



PROPOSAL BY THE APPOINTMENTS AND REMUNERATION COMMITTEE ON THE RENEWAL OF THE BOARD OF DIRECTORS OF ACCIONA, S.A., WHICH WILL BE SUBMITTED FOR APPROVAL TO THE 2023 ORDINARY GENERAL SHAREHOLDERS' MEETING

(ITEM TWO ON THE AGENDA)

1. PURPOSE

This proposal on the appointment and re-election of independent directors is issued for the purpose provided for under Article 529 *decies* of the consolidated Corporate Enterprises Act (Ley de Sociedades de Capital), approved by Royal Legislative Decree 1/2010, of 2 July (the "Corporate Enterprises Act"), and in accordance with the provisions of the Board Composition Policy of Acciona, S.A. (hereinafter "ACCIONA" or the "Company").

Proposals on the appointment and re-election of the Directors are based on an analysis of what the Board of Directors needs, and favour diversity with respect to age, knowledge, experience and gender.

This proposal includes making available to the General Meeting the following information with respect to the Directors whose appointment or re-election is proposed: (i) professional experience and biographical information; (ii) category to which the Director belongs; (iii) other Boards of Directors to which they belong, as well as other remunerated activities; (iv) the date of their first appointment as Director in Acciona and any subsequent appointments; (v) Acciona shares and options on shares held by the Director.

With respect to the Director whose re-election is submitted to the General Shareholders' Meeting of 2023 for approval, the Appointments and Remuneration Committee has valued positively the quality of their work and dedication to the post during their term in office.

Thus, this Committee **proposes** that the Board of Directors should submit to the Company's General Shareholders' Meeting, to be held on 19 June 2023 at the first quorum call and 20 June 2023 at the second quorum call, the appointment and re-election of the following Directors:

2. RE-ELECTION OF THE INDEPENDENT DIRECTOR

First, this Committee **proposes** that the Board of Directors should submit to the Company's General Shareholders' Meeting, to be held on 19 June 2023 at the first quorum call and 20 June 2023 at the second quorum call, **the re-election of the following Independent Director: JERÓNIMO MARCOS GERARD RIVERO**

Given the fact that the term for which Jerónimo Marcos Gerard Rivero was appointed Director of the Company ends this year 2023, the Committee has deliberated the appropriateness of his re-election.

The Committee is therefore proposing the re-election of the director Jerónimo Marcos Gerard Rivero, due to his training and extensive experience, particularly in the areas of construction, engineering, water and



public services, private equity, investment and M&A, finance, innovation, risk management and sustainability, as can be seen from his professional profile included below, and his knowledge of ACCIONA, given that he has held the position of Independent Director since 24 June 2014. He has also held the position of Coordinating Director since June 23, 2022.

The Appointments and Remuneration Committee has also verified the performance and dedication of Mr Gerard Rivero. Since his appointment, he has attended a large proportion of meetings of the Board and its Committees. The Committee has assessed the performance of his duties during his whole term of office positively, and he is effectively available to continue providing the dedication required to hold the office without being conditioned by relations with the Company, its significant shareholders or officers, thus making him merit the category of Independent Director.

Moreover, in the opinion of the Appointments and Remuneration Committee, Jerónimo Marcos Gerard Rivero's performance in the position of Coordinating Director since his appointment has been excellent.

- Professional Profile

He is the Chairman and CEO of the México Retail Properties Group (MRP).

In addition to his position as CEO of MRP, he is a Director at the Rotoplas Group and Grupo Hotelero Santa Fé.

He has been CFO of Telefónica Móviles México and CEO of Telefónica B2B; he also worked at Goldman Sachs & Co. He served as Partner of the Private Equity Firm Latin America Enterprise Fund. He worked as an Advisor to the Undersecretary of Revenues of the Ministry of Finance and Public Credit during a six-year term in office 1988-1994.

He has a Bachelor's Degree in Economics from the Mexico Autonomous Technology Institute (ITAM) and a Master's Degree in Business Administration from Stanford University.

He is a professor of Microeconomics at the Mexico Autonomous Technology Institute (ITAM).

- Other Boards of Directors on which he sits, as well as any other remunerated activities:

COMPANY	POSITION
México Retail Properties Group	Chairman
Grupo Hotelero Santa Fe	Director
Rotoplas, S.A.B. de CV.	Director

- Date of first and any subsequent appointments as Director of ACCIONA

24 May 2014, 18 May 2017, 28 May 2020.

- ACCIONA shares and any share options held by the director

The Independent Director Jerónimo Marcos Gerard Rivero does not hold any shares in the Company.

