



# ANNUAL CORPORATE GOVERNANCE REPORT

# 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. OWNERSHIP STRUCTURE

**A.1** Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

**No**

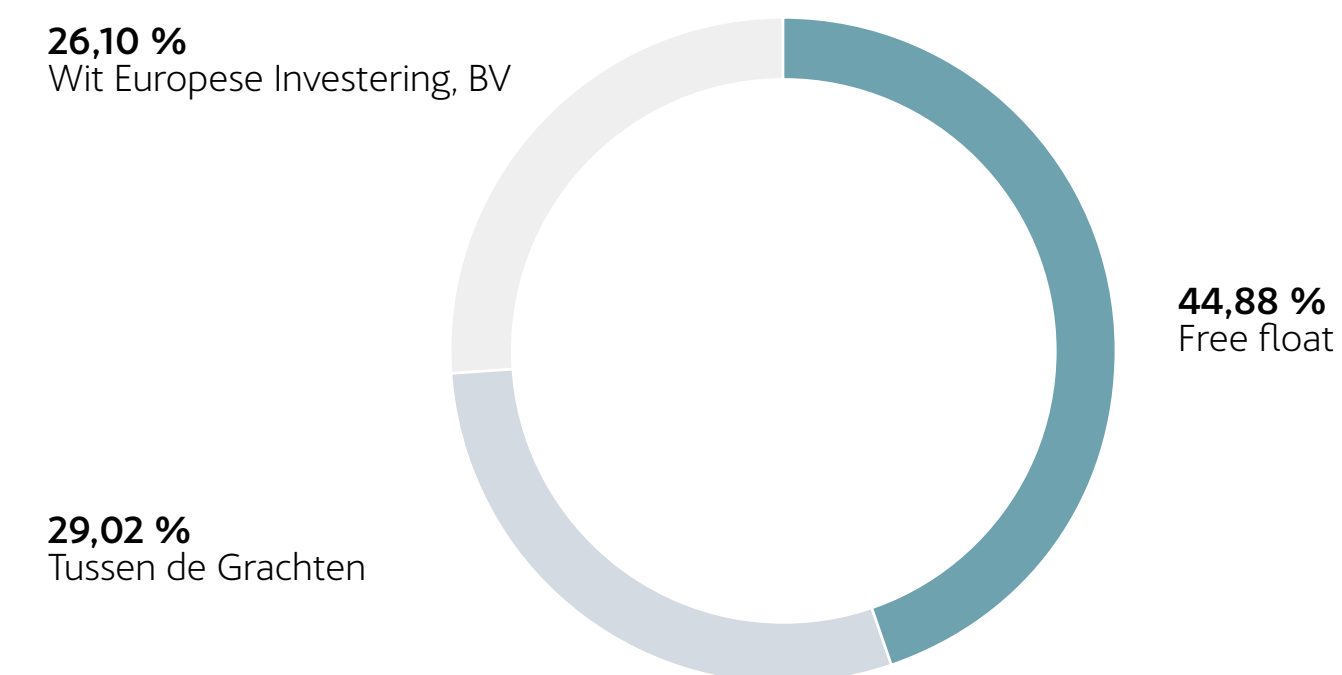
Date of the last modification of the share capital	28/03/2019
Share capital	€54,856,653
Number of shares	54,856,653
Number of voting rights	54,856,653

Indicate whether there are different classes of shares with different associated rights:

**No**

**A.2** List the company's significant direct and indirect shareholders at year end, including directors with a significant shareholding:

Name or company name of shareholder	% of voting rights attached to the shares (including votes for loyalty)		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
WIT EUROPESE INVESTING, BV	26.10	0.00	0.00	0.00	26.10
TUSSEN DE GRACHTEN, BV	29.02	0.00	0.00	0.00	29.02



List indirect shareholdings:

Name or company name of indirect shareholder	Name or company name of direct shareholder	% voting rights attributed to shares	% of voting rights through financial instruments	% of total voting rights	
-	-	-	-	-	-

Indicate the most significant changes in the shareholder structure during the year.

On 25 February 2021, the shareholder Invesco, LTD, announced the reduction of its indirect shareholding to 0.866% of the share capital.

This same shareholding was increased to 1.010% of the share capital, according to a communication dated 13 April 2021 and again reduced to 0.998% on 30 April 2021, so that at year-end and at the date of this report it is not considered a significant shareholder.

**A.3** Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above.

Name or company name of director	% voting rights attributed to shares		% of voting rights through financial instruments		% of total voting rights	% of voting rights that can be transferred through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Javier Sendagorta Gómez del Campillo	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Juan Ignacio Entrecanales Franco	0.00	0.37	0.00	0.00	0.37	0.00	0.00
José María Pacheco Guardiola	0.00	0.07	0.00	0.00	0.07	0.00	0.00
Javier Entrecanales Franco	0.00	0.00	0.00	0.00	0.00	0.00	0.00
José Manuel Entrecanales Domecq	0.006	0.78	0.00	0.00	0.78	0.00	0.00

By way of clarification, the shares held by the Directors whose percentage rights are given as 0.00% are as follows:

Javier Sendagorta Gómez del Campillo directly holds a total of 1,430 shares in the Company (0.003%).

Javier Entrecanales Franco directly holds five shares.

Total percentage of voting rights held by the Board of Directors	<b>1.22</b>
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List indirect shareholdings:

Name or company name of shareholder	Name or company name of direct shareholder	% voting rights attributed to shares (including loyalty votes)	% of voting rights through financial instruments	% of total voting rights	% of voting rights that can be transferred through financial instruments
Juan Ignacio Entrecanales Franco	Other company shareholders	0.37	0.00	0.37	0.00
José María Pacheco Guardiola	Other company shareholders	0.07	0.00	0.07	0.00
José Manuel Entrecanales Domecq	Other company shareholder	0.78	0.00	0.78	0.00

On 15 January 2021, the two executive directors notified the transfer of the shares they held directly in favour of companies controlled by them, thus indirectly holding the total shareholding declared at the date of this report.

List the total percentage of voting rights represented on the board:

Total percentage of voting rights represented on the Board of Directors	<b>1.22</b>
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**A.4** If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in section A.6:

Name or company name of related party	Nature of relationship	Brief description
Wit Europese Investerings, BV, ussen de Grachten, BV	Family	The indirect shareholders of the companies owning significant shareholdings are part of the family group of the descendants of José Entrecanales Ibarra.

**A.5** If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

Name or company name of related party	Nature of relationship	Brief description
-	-	-

**A.6** Unless insignificant for both parties, describe the relationships that exist between significant shareholders, shareholders represented on the Board and directors or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of any directors of the listed company, or their representatives, who are in turn members or representatives of members of the Board of Directors of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders.

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
Juan Ignacio Entrecanales Domecq	TUSSEN DE GRACHTEN, BV	Other company shareholders	The Executive Director Juan Ignacio Entrecanales Franco is an indirect shareholder of the significant shareholder Tussen de Grachten, BV
Javier Entrecanales Franco	TUSSEN DE GRACHTEN, BV	Other company shareholders	The Proprietary Director Javier Entrecanales Franco is an indirect shareholder of the significant shareholder Tussen de Grachten, BV
José Manuel Entrecanales Domecq	WIT EUROPESE INVESTERING, BV	Other company shareholders	The Executive Director José Manuel Entrecanales Domecq is an indirect shareholder of the significant shareholder Wit Europese Investering, BV
Daniel Entrecanales Domecq	WIT EUROPESE INVESTERING, BV	Other company shareholders	The Proprietary Director Daniel Entrecanales Domecq is an indirect shareholder of the significant shareholder Wit Europese Investering, BV

**A.7** Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Corporate Enterprises Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes			
Parties to shareholder agreement	% of affected share capital	Brief description of agreement	End date of agreement, if any
WIT EUROPESE INVESTERING BV, TUSSEN DE GRACHTEN, BV	55.12	The shareholders' agreement was reported to the CNMV on 15 July 2011 (registration no. 147698) where the full text of the agreement can be consulted and is filed with the Commercial Registry. On 30 July 2021, ACCIONA notified the CNMV (OIR registry no. 11138) that as a result of the transfer by La Verdosa, S.L. of its significant stake in ACCIONA, it was reported that La Verdosa, S.L. would cease to be party to the shareholders' agreement.	14.07.2026 with successive tacit extensions for periods of five (5) years each, unless terminated in writing by either party eighteen (18) months prior to the date of expiry of the period of any of its successive extensions.

The summary of the pact, in its basic terms, is as follows:

- Tussen de Grachten, BV and Wit Europese Investering, BV, their respective partners and the descendants of José Entrecanales Ibarra signing this agreement grant each other a pre-emptive acquisition right over their respective direct shareholdings in ACCIONA, S.A. resulting from the reverse merger of Grupo Entrecanales, S.A. and its subsidiaries into ACCIONA, S.A., whatever the reason for their holding, and/or on their respective shareholdings in Tussen de Grachten, BV and Wit Europese Investering, BV and La Verdosa, S.L.
- These pre-emptive acquisition rights will remain for ten (10) years from the registration of the merger of ACCIONA, S.A. with Grupo Entrecanales, S.A. in the Commercial Registry, with successive tacit extensions for periods of five (5) years each, unless either of the companies, Tussen de Grachten, BV or Wit Europese Investering, BV terminates the agreement in writing eighteen (18) months prior to the end of the initial period of validity of this agreement or any of its successive extensions. The merger was registered in the Commercial Registry on 14 July 2011. This Agreement does not impose or presuppose any concerted action on the part of the signatories as to the management of ACCIONA, S.A.

In 2015, the investment companies that hold the shares of Wit and Tussen acceded to the agreement without amendment of the terms of the agreement. The investment companies are companies incorporated and controlled by the shareholders descending from Mr. Jose Entrecanales Ibarra, who continue to be the ultimate owners and who were also signatories to the agreement.

Likewise, on 26 January 2018 (HR 261036) and following the corporate restructuring carried out by the company, Wit Europese Investering, BV, the company reported that the terms of the aforementioned Shareholders' Agreement, of which La Verdosa, S.L. was a party, were maintained without any amendment, with each of its members maintaining full voting freedom and, therefore, without there being any agreement as to the management of ACCIONA. On 30 July 2021, ACCIONA notified the CNMV (OIR registry no. 11138) that as a result of the transfer by La Verdosa, S.L. of its significant stake in ACCIONA, La Verdosa, S.L. would cease to be party to the shareholders' agreement.

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

On 30 July 2021, the CNMV was notified as an OIR with registration number 11138, that as a result of the sale notified on 10 December 2020 (IP registration number 619) by the shareholder La Verdosa, S.L. of its stake in the share capital of ACCIONA, S.A., La Verdosa, S.L. no longer forms part of the Shareholder Stability Shareholder Agreement.

**A.8** Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

**No**

**A.9** Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
<b>206,199</b>	-	<b>0.37</b>

Observations

ACCIONA entered into a Liquidity Agreement with Bestinver SV, S.A. dated 10 July 2017.

On 13 October 2021, the Company communicated the amendment of the contract in order to update the details of the Financial Intermediary as well as the fees for the provision of its services, keeping the rest of the contract unchanged in all its terms.

Changes in direct treasury shares are caused by the day-to-day operations of the Liquidity Agreement.

Without prejudice to the significant variations indicated in this section, and in accordance with the provisions of Rule Four section 2 letter b) of CNMV Circular 1/2017 of 26 April, the Company has reported, on a quarterly basis, the transactions carried out during the 2021 financial year under the Liquidity Agreement.

(\*) Through:

Name or corporate name of direct shareholder	Number of direct shares
-	-

Explain any significant changes during the year:

16/03/21	Total direct votes	<b>0.463%</b>
	Total indirect votes	<b>0%</b>
07/07/21	Total direct votes	<b>0.382%</b>
	Total indirect votes	<b>0%</b>
17/11/21	Total direct votes	<b>0.376%</b>
	Total indirect votes	<b>0%</b>

**A.10** Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

The General Shareholders' Meeting held on 30 June 2021 adopted the following resolution (OIR number 10342):

To authorise the derivative acquisition of shares in ACCIONA, S.A., by the company itself and by companies in its group, both directly and indirectly through the acquisition of capital in companies holding shares in ACCIONA, S.A., subject to the legal limits and requirements and the conditions set forth below, replacing the authorisation approved for this purpose by the Ordinary General Shareholders' Meeting of 18 May 2017:

- Type: purchase, swap, loan or debt settlement.
- Maximum number of shares to be acquired, added to those already held by ACCIONA, S.A. and its subsidiaries: up to 10% of the subscribed capital.
- Maximum and minimum prices: closing price on last trading day, with a margin of 15% up or down.
- Term of the authorization: five (5) years as of the date of this resolution.

To authorize the Board of Directors to carry out the derivative acquisition of shares of ACCIONA, S.A. in the terms and conditions set out and to earmark, in full or in part, already held treasury shares and those acquired under the above-mentioned authorization for remuneration schemes consisting of or involving the award of shares or stock options in ACCIONA, S.A. to employees, executives and directors, in accordance with article 146, subsection 1.a) of the Consolidated Text of the Spanish Corporate Enterprises Act.

Power of subdelegation: the powers conferred in this agreement may be subdelegated to the President, the CEO of the Company or the Executive Committee, if standing, and in any event, they may be exercised by the persons designated from time to time in the Company's Internal Regulations for Conduct in the Securities Markets.

The General Shareholders' Meeting of 28 May 2020 (reported to the CNMV with registry number 2474) resolved to delegate powers, including the express power of substitution, to the Board of Directors to increase share capital one or more times up to a maximum equal to half of share capital by means of cash contributions for a period of five years under the terms and conditions considered appropriate by the Board of Directors from time to time. Said authorization also included the power to exclude preferential subscription rights, whether in whole or in part, up to a limit equal to 20% of share capital at the time of delegation, as well as express authorization to amend the relevant articles of the bylaws accordingly, where appropriate, thus voiding the authorization granted by the General Shareholders' Meeting of 10 May 2016.

**A.11** Estimated float:

Estimated Float	<b>43.28%</b>
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**A.12** Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

**Yes**

Description of restrictions

The shareholders Tussen de Gratchen, B.V. and Wit Europese Investerings, B.V., as well as their respective partners, have granted each other a pre-emptive acquisition right over their respective shareholdings in ACCIONA, S.A., as is set out in the shareholders' agreement described in section A7.

**A.13** Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

**No**

**A.14** Indicate whether the company has issued shares that are not traded on a regulated EU market.

**No**

ACCIONA has a promissory note programme called Euro Commercial Paper (ECP) in which ACCIONA, S.A. acts as guarantor and its subsidiary ACCIONA Financiación Filiales, S.A. as issuer, for a maximum amount of 1,000 million euros and listed on Euronext Dublin (formerly the Irish Stock Exchange). Through this programme, promissory notes in euro or other currencies are issued in the domestic inter-markets with maturities ranging from 15 to 364 days. The programme is renewed annually, with the last renewal date being 27 April 2021.

In addition, ACCIONA has a second Euro Commercial Paper (ECP) promissory note programme for a maximum amount of 1,000 million euros, listed on Euronext Dublin, in which ACCIONA, S.A. itself is the issuer. Through this programme, which is identical to that of ACCIONA Financiación Filiales, S.A., promissory notes in euros or other currencies are also issued on international markets with maturities of between 15 and 364 days. The programme was renewed for a period of one year on 27 April 2021.

Lastly, ACCIONA, S.A. is the guarantor and ACCIONA Financiación Filiales, S.A. is the issuer of the Euro Medium Term Note Programme (EMTN), the maximum amount of which is 2,000 million euros or the equivalent in different currencies. Under this programme, Euronext Dublin-listed securities with maturities of more than 365 days are issued. The programme is renewed annually, with the last renewal date being 29 April 2021.

## B. GENERAL SHAREHOLDERS' MEETING

**B.1** Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details.

Yes		
	% quorum different from that established in Article 193 of the Spanish Corporate Enterprises Act for general matters	% quorum different from that established in Article 194 of the Spanish Corporate Enterprises Act for special resolutions
Quorum required at 1st call	<b>0.00</b>	<b>67.00</b>
Quorum required at 2nd call	<b>0.00</b>	<b>62.00</b>

### Description of differences

The quorums required are higher than the general quorums of 50% and 25% for the special cases of article 194 of the Consolidated Text of the Spanish Corporate Enterprises Act.

**B.2** Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

No

**B.3** Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

The amendment of the Bylaws must comply with the provisions of the Consolidated Text of the Spanish Corporate Enterprises Act and Article 17.2 of the Bylaws, according to which the General Meeting must be constituted with a quorum of 67% of the subscribed and fully paid-up capital with voting rights at first call, or 62% at second call in order to decide on any of the following matters:

- Amendment of the Bylaws, excluding the transfer of the registered office, the increase in capital, the extension of the corporate purpose and, where legally obligatory, the reduction of capital.
- Transformation, merger, spin-off, en bloc assignment of assets and liabilities, and winding-up, unless the winding-up is legally mandatory.

The General Meeting of the Shareholders must be convened with a quorum of 67% of subscribed capital with voting rights at first call, or with a quorum of 50% of subscribed capital with voting rights at second call to decide on a change in the registered address; a capital increase; the removal or restriction of preferential subscription rights; the issue of debentures or bonds where such issue falls within the purview of the General Meeting, the issue of warrants or options (whether alone or linked to debt issues), or preference shares; and in cases where it may be legally mandatory to reduce share capital.

The percentages mentioned in the previous paragraph will also apply where the General Meeting may be asked to authorize or delegate to the Board of Directors the power to adopt resolutions to increase capital, or to issue debentures, bonds, warrants or preference shares.

In accordance with section 286 of the Consolidated Text of the Spanish Corporate Enterprises Act, the directors or, as the case may be, the partners presenting the proposal shall draft the full text of the amendment they propose and the appropriate explanatory report, which shall be available to shareholders upon the call for the General Meeting.

Resolutions will be adopted by simple majority of the votes cast by the shares conferring voting rights present at the General Meeting, whether in person or by proxy, and a resolution will be deemed validly adopted when it obtains more votes in favour than against cast by the shares present or represented by proxy when the General Meeting is convened.

For the valid adoption of the resolutions referred to in Article 17.2 of the Bylaws, the resolution must be adopted by an absolute majority of the votes present or represented.

The 2021 General Shareholders' Meeting approved, with the favourable vote of at least 99.25% of the share capital present or represented, the amendment of several articles of the Bylaws in order, firstly, to adapt them to the new features introduced in the Spanish Corporate Enterprises Act by Law 5/2021, of 12 April, with regard to the promotion of the long-term involvement of shareholders in listed companies ("Law 5/2021"), as well as in order to adapt their content to the partial amendment of the Good Governance Code of listed companies, published by the National Securities Market Commission (CNMV) on 26 June 2020.

**B.4** Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

General meeting date	Attendance				Total
	% physical presence	% proxy	% remote vote		
			Electronic vote	Other	
30/05/2019	11.57	72.92	0.00	0.29	84.78
Of which, Floating Capital	5.51	17.80	0.00	0.29	23.60
28/05/2020	0.65	74.31	5.93	2.59	83.48
Of which, Floating Capital	0.06	19.19	0.39	2.59	22.23
12/04/21	2.74	79.46	0.07	1.12	83.39
Of which Floating Capital	2.28	24.34	0.07	1.12	27.81
30/06/2021	3.30	76.47	0.12	2.40	82.29
Of which Floating Capital	2.90	21.34	0.12	2.40	26.76

#### Observations

The Extraordinary General Shareholders' Meeting 2021 and the Ordinary General Shareholders' Meeting 2021 were held exclusively by telematic means, taking into account at all times the health and well-being of its shareholders, employees and directors and in accordance with the provisions of article 3 of Royal Decree-Law 34/2020, of 17 November, as amended by the eighth Final Provision of Royal Decree-Law 5/2021, of 12 March.

