

ORDINARY GENERAL MEETING OF SHAREHOLDERS 2021

The Board of Directors of ACCIONA, S.A. calls the shareholders to the Ordinary General Meeting on the date, at the time and venue and with the agenda indicated below:

- **DATE:** **29 June 2021**, at 12:30 p.m., at first call, and **30 June 2021**, at the same time, at second call (it will foreseeably be held at second call).
- **VENUE:** Avenida de Europa 18, Parque Empresarial La Moraleja, 28108 Alcobendas (Madrid)
- **Attendance via electronic means only.**

AGENDA

ITEM ONE.- Annual Accounts and Audit.

- 1.1 Examination and approval, as the case may be, of the individual annual accounts of Acciona, S.A. and consolidated accounts of the group of which it is the dominant entity, corresponding to financial year 2020.
- 1.2. Examination and approval, as the case may be, of the individual management reports of Acciona, S.A. and consolidated reports of the group of which it is the dominant entity, corresponding to financial year 2020.
- 1.3 Approval, as the case may be, of the management of the company and actions of the Board of Directors of Acciona, S.A. during financial year 2020.
- 1.4. Examination and approval, as the case may be, of the consolidated non-financial information, contained in the Sustainability Report, and which forms part of the consolidated management report, for financial year 2020.
- 1.5 Approval, if applicable, of the 2020 Sustainability Report.
- 1.6 Application of the results of financial year 2020.
- 1.7. Re-election of KPMG Auditores, S.L. as auditor of Acciona, S.A. and of its consolidated group for financial year 2021.

ITEM TWO.- Renewal of the Board of Directors.

- 2.1 Re-election of Mr José Manuel Entrecanales Domecq, as Executive Director.
- 2.2. Re-election of Mr Juan Ignacio Entrecanales Franco, as Executive Director.
- 2.3 Re-election of Mr Daniel Entrecanales Domecq, as Proprietary Director.
- 2.4 Re-election of Mr Javier Entrecanales Franco, as Proprietary Director.
- 2.5 Re-election of Mr Javier Sendagorta Gómez del Campillo, as Independent Director.
- 2.6 Re-election of Mr José María Pacheco Guardiola, as Independent Director.
- 2.7 Re-election of Ms Ana Saiz de Vicuña Bemberg, as Independent Director.
- 2.8 Appointment of Ms María Dolores Dancausa Treviño, as Independent Director.

ITEM THREE.- Authorisations for the Board of Directors.

- 3.1 Authorisation for the derivative acquisition of own shares by Acciona, S.A. or by companies in its group, replacing the authorisation granted to that end by the 2017 Ordinary General Meeting, as well as to use some or all of the shares already acquired or acquired by virtue of this authorisation for the execution of remuneration plans for employees and executives of the Acciona group, including the directors of Acciona, S.A.
- 3.2 Authorisation to call the Extraordinary General Meetings of the Company at least fifteen days in advance, in accordance with article 515 of the Spanish Companies Act.

ITEM FOUR.- Amendments to the Articles of Association to adapt them to the most recent new developments in the Spanish Companies Act.

- 4.1 Amendment of **article 3** (Performance of the corporate object) and **article 7** (Representation of the shares)
- 4.2 Amendment of **article 18** (Entitlement to attend)
- 4.3 Amendment of **article 11** (Powers of the General Meeting), **article 19** (Representation at the General Meeting), **article 27** (Adoption of resolutions) and **article 28** (Minutes and Certificates)
- 4.4. Amendment of **article 31** (Term and remuneration of the position)
- 4.5 Amendment of **article 29** (Structure of the board of directors), **article 30** (Subjective conditions), **article 34** (Calling the Board of Directors), **article 40** (Board of Directors' Committees), **article 40bis** (Functions of the Audit Committee) and **article 41** (Management powers)
- 4.6. Amendment of **article 45** (Drawing up the annual accounts) and **article 47** (Approval and filing of the annual accounts)

ITEM FIVE.- Amendments to the Regulations of the General Meeting of Shareholders to adapt them to the most recent new developments in the Spanish Companies Act.

