



# ANNUAL REPORT REMUNERATION

# 20 21

ACCIONA, S.A.

Avda de Europa, 10, 28108 - Alcobendas, Madrid  
CIF: A-85483311 - For the year ended on 31 December 2021

This document has been translated to English for information purposes only. In case of discrepancies between the Spanish version and the English version, the Spanish version shall apply.

## A. REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT FINANCIAL YEAR

**A.1.1** Explain the current director remuneration policy applicable to the year in progress. To the extent that it is relevant, certain information may be included in relation to the remuneration policy approved by the General Shareholders' Meeting, provided that these references are clear, specific and concrete.

Such specific determinations for the current year as the board may have made in accordance with the contracts signed with the executive directors and with the remuneration policy approved by the General Shareholders' Meeting must be described, as regards directors' remuneration both in their capacity as such and for executive functions carried out.

In any case, the following aspects must be reported, as a minimum:

- Description of the procedures and company bodies involved in determining, approving and applying the remuneration policy and its terms and conditions.
- Indicate and, where applicable, explain whether comparable companies have been taken into account in order to establish the company's remuneration policy.
- Information on whether any external advisors took part in this process and, if so, their identity.
- Procedures set forth in the current remuneration policy for directors in order to apply temporary exceptions to the policy, conditions under which those exceptions can be used and components that may be subject to exceptions according to the policy.

The policy in force in the current financial year is in line with that approved by the General Meeting of 2020 of ACCIONA, S.A. (hereinafter, "ACCIONA" or the "Company") which established the remuneration policy for the financial years 2021 to 2023. Without prejudice to the foregoing, the approval of a new directors' remuneration policy is envisaged, in order to adapt it to the amendments introduced by Law 5/2021, of 12 April, which amends the revised text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July, and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies (hereinafter "Law 5/2021"), in accordance with its first transitional provision; the period of validity of this law will be from the date of its approval at the General Shareholders' Meeting and the following three financial years, i.e. until 2025.

The Board of Directors also attaches great importance to the implementation of long-term incentive schemes linking Executive Directors and Senior Management to the long-term strategic objectives of the Company. Based on the above, the 2020 General Shareholders' Meeting approved a long-term incentive plan linked to the creation of value aimed at the executive directors of ACCIONA, S.A., which is called the "2020-2029 Long-Term Incentive Plan Linked to the Creation of Value aimed at the Executive Directors of ACCIONA, S.A." or "LTIP 2020".

### REMUNERATION POLICY APPLICABLE TO DIRECTORS IN THEIR CAPACITY AS SUCH:

The Directors' remuneration consists of a fixed annual allocation in respect of membership of the Board and of Committees. The total remuneration payable by the Company to its Directors as a whole in respect of membership of the Board and Committees is decided at the Annual General Shareholders' Meeting, and it shall remain in force until the shareholders may decide on any changes. Nevertheless, the Board of Directors may reduce the total remuneration where considered appropriate (Bylaws, art. 31.3).

ACCIONA has taken out civil liability insurance for Directors and Executives. Executive Directors do not receive any remuneration in respect of membership of the Board of Directors. The maximum annual remuneration payable to all directors in their capacity as such is €1,700,000. The distribution of the aforesaid total remuneration among the Directors is decided by the Board based on the duties and responsibilities of each Director, membership of Board Committees and any other objective circumstances considered relevant (Bylaws, art. 31.3).

### REMUNERATION POLICY APPLICABLE TO DIRECTORS FOR THE DISCHARGE OF EXECUTIVE DUTIES:

Remuneration paid in respect of membership of the Board of Directors will be compatible with other amounts payable to a Director in respect of the discharge of executive, senior management or other functions aside from the duties of supervision and collegiate decision-making proper to Board membership (e.g. fixed salaries; variable remuneration tied to achievement of business, corporate and/or personal performance objectives; severance payable to Directors removed for reasons other than failure duly to perform their duties; pension schemes and deferred remuneration items), as decided by the Board of Directors at the proposal of the Appointments and Remuneration Committee.

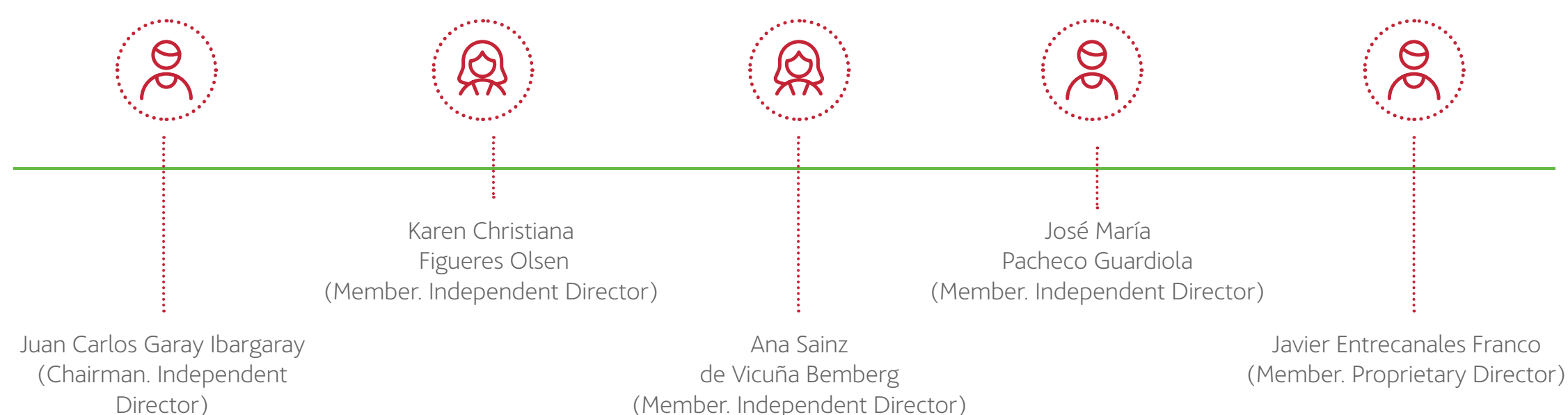
Furthermore, subject to a resolution of the General Meeting of Shareholders to the extent required by law, Executive Directors may also be remunerated by the delivery of shares or stock options or by any other remuneration system indexed to the value of the shares.

The current remuneration policy provides for Executive Directors to receive remuneration comprising: fixed remuneration, annual variable remuneration for targets and specific achievements, long-term variable remuneration aimed at value creation and instrumented through cash payments, by delivery of shares or rights to shares and/or through extraordinary contributions to the Savings Plan, as well as any other remuneration system that is referenced to the value of the shares or linked to the creation of long-term shareholder value, savings plan and remuneration in kind.

**PROCEDURES AND BODIES INVOLVED IN THE DETERMINATION AND APPROVAL OF THE REMUNERATION POLICY:**

Decisions concerning the remuneration of Directors and executives are reserved for the Board, together with decisions concerning any additional remuneration payable to senior managers in respect of their executive functions and other matters of senior management falling within the scope of the bylaws and the remuneration policy approved by the General Meeting.

The Appointments and Remuneration Committee's responsibilities include, inter alia, assessment of the system and amount of the annual remuneration paid to Directors and senior managers; proposing the policy applicable to the remuneration of directors and senior managers to the Board of Directors; the individual remuneration of Executive Directors and other contractual terms; and overseeing the transparency of remuneration and compliance with the remuneration policy established by ACCIONA.

**MEMBERSHIP OF THE APPOINTMENTS AND REMUNERATION COMMITTEE:**

The Appointments and Remuneration Committee expects to hold at least four meetings in 2022.

The Appointments and Remuneration Committee examines market remuneration practices in other comparably sized companies operating in the same industries to draft the remuneration policy.

The Appointments and Remuneration Committee and the Board conducts its decision-making processes based on information and advice provided by specialist internal departments of the Company, which are in turn supported by external advisers, where appropriate. In particular, with regard to the current remuneration policy and the policy to be submitted for approval at the 2022 General Shareholders' Meeting, the Company is being advised by Uría Menéndez and Ernst & Young.

**PROCEDURE ESTABLISHED IN THE POLICY FOR TEMPORARY EXCEPTIONS:**

The current remuneration policy does not provide for the possibility to apply temporary exceptions to the policy. However, it is planned to include this possibility in the new remuneration policy to be submitted to the 2022 General Shareholders' Meeting, as described later in this report.

