

SUSTAINABILITY COMMITTEE REGULATIONS

“ACCIONA, S.A.”

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Article 1. Nature and object

- 1.** The Board of Directors of ACCIONA, S.A. (the "Company"), has established the Sustainability Committee of Acciona, S.A. (the "Committee"), in the terms envisaged by law and governed by the rules set out in the Articles of Association, the Board of Directors Regulations and these Audit Committee Regulations (the "Regulations").

These Regulations are designed to favour the independence of the Committee and establish its guiding principles and system of internal operation.

- 2.** These Regulations have been prepared taking into account the recommendations of the Code of good governance of listed companies.
- 3.** For those matters not specifically covered by these Regulations, the operating rules established in the Board of Directors Regulations will apply to the Committee, in particular in relation to the conduct of meetings and the process for the adoption of resolutions.

Article 2. Approval, amendment and precedence.

- 1.** These Regulations and their amendments will be approved by a resolution of the Board of Directors acting on a proposal from its Chairperson, the Chairperson of the Committee, or from three directors.
- 2.** These Regulations implement and supplement the rules set out in the Articles of Association and the Board of Directors Regulations applicable to the Committee, the latter taking precedence in the event of a contradiction with these Regulations.

Article 3. Composition.

- 1.** In accordance with the terms of the Articles of Association, the Committee will be comprised of between three and five directors, appointed by the Board of Directors, all external.
- 2.** The Chairperson of the Committee will be chosen by the Board of Directors.
- 3.** The duties of Secretary of the Committee shall be performed by the Secretary of the Board of Directors and, in his/her absence, by the Deputy Secretary of this body.

4. The members of the Committee shall be appointed on the basis of their knowledge and experience in the matters for which this Committee is responsible.

The members of the Committee will leave their positions:

- a) when they cease to be directors of the Company.
- b) when, even if they are still Company directors, they cease to be external directors.
- c) when the term for which they were appointed expires and they are not re-elected.
- d) due to a resolution of the Board of Directors.

Article 4. Operation.

1. The Committee shall meet whenever called by its Chairperson, either at his/her own initiative or at the request of any of its members.
2. In the absence or incapacity of the Chairperson, it shall be called by the Secretary at the request of any of its members.

The meetings will be held on the dates set by the Committee in its meeting schedule.

3. The sustainability committee will meet quarterly in order to assess the degree of compliance with the Sustainability policies with regard to environmental and social matters and the corporate social responsibility approved by the Board of Directors. Moreover, it will do so prior to the public dissemination of the mandatory non-financial information by Acciona, and whenever convened in accordance with the terms of these Regulations.

At least one of the meetings will be held jointly with the Audit Committee in order to review the Company's mandatory non-financial information before it is submitted to the Board of Directors, as well as the non-financial risk, ethics and business conduct supervision mechanisms.

Moreover, the committee will evaluate compliance with Acciona's governance rules and procedures and their effectiveness annually. The evaluation will be reflected in the Annual Corporate Governance Report, the preparation of which will involve the sustainability committee, reporting to the Audit Committee on this process.

4. The Committee meeting shall be validly constituted when at least one half of its members attend the meeting either in person or by proxy.

It will be possible to attend via videoconference, telephone or other means of telecommunication, with those members attending via such means being considered present and other conditions for the Committee applying accordingly.

5. The resolutions of the Committee will be adopted by an absolute majority of those attending the meeting, either in person or represented, and the Chairperson will have a casting vote.
6. The Committee may request the presence of the directors it considers necessary, and of the external auditor of any company in the group, at its meetings. It may also obtain advice from external experts.

The Committee will have appropriate, advisable and sufficient access to information and in this regard:

- a) The Chairperson of the Committee and, if he/she sees fit or if so requested by the rest of members, will maintain regular contact with key personnel involved in the governance and management of the Company on any issues within the Committee's remit.
- b) The Chairperson of the Committee, via the Committee Secretary, will channel and supply the necessary information and documentation to the rest of Committee members, giving them sufficient time to analyse it prior to its meetings.

Members will devote sufficient time to analysing and assessing the information received before attending formal meetings of the Committee.

7. With a view to ensuring proper planning making it possible to attain the objects set in an efficient manner, the Committee will establish an annual Plan of work and a meetings schedule.

The meetings will be planned by the Chairperson of the Committee, informing the Secretary of the same, so that its members receive the documentation sufficiently in advance. Account is taken of the fact that functions of the Committee members are largely of information, supervision and advice, not intervening in execution or management, which is the responsibility of Management.

The Secretary will take the minutes of each Committee meeting. The Board of Directors will have access to the minutes of the Committee at all times.

Article 5. Functions and responsibilities.