The mechanisms for connection, registration, intervention and telematic voting were made available to shareholders in the respective call notices (OIR registration number: 8000) and (OIR registration number: 9682).

**B.5** Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.

No

**B.6** Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

No

**B.7** Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.

No

**B.8** Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The address of the Company's website is: [www.ACCIONA.com](http://www.ACCIONA.com)





The website contains a Shareholders and Investors link, which in turn contains a Corporate Governance section where shareholders will find corporate information on the Company and information related with General Meetings.

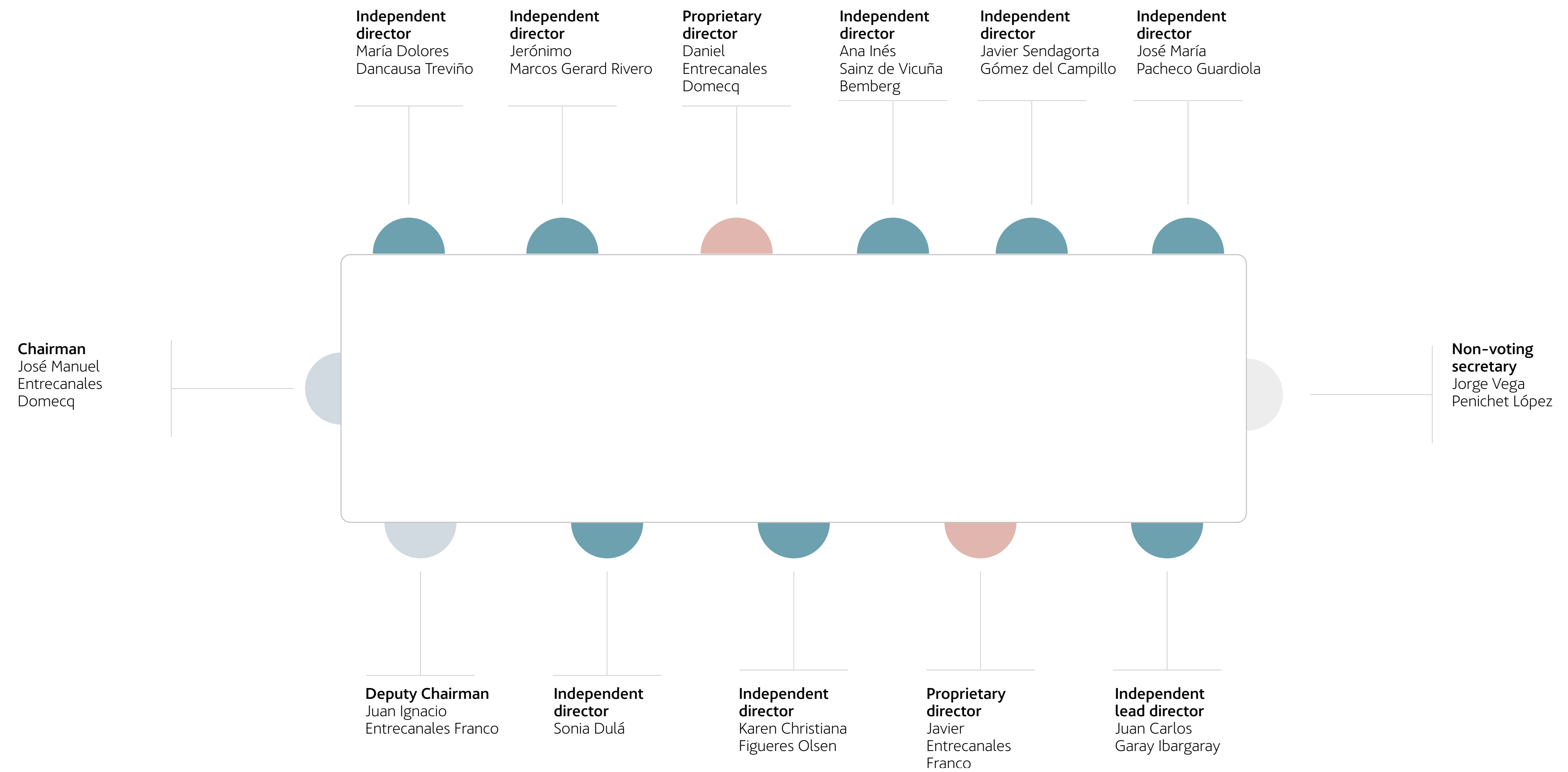
When the General Meeting is called, a direct access tab is included in the home page of the Company's website ([www.ACCIONA.com](http://www.ACCIONA.com)) where all relevant information concerning the General Meeting called is made available to the shareholders.

Both the Extraordinary General Shareholders' Meeting and the Ordinary General Shareholders' Meeting held in 2021 also had a link in this section of the website for online attendance at the General Meeting.



### C. STRUCTURE OF THE COMPANY'S ADMINISTRATION

-  Executive directors
-  Independent directors
-  Proprietary directors
-  Non-voting secretary



## C.1 BOARD OF DIRECTORS

**C.1.1** Maximum and minimum number of directors established in the articles of incorporation and the number set by the general meeting:

Maximum number of directors	18
Minimum number of directors	3
Number of directors set by the general meeting	12

**C.1.2** Complete the following table on Board members:

Name or company name of director	Category of director	Position on the board	Date first appointed	Date of last appointment	Election procedure
José Manuel Entrecanales Domecq	Executive director	Director	14/04/1997	30/06/2021	Resolution of the General Shareholders' Meeting
Juan Ignacio Entrecanales Franco	Executive Director	Director	14/04/1997	30/06/2021	Resolution of the General Shareholders' Meeting
Daniel Entrecanales Domecq	Proprietary director	Director	04/06/2009	30/06/2021	Resolution of the General Shareholders' Meeting
Javier Entrecanales Franco	Proprietary director	Director	22/09/2011	30/06/2021	Resolution of the General Shareholders' Meeting
Javier Sendagorta Gómez del Campillo	Independent director	Director	30/05/2018	30/06/2021	Resolution of the General Shareholders' Meeting
Ana Inés Sainz de Vicuña Bemberg	Independent director	Director	11/06/2015	30/06/2021	Resolution of the General Shareholders' Meeting
Juan Carlos Garay Ibargaray	Independent director	Director	06/06/2013	03/05/2019	Resolution of the General Shareholders' Meeting
José María Pacheco Guardiola	Independent director	Director	30/05/2018	30/06/2021	Resolution of the General Shareholders' Meeting
Karen Christiana Figueres Olsen	Independent director	Director	18/05/2017	28/05/2020	Resolution of the General Shareholders' Meeting
Sonia Dulá	Independent director	Director	30/05/2019	30/05/2019	Resolution of the General Shareholders' Meeting
Jerónimo Marcos Gerard Rivero	Independent director	Director	24/06/2014	28/05/2020	Resolution of the General Shareholders' Meeting
María Dolores Dancausa Treviño	Independent director	Director	30/06/2021	30/06/2021	Resolution of the General Shareholders' Meeting

Total number of directors	12
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

No members of the Board were removed or resigned in 2021, or have stepped down to date.

**C.1.3** Complete the following tables on the members of the Board and their categories:

### EXECUTIVE DIRECTORS



José Manuel Entrecanales Domecq  
Chairman and CEO

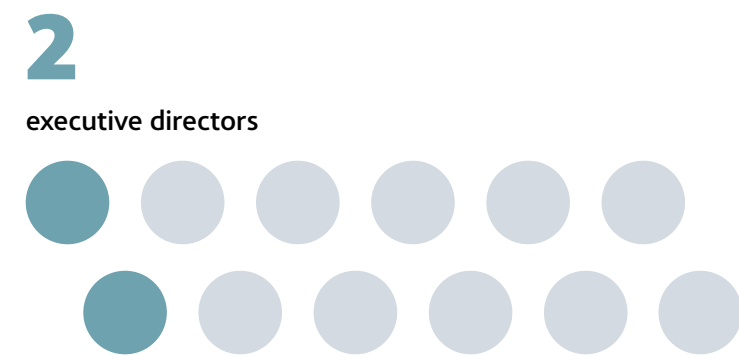
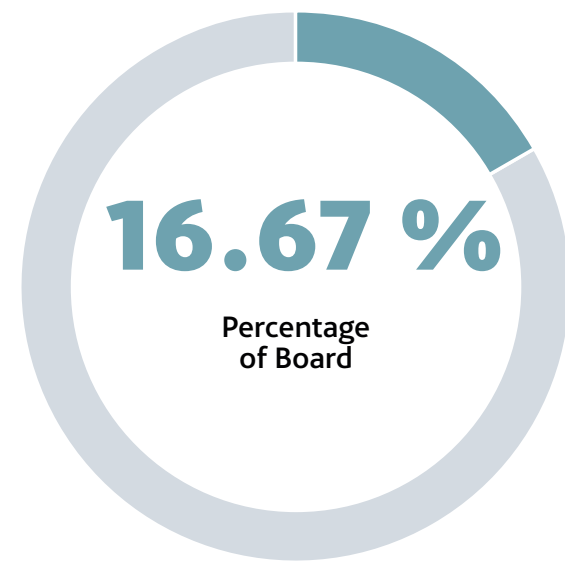
Chairman and CEO of ACCIONA since 2004, a leading group of companies operating in the renewable energy and sustainable infrastructure solutions with a presence in more than 60 countries and over 40,000 employees. He is also Chairman of ACCIONA Energía, the group's power division, which has been listed on the Spanish stock exchanges since July 2021 and is the world's largest purely renewable generating concern. He is an active member of some of the main corporate organizations engaged in the promotion of sustainable development and the fight against climate change among others the UN Global Compact, the World Bank's Carbon Pricing Leadership Coalition and the World Business Council for Sustainable Development (WBCSD). He is a Founding Trustee of the Pro CNIC Foundation (Spain's leading public-private cardiovascular research initiative), and a Trustee of the Princess of Asturias Foundation, of the Prado Museum and of the Alalá Foundation. He is also a member of the Board of Directors of the Family Business Institute, a leading family business association in Spain which he chaired between 2012 and 2014. He chairs ACCIONA.org Foundation, which focuses on universal access to clean water and power.



Juan Ignacio Entrecanales Franco  
Deputy Chairman and CEO

Deputy Chairman of ACCIONA since 2004 and member of the Board of Directors of ACCIONA Energía since 2021. Industrial Engineer from Tufts University and Executive MBA from the Instituto de Empresa in Madrid. He started his professional career in 1992 at Arthur Andersen. He joined ACCIONA in 1994, and in 1995 was appointed Deputy General Manager of Construction, a post he held until 1997, when he became Executive Vice-Chairman of ACCIONA Infraestructuras. In 2004 he was appointed Chairman of ACCIONA Infraestructuras, a position he held until 2010. He was Vice-Chairman of SEOPAN from 2006 to 2012 and Chairman of the Board of Mostostal Warsawa from 2001 to 2007, leading ACCIONA Infraestructura's expansion in Poland. He is a member of numerous bodies, including the Business Forum of the Social Council of the Carlos III University of Madrid, the Professional Council of ESADE, the University Advisory Board of IE (Instituto

de Empresa) and the Spanish Committee of Lloyd's Register EMEA. He is Trustee of several entities such as the Integra Foundation, the José Entrecanales Ibarra Foundation, the National Archaeological Museum, the ONCE Foundation, the Princess of Girona Foundation. He is President of the Spain-India Council Foundation.



EXTERNAL PROPRIETARY DIRECTORS



Javier Entrecanales Franco  
Tussen de Grachten, BV

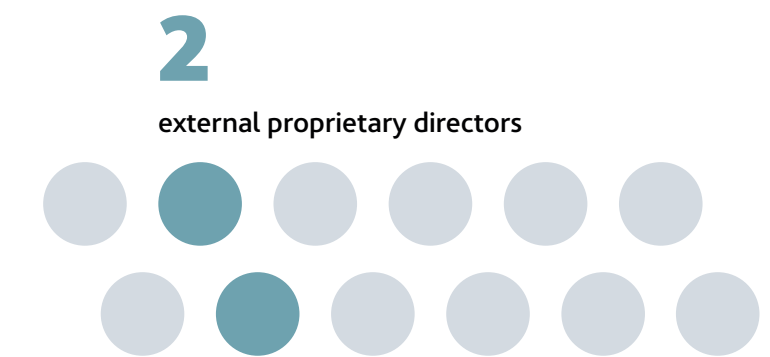
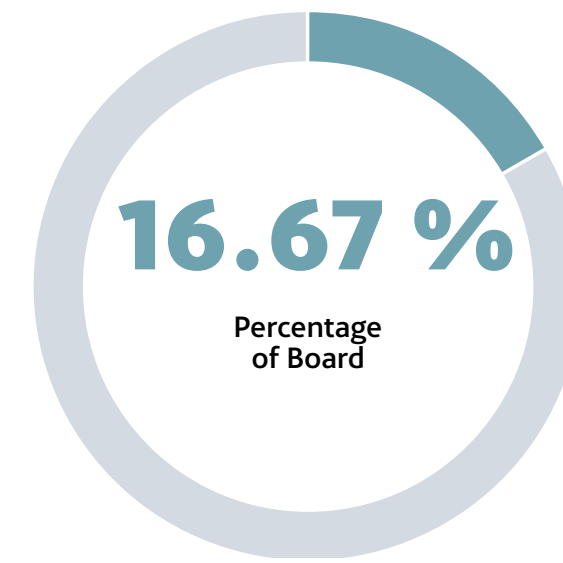
Graduate in Business Studies from the Colegio Universitario de Estudios Financieros (CUNEF) and Executive MBA from the Instituto de Empresa. He started his career in 1997 as an Audit Analyst at PRICE WATERHOUSE COOPERS Madrid, Spain. In 2000, he became an Associate in the Corporate Finance Department of BBVA Securities Inc. in New York. In 2004, he became Vice-President of the Leveraged Finance Department at Banco Bilbao Vizcaya Argentaria, S.A. In 2005, he joined BNP Paribas as head of the Acquisition Finance Department for Spain and Portugal and was responsible for the Real Estate Finance activity in Spain from 2016 to 2019. In September 2019, he joined Incus Capital as Managing Director, leading a direct debt fund with a focus on real estate investments in Spain and Portugal. He currently runs the Family Office Kale Quinoa. In addition, he has been involved in teaching courses for the new generations of the BBVA School of Finance master's degree.



Daniel Entrecanales Domecq  
Wit Europese Investerings, BV

Degree in Economics from the Carroll School of Management of Boston College. In 1993 he began his professional career at the Anglo-Dutch multinational Unilever in Madrid. Two years later, he moved to Milan (Italy) as Project Manager at the company's International Innovation Centre, leading products and global strategies for the Group. In 1998 he returned to Madrid as Director of Marketing and Communication at Loewe (LVMH Group), where he was responsible for Marketing, Communication, Merchandising and Architecture worldwide and a member of the Management Committee. In 2001 and until 2004, he became Managing Director of the Cinnabar Group S.A., a retail textile company, with the aim of refocusing the Group's strategies. In 2003, he simultaneously chairs and founds, together with a group of industry executives, the advertising and communications agency Revolution. In 2012 he was appointed President of the Organising Committee of Madrid Horse Week, which since 2014 has hosted the World Cup of various equestrian disciplines, making it the most important equestrian event in Spain. He has also participated in and been a director of companies in different sectors.

He is a member of the Board of Directors of Revolution Publicidad, Newco Entreriver, Madrid Horse Week, and Prosegur Cash S.A.



EXTERNAL INDEPENDENT DIRECTORS



Don Javier Sendagorta Gomez del Campillo

Degree in Law and Diploma in Business Administration (E-1) from the Universidad Pontificia Comillas (ICADE). Diploma in Shipping from the London School of Foreign Trade, and a Senior Management Programme (PADE) from IESE. He began his professional career in 1984 at the Norton Lilly International shipping agency in New York. Subsequently he was co-manager of Marítima del Norte (1984 - 2008), a company dedicated to international shipping and one of the most important Spanish shipping companies. In addition, between 2006 and 2016 he was a director of Auxiliar Marítima, a company dedicated to ship management. Between 2001 and 2008, Vice Chairman of the

Standard Steamship Owners' Protection and Indemnity Association (Bermuda), a mutual marine liability insurer insuring approximately 10% of the world's shipping fleet. He is currently Executive Chairman of Tanaua, Chairman of Fadotur, a company dedicated to real estate development in South America, and is a member of Sociedad Operadora Hotelera HA, dedicated to the management and operation of hotels in Chile. He is also a Director of Nu-llabor Holdings, a venture capital company dedicated to investments in Southeast Asia, Kuruma Sport, a Toyota car dealership in Madrid, AXEL, a Lexus car dealership in Madrid, and Viajes Team3, a travel agency.



Ana Inés Sainz de Vicuña Bemberg

She holds a degree in Agricultural Economics from Reading University in the UK and a Program for Management Development from Harvard University. Until 2002, she worked for 18 years at Merrill Lynch in Spain. She began her career in Private Banking where she spent 12 years as a Financial Consultant. She subsequently joined the Sociedad de Valores y Bolsa, which was formed after the acquisition of FG, assisting in the integration and holding various positions, most recently as head of Operations, Systems, HR and Finance. She was eventually appointed Managing Director of the Spanish branch of Merrill Lynch International Bank. She is currently a member of the Board of Corporación Financiera Guadalmar (CFG) a Family Office with assets in Spain and Latin America, mainly Argentina and Chile. She oversees the Financial Assets Committee which manages the family's securities portfolios and investments in Chile, in the W Santiago hotel group and Awasi, and in the financial sector, Grupo Security, of which she is also a member of the Board. She is an independent director of Prosegur, Cash, S.A. and director of Altamar Capital Partners, S.L. and has been an independent director and member of the Audit Committee of Inmobiliaria Colonial S.A., a property company in the office segment in Madrid, Barcelona and Paris. She has been a board member of Mobile Dreams Factory, a mobile marketing and advertising agency, and Asturbega, Coca-Cola's bottling company in northern Spain. She is currently a member of the founding committee of the ARPE Foundation (Foundation for Art Research Partnership and Education) and is a member of the Board of Trustees of the Prójimo-Prójimo Foundation.



Juan Carlos Garay Ibargaray

He holds a degree from the University of Deusto (Bilbao). Lawyer and Economist. He also studied at the University of Southern California. Marshall School of Business and Master in Business Administration. Studies at Duke University. Fuqua School of Business. Senior Executive Program.

During his professional career, he was most notably active at Citibank (1980-1989), where he held the position of Chairman of Citibank and was the chief executive officer of Citicorp for Spain and Portugal. In 2000, he was appointed CEO of Deutsche Bank for the Iberian Peninsula and headed the Personal Banking Division for all of Europe except Germany. From 2005 to 2008, he was Chairman of Deutsche Bank for Spain.



José María Pacheco Guardiola

Graduate in Economics and Business Studies from the University of Seville. He began his professional career at Banco Cetelem (BNP Paribas Group), later moving to the Santander Group (1994 - 2002), where he held various general management positions, becoming Managing Director of Santander Consumer Finance in 1999, a position he held until 2002. He has been a member of the advisory board of well-known entities such as AON and Endesa in Andalusia and Extremadura, among others, as well as of the Executive Committee of CEIM. Founder (2002) and Executive Chairman of Konecta, a Spanish multinational company dedicated to business process outsourcing, with a presence in 10 countries, 60,000 employees and a turnover of 770 million euros. He is also an investor and shareholder in Internacional Olivarera, an initiative in the agribusiness sector - food and agriculture. He currently sits on the Advisory Board of ABC Sevilla, as well as on the International Business Policy Advisory Board of the San Telmo International Institute. In 2005 he created the Konecta Foundation, of which he is currently a trustee, dedicated to promoting social and labour integration for groups at risk of exclusion.

