

## **BOARD OF DIRECTORS COMPOSITION POLICY**

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### **1. PURPOSE AND SCOPE OF APPLICATION.**

Recommendation 14 of the Code of Good Governance of Listed Companies adopted by the Spanish National Securities Market Commission and Article 11.5 of the Rules governing the Board of Directors advise that Boards of Directors adopt a specific and verifiable policy to advocate the fitting composition of the Board; one that ensures that the proposed appointments or re-election of members be based on a prior analysis of the skills required and Board of Director needs and promotes a composition marked by its diversity of knowledge, experience, age and gender.

Gender diversity will be driven by the measures that foster a significant number of female senior executives within the company.

This policy constitutes one of these measures.

Accordingly, the Board of Directors Composition Policy will apply to the election and re-election of Board of Director candidates and will, likewise, apply to the appointment of the Board Secretary and Vice-Secretary.

### **2. NUMBER OF BOARD MEMBERS, SELECTION OF CANDIDATES AND MEMBER RE-ELECTION.**

The number of board members will be determined by the General Meeting either expressly or implicitly on appointing members within the limits marked by the Articles of Association.

The Board of Directors considers that the ideal number of members is from ten to fifteen for optimum collective body effectiveness.

The exact number of members that the Board of Directors will propose to the General Meeting will be that which, according to the shareholders, Acciona business pursuits, and those of its Group, along with any other particular circumstances that hold at a given moment

in time, can be considered as the most appropriate to represent the shareholders and ensure maximum governing body effectiveness.

The Board of Directors is responsible for proposing member appointments or re-election at the General Shareholders' Meeting, save for those cases in which the Board co-opts to fill a vacancy provisionally or appointments by shareholders in the exercise of their right to proportional representation.

Member appointment or re-election proposals that are submitted by the Board of Directors to the General Meeting, as well as provisional co-opted appointments, will be approved by the Board at the proposal of the Appointments and Remuneration Committee, in the case of independent board members, and based on a prior report by the said committee in the case of all other board members in accordance with the criteria that must be followed to form the Board of Directors and their required competencies.

The Appointments and Remuneration Committee will assess the suitability of each candidate depending on the competencies, knowledge and experience required by the Board and taking into consideration its diversity in terms of composition, origin, nationalities, age, disability and gender and will define, on the said basis, the functions and abilities required by the candidates to cover each vacancy, and the time and dedication needed to perform the duties involved, including, where appropriate, their participation in specialist committees, and a description of the reasons substantiating the suitability of the candidate. The Committee will assess each candidate regardless of the category to be assigned the prospective board member and person who has proposed him or her.

The Committee may be supported by consultancy firms of a certain prestige when it comes to selecting members internationally, which will conduct a search for potential candidates that fit in with the profile defined in each case by the Appointments and Remuneration Committee.

Moreover, the Committee will endeavour that the independent member positions are filled by persons of acknowledged expertise, competence and experience and who are willing to devote sufficient time to the performance of their duties. The highest of ethical standards will be required, while also taking into account the professional record of the candidate. Those candidates whose record fails to meet the suitability called for will be rejected.

Any member can suggest that potential candidates be taken into consideration by the Appointments and Remuneration Committee to

cover vacancies on the Board, should it feel that they are suitable and meet the conditions set forth herein.

The Appointments and Remuneration Committee will also make recommendations to the Board of Directors as regards proposals to re-elect members. In its recommendation, the Appointments and Remuneration Committee will assess the quality of the work done and dedication to the position during the member's mandate, as well as his or her capacity to continue satisfactorily filling the position.

To be able to properly conduct its supervisory and control functions, the Board of Directors understands that its members must combine sufficient capabilities and competencies, among others, in the following areas:

- a)** knowledge of the sectors in which the Company pursues its corporate activities;
- b)** experience in and knowledge of economic, financial and non-financial matters, of the management of highly qualified human resources and of regulatory and standard frameworks;
- c)** international experience; and
- d)** experience in and knowledge of management, leadership and business strategy.