- 5.1 Amendment of **article 2** (Interpretation), **article 5** (Powers of the General Meeting), **article 9** (Information available to all shareholders), **article 10** (Information shareholders can request), **article 18** (Venue for the General Meeting) and **article 24** (Request for information during the General Meeting).
- 5.2 Amendment of **article 11** (Verification of shareholder status), **article 14** (Indirect shareholders), **article 15bis** (Attendance via electronic means and Meeting held via electronic means only), **article 16** (Representation at the General Meeting), **article 20** (Chair and Board of the General Meeting); **article 23** (Shareholder interventions), **article 27** (Adoption of resolutions) and **article 29** (Minutes and Certificates)

ITEM SIX.- Annual Directors' Remuneration Report 2020.

ITEM SEVEN.- Information of amendments to the Board of Directors' Regulations.

ITEM EIGHT.- Delegation of powers to the Board of Directors for the development, interpretation, remedy and enforcement of General Meeting resolutions.

OPERATING RULES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Supplement to the Announcement and presentation of proposals for resolutions.

Shareholders representing, at least, three per cent of the share capital, may (i) request that a supplement to the announcement of this General Meeting be published, including one or more items on the agenda, provided the new points are accompanied by a justification or, if applicable, of a justified proposal for a resolution; and (ii) present reasoned proposals for resolutions on matters already included or to be included on the agenda.

Requests or proposals must be sent via official channels to the Secretary of the Board of Directors de Acciona, S.A. (Acciona or the Company), and received at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) within five (5) days following the publication of this announcement.

The writ will set out the agenda items to be included in the announcement or proposal for a resolution to be formulated, in clear and express terms, as well as the identity of the applicant, who will have to demonstrate his/her status as shareholder and the number of shares he/she owns.

2. General Meeting Regime. Situation arising from the health crisis.

The Board of Directors, with a view to safeguarding the health and welfare of shareholders, employees and directors at all times, has decided, pursuant to the provisions of article 3 of Royal Decree-law 34/2020, of 17 November, according to the wording approved by the Eighth Final Provision of Royal Decree-law 5/2021, of 12 March) that **the Ordinary General Meeting of Shareholders be held in electronic form only**, that is, without shareholders, their representatives or guests and, in general, any other person attending the General Meeting in person, with the exception of those strictly required to enable the meeting to be organised and held.

The means and procedures for attending the General Meeting in electronic form are established in section 6 of this announcement and are compatible with compliance with corporate obligations and fully guarantee the political rights of shareholders.

The General Meeting will be held in accordance with the terms of the Regulations of the General Meeting (available on the Acciona website (www.acciona.com), on the website of the CNMV and at the Commercial Registry), the Acciona Articles of Association and the restated text of the Spanish Companies Act ("**Spanish Companies Act**").

It is stated for the record that the General Meeting must be constituted at first call with a quorum of 67% of capital and at second call with a quorum of 62% to be able to decide on the proposals for resolutions included in item 4 of the agenda.

Pursuant to the legally established terms, the General Meeting will be considered held at the registered office of the Company.

3. Right of attendance.

Those shareholders whose shares are registered in the corresponding book-entry register five (5) days prior to the date of the General Meeting are entitled to attend. It will not be necessary to hold a minimum number of shares to attend the General Meeting.

4. Right of representation.

Shareholders who are entitled to attend can be represented at the General Meeting by another person or persons, who may or may not be shareholders.

The representation may be granted **(1)** by post or by email or **(2)** by electronic means via the mechanisms provided in the "Vote and Electronic Delegation" area in the section devoted to the 2021 Ordinary General Meeting of Shareholders on the Acciona website (www.acciona.com).

Delegation by post, email or by electronic means via the website will be governed by the terms of this section and section 5 below.