He is also Founder (2005) and Chairman of the Board of Trustees of the Alalá Foundation, which focuses on the social integration of Roma children and adolescents. It is also a member of the Board of Trustees of the Seres Foundation and the Seville Chamber of Commerce Foundation. Throughout his professional career he has received several awards, such as the Gold Medal of the city of Seville (2014) and the Gold Medal for Business Merit from the Ibero-American Association of Chambers of Commerce (2015), among others. He is a member of the Board of Directors of Grupo Konecta and APENET, S.L.



Karen Christiana Figueres Olsen

Karen Christiana Figueres Olsen is an internationally recognized leader in the field of global climate change. She is currently a member of the Global Commission on People Centred Energy Transition, convened by the International Energy Agency, and an advisor to the president of COP 26, the 26th United Nations Climate Change Conference. Figueres Olsen is a cofounder of Global Optimism Ltd and co-presenter of the podcast Outrage and Optimism. She advises numerous firms including Amazon and MacQuairie on strategic issues, and she co-authored the recently published book "The Future We Choose: Surviving the Climate Crisis". She is also a member of the Board of Directors of ACCIONA Energía. Figueres Olsen was a distinguished fellow of the non-profit Conservation International and leader of Mission 2020. Among other positions, she has been Climate Leader for the World Bank and a member of the Global Commission on the Geopolitics of Energy Transformation. Previously, she was deputy chair of the Carbon Rating Agency's rating committee and a member of the Project Catalyst Carbon Finance Working Group. Ms Figueres Olsen was Executive Secretary of the United Nations Framework Convention on Climate Change (UNFCCC) and Assistant Secretary General of the United Nations from 2010 to 2016. Over the course of her career, Ms Figueres has played a key role in international climate change negotiations and she directed the Conferences of the Parties to the Climate Change Conferences held at Cancun 2010, Durban 2011, Doha 2012, Warsaw 2013 and Lima 2014, which culminated in the historic Paris Agreement of 2015. She was formerly director of the Technical Secretariat of Renewable Energy in the Americas (REIA) and, in 1995, she founded the Centre for Sustainable Development in the Americas (CSDA), a non-profit organization which she directed for eight years. She has been a senior adviser to C-Quest Capital, principal climate change advisor to Endesa Latin America, co-chair of the Advisory Committee of Fórmula E, a member of the UNEP Scientific Advisory Panel, the advisory senate of ICE Organization Limited, and the technical advisory board of the World Bank's Prototype Carbon Fund, and she held a seat on the advisory board of the Italian energy concern Eni, S.p.A. Figueres Olsen is a shareholder of Grupo Agrícola Industrial San Cristóbal, S.A., which operates in the

agricultural industry. She was also a member of the board of directors of the International Institute for Energy Conservation between 2006 and 2008, and of the Voluntary Carbon Standard (VCS) in 2008. Figueres Olsen is an anthropologist, economist and analyst. She pursued her studies at the London School of Economics and Georgetown University (Washington, D.C.) in 1981 and 1991, respectively. She since been awarded honorary doctorates by several universities including the Universities of Georgetown, Yale, Massachusetts and Bristol.



Sonia Dulá

Sonia Dulá is an independent director of the Company and a member of the Board of Directors of ACCIONA ENERGÍA. She began her career in Mexico, working for Petróleos Mexicanos (Pemex). After nine years she left to join Goldman Sachs, where she rose to hold various leadership positions. In particular, she successfully led various historic privatizations of state-owned Spanish, Italian and Mexican concerns and she was also responsible for a series of international debt and equity issues for Latin America companies. She then became chief executive of Telemundo Studios México and founded two internet businesses, Internet Group do Brasil and Obsidiana. Her next move was to Merrill Lynch, where she took the post of wealth management director for Latin America and also directed the LATAM corporate and investment banking division. In this position, she was responsible for all investment banking operations in the region, including mergers and acquisitions, public offerings and debt issues, and corporate loans. Dulá held the post of Vice Chairwoman, Latin America in Bank of America between 2013 and 2018. She was an independent member of the management board of Promotora de Informaciones, S.A. until December and currently holds a seat on the Board of Directors of Hemisphere Media Group Inc. She is also a member of the Board and of the Sustainability and Remuneration Committees of Huntsman Corporation. Dulá is non-executive chairwoman of Bestinver, S.A. and Bestinver Gestión, S.A., SGIC

Ms Dulá has broad international experience in Europe, the United States and Latin America. Though born in Mexico she was brought up in Brazil, and she has lived in Bolivia, Peru, Italy and the United Kingdom. Over the course of a career spanning some 30 years, she has served corporate and government clients throughout Latin America, working in investment banking, the media and broadcasting. She is a life member of the Council on Foreign Relations and a member of the Latin America strategy council of ITAU in Brazil. She has also been a member of the Council of the Americas, Women's World Banking and the Adrienne Arsht Center, as well as the Young Presidents Registration (YPO) and the Bank of America World Council on Diversity and Inclusion.

She graduated in Economics from the University of Harvard with the distinction magna cum laude, going on to take an MA in Business Administration at Stanford Graduate School of Business. She has also completed the "Value Creation through Effective Boards" executive programme at Harvard Business School/IESE.



Don Jerónimo Marcos Gerard Rivero

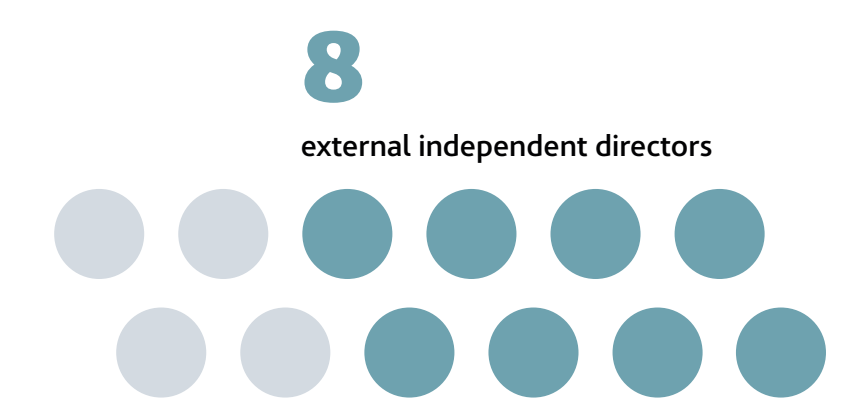
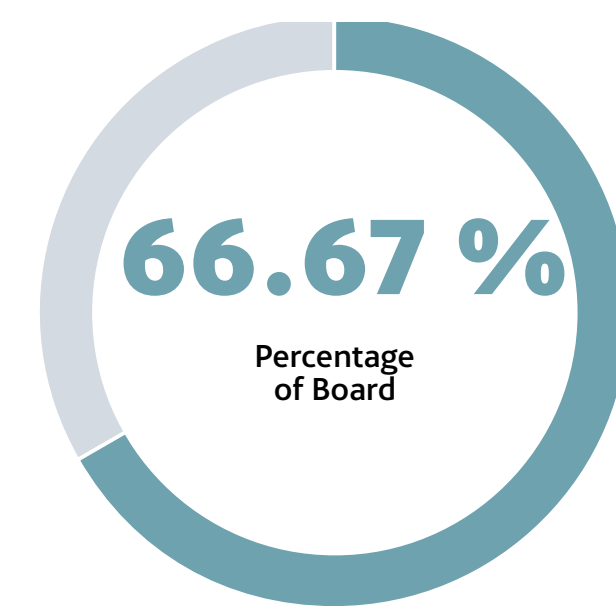
Chairman and CEO of Grupo Mexico Retail Properties (MRP). In addition to his position as chief executive of MRP, he is a director of Grupo Rotoplas and Grupo Hotelero Santa Fé. He was previously CFO of Telefónica Móviles México and CEO of Telefónica B2B and worked at Goldman Sachs & Co. He was Advisor to the Deputy Secretary of Finance of the Mexican Government of Carlos Salinas during

his entire presidential term (1988-1994). He holds a degree in Economics from the Instituto Tecnológico Autónomo de México (ITAM) in 1993 and an MBA from Stanford University. Professor of Microeconomics at the Instituto Tecnológico Autónomo de México (ITAM).



María Dolores Dancausa Treviño

Since October 2010, she has held the position of CEO of Bankinter, one of the leading financial institutions in Spain. She holds a degree in Law from Colegio Universitario San Pablo CEU, she has completed several Management Programmes at Harvard Business School, an AMP (Advance Management Programme) at INSEAD Business School (Fontainebleu) and a Master in Human Resources and Company Strategy at the Euroforum- INSEAD University Institute (Madrid). She has pursued here professional career in the financial and insurance sector, first at Banco Exterior and later at Bankinter. When Línea Directa Aseguradora was created in 1994, she was appointed General Secretary and Secretary of the Board, a position she combined with various executive, legal, HR, marketing and other responsibilities until 2008, when she became CEO. During this period, she helped to consolidate the company and position it as the fifth largest car insurer in Spain. After her appointment as CEO of Bankinter at the end of 2010, she was a member of the Board of Directors of Línea Directa until 2021, when the insurance company became a listed company. Between 2013 and 2018, she was also an Independent Director of the UK firm Esure, one of the UK's leading insurers. She is also currently a trustee of the Princess of Girona Foundation, where she chairs the Audit Committee, and a trustee of the Bankinter Foundation for Innovation. Under her management, Bankinter has established itself as one of the healthiest and most solvent institutions in Europe.



Indicate if any of the directors classified as independent received any moneys or benefits in respect of any item other than director's remuneration in the reporting period, or maintains or has maintained any business relationship with the Company or with any company forming part its group, either in their own name or as a significant shareholder, director or senior executive of any other entity that maintains or has maintained such a relationship, in the last financial year.

Where appropriate, provide a reasoned statement by the board as to why it considers that such director is able to perform his or her duties as an independent director.

Nombre o denominación social del consejero	Descripción de la relación	Declaración motivada
Karen Christiana Figueres Olsen	The independent director Karen Christiana Figueres Olsen is a Proprietary Director of the Board of Directors of the group company Corporación ACCIONA Energía Renovables, S.A. and is a member of its Appointments and Remuneration Committee. The position of director and membership of the aforementioned committee is remunerated.	The Board of Directors considers that the duties performed by Director Karen Christiana Figueres Olsen as Proprietary Director of the Board of Directors of Corporación ACCIONA Energía Renovables, S.A., as well as her membership of the Appointments and Remuneration Committee, do not imply any incompatibility or in any way affect the independence of the Director, given that: (i) The remuneration received cannot be considered as significant for the Board; and (ii) it does not imply an exclusive dedication to the position or one that could significantly affect the duties derived from the position of independent director of the Company. The Board therefore considers that the relationships described above are not of sufficient weight to affect the independence of the Director.
Sonia Dulá	The independent director Sonia Dulá is a non-executive Director and Chairwoman of the Board of Directors of the group companies, Bestinver Gestión, S.A. SGIC and Bestinver, S.A. Only the position in the company, Bestinver, S.A. is remunerated. She is also a proprietary director of Corporación ACCIONA Energías Renovables, S.A., and is a member of the Audit and Sustainability Committee. The position of director and membership of the aforementioned committee is remunerated.	The Board of Directors considers that the duties performed by Director Sonia Dulá as Chairwoman of the Board of Directors of the Bestinver Gestión group companies, S.A. SGIC and Bestinver, S.A., as well as her position as a Director of Corporación ACCIONA Energías Renovables, S.A. and her membership of the Audit and Sustainability Committee, do not entail any incompatibility or in any way affect the independence of the Director, given that she is a member of the Audit and Sustainability Committee: (i) The remuneration received cannot be considered as significant for the Director; and (ii) they do not imply an exclusive dedication to the position or that could significantly affect the obligations derived from the position of independent Director of the Company. The Board therefore considers that the relationships described above are not of sufficient weight to affect the independence of the Director.

**C. 1.4** Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of female directors				% of total directors for each category			
	2021	2020	2019	2018	2021	2020	2019	2018
Executive	-	-	-	-	0.00	0.00	0.00	0.00
Proprietary	-	-	-	-	0.00	0.00	0.00	0.00

Independent	4	3	3	2	50.00	42.85	42.85	33.33
Other External	-	-	-	1	0.00	0.00	0.00	100.00
Total	4	3	3	3	33.33	27.27	27.27	27.27

**C. 1.5** Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the policy that they have implemented in relation to gender diversity.

**Yes**

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved

ACCIONA considers the integration of diversity and inclusion as a strategic element of people management.

In this regard, article 11.5 of the Regulations of the Board of Directors establishes that the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board itself that is specific and verifiable, which ensures that proposals for the appointment or re-election of Directors are based on a prior analysis of the competencies required and that its composition favours diversity of knowledge, experience, age, gender or professional training and experience.

In line with the commitment to gender diversity, the Ordinary General Shareholders' Meeting held on 30 June 2021 approved the appointment of a new independent director, Ms María Dolores Dancausa Treviño, increasing the percentage of gender diversity on the board of directors to 33.33%.

The Board of Directors, in compliance with the provisions of its regulations, approved in 2017 a Director Selection Policy, subsequently reviewed and amended by the Board to expand and strengthen diversity measures in accordance with the amendments included in the Good Corporate Governance Code of Listed Companies, including, among other changes, the objective that, by the end of 2022 and thereafter, the number of female directors should represent at least 40% of the total number of members of the Board of Directors, and to continue to promote measures to achieve a high number of female senior managers.

The now called Board Composition Policy states that, in order to be able to adequately exercise the supervisory and control function, the board members as a whole should adequately combine sufficient skills and competences, inter alia, in the following areas:

- a. knowledge of the industries in which the Company operates;
- b. experience and understanding of business, financial and other relevant matters, highly qualified human resources management, and legislative and regulatory frameworks;

- c. international experience; and
- d. management, leadership and business strategy experience and expertise. .

Furthermore, in accordance with the Board of Directors' Composition Policy, the Appointments and Remuneration Committee assesses the skills, knowledge and experience required on the Board, taking into account its diversity in composition, origins, age, disability, nationalities and gender, and shall accordingly determine the duties and skills required of the candidates to fill each vacancy, and the time and dedication necessary for them to properly perform their duties.

Meanwhile, the Appointments and Remuneration Committee Regulation establishes its remit as follows:

- To formulate and review the criteria to be followed for the composition of the Board of Directors, as well as to select the candidates, verifying compliance with the policy on the composition of the Board of Directors on an annual basis, reporting thereon in the annual corporate governance report;
- Establish a target of representation by the least represented gender in the Board of Directors and prepare guidelines on how to achieve this target.
- Verify compliance with the director selection policy on an annual basis and report thereon in the annual corporate governance report;
- To oversee selection procedures to ensure that they are not affected by any implicit bias which might result in a director's appointment being discarded for personal reasons, to establish representation targets for the least represented gender on the Board of Directors, and to draw up guidelines for the achievement of such targets;
- Ensure that ACCIONA's and its group's selection procedures encourage the Company to have a significant number of senior managers.

In addition, the ACCIONA Group has a generally applicable Code of Conduct, which therefore also applies to the entire group. In accordance with this Code of Conduct, selection procedures and recruitment processes must not be affected by any form of implicit bias on grounds of age, race, colour, gender, religion, political opinion, nationality, sexual orientation, social background or disability.

**C. 1.6** Describe the measures, if any, agreed upon by the nomination committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of female senior executives:

#### Explanation of measures

The Appointments and Remuneration Committee, in compliance with the provisions of the Board Regulations, the Board of Directors' Policy and the Group's Code of Conduct, includes women with the appropriate professional profile among the potential candidates and ensures that there are no implicit biases in the selection procedures that hinder the selection of female directors.

In the 2021 financial year, the Appointments and Remuneration Committee submitted a proposal to the Board, for approval by the General Meeting, for the appointment of the director Ms. Maria Dolores Dancausa Treviño, as well as the re-election of the director Ms. Ana Sainz de Vicuña Bemberg.

As established in the Board Composition Policy, ACCIONA reinforces its commitment to gender diversity in the Board of Directors in the Board of Directors as well as to continue to promote measures that encourage the company to have a significant number of female senior managers.

Diversity and Inclusion are part of ACCIONA's values. They are included in the company's Code of Conduct, together with the Human Rights Policy and the Human Resources and Occupational Risk Prevention Policy. ACCIONA is firmly committed to effective equality of opportunity.

This commitment drives diversity as a key competitive advantage for our businesses and a priority people management strategy.

In the Sustainability Master Plan 2025, the company set a target to increase the percentage of women in leadership and management positions year on year. By the end of 2021, the % of women in leadership and management positions globally is 21.7% compared to 20.7% in 2020. In some countries where the company is present, such as Spain, Canada, Norway, South Africa, New Zealand and Peru, the percentage exceeds 25%.

ACCIONA promotes the full inclusion of women in the sectors in which we operate and in which their participation is not sufficiently represented, such as the Construction and Energy sectors. We do this through specific programmes to promote gender diversity and through our "Sostenibl@s 50:50" projects, which aim to actively promote the participation and leadership of women in the company, also reaching out to our projects and production centres. To achieve this, we are working along two main lines

- Continuous review of the Company's processes to attract, retain and promote talent at every state of women's professional careers.
- Support for an inclusive culture and behaviour that help break down the barriers in the way of equality of opportunities in the workplace.

Programmes to promote gender diversity and women's leadership within the company:

- Global Acceleration Programme for women with potential. In the first edition, which ended in the first quarter of 2021, 67 women participated. The second edition started in the last quarter of 2021 and 62 women are participating. The aim of this programme is to foster the development and accelerate the careers of female professionals in pre-management roles.
- Executive Development Programme for High Potential Women, aimed at women with a clear career path in the Company. A total of 20 female employees successfully completed this programme in 2021.
- Global Mentoring Programme for women in pre-executive roles, with the objective of fostering female leadership in the Company. A total of 35 women took part in 2020-21.

**C. 1.7** Explain the conclusions of the nomination committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors. .

The Appointments and Remuneration Committee has verified compliance with the Policy on the Composition of the Board of Directors, concluding that the composition of the Board of Directors meets the competencies, knowledge, experience and diversity required for the proper exercise of supervisory functions.

In particular, the proposals for appointments and re-elections carried out during the financial year 2021 have been made in accordance with the provisions of the Policy on the Composition of the Board of Directors.

**C. 1.8** If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

The only proprietary directors have been appointed by Wit Europese Investerings, Bv and Tussen de Grachten BV.

Name or company name of shareholder	Reason
N/A	-

Indicate whether the Board has declined any formal requests for presence on the Board from shareholders whose equity interest is equal to or greater than that of others at whose request proprietary directors have been appointed. If so, explain why the requests were not granted:

No

**C. 1.9** Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or repurchasing shares, to directors or board committees:

Name or company name of director or committee	Brief description
Jose Manuel Entrecanales Domecq	All those of the Board of Directors, except those that cannot be delegated by law or the Bylaws, on a joint and several basis. This delegation in no case includes the possibility of issuing or repurchasing shares, in directors or committees of the Board.
Juan Ignacio Entrecanales Franco	All those of the Board of Directors, except those that cannot be delegated by law or the Bylaws, on a joint and several basis. This delegation in no case includes the possibility of issuing or repurchasing shares, in directors or committees of the Board.

On 28 May 2020, the General Shareholders' Meeting approved the delegation to the Board of Directors of the possibility to increase the share capital (OIR 2474). In addition, the General Shareholders' Meeting held on 30 June 2021 authorised the delegation of the power to acquire shares in the company itself or in companies of its group (OIR 10342) to the Board of Directors. In both cases, the powers delegated by the General Meeting to the Board of Directors expressly include the powers of substitution or sub-delegation of the aforementioned resolutions to different members of the Board of Directors or other delegate bodies of the Company.

