



PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF ACCIONA, S.A. TO THE 2024 ANNUAL GENERAL MEETING

ONE.- ANNUAL ACCOUNTS AND AUDIT.

Justification and appropriateness of the proposed resolutions:

The purpose of these resolutions is to comply with articles 164, 272 and 273 of the Spanish Companies Act, which establishes that the General Meeting must, within six months following the closing of the corresponding financial year, approve the annual accounts, the management of the company and the proposed distribution of earnings, drawn up by the Board of Directors. Moreover, and in accordance with articles 42 and 49.6 of the Spanish Code of Commerce, the consolidated accounts of the group of which Acciona, S.A. is the parent company are also submitted for approval, and the consolidated non-financial information statement (called the Sustainability Report) which forms part of the consolidated directors' report. The non-financial information statement has been duly verified by an independent verification service provider.

Furthermore, with the auditor's one-year mandate having expired, it is proposed to re-elect it for the 2024 financial year, in accordance with article 264 of the Spanish Companies Act. Pursuant to article 529 quaterdecies of the Spanish Companies Act and article 40 bis of the Articles of Association, the Board proposal is submitted following a proposal from the Audit and Sustainability Committee.

Proposed resolutions:

1.1 Examination and approval, if applicable, of the individual annual accounts of Acciona, S.A. and consolidated accounts of the group of which it is the parent company, corresponding to financial year 2023.

To approve the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in net equity, cash flow statement and report) of Acciona, S.A. corresponding to the 2023 financial year, as drawn up by the Board of Directors.

Approve the consolidated annual accounts (balance sheet, profit and loss account, consolidated statement of income and expenditure, statement of changes in equity, cash flow statement and notes to the financial statements) of the group of companies of which Acciona S.A. is the parent company corresponding to the 2023 financial year, as drawn up by the Board of Directors.

1.2 Examination and approval, if applicable, of the individual management report of Acciona, S.A. and the consolidated report of the group of which is the parent company, corresponding to the financial year 2023.

Approve the directors' reports, both individual and consolidated, for financial year 2023, drawn up by the Board of Directors.

1.3 Approval, if applicable, of the corporate management and actions carried out by the administrative body of Acciona, S.A. in the financial year 2023.

To approve the management of the Board of Directors and of the Company's executives and attorneys during financial year 2023.

1.4 Examination and approval, if applicable, of the consolidated non-financial information statement (called the Sustainability Report), contained in the consolidated directors' report, for financial year 2023.

Approve the consolidated non-financial information statement (called the Sustainability Report) which forms part of the consolidated directors' report of the group of companies of which Acciona, S.A. is the parent company, for financial year 2023, as drawn up by the Board of Directors. That report has been duly verified by an independent verification service provider.

1.5 Application of the results of financial year 2023.

To approve the allocation of the results of the 2023 financial year as follows:

	2023 (Euros)
Distribution basis:	
Profit of Acciona, S.A.	89,445,776.05
Distributable voluntary reserves	224,873,511.10
Distribution:	
To legal reserves	-
To statutory reserve	8,944,577.61
To capitalisation reserves	39,319,942.49
To voluntary reserves	-
To dividends	266,054,767.05
Total	314,319,287.15

The gross dividend payment of approximately **€4.85** per share (or a higher amount as set by the Board of Directors or its members with delegated powers as a result of the direct own shares existing at the time of payment) will be paid on **4 July 2024**. The dividend will be paid through the entities participating in Sociedad de Gestión de los Sistemas de Registro Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) (IBERCLEAR).

1.6 Re-election of KPMG Auditores, S.L. as auditors of Acciona, S.A. and its consolidated group for the financial year 2024.

Re-elect KPMG Auditores, S.L. with tax ID number B-78510153, a Spanish entity, recorded at the Commercial Registry of Madrid on folio 84, volume 11961, sheet M-188.007, with registered office in Madrid, Paseo de la Castellana 259C, recorded in the Official Registry of Auditors of the Accounting and Audit Institute under number S0702, as auditor for Acciona, S.A. and its

consolidated group for the review of its individual and consolidated annual accounts for financial year 2024.

This resolution is submitted by the Board of Directors for the approval by the Annual General Meeting, acting on a proposal from the Audit and Sustainability Committee.

TWO.- RENEWAL OF THE BOARD OF DIRECTORS.

Justification and appropriateness of the proposed resolutions:

In accordance with article 529 decies, the General Shareholders' Meeting is responsible for the appointment and re-election of the members of the Board of Directors.

In this regard, the re-election of Ms. María Dolores Dancausa Treviño and Mr. Javier Sendagorta Gómez del Campillo as independent directors is submitted to the General Meeting, at the proposal of the Appointments and Remuneration Committee.