**A.1.2** Relative importance of variable remuneration items vis-à-vis fixed remuneration (remuneration mix) and the criteria and objectives taken into consideration in their determination and to ensure an appropriate balance between the fixed and variable components of the remuneration. In particular, indicate the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to align it with the long-term objectives, values and interests of the company, which will include, as the case may be, mention of the measures taken to ensure that the long-term results of the company are taken into account in the remuneration policy, the measures adopted in relation to those categories of personnel whose professional activities have a material impact on the risk profile of the company and measures in place to avoid conflicts of interest.

Furthermore, indicate whether the company has established any period for the accrual or vesting of certain variable remuneration items, in cash, shares or other financial instruments, any deferral period in the payment of amounts or delivery of accrued and vested financial instruments, or whether any clause has been agreed reducing the deferred remuneration not yet vested or obliging the director to return remuneration received, when such remuneration has been based on figures that have since been clearly shown to be inaccurate.

**REMUNERATION MIX OF EXECUTIVE DIRECTORS:**

The remuneration mix of Executive Directors comprises the items described herein and prioritizes variable remuneration to a significant degree. In particular, the benchmark variable remuneration assuming a performance level of 100% for the objectives established and the maximum payable in the case of overperformance is equal to three times the fixed salary.

**RISK REDUCTION MEASURES:**

- The remuneration system for Directors established by the Board of Directors is designed to foster the long-term profitability and sustainability of the Company, and it includes the appropriate precautionary measures to prevent the assumption of excessive risks and to avoid rewarding poor results.
- The following risk control measures are inherent in the design of the Directors remuneration system.
- The Directors' remuneration consists of a fixed annual allocation in respect of membership of the Board and Committees. The variable remuneration of the Executive Directors takes into consideration both quantitative and qualitative objectives to ensure the design and implementation of a business model oriented towards balanced, sustainable growth and the furtherance of social cohesion.
- Annual variable remuneration is examined each year by the Appointments and Remuneration Committee, which submits its proposal for final approval by the Board of Directors. Variable remuneration items are sufficiently flexible to ensure proper alignment, to the point where they may be eliminated entirely.
- With regard to long-term variable remuneration, in 2020 the Company approved a long-term incentive plan linked to the creation of value, aimed at the Executive Directors of ACCIONA, S.A., called "Plan 2020-2029 of Long-Term Incentive Linked to the Creation of Value for the Executive Directors of ACCIONA, S.A." or "LTIP 2020", which aims to align remuneration with the long-term objectives and interests of the Company.

- The Plan, approved by the General Meeting of Shareholders in 2020, is embedded in a multi-year framework to ensure that the evaluation process is based on long-term performance and takes into account the underlying business cycle of the Company and its Group.
- The criteria and objectives taken into consideration to determine annual and long-term variable remuneration are as described herein.
- ACCIONA's directors remuneration policy also includes deferral, malus and clawback clauses in respect of both short and long-term variable remuneration paid to the Executive Directors, in line with best corporate governance practices, and it establishes accurate precautionary technical conditions to ensure that variable remuneration is linked to the sustainability of the Company over the long term.
- In particular, at least 20% of the LTIP 2020 that the Executive Directors are entitled to receive will be subject to a deferral period of one (1) year, to be paid after the preparation of the Annual Financial Statements, with a deferral period of one (1) year, with a deferral period of one (1) year, to be paid after the preparation of the consolidated Financial Statements of ACCIONA and its group for the financial year following the last year of the computation period for the vesting of remuneration in respect of which an unqualified audit report has been issued, provided that it does not reveal, in the opinion of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, that there is a case of malus.
- With respect to the foregoing, within three (3) years of the payment date of such amounts or the date of award of the shares claimed (including deferred payments or share awards made) ACCIONA may demand a clawback of all or part of the incentive paid in either of the following cases of malus occurring, in the judgment of the Board of Directors on the advice of the Appointments and Remuneration Committee, within the aforementioned period of three (3) years:
  - The executive director commits a serious breach of his/her duties of diligence and loyalty in the discharge of his/her office in the ACCIONA, S.A., or any other serious and fault-based breach of the undertakings made by said Executive Director under the terms of his/her executive service contracts with ACCIONA.
  - The executive director is found to have received an incentive under the plan that is based on information subsequently discovered to be manifestly false.
  - The executive director is in breach of any post-contractual non-competition covenant entered into with, or assumed vis-à-vis, ACCIONA.

**A.1.3 Amount and nature of fixed components that are due to be accrued during the year by directors in their capacity as such.**

The Board of Directors at its meeting of 30 May 2018 approved, at the proposal of the Appointments and Remuneration Committee, to fix new amounts for membership of the Board of Directors and the Committees, which from that date are as follows:

- a. Executive Directors shall not receive remuneration for their membership of the Board of Directors and therefore their remuneration shall be that which corresponds to their executive duties.
- b. The remuneration for membership of the Board of Non-Executive Directors is fixed at €100,000.
- c. The remuneration for membership of the Committees has been changed to fixed at €70,000 for the Audit and Sustainability Committee and €55,000 for the Appointments and Remuneration Committee.
- d. The additional remuneration for holding the position of Coordinating Independent Director is fixed at €30,000.
- e. The additional remuneration for chairing the Audit and Sustainability Committee is fixed at €18,000 for the Audit and Sustainability Committee and €11,000 for the Appointments and Remuneration Committee.

The amounts shown are the amounts expected to accrue to the Directors in their capacity as Directors during the year.

The Appointments and Remuneration Committee, following a detailed study of the remuneration received in international companies and IBEX 35 companies, reported that the above items are in line with market remuneration paid by companies of a similar size operating in the same industries, that they reward functions and dedication in a similar manner and that they provide an appropriate incentive for dedication on the part of the Directors sitting on the Board Committees without compromising their independence.

No specific allowances are paid for attendance at meetings of the Board of Directors or its Committees.

The current remuneration policy establishes a maximum annual remuneration of €1,700,000 pursuant to article 31.3 of the Company's Bylaws.

**A.1.4 Amount and nature of fixed components that are due to be accrued during the year for the performance of senior management functions of executive directors..**

Executive Directors, who do not receive remuneration for membership of the Board of Directors, receive a fixed remuneration for the senior management functions they perform, as detailed below:

Executive Chairman	1,375,000 euros
Executive Vice-Chairman	738,000 euros

These amounts remain fixed until such time as they may be reviewed by the Board of Directors, in accordance with the remuneration policy.

In this regard, the Board of Directors may review, at the proposal of the Appointments and Remuneration Committee, the amounts corresponding to the fixed remuneration of the Executive Directors based on their performance, the

remuneration information in the market remuneration for globally comparable companies with a remuneration range between the median and the 75th percentile and on the Company's results.

These amounts are not expected to change in the current year.

**A.1.5 Amount and nature of any component of remuneration in kind that will accrue during the year, including, but not limited to, insurance premiums paid in favour of the director.**

- The Executive Directors receive certain remuneration in kind, which corresponds to the following items: life insurance, company car and medical insurance, in accordance with the Company's benefits policy in force at any given time.
- The Executive Directors are also entitled to reimbursement of any reasonable expenses (travel, trips, accommodation and meals, mobile telephone, entertainment expenses and others of whatsoever nature) incurred in the service of the Company, provided the amounts concerned are duly supported.
- The Board may approve changes to this remuneration at the proposal of the Appointments and Remuneration Committee. The Company also reimburses travel expenses incurred by the non-executive Directors in the discharge of their duties as such.

**A.1.6 Amount and nature of variable components, differentiating between those established in the short and long terms. Financial and non-financial, including social, environmental and climate change parameters selected to determine variable remuneration for the current year, explaining the extent to which these parameters are related to performance, both of the director and of the company, and to its risk profile, and the methodology, necessary period and techniques envisaged to be able to determine the effective degree of compliance, at the end of the year, with the parameters used in the design of the variable remuneration, explaining the criteria and factors applied in regard to the time required and methods of verifying that the performance or any other conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.**

Indicate the range, in monetary terms, of the different variable components according to the degree of fulfilment of the objectives and parameters established, and whether any maximum monetary amounts exist in absolute terms.

**ANNUAL VARIABLE REMUNERATION SYSTEM:**

Variable remuneration is set basically with reference to the attainment of the financial and business objectives established in the annual budgets and in view of assessments of each Executive Director's individual professional performance, based on the appraisals carried out by the Appointments and Remuneration Committee and finally approved by the Board of Directors.