The delegation of representation will state the identity of the representative. If the document is received by Acciona with the name of the representative left blank, the representation will be considered to have been conferred on the Chairperson, Vice-Chairperson, coordinating Director or Secretary of the Board of Directors, following, in this order, and unless stated otherwise, all items submitted to a vote at the General Meeting. In the event the representative is affected by a conflict of interest for voting on any of the proposals submitted to the Meeting, whether included on the Agenda or not, the representation will be considered conferred on the next person mentioned that is not in the same situation, following the order indicated above.

The documents establishing the representations for the General Meeting will state the instructions on how to vote, it being understood that, if nothing is stated in this regard, the representative will give precise instructions to vote in accordance with the proposed resolutions formulated by the Board of Directors on the items included on the Agenda and, unless stated otherwise, against any other matter that, not appearing on the Agenda and, as such, being unknown on the date of delegation, may be submitted for a vote at the General Meeting.

For the purposes of the terms of articles 523 and 526 of the Spanish Companies Act, be informed that if the designated representative is a director, he/she may find him-/herself in a conflict of interest situation with regard to resolutions concerning the following items on the agenda: item 1.3 (Approval of the management of the company), item 6 (Annual Directors' Remuneration Report) as well as item 2 (Renewal of the Board of Directors) if their re-election or appointment is submitted to the Meeting and, if applicable, in the scenarios envisaged in sections b) and c) of article 526.1 of the Spanish Companies Act.

In the event the person holding the representation, whether public or otherwise, is in a conflict-of-interest situation, he/she will be entitled to vote if he/she has notified the shareholder of this situation in advance and has received precise voting instructions from the shareholder represented.

The shareholder will, in writing or via electronic means, notify who it designates as representative, of the representation conferred in their favour and revocation thereof, as the case may be. When the representation is granted in favour of a member of the Board of Directors, including the Secretary and Vice-Secretary of the Board of Directors, the notification will be deemed made when the Company receives the documentation of which the same consists.

5. Delegation and remote voting procedure prior to the General Meeting.

Shareholders may cast their vote or appoint a representative before the General Meeting is held, using the voting form included on the delegation/remote voting card, sending it to Acciona by post, via email or via the mechanisms provided in the "Vote and Electronic Delegation" area in the section devoted to the 2021 Ordinary General Meeting of Shareholders on the Acciona website (www.acciona.com), following the instructions contained there.

Casting votes and delegating representatives remotely prior to the General Meeting, may be done:

- a) **By post or email:** the shareholder can send Acciona, S.A. the documents for delegating a representative or casting their vote via the following means: (i) via post sent to the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid), for the attention of the Shareholder Relations Department, or (ii) via email attaching documentation in pdf form (or other commonly used) to juntageneral@acciona.com. The documentation to be sent in both cases will be the following:

In order to delegate representation:

- Original Delegation Card issued in the name of the shareholder by a depositary entity or by Acciona, signed by the shareholder or by an authorised representative, clearly and expressly stating the delegation of representation in favour of a representative (with any instructions that, if applicable, the shareholder gives the representative), using the formula, rules and instructions appearing on the Card issued by the depositary entity or on the Acciona Card.

In order to cast votes:

- Acciona Card available on the Acciona website for remote voting, signed by the shareholder or an authorised representative, clearly and expressly stating how the shareholder wishes to vote. This formula will not be necessary if the shareholder sends the Company an attendance card issued by a depositary entity that includes a section on "remote voting".
- b) **Via electronic means using the Acciona website:** The vote or delegation of representation may be formalised using the mechanisms provided in the "Vote and Electronic Delegation" area in the section devoted to the 2021 Ordinary General Meeting of Shareholders on the Acciona website (www.acciona.com) following the instructions contained there.

The vote or delegation formalised in this manner will be sent to Acciona via internet by means of a connection with the Acciona website subject to the secure data transfer procedures that will be automatically activated when communication is established with the Acciona website.