**C. 1.10** Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

Name or company name of director	Company name of the group entity	Position	Does the director have executive powers?
Sonia Dulá	BESTINVER, S.A.	Director and Chairwoman of the Board	No
	BESTINVER GESTIÓN, S.A. SGIIC	Director and Chairwoman of the Board	No
	CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A.	Proprietary director and member of the audit and sustainability committee	No
Jose Manuel Entrecanales Domecq	CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A.	Proprietary director and Chairman of the Board	No
Juan Ignacio Entrecanales Franco	CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A.	Proprietary director	No
Karen Christiana Figueres Olsen	CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A.	Proprietary director and member of the appointments and remuneration committee	No

**C. 1.11** List the positions of director, administrator or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

Identity of the director or representative	Company name of the listed or non-listed entity	Position
Jose Manuel Entrecanales Domecq	AGROPECUARIA SANTA QUITERIA, S.L.	Joint Director
	LIZARD GLOBAL INVESTMENTS, S.L.	Chairman
Juan Ignacio Entrecanales Franco	COPENAV INVESTMENTS SCR, S.A.	Director
	COPENAV, S.L.	Executive Chairman
	ESTIVIEL, S.A.	Director
	HEF INVERSORA, S.L.	Director
	NEXOTEL ADEJE, S.A.	Chairman and CEO
	LA SIN RIVAL, S.L.	Director



Karen Christiana Figueres Olsen	GRUPO AGRÍCOLA INDUSTRIAL SAN CRISTOBAL, S.A.	Director	
Ana Inés Sainz De Vicuña Bemberg	PROSEGUR CASH, S.A.	Director	
	CORPORACIÓN FINANCIERA GUADALMAR, S.L.	Director	
	GRUPO SECURITY, S.A.	Director	
	ALTAMAR CAPITAL PRIVADO, S.G.E.C.R.	Director	
	TEROLD INVEST, S.L.	Director	
	HACIENDA CAÑADA HONDA, S.L.	Sole director	
	MISCANTE H1 ESPAÑA, S.L.	Director	
María Dolores Dancausa Treviño	BANKINTER, S.A.	CEO	
	EVO BANCO, S.A.	Chairwoman	
	BANKINTER CONSUMER FINANCE EFC, S.A.	Chairwoman	
	BANKINTER GLOBAL SERVICES, S.A.	Chairwoman	
	AVANCARD DAC (AVANCARD DESIG-NATED ACTIVITY COMPANY)	Chairwoman	
Daniel Entrecanales Domecq	PROSEGUR CASH, S.A.	Director	
	REVOLUTION PUBLICIDAD, S.L.	Chairman	
	NEWCO ENTRERIVER, S.L.	Chairman	
	MADRID HORSE WEEK, S.L.	Vice-Chairman	
	ATAM SOLUCIONES Y SERVICIOS, S.L.	Joint Director	
	ESTUDIO THINKETING, S.L.	Director	
	DESARROLLOS Y HOTELES URBANOS MALAGA, S.L.	Joint Director	
	CRISTINE BEDFOR GESTIÓN, S.L.	CEO	
	CB ACTIVOS HOTEL ESTATE, S.L.	CEO	
	FORMIGAL 11 PROYECTOS INMOBI-LIARIOS, S.L.	Joint and Several Director	
	CRISTINE BEDFOR HOTEL MAHÓN, S.L.	Joint Director	
	Juan Carlos Garay Ibargaray	CINARA DE INVERSIONES SICAV, S.A.	Director
	Javier Entrecanales Franco	LA SIN RIVAL, S.L.	Director
HEF INVERSORA, S.L.		Director	
ESTIVIEL, S.A.		Director	

Jerónimo Marcos Gerard Rivero	GRUPO MÉXICO RETAIL PROPERTIES (MRP CKD, S. DE R.L. DE C.V.)	Chairman
	GRUPO HOTELERO SANTA FÉ (HOTELERA SF, S. DE R.L. DE C.V.)	Director
	ROTOPLAS, S.A.B. DE C.V.	Director
José María Pacheco Guardiola	GRUPO KONECTANET, S.L.	Chairman
	APENET, S.L.	Joint Director
	INBOND INVERSIONES 2014, S.L.	Director
	GMM TOPCO CONEXIÓN, S.L.	Chairman
	APENET SERVICIOS AGRICOLAS Y GANADEROS, S.L.	Joint Director
	GIRALDA HOLDING CONEXIÓN, S.L.	Chairman
	DEHESA DE LOS CERRADOS, S.L.	Chairman
	AGRICOLA SAN ÁLVARO, S.L.	Joint Director
Javier Sendagorta Gomez del Campillo	TANAUA, S.A.	Chairman
	FADOTUR, S.L.	Chairman
	NULLABOR HOLDINGS	Director
	KURUMA SPORT, S.A.	Director
	VIAJES TEAM3, S.A.	Director
	OPERADORA HOTELERA HA, S.A.	Director
	AUTOMÓVILES AXEL, S.A.	Director
Sonia Dulá	HEMISPHERE MEDIA GROUP INC	Director
	HUNTSMAN CORPORATION	Director

Karen Christiana Figueres Olsen is co-founder of the social enterprise Global Optimism, Ltd. and a member of the Global Commission on the People-Centred Energy Transition.

Juan Ignacio Entrecanales Franco is a trustee of the Integra Foundation, the Princess of Girona Foundation, the National Archaeological Museum, the José Entrecanales Ibarra Foundation, the ONCE Foundation and president of the Spain-India Council Foundation.

Jose Manuel Entrecanales Domecq is the founding president of the José Manuel Entrecanales Foundation, a founding trustee of PRO CNIC, a trustee of the Alalá Foundation, of the Princess of Asturias Foundation, of the Prado Museum and president of the Board of Trustees of the Foundation ACCIONA.org.

Sonia Dulá is a life member of the Council on Foreign Relations.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
Karen Christiana Figueres Olsen	Strategic advisor in Amazon and MacQuarie
Sonia Dulá	Latin America Strategic Advisory Board of Banco ITAU (Brazil)

**C. 1.12** Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

Yes

Explanation of the rules and identification of the document where this is regulated

In accordance with article 38.1.c) of the Regulation of the Board of Directors, it is a duty of the directors to refrain from holding seats on the boards of directors of more than three listed companies, including ACCIONA. Notwithstanding this general rule, the Board of Directors may, subject to a report from the Appointments and Remuneration Committee, establish a lower figure where it considers that the dedication required on such other boards would not leave sufficient time for the due discharge of the functions inherent to the position of director of ACCIONA.

At its meeting of 6 May 2021, the Board of Directors of ACCIONA, majority shareholder of ACCIONA Energía, resolved to exempt the Independent Directors of ACCIONA who were appointed as Proprietary Directors of ACCIONA Energía from the limitation provided for in article 38.1c of the Board Regulations.

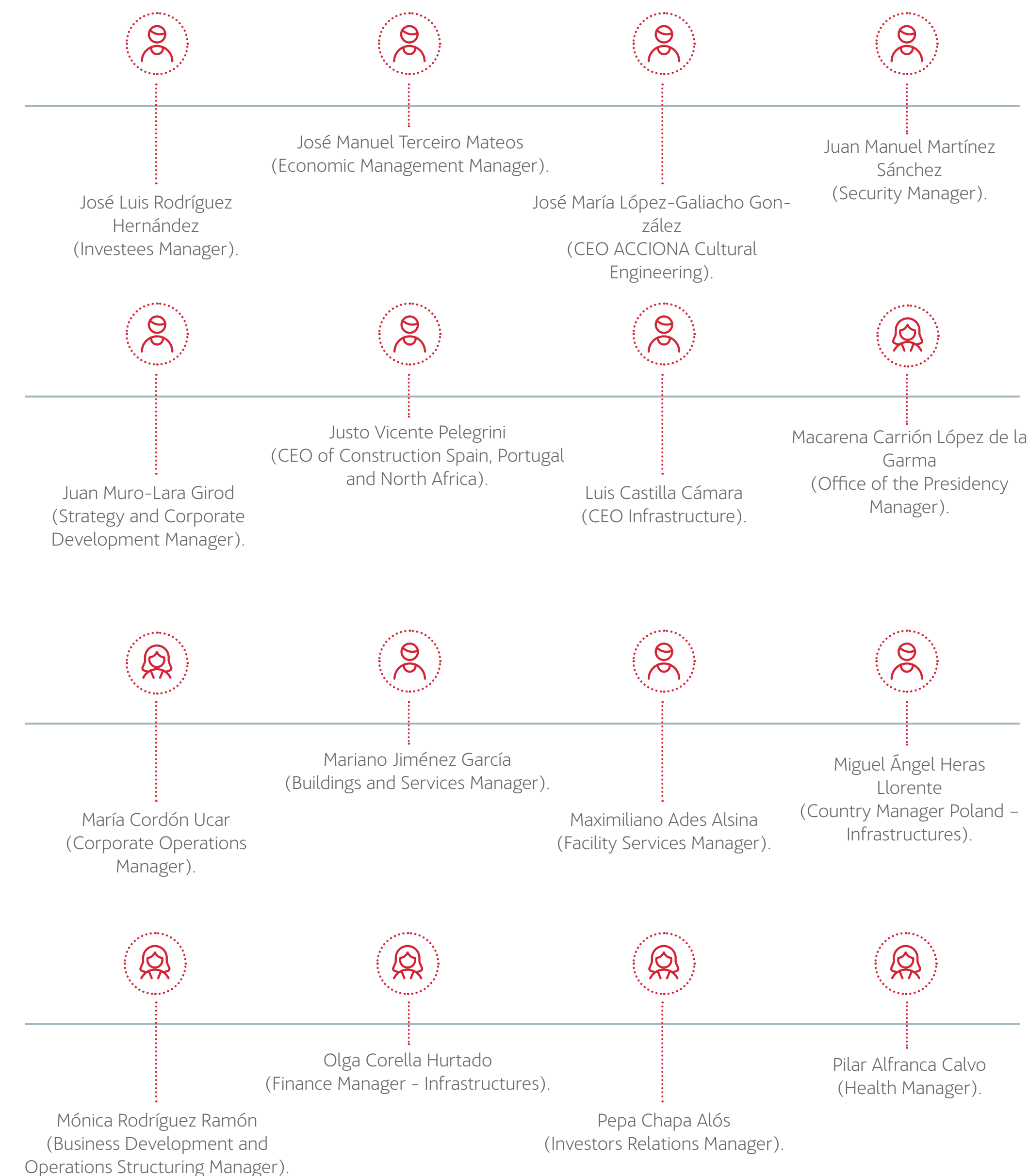
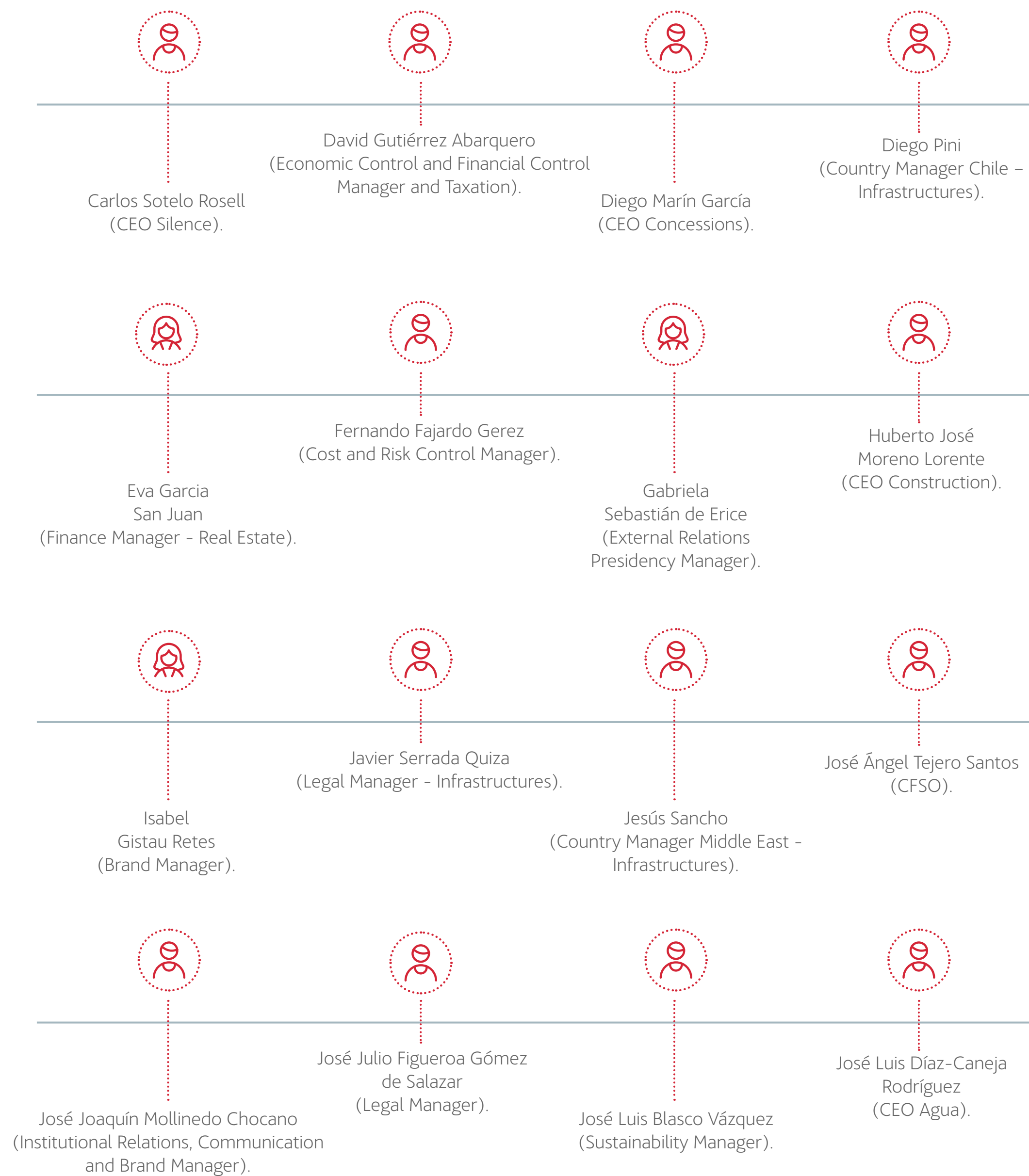
**C. 1.13** Indicate the remuneration received by the Board of Directors as a whole for the following items:

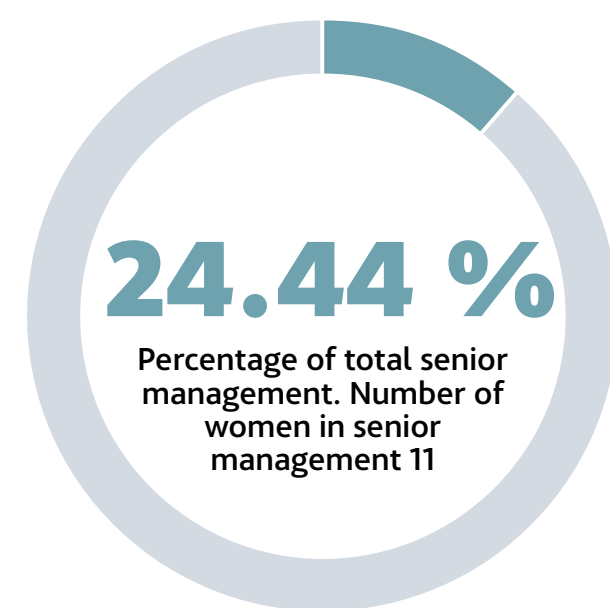
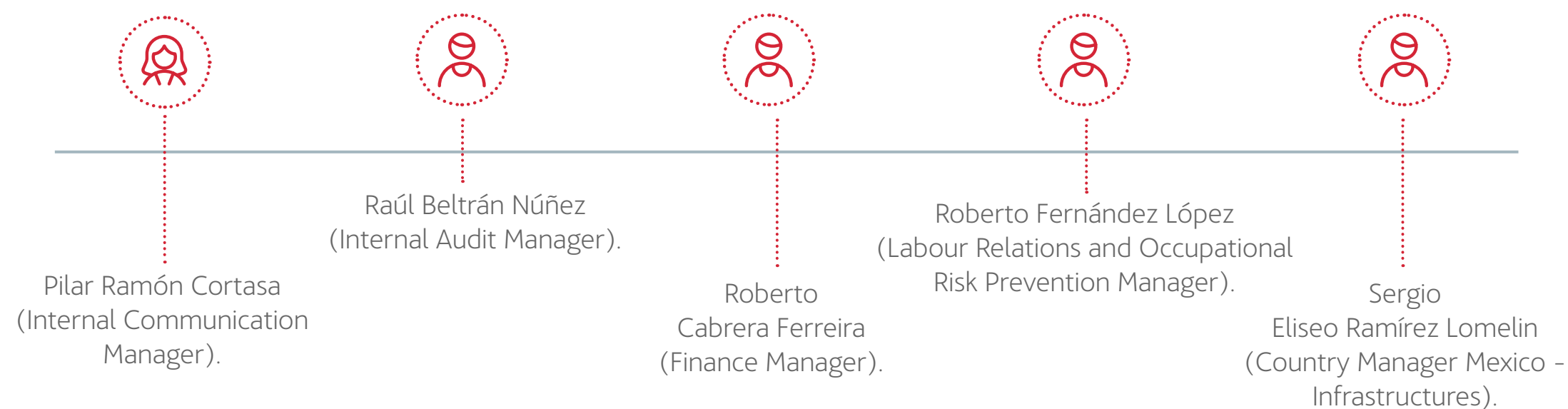
Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros)	7,497
Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros)	0
Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros)	33,050
Pension rights accumulated by former directors (thousands of euros)	0

Observations
For further information, please refer to the Directors' Remuneration Report 2021, available on the Company's website ( <a href="http://www.ACCIONA.com">www.ACCIONA.com</a> ) and on the website of the Spanish National Securities Market Commission (CNMV)

**C. 1.14** Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:







Total remuneration of senior management (thousands of euros)	30,949
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Observations

The list includes persons holding executive positions in their capacity as Senior Management of ACCIONA Group and the corporate director of internal audit as at 31 December 2021.

This classification is for information purposes only and in no case should it be taken as an interpretative or assessment element with respect to the concept of senior management established in the regulations in force and in particular in Royal Decree 1382/1985.

The figure shown as remuneration includes the corresponding remuneration of those who have held executive positions in their capacity as Senior Management of the ACCIONA Group for all or part of the year and the indemnities paid to executives for the termination of their employment relationships. For these purposes, the remuneration received by the directors of ACCIONA Energía, whose information is included in the annual corporate governance report corresponding to Corporación ACCIONA Energías Renovables, S.A., has not been included.

**C. 1.15** Indicate whether the Board regulations were amended during the year:

Yes
Description of amendment(s)

The amendments to the Regulations of the Board of Directors were approved in the meeting of the Board of Directors held on 27 May 2021, with the essential purpose of adapting its content to the new features introduced in the Spanish Corporate Enterprise Act by Law 5/2021 of 12 April, amending the Consolidated Text of the Corporate Enterprises Act approved by Royal Legislative Decree 1/2021 of 2 July, and other financial rules, regarding the promotion of the long-term involvement of shareholders in listed companies ("Law 5/2021").

The amendments also serve to adapt the Regulations to other governance rules reviewed by the Board of Directors, in order to give due coherence to the Group's Corporate Governance system as a whole, but do not entail a material change in the provisions of the Regulations themselves.