The annual financial objectives considered comprise EBITDA, NPBT, indebtedness and together with the other business objectives established in line with the Company's strategy. In addition to the generation of value, other objectives

considered instrumental to the successful operation of a business model designed to foster balanced, sustainable growth and that promote social cohesion are also taken into account. The annual evaluation of the performance of the Executive Directors also includes specific sustainability objectives and metrics related to the reduction of carbon emissions, waste management, employee training and the application of sustainability policies throughout the value chain. Variable remuneration includes the necessary precautionary measures to ensure that it reflects the professional performance of its beneficiaries and not merely general trends in the markets or the Company's industry.

The Board of Directors may make changes to the objectives established for each financial year in view of the Company's strategic priorities and to ensure the proper alignment of incentives with value creation and shareholder interests. The Board also sets the annual variable remuneration paid to the Executive Director for each year. Such remuneration may be zero under certain circumstances, but it is capped at one year's gross salary in a scenario of 100% achievement of objectives.

Annual variable remuneration is settled on an accrual basis after formal preparation of the Financial Statements by the Board of Directors when the specific amount payable is determined at the proposal of the Appointments and Remuneration Committee.

Where contractual relations with an Executive Director are terminated on grounds beyond his/her control before the end of the accrual period for the annual variable remuneration, such Executive Director will be entitled to receive the proportional part due in respect of the period served in the year when the contract is terminated.

Annual variable remuneration is paid either as a lump sum in cash or is settled by means of extraordinary contributions, in full or partially, to the Savings Plan at the pleasure of each Executive Director.

Only the Executive Directors may be beneficiaries of remuneration systems that incorporate a variable remuneration component, in accordance with article 31.4 of the Bylaws. No policy has been established for remuneration consisting of a share in profits or bonuses.

**LONG-TERM VARIABLE REMUNERATION SYSTEM:**

In accordance with article 31.4 and 31.5 of the Bylaws, the Executive Directors may be beneficiaries of a long-term variable remuneration system, subject to a resolution of the shareholders at the Annual General Shareholders' Meeting with the appropriate legal scope.

The Board of Directors attaches great importance to the implementation of long-term incentive schemes aimed at value creation, whether in the form of cash payments, the delivery of shares or rights to shares, or any other remuneration system that is linked to the creation of shareholder value or the value of the shares.

Consequently, in 2020 the Company approved a long-term incentive plan linked to the creation of value for the executive directors of ACCIONA, S.A., called the “2020-2029 Long-Term Incentive Plan Linked to the Creation of Value for the Executive Directors of ACCIONA, S.A.” or “LTIP 2020”, the main features of which are as follows:

**A.** Beneficiaries of the plan: The directors of ACCIONA, S.A. who, at the date of approval of the Plan, perform the highest management functions of the ACCIONA Group as executive directors.

**B.** Duration of the plan: Ten years (from 1 January 2020 to 31 December 2029 inclusive).

**C. METRICS USED TO MEASURE VALUE CREATION:**

(i) The Total Shareholder Return (“TSR”) rate (“TSR”) as a benchmark to measure this value creation. The RTA will be calculated as the difference between the initial value of 100% of the capital on the date of approval of the ACCIONA, S.A. ordinary share plan and the final value of the same investment, adding to the difference the gross dividends received by a shareholder who would have maintained the investment in 100% of the capital during the 2020-2029 period of the plan, without financial restatement of their respective values.

The initial value and the final value will be calculated taking into account (for the calculation of the initial value) the daily volume-weighted average of the weighted average share prices of ACCIONA, S.A. corresponding to the trading sessions of October, November and December 2019, and (for the calculation of the final value) the daily volume-weighted average of the weighted average share prices of ACCIONA, S.A. corresponding to the trading sessions of October, November and December 2029.

The daily volume-weighted average of the weighted average share prices of ACCIONA, S.A. shares corresponding to the trading sessions of October, November and December 2019 amounted to 92.84 euros. Consequently, the initial value to be taken as a reference for calculating the RTA is 92.84 euros.

(ii) The weighted average cost of capital (“WACC”) as the minimum rate of return, i.e. as the minimum level of TRTA above which value is deemed to have been created for ACCIONA, S.A.’s shareholders.

The WACC will be calculated as the average rate of the WACCs used to finance on a consolidated basis the equity and activity of ACCIONA, S.A. and its group corresponding to each of the ten years of the plan, each annual WACC at 31 December of each year having been calculated as the average rate of the WACCs corresponding to each of the twelve months of the year in question (calculated on an annual basis as of the last day of each month).

**D.** Calculation of the incentive: Both indicators (RTA and its corresponding TRTA, and WACC) will be calculated at the conclusion of the plan in respect of the 2020-2029 reference period and only in the event that the TRTA is higher than the WACC, the Board of Directors, at the proposal of the Appointments and Remuneration Committee:

(i) It will determine the aggregate amount of the incentive that would be payable to executive directors, which shall be equal to 1% of the RTA achieved at the end of the period.

(ii) It will decide on the distribution of the resulting amount among the executive directors based on criteria that take into account the relative contribution of each of them to the creation of value for the shareholder of ACCIONA, S.A. during the term of the Plan.

**E.** Incentive payment and deferral: The incentive shall be paid in full in cash as follows:

(i) 80% in 2030, following the preparation of the consolidated annual accounts for the financial year 2029 of ACCIONA and its group for which an unqualified audit report is issued.

(ii) The remaining 20% in 2031, after the preparation of the consolidated financial statements for the 2030 financial year of ACCIONA and its group in respect of which an unqualified audit report is issued, provided that, in the opinion of the Board of Directors, at the proposal of the Appointments and Remuneration Committee, there is no malus as indicated in section (F) below, during the deferral period.

**F.** Malus and clawback: ACCIONA may claim from executive directors within three (3) years after each date on which an incentive payment has been made (including payment of the part of the incentive paid on a deferred basis) the return (clawback), in whole or in part, of the part of the incentive paid to the executive director if any of the following circumstances of malus occur, in the judgment of the Board of Directors on the advice of the Appointments and Remuneration Committee: (i) the executive director commits a serious breach of his/her duties of diligence and loyalty in the discharge of his/her office in the ACCIONA, S.A., or any other serious and fault-based breach of the undertakings made by said executive director under the terms of his/her executive service contract with ACCIONA, S.A.; (ii) the executive director is found to have received an incentive under the plan that is based on information subsequently discovered to be manifestly false; or (iii) the executive director breaches any post-contractual non-competition agreement entered into with, or assumed vis-à-vis, ACCIONA.

**G.** Early settlement: In the event that the business relationship of an executive director with ACCIONA, S.A. is terminated or the delegation of executive duties in his favour is revoked at any time during the term of the plan (i.e. between 1 January 2020 and 31 December 2029, both included) for reasons not attributable to him, the plan will be settled in advance with respect to the two executive directors. Likewise, the plan will be settled early in the event of voluntary termination of the executive director as from the 4th year of the plan, with settlement of the part of the incentive that, where applicable, corresponds to the executive director based on the value created during the period in question, in a percentage that will vary from 50% to 100% of the amount of the incentive depending on the year in which the termination occurs (50% in 2024, 60% in 2025, 70% in 2026, 80% in 2027, 90% in 2028 and 100% in 2029). The Board of Directors of ACCIONA, at the proposal of the Nomination and Remuneration Committee, may decide, based on the best interests of ACCIONA at that time, that the plan should continue in force with respect to the executive director not involved in the cause in question.

The incentive will only accrue if on 31 December of the year prior to the year in which the cause not attributable to the executive director or the voluntary resignation of the executive director occurred, the RTA exceeded the WACC figure taking the period in question as a time reference.

#### OTHER POSSIBLE EXTRAORDINARY INCENTIVES:

At the proposal of the Appointments and Remuneration Committee, the Board of Directors may submit other extraordinary incentive plans for approval by the shareholders at the Annual General Shareholders' Meeting, where warranted in response to the circumstances of the business or corporate transactions.

**A.1.7 Main characteristics of long-term savings schemes.** Among other information, indicate the contingencies covered by the scheme, whether it is a defined contribution or a defined benefit scheme, the annual contribution that has to be made to defined contribution schemes, the benefits to which directors are entitled in the case of defined benefit schemes, the vesting conditions of the economic rights of directors and their compatibility with any other type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director.