The vote or delegation will, moreover, include a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES (the Spanish Mint-*Fábrica Nacional de Moneda y Timbre- Real Casa de la Moneda*); CAMERFIRMA or included in the Spanish electronic National Identity Document.

The deadline by which Acciona must receive votes and delegations of representation by post, email or via electronic means using the mechanisms provided on the website is **11:59 p.m. (Madrid time) on 28 June 2021**.

Shareholders issuing their vote or delegation via electronic means can obtain electronic confirmation of the issue and receipt of their vote using the same system.

- c) Delegation with the representative attending via electronic means: If the person delegated to attend does so via electronic means, the shareholder who conferred the delegation will have notified the representative of such delegation and send a copy of the delegation conferred, or the powers of representation in the case of a legal person, to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) or by means of an email addressed to juntageneral@acciona.com, together with a copy of the national ID document or passport of the representative, no later than **11:59 p.m. (Madrid time) on 28 June 2021**. The representative who so requests may attend the Meeting via electronic means by connecting in the “Attendance via electronic means” section of the website (www.acciona.com) following the instructions included in the section below.

6. Attendance and voting via electronic means at the General Meeting.

Attendance at the Ordinary General Meeting will be via electronic means only, pursuant to the rules approved by the Board of Directors of the Company to that end and that can also be found on the Company website (www.acciona.com), in the “Attendance via electronic means” area devoted to the 2021 Ordinary General Meeting of Shareholders, which also contains the mechanisms for attending the General Meeting via electronic means.

In order to attend, shareholders or their representatives will have to register on the “Attendance via electronic means” IT application on the date of the Meeting, following the procedures established below.

- **Connection, registration and attendance**: with a view to facilitating proper management of the electronic attendance systems, any shareholder or representative wishing to attend the Meeting and via remote communication means will have to register establishing the corresponding connection between **09:00 a.m. and 11:30 p.m. (Madrid Time)** on the date of the Meeting, that is, 29 June 2021 at first call or 30 June 2021 if, as envisaged, the Meeting is held at second call. Attendees will not be permitted to register outside of that time period.

If, on 29 June 2021, it is confirmed, as is envisaged, that there will not be a quorum for holding the General Meeting of Shareholders at first call, this will be announced via the electronic attendance platform, confirming that the Meeting will be held at second call. For the sake of clarity, if the Meeting is held at second call, it will not be necessary to have registered to attend at first call. Likewise, those who registered to attend at first call will have to register again for the second call.

- **Identification**: in order to guarantee the identity of attendees, the proper exercise of their rights and the appropriate conduct of the meeting, those shareholders or their representatives who wish

to use electronic attendance mechanisms will have to register using a recognised, valid user electronic certificate in force, issued by any of the following certification authorities: CERES that (the Spanish Mint-*Fábrica Nacional de Moneda y Timbre*); CAMERFIRMA or included in the Spanish electronic National Identity Document.

- **Intervention:** Any interventions and proposed resolutions or requests for information or clarification that, pursuant to said Act, persons intending on attending via electronic means plan to make, will have to be sent to the Company, in writing and, in any event, in the form and subject to the terms and conditions established on the website of the company between **9:00 a.m. and 11:30 p.m. (Madrid Time)** on the date of the Meeting. Persons attending via electronic means wishing to have their intervention recorded in the minutes of the Meeting will have to expressly state as much in the text of the same. Requests for information or clarification made by persons attending via electronic means may be replied to in the course of the meeting and or in writing, within seven days following the Meeting.

Interventions by persons attending via electronic means will be accessible for the rest of persons as of constitution of the General Meeting of Shareholders.

- **Voting:** the casting of votes in relation to the proposals made regarding the items on the agenda may be made as of the moment of registration by the shareholder or representative and until the Chairperson or, if applicable, the Secretary of the Meeting, announces the conclusion of the period of voting the proposed resolutions on the items contained on the agenda. As for the proposed resolutions on those matters that, due to legal imperative, are not required to be included in the agenda, persons attending via electronic means will be able to issue their votes as of the moment the Secretary of the General Meeting reads such proposals so that they can be voted on. In order to vote on the proposed resolutions, the procedure envisaged in the Articles of Association and Regulations of the General Meeting will apply.

