Secretary of the Board; director or otherwise.

Not applicable

34. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the Board. Irrespective of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.

See subsection: B.1.5

Not applicable

35. The Company's remuneration policy, as approved by its Board of Directors, should specify at least the following points:

a) Amount of fixed components, with an itemisation, where applicable, of the per diems for participating in the meetings of the Board and of its Committees and an estimate of the annual fixed remuneration to which they give rise.

b) Variable remuneration components, including:

i) The types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items.

ii) Performance evaluation criteria used to calculate entitlement to the award of shares or share options or any variable remuneration item;

iii) The main parameters and grounds for any system of annual bonuses or other, non cash benefits; and

iv) An estimate of the sum total of variable payments arising from the remuneration policy proposed, as a function of degree of compliance with pre-set targets or assumptions.

c) The main characteristics of pension systems (for example, supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost.

d) The conditions to apply to the contracts of executive directors exercising senior management functions. Among them:

i) Duration;

ii) Notice period; and

iii) Any other clauses covering hiring bonuses, as well as indemnities or golden parachutes in the event of early termination of the contractual relation between company and executive director.

See subsection: B.1.15

Complies

36. Remuneration comprising the delivery of shares in the Company or other companies in the group, share options or other share-based instruments, payments linked to the Company's performance or membership of pension schemes should be confined to executive directors.

The delivery of shares is excluded from this limitation when directors are obliged to retain them until the end of their tenure.

See subsections: A.3 and B.1.3

Complies

37. External directors' remuneration should sufficiently compensate them for the dedication, skills and responsibilities that the post entails, but should not be so high as to compromise their independence.

Complies

38. In the case of remuneration linked to Company earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Not applicable

39. In the case of variable remunerations, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector or circumstances of this kind.

Complies

40. The board should submit a report on the directors' remuneration policy to the advisory vote of the General Shareholders' Meeting, as a separate point on the agenda. This report can be supplied to shareholders separately or in the manner the company sees fit.

The report will focus on the remuneration policy the Board has approved for the current year with reference, as the case may be, to the policy planned for future years. It will address all the points referred to in Recommendation 35, except those potentially entailing the disclosure of commercially sensitive information. It will highlight the most significant changes in such policy with respect to the previous year referred by the General Meeting, with a global summary of how the policy was applied over such year.

The role of the Remuneration Committee in designing the remuneration policy should be reported by the Board to the Meeting, along with the identity of any external advisors engaged.

See subsection: B.1.16

Complies

41. The notes to the financial statements should list individual directors' remuneration in the year, including:

a) A breakdown of the compensation obtained by each company director, to include where appropriate:

i) Participation and attendance fees and other fixed director payments;

ii) Additional compensation for acting as chairman or member of a Board committee;

iii) Any payments made under profit-sharing or bonus schemes, and the reason for their accrual;

iv) Contributions on the director's behalf to defined-contribution pension plans, or any increase in the director's vested rights in the case of contributions to defined-benefit schemes;

v) Any severance packages agreed or paid;

vi) Any compensation they receive as directors of other companies in the Group;

vii) The remuneration executive directors receive in respect of their senior management posts;

viii) Any kind of compensation other than those listed above, of whatever nature and provenance within the Group, especially when it may be accounted a related-party transaction or when its omission would detract from a true and fair view of the total remuneration received by the director.

b) An individual breakdown of deliveries to directors of shares, share options or other share-based instruments, itemised by:

i) Number of shares or options awarded in the year, and the terms set for their execution;

ii) Number of options exercised in the year, specifying the number of shares involved and the exercise price;

iii) Number of options outstanding at the year end, specifying their price, date and other exercise conditions;

iv) Any change in the year in the exercise terms of previously awarded options.

c) Information on the relation in the year between the remuneration obtained by executive directors and the Company's profits, or some other measure of corporate performance.

Partly complies

The Annual Report sets out all the information referred to in this recommendation apart from the executive directors' individual remuneration for performing senior management functions, notwithstanding the information to be included in the Annual Report of Directors Remuneration, according to the article 61ter of the Market Securities Act.

42. When the Company has an Executive Committee, the breakdown of its members by director category should be similar to that of the Board itself. The Secretary of the Board should also act as secretary to the Executive Committee.

See subsections: B.2.1 and B.2.6

Explain

The Executive Committee consists only of executive and independent directors, there being no proprietary directors, although two of the executive directors would also qualify as proprietary directors. The Board Secretary is the Secretary of this Committee.

43. The Board should be kept fully informed of the business transacted and decisions made by the Executive Committee. To this end, all board members should receive a copy of the Committee's minutes.

Explain

In 2012 no meetings from the Executive Committee has taken place.

44. In addition to the Audit Committee mandatory under the Securities Market Law, the Board of Directors should form a committee, or two separate committees, of Appointment and Remuneration.

The rules governing the make-up and operation of the Audit Committee and the Appointment and Remuneration committee or committees should be set forth in the Board Regulations, and include the following:

a) The Board of Directors should appoint the members of such committees with regard to the knowledge, aptitudes and experience of its directors and the terms of reference of each Committee; discuss their proposals and reports; and be responsible for overseeing and evaluating their work, which should be reported to the first full Board following each meeting;

b) These committees should be formed exclusively of non-executive directors and have a minimum of three members. Executive directors or senior officers may also attend meetings, for information purposes, at the Committees' invitation.

c) Committees should be chaired by an independent director.

d) They may engage external advisors, when they feel this is necessary for the discharge of their duties.

e) Minutes of meeting proceedings should be drawn up and a copy sent to all Board members.

See subsections: B.2.1 and B.2.3

Complies

45. The job of supervising compliance with internal codes of conduct and corporate governance rules should be entrusted to the Audit Committee, the Appointments Committee or, as the case may be, separate Compliance or Corporate Governance Committees.

Complies

46. All members of the Audit Committee, particularly its chairman, should be appointed with regard to their knowledge and background in accounting, auditing and risk management matters.

Complies

47. Listed companies should have an internal audit function, under the supervision of the Audit Committee, to ensure the proper operation of internal reporting and control systems.

Complies

48. The head of internal audit should present an annual work programme to the Audit Committee; report to it directly on any incidents arising during its implementation; and submit an activities report at the end of each year.

Complies

49. Control and risk management policy should specify at least:

a) The different types of risk (operational, technological, financial, legal, reputational, etc.) the Company is exposed to, with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks;

- b) The determination of the risk level the Company sees as acceptable;
- c) Measures in place to mitigate the impact of risk events should they occur;
- d) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

See subsections: D

Complies

50. The Audit Committee's role should be:

1. With respect to internal control and reporting systems:

- a) Monitor the preparation and the integrity of the financial information prepared on the Company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
- b) Review internal control and risk management systems on a regular basis, so main risks are properly identified, managed and disclosed.
- c) Monitor the independence and efficacy of the internal audit function; propose the selection, appointment, reappointment and removal of the head of internal audit; proposing the budget for internal audit; receiving regular information regarding its activities; and verifying that senior executives are acting on the findings and recommendations of their reports.
- d) Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the firm.

2. With respect to the external auditor:

- a) Make recommendations to the Board for the selection, appointment, reappointment and removal of the external auditor, and the terms and conditions of his engagement.
- b) Receive regular information from the external auditor on the progress and findings of the audit programme, and check that senior management are acting on its recommendations.
- c) Monitor the independence of the external auditor, to which end:
 - i) The Company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
 - ii) The Committee should ensure that the Company and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence;
 - iii) The Committee should investigate the issues giving rise to the resignation of any external auditor.
- d) In the case of groups, the Committee should urge the Group auditor to take on the auditing of all component companies.