Having examined all the above information, the Committee has concluded that Jerónimo Marcos Gerard Rivero meets all the requirements of business and professional good standing, appropriate knowledge and experience and availability to exercise good governance of the Company.

3. APPOINTMENT OF FEMALE INDEPENDENT DIRECTORS

3.1.- Appointment of María Salgado Madriñán

The Committee is proposing the appointment as Director of María Salgado Madriñán due to her training and extensive experience, particularly in the sector of energy and climate change, risk management and the digital, science and technology areas, as can be seen from her professional profile and her knowledge of the ACCIONA Group, as she is currently Director of Corporación Acciona Energías Renovables, S.A. (hereinafter, "**ACCIONA Energía**"). She has held this position since her initial appointment on 26 May 2021, and her re-election has been proposed to the General Shareholders' Meeting to be held on 1 June 2023, probably at the first call. She has been Chairwoman of the Audit and Sustainability Committee of ACCIONA Energía since her appointment as Director.

Based on the information provided by María Salgado Madriñán in her declaration of assets and activities, as well as her CV and public information, the Committee has also determined that she can perform her duties as Director without being conditioned by her relations with the Company, its significant shareholders or officers, which makes her merit the status of independent director, in accordance with section 4 of Article 529 *duodecies* the Corporate Enterprises Act.

- Professional Profile

María Salgado Madriñán began her professional career in 1992 at the Spain-U.S. Chamber of Commerce in Miami. In 1993, she became Head of the Department of Foreign and Internal Trade at ANFACO - CECOPECA and, subsequently in 1995, she joined Internaco Group as Head of the Professional Engines Division. Later on, in 1997 she became manager of the INTERNACO Industrial Division (Benza Energy), where she served until 2002.

In 2004, she co-founded GDES Wind, S.L., an international company in wind blades (formerly Sálvora Vento, S.L.) where she was the managing director and partner until 2017. In her capacity as such, she was responsible for financial management, financial control, internal and external reporting, client relations, legal and compliance matters, including labour regulations, industry standards, EHS, and M&A operations. María Salgado Madriñán has over 14 years of experience at the top management of GDES Wind S.L., actively participating in the company's growth through international and technological innovation projects.

She was a member of the Board of the Spanish Wind Energy Association (AEE) between 2015 and 2016. She has participated in Renewable Industry Forums through AEE, Renewable UK, the American Wind Energy Association (AWEA) and the Chair of Smart Industry (ICAI) Comillas Pontifical University ICAI,



among others. She has also mentored several start-ups in innovation, sustainability and renewable energies. In 2020, she joined WAS (Women Action Sustainability), a non-profit association whose main purpose is to raise sustainability to the first strategic level of companies, entities, institutions and society.

She has extensive international experience in Europe, the United States and Latin America. In Europe, she managed wind and industrial projects in 10 countries and developed strategic alliances. In the United States, she was responsible for launching GD Energy Services Wind Inc., and was vice-chairwoman and manager of new projects, and responsible for client relations. In Latin America, she launched GDES Eólica do Brazil LTD. She also managed and coordinated projects in numerous countries across the globe such as Australia, Japan, China, South Korea, Morocco, Ethiopia and South Africa.

In 2022, she directed the Mauricio and Carlota Botton Foundation, based in Madrid, managing in particular the signing of agreements with MIT and Cambridge University for the support of Physics Research.

María Salgado Madriñán has a Bachelor's degree in Law from Complutense University of Madrid and a diploma in Business Administration from CEU San Pablo University, where she graduated in 1992. She also has an executive MBA from the IE Business School (2004) and undertook a Digital Business Executive Program at ISDI (2018). In 2019, she attended the Advanced Program in Smart Industry, Leadership and Digital Transformation at ICAI, Comillas Pontifical University, and in 2020 she earned the INSEAD Certificate in Corporate Governance for the International Directors Program (IDP) in Fontainebleau (France).

- Other Boards of Directors on which he sits, as well as any other remunerated activities:

COMPANY	POSITION
Corporación Acciona Energías Renovables, S.A.	Director

- ACCIONA shares and any share options held

María Salgado Madriñán does not hold shares in the Company.

Having analysed the above information, the Committee has concluded that María Salgado Madriñán meets all the requirements of business and professional good standing, appropriate knowledge and experience and availability to exercise good governance of the Company.

3.2.- Appointment of Teresa Sanjurjo González.

The Committee is proposing the appointment as Director of Teresa Sanjurjo González due to her training and extensive experience, as can be seen below in her professional profile.

Based on the information provided by Teresa Sanjurjo González, in her declaration of assets and activities, as well as her CV and public information, the Committee has also determined that she can



perform her duties as director without being conditioned by her relations with the Company, its significant shareholders or officers, which makes her merit the status of independent director, in accordance with section 4 of Article 529 *duodecies* of the Corporate Enterprises Act.