Indicate whether the accrual or vesting of any of the long-term savings' plans is linked to the attainment of certain objectives or parameters relating to the director's short- or long-term performance.

The Company has established a savings plan linked to survival at a given age, total or absolute incapacity or severe disability, and death (the "Savings Plan") aimed solely at the Company's Executive Directors to supplement public Social Security benefits under the terms and conditions established in the Savings Plan Regulation.

#### 1. BASIC CHARACTERISTICS OF THE SAVINGS SCHEME

- a. It is a defined contribution prudential scheme.
- b. It is a system that is provided externally through the payment by the Company of annual premiums to an insurance company and in favour of the participant for the coverage of survival and risk contingencies, that is:
  - (i) death;
  - (ii) permanent disability in the degrees envisaged in the Regulation.
- c. The Company will cease to pay the premiums to the Savings Plan if any member of the scheme may be removed from the office of Executive Director of ACCIONA for any reason as of the date of such removal, notwithstanding recognition of the member's vested financial rights.
- d. The benefit arising from the Savings Plan will be payable directly by the insurer to the members, net of all withholdings on account of personal income tax applicable, which will be payable by the beneficiary. The benefit will also be paid

directly by the insurer in the event of death, but in the event of such contingency the payment will be made to the beneficiaries of the Executive Director.

- e. Membership of the Savings Plan will be terminated in the following circumstances: Occurrence of any of the risk contingencies covered and payment of the benefit.
  - Reaching the age of 65 ("age of maturity").
  - Removal of an Executive Director of ACCIONA Energía from office for any reason other than the foregoing.
- f. At the proposal of the Appointments and Remuneration Committee, ACCIONA's Board of Directors may approve the partial or total cancellation or early maturity of the Savings Plan, and may recognise financial compensation for Executive Directors in the event of cancellation, provided that their accrued economic rights have not been forfeited by that date. The aforementioned compensation may not exceed the funds accumulated in the Savings Plan that are subject to cancellation, where the relevant details are given in the Annual Report on Director Remuneration.

#### 2. VESTING CONDITIONS

The beneficiary of benefits under the Savings Plan will be the Company in the following two cases:

- a. Removal of the Savings Plan member from office as Executive Director of ACCIONA due to resignation or if the Executive Director otherwise voluntarily step down.
- b. Removal of an Executive Director due to any breach of his/her duties or as a result of any action or omission resulting in adverse outcomes for the Company as found in a firm ruling handed down by the competent court.

In such cases, members will lose all of accumulated financial rights in the Savings Plan and, therefore, they will not receive any benefits thereunder.

#### 3. CONTRIBUTIONS EXPECTED IN 2022

In accordance with the current remuneration policy, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, has established an annual contribution at a percentage equivalent to 100% of the annual fixed salary. An Executive Director may decide to receive all or part of his/her annual variable remuneration in the form of extraordinary contributions to the Savings Plan.

No other compensation exists for early termination of contractual relations with an Executive Director, and it is therefore considered unnecessary to establish any compatibility conditions in relation to the Savings Plan.

**A.1.8** Any type of payment or indemnification for early termination or dismissal, or deriving from the termination of the contractual relationship, in the terms provided, between the company and the director, whether at the company's or the director's initiative, as well as any type of agreement reached, such as exclusivity, post-contractual non-competition, minimum contract term or loyalty, that entitles the director to any kind of remuneration.

The contracts entered into with the Executive Directors do not provide for the payment of compensation in the event of removal from the office of Director, and no amounts have been paid in respect of removal from the office of Director.

**A.1.9** Indicate the conditions that the contracts of executive directors performing senior management functions should contain. Among other things, information must be provided on the duration, limits on amounts of indemnification, minimum contract term clauses, notice periods and payment in lieu of these notice periods, and any other clauses relating to signing bonuses, as well as compensation or golden parachute clauses for early termination of the contractual relationship between the company and the executive director. Include, among others, the pacts or agreement on non-competition, exclusivity, minimum contract terms and loyalty, and post-contractual non-competition, unless these have been explained in the previous section.

The Executive Directors discharge their executive functions under the terms of an indefinite commercial service agreement. Article 31.1 of ACCIONA's Bylaws establishes a term of office of three (3) years for appointment to the office of director, allowing re-election one or more times.

In accordance with the Regulation of the Board of Directors, Executive Directors must tender their resignation to the Board of Directors, which may accept and formalize removal where considered appropriate, where upon the outgoing Executive Director will also be removed from the executive post or posts resulting in appointment as a Director.

No compensation, contracting bonuses, minimum service period or notice periods have been agreed for early termination of the Executive Director's executive functions.

The Executive Directors serve on an exclusive, full-time basis, notwithstanding his right to hold office in family firms provided their business does not compete with that of the group of which ACCIONA Group is the parent, or institutional office in non-profit organizations.

The Executive Directors are required to refrain from the following activities for a period of one (1) year as of termination of the contract entered into with the Company:

- a. a. Directly or indirectly providing services to any person, business or company (whether as a partner, executive, employee, consultant, investor or borrower, or in any other way) that competes with the business conducted by the Company or the ACCIONA Group, unless otherwise expressly authorized by the Company. Such consent will not be unreasonably withheld.
- b. Holding any direct or indirect equity interests in any other company or undertaking that may compete with the business of the Company or the ACCIONA Group. This prohibition will not be held to have been breached where the interest held is not significant. For these purposes, it will be considered that a shareholding is not significant where the investment does not directly or indirectly confer any management function or significant influence in the competing company.

- c. Hiring or seeking to hire any member of the Company's management team (whether or not an employee) or of any other company belonging to the ACCIONA Group, or seeking to persuade any such person to resign from his/her position, or persuading or seeking to persuade any agent, customer, supplier or business partner of the Company or the ACCIONA Group to terminate relations with the same.

The contracts entered into with the Executive Directors exclude any compensation linked to the post-contractual non-compete clause for the one-year period agreed by the Executive Director.

The ordinary employment relationship entered into by the Executive Directors with the Company upon joining the same has been suspended.

In accordance with articles 249 and 529(xviii) of the Spanish Corporate Enterprises Act, the appropriate contracts have been made with the Executive Director.

**A.1.10** The nature and estimated amount of any other supplementary remuneration that will be accrued by directors in the current year in consideration for services rendered other than those inherent in their position.

No Director is expected to receive any supplementary remuneration in respect of services rendered other than those inherent in his/her position.

**A.1.11** Other items of remuneration such as any deriving from the company's granting the director advances, loans or guarantees or any other remuneration.

It is not expected that any Director will receive any remuneration by way of advances, loans or guarantees.

**A.1.12** The nature and estimated amount of any other planned supplementary remuneration to be accrued by directors in the current year that is not included in the foregoing sections, whether paid by the company or by another group company.

It is not expected that the Directors will receive any other remuneration aside from the items described herein, notwithstanding any dividends to which they are entitled in their condition as shareholders.

**A.2** Explain any significant change in the remuneration policy applicable in the current year resulting from:

- A new policy or an amendment to a policy already approved by the General Meeting.
- Significant changes in the specific determinations established by the board for the current year regarding the remuneration policy in force with respect to those applied in the previous year.
- Proposals that the Board of Directors has agreed to submit to the general shareholders' meeting to which this annual report will be submitted and for which it is proposed that they be applicable to the current year.



As indicated above, a new directors' remuneration policy is expected to be approved in order to adapt it to the amendments introduced by Law 5/2021, which will be in force from the date of its approval at the General Shareholders' Meeting and for the following three financial years, i.e. until 2025.

The first transitional provision of the aforementioned Act determines that companies must submit the remuneration policy adapted to these amendments for approval at the first general meeting held after its entry into force.

The objectives and general principles of the proposed remuneration policy remain fixed to those that guided the existing remuneration policy. Its ultimate purpose is, through appropriate remuneration of non-executive directors and executive directors, to place the most suitable people at the service of ACCIONA in these positions and to foster their commitment to value creation and respect for ACCIONA Group principles (including those relating to sustainability), so that this is in the long-term interest of its shareholders.