The Company reserves the right to ask shareholders for any additional means of identification it deems necessary in order to verify their status as shareholders and guarantee the authenticity of the attendance via electronic means.

Shareholders voting using the “Attendance via Electronic Means” IT application can obtain an electronic confirmation of the issue and receipt of their vote in said application.

For those matters not expressly regulated in this announcement, shareholders or representatives attending the Meeting via electronic means will be subject to the same rules on voting and adoption of resolutions envisaged in the Regulations on the General Meeting as the shareholders who attend the Meeting in person.

7. Precedence rules.

If the shareholder attends the General Meeting via electronic means, this will cancel the vote or delegation of representation notified to Acciona, S.A. by post or via electronic means using the website.

Moreover, regardless of the means used to cast it, a vote will cancel any delegation (electronic or postal) whether issued previously, which will be deemed revoked, or subsequently, which will be deemed not issued. If the shareholder has cast votes in different directions, or several delegations, via electronic or postal means, the last ones issued will take precedence.

8. Documentation at the disposal of shareholders.

As of the publication of this announcement, the following documents are at the disposal of shareholders at the registered address, Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid, and via the website of the Company (www.acciona.com):

- This announcement.
- Individual annual accounts of Acciona, S.A. and consolidated accounts of the group for financial year 2020, with their respective management reports (which includes the annual corporate governance report and annual directors' remuneration report), Sustainability Report (containing the consolidated non-financial information statement), audit reports and Directors' liability declarations; and proposal for the application of the results from financial year 2020.
- Full text of the proposals for resolutions being submitted for the approval of the General Meeting.
- Information on the Directors whose appointment or re-election has been proposed to the General Meeting of Shareholders. CV and category of the Directors whose re-election and appointment as Directors is being submitted to the General Meeting. Report and proposal for re-election and appointment of the Appointments and Remuneration Committee. Report from the Board assessing the competence, experience and merits of the candidates proposed envisaged in article 529 decies of the Spanish Companies Act.
- Report from the Board of Directors assessing the proposal to amend the Articles of Association and Regulations of the General Meeting of Shareholders.
- Report from the Board of Directors on the amendments to the Board of Directors' Regulations since the last Ordinary General Meeting of Shareholders.
- Report on the functioning of the committees, including the reports from the following committees (a) Audit (containing the reports on the independence of the auditor and on related-party transactions); (b) Appointments and Remuneration and (c) Sustainability.
- 2020 Annual Corporate Governance Report.
- 2020 Annual Directors' Remuneration Report.
- Acciona Cards (Delegation and Vote).
- Total number of shares and voting rights at the date of the announcement.
- Data Protection Policy
- Restated text of the Board of Directors' Regulations
- Restated text of the Articles of Association
- Restated text of the Regulations of the General Meeting of Shareholders.
- Summary of the procedure for attendance via electronic means and casting votes and granting representation at the General Meeting of Shareholders via remote communication.

The right of the shareholders to examine the documents referred to in this section 8 at the registered address and to be provided with or sent a copy free of charge (they may be sent via email with acknowledgement of receipt if the shareholder accepts this method) is expressly stated for the record.

The information and documentation on the General Meeting can also be consulted, downloaded and printed via the Company website (www.acciona.com)

9. Right of information.

Up to the fifth day prior to the date envisaged for the General Meeting, shareholders may ask the Board of Directors for any information or clarification they deem necessary on the matters included on the agenda of the General Meeting called, on any publicly accessible information that Acciona has supplied to the

Spanish Securities Market Commission since the last General Meeting was held and regarding the auditor's report. To that end, the information requests will be sent to the Shareholder Relations Department of Acciona, S.A., at the registered office (Avenida de Europa, 18, Parque Empresarial La Moraleja, 28108 Alcobendas, Madrid) or via email sent to juntageneral@acciona.com. In order to ensure the shareholder is duly identified, the request for information will include his/her full name (or company name), tax identification number and number of shares held. The Company will not be obliged to respond to requests for information, clarification or questions in the cases envisaged by law.