See subsections: B.1.35, B.2.2, B.2.3 and D.3

Complies

51. The Audit Committee should be empowered to meet with any Company employee or manager, even ordering their appearance without the presence of another senior officer.

Complies

52. The Audit Committee should prepare information on the following points from Recommendation 8 for input to board decision-making:

a) The financial information listed companies must periodically disclose. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.

b) The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.

c) Related-party transactions, except where their scrutiny has been entrusted to some other supervision and control committee.

See subsections: B.2.2 and B.2.3

Complies

53. The Board of Directors should seek to present the annual accounts to the General Shareholders' Meeting without reservations or qualifications in the audit report. Should such reservations or qualifications exist, both the Chairman of the Audit Committee and the auditors should give a clear account to shareholders of their scope and content.

See subsection: B.1.38

Complies

54. The majority of Appointment Committee members –or Appointment and Remuneration Committee members, as the case may be– should be independent directors.

See subsection: B.2.1

Complies

55. The Appointment Committee should have the following functions in addition to those stated in earlier recommendations:

a) Evaluate the balance of skills, knowledge and experience on the Board, define the roles and skills required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.

b) Examine or organise, in appropriate form, the succession of the Chairman and Chief Executive, making recommendations to the Board so the handover proceeds in a planned and orderly manner.

c) Report on the senior officer appointments and removals which the Chief Executive proposes to the Board.

d) Report to the Board on the gender diversity issues discussed in Recommendation 14 of this Code.

See subsection: B.2.3

Complies

56. The Appointment Committee should consult with the Company's Chairman and Chief Executive, especially on matters relating to executive directors.

Any Board member may suggest directorship candidates to the Appointment Committee for its consideration.

Complies

57. The Remuneration Committee should have the following functions in addition to those stated in earlier recommendations:

- a) Propose to the Board of Directors:
 - i) The remuneration policy for directors and senior officers;
 - ii) The individual remuneration and other contractual conditions of executive directors.
 - iii) The standard conditions for senior officer employment contracts.
- b) Oversee compliance with the remuneration policy set by the Company.

See subsections: B.1.14 and B.2.3

Complies

58. The Remuneration Committee should consult with the Chairman and Chief Executive, especially on matters relating to executive directors and senior officers.

Complies

G - OTHER INFORMATION OF INTEREST

If you consider that there is any material aspect or principle relating to the Corporate Governance practices followed by your company that has not been addressed in this report, indicate and explain below.

NOTE ON SECTION A.2.- c) In 2012 capital was reduced by amortising treasury shares, thus increasing the share held by shareholders with a significant ownership interest, which went from an interest of:

Entrezca, BV: 24.715% to 27.430% in the share capital.
Tussen de Gratchen, BV: 25.051% to 27.803% in the share capital.
Jelico Netherlands, BV: 3.156 to 3.503% in the share capital.

NOTE ON SECTION A.8.- The loss of treasury shares sold during the year is related to the delivery of shares, mainly to members of Senior Management according to the Share Delivery Plan approved by the Shareholders' Meeting.

NOTE ON SECTION B.1.6. On 24 May 2012, the Board of Directors renewed the delegation of duties of the Board of Directors, except for those duties that cannot be delegated, conferring them, on a several basis, on the executive Chairman and Vice-chairman re-elected by the Shareholders' Meeting.

NOTE ON SECTION B.1.12.- a) Below are set out the main features of the plan for delivering shares to senior management.

The 2009-2011 Plan for the delivery of stocks and options to Acciona Group senior management was approved, at the proposal of the Board of Directors, by the Company's General Shareholders' Meeting on 4 June 2009. Furthermore, Acciona, S.A. Annual General Meeting held on 9 June 2011 resolved to extend the term of said Plan, including the Executive Directors, to be applied in the reporting period 2012, increasing the maximum number of available shares established in 200,000 to 265,000 shares for the four years and maintaining the other terms and conditions with which it was approved. The General Shareholders' Meeting of 24 May 2012 agreed to extend the effective term for its application to 2013, setting the maximum number of shares available for the whole set of years (2009 to 2013) at 300,000 shares.

The main features of the "2009-2013 Plan" for the delivery of stocks and options to Acciona Group senior management are the following:

Term and basic structure of the Plan: The Plan involves the delivery of ordinary shares of the Company each year in the first five years (2009-2013) or, at the beneficiaries' choice, stock options on ordinary shares of Company instead of some of the assigned shares.

Beneficiaries: The Plan is aimed at those persons who, at any given time, hold the position of Director-General Manager, General Manager or Area Manager of the Acciona Group at the time it is decided to assign the Shares under this Plan.

Annual share bonus: The number of shares comprising each beneficiary's Share Bonus will be determined by the Board of

Directors at the proposal of the Nomination and Remuneration Committee in March of each year. Each beneficiary's Share Bonus in a single year may not exceed (a) 150,000 euros or (b) 50% of the annual variable remuneration in cash that the beneficiary is to collect. The highest Share Bonus assigned to a beneficiary under the Plan, expressed as a number of shares, may not exceed three times the lowest Share Bonus assigned to other beneficiaries in that year.

Exchange ratio between shares and stock options, partial substitution of ones by the others: Once the Share Bonus is defined every year, the Company's Board of Directors will establish a fixed exchange ratio between Shares and Stock Options. The Beneficiary could decide that a portion of the granted shares, below fifty per cent (50%), is substituted by stock options.

Available shares for the Plan: The maximum number of shares that may be delivered to beneficiaries under this Plan in the five-year period (2009, 2010, 2011, 2012 and 2013) will be 300.000 shares, including those assigned but replaced by stock options at the beneficiaries' choice.

Annual date of delivery: The Share Bonus will be delivered to beneficiaries within thirty (30) calendar days following the ordinary Annual General Meeting, on the date established by the Board of Directors or its delegated bodies. In case of beneficiaries who are Company Directors, the delivery will follow in any case the resolution by the Company Annual General Meeting on the delivery of the corresponding shares (and, if applicable, stock options) pursuant to the provisions of Article 219 of the Consolidated Corporations Law.

Rights over shares: Shares will grant the beneficiary the economic and political rights vested in the shares since they are delivered.

Restricted use of the shares: Beneficiaries cannot dispose of or encumber or grant any option on the shares prior to 31 March of the third year following the year in which said shares were delivered to the beneficiary in payment of the share bond.

Granting of a stock option to the Company: The beneficiary grants the Company a stock option on shares delivered prior to 31 March of the third year following the year in which said shares were delivered for EUR 0.01 each. The stock option could only be exercised by the Company if the labour, civil or trade relationship is interrupted or terminated under specific conditions.

Stock options scheme: Each stock option will grant the beneficiary the right to an ordinary share of the Company, against payment of the share price established to exercise the option or against payment of its price for the settlement by differences between the option value and the value of the share at the time of exercising the option. Options granted one year as part of the Plan could be exercised, entirely or in part, and in one or several occasions, if the labour, civil or trade relationship was not interrupted or terminated under specific conditions, within three years between (a) 31 March of the third calendar year following the year in which they were granted and (b) 31 March of the third year following the beginning of the term (the "Exercise Period").