The amendments to the Board Regulations were notified to the CNMV (OIR number 10451), as well as their subsequent registration in the Commercial Register.

In addition, on 7 October 2021, the Board of Directors approved amendments to the regulations of the Audit and Sustainability Committee, in order to include the integration of the Audit and Sustainability Committee into a single committee, as well as to incorporate the functions of the Sustainability Committee into the functions of the now integrated Audit and Sustainability Committee.

**C. 1.16** Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

The Directors are appointed by the General Meeting, except where appointed by the Board of Directors by co-option to cover vacancies, or where appointed by shareholders in the exercise of their right to proportional representation.

Proposals for the appointment of directors made by the Board of Directors to the General Meeting must respect the relevant provisions of the Board Regulations and the Board Membership Policy, as must any appointments by co-option decided by the Board of Directors.

The members of the Board of Directors will include Proprietary, Independent and Executive Directors.

Proposals for the appointment or re-election of Directors made by the Board of Directors to the General Meeting, and provisional appointments by co-option will be approved by the Board at the proposal of the Appointments and Remuneration Committee in the case of independent directors, or subject to a report from the Appointments and Remuneration Committee in the case of other directors.

The Board of Directors, in exercising its powers of proposal to the General Meeting and of co-option to fill vacancies, shall endeavour to ensure that in the composition of the Board the proprietary and independent directors represent an ample majority over the executive directors and that the number of executive directors is the minimum necessary, taking into account the complexity of the corporate group and the percentage interest of the executive directors in the capital of the company, and that the number of independent directors represents at least half of the total number of directors.

The Board of Directors and the Appointments and Remuneration Committee will ensure, within their respective remits, that the independent directors elected are persons of recognized solvency, competence and experience who will be able to dedicate sufficient time to the discharge of the office of director.

Any director may request that the Appointments and Remuneration Committee take into consideration potential board vacancies, where they understand the same to be suitable.

Proposals for the re-election of Directors will require a prior report from the Appointments and Remuneration Committee to the Board of Directors. In making its recommendation, the Appointments and Remuneration Committee will assess the quality of the director's work, dedication over his/her term of office, and ability to continue discharging said office on a satisfactory basis.

The powers attributed to the Appointments and Remuneration Committee are specified in article 40.ter of the Bylaws and 31 of the Board of Directors' Regulations, as well as in the Regulations of the Appointments and Remuneration Committee.

Directors shall cease to hold office:

- by choice at any time.
- when so resolved by the General Meeting in the exercise of its legally conferred powers,
- when, after the term for which they were appointed has elapsed, the first subsequent General Shareholders' Meeting is held or when the legal period within which the next ordinary General Meeting should have been held has elapsed, if it has not been held.

The statutory term of office for all Directors is currently three years.

The Directors will be required to tender their resignation to the Board of Directors, in the cases mentioned in section C.1.19 below, and to step down where the Board may consider it appropriate.

In the 2021 financial year, the Board of Directors, at the proposal of the Appointments and Remuneration Committee, submitted to the Ordinary General Shareholders' Meeting the re-election of Mr Javier Sendagorta Gómez del Campillo, Mr José María Pacheco Guardiola and Ms Ana Sainz de Vicuña Bemberg, as independent directors, and the appointment of Ms. María Dolores Dancausa Treviño as independent director.

Likewise, the Board of Directors, following a report from the Appointments and Remuneration Committee, submitted to the Ordinary General Shareholders' Meeting the re-election of the Proprietary Directors, Mr. Daniel Entrecanales Domecq and Mr. Javier Entrecanales Franco, and of the Executive Directors, Mr. Jose Manuel Entrecanales Domecq and Mr. Juan Ignacio Entrecanales Franco.

The proposals and report of the Committee assessing the competence, experience, dedication and merits of the directors proposed for re-election and appointment were made available to the shareholders with the notice of the Annual General Meeting, together with their curricula vitae and an indication of the category to which each of them belongs.

**C. 1.17** Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

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Description of amendment(s)

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In the 2020 evaluation process on the performance, quality and efficiency of the functioning of the Board, Committees and Positions, carried out by an external consultant, the following recommendations for improvement were indicated and have already been implemented during the 2021 financial year:

- Unification of the Audit Committee and the Sustainability Committee into a single committee, called the Audit and Sustainability Committee.
- Seeking greater involvement of the Audit and Sustainability Committee in the strategy of dialogue and relations with the Proxy Voting/Stewardship teams of the main non-resident shareholders, which are responsible for assessing ESG (Environmental, Sustainability and Governance) criteria.
- Expansion of the number of members of the Commissions and their rotation after their re-election, a measure that has already been adopted fixing the number of members of the Commissions to 5, four of them independent and one proprietary.
- Involve investor relations management in the work plan of the Audit and Sustainability Committee.

ACCIONA is also carrying out an annual self-assessment for the 2021 financial year.

In this regard, the Board of Directors evaluates the performance, quality and efficiency of the functioning of the Board, Committees and Positions, with special attention to its Chairmen, with respect to the 2021 financial year, based on the report that the Committees submit for this purpose.

The assessment was carried out using individual forms that were unanimously completed by each director.

The completed forms were analysed by the Audit and Sustainability Committee and the Appointments and Remuneration Committee, each of which issued a separate report to the Board of Directors.

As a part of its remit, the Audit and Sustainability Committee also assessed compliance with governance policies and rules, and the quality and effectiveness thereof, issuing its report on findings to the Board of Directors.

The assessment process mentioned herein was carried out by the Board of Directors in 2021 without the involvement of any external consultants.

In addition, both the Audit and Sustainability Committee and the Appointments and Remuneration Committee each carried out an autonomous self-assessment.

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Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

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Description of the evaluation process and areas evaluated

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ACCIONA had the support of an external consultant (Gómez- Acebo & Pombo) for the evaluation of its management bodies, committees and positions for the 2020 financial year. The outcome of this process has shown the proper functioning of the Board and its Committees, without prejudice to the recommendations described in the previous section.

The evaluation process by the external consultant was carried out through working sessions with the directors, review of the minutes and internal documentation of the company, analysis of curricula vitae, analysis of public information relevant to the functioning of the board, individual questionnaires completed anonymously by each director, personal interviews with each director and access to and review of the "Secure Portal" of the Board.

The aspects to be assessed in the evaluation implementation process have covered the following aspects: Rights and Duties; Functions; Composition; Composition; Peer Review; Structure; Key Positions; Functioning; Voting Policies; Succession and Specialised Committees and Positions.

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**C. 1.18** Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

The details of the business relationships conducted with the external consultant for the financial year 2020 were disclosed in the ACGR for the financial year 2020.

**C. 1.19** Indicate the cases in which directors are obliged to resign.

Directors must tender their resignation to the Board of Directors and formalise, if the latter deems it appropriate, the corresponding resignation in the following cases:

- a. In the case of proprietary directors, when the reasons for which they were appointed cease to exist, this circumstance being understood to arise when the entity or business group they represent transfers its entire shareholding in the company. The Board of Directors may also be replaced by a director of the entity or business group in question if the director's shareholding is reduced to a level that requires a reduction in the number of its proprietary directors, or if the entity or business group in question requests his or her replacement as a director;
- b. In the case of independent directors, wherever a director may join the senior management tier of ACCIONA Energía or any of its subsidiaries, or in any other circumstances resulting in incompatibility with the condition of independent director.
- c. In the case of executive directors, wherever a director may be removed from the executive position on the basis of which he/she was appointed to a seat on the Board.
- d. Where any director may be subject to incompatibility or prohibition in accordance with the Law or the Regulation of the Board of Directors.
- e. When they are reprimanded by the audit committee for having seriously failed to comply with any of their obligations as directors.
- f. When their continuance on the Board, whether or not for actions related to the Company, could affect the credit or reputation enjoyed by ACCIONA and its group in the market or otherwise jeopardise its interests and, in particular, when the director is involved in any of the circumstances described in section 1.c of article 52 of the Regulations of the Board of Directors.

Where any director may be removed from office before the end of their mandate, whether due to resignation or dismissal by the General Meeting, such director will duly explain their reasons for resigning or, in the case of non-executive directors, their position with regard to the grounds for dismissal by the General Meeting, in a letter addressed to all of the Board members. Where relevant in the interest of investors, ACCIONA will make the removal of a director public as soon as possible together with a sufficient summary of the reasoning and circumstances indicated by the outgoing director.

**C. 1.20** Are qualified majorities other than those established by law required for any particular kind of decision?:

No

**C. 1.21** Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors.

No

**C. 1.22** Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

No

**C. 1.23** Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

No

**C. 1.24** Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, briefly describe these rules.

The Board Regulations stipulate that Directors must attend Board meetings in person. However, article 34 of the Bylaws and article 22 of the Regulations of the Board establish that the Board may be held in several rooms simultaneously, provided that interactivity and intercommunication between them in real time is ensured by audiovisual, telephonic or any other similar system, and therefore the unity of the proceedings. In this case, the notice shall state the connection system and, where appropriate, the places where the technical means necessary to attend and participate in the meeting are available.

Where a director cannot attend personally, which should only occur for good, duly supported reasons, and is likewise unable to attend remotely via telecommunications, such director shall endeavour to grant a proxy to another member of the Board of Directors, providing the pertinent voting instructions as far as may be possible. Proxies will be formalized by letter or any other written means supporting the reality of the representation conferred in the judgment of the Chairman.

Non-executive directors may confer proxies only on other non-executive directors.

No limitations have been placed on the maximum number of delegations a director may hold.

**C. 1.25** Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

Number of board meetings	13
Number of board meetings held without the chairman's presence	0

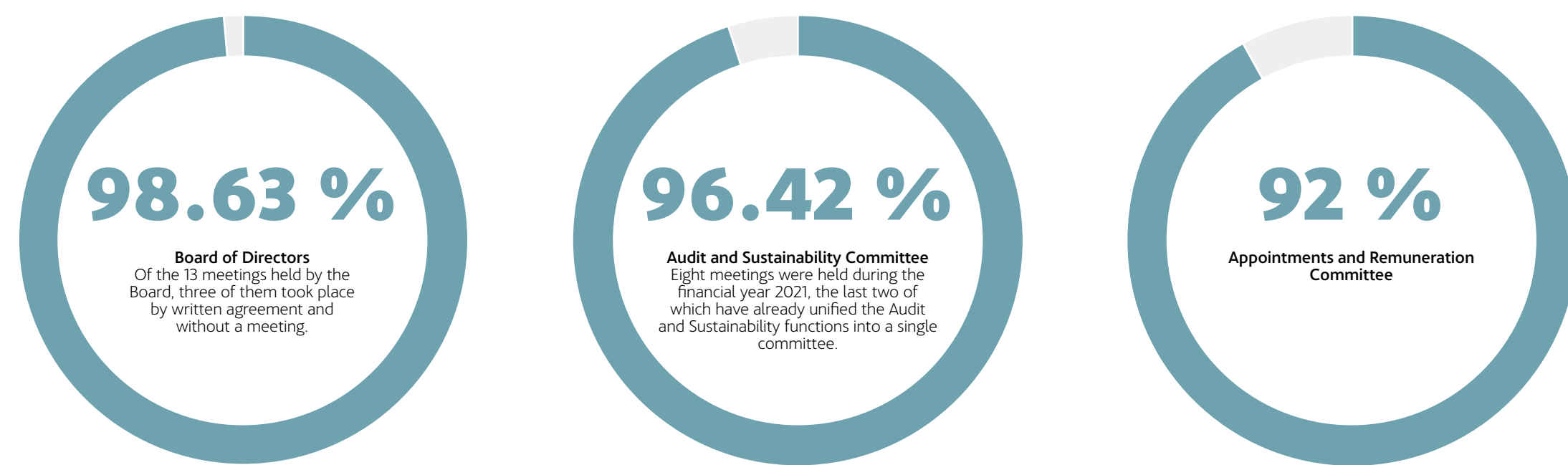
Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
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Indicate the number of meetings held by each Board committee during the year:

Number of meetings held by the Audit and Sustainability Committee	8
Number of meetings held by the Appointments and Remuneration Committee	7

Chart



All the members of the Board of Directors have attended the 13 meetings except for two absences (Mr. Jerónimo Marcos Gerard Rivero and Ms. Karen Christiana Figueres Olsen) in different meetings. This represents an attendance rate on the Board of Directors of 98.63%. In each case, the absent director delegated his representation with specific voting institutions to another director of the same category.

All the members of the Commission attended the 8 meetings, except for one absence of Ms. Karen Christiana Figueres Olsen in a meeting. This represents an attendance rate in the Audit and Sustainability Committee of 96.42%.

Seven meetings were held during the financial year 2021.

**C. 1.26** Indicate the number of meetings held by the Board of Directors during the year with member attendance data:

Number of meetings at which at least 80% of the directors were present in person	13
Attendance in person as a % of total votes during the year	98.63%
Number of meetings with attendance in person or proxies given with specific instructions, by all directors	13
Votes cast in person and by proxies with specific instructions, as a % of total votes during the year	100%

Observations

All meetings saw at least 75% attendance of directors to the Board of Directors and their respective Board Committees during the financial year 2021.

**C. 1.27** Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

No

**C. 1.28** Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

The Board of Directors is required to ensure that the accounts are prepared in an appropriate manner to avoid qualification or reserves by the Auditor.

In those cases where the auditor may issue a qualified audit report, the Chairman of the Audit and Sustainability Committee is required to provide a clear explanation with regard to the content and scope of any matters emphasized or qualifications at the General Meeting, stating the position of the committee and placing a summary explanation at the disposal of the shareholders upon publication of the call for the General Meeting.

Among its functions, the Audit and Sustainability Committee serves as a channel of communication between the Board of Directors and the external auditor, assessing the results of each audit and the responses of the management team to the auditor's recommendations, and mediating in any disputes between the Board and the auditor in relation to the principles and criteria applicable to the preparation of the financial statements.

The Committee also ensures that the regulated annual and interim financial and non-financial statements related to ACCIONA and its Group are prepared by the Board in accordance with prevailing accounting standards. The auditor's reports on the individual and consolidated financial statements for 2021 submitted to the General Meeting are not expected to be qualified in any way.

**C. 1.29** Is the secretary of the Board also a director?

No

If the secretary is not a director, complete the following table:

Name or company name of the secretary	Representative
Jorge Vega-Penichet López	-

**C. 1.30** Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

The Regulation of the Board of Directors requires the Board, acting via the Audit Committee, to establish stable professional relations with the external auditors of ACCIONA and the main group companies, while maintaining strict respect for their independence.

In order to ensure the independence of the auditor, the remit of the Audit Committee includes inter alia the following functions assigned to it by the Bylaws and Board Regulation, notwithstanding any others attributed by the prevailing legislation:

- I. To establish appropriate relations with the auditors in order to obtain information regarding any matters which might compromise their independence or any others related to the proper conduct of the audit

- II. Obtain the external auditors' annual letter of representations establishing their independence from the Company and other entities directly or indirectly related with the same, as well as detailed, itemized information on any additional non-audit services of any kind and the fees received in respect of thereof by the external auditor or by any persons or entities related with the same, in accordance with prevailing audit legislation.
- III. Issue annually, prior the issue of the to the audit report, a report containing an opinion on whether the independence of the external auditors has been compromised.

The Regulation requires that the Audit Committee fulfil the following functions:

- IV. Examine the circumstances underlying the resignation of the external auditor, where applicable.
- V. Ensure that the external auditor's fees for its work do not compromise quality or independence.
- VI. Ensure that the Company communicates through the CNMV any change of auditor and accompanies it by a declaration on the possible existence of disagreements with the outgoing auditor; and, if there were such disagreements, what they consisted of.
- VII. Ensure that the external auditor holds a meeting every year with the full Board of Directors to report to it on the work carried out and developments in the accounting situations and risks to the company.
- VIII. Ensure that the Company and the external auditor respect prevailing legislation governing the provision of non-audit services, limits on the concentration of the auditor's business, and auditor independence in general.
- IX. Ensure that the group auditor also takes on the examination of the companies forming part of the Group.

In accordance with prevailing legislation, the external auditor issued a report confirming its independence from the Company and its Group when the financial statements are prepared.

The Audit and Sustainability Committee has examined the representations made by the external auditor in relation to its independence from the Company and the companies forming part of its Group, having received the auditor's letter of independence. In this context, the Committee has issued the pertinent report on auditor independence, which was published online when the 2021 General Meeting was held.

The Board of Directors also publicly discloses the total fees paid in respect of the audit of the financial statements in the notes thereto, as well as fees paid in respect of other services provided for professionals with links to the external auditor, providing a breakdown of the amounts paid to the auditor and the amounts paid to any company forming part of the auditor's group, or any other company associated with the auditor by common ownership, management or control.

The Board of Directors communicates with financial analysts, investment banks and rating agencies following the same rules as applied in its communications with shareholders, seeking to ensure equal treatment of all and taking especial care to disclose all figures, information and plans that could affect the share price to the market symmetrically and simultaneously. In this regard, the Board of Directors has published the Group's General Communication Policy of the ACCIONA Energía Group on its website, the key purpose of which is to foster openness with regard to the information published in order to ensure that anti insider trading rules are respected and that all shareholders in the same situation are treated equally.

On 8 June 2021, the Company announced that it had been given an Environmental, Sustainability and Governance (ESG) rating by S&P Global Ratings (ORI Notice No. 9880).

Communications were maintained with this agency in accordance with applicable legislation and ACCIONA's Communication Policy.

**C. 1.31** Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

No

Explain any disagreements with the outgoing auditor and the reasons for the same:

No

**C. 1.32** Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

Sí

	Company	Group companies	Total
Amount invoiced for non-audit services (thousands of euros)	627	1469	2,096
Amount invoiced for non-audit work/Amount for audit work (in %)	45.66%	25.98%	29.82%

**C. 1.33** Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chairman of the audit committee to explain the content and extent of the qualified opinion or reservations.

No

**C. 1.34** Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	5	5



	Individual	Consolidated
Number of years audited by the current audit firm/number of years in which the company has been audited (in %)	15.62	15.62

**C. 1.35** Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time; provide details if applicable:

Yes

Details of the procedure

The Board of Directors and its Committees fix in detail the calendar and agenda of the ordinary meetings before the beginning of each financial year, without prejudice to any changes that may be made for justified reasons.

Notice of meetings are given by letter or e-mail at least three days prior to the date scheduled for the meeting, although, when the circumstances of the case so require, the Chairman may call an extraordinary meeting of the Board of Directors by telephone without respecting the period of notice or the other requirements indicated below.

The call will include a preview of the foreseeable agenda for the meeting. This documentation is made available to the directors on the secure portal of the board of directors and is accompanied by all the documentation available at that time, so that the directors have sufficient time to analyse it in depth, without prejudice to the fact that, in any case, the director may request the information he/she deems necessary to complete that which has been supplied to him/her.

The agenda for board meetings will indicate clearly the points on which the Board of Directors is required to adopt a decision or resolution, so that the directors can examine or obtain the necessary information in advance.

**C. 1.36** Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

Yes

Explain the rules

Article 52 of the Regulations of the Board of Directors obliges the director to report all legal, administrative or any other type of claims brought against the director, whether or not related to his or her actions in the company, as well as any subsequent procedural events that, due to their importance, could seriously affect the reputation of ACCIONA. In these cases, the director shall tender his or her resignation as a Director and, if Board deems it necessary, formalise the resignation when his or her continuance on the Board, whether due to actions related or not to the Company, may affect the credit or reputation enjoyed by ACCIONA and its group in the market or otherwise jeopardise its interests, as indicated in section C.1.9. of this report.