Notwithstanding the above, the new remuneration policy is expected to include the following modifications to the objectives and principles governing the policy in order to align it with the new regulatory framework:

- (i) Review of the objectives of the Remuneration Policy, including among the characteristics of the remuneration elements the mechanisms necessary to ensure that the remuneration system for ACCIONA directors makes a reliable contribution to the achievement of the Company's strategic objectives, guaranteeing ACCIONA's long-term sustainability.
- (ii) Inclusion as a general principle of the link with employees' conditions; specifically, the consideration of the remuneration system applicable to the Company's employees for the establishment of the remuneration conditions of executive directors.

In addition, the remuneration policy incorporates a greater degree of detail on the remuneration system for directors and its governance, in relation to the following aspects:

- (i) With regard to the remuneration system of the Board of Directors for its collegial functions, the amounts of the various allowances for the Board of Directors' Committees, which were already published in the corresponding remuneration report, are detailed.
- (ii) In relation to the system of remuneration for the performance of executive functions, and in particular the annual variable remuneration for financial targets, further information is included on the criteria for its award and the methods for determining its recognition.
- (iii) In terms of the governance system of the policy, a greater degree of detail is given on its approval and modification.

In addition to the above, the remuneration policy incorporates some modifications with respect to the current policy, including the following:

- (i) In accordance with the amendment of the Spanish Corporate Enterprise Act, the possibility of applying exceptions to the remuneration policy is regulated, developing the procedure and conditions for its application.
- (ii) A new section is introduced with details of the remuneration policy applicable to new directors who may join the Board of Directors during its term.

Lastly, it should be noted that the Appointments and Remuneration Committee will analyse the possible increase in the maximum amount of annual remuneration payable to all directors in their capacity as such in force to date, although, at the date of preparation of this report, the Company has not approved any modification in relation to this matter.

In this regard, any changes accordingly will be appropriately included in the new director remuneration policy that is expected to be submitted for approval at the 2022 Annual General Shareholders' Meeting and incorporated in the annual remuneration report for 2022.

**A.3** Identify the direct link to the document containing the company's current remuneration policy, which must be available on the company's website.

<https://mediacdn.ACCIONA.com/media/u1gbkffn/politica-remuneraciones-2021-2023.pdf>

**A.4** Explain, taking into account the data provided in Section B.4, how account has been taken of the voting of shareholders at the General Shareholders' Meeting to which the annual report on remuneration for the previous year was submitted on a consultative basis.

In accordance with section B.4, the Annual Report on Directors' Remuneration of ACCIONA for 2020 was approved by a large majority of 86.72% of votes in favour at the Annual General Meeting of Shareholders for the year. It is considered that the percentage of votes in favour confirms the alignment of a very large majority of shareholders with the remuneration set for the Company's directors.

## B. OVERALL SUMMARY OF HOW REMUNERATION POLICY WAS APPLIED DURING THE YEAR LAST ENDED

**B.1.1** Explain the process followed to apply the remuneration policy and determine the individual remuneration contained in Section C of this report. This information will include the role played by the remuneration committee, the decisions taken by the Board of Directors and the identity and role of any external advisors whose services may have been used in the process of applying the remuneration policy in the year last ended.

The process followed to apply the remuneration policy and determine the individual remuneration paid has been carried out as indicated in section A.1 of this report.

The Appointments and Remuneration Committee met 7 times in the financial year 2021. The preparatory reports on the proposals submitted to the consideration of the Committee were presented at its meetings. Copies are attached to the minutes. The Appointments and Remuneration Committee in the 2021 financial year and with regard to remuneration: a) analysed the remuneration of the first and second level of the management team; b) reviewed the application of the conditions of the annual variable remuneration; c) approved the proposal for the allocation of shares to executives; d) reported favourably on the Plan to replace variable remuneration in cash with shares; e) supervised and proposed to the Board the approval of the Annual Report on Remuneration for the year 2020.

**B.1.2** Explain any deviation from the procedure established for the application of the remuneration policy that has occurred during the year.

There were no deviations in 2021.

**B.1.3** Indicate whether any temporary exception has been applied to the remuneration policy and, if so, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity believes that these exceptions have been necessary to serve the long-term interests and sustainability of the company as a whole or ensure its viability. Similarly, quantify the impact that the application of these exceptions has had on the remuneration of each director over the year.

There were no temporary exceptions to the remuneration policy in 2021.

**B.2** Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks, aligning it with the long-term objectives, values and interests of the company, including a reference to the measures adopted to ensure that the long-term results of the company have been taken into consideration in the remuneration accrued. Ensure that an appropriate balance has been attained between the fixed and variable components of the remuneration, the measures adopted in relation to those categories of personnel whose professional activities have a material effect on the company's risk profile and the measures in place to avoid any possible conflicts of interest.

The ACCIONA Remuneration Policy is compatible with adequate and effective risk management.

The actions adopted by the Company to reduce the exposure of the remuneration system to excessive risk and align it with the Company's objectives, values and long-term interests are described in Section A.1 of this report.

These actions were intended to control the Company's remuneration practices and align them with the business strategy in order to promote the long-term returns and sustainability of ACCIONA, and they included the pertinent red flag alerts to prevent the assumption of excessive risks or rewards for poor results.

In terms of remuneration governance, the Appointments and Remuneration Committee respects the principle of independence in relation to its membership and debates, and any decisions of the Board of Directors affecting the remuneration of the Executive Directors are adopted without their participation in discussions or voting.

**B.3** Explain how the remuneration accrued and consolidated over the financial the year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the company's long-term and sustainable performance.

Furthermore, report on the relationship between the remuneration obtained by the directors and the results or other performance measures of the company in the short and long term, explaining, if applicable, how variations in the company's performance have influenced changes in directors' remuneration, including any accrued remuneration payment of which has been deferred, and how such remuneration contributes to the short- and long-term results of the company.

The Directors did not accrue any remuneration in 2021 that was not envisaged in the prevailing Remuneration Policy or previously approved by the shareholders at the 2021 Annual General Shareholders' Meeting.

The remuneration policy affects the results of the Company and the Directors' remuneration by establishing the necessary precautions to prevent the assumption of excessive risks or rewards for poor results.

In order to ensure proper alignment with the short and long-term performance of the ACCIONA Group, a significant percentage of the Executive Directors' (annual and long-term) variable remuneration is linked to quantitative business objectives.

Both short and long-term remuneration systems establish measures that take into consideration possible variations in the Company's results. These include, inter alia, a) defined achievement scales for each objective based on the results obtained by the Company (consequently, any change in the returns generated by the company in the short or long run will affect the level of achievement of objectives and directly affect the amount of the variable remuneration payable, where applicable, to the Executive Directors); and b) the application of a clawback clause to all variable remuneration payable to the Executive Directors, allowing the Company to claim reimbursement of variable remuneration components when, within the three years following settlement and payment thereof, the settlement and payment of the remuneration is based on information subsequently discovered to be manifestly false.

As explained in section B.7 of this report, the remuneration of the Executive Directors in 2021 was linked to the generation of sustainable returns by the Company via variable annual remuneration, which included a part of the incentive based quantitative and financial objectives relating to the Company's performance and taking into account its long-term viability and sustainability, and another part based on non-financial objectives related with Environmental, Social and Governance (ESG) factors.

**B.4 Report on the result of the consultative vote at the General Shareholders' Meeting on remuneration in the previous year, indicating the number of votes in favour, votes against, abstentions and blank ballots:**

	Number	% of total
Votes cast	44,921,744	100.0

	Number	% of votes cast
Votes against	5,939,130	13.22
Votes in favour	38,957,321	86.72
Blank ballots		0.00
Abstentions	25,273	0.06

**B.5 Explain how the fixed components accrued and vested during the year by the directors in their capacity as such were determined, their relative proportion with regard to each director and how they changed with respect to the previous year.**

The fixed remuneration earned by the Directors in their capacity as such in 2021 was determined on the basis explained in section A.1 of this report.

The total paid to the Directors in 2021 in respect of their membership of the Board and Committees was €1,691,000, which is less than the maximum permitted under the remuneration policy. In the previous year (2020) it was 1,596 thousand euros. Both amounts are rounded.

The relative proportion paid to each director is shown in the table contained in section C.1.a.i) of this report.

Insofar as the Directors' remuneration depends solely on their membership of the Board and its committees, fixed remuneration components have remained stable and the only changes arising resulted from the appointment of new directors and certain changes in the positions occupied in the Board committees.