10. Online Shareholder Forum.

In accordance with the terms of article 539.2 of the Spanish Companies Act, an Online Shareholder Forum will be set up on the Company website (www.acciona.com) as of the publication of this announcement and until **11:59 p.m. (Madrid time) on 28 June 2021**, which may be accessed with due guarantees by both individual shareholders and the voluntary associations established and recorded at the Commercial Registry and special Registry created for that purpose at the Spanish Securities Market Commission, for the purpose of facilitating communication prior to the General Meeting. The Forum may be used to publish proposals based on matters already included or that should be included on the agenda, initiatives to reach the necessary percentage to exercise a minority right envisaged by law, as well as offers or requests for voluntary representation.

The Rules of Operation of the Online Shareholder Forum, approved by the Board of Directors will be available on the Acciona S.A. website and must be complied with by all shareholders.

In order to be able to access the Forum and use its applications, shareholders and voluntary shareholder associations must register as a "Registered User" accrediting their identity and their status as shareholder or voluntary association of shareholders, in the terms and conditions described on the Company website, by means of the corresponding registration form.

Access to the Forum by Registered Users will be contingent on maintaining status as shareholder or duly established and recorded voluntary association of shareholders at all times.

11. Data Protection.

The shareholders and/or their representatives are informed that their personal data, as well as that supplied by credit institutions and investment services companies in which the shareholders have deposited their shares or in which they are safeguarded or data obtained by the recording of the General Meeting, will be processed by Acciona, S.A., (Tax ID No.: A08001851, Address: Avenida de Europa, 18, Parque Empresarial de la Moraleja, 28108 de Alcobendas (Madrid), Tel: +34 91 663 28 50, email: juntageneral@acciona.com as Data Controller. The purpose of the processing is (i) developing, managing and monitoring shareholder relations, (ii) the holding, recording and broadcast of the General Meeting and complying with the legal obligations derived from the same, and (iii) managing the exercise of the shareholders' rights of attendance, information, delegation and voting. The legal basis is the performance of the existing contractual relationship as well as compliance with legal obligations.

Any interested parties will be entitled to exercise their rights of access, correction, erasure and portability of their data, as well as the limitation and opposition to processing, by writing to Acciona, S.A., by sending an email to the following address: protecciondedatos@acciona.com. Shareholders who are legal persons can exercise the right of rectification of incomplete or inaccurate information regarding their entity as shareholders. Moreover, they can file a complaint before the Supervisory Authority (Spanish Data Protection Agency www.agpd.es). For more information, consult the data protection policy in the are prepared by the General Meeting on the website: www.acciona.com

12. Technical issues.

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms for attendance, delegation and voting via electronic means, using the website when technical or security concerns so require or dictate. The Company will not be responsible for harm caused to the shareholder derived from faults, overloads, breakdowns, connection failures or any other similar situation, beyond the control of the Company preventing the use of mechanisms of attendance, delegation or voting via electronic means using the internet via the website. Therefore, these circumstances will not constitute an unlawful deprivation of shareholder rights, notwithstanding the validity of delegations already conferred and votes already cast, or, if applicable, of the actions that the board of directors decides to adopt in this regard.

In the event that any of the circumstances envisaged in this section arises, the shareholders will be informed via the website as soon as possible.

13. Notarial Minutes. Attendance gift or premium.

As in past years, a Notary Public will be present to take the minutes of the General Meeting.

Be informed that no present or gift or attendance premium will be given for the 2021 Ordinary General Meeting of Shareholders.

The resolution to announce the meeting was adopted by the Board of Directors on 27 May 2021.

Madrid, 27 May 2021.

Jorge Vega-Penichet López
Secretary to the Board of Directors