With regards to the aforementioned Plan, a total of 44,736 shares and 33,784 stock option rights of Acciona, S.A. were delivered during the 2012 reporting period to the Group's Senior Management, including those delivered to the Executive Directors. The Chief Executive Officer has received 1,124 shares and 9,995 stock options and the Executive Vice President 2,347 shares, pursuant to the conditions established by the shares delivery plan Regulations.

Granted stock options include the right to acquire an equal number of shares at EUR 66.73 each and could be exercised from 31 March 2015 to 31 March 2018.

NOTE TO SECTION B.1.12.-b) For purposes of this report, senior managers are the people forming part of the first two levels of management in the Acciona Group and the corporate director of Internal Audit. This classification is made simply for information purposes, and in no way should it be considered a construal valuation aspect with respect to the concept of senior management established in current legislation and specifically in Royal Decree 1382/1985.

The list includes those who have formed part of the first two levels of management of the group in 2012, whether during the entire year or during part of it.

In 2012 the list of Senior Managers has come to include Ignacio Aguilera Carmona, Jose Luis Blanco Diéguez, Marek Jozefiak and Fidel Andueza Retegui. In turn, the following people were taken off the list during 2012: Antonio Gravalos Esteban, Alberto de Miguel Ichaso, Joraslaw Popiolek, Pedro Ruiz Osta, Robert Park and Fidel Andueza Retegui.

NOTE TO SECTION B.1.12.-c) The figure showing total remuneration paid to senior management includes the amount related to severance pay granted to five managers for termination of their employment relationship and which were removed from the payroll during 2012.

NOTE ON SECTION B.1.13.- The amount of those clauses, which does not affect the executive directors, is as follows: One clause for a total amount of 2.5 years' worth of total remuneration, two clauses for an amount equivalent to two years' worth of total remuneration; one clause for the amount of nine months' total remuneration, two clauses for the amount of six months of total remuneration.

NOTE ON SECTION B.1.29.- The Sustainability Committee met on 5 occasions during 2012.

NOTE ON SECTION B.1.39.- DELOITTE, S.L. has only been the auditor of the individual and consolidated annual accounts of Acciona Group uninterruptedly since 2002, and the first accounts audited by DELOITTE were the individual and consolidated financial statements for the year ended 31 December 2002.

During 2002, the global firm Arthur Andersen ceased to exist. As a result, the Spanish company Arthur Andersen y Cía., S.L. (Acciona's auditor) was absorbed by DELOITTE, S.L. This involved the incorporation of Arthur Andersen's personnel in Spain into a completely different organisation.

NOTE ON SECTION B.1.40.- The companies indicated in this section engage in hotel management, auxiliary services to companies, real estate, construction and engineering; they are also involved in industrial projects, among other business activities.

In addition, pursuant to article 231.1, regarding article 229.2 of the Consolidated Corporations Law, below are the positions held by the individuals related to the Director Mr. Fernando Rodés Vila in companies engaged in an activity that is identical, similar or complementary to the Company's activity.

Company: Abertis Infraestructuras, S.A.

Director: Leopoldo Rodés Castatlé (representing La Caixa)

Position: Member

NOTE TO THE SECTION C.2 AND C.3 - There were no transactions outside the Company's or Group's ordinary business that were not performed on an arm's-length basis. Entities related to certain directors performed transactions with ACCIONA or companies in its group as part of an ordinary commercial relationship on an arm's-length basis. Those transactions were basically as follows:

A) Real property restoration services by Acciona Infraestructuras, S.A. for Son Moragues 1921, S.L. in an amount of EUR 2,349 thousand.

B) Sale by Banco Gallego of investment funds managed by BESTINVER GESTIÓN, S.A. SGIC, having received the management fees as consideration in the amount of EUR 1,053 thousand.

C) Advertisement agency services provided by Revolution Publicidad S.L. to group company Hijos de Antonio Barceló, S.A. for EUR 99 thousand.

D) Willis Iberia Correduría de Seguros y Reaseguros, S.A., in its capacity as insurance broker selected by the group divisions, along with other insurance brokers, acts as intermediary collecting the insurance policy premiums and issuing charge sheets on account of the insurance company, exactly matching the amount of the premium stated on the policy issued by the insurance company.

E) Sale of energy by Acciona Green Energy to COBEGA facilities for a total of EUR 3,661 thousand for the entire year.

F) Banco Sabadell maintains banking relations with different group companies.

G) The Transmediterránea Group interacts with COBEGA involving freight transport services for which a total of EUR 165 thousand has been billed for the year, and for product purchases amounting to EUR 92 thousand.

H) Execution of civil restoration works by Acciona Infraestructuras, S.A. for the Cacaolat, S.L. Group for a total amount of EUR 592 thousand in 2012.

NOTE ON SECTION C.4. Transactions between the Company and its subsidiaries, which are related parties and form part of its normal business as regards purpose and conditions, were eliminated in consolidation.

Below it is the breakdown of the transactions between the Group and its associates.

At 31 December 2012, the debit and credit balances with associates were as follows, in thousands of euros:

| | Debit balances/expenses | Credit balances/income |
|------------------------------------|--------------------------------|-------------------------------|
| Trade and other receivables | 17,038 | --- |
| Trade and other payables | --- | 1,024 |
| Loans with associates | 46,517 | --- |
| Income and Expenses | 2,933 | 3,840 |

The balances with Group companies relate mainly to services provided by Acciona Infraestructuras, S.A. to various associated companies. Those transactions were conducted on an arm's-length basis.

Note to section C.5.- Global Lubbock, S.L., company controlled by Director José Manuel Entrecanales Domecq, holding 6% of an equity interest in the share capital of ATLL Concessionaria de la Generalitat de Catalunya, S.A., a company in which, in turn, the Acciona Group holds a 39% equity interest.

Global Buridan, S.L., company controlled by Director Juan Ignacio Entrecanales Franco, holding 6% of an equity interest in the share capital of ATLL Concessionaria de la Generalitat de Catalunya, S.A., a company in which, in turn, the Acciona Group holds a 39% equity interest.

Acacia, ISP, S.L., company in which an 18% equity interest is held indirectly by Director Fernando Rodés Vila, which owns a 5% equity interest in the share capital of ATLL Concessionaria de la Generalitat de Catalunya S.A., a company in which, in turn, the Acciona Group holds a 39% equity interest.

The Directors whose re-election was proposed during the Shareholders' Meeting in 2012 abstained from the proposal regarding their respective re-elections.

NOTE ON SECTION C.7. At 31 December 2012 the only Company whose stock traded on a secondary market, other than ACCIONA, S.A., was the Polish Company Mostostal Warszawa, S.A. which trades on the Warsaw stock market.

NOTE ON SECTION E.7. One shareholder voted electronically at the Ordinary Shareholder' Meeting on 24 May 2012

This section can include any other information, clarification or qualification relating to the previous sections of the report, provided that it is material and not repetitive.

In particular, indicate whether the Company is subject to any legislation other than the Spanish law on corporate governance and, if so, include any mandatory information different from the one required for the purposes of this Report.

Binding definition of Independent Director:

State whether any Independent Director has or has had a relation with the Company, its significant shareholders or its executives that, had it been sufficiently significant or important, would have prevented the Director from being considered independent according to section 5 of the Unified Code on good governance:

NO

Date and signature:

This Annual Corporate Governance Report was approved by the Company's Board of Directors at its meeting held on
28/02/2013

State if there have been any Directors who have voted against or have abstained from the approval of this Report.