- Professional Profile

Director of the Princess of Asturias Foundation since 2009 and member of its Board of Trustees since 2018.

Member of the Diversity Advisory Committee of Caixabank.

Honorary member of the Colombian Academy of the Language and academic member of the Royal Asturian Academy of Jurisprudence. Member of the Management Board of the Spanish Association of Directors. Member of The Hague Club and its president in 2016-2017.

In September 2014 she was awarded the White Cross of Political Merit by the Interior Ministry.

She was born in Madrid in 1972 and studied at Comillas Pontifical University (ICADE), where in 1995 she received a degree in Law and a diploma of Corporate Legal Advisor. She has a Master in the Administration and Management of Foundations and other Non-Profit Entities from the Autonomous University of Madrid (1999/2000). In 2007 she took the General Management Programme at IESE; and in 2021 the Executive to Director Programme at Escuela de Consejeros (IESE-AED-KPMG).

She has always worked in the field of non-profit organisations, particularly foundations. Until she joined the Princess of Asturias Foundation, and since 2003, she was general director of the Spanish Association of Foundations. Before that, since 2001, she was technical director of the Spanish Confederation of Foundations, which she joined in 1999.

- Other Boards of Directors on which he sits, as well as any other remunerated activities:

COMPANY	POSITION
ACME FORMACION GALICIA SL	DIRECTOR

- ACCIONA shares and any share options held

Teresa Sanjurjo González does not hold any shares in the Company.

Having analysed the above information, the Committee has concluded that Teresa Sanjurjo González meets all the requirements of business and professional good standing, appropriate knowledge and experience and availability to perform good governance of the Company.

**REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSAL FOR RE-ELECTION AND
APPOINTMENT OF DIRECTORS
(ITEM TWO ON THE AGENDA)**

This report has been drafted by the Board of Directors of Acciona S.A. (the “**Company**”), in accordance with section 5 of Article 529 *decies* of the consolidated text of the Corporate Enterprises Act (Ley de Sociedades de Capital), approved by Royal Legislative Decree 1/2010, of 2 July (the “Corporate Enterprises Act”). Its aim is to provide grounds for the proposal for re-election and appointment of Directors, which is to be submitted for approval by the General Shareholders’ Meeting of the Company called for 19 June 2023 at the first call and 20 June 2023 at the second call, as item TWO on the agenda.

In accordance with the provisions of section 4 of aforementioned article 529 *decies* of the Corporate Enterprises Act, the proposal to appoint or re-elect members of the Board of Directors has corresponded to the Appointments and Remuneration Committee, as in all cases the positions are Independent Directors.

The Board of Directors considers that to exercise its supervisory and control function correctly, as established in the Policy on the Composition of the Company’s Board of Directors, its members as a whole must combine adequately sufficient capacities and competences, including:

- a) knowledge of the sectors in which the Company operates;
- b) knowledge and experience in economic and financial matters, management of highly-qualified human resources, and regulatory frameworks and standards;
- c) international experience; and
- d) experience and knowledge of management, leadership and business strategy.

In this respect, the criteria on which the Appointments and Remuneration Committee bases its proposals with respect to the re-election and appointment of Independent Directors, which it is submitting for approval to the General Shareholders’ Meeting, and which is attached to this report, have been: (i) the individual suitability of each of the Directors; (ii) the assessment of their performance in their last term of office, if appropriate; (iii) the sufficient diversity of the Board of Directors as whole; and (iv) the progress made in the targets for skills, age, experience and gender; all this within the framework of the selection criteria and procedures established in the Board of Directors’ Regulations and in the Policy for the Composition of the Company’s Board of Directors.

The professional profile of the persons whose re-election or appointment as directors is being submitted for approval to the General Shareholders’ Meeting, as set out in the proposal by the Appointments and Remuneration Committee, and which the Board accepts, proves the necessary honourability, suitability, professional competence, experience, training, availability and commitment necessary for discharging the position, guaranteeing the contribution of plural points of view to the issues discussed by the Board of Directors.



With the proposals for re-election and appointment of Directors which are submitted to the General Shareholders' Meeting, the Board of Directors will be made up of 13 Directors, 9 of whom will have the category of independent director (63.23% of the total Directors), 2 Executive Directors (15.38% of the total) and 2 Proprietary Directors (15.38% of the total).

The Board considers that the re-election and appointments proposed consolidate the high level of independence and continue to improve both gender diversity and the knowledge, skills, experience and age required for the optimal exercise of the duties assigned to the Board of Directors.

This report has been approved by the Board of Directors of ACCIONA, S.A. at its meeting held on 11 May 2023.