In particular, the director must inform the Board of Directors of any criminal proceedings in the event that he/she is investigated, especially for any of the offences set forth in article 213 of the Consolidated Text of the Spanish Corporate Enterprises Act. In this event, the Board shall examine the case as soon as possible and, following a report from the Appointments and Remuneration Committee and in view of the specific circumstances, shall decide whether or not it is appropriate to adopt any measure or for the director to continue in office.

Where any director may be removed from office before the end of their mandate, whether due to resignation or dismissal by the General Meeting, such director will duly explain their reasons for resigning or, in the case of non-executive directors, their position with regard to the grounds for dismissal by the General Meeting, in a letter addressed to all of the Board members. Where relevant in the interest of investors, ACCIONA will make the removal of a director public as soon as possible together with a sufficient summary of the reasoning and circumstances indicated by the outgoing director, and without prejudice to disclosing all of the above in this report.

**C. 1.37** Indicate whether, apart from such special circumstances as may have arisen and been duly minuted, the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to his or her actions in the company itself, that might harm the company's standing and reputation:

No

**C. 1.38** Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

The Company is party to various loan agreements which provide for obligatory prepayment in the event of any change in control of the Company under the terms of the loans. Among others, a loan agreement with the EIB (European Investment Bank) for €100 million, subsequently extended by an additional €40 million, and a syndicated financing agreement for €800 million signed by ACCIONA Financiación Filiales, S.A., a subsidiary of ACCIONA, in May 2021, in which the Company acts as guarantor.

In April 2014, the Company issued €62.7 million of Notes, the terms and conditions of which grant bondholders the right to early redemption in the event of a change of control of the Company.

Meanwhile, ACCIONA Financiación Filiales, S.A. has a programme for the issue of fixed interest securities. This is the Euro Medium Term Note (EMTN)- for the issue of up to a maximum of two billion euros (€2,000,000,000), for which the Company stands as guarantor. The documentation for this programme provides for the possibility of prepayment clauses in the final terms and conditions of each issue in the event of any change of control in the Company.

Lastly, the Company is the borrower in several SCHULDSCHEIN (SSD) and NAMENSSCHULDVERS-CHREIBUNG (NSV) type financing operations, the total outstanding amount of which does not exceed €275 million, all of which recognise the lenders' right to early repayment in the event of a change of control of the Company.

**C. 1.39** Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

Number of beneficiaries

3

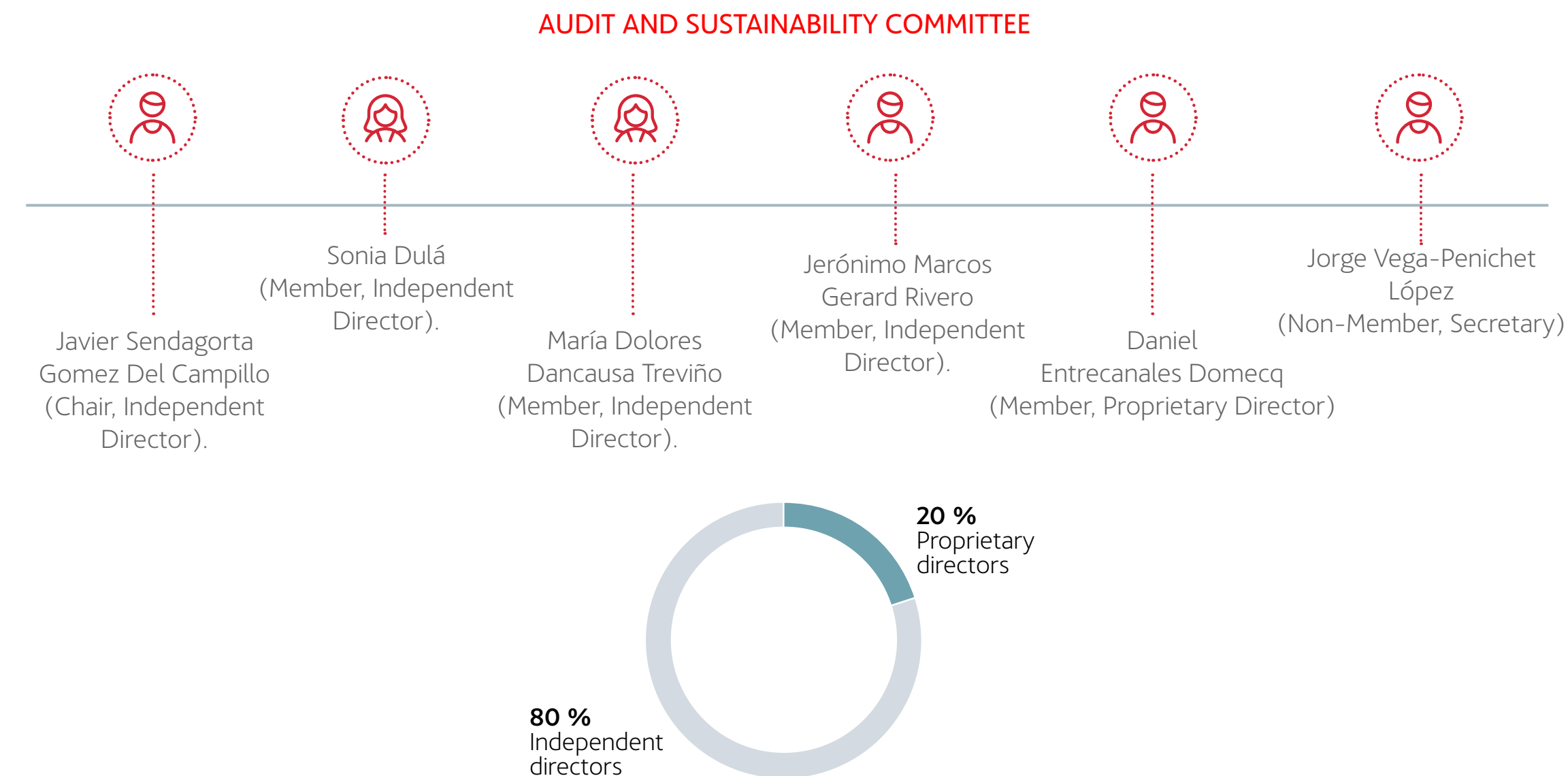
Type of beneficiary	Description of the agreement
Executive	The company's general criterion with respect to its directors and executives is not to grant indemnities except in the cases and for the amounts established in the labour legislation in force in the absence of an express agreement. Notwithstanding the foregoing, three executives, not including the executive directors, have agreed specific conditions in the event of termination of the employment contract for unfair dismissal or the will of the company. For two of them, such clauses fix the amount in relation to a notice period equivalent to six months' total remuneration. For the other, a clause for an amount equivalent to one year's fixed remuneration.

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

	Board of directors	General shareholders' meeting
Body authorising the clauses	x	
	YES	NO
Are these clauses notified to the General Shareholders' Meeting?	X	
Observations		
The Board of Directors only approves the contractual conditions relating to Executive Directors, as well as the indemnity clauses for senior executives, but does not authorise those for other executives, which are reported to the General Meeting through this report.		

## C.2 COMMITTEES OF THE BOARD OF DIRECTORS

**C.2.1** Provide details of all committees of the board of directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them:



In June 2021, the number of members of the committee was increased to 5.

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

### A. Functions

The committee has the powers set out in the Law, in Article 40bis of the Bylaws, in the Board Regulations and in the Committee's own Regulations.

On 30 June 2021, the Board of Directors approved the merger of the Audit Committee and the Sustainability Committee into a single committee called the Audit and Sustainability Committee, which will have the functions and powers of both committees, and it approved the new Regulations of the Audit and Sustainability Committee on 7 October 2021.

### B. Organization and functioning

The committee shall be composed of a minimum of three and a maximum of five directors, all of whom shall be external, and at least a majority of whom shall be independent directors. The members of the committee as a whole, and in particular its Chairman, shall be appointed on the basis of their knowledge and experience in accounting, auditing, internal control, risk management, both financial and non-financial, as well as economic, financial, business, and environmental, social and governance (ESG). The Chairman shall be elected by the Board of Directors from among the members of the committee who are independent directors and shall be replaced every 4 years and may be re-elected after a period of 1 year has elapsed since he ceased to hold office. Committee meets whenever convened by its Chair, either at her own discretion or upon request by any of the Committee members.

The Committee meets depending on their needs. The Committee meets at least four times each year prior to the publication of financial information. It will be deemed validly convened when more than half of the committee members are present either in person or by proxy. The decisions are adopted by absolute majority of the members present at the meeting, where the Chair holds the casting vote.

Minutes of each meeting are taken by its secretary and are available to the Board. The Committee may request the participation in its meetings of such directors as it deems necessary, of the external auditor of any group company, as well as the advice of external experts.

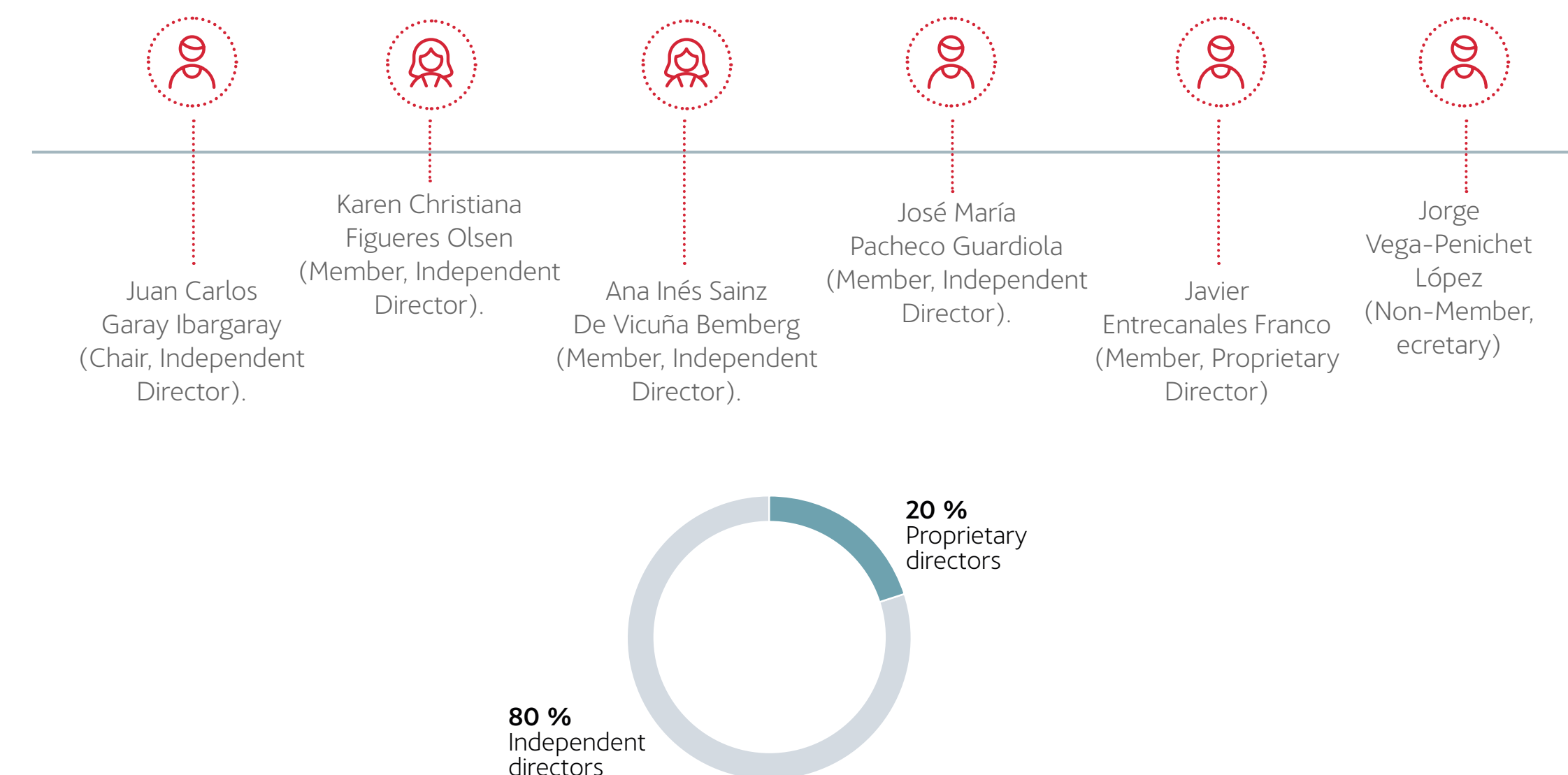
C. Activity in the reporting period.

- The Committee met eight times during the year, the last two of which were when the Audit and Sustainability functions were already unified in this committee.
- The Committee met in three closed sessions with the Internal Auditors and in three closed sessions with the External Auditors. It also held two joint meetings with the Sustainability Committee, prior to its unification, in order to supervise the risk systems, corporate governance rules and compliance standards, as well as the preparation of the consolidated non-financial information statement included in the Sustainability Report.
- The Committee supervised the preparation of the internal and external audit services Report in relation to the Financial Statements for 2021 and the risks to which the Company was exposed, including tax risks. It verified the representations made by the external auditor with regard to independence from the Company and other associated entities, and it received the auditor's formal declaration of independence and issued the due report on the auditor's independence.
- The Committee reviewed the financial and non-financial information reported to the securities markets before publication. It held working meetings with the external auditors of the Group before approving the proposed financial statements and reviewed the methods applied by the external auditors.
- The Committee assessed compliance with the governance rules and procedures and their quality and efficiency and was informed of the related-party transactions and submitted the required report to the Board of Directors.
- The Committee regularly oversaw compliance with the Related-Party Transaction Protocol, including transactions arising under Framework Agreements previously approved by the Board of Directors and pre-existing contracts, as well as services contracted through public tenders.
- The Committee oversaw the preparation of the "Trading Statement" for the financial statements for the third quarter of the year.
- The Committee supervised the modifications and updating of the Risk Map and ESG risks, as well as the methodology used and the Group's tax matters.
- The Committee prepared the Annual Corporate Governance Report for approval by the Board of Directors, reporting on the degree of compliance with the CBG recommendations.
- The Committee verified with external and internal auditors, in the absence of senior management, the quality of its relationship with them and their confidence in the group's systems and information.
- The Committee supervised the activity of the Corporate Compliance Department and the Code of Conduct Committee.
- The Committee supervised the actions of the filial, ACCIONA Financiación Filiales in its capacity as EIP and took note of the replies to the CNMV's requests on various issues relating to insider lists.
- The Committee planned, with the External and Internal Auditors, their respective work for the year. It has also reported favourably on their renewal.
- The Committee evaluated the functioning, performance and independence of the External Auditor, as well as the capabilities and resources of the Internal Auditor.
- The Committee prepared a proposal to amend the Regulations of the Board of Directors, submitting the required report to the Board, as well as the proposal to amend the Committee's own Regulations.
- The Committee reported on the evaluation of the functioning and performance of the Board and members.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chairperson of this committee was appointed.

Names of directors with experience of accounting and/or audit matters	Sonia Dulá María Dolores Dancausa Treviño Jerónimo Marcos Gerard Rivero
Date of appointment of the chairperson	30 June 2021

APPOINTMENTS AND REMUNERATION COMMITTEE



In June 2021, the number of members of the commission was increased to five.

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

#### A. Functions and Competences

The Committee has the powers established by law, in article 40 ter of the Bylaws and in article 31 b) of the Regulations of the Board of Directors and in the Regulations of the Appointments and Remuneration Committee itself.

#### B. Organisation and Functioning

The Appointments and Remuneration Committee shall be composed of a minimum of three and a maximum of five directors, all of them external, and at least two of them must be independent directors.

The members of the Appointments and Remuneration Committee shall be appointed on the basis of sectoral knowledge, skills, professional experience, diversity and personal abilities appropriate to the functions they are called upon to perform.

The Chairman of the Committee shall be elected by the Board of Directors from among the members of the Appointments and Remuneration Committee who are independent directors.

The Committee meets whenever convened by its Chair, either at her own discretion or upon request by any of the Committee members. Committee meets periodically depending on their needs. It will do so at least four times a year.

In order to have an adequate planning to ensure the achievement of the objectives pursued in an efficient way, the Commission will establish an annual work plan and a calendar of meetings.

Meetings must be planned by the Chairman of the Committee, informing the Secretary of the Committee so that its members receive the documentation sufficiently in advance.

The Committee will be deemed validly convened when more than half of the Committee members are present either in person or by proxy. Attendance by means of videoconference, telephone or other means of telecommunication shall be possible, and members participating in the meeting by such means shall be deemed to be present. The resolutions of the Commission shall be adopted by an absolute majority of those present, either in person or by proxy at the meeting, with the Chairman holding the casting vote.

Minutes of each meeting of the Appointments and Remuneration Committee shall be drawn up by its Secretary. The Board of Directors may access the minutes at any time. The Commission may require the presence at its meetings of those directors who perform functions in the matters conferred to the Commission. It may also seek the advice of external experts.

#### C. Activity in the reporting period.

- The Committee assessed the quality and efficiency of the functioning of the Board, Committees and Positions and compliance with the 2020 corporate governance rules and procedures.
- The Committee had the support of an external consultant to carry out its evaluation of the 2020 financial year, as established in Recommendation 36 of the Good Governance Code of Listed Companies and Article 26.2 of the Board of Directors' Regulations, and has drawn up the corresponding report, which it submitted to the Board.
- The Committee analysed the remuneration of Executive Directors and the management team.
- The Committee analysed the various reports issued by the Proxy Advisors on the occasion of the General Meeting.
- The Commission supervised the selection process of directors and managers in connection with the IPO of the ACCIONA Energía group company.
- The Committee analysed the degree of compliance by Executive Directors with the criteria and objectives of the 2020-2025 Long-Term Incentive Plan.

- The Committee reported favourably on the Plan for the delivery of shares to the management team, on the Plan for the substitution of variable remuneration in cash for shares, the Savings Plan and the Shareholders' Plan (of general application).
- The Committee examined the Annual Corporate Governance Report and approved the Annual Report on Directors' Remuneration. The Committee was also informed of the Degree of Compliance with the Recommendations of the Good Governance Code of Listed Companies.
- The Committee proposed the appointment of the new Director and the re-election of the Independent Directors who were proposed by the Board to the General Meeting.
- The Committee reported on the appointments of the new Officers and approved the calendar of meetings and work programme for 2022.

**C.2.2** Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	2021		2020		2019		2018	
	Number	%	Number	%	Number	%	Number	%
Audit and Sustainability Committee	2	40.00	2	66.00	1	25.00	1	25.00
Appointments and Remuneration Committee	2	40.00	0	0.00	0	0.00	0	0.00

#### Observations

Following the unification of the Audit Committee and the Sustainability Committee, the data provided correspond to the Audit Committee's comparison with respect to previous years.

The Secretary of both the Audit and Sustainability Committee and the Appointments and Remuneration Committee is the Secretary of the Board of Directors, Jorge Vega-Penichet López.

**C.2.3** Indicate, where applicable, the existence of any regulations governing Board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The company has the Regulations of the Board of Directors and the Regulations of the Committees. The Regulations of the Board of Directors were last amended on 27 May 2021.

Likewise, on 7 October 2021, the Board of Directors approved the Regulations of the Audit and Sustainability Committee, for the purpose of unifying the functions of the Audit Committee and the Sustainability Committee into a single committee.

The Board has issued regulations to promote the independence of the Committees and to determine the principles of action and the rules governing their internal functioning. The regulations of the committees have been drawn up taking into account the recommendations of the Good Governance Code of listed companies and the CNMV's Technical Guidelines.

Both the regulations of the Board of Directors and the regulations of the committees are available on the website ([www.ACCIONA.com](http://www.ACCIONA.com)) under Shareholders and Investors - Corporate Governance - Board of Directors and Committees.