NO



SUPPLEMENTARY DOCUMENT TO THE CORPORATE GOVERNANCE
ANNUAL REPORT PURSUANT TO ARTICLE 61 BIS
OF THE SPANISH SECURITIES MARKET ACT

1.- Introduction

Under Article 61 of the Spanish Securities Market Act (“LMV”, Spanish acronym), as per the wording of Law 2/2011 of 12 April on Sustainable Economy, listed companies are required to issue a Corporate Governance Annual Report (CGAR) on a yearly basis.

By virtue of a letter dated 28 December, the National Securities Market Commission (“CNMV”, Spanish acronym) stated that insofar as the legislative process to draft the new sample report is pending, the CGAR may be prepared based on the contents and structure of the sample report specified in Circular 4/2007, notwithstanding the obligation to include the contents required under Article 61 bis of the Securities Market Act which are not expressly covered by any section of the sample report or any valid form.

Accordingly, for preparation of the 2012 financial statements, the Board of Directors of Acciona, S.A. (hereinafter, the “Company”) has issued this supplementary document to the CGAR.

2.- CGAR additional content

2.1.- Securities not traded on EU regulated markets, specifying, where applicable, the different classes of shares and, for each one of them, the rights and obligations they carry and the share capital percentage they represent.

No securities issued are traded on non-EU regulated markets.

2.2.- Restrictions on the transferability of securities

There are no restrictions on the transferability of securities. There is a shareholders’ agreement in force –filed with the CNMV under no. 147698 on 15 July 2011– whereby the signatory shareholders, together holding 55.2% of the share capital of Acciona, S.A., agreed to grant to each other a pre-emptive right on their respective shareholdings in ACCIONA.

2.3.- Restrictions on voting rights

There is no restriction on voting rights under legal provisions or the company’s bylaws. The Regulations of the Annual General Meeting expressly entitle a single shareholder to divide his vote if he is a broker duly recognised as a shareholder, but acts on behalf of different clients and divides his votes so that they can be cast as per his clients’

instructions; or if the shareholder is a legal entity which has designated two or more representatives who are direct partners of said shareholder.

2.4.- Provisions applicable to amendments to the company's bylaws

The Bylaws may be amended in accordance with the Spanish Consolidated Limited Liability Companies Law and Section 17.2 of the Articles of Association. In order to decide on any of the issues detailed below, an Annual General Meeting must be convened with a quorum, on first call, of sixty-seven percent (67%) of the share capital subscribed, fully paid up and carrying voting power; or on second call, with a quorum of sixty-two percent (62%):

- i.** Amendment to the Bylaws, exclusion due to transfer of the registered offices, capital increase, extension of the company purpose and, where legally required, capital decrease.
- ii.** Transformation, merger, spin-off, global transfer of assets and liabilities, and dissolution of the company, unless dissolution is legally required.

For transfer of the registered offices, capital increase, extension of the company purpose, elimination or restriction of pre-emptive rights, issuance of simple, convertible or redeemable bonds, issuance of warrants or options (separately or ancillary to obligations) and preferred shares and, where legally required, capital decrease and dissolution and liquidation, an Annual General Meeting must be held, on first call, with a quorum of sixty-seven percent (67%) of the share capital subscribed carrying voting rights, or, on second call, with a quorum of fifty percent (50%) of the subscribed share capital with voting rights.

The same percentages stated in the paragraph above apply where, for a capital increase or issuance of debentures, bonds, warrants or preference shares, the Shareholders' Meeting has authorised the Board of Directors or delegated to it the power to adopt the abovesaid resolutions.

In every case, and as set out in Article 286 of the Consolidated Limited Liability Companies Law, directors or, as applicable, the shareholders who made the proposal, must draft the full text of the amendment proposed and the corresponding explanatory report, which must be made available to the shareholders by the time the meeting is convened.

Votes must be cast separately for each article or set of articles deemed substantially independent. Resolutions must be adopted by majority, that is, with the favourable vote of more than half of the shares carrying voting rights and present at the meeting, according to the list of attendees prepared when opening the meeting.

2.5.- Significant agreements entered into by the company which may come into force, be amended or terminated in the event of a change of control of the company due to a takeover bid, and its outcomes, unless disclosure thereof may be seriously detrimental to the company. This exception may not apply where the company is legally required to disclose the information.

There is no significant agreement entered into by the Company which may come into force, be amended or terminated in the event of a change of control of the Company due to a takeover bid

2.6.- Arrangements on severance payment between the company and its managers and directors or employees where the latter resign or are unfairly dismissed, or where the employment relationship terminates due to a takeover bid.

The company's general criteria in relation to its directors and managers is not to grant severance payment other than in the cases and for the amounts set out under labour legislation in force, or unless otherwise expressly agreed.

Notwithstanding the foregoing, six executives, not including the executive directors, have agreed on specific conditions, as indicated below, in the event of termination of the employment contract for unfair dismissal or at the company's will.

The amount of such provisions, which do not affect the executive directors, is as follows: One provision for an amount equal to 2.5 annuities of total remuneration; two provisions for an amount equal to two annuities of total remuneration; one provision for an amount of nine months of total remuneration; and two provisions for an amount of six months of total remuneration.

2.7.- Description of the main characteristics of the internal control and risk management systems in place in relation to financial reporting.

2.7.1 Company's control environment

2.7.1.1. Bodies and/or roles responsible for: (i) existence and maintenance of an adequate and effective ICFR; (ii) ICFR implementation; (iii) ICFR oversight.

ACCIONA's Financial Information Internal Control System (hereinafter SCIIF, Spanish acronym) is defined in view of obtaining reasonable assurance regarding the reliability of the financial information. The main bodies responsible for such system are the Board of Directors, the Audit Committee and the Group's Corporate Economic and Financial Department.

The Board of Directors formally assumes, as set forth in article 7 of its Regulations, the powers to ensure the existence, correct application and maintenance of the SCIIF.

As set forth in the "Corporate Standard on Organisational Structure and Responsibilities", the Corporate Economic and Financial Department is responsible for the design, implementation and operation of the SCIIF.

With respect to its supervision, article 30 of the Board of Directors Regulations states that the Audit Committee's main purpose is to serve as an instrument for and to support the Board of Directors in the supervision of the accounting and financial information, the internal and external audit services, and the corporate governance. Likewise, this article also specifies that the Audit Committee is responsible for

overseeing the SCIIF. The main duties of the Audit Committee, in relation to the financial information and internal control systems, are described below:

- a) Monitoring the preparation, completeness and disclosure to the market of the financial information required relating to ACCIONA and its Group, verifying compliance with applicable regulations, adequate definition of the consolidation scope, and proper application of accounting standards.
- b) Review internal control and risk management systems on a regular basis, so main risks are properly identified, managed and disclosed.

2.7.1.2.- Departments and/or mechanisms responsible for: (i) designing and reviewing the organisational structure; (ii) defining clear-cut levels of responsibility and authority, distributing tasks and roles adequately; (iii) ensuring that necessary procedures are in place to duly make them known companywide.

As set out in the Board of Directors Regulations, such Board is responsible for defining the structure of the corporate Group and, at the proposal of the Company's Chief Executive Officer, for appointing and removing, when applicable, Senior Executives of ACCIONA and of the other companies comprising the Group.

The "Corporate Standard on Organisational Structure and Responsibilities" states that the Corporate Economic and Financial Department is responsible for designing, reviewing and updating the organisational structure of the Economic and Financial Unit of ACCIONA Group. The Corporate General Department coordinates and monitors the proper definition, implementation and performance of the main duties regarding the preparation and reporting of the financial information, attributed to the organisational units of any subsidiary, subgroup, division or corporation of ACCIONA Group.

