



## PROPOSED RESOLUTION SUBMITTED BY THE BOARD OF DIRECTORS OF ACCIONA, S.A. TO THE 2021 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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### **SOLE ITEM.- AUTHORISATION, FOR THE PURPOSES OF ARTICLE 160.F) OF THE SPANISH COMPANIES ACT, OF THE TRANSFER OF SHARES IN CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A., INCLUDING BY MEANS OF A PUBLIC OFFERING OF SHARES AS PART OF ITS STOCK EXCHANGE LISTING**

- 1.- Authorise, for the purposes of article 160.f) of the Spanish Companies Act, the transfer of the shares of its subsidiary and parent of the Energy division, Corporación Acciona Energías Renovables, S.A. ("**Acciona Energía**"), including by means of a public offering of shares as part of its stock exchange listing.
2. Grant powers of attorney to the Board of Directors in the broadest terms, with express powers of substitution, to decide and execute the transactions which are necessary or appropriate for the execution of the sale of Acciona Energía's shares, including carrying out a public offering of shares and a stock exchange listing, when deemed appropriate, adopting all decisions and taking all steps necessary or advisable to that end, including, but not limited to, setting the size of the potential offering and the transfer or sale price or value of the Acciona Energía shares.

#### **Justification and advisability of the proposed resolution:**

This resolution complies with article 160 of the restated text of the Spanish Companies Act, approved by Legislative Royal Decree 1/2010, of 2 July (the, "**Spanish Companies Act**"), which establishes that the Meeting of Shareholders is responsible for deliberating and deciding, among other things, on the acquisition, transfer or contribution of essential assets to another company.

The Board of Directors believes that the sale of shares in Acciona Energía as part of the public offering of shares prior to its stock market listing, which, according to the applicable rules and unless the Spanish Securities Market Commission decides otherwise, must reach at least 25% of share capital, is liable to be considered the transfer of an essential company asset and, in order to comply with article 160.f) of the Spanish Companies Act, it is submitted for the deliberation and approval of the Meeting of Shareholders. It is stated for the record that, subject to market conditions and other relevant considerations, the intention of the Board of Directors is for Acciona, S.A. to maintain a stake of approximately 70% in the share capital of Acciona Energía after the transaction.

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