In compliance with recommendation six of the Good Governance Code for listed companies, the reports on the activity and functioning of the Audit Committee and the Appointments and Remuneration Committee 2020, including the reports on related-party transactions and on the independence of the auditor, were published on the occasion of the call of the General Meeting.

## D. RELATED PARTY AND INTRAGROUP TRANSACTIONS

**D.1** Explain, where appropriate, the procedure and competent bodies relating to the approval of transactions with related and intragroup parties, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected director or shareholders. Detail the internal information and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

In accordance with article 45 of the Regulation of the Board of Directors, any transaction entered into by ACCIONA or its subsidiaries with directors of the Company or with any shareholder considered a related party within the meaning of legislation prevailing from time to time will require the authorization of the Board of Directors, subject to a report from the Audit and Sustainability Committee, unless such authorization is not legally required. The authorization of the shareholders at their General Shareholders' Meeting will be required where a transaction involves an amount or value equal to 10% or more of corporate assets carried in the last annual balance sheet approved by the Company. For these purposes, related-party transactions entered into with the same counterparty in the last twelve months will be aggregated to determine the total transaction value in the period.

The Board of Directors, acting through the Audit and Sustainability Committee, will oversee transactions between ACCIONA and its subsidiaries with the directors, the shareholders referred to in the previous paragraph, or Related Persons of the same to ensure that they are carried out at arm's length and respect the principle of equal treatment of shareholders.

Where the General Meeting may be called upon to approve a related-party transaction, the shareholder affected will not be permitted to vote, unless the proposed resolution was approved by the Board of Directors without dissenting votes from the majority of the independent directors. Notwithstanding the foregoing, the reverse onus rule established by article 190.3 of the Spanish Corporate Enterprises Act will apply.

The directors affected by a related-party transaction will not be permitted to delegate their votes and must absent themselves from the room while the Board of Directors debates and votes on such transaction. By way of exception, directors representing or related with ACCIONA will not be required to abstain in the case of transactions entered into by the Company and/or its subsidiaries, notwithstanding which the reverse onus rule will apply as provided in article 190.3 of the Spanish Corporate Enterprises Act in such cases, if the votes of said directors were decisive for the adoption of the decision to proceed.

The Board of Directors may delegate the approval of the following related-party transactions, which will likewise not be subject to a prior report from the Audit and Sustainability Committee: a) transactions entered into at arm's length by the Company and its subsidiaries and the other companies of its group in the ordinary course of their business; and (b) transactions concluded under standard form contracts, the terms of which apply equally to a large number of customers, at standard prices or rates generally applied by the supplier of the goods or service concerned, where the amount of the transaction does not exceed 0.5% of the Company's net revenues as reflected in the latest consolidated or (in default thereof) individual financial statements approved by the shareholders at their General Meeting (together, the "Delegable Related-Party Transactions").

Where such delegation is approved, the Board of Directors will establish an appropriate internal reporting and period control procedure overseen by the Audit and Sustainability Committee, which will also verify the fairness and transparency of the transactions concerned and, where appropriate, compliance with the legal conditions applicable to the above-mentioned exceptions. On 17 June 2021, the Board of Directors of ACCIONA approved an Internal Procedure for the Approval, Reporting and Periodic Control of Related-Party Transactions involving the Audit and Sustainability Committee (the "Internal Related-Party Transactions Procedure"), which permits the delegation of decisions concerning Delegable Related-Party Transactions to the Internal Conduct Regulation Control Unit ("UCRIC" in the Spanish acronym). In accordance with the aforementioned Procedure, any proposed related-party transactions must be reported by the related party concerned to the finance department, which will in turn report the transaction to the UCRIC or to the Audit and Sustainability Committee, as appropriate.

The UCRIC is made up of representatives from the Finance Department, the Compliance Department, the Investor Relations Department, the Legal Affairs Department and the Secretary to the Board. It meets periodically and at least once every quarter to prepare a report for the Audit and Sustainability Committee on the transactions approved based on the delegation conferred.

**D.2** Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

There were no significant transactions during the financial year between the Company or its subsidiaries and Shareholders holding 10% or more of the voting rights or represented on the Board of Directors of the Company.

**D.3** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against the majority of the independents:

No transactions to report

**D.4** Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or that they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

No transactions to report

**D.5** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

No transactions to report

**D.6** Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other associated parties.

These mechanisms are regulated in detail in article 43 of the Board Regulation, which also describes the different situations concerned elsewhere in the text. Key provisions are as follows:

- a. Obligation to report to the Board of Directors wherever a Director or a Related Party of a director is affected by any direct or indirect conflict of interests.
- b. Obligation to abstain from deliberations, decisions or the execution of transactions where any direct or indirect conflict of interest exists, except for decisions concerning a director's own appointment or removal and intragroup transactions governed by the reverse onus rule.
- c. Obligation to refrain from competing, within the meaning of art. 44 of the Board Regulation.
- d. Reservation to the Board of Directors or, where appropriate, to the General Meeting of the competence to authorize related-party transactions between ACCIONA or its subsidiaries and directors or shareholders of the Company and other related parties described in section D.1 above, except in the case of Delegable Related-Party Transactions.
- e. Obligation to refrain from making personal use, whether directly or by related parties of the Director concerned, of the assets of ACCIONA or its subsidiaries, within the meaning of art. 46 of the Board Regulation.
- f. Obligation to refrain from taking up on any business opportunity or inside information of ACCIONA or any of its subsidiaries, whether personally by a director or on behalf of any Related Party, coming to his/her attention as a result of his/her position, within the meaning of art. 47 of the Board Regulation.
- g. The directors must not use the name of ACCIONA or any companies over which ACCIONA exercises significant influence, or invoke their status as directors thereof, in order to improperly influence the transaction of business on their own behalf or on behalf of Related Parties.
- h. Obligation to report any conflict of interest affecting a director to the Board via the secretary or deputy secretary.

The current Code of Conduct establishes the obligation of senior managers to report any possible conflicts of interest affecting them in connection with family relations, personal assets or for any other reason as early as possible to allow adoption of the appropriate decisions. Meanwhile, the General Secretariat periodically requests the group's senior managers to update their statements of activities outside ACCIONA and its Group.

Lastly, on the occasion of the preparation of the financial statements, the members of the Board of Directors provide the secretary to the Board with updated particulars of their related parties and any other activities undertaken apart from their position as directors of ACCIONA, as well as any possible conflicts of interest that may affect them.

In addition, on 26 May 2021 ACCIONA and ACCIONA Energía entered into a framework agreement governing relations between both companies and their respective groups, in accordance with recommendation 2nd of the Spanish Code of Good Governance for Listed Companies which includes cases of resolution of conflicts of interest within the scope of action set out in the Framework Agreement. This document is available on the Company's website.

**D.7** Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them..

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No

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## E. RISK MANAGEMENT AND CONTROL SYSTEMS

**E.1** Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

ACCIONA's Risk Management System works in an integrated manner, and therefore the identification, assessment and mitigation of risks is established in each business line coordinated by a team at corporate level, which manages and establishes the appropriate level of risk tolerance and coordinates actions so that the treatment is aligned with the Group's global risk policy, also enabling the Group's exposure to risk to be known at all times.

ACCIONA's presence in various business areas and in different countries with different regulatory, political and social environments means that there are a wide variety of risks to identify and manage; as a result, an individualised treatment system is developed to mitigate the most important risks in each of the business areas.

During 2021, the ACCIONA Group's Risk Map was updated with an international scope, resulting in separate maps for the following divisions: ACCIONA Agua, ACCIONA Concesiones, ACCIONA Construcción and Industrial, ACCIONA Energía, ACCIONA Inmobiliaria, ACCIONA Service, ACCIONA Mobility and Bestinver, consolidating the results at area and group level, resulting in the Maps of ACCIONA Infraestructuras and ACCIONA Otros Negocios in addition to the global consolidated ACCIONA Group.

The Risk Map identifies and assesses risk events based on the likelihood of occurrence and their potential impact in order to allow the adoption of the best possible management measures to mitigate and reduce exposure.

A full quantitative risk analysis continued to be carried out, standardising the risk assessment parameters in order to consider the Group's risk as the sum of its parts, thus enabling the company's exposure to risk to be assessed at divisional, area and global level.

The results obtained in the Risk Maps are contrasted and approved by the General Managers of each business unit, making both an inherent assessment, before the specific control measures implemented to mitigate the risk, whether its impact or probability of occurrence, and a residual assessment, after the measures considered and applied for its control.

Since 2017, in addition to the annual identification of risks, the Materialised Risk Map of the year expired has been carried out, where it is verified that the identification of possible risks in terms of probability and impact had been carried out correctly and that the mitigation measures implemented are effective.

The ACCIONA Group established its Crime Prevention and Anti-Corruption System following the reform of the Spanish Criminal Code. A Criminal Risk Map was prepared in order to create a fully integrated regulatory compliance system and ensure that the controls adopted are fully aligned and audited.

Additionally, identification, assessment, and management of social, environmental and governance risks is key to ACCIONA to better perform in terms of sustainability and to foster trust among its stakeholders. ACCIONA's risk assessment methodology is used to ensure that climate change, environmental, social, employment and governance, and corruption risks are adequately assessed for each business in the 30 countries where the company operates, based on the likelihood of their occurrence, probable financial consequences and potential impacts on the Company's image.

ACCIONA has defined a tax strategy and its bases which is based on an adequate control environment, risk identification system and monitoring process designed to permit continuous improvement in the effectiveness of the controls implemented.

During 2021, the Tax Risk Map was developed individually and subsequently integrated and consolidated into the Group's Risk Map.

In September 2011, the Board of Directors agreed to ACCIONA, S.A.'s adherence to the Code of Good Tax Practices, with the aim of combining and completing the control, prevention and regulatory compliance systems already in place to reduce significant fiscal risks and the prevention of conduct likely to generate them, approving on 24 July 2012 the Code of Tax Compliance and Tax Policies, which includes a section on the policy for managing them and in which a matrix of assumable fiscal risks is defined.

**E.2** Identify the bodies within the company responsible for preparing and executing the financial and non-financial risk management and control system, including tax risk.

The Economic Control and Finance Department carries out the entire procedure for developing and updating the identification, assessment and treatment of the risks of each and every one of the divisions that are subsequently integrated at the corporate level.

The Corporate Internal Audit Department plans and carries out audit activities based on the risks identified. It also evaluates the effectiveness and efficiency of internal control systems through continuous analysis of the main processes of the Group companies operating its different lines of business, in different regions, and so on.

The Corporate Compliance Department is responsible for periodically reviewing the implementation of the processes and controls forming the crime prevention system, assisted, where appropriate, by external consultants, notwithstanding the existence of an internal control framework involving the different units and departments responsible, among their professional functions, for strengthening prevention and detection.

The Corporate Tax Department is also responsible for the implementation of the control mechanisms and internal rules necessary to ensure compliance with current tax regulation and the strategic objectives set by the Board.

The business units' Departments are responsible for risk management within their respective units, which includes the implementation of defined risk policies, the validation and calibration of Risk Maps and supervising the implementation of the mitigation measures established in the action plans drawn up for each of the risks previously identified.

The Risk Control units of the business units support the latter in their risk management work through their ability to monitor more closely and in detail the risk management carried out in the businesses, and to have a detailed knowledge of the particularities and problems affecting each one of them.

ACCIONA's Audit Committee provides support for the Board of Directors with regard to Risk Management tasks. The Audit Committee periodically reviews risk management systems to identify, manage and report the principal risks adequately, and it also monitors the effectiveness of risk management systems.

Finally, the non-delegable functions of the Board of Directors include approving the tax strategy and policy applicable to the control and management of tax and other risks, as well as investments and transactions that involve special strategic or tax risk and the creation or acquisition of shares in special purpose vehicles and entities registered in tax havens.

**E.3** Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant and may affect the achievement of business objectives.

The risk scenarios addressed by the ACCIONA Risk Management System are classified into eight groups comprising financial, strategic, operational, fortuitous, environmental, societal, compliance and tax risks, the first two being those identified by the Group's management as those with the highest risk profiles.



Financial risks	<p>The main financial risks comprise fluctuations in exchange rates, interest rates and financial markets, changes in raw materials prices, liquidity risk, cash flow, bad debts and loss of customers.</p> <p>In order to mitigate exchange rate risk, ACCIONA contracts currency derivatives (exchange rate insurance) to hedge significant future transactions and cash flows in accordance with tolerated risk limits.</p> <p>The risk inherent in variations in interest rates is particularly significant in relation to borrowings arranged to finance infrastructure, projects, concessions arrangements, wind farm construction and other renewable energy facilities, where the profitability of projects may be affected by possible changes in the applicable interest rate, which is mitigated by means of hedging transactions instrumented via derivatives (mainly Interest Rate Swaps or IRS).</p> <p>Credit and liquidity risk: the Group does business only with solvent third parties, requiring certain guarantees to mitigate the risk of financial loss in the event of default.</p> <p>In addition to maintaining adequate reserves, cash flow forecasts and current cash balances are monitored on an ongoing basis, matching cash flows with the maturity profiles of financial assets and liabilities.</p>
Strategic risks	<p>Risks involving a possible slowdown in the Company's growth and/or failure to meet objectives due to inability to respond to situations arising in a dynamic competitive environment are classified as strategic risks. They include, inter alia, organizational changes, investments and disinvestments, competitive threats, economic, political and legislative changes, the impact of new technologies, and research and development.</p> <p>ACCIONA minimizes exposure to these risks through its own sectoral and geographical diversification of the business, in-depth market research and studies of competitors and the countries where the Company operates, and finally by means of firm commitment to Research and Development.</p>
Operational risks	<p>Operational risks affect processes, people and products. They concern legislative, legal, regulatory and contractual compliance, control systems and procedures, the supply chain, ancillary services, information systems, employee productivity, the supply chain and the possible loss of key personnel.</p> <p>Each business area establishes specific systems encompassing its own business needs, process systematization and documentation, quality management, operational management, planning and financial control.</p> <p>The controls established to mitigate risks inherent in the procurements process are designed to foster free competition and transparent processes so as to prevent any breach of ACCIONA's commitment to ethical conduct in this area.</p>
Fortuitous risks	<p>These comprise risks associated with damage to assets and risks that could result in civil liability or adversely affect the Company's performance, including criminal deeds in the cybernetic realm.</p> <p>The Company has contracted various insurance programmes to mitigate the balance sheet impact that would result from the materialization of a large number of different risks. In particular, policies exist to cover "cyber-risks" that could result in the loss of income, additional costs and expenses in respect of the recovery of digital assets, and claims for damages received from customers or third parties due to failure to protect privacy or data as a result of security breaches, among other matters.</p>

Riesgos Medioambientales  
y sociales:

The management of these risks is integrated into the company's overall risk management. Environmental risks are those associated with the company's impact on climate change, waste management, natural resource use and biodiversity. Social risks are those associated with human rights, labour standards in the supply chain, health and safety in the workplace and relations with communities.

In 2021, ACCIONA focused its ESG risk management model on assessing those sectors of the company that represent a greater potential impact, due to the relevance of their environmental and/or social indicators. Based on the assessment of 52 key locations, 14 ESG risk typologies have been characterised for the 4 most representative businesses in ACCIONA. A total of 501 ESG risk scenarios were assessed, some of the conclusions reached being the following:

- Infraestructuras-Agua: risks related to extreme weather events, damage to habitats and species and those related to contagion vectors are perceived as the most relevant in the business, being of particular relevance for the facilities located in Mexico and Vietnam.
- Infraestructuras-Oceanía: the perceived ESG risk is assessed for all scenarios, except one, as low or very low. For this business, risks related to vectors of contagion (pandemic COVID-19) are perceived to be the highest.
- Infraestructuras-Construcción rest of the world: in this case it is worth highlighting the higher level of risk perceived in general with respect to the case of Oceanía (Oceania), and as in the Agua (Water) business, damage to habitats or species, contagion vectors (COVID-19 pandemic) and extreme weather events stand out as the scenarios with the highest perceived risk, mainly in the facilities located in the Philippines and Poland.
- Energía: the ESG risk perceived in ACCIONA Energía is low or very low for all scenarios, and relatively homogeneous among the different locations and technologies, highlighting the scenarios of damage to habitats or species and those related to abuse or discrimination as those with the highest perceived level.

All of the company's activities fall under an ISO 14001-certified environmental management system.

ACCIONA applies a proprietary Social Impact Management (SIM) methodology to identify, from the tender or design phase, the social risks that its works, operations or service provision could cause in the areas of influence of its projects.

Its aim is to generate positive and minimise negative impacts on local communities and environments in which it operates. In addition, in the face of the critical situation created by the pandemic, ACCIONA has been taking all necessary measures since the beginning of this crisis to protect the health and safety of all its employees, while ensuring the continuity of its businesses and services, some of which are essential to community life. With regard to risks of human rights violations, the company has an Internal Control System for Social Safeguards to mitigate them.

Compliance risks	<p>This refers to a set of rules or principles that define ethical behaviour, rights, responsibilities and expectations among the different stakeholders in corporate governance.</p> <p>ACCIONA established its Crime Prevention and Anti-Corruption System (MPDA) following the reform of the Spanish Criminal Code.</p> <p>Since then, a Criminal Risk Map has been developed in order to create a fully integrated regulatory compliance system and ensure that the controls adopted are fully aligned and audited.</p> <p>Risks arising from unethical or unscrupulous conduct</p> <p>The markets in which ACCIONA operates may be exposed to ethical risks contrary to the principles of integrity and compliance with current legislation.</p> <p>ACCIONA has established a Code of Conduct that sets out the basic principles and commitments that all managers and employees of the divisions, as well as suppliers and third parties that deal with the company must comply with and respect in the exercise of their activities.</p> <p>The Code of Conduct is the basis for corporate compliance rules (including anti-corruption rules, interaction with public officials, donations and sponsorships, giving and receiving gifts, antitrust, procurement) and the establishment of controls to prevent criminal risks.</p> <p>The effectiveness of ICFR controls is monitored regularly by internal audit and compliance management, as well as by external auditors.</p> <p>In addition, there is a whistle-blowing channel, communicated to all levels of the Organisation, which, while safeguarding confidentiality, allows the reporting of any irregular conduct related to accounting, control, auditing, as well as any breach or violation of the principles and guidelines set out in the Code.</p> <p>The identification, assessment and management of social, environmental and governance risks is fundamental for ACCIONA to improve its sustainability performance, improve its response to multiple scenarios and changing environments, and improve confidence among its stakeholders.</p> <p>For the sixth year running, ACCIONA Energía has renewed its position as the world's "greenest" generating company according to Energy Intelligence.</p> <p>In addition, ACCIONA has a Corporate Environmental Crisis Management System.</p> <p>This system includes the measures to be followed and the responsibilities and resources necessary for the appropriate management of a crisis situation due to an incident occurring in the facilities owned or operated by the Company that affects the environment.</p>
Tax risks	<p>The tax risks faced by the Group are essentially compliance and procedural risks, communication with the business areas that may result from inadequate technical analysis, changes in tax regulations or administrative and jurisprudential criteria, as well as reputational risk arising from decisions in tax matters that may damage the Group's image and reputation. ACCIONA has therefore defined a final risk management policy based on an adequate control environment, a risk identification system and a process for monitoring and continuously improving the effectiveness of the controls in place. Since 2020, ACCIONA has also been developing a Tax Risk Map where it identifies and quantifies all the Group's tax risks so that they can be monitored.</p>

#### E.4 Indicate whether the entity has risk tolerance levels, including for tax risk.

At corporate level, the Group's risk tolerance level is defined considering its internal culture, structure and strategy. This tolerance level establishes the acceptable level of risk in relation to the achievement of the objectives determined for each of the investment activities or projects.