The organisational structure of the units involved in the preparation of the financial information of each Group company depends on various factors, such as the volume of transactions or the kind of business, but is always designed to cover the activities relating to the recording, preparation, review and reporting of the transactions carried out and the company's economic and financial position. Thus, the head of each Financial and Economic Unit of ACCIONA Group accounts for and proposes the design, review and update of the structure of his/her unit according to its needs, through a proposal that must be validated and approved by the Group's Corporate Economic and Financial Department in order to be implemented.

ACCIONA has a policy for establishing an adequate distribution of tasks in the Group's processes. For compliance with this policy, in 2012 the Corporate Economic and Financial Department, together with the Information Technology Department of ACCIONA Group, have developed a "Corporate Standard on Distribution of Tasks", which establishes the main conflicts of interests for the different areas of the organisational structure, as well as the applicable procedures for ensuring a correct fulfilment and maintenance of the corporate model of distribution of tasks.

Such standards are available at ACCIONA Group's intranet.

Code of Conduct, approving body, level of disclosure and examination, standards and values included (specifying whether there is any express requirement as to registration of transactions and preparation of financial information), body in charge of examining breaches and suggesting corrective measures and penalties.

ACCIONA Group has a Code of Conduct approved by the Board of Directors, whose main principles and values relate to the following:

- Maintaining an unquestionable standard of integrity as to behaviour and relations, both outside and inside the organisation.
- Objective, transparent and accurate administrative management and preparation of the financial information in order to ensure its reliability.
- Complying with internal policies and rules, and current legislation.
- Obligation to reject and report any practice implying a violation of ACCIONA Group's Code of Conduct.
- Confidential treatment of any information resulting from professional performance.

The Code of Conduct is subscribed by all the employees at the time they join the workforce of any company of ACCIONA Group. In addition, any updates of such Code of Conduct are formally notified to and subscribed by all the employees of the Group through their digital acceptance or signature and acceptance of the notice. The Code of Conduct is also published in the Group's website, where it is available for consultation by any person.

Pursuant to the Code of Conduct and its Regulations, the Code of Conduct Committee shall be responsible for controlling and supervising said Code, and specifically for:

- Encouraging the dissemination, knowledge and fulfilment of the Code of Conduct.
- Interpreting the Code of Conduct and guiding the actions in case of doubt.
- Providing a means of communication to all employees, for gathering or providing information about compliance with the Code of Conduct.
- Reporting on the level of compliance with the Code, with the appropriate recommendations or proposals to keep it up-to-date.

Likewise, the Code of Conduct Committee is the body in charge of analysing any possible breaches of the Code of Conduct, informing the Audit Committee about any actions taken.

In 2012, ACCIONA Group took the following actions in relation to the Code of Conduct:

- The update of the Code of Conduct approved by the Board of Directors in 2011 has been disseminated and informed to all employees of ACCIONA Group, by e-mail sent to all employees for their subscription. In addition, the Human Resources Department sent a copy to all other workers not having an e-mail user.
- Likewise, a communication campaign has been carried out through mailing sent to over 10,000 suppliers, contractors and collaborators of the Group, in order to publicise the existence of the updated Code of Conduct and the Ethical Channel.
- At the same time, the sample contracts for suppliers, contractors and collaborators of the Group have been reviewed, and a provision has been added. Acceptance of such provision implies, for the contracting parties, that they have knowledge of and must comply with the Code of Conduct and ethical principles, as well as that they are cognizant of the Ethical Channel, to which notices may be sent should they become aware of any breach of such Code.
- Finally, a training campaign has been initiated, through a mandatory e-learning course for the workers of the different functional areas of the Group's business divisions, starting with the higher level employees and executives. Such training includes a section that specifically refers to the reliability of the financial information, and whose purpose is to inform all of the Group's employees about the following:
 - The purpose, scope and valid term of the Code of Conduct and its Regulations.
 - The Code's Basic Principles of Behaviour.
 - The conduct guidelines related to the Respect for lawfulness, ethical values, people and the environment.
 - The duties and composition of the Code of Conduct Committee, and the correct use of the Ethical Channel.
 - The Procedure to be implemented in the event of irregular actions and the actions rules.

Reporting channel to inform the Audit Committee of any financial or accounting irregularity, and any potential breach of the Code of Conduct and irregular activities within the organisation, indicating whether such breach is confidential, if applicable.

ACCIONA has a confidential whistleblower Ethical Channel for reporting irregular conducts of any nature, whether financial, accounting or of any other nature, as well as any potential breach of the Code of Conduct.

To this end, the Code of Conduct Committee has a mailing and an e-mail address available to all employees, suppliers, contractors or collaborators, aimed at resolving any doubts with respect to the interpretation of the Code of Conduct and reporting any breaches. Both channels guarantee that reports will be kept confidential by restricting the access to the e-mail and mailing receipt of the reports exclusively to the recipients authorised by the Code Committee.

Likewise, and regardless of the channels' confidentiality, the Code of Conduct Committee guarantees that any reports received will be treated confidentially by the subscription of a confidentiality agreement by all the instructors and members of the Committee.

The Code of Conduct Committee analyses all the reports received and, based on the casuistry and seriousness of each report, it sets its priority and provides the person submitting the report with a grounded answer about the commencement of the preliminary investigation or dismissal of the report concerned. In the event the preliminary investigation is deemed to commence, the instructors responsible for analysing the reports are appointed by the Code of Conduct Committee, under a confidentiality agreement, and they may be either internal instructors of ACCIONA Group or external instructors hired for such analysis. Once the instructor is appointed, he/she initiates the proceeding and analysis of the case following the procedures and terms specified for each of the stages in the action protocol of the Whistleblower Channel.

Each examiner's conclusions, along with his recommendations and/or proposed penalties, are forwarded to the Audit Committee for the latter to consider them and adopt the relevant resolutions.

Training programmes and regular refresher training for staff involved in the preparation and review of financial information, and ICFR evaluation, covering at least, accounting standards, auditing, internal control and risk management.

ACCIONA Group considers that a continued and updated training of its employees and executives on the regulations related to the financial information and internal control is a key factor to guarantee the reliability of the financial information.

In this regard, and supported by the Group's Corporate University, which manages the training plans, ACCIONA Group makes available to its employees, including those involved in the preparation and review of the financial information and evaluation of the SCIIF, several courses and seminars.

As a result of the identified needs, the Human Resources Department of the company or of the affected subsidiaries plan and manage specific training courses and seminars, both local and centralised. They are delivered both internally and externally, with the aim of guaranteeing the understanding and correct application of the updates and modifications of the regulations and good practices required for ensuring the reliability of the financial information. In this sense, in 2012, a total of 687 workers received a total of 9,668 hours of training on economic and financial matters.

In 2012, the Corporate and Local Economic and Financial Departments involved in the preparation, review and reporting of the financial information have received several publications regarding the updating of accounting, financial, internal control and tax regulations, as well as courses on accounting regulations updates delivered by external experts.

Additionally, the persons responsible for supervising the SCIIF and members of the Internal Audit Department have attended seminars, fora and sector-related meetings

specific to the SCIIF on risk control, auditing, fraud and other aspects related to the Group's activity, organised by external firms.

Thus, the heads of the Corporate and Local Economic and Financial Departments, as well as the Corporate Unit of Accounting Policies Control and Tax Planning, are up-to-date and aware of the modifications of the applicable regulations, so they can communicate them to the relevant Departments and Units for their correct application and for addressing the various inquiries received.