Accordingly, the professional profile of the members whose appointment and/or re-election is submitted for approval to the General Shareholders' Meeting must accredit their professional competence, their merits to fill the vacancy, their experience in the sectors that are relevant for the Company and Group and their knowledge of different business areas with a view to ensuring the contribution of plural standpoints regarding the matters to be dealt with by the Board of Directors.

Notwithstanding the foregoing, the Board of Directors must be composed of proprietary, independent and executive members to properly undertake its functions, and endeavours will be made to ensure that: **a)** the proprietary and independent members on the Board represent a sizeable majority over executive members; **b)** the number of executive members be restricted to a minimum, bearing in mind the complexity of the Group and the percentage of shares held by executive members in Company equity, and **c)** the number of independent members constitute at least half of the total board members.

The Appointments and Remuneration Committee can also be advised by external consultants that specialise in the search for and selection of candidates with a view to strengthening the efficiency, effectiveness

and impartiality of procedures to identify potential candidates. Consultants must adhere to the requirements set forth herein when identifying candidates.

Power to appoint and dismiss Board of Director members, as well as to ratify and revoke co-opted appointments, lies with the General Meeting.

Moreover, that which is stipulated in this point is subject in all cases to shareholders' legally recognised right to proportional representation, in which case directors so appointed will be considered as proprietary directors, as well as subject to the complete freedom of the General Meeting to decide on the appointment of directors.

Appointment, ratification, re-election or dismissal proposals with regard to each director must be voted on separately.

In addition to the reports to be drafted by the Board of Directors and the proposal or report from the Appointments and Remuneration Committee, the following information will be made available to the General Meeting with respect to the proposed ratification, re-election or appointment of directors: **(i)** professional and biographical profile; **(ii)** category of director to which the director belongs, indicating, in the case of proprietary directors, the shareholder represented or with whom the director has ties; **(iii)** other Boards of Directors on which the director in question serves, as well as other remunerated activities in which the director is involved, whatever the nature of the same; **(iv)** date of the director's first appointment as a director of Acciona, and of any subsequent appointments; **(v)** Acciona shares and options held by the director; and **(vi)** the proposals and reports as required by current legislation.

### **3. INCOMPATIBILITIES.**

Those persons who find themselves constricted by circumstances of incompatibility or prohibition as provided for by law, or as stipulated under Acciona governance standards, may not become directors or be considered as candidates to serve on the Board of Directors.

Occupying a seat on the board will be incompatible with the performance of management and direction functions for, or the provision of professional service tasks to, Acciona competitor companies, as stipulated under the terms and conditions stipulated in the Rules governing the Board of Directors, whenever the importance of the participation or the function undertaken may jeopardise Acciona interests or impinge on the exercise of board member functions by affecting their due independence of criterion and loyalty to the interests of Acciona or the Acciona Group.

The Board of Directors may not propose or appoint people to serve on the Board as independent directors who do not meet the independence criteria laid down by current legislation.

Board members who complete their mandates, or for some other reason cease to perform the functions of their positions, may not provide services to Acciona competitor companies for a term of two years thereafter. The Board of Directors can, if it sees fit, relieve the outgoing member of this obligation or shorten the said term.

#### **4. GENDER DIVERSITY AS A SPECIAL GOAL.**

Acciona considers the integration of diversity and inclusion as an element of its People Management Strategy.

The Acciona Code of Conduct advocates real equal opportunities, beyond the perspective of gender diversity, and will in no case whatsoever countenance any type of professional discrimination for reasons of age, race, gender, religion, political opinion, national extraction, sexual orientation, social origin, or disability.

Before the end of 2022 and thereafter, under the framework of this diversity strategic element and the terms of Recommendation 15 of the Code of Good Governance of Listed Companies, Acciona aims to have a Board of Directors made up of at least 40% female members. The Appointments and Remuneration Committee has been encouraging the incorporation of female board members for some time now and Acciona intends to meet this goal and to continue promoting measures that will see the company having a significant number of female senior executives.

#### **5. COMPLIANCE SUPERVISION.**

Every year the Appointments and Remuneration Committee will verify compliance with this policy and report on its conclusions to the Board of Directors. It will likewise report on the conclusions of the Annual Corporate Governance Report.

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