Once the risks that may arise throughout the activity have been identified by the heads of each business, they are qualitatively and quantitatively assessed and represented in a matrix for their correct treatment and evaluation at corporate level.

For each of the main risks of each business unit, a fixed chart is drawn up in which the decision-making premises are established for the acceptance or rejection of the operation in question, depending on the level of associated risk, in terms of profitability (solvency of customers, minimum acceptable rates of return), operation (vulnerability of the supply chain, workforce), economic-political (transfer of currency, political interference, etc.) and security.

Those situations or activities that exceed the level of risk tolerance previously defined by the company will be analysed individually by the main people responsible for the corresponding business line, establishing, in coordination with the Corporate Economic and Financial Management, the mechanisms that best contribute to their mitigation. In the case of business opportunities that exceed acceptable risk levels, they will not be approved by the Investment Committee.

In tax, the Group approved a tax risks matrix defining the relevant areas of risk based on their potential quantitative and qualitative (reputational risk) impacts, as well as the probability of occurrence. In any event, the Group adopts decisions in tax matters based on reasonable interpretations of the applicable regulations, or on the interpretations of the competent administrative bodies and the courts in each jurisdiction where it is present.

#### E.5 Indicate which risks, including tax risks, have materialised during the year.

Certain risks arising in the normal course of the Group's business materialized in 2021 as a result of global climatological factors and fortuitous natural disasters, among other factors. However, these incidents were largely mitigated by the controls and other measures implemented, and by the diversification and internationalization of operations.

The Treatment and Control systems, along with the Crisis Management Systems in the different business areas have proved adequate to handle the fortuitous and operational risks that materialized in the reporting period.

ACCIONA's financial statements provide detailed information on the evolution of those risks that by nature permanently affect the Group's business, as well as tax risks and the main tax litigation in progress.

The key risks to materialize in 2021 were as follows:

Lower than expected output due to a drop in renewable resources and the impact of power dumping (because total output cannot be evacuated without overloading the grid) affecting certain assets. The fall in renewable resources in 2021 is an inherent risk of renewable resources, which are to some extent variable and may fluctuate from one year to the next. The need for power dumping is a common problem in all electricity systems, but the impact may be greater in some periods than others due to the level of development of the power transportation system, demand-side trends and the total available generating plant. Both of these risks can be substantially mitigated, in the first place by means of ACCIONA Energía's geographical and technological diversification, which substantially reduces the impact of variations in the available resource. Secondly, the risk of dumping is managed mainly through careful selection of the location of assets, seeking input points where conditions are optimal to reduce the potential need to dump power.

At ACCIONA Construcción, on the VARIANTE DE LOGROÑO construction site, material damage occurred as a result of the heavy rains. At ACCIONA Energía in the Lafortunada Cinca hydroelectric power station, damage has been suffered in the channel as a result of rock falls. These projects have contracted insurance policies and emergency plans to minimise the impact on people's health and safety as well as the cost and quality of the service.

**E.6** Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise.

Compliance risks	Given ACCIONA's significant industrial diversification and the large number of countries in which it operates, compliance with applicable regulations is exhaustively controlled. Each management tier is responsible for compliance with the legislation and internal procedures applicable in the different spheres of activity.
Risks arising from unethical or unscrupulous conduct	ACCIONA has established a Code of Conduct that sets out the basic principles and commitments that all managers and employees of the divisions, as well as suppliers and third parties that deal with Group companies must comply with and observe in the exercise of their activities. A Crime Prevention Model has been defined in which, based on existing rules and procedures, risks are assessed and processes and controls established to prevent or mitigate particular offences. The crime prevention system established is being progressively implemented in Spain and adapted to the other countries in which the Group operates in view of local legislation.
Integrated project risk management system	This system is applied from the moment at which any new development opportunity is evaluated, including the construction and operation phases, which contributes to more thorough management of these risks. Risk management plan in sustainability. During 2021, the methodology for identifying and assessing sustainability risks continued. The methodology ensures analysis of climate change, environmental, social, labour, governmental and corruption risks for each country according to the economic and financial consequences of each risk, the importance of the matter for each business, and the potential impact of each risk on the reputation and management of the Company.
Quality management systems	Quality management systems have been implemented and the Company's key businesses/ processes are certified by the international standard ISO 9001. ACCIONA Energía has mechanisms in place to ensure the quality of its products and services, and appropriate controls are applied throughout the value chain.  96% of ACCIONA's sales are certified to the international ISO 9001 standard.
Safety management systems	The Company has different management systems in place to ensure the security of its customers and users. These systems are certified in accordance with the international standards of reference established for each sector: food safety (ISO 22000), airport safety (ISAGO), road safety (ISO 39001), etc.
Workplace risk prevention and healthcare system	This is a priority issue in all Departments and lines of the business. A large part of the activities are included among those considered high risk by the legislation (especially Infraestructuras and Energía). Preventive actions are undertaken via the pertinent Management Systems, which are certified under the international OSHAS 18001 standard
Supply chain risk management plan	The ACCIONA Energía supplier certification and evaluation procedure is designed to ensure that any supplier required to complete the process is qualified in accordance with ACCIONA's standards. ACCIONA prepares an annual risk map of its critical suppliers, analysing economic and environmental matters, occupational risk prevention, and activity and country of origin, which constitute the main risks inherent in the supply chain.

Tax risk management system	The policy for the control and management of tax risks is part of the tax strategy approved by the Board of Directors. Its objectives include the promotion of transparent and good faith relations with the tax administrations of each country in order to ensure the maximum possible predictability in the tax positions adopted, minimizing tax disputes and litigation and mitigating tax risks.
Environmental and social risks	Environmental risk management forms an integral part of the company's overall risk management approach. The management process includes the identification, assessment, prioritisation and reporting to ACCIONA decision-making bodies of potential events that could impact the company and its work centres; as well as risks generated by its activity that could impact the environment and society. Thus, the procedure establishes performance policies and tolerance thresholds that ensure reasonable assurance of the achievement of objectives. In 2021, ACCIONA focused its ESG risk management model on assessing those sectors of the company that represent a greater potential impact, due to the significance of their environmental and/or social indicators.  Climate risk management is carried out through the application of a specific corporate procedure. As a result of this process, action policies and tolerance thresholds are established that reasonably guarantee the achievement of objectives, both in the short term (1 year), in the medium term (the 5 years of each Sustainability Master Plan) and in the long term (10 years or more, according to climate scenarios). The most commonly used climate scenarios for the identification of transition risk cases are those that foresee a limited temperature increase of 1.5°C to 2°C, while for physical risk scenarios (RCP 6 and RCP 8.5) a temperature increase of at least 3°C is envisaged.  ACCIONA applies a proprietary Social Impact Management (SIM) methodology to identify, from the tender or design phase, the social risks that its works, operations or service provision could cause in the areas of influence of its projects. It aims to generate positive impacts and minimise negative impacts on the local communities and environments in which it operates. With regard to risks of human rights violations, the company has an Internal Control System for Social Safeguards to mitigate them.

## F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATING TO THE PROCESS OF PUBLISHING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms forming your company's Internal Control over Financial Reporting (ICFR) system.

### F.1 THE ENTITY'S CONTROL ENVIRONMENT

Report on at least the following, describing their principal features:

**F.1.1** The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

The Internal Control over Financial Reporting System (ICFR) in place in the ACCIONA Group is designed to provide reasonable assurance as to the reliability of financial information. The main bodies responsible for the ICFR are the Board of Directors, the Audit and Sustainability Committee and the Group's Corporate Finance Department.

In accordance with the Consolidated Text of the Board Regulation, the Board of Directors is formally vested with the power to ensure the existence and proper application of the ICFR.

According to the Corporate Organizational Structure and Responsibilities Regulation, the design, implementation and operation of the ACCIONA Group's ICFR is the responsibility of the Group's Corporate Finance Department.

With regard to supervision, the Consolidated Text Board Regulation establishes that the primary function of the Audit and Sustainability Committee is to serve as an instrument for and to support the Board of Directors in its work of supervising the accounting, financial and non-financial information produced, internal and external audits and risk management. The Audit and Sustainability Committee Regulation was approved by the Board of Directors in November 2018 and amended in October 2021, taking into account the good governance recommendations and technical guidelines of the CNMV (3/2017) on Audit Committees of public interest entities. The main competences of the Audit and Sustainability Committee relating to financial information and internal control systems are as follows:

- To supervise and evaluate the preparation process, integrity and presentation to the market of all regulated financial information regarding the ACCIONA Group, reviewing compliance with regulatory requirements, the adequate definition of the scope of consolidation period and the proper application of accounting standards.
- To periodically review and supervise the effectiveness of internal control systems and management of the financial and non-financial risks to which the ACCIONA Group is exposed, including operational, technological, legal, social, environmental, political and reputational or corruption-related risks, ensuring that the main risks are identified, managed and adequately disclosed.
- In general, to oversee effective application in practice of the policies and systems established in the internal control area.

**F.1.2** Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity:

In accordance with the Board Regulation, powers to define the structure of the Group of companies and, at the proposal of the chief executive officer, to appoint or remove the Management Team of any entity forming part of the ACCIONA Group, and to establish any senior executive severance clauses are reserved for the attention of the Board of Directors in order to ensure the best and most diligent performance of its general function of management oversight and control.

According to the Corporate Regulation on Organizational Structure and Responsibilities, the Group's Corporate Finance Department is responsible for the design and review of the organizational structure of the ACCIONA Group's Finance Unit. The Group's Corporate Finance Department coordinates and supervises the proper definition, implementation and execution of the main functions concerned in the preparation and reporting of financial information performed by the finance departments of each subsidiary, subgroup division or corporation of the ACCIONA Group.

The above-mentioned Regulation is available for consultation online on the ACCIONA Group's intranet.

The organizational design of the departments involved in the preparation of financial information in each Group company depends on factors such as the volume of operations or the type of business. These organizational structures are in any case intended to support the recognition of transactions and the preparation, review and reporting of each company's operations and financial situation. In this way, the finance managers of the different ACCIONA Group undertakings are responsible for establishing and proposing the design, review and adaptation of their department's structure in view of its specific needs. Such proposals must, however, be validated and approved by the Group's Corporate Finance Department before implementation.

The Corporate Regulation on Segregation of Functions defines the main functional incompatibilities between the different areas of the organizational structure and sets out the guidelines applicable to the proper functioning and maintenance of the corporate system for the segregation of functions and access to information systems.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions.

The ACCIONA Group has a Code of Conduct, the latest update of which was approved by the Board of Directors on 28 July 2016. The Code constitutes the starting point for the ethics and compliance system.

The ACCIONA Group's ethics and compliance model is designed to detect and prevent risks of this kind, including risks related with potential lawbreaking, and to minimize possible impacts. It was drawn up in view of prevailing Spanish and international standards and is supported by policies, processes and controls.

The key principles and values enshrined in the Code comprise:

- Basic principles governing behaviour and respect applicable to all persons and entities forming part of the ACCIONA Group in their internal and external relationships, towards stakeholders, and in accordance, inter alia, with the International Labour Organization's Declaration on Fundamental Principles and Rights at Work and ILO Conventions, the OECD Guidelines for Multinational Enterprises and the Universal Declaration of Human Rights adopted by the United Nations.
- The obligation to know and comply with both legislation and internal rules and procedures of internal control applicable to the recognition, preparation, review and reporting of financial information in order to ensure the reliability of the information issued.
- Respect for legality, honesty and compliance with internal and external policies and standards.
- Obligation to reject and report any practices that might be in breach of the ACCIONA Group Code of Conduct.
- Confidential treatment of all information received in the course of professional duties.

The ACCIONA Group applies the principle of due control to foster compliance with internal and external regulations and to prevent, detect and eradicate irregular conduct or breaches. The company understands “due control” to mean, inter alia, analysis and management of risk, definition of responsibilities and expected behaviours, allocation of resources to employee and management training, and implementation of processes and controls to confirm and evaluate the Company’s compliance and ethics culture, as well as reporting, assessment and response to potential irregular conduct. In this regard, “due control” also means ensuring that employees or third parties who report potential irregular conduct to the company in good faith do not suffer reprisals.

The ACCIONA Group’s Code of Conduct includes specific mentions relating to the recognition of transactions (“All professionals who input data of any kind into the ACCIONA Group’s information systems shall ensure that such information is rigorous and reliable”) and financial information (“All ACCIONA Group personnel involved in the recognition, preparation, review or reporting of financial information must be aware of and comply with both legal regulations and internal control regulations and procedures regulating the discharge of their duties in order to assure the reliability of the financial information that is issued”).

All employees who are joining or inducted into the ACCIONA Group must accept the Values and Principles and the rules for action established in the Code of Conduct. The Company may formally request its employees and third parties to confirm compliance with the Code in writing on a periodic basis. Meanwhile, ethics and compliance matters may be addressed in training programmes, performance appraisals and/or assessments of potential candidates or third parties. Furthermore, the Code of Conduct is published online on the Group’s website, where it is freely available for consultation.

The Code of Conduct and its Regulation provides that the Code of Conduct Committee is responsible for control and supervision of said code and specifically for the following:

- To foster dissemination, awareness and compliance with the Code of Conduct.
- To provide a communication channel open to all employees through which to obtain or provide information regarding compliance with the Code of Conduct, to manage the reports and inquiries received, and to coordinate resolution and diligent follow-up.
- To report periodically to the Board of Directors, via the Audit and Sustainability Committee, on any complaints received and their resolution.
- To review and propose the inclusion, amendment or elimination of any part of the Code of Conduct to the Board of Directors, through the Audit and Sustainability Committee, wherever necessary.

The ACCIONA Group has a book of Policies, corporate rules and instructions that develop and implement the provisions of the Code.

Following the review and approval of the Code of Conduct, the ACCIONA Group began the execution of its multi-year global training plan in 2017 with the aim of ensuring adequate understanding and awareness among the employees of the Group’s ethical principles and values, and its firm position against any actions that might fail to respect such principles and values.

In 2021, a total of 1,016 employees took the training course on the Code of Conduct (since 2017, a total of 13,976 employees have been trained).

- Whistleblower channel allowing notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, indicating whether this channel is confidential and whether anonymous notifications can be made, protecting the rights of the whistleblower and the person reported.

In order to achieve the highest level of employee compliance and satisfaction, the ACCIONA Group, acting via the Code of Conduct Committee, has established an ethics channel allowing whistleblowers anonymously to report any irregular conduct

related to accounting, control and audit processes, or any breaches or infringements of the rules of conduct enshrined in the Code of Conduct.

To this end, the Code of Conduct Committee maintains a postal and e-mail address at the disposal of all employees, suppliers, contractors and business partners, both to resolve concerns regarding the interpretation of the Code of Conduct and to report breaches, guaranteeing the confidentiality of complaints by restricting access to e-mails and letters received from whistleblowers solely to the addressees authorized by the Code of Conduct Committee.

In order to facilitate access to the Ethics Channel, meanwhile, the Code of Conduct Committee enabled an ad hoc application in the 2021 financial year, carrying out a global communication campaign to raise awareness of this tool. The application facilitates management tasks and supports the confidentiality of the communications received.

The Code of Conduct Committee examines all communications received and, depending on their content, opens internal inquiries or places the matter in the hands of investigators from outside the ACCIONA Group, where appropriate, guaranteeing confidential handling of the complaints processed and respect for the rights of both the whistleblower and the possible wrongdoer.

The findings of these inquiries and any proposed recommendations and/or sanctions are reported to the Audit and Sustainability Committee for its consideration and the adoption, where appropriate, of the appropriate decisions.

- Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management:

The ACCIONA Group considers that continuous and update training of its employees and managers in the legislation governing financial reporting and internal control is an important factor to guarantee the reliability of financial information.

All employees of ACCIONA Group, including those involved in the preparation and review of financial information and in the evaluation of the FCIIS, are offered a range of courses and seminars with the full support of the Group Corporate University, which manages training plans in coordination with the Human Resources Department of the ACCIONA Group.

Based on the needs identified, the Corporate Human Resources Department of the affected subsidiaries plan and organize specific internal and external training courses and seminars, both locally and at the head office, in order to guarantee an adequate understanding and correct application of regulatory amendments and changes, and of best reporting practices as necessary to assure the reliability of financial information.

In 2021 some 2,688 employees received a total of 28,011 hours’ training, comprising 758 hours on the Code of Conduct, 415 hours’ anti-corruption training, 817 hours on Compliance issues (Conflicts of interest, money laundering, etc.), 2,601 hours’ data security training, 590 hours’ training on ICFR matters, and 22,830 hours’ initial and refresher training and update courses directly related with financial matters, including accounting and audit regulations, internal control and risk management.

The Corporate and Local Finance Units involved in the preparation, review and reporting of financial information were provided with various publications updating accounting, financial, internal and tax control regulations in 2021, as well as refresher courses on accounting regulations given by external experts in relation to updating accounting regulations.

Meanwhile, the employees charged with supervising the ICFR and members of the Corporate Internal Audit Department attended specific seminars, forums and round-table meetings organized by external companies on the ICFR, risk control, audit, fraud and other issues related to the Group’s activity.

Thus, the heads of the Corporate and Local Financial Departments, as well as the Corporate Accounting Policy Control Unit and the National/International Corporate Tax Advisory Unit, are kept abreast of changes in the applicable regulations, enabling them to inform the corresponding departments and units for the correct application of such regulations and responding to any queries received.

## F.2 ASSESSMENT OF RISKS IN FINANCIAL REPORTING

Report on at least the following:

**F.2.1** The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented.

With a view to the identification of risks affecting the reliability of financial information, the ACCIONA Group's Corporate Finance Department has formalized a procedure and criteria for the annual definition and review of the scope of the Group's ICFR. The scope of the ICFR is defined each year based on both quantitative and qualitative criteria, including the risks of error and fraud that could materially impact the financial statements.

The ICFR also takes into consideration the possibility of error in certain general processes that are not directly linked with specific transactions but are nonetheless especially relevant to the reliability of financial information. This is the case with the accounting Close and Consolidation process, and with management processes in the Information Technology area.

The ACCIONA Group has documented the main corporate processes and other processes considered material for the main subsidiaries in the different lines of business. In 2021 the documentation supporting these processes was reviewed in the Group's main subsidiaries and the processes concerned were updated and formally documented as appropriate.

The ACCIONA Group Corporate Regulation on Segregation of Functions places special emphasis on the processes involved in the identification of risks related with error or fraud. Accordingly, the Group has defined a matrix of the functions concerned in the preparation and management of financial information, which identifies the risks of error or fraud arising from the assignment of a set of mutually incompatible functions to a single user.

The segregation of functions in accordance with the aforementioned Corporate Standard is fully automated in several lines of business through the implementation of the risk management module in the main IT system containing financial information. Automation in this way ensures that any conflict affecting an access request will be identified immediately and adequate reasons required for authorization. It also allows compliance monitoring in relation to the Corporate Regulation on Segregation of Functions.

- Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so how often:

The risks inherent in each of the processes carried out by the main consolidated companies and the controls implemented to mitigate such risks have been duly identified, resulting in the creation of a Risk-Control Matrix, which states the objectives of the financial information covered by each control (existence and occurrence, integrity, assessment, presentation, disclosure and comparability, as well as rights and obligations).

The scope of the ICFR is defined and the risks arising and process controls required are identified, updated and documented at least annually, and in any event wherever there is any material change in the scope of the consolidated Group. The key ICFR risk and control matrices applicable, in general, to all subsidiaries of the Group, and specifically for the main lines of business, were reviewed, updated, and documented in 2021.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles:

The Corporate Regulation on Corporate Transactions was formally adopted by the ACCIONA Group's Corporate Finance Department to establish and implement adequate internal control mechanisms in relation to the approval of any kind of corporate transactions affecting the Group. In general terms, the aforementioned Standard requires