2.7.2. Financial information risk assessment.

2.7.2.1. Main characteristics of the risk identification process, including errors and fraud, as to:

Whether the process is in place and on record.

ACCIONA Group's operations in a variety of business areas and countries with different regulatory, political and social systems give rise to a broad range of risks that need to be identified and managed. Therefore, the Corporate Risk Department has established a process of Global Risk Management within the Group, formalised in the Corporate Risk Management Policy, which is supervised by the Board of Directors.

With respect to the identification of the risks affecting the reliability of the financial information, the Corporate Economic and Financial Department of ACCIONA Group has formalised the procedure and criteria for determining and updating, on an annual basis, the scope of the Group's SCIIF. The annual determination of the scope of the SCIIF is based on quantitative and qualitative criteria, including the risks of error or fraud.

For materiality purposes, first, the material companies of the Business Areas or Divisions which meet any of the used criteria are considered within the scope. Once the companies are identified, the significant accounting captions are set and, as a result, the relevant business processes or cycles.

The SCIIF also considers the possibility of error in certain general processes not related directly to specific transactions, but which are particularly important for the reliability of the financial information. Such is the case, for example, of the Closing and Consolidation process, or the management processes of the Information Technology area.

In 2012, the corporate processes, as well as the material processes of the main subsidiaries of the different Divisions were fully documented and formalised. However, in accordance with the guidelines set forth in the policy on maintenance of the SCIIF's scope, the documentation will continue to be updated in the coming fiscal years applying the established materiality criteria.

In 2012, the ACCIONA Group updated its Risk Map, at the national and international levels, resulting in nine independent maps for the divisions below: ACCIONA Agua (Water) –including ACCIONA Servicios Urbanos (Urban Services) and ACCIONA Servicios Ambientales (Environmental Services)–;

ACCIONA Energía (Energy); ACCIONA Infraestructuras (Infrastructure); ACCIONA Concesiones (Concessions); ACCIONA Trasmediterránea (Trans-mediterranean); ACCIONA Inmobiliaria (Real Estate); Bestinver and Other Businesses (including GPD, ACCIONA Airport Services, ACCIONA Forwarding, ACCIONA Facility Services and Hijos de Antonio Barceló).

Whether the process covers all financial information objectives (existence and occurrence, completeness, measurement, presentation, breakdown and comparability, rights and obligations), whether it is updated, and how often.

For each of the identified processes of each of the material companies selected according to the abovementioned criterion, the inherent risks and controls set in place in such companies to mitigate such risks are defined. This procedure is documented in a Risk-Control Matrix describing, for each risk, the goals of the financial information covered (existence and occurrence). completeness, measurement, presentation, breakdown and comparability, and rights and obligations) for each one of them.

Both the determination of the SCIIF's scope and the identification and updating of the documentation regarding the risks and controls arising from the processes of the material companies must be updated at least annually and, in any case, upon the occurrence of a significant change in the Group's scope of consolidation.

Whether a process is in place to define the consolidation scope, considering, without limitation, any complex corporate structures, special purpose vehicles or similar entities.

The "Corporate Standard on Company Transactions" has been formalised by the Corporate Economic and Financial Department of ACCIONA Group in order to establish and implement the proper internal control mechanisms regarding the approval of any type of company transaction related to ACCIONA Group. Such standard requires the analysis and authorisation of the Corporate Economic and Financial Department to ensure that all the Group's transactions are correctly identified and included in the financial statements.

This standard considers the possibility of complex corporate structures, or special purpose entities, establishing the request, authorisation, communication and registration procedure for any transaction related to the incorporation, merger, spin-off, acquisition or sale of companies, as well as any other corporate transaction. The Corporate Economic Control, Consolidation, Legal and Tax Departments, among others, are directly involved in their implementation.

This standard is supplemented with the "Corporate Standard on Preparation and Reporting of Financial Information", formalised by the Corporate Economic and Financial Department of ACCIONA Group, which establishes the procedure for reporting, on a monthly basis, the changes in the scope of consolidation by the persons responsible for the consolidation of each of the subgroups of the Corporate Consolidation Department. As a result, the scope of consolidation of all the Group's subsidiaries may be monitored on a centralised basis.

Whether the process considers the effects of other kinds of risks (operational, technological, financial, legal, reputational, environmental, etc.) on the financial statements.

The ACCIONA Group's global risk management system is designed to identify events that can potentially affect the organization, and to manage these risks by establishing internal treatment and control systems that make it possible to keep the probability of these events occurring, and their impact within the established tolerance levels, and offering a reasonable level of certainty that the Group's business objectives can be met.

The identification and assessment of risks is established in each line of business, coordinated by a team at company level, from which the accepted risk tolerance level is managed and set, according to the guidelines set forth by the Corporate Executive Committee. Furthermore, actions are coordinated to be aligned with the global risks policy of the Group and to learn about the risk exposure assumed by the Group as a whole.

The Risk Management System covers 4 types of risks:

- a) Economic and financial risks.- Risks directly affecting the company's income statement: they basically include fluctuations of exchange rates, interest rates and financial markets, changes in raw material prices, liquidity, cash flows, default on payment, or customers lost.
- b) Strategic risks.- Risks which might prevent the company from achieving its objectives result in decreased growth. They include internal organizational changes, mergers and acquisitions, competitive threats, economic and political changes, emergence of new technology, or R&D.
- c) Operational risks. Risks related to processes, individuals and products. They refer to compliance with rules, legislation, regulations and contracts, control systems and procedures, supply chain, auxiliary services, information systems, employees' productivity, or loss of key staff.

This kind of risks includes risks relating to financial information reliability, as they affect the preparation and reporting of financial information directly.

- d) Unexpected risks.- Risks associated with any damage caused to the company's assets and individuals which might have a negative impact on the company's performance, such as fire, explosion, natural disasters, pollution, damage to third parties, and occupational risks.

All these types are considered by ACCIONA Group in the assessment of risks concerning the reliability of the financial information, as specified in the "Corporate Standard on Financial Information Internal Control".

Governance body in charge of supervising the process

According to the Regulations of the Board of Directors, the Audit Committee is responsible for reviewing internal control and risk management systems on a

regular basis, so that main risks can be adequately identified, managed and reported.

In 2012, the Audit Committee was informed about the results of the update of the risk maps in the year.

2.7.3. Control tasks

2.7.3.1. Financial information review and authorisation procedures and ICFR description to be disclosed to securities markets, specifying responsible officers, and explanatory documentation of the flows of activity and control (including those relating to risk of fraud) of the various transactions which might materially affect financial statements, including the procedure for closing reporting periods, and specific review of relevant assessments, estimates, measurements and projections.

The ACCIONA Group has review and authorisation procedures in place for financial information and ICFR description. These procedures are managed by the Corporate Economic and Financial Department, the Audit Committee and the Board of Directors.

Regarding the review and authorisation of the financial information, the Corporate Economic Management Department has established a reporting procedure in which all the Financial and Economic Departments of the Business Units confirm having carried out and supervised the most significant aspects of the relevant financial information.

In addition, and before the publication of the financial information in the securities market, the Audit Committee analyses, together with the Corporate Economic and Financial Department, and the internal and external auditors, the financial statements and other relevant financial information, as well as the main opinions, estimates and projections contained therein, in order to confirm that such information is complete and that criteria consistent with the prior year closing have been followed.