**B.6 Explain how the salaries accrued and vested by each of the executive directors over the past financial year for the performance of management duties were determined, and how they changed with respect to the previous year.**

The Executive Directors earned fixed remuneration following their appointment in 2021 for the senior management functions discharged in the Company:

Chairman:	1,375,000 euros
Vice-Chairman:	738,000 euros

These amounts are unchanged from the previous year.

**B.7 Explain the nature and the main characteristics of the variable components of the remuneration systems accrued and vested in the year last ended.**

In particular:

- Identify each of the remuneration plans that determined the different types of variable remuneration accrued by each of the directors in the year last ended, including information on their scope, date of approval, date of implementation, any vesting conditions that apply, periods of accrual and validity, criteria used to evaluate performance and how this affected the establishment of the variable amount accrued, as well as the measurement criteria used and the time needed to be able to adequately measure all the conditions and criteria stipulated, explaining the criteria and factors applied in regard to the time required and the methods of verifying that the performance or any other kind of conditions linked to the accrual and vesting of each component of variable remuneration have effectively been met.
- In the case of share options and other financial instruments, the general characteristics of each plan must include information on the conditions both for acquiring unconditional ownership (vesting) of these options or financial instruments and for exercising them, including the exercise price and period.
- Each director that is a beneficiary of remunerations systems or plans that include variable remuneration, and his or her category (executive director, external proprietary director, external independent director or other external director).

- d. Information is to be provided on any periods for accrual, vesting or deferment of payment of vested amounts applied and/or the periods for retention/unavailability of shares or other financial instruments, if any.

**Explain the short-term variable components of the remuneration systems**

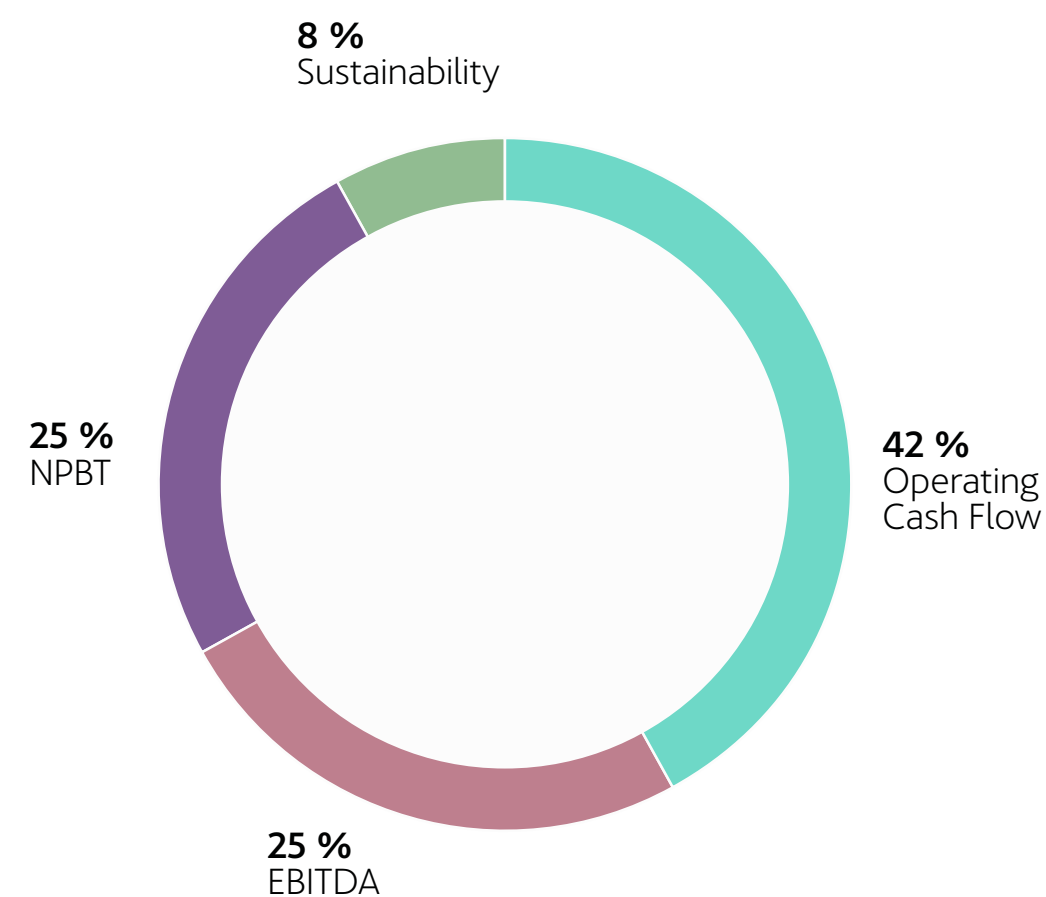
The non-executive Directors do not receive any kind of variable remuneration.

**EXECUTIVE DIRECTOR'S ANNUAL VARIABLE REMUNERATION SYSTEM:**

The method applied to set variable remuneration is explained in Section A.1.

The annual economic objectives considered by the Company may include EBITDA, NPBT or indebtedness. In addition to the generation of value, other objectives considered instrumental to the successful operation of a business model designed to foster balanced, sustainable growth and social cohesion are also taken into account.

The weightings applied to each of the quantitative objectives defined at the beginning of 2021 in relation to the Company's strategy were as follows:



Pursuant to the foregoing, after determining the degree of achievement of the above objectives and the Board's qualitative assessment with respect to the other objectives referred to above, as well as performance during the 2021 financial year, variable remuneration amounts of 5,444 thousand euros and 1,115 thousand euros have been approved for the Chairman and Vice-Chairman, respectively.

This variable remuneration is settled in full in cash either at the time of payment or, at the Executive Directors' choice, deferred in whole or in part through a contribution to the Savings Plan.

The annual variable remuneration of the Executive Chairman was settled as follows:

Annual variable remuneration 2021 approved by the Board:	5,444 thousand euros
Extraordinary contribution to the Savings Plan (section C.1.a.iii)	2,000 thousand euros
Annual variable remuneration received in cash (section C.1.a.i)	3,444 thousand euros

The annual variable remuneration of the Vice-Chairman was settled as follows:

Annual variable remuneration 2021 approved by the Board	1,115 thousand euros
Extraordinary contribution to the Savings Plan (section C.1.a.iii)	900 thousand euros
Annual variable remuneration received in cash (section C.1.a.i)	215 thousand euros

In addition to the above amounts, the amounts corresponding to the payment on account derived from remuneration in kind of 23 thousand euros and 9 thousand euros for the Chairman and the Vice-Chairman, respectively, have been included under short-term variable remuneration.

The remuneration policy in force in 2021 allows the Board of Directors, at the proposal of the Appointments and Remuneration Committee, to approve additional variable incentives linked to the achievement of specific projects and/or strategic milestones whose success may have a relevant impact on ACCIONA's strategy and results.

With respect to the data included in section C.1.a.i) regarding the amount of short-term variable remuneration, it is the amount resulting from subtracting the extraordinary contribution to the Savings Plan decided, if applicable, by the Executive Director from the annual variable remuneration recognised to each Executive Director in accordance with the previous section.

**Explain the long-term variable components of the remuneration systems**

No amounts have accrued for long-term incentives during the financial year 2021.

**B.8** Indicate whether certain variable components have been reduced or clawed back when, in the former case, payment of non-vested amounts has been deferred or, in the latter case, they have vested and been paid, on the basis of data that have subsequently been clearly shown to be inaccurate. Describe the amounts reduced or clawed back through the application of the "malus" (reduction) or clawback clauses, why they were implemented and the years to which they refer.

The Executive Directors' variable remuneration was not reduced or clawed back in 2021 or in any of the prior years.

**B.9** Explain the main characteristics of the long-term savings schemes where the amount or equivalent annual cost appears in the tables in Section C, including retirement and any other survivor benefit, whether financed in whole or in part by the company or through internal or external contributions, indicating the type of plan, whether it is a defined contribution or defined benefit plan, the contingencies covered, the conditions on which the economic rights vest in favour of the directors and their compatibility with any type of indemnification for early termination or cessation of the contractual relationship between the company and the director.

The Company has established a savings plan linked to survival at a given date, total or absolute incapacity or severe disability, and death (the "Savings Plan") aimed solely at the Company's Executive Directors to supplement public Social Security benefits under the terms and conditions established in the Savings Plan regulation, as explained in section A.1 of this report.