Notwithstanding any other task the Board of Directors or the Articles of Association may entrust to it, the Sustainability Committee will have the following responsibilities:

- a) To identify and guide the Sustainability and corporate social responsibility policies, rules, commitments, objectives, strategy and good practices of the Group on environmental and social issues, ensuring that these policies identify and include, at least:
 - The principles, commitments, objectives and strategy with regard to shareholders, employees, clients, suppliers, social issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other unlawful conduct;
 - the methods or systems for overseeing compliance with the policies;
 - the non-financial risk supervision mechanisms, including that related to ethical aspects and business conduct;
 - the channels of communication, participations and dialogue with stakeholders;
 - the responsible communication practices that prevent manipulation of information and protect integrity and honour.
- b) To ensure that the Company's practices on environmental and social issues are in line with the strategy and policies established.
- c) To identify and guide the policies and rules on corporate governance before they are submitted to the Board of Directors.

To supervise compliance with policies and rules on corporate governance and internal conduct rules applicable to the Company and its group, also ensuring that corporate culture is in line with its purpose and values.
- d) To oversee application of the general communication policy, on reporting of economic-financial, non-financial and corporate information, as well as communication and contacts with shareholders and investors, vote advisors and other stakeholders. In particular, the communication and relations with small and medium-sized shareholders will be monitored.

- e) The periodic evaluation and review of the corporate governance system and the policies and rules on environmental and social issues for the Company and its group, to ensure they comply with their mission to promote social interest and take into account, as appropriate, the legitimate interests of other stakeholders;
- f) Supervision and evaluation of relationship processes with different stakeholders;
- g) To periodically review the internal and management control and non-financial risk systems of the Company and its group, as well as the degree of compliance, informing the Audit Committee;
- h) To draft and revise the mandatory non-financial information of the Company before it is submitted to the Board of Directors;
- i) To prepare the Sustainability Report on an annual basis for approval by the Board.
- j) To submit to the Board of Directors and provide it with support for supervision of the policies, rules and objectives within its remit, informing the Audit Committee, as the case may be.
- k) To inform and advice the Board of Directors on compliance with the rules on corporate governance and other rules of conduct applicable to the Company and its group.
- l) To ensure compliance with the legal requirements applicable to the corporate organisation and operation of Acciona;
- m) To periodically assess the appropriateness of the Company's system of corporate governance, to ensure it complies with its mission of promoting the company interests and takes into account, as appropriate, the legitimate interests of the other interest groups.
- n) To receive information on the activity of the Code of Conduct Committee with the regularity established. The reports will include at least the number of complaints received, their origin, type, the results of the investigations and the proposed action.
- o) To ensure that potential conflicts of interest do not compromise the independence of external advice provided to the committee;
- p) To exercise any other powers assigned to the Sustainability Committee in the Board of Directors Regulations.

Article 6. Interaction between the Committee and the Board of Directors and the Shareholders.

The Chairperson of the Committee will act as spokesperson in the meetings of the Board of Directors and, if applicable, at the General Meeting of Shareholders of the Company.

Moreover, the Chairperson of the Committee will hold the meetings and contacts deemed necessary for discharging his/her duties.

In this regard, if, after revising the non-financial information, the Committee is not satisfied with a particular aspect, it will notify the Board of Directors of its opinion.

Article 7. Means.

- 1.** The resources needed by the Committee will be processed via the Secretary of the Board of Directors of the Company.

Moreover, sufficient financial resources will be supplied so that, where necessary, the members of the Committee can receive external advice on any issues within their remit or on any other issues they may require.

- 2.** The members of the Committee and, in particular, the Chairperson, perform important work that requires a considerable amount of time. Therefore, they may receive sufficient remuneration in line with such responsibility and dedication, and the Chairperson's remuneration may be different to that of the other members of the Committee.

The level of remuneration in this regard will not compromise the independence and objectivity of the Committee members.

Article 8. Committee Appraisals.

As part of the annual appraisal of the Board of Directors, the Committee will assess its performance autonomously. In this regard, it can request the opinion of the rest of Directors and, if appropriate, enlist the assistance of an external consultant.

The Committee will inform the Board of Directors of the aspects appraised and the result of the appraisal, so that they are taken into account in the annual assessment of the Board.

Article 9. Reports to be Issued.

The Committee will verify compliance with the commitments assumed in relation to sustainability, environment, social responsibility and good corporate governance annually.

In addition to the reports mentioned in these Regulations, the Committee will draft an Annual Report on the Operation of the Committee, which will allow shareholders and other interested parties to understand the activities carried out by the Committee during the financial year and which will be published on the Company website sufficiently in advance of the Ordinary General Meeting of Shareholders in accordance with the terms of Recommendation 6 of the Code of Good Governance of Listed Companies.

Article 10. Welcome and Training Programme.

New members of the Committee will receive a welcome programme to facilitate their active participation from the outset before they attend their first meeting.

The programme will cover at least the following aspects:

- a) The role of the Committee, its responsibilities and objectives.
- b) The operation of the other consultative committees of the Board of Directors.
- c) The time and dedication commitment expected of each of the members of the Committee.
- d) An overall vision of the group's business and organisational model, its strategy and main activities.
- e) Information obligations of the Company and its website.

The Committee will also have a periodic training plan to ensure knowledge is up to date in terms of new developments in environmental regulations, sustainability, corporate governance and specific regulatory changes and technological advances relevant for the Company, among others.