In this regard, the consolidated financial statements of ACCIONA Group inform about the particularly relevant areas of uncertainty in relation to the opinions given and estimates made, and about the criteria followed for their assessment.

In relation to the description of the SCIIF, the Corporate Economic and Financial Department has established, through the relevant mandatory corporate policies, standards and procedures, the correct documentation on the flow of activities and controls of the various transactions that may substantially affect the financial statements for the fiscal year. These flows of activity and control entail the identification of the main processes or business cycles which might materially affect financial information reliability, considering both quantitative and qualitative criteria. In turn, for each significant process, a flow chart describing any activities and transactions carried out is documented. As set forth in the “SCIIF Corporate Reporting Standard”, at year-end and on an annual basis, the finance managers of the different Divisions must send to the Corporate Economic Management

Department the significant processes (risks and controls matrices together with the related flowcharts), duly formalised and updated.

In identifying the risks and controls of the SCIIF, the risks related to fraud, as well as certain general processes not related directly to specific transactions identified in the financial statements, such as the closing and consolidation procedure, are specifically considered. Likewise, the key risks and controls in the processes in which the relevant opinions, estimates, valuations and projections are carried out are identified.

2.7.3.2. Internal control procedures and policies referring to information systems (including, among others, access security, change control, their implementation, continuity of operations, and segregation of duties) supported by the entity's relevant processes with regard to the preparation and publication of financial information.

The ACCIONA's Corporate Information Technology and Communications Department (TIC, Spanish acronym) is responsible for promoting and supporting the setting of technical, organisational and control measures guaranteeing the integrity, availability, reliability and confidentiality of the information.

The TIC's Security Committee of ACCIONA is the body responsible for establishing the strategy; fostering, prioritising, and monitoring the security projects, plans and programmes of the information systems; and supervising the effective and efficient management of the security risks and incidents, notifying the Corporate Valuation Committee about any possible crisis arising from an incident related to the security of the information systems.

The information systems of ACCIONA Group are based on the development of information processing applications and services, comprising the stages related to the request and evaluation of the need, analysis, design, construction, testing, implementation, production and maintenance of such information. All of the above is carried out by applying several methodologies aimed at preserving the integrity and reliability of the Group's information, including the financial information.

ACCIONA Group has policies, standards and description of processes and controls within the framework of the Information Systems Security Management System (SGSI, Spanish acronym), pursuant to renowned international regulations and standards, such as ISO 27001, ISO 27002, BS25999, and different adaptations of the NIST standards and ITIL processes.

Such policies set forth the Group's corporate guidelines for the management of the risks related to the management processes of the information systems and, specifically, for access control, changes in control, distribution of tasks, operation, production, continuity and retrieval of information, applicable by all of the Group's companies.

Access to information systems is managed in a centralised way for a large part of the Spanish subsidiaries of each business division of the Group, and individually for the rest of subgroups and subsidiaries. This is done by defining access profiles and by modifying, validating or inquiring information, based on the role of each

user of the information systems and according to his/her job description. To facilitate this allocation, certain criteria have been put forward in the “Corporate Standard on Information Systems Security”, which establishes that the access rights to the networks, systems and information must be granted in view of the duty distribution criteria, by business area, so that users may only access those resources and information required to adequately perform their duties.

Such Standard develops the Group’s Duty Distribution Policy establishing the basic guidelines to be followed by all Group’s companies, and which are based on generally accepted standards, as well as the approval route and complementary controls in the event of rejection.

The “Corporate Standard on Information Systems Security” establishes the security measures against information leakage, loss, unavailability, tampering or unauthorised disclosure which must be complied with by all Group’s subsidiaries, identifying different security levels based on the confidentiality level of the information.

The general access security and management policy is aimed at protecting the equipment from any software installation, removal or modification without the specific permits, as well as protecting the information systems against virus, trojans and other type of malware, for which updated electronic and software devices preventing the intrusion into the information systems are available.

Control mechanisms for information retrieval and information systems are defined in the continuity plans. These plans set forth the infrastructure retrieving strategies which support business processes. As a result, there are back-up systems in place which automate information protection redundantly and in sync, enabling continuity of critical systems at accepted availability levels under service agreements. Backup copies are also stored systematically in alternative physical locations in order to address any potential contingencies that may require the use of these copies.

2.7.3.3. Internal control policies and procedures aimed at supervising the management of outsourced activities, as well as those assessment, calculation or measurement tasks assigned to independent experts, which may materially affect the financial statements.

In general, the ACCIONA Group manages the activities that may materially affect the reliability of the financial statements by using its internal resources, thus avoiding any outsourcing.

Management of evaluation, calculation or valuation activities entrusted to independent experts by ACCIONA Group basically refers to the valuation of assets, mainly real estate, for which the third party is required to intervene at least once a year. Appraisal companies are selected based on the recommendations by the National Securities Market Commission, exclusively hiring appraisal companies holding the valuation certificate issued by the RICS (Royal Institution of Chartered Surveyors) pursuant to the International Valuation Standards.

The valuation reports of these assets obtained from the valuation companies are internally reviewed in order to verify whether the most significant hypotheses and assumptions used are correct, as well as their compliance with the International Valuation Standards (IVS) and International Financial Reporting Standards (IFRS), and the fairness of their effect on the financial information.

Finally, it should be noted that ACCIONA Group has controls and procedures for supervising those businesses which are operated through corporate structures, or are not controlled or directly administered by the Group, such as joint ventures.

2.7.4 Information and communication

2.7.4.1. A specific function in charge of defining and keeping the accounting policies updated (accounting policies area or department), and of addressing any inquiry or settling any dispute arising from the interpretation thereof, maintaining a fluent communication with the persons responsible for the organisation's transactions, as well as an updated accounting policies manual that must be communicated to the units through which the company operates.

ACCIONA Group has the appropriate procedures and mechanisms in place for transmitting to the staff involved in the preparation of the financial information the applicable operating criteria, as well as the information systems used therein. To this end, it is supported by the Accounting Policies Control Unit reporting to the Corporate Economic Management Department of the ACCIONA Group, the responsibilities of which include, without limitation, the following:

- Defining, managing, updating and communicating the accounting policies of the ACCIONA Group, in compliance with the applicable accounting and consolidation standards regarding the preparation and presentation of financial information to be published.
- Preparing, updating and communicating the Accounting Policies Manual to be applied by all economic and financial units of the ACCIONA Group. Said manual is updated on an annual basis and approved by the Corporate Economic Management Department.
- Addressing any inquiry or settling any dispute derived from the interpretation and application of the accounting policies, maintaining a fluent communication with the persons responsible for the organisation's transactions.
- Defining and establishing the templates, formats and criteria to be used in preparing and reporting the financial information. Thus, all the financial information disclosed to the markets is prepared by consolidating the reports of the various business units. Such reports are prepared in accordance with certain uniform collection, preparation and presentation criteria for all the ACCIONA Group's units. Such criteria are designed so as to comply with the standards applicable to the main financial statements, including the accounting principles, valuation rules and presentation formats. They comprise not only the balance sheet, income statement, statement of changes in equity and statement of cash flows, but also the gathering of other information necessary for the preparation of the notes to the financial statements.

2.7.4.2. Criteria for collecting and preparing the financial information with standard formats, to be applied and used by all of the company's or group's units, which may support the main financial statements and notes, as well as ICFR related information.