Contributions in favour of Executive Directors in 2021 amounted to 5,013 thousand euros. These contributions include the contributions of 100% of the annual salary fixed by the Company, which have remained constant since 2018, and an additional amount derived from the extraordinary contributions to the Savings Plan, corresponding to part of the variable remuneration for the 2021 financial year, as indicated above. The economic rights derived from these contributions are not vested at the date of this report.

The difference between the total of the amounts contributed and the amount of the accumulated funds indicated in the report as at 31 December 2021 corresponds to the financial returns generated by the Plan itself over the different years.

**B.10** Explain, where applicable, the indemnification or any other type of payment deriving from the early cessation, whether at the company's or the director's initiative, or from the termination of the contract in the terms provided therein, accrued and/or received by directors during the year last ended.

None. The contracts entered into with the Executive Directors do not provide for the payment of compensation in the event of removal from his Directorship, and no amounts have been paid in respect of removal from the office of Directors.

**B.11** Indicate whether there have been any significant changes in the contracts of persons exercising senior management functions, such as executive directors, and, if so, explain them. In addition, explain the main conditions of the new contracts signed with executive directors during the year, unless these have already been explained in Section A.1.

No material changes have been made to the contracts of the Executive Directors.

**B.12** Explain any supplementary remuneration accrued by directors in consideration of the provision of services other than those inherent in their position.

The Directors have not received any remuneration in 2021 other than the items described herein.

**B.13** Explain any remuneration deriving from advances, loans or guarantees granted, indicating the interest rate, their key characteristics and any amounts returned, as well as the obligations assumed on their behalf by way of guarantee.

The Directors did not receive remuneration of any kind by way of advances, loans or guarantees in 2021.

**B.14** Itemise the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the various salary components.

In accordance with section 5.2.5 of the Remuneration Policy, the Executive Directors received certain remuneration in kind in 2021, comprising life insurance, company car and healthcare insurance as part of the Company's prevailing benefits plan.

The Executive Directors are also entitled to reimbursement of any reasonable expenses (travel, trips, accommodation and meals, mobile telephone, entertainment expenses and others of whatsoever nature) incurred in the service of the Company, provided the amounts concerned are duly supported.

The amount of this remuneration in kind is shown individually in section C.1.a.iv) under the heading "other items" for an amount of 72 thousand euros and 30 thousand euros for the Chairman and Vice-Chairman, respectively.

The Company also reimburses travel expenses incurred by the non-executive Directors in the discharge of their duties as such.

**B.15** Explain the remuneration accrued by any director by virtue of payments made by the listed company to a third company in which the director provides services when these payments seek to remunerate the director's services to the company.

The Company paid no remuneration of this kind in 2021.

**B.16** Explain and detail the amounts accrued in the year in relation to any other remuneration concept other than that set forth above, whatever its nature or the group entity that pays it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the true image of the total remuneration accrued by the director. Explain the amount granted or pending payment, the nature of the consideration received and the reasons for those that would have been considered, if applicable, that do not constitute remuneration to the director or in consideration for the performance of their executive functions and whether or not has been considered appropriate to be included among the amounts accrued under the "Other concepts" heading in Section C.

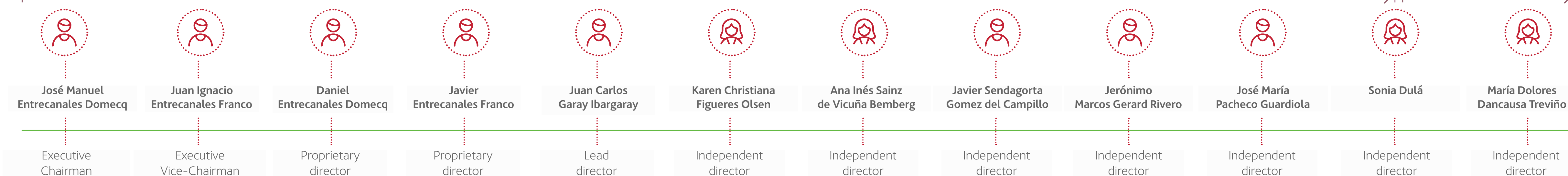
The Directors did not receive any other remuneration in 2021 aside from the items described herein, notwithstanding any dividends to which they may be entitled in their condition as shareholders.

## C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Accrual period 2021

From 01/01/2021

Until 31/12/2021

From 30/06/2021  
Until 31/12/2021

**C.1** Complete the following tables regarding the individual remuneration of each director (including remuneration received for performing executive duties) accrued during the year.

**A. REMUNERATION FROM THE REPORTING COMPANY:**

**i) Remuneration accruing in cash (thousands of euros)**

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2021	Total 2020
José Manuel Entrecanales Domecq				1,375	3,467				4,842	18,167
Juan Ignacio Entrecanales Franco				738	224				962	9,190
Daniel Entrecanales Domecq	100		64						164	158
Javier Entrecanales Franco	100		53						153	150
Juan Carlos Garay Ibargaray	100		131						231	263
Karen Christiana Figueres Olsen	100		63						163	170
Ana Inés Sainz de Vicuña Bemberg	100		72						172	195
Javier Sendagorta Gomez del Campillo	100		72						172	155
Jerónimo Marcos Gerard Rivero	100		63						163	155
José María Pacheco Guardiola	100		53						153	150
Sonia Dulá	100		35						135	100
Doña María Dolores Dancausa Treviño	50		35						85	

Observations

Included in the short-term variable remuneration is the amount corresponding to the extraordinary incentive resulting from the IPO as explained in this remuneration report on director remuneration for the Executive Chairman and the amounts corresponding to interim variable remuneration income not passed on to the executives.



## iv) Details of other items

Name	Concept	Amount of remuneration
José Manuel Entrecanales Domecq	Remuneration in kind	72
Juan Ignacio Entrecanales Franco	Remuneration in kind	30
Daniel Entrecanales Domecq		
Javier Entrecanales Franco		
Juan Carlos Garay Ibargaray		
Karen Christiana Figueres Olsen		
Ana Inés Sainz de Vicuña Bemberg		
Javier Sendagorta Gomez del Campillo		
Jerónimo Marcos Gerard Rivero		
José María Pacheco Guardiola		
Sonia Dulá		
María Dolores Dancausa Treviño		

## B. REMUNERATION OF DIRECTORS OF THE LISTED COMPANY FOR SEATS ON THE BOARDS OF OTHER SUBSIDIARY COMPANIES:

## i) Remuneration accruing in cash (thousands of euros)

Name	Fixed remuneration	Attendance fees	Remuneration for membership of board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Indemnification	Other items	Total 2021	Total 2020
José Manuel Entrecanales Domecq										
Juan Ignacio Entrecanales Franco										
Daniel Entrecanales Domecq										
Javier Entrecanales Franco										
Juan Carlos Garay Ibargaray										
Karen Christiana Figueres Olsen										
Ana Inés Sainz de Vicuña Bemberg										
Javier Sendagorta Gomez del Campillo										
Jerónimo Marcos Gerard Rivero										
José María Pacheco Guardiola										
Sonia Dulá	100								100	100
María Dolores Dancausa Treviño										

## Observations

Independent Director Sonia Dulá is a non-executive Director and Chair of the Board of Directors of the group companies, Bestinver Gestión, S.A. SGILC, Findentiis Gestión, S.A and Bestinver, S.A. Only the position in the company Bestinver, S.A. is remunerated, and for which the non-executive Director, who was appointed on 22 July 2019, receives the annual amount of 100,000 euros, having earned a total of 100,000 euros in 2021.



## ii) Table of changes in share-based remuneration schemes and gross profit from vested shares or financial instruments.