In addition, at the proposal of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee, the re-election of the executive directors Mr. José Manuel Entrecanales Domecq and Mr. Juan Ignacio Entrecanales Franco, and that of the proprietary directors Mr. Daniel Entrecanales Domecq and Mr. Javier Entrecanales Franco, is submitted to this Meeting.

The proposal made by the Appointments and Remuneration Committee does not include the re-election of the independent director Mr. José María Pacheco Guardiola, reducing the number of members of the Board of Directors from 13 to 12, thus achieving the gender diversity target, which will increase from 38.46% to 41.66%.

The proposal and the favourable report of the Appointments and Remuneration Committee and the report of the Board of Directors justifying in detail the proposals for re-election under item TWO of the agenda have been made available to the shareholders.

Proposed resolutions:

- 2.1 Re-elect Mr. José Manuel Entrecanales Domecq as Executive Director.**
- 2.2 Re-elect Mr. Juan Ignacio Entrecanales Franco as Executive Director.**
- 2.3 Re-elect Mr. Daniel Entrecanales Domecq as Proprietary Director, at the proposal of the shareholder Wit Europese Investerings BV.**
- 2.4 Re-elect Mr. Javier Entrecanales Franco as Proprietary Director, at the proposal of the shareholder Tussen de Grachten BV.**
- 2.5 Re-elect Mr. Javier Sendagorta Gómez del Campillo as Independent Director.**
- 2.6 Re-elect Ms. María Dolores Dancausa Treviño as Independent Director.**

All these appointments shall be for the period specified in the Articles of Association.

2.7 Setting the number of members on the Board of Directors at 12.

To set the number of members on the Board of Directors at 12, within the minimum of 3 and the maximum of 18 members provided for in article 29 of the Articles of Association.

The reports and information on the candidates proposed to the General Meeting are available to shareholders from the publication of the announcement of the call to the General Meeting on the Company's website, www.acciona.com

THREE.- ADVISORY VOTE ON THE ANNUAL DIRECTOR REMUNERATION REPORT FOR 2023.

Justification and appropriateness of the proposed resolution:

Under item THREE and in accordance with article 541.4 of the Spanish Companies Act, the Annual Director Remuneration Report for 2023, the full text of which has been available to shareholders since the preparation of the annual accounts for 2023 on 29 February 2024, the date on which it was approved by the Board of Directors and published as other relevant information by the Company, is submitted to an advisory vote.

Proposed resolution:

Approve the Annual Director Remuneration Report for 2023, on an advisory basis.

FOUR.- AUTHORISATION TO CONVENE, WHERE APPROPRIATE, EXTRAORDINARY GENERAL MEETINGS OF ACCIONA, S.A. WITHIN A MINIMUM NOTICE OF FIFTEEN DAYS.

Justification and appropriateness of the proposed resolutions:

Article 515 of the Spanish Companies Act makes it possible to reduce the term for convening extraordinary general meetings to a minimum of fifteen days' notice, provided that the Company allows all shareholders to vote via electronic means and this reduction is approved at the Annual General Meeting with the favourable vote of shareholders representing two thirds of the share capital subscribed with the right to vote.

As of today, it is not expected that an Extraordinary General Meeting will have to be convened with a reduced notice, but the Board of Directors considers it reasonable to reserve this possibility should it be required.

Proposed resolution:

To authorise the announcement of Extraordinary General Meetings of Acciona, S.A. with a minimum of fifteen (15) days' notice, pursuant to article 515 of the Spanish Companies Act.

FIVE.- DELEGATION OF POWERS TO THE BOARD OF DIRECTORS FOR THE IMPLEMENTATION, INTERPRETATION, AMENDMENT AND EXECUTION OF THE RESOLUTIONS AGREED BY THE GENERAL MEETING, AND TO REPLACE THE POWERS IT RECEIVES FROM THE GENERAL MEETING; AND THEIR CONVERSION INTO A PUBLIC INSTRUMENT, INTERPRETATION, AMENDMENT, SUPPLEMENTATION, IMPLEMENTATION AND REGISTRATION.

Proposed resolution:

To delegate to the Board of Directors the broadest powers of implementation, interpretation, amendment and execution of the resolutions adopted by this General Meeting, with the express authorisation for the powers to be exercised by the Directors or the Secretary designated by the Board of Directors.

Thus, among other actions, such persons are empowered so that any of them, acting jointly and severally plus indistinctly, can remedy any defects in the formalisation of the resolutions adopted by the General Meeting in the sense indicated by the verbal or written observations from the Commercial Registry, notarise them and take such other steps as may be necessary for their execution.