Preparation of the consolidated financial information of ACCIONA Group starts with the process of aggregation at source of the individual financial statements of each of the subsidiaries which make up each sub-consolidated unit, for their subsequent consolidation in view of the accounting and consolidation standards uniformly defined for the entire Group, until the financial information to be published in the markets is collated.

The whole aggregation and consolidation process of ACCIONA Group's financial statements is based on the computer application SAP BPC (Business Planning Consolidation). Data upload to the consolidation application is carried out in the same way for all the subsidiaries and subgroups included in the scope of consolidation, and considering the report schedule notified by the Corporate Economic Management Department. The information loaded to SAP BPC includes the main necessary breakdowns to prepare the consolidated financial statements of ACCIONA Group.

The information reporting and review system for preparing the financial statements is governed by the "Corporate Standard on Preparation of Financial Information", which establishes, for each level of responsibility of the economic and financial units of ACCIONA Group (Subsidiary/Subgroup/Division/Corporate), both the nature and format of the information to be reported, as well as its review by the relevant persons responsible for such review.

The SAP BPC consolidation application is parameterised to perform several automatic verifications and reconciliations through analytical and comparative reviews, in order to detect inconsistencies in the recorded data before they are validated. The automatic reviews are supplemented with a review of such data in the closing and consolidation procedure, as well as with a review of the estimation, valuation and calculation criteria applied for obtaining them. This review is performed by the finance manager of each level of aggregation and consolidation and, after being reported, it is reviewed again by the Corporate Economic Management Department.

The financial information preparation phase is completed by the Corporate Economic and Financial Management Department, which reviews the financial statements prepared by the Corporate Economic Management Department.

Regarding the preparation and reporting mechanisms of the information related to the SCIIF, ACCIONA Group has implemented a reporting system for the maintenance of the financial information internal control systems, as formalised in the "Corporate Standard on Maintenance, Reporting and Supervision of the Financial Information Internal Control Systems". This standard is aimed at establishing the maintenance, review, reporting and supervision basis of ACCIONA Group's SCIIF, ensuring that the risks due to errors, omissions or fraud in the financial information are properly controlled, either by preventing, detecting,

mitigating, offsetting or correcting the risks. In the event control deficiencies are detected, the officials of the affected company determine the necessary actions to rectify them, thus contributing to guarantee the reliability of ACCIONA Group's financial information.

The abovementioned reporting task must be fulfilled by all ACCIONA Group's subsidiaries which have been deemed significant under the established materiality criteria, considering, in turn, the most important processes of each of them. Such reporting is done semi-annually, the deadlines for reporting being the ones specified for reporting the semi-annual financial information. The Financial Department of each subsidiary/subgroup is responsible for this reporting task. Such department reports to the Economic and Financial Department of the relevant Division, which, in turn, reports to the Corporate Economic Management Department of ACCIONA Group.

2.7.5 System operation supervision.

2.7.5.1. The ICFR supervision activities carried out by the Audit Committee, as well as whether the company has an internal audit function responsible for supporting the Committee in supervising the internal control system, including the ICFR. Furthermore, information will be reported on the scope of the ICFR assessment carried out during the fiscal year and on the procedure through which the assessor reports on its outcomes, as well as whether the company has an action plan describing any corrective measures, if applicable, and whether their impact on the financial information has been considered.

Among other duties, article 30 of the ACCIONA's Board of Directors Regulations states that the Audit Committee's main purpose is to serve as an instrument for and to support the Board of Directors in the supervision of the accounting and financial information, the internal and external audit services and the corporate governance. The Board of Directors Regulations grant to the Audit Committee the following powers, among others:

1. Approving the internal audit plan for assessing the Internal Control on Financial Reporting system and receiving regular information regarding the outcome of its work, as well as of the action plan in order to redress any deficiencies identified.
2. Safeguarding the independence and efficacy of the internal audit function; proposing the selection, appointment, reappointment and removal of the head of internal audit; proposing the budget for internal audit; receiving regular information regarding its activities; and verifying that senior executives are acting on the findings and recommendations of their reports.
3. Oversee the internal audit departments of ACCIONA and its group, approve the department's annual budget, have knowledge of the internal audit plan, and supervise the selection and hiring systems used for internal audit personnel

ACCIONA Group has a full-time Internal Audit unit. Its duties include supporting the Audit Committee in the oversight of the Financial Information Internal Control System.

The Internal Audit Department regularly submits to the Audit Committee its annual work programme, reports to it directly on any incidents arising during its implementation, and submits the relevant action plans with any corrective measures, if applicable. At the end of each year, it submits a summary report of the activities performed during the period.

Pursuant to the internal audit plan notified to the Audit Committee for 2012, the Internal Audit Department has reviewed the effectiveness of the design and implementation of the key controls in the main processes with material effect on the financial information of certain subsidiaries of ACCIONA Group. Subsidiaries are selected within the framework of a turnover plan established in the Group to evaluate and supervise the description of the processes, to identify and evaluate the risks that most affect the financial information, and the controls implemented to mitigate such risks. In this fiscal year, mainly corporate processes have been reviewed, such as the Human Resources one, as well as the main material processes of the Energy and Urban Utilities Division, where the design and operating effectiveness of the controls in place have been analysed.

The outcome of the reviews conducted by the Internal Audit Department as well as the incidents identified have been informed to the Audit Committee. Likewise, the action plan for the rectification of such incidents has been notified to the person in charge of redressing them, as well as to the Audit Committee itself.

2.7.5.2. Whether it has a discussion procedure through which the auditor [pursuant to the provisions of the Technical Auditing Standards, (NTA, Spanish acronym)], internal audit and other experts may notify the senior executives and the Audit Committee or the company directors about any significant weakness observed in the internal control procedures during the review of the financial statements or during other processes entrusted to them. Likewise, it will report on the availability (or not) of an action plan aimed at correcting or mitigating any weakness observed.

Pursuant to article 30 of the ACCIONA's Board of Directors Regulations, the Audit Committee has the following powers and duties:

1. Review, analyse and comment on the Financial Statements and other relevant financial information with the senior management and internal and external auditors to confirm that said information is complete and the criteria are consistent with the preceding year-end closing.
2. Supervise senior management decisions about adjustments proposed by the external auditor, as well as being aware of any disagreements the may have and, if applicable, mediate in those cases.
3. Regularly receive information on the audit plan and the results of its execution from the external auditor, and verify that the senior management takes into account its recommendations.
4. Serve as a communication channel between the Board of Directors and the external auditor, evaluate the results of each audit and the management team's response to any recommendations, and act as mediator in the event of any

dispute between the former and the latter regarding the accounting principles and criteria used to prepare the financial statements.

The Audit Committee maintains a stable and professional relationship with the external auditors of the different businesses and the main companies of ACCIONA Group, strictly respecting their independence. Such relationship favours the communication and discussion of any significant weakness in the internal control procedures observed during the review of the financial statements or during other processes entrusted to them.

In this regard, the Audit Committee receives information from the external auditor, at least bi-annually, on the audit plan and the results of its implementation, and checks whether the senior management has taken into account its recommendations.

2.7.6. External auditor report

2.7.6.1. If the information of the SCIIF sent to the markets has been reviewed by the external auditor, the entity should include the relevant report as Annex, or explain the reasons for doing otherwise.

The information of the SCIIF described by ACCIONA in this document has been reviewed by the external auditor, whose review report is attached as annex.

This is the supplementary document to the Annual Corporate Governance Report prepared by the Board of Directors of Company ACCIONA, S.A., pursuant to Article 61 bis of the Securities Market Act, dated 28 February 2013.