Name	Name of plan	Financial instruments at start of 2021		Financial instruments granted during 2021		Financial instruments vested during the year				Instruments matured but not exercised	Financial instruments at end of 2021	
		Nº. of instruments	Nº. of equivalent shares	Nº. of instruments	No. of equivalent shares	Nº. of instruments	Nº. of equivalent / vested shares	Price of vested shares	EBITDA from vested shares or financial instruments (thousands of euros)	Nº. of instruments	Nº. of instruments	No. of equivalent shares
José Manuel Entrecanales Domecq												
Juan Ignacio Entrecanales Franco												
Daniel Entrecanales Domecq												
Javier Entrecanales Franco												
Juan Carlos Garay Ibargaray												
Karen Christiana Figueres Olsen												
Ana Inés Sainz de Vicuña Bemberg												
Javier Sendagorta Gomez del Campillo												
Jerónimo Marcos Gerard Rivero												
José María Pacheco Guardiola												
Sonia Dulá												
María Dolores Dancausa Treviño												

## iii) Long-term savings schemes

Name	Remuneration from vesting of rights to savings schemes
José Manuel Entrecanales Domecq	
Juan Ignacio Entrecanales Franco	
Daniel Entrecanales Domecq	
Javier Entrecanales Franco	
Juan Carlos Garay Ibargaray	
Karen Christiana Figueres Olsen	
Ana Inés Sainz de Vicuña Bemberg	
Javier Sendagorta Gomez del Campillo	
Jerónimo Marcos Gerard Rivero	
José María Pacheco Guardiola	
Sonia Dulá	
María Dolores Dancausa Treviño	

Name	Contribution for the year by the company (thousands of euros)				Amount of accrued funds (thousands of euros)			
	Savings schemes with vested economic rights		Savings schemes with non-vested economic rights		2021		2020	
	2021	2020	2021	2020	Schemes with vested economic rights	Schemes with non-vested economic rights	Schemes with vested economic rights	Schemes with non-vested economic rights
José Manuel Entrecanales Domecq								
Juan Ignacio Entrecanales Franco								
Daniel Entrecanales Domecq								
Javier Entrecanales Franco								
Juan Carlos Garay Ibargaray								
Karen Christiana Figueres Olsen								
Ana Inés Sainz de Vicuña Bemberg								
Javier Sendagorta Gomez del Campillo								
Jerónimo Marcos Gerard Rivero								
José María Pacheco Guardiola								
Sonia Dulá								
María Dolores Dancausa Treviño								

## iv) Details of other items

Name	Concept	Amount of remuneration
José Manuel Entrecanales Domecq		
Juan Ignacio Entrecanales Franco		
Daniel Entrecanales Domecq		
Javier Entrecanales Franco		
Juan Carlos Garay Ibargaray		
Karen Christiana Figueres Olsen		
Ana Inés Sainz de Vicuña Bemberg		
Javier Sendagorta Gomez del Campillo		
Jerónimo Marcos Gerard Rivero		
José María Pacheco Guardiola		
Sonia Dulá		
María Dolores Dancausa Treviño		

**C. SUMMARY OF REMUNERATION (THOUSANDS OF EUROS):**

This summary must include the amounts corresponding to all the remuneration items included in this report that have accrued to each director, in thousands of euros.

Name	Remuneration accruing in the Company					Remuneration accruing in group companies					Total in 2021, company + group
	Total cash remuneration	EBITDA from vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in 2021, company	Total cash remuneration	Gross benefit of vested shares or financial instruments	Remuneration by way of savings systems	Other items of remuneration	Total in 2020, group	
José Manuel Entrecanales Domecq	4,842			72	4,914						4,914
Juan Ignacio Entrecanales Franco	962			30	992						992
Daniel Entrecanales Domecq	164				164						164
Javier Entrecanales Franco	153				153						153
Juan Carlos Garay Ibargaray	231				231						231
Karen Christiana Figueres Olsen	163				163						163
Ana Inés Sainz de Vicuña Bemberg	172				172						172
Javier Sendagorta Gomez del Campillo	172				172						172
Jerónimo Marcos Gerard Rivero	163				163						163
José María Pacheco Guardiola	153				153						153
Sonia Dulá	135				135	100				100	235
María Dolores Dancausa Treviño	85				85						85
<b>TOTAL:</b>	<b>7,395</b>			<b>102</b>	<b>7,497</b>	<b>100</b>				<b>100</b>	<b>7,597</b>

Observations

The total amount of the Board's remuneration is 7,594 thousand euros. The difference between this amount and the remuneration shown in the table is due to the rounding up of figures with decimals.

.....

**C.2** Indicate the evolution in the last five years of the amount and percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the company and the average remuneration on an equivalent basis with regard to full-time employees of the company and its subsidiaries that are not directors of the listed company.

Total amounts accrued and % annual variation									
	2021	% variation 2021/2020	Ejercicio 2020	% variation 2020/2019	2019	% variation 2019/2018	2018	% variation 2018/2017	2017
Executive directors									
<b>José Manuel Entrecanales Domecq</b>	<b>4,914</b>	<b>-86.09</b>	<b>35,322</b>	<b>709.77</b>	<b>4,362</b>	<b>6.86</b>	<b>4,082</b>	<b>-60.78</b>	<b>10,408</b>
<b>Juan Ignacio Entrecanales Franco</b>	<b>992</b>	<b>-94.90</b>	<b>19,470</b>	<b>n.s</b>	<b>1,649</b>	<b>14.91</b>	<b>1,435</b>	<b>-74.47</b>	<b>5,620</b>
External directors									
<b>Daniel Entrecanales Domecq</b>	<b>164</b>	<b>3.80</b>	<b>158</b>	<b>0.00</b>	<b>158</b>	<b>2.60</b>	<b>154</b>	<b>2.67</b>	<b>150</b>
<b>Javier Entrecanales Franco</b>	<b>153</b>	<b>2.00</b>	<b>150</b>	<b>0.00</b>	<b>150</b>	<b>0.67</b>	<b>149</b>	<b>0.00</b>	<b>149</b>
<b>Karen Christiana Figueres Olsen</b>	<b>163</b>	<b>-4.12</b>	<b>170</b>	<b>0.00</b>	<b>170</b>	<b>34.92</b>	<b>126</b>	<b>200.00</b>	<b>42</b>
<b>Ana Inés Sainz de Vicuña Bemberg</b>	<b>172</b>	<b>-11.79</b>	<b>195</b>	<b>7.14</b>	<b>182</b>	<b>25.52</b>	<b>145</b>	<b>28.32</b>	<b>113</b>
<b>Jerónimo Marcos Gerard Rivero</b>	<b>163</b>	<b>5.16</b>	<b>155</b>	<b>0.00</b>	<b>155</b>	<b>32.48</b>	<b>117</b>	<b>72.06</b>	<b>68</b>
<b>Juan Carlos Garay Ibargaray</b>	<b>231</b>	<b>-12.17</b>	<b>263</b>	<b>-3.31</b>	<b>272</b>	<b>9.24</b>	<b>249</b>	<b>22.06</b>	<b>204</b>
<b>Javier Sendagorta Gomez del Campillo</b>	<b>172</b>	<b>10.97</b>	<b>155</b>	<b>0.00</b>	<b>155</b>	<b>76.14</b>	<b>88</b>	<b>-</b>	<b>0</b>
<b>José María Pacheco Guardiola</b>	<b>153</b>	<b>2.00</b>	<b>150</b>	<b>0.00</b>	<b>150</b>	<b>74.42</b>	<b>86</b>	<b>-</b>	<b>0</b>
<b>Sonia Dulá</b>	<b>235</b>	<b>17.50</b>	<b>200</b>	<b>92.31</b>	<b>104</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>
<b>María Dolores Dancausa Treviño</b>	<b>85</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>0</b>
Consolidated results of the company	<b>574,746</b>	<b>11.17</b>	<b>516,993</b>	<b>-5.10</b>	<b>544,774</b>	<b>7.07</b>	<b>508,780</b>	<b>42.80</b>	<b>356,286</b>
Average employee remuneration	<b>43</b>	<b>7.50</b>	<b>40</b>	<b>0.00</b>	<b>40</b>	<b>2.56</b>	<b>39</b>	<b>-2.50</b>	<b>40</b>

## Observations

The percentage variation between 2018 and 2019 in the total accrued in those years by Juan Ignacio Entrecanales Franco is 1080.72%.

“Average employee remuneration” was calculated on the basis of (i) the worldwide weighted average headcount (not including directors) and (ii) the total wages and salaries reflected under the caption “Personnel Costs” in the consolidated Financial Statements for 2021.

## D. OTHER INFORMATION OF INTEREST

If there are any significant issues relating to directors' remuneration that it has not been possible to include in the foregoing sections of this report, but which it is necessary to include in order to provide more comprehensive and reasoned information on the remuneration structure and practices of the company with regard to its directors, list them briefly.

This annual remuneration report was approved by the Board of Directors of the company in its meeting of 24 February 2022.

Indicate whether any director voted against or abstained from approving this report.

No

Name or company name of any member of the Board of Directors not voting in favour of the approval of this report	Reasons (against, abstention, non-attendance)	Explain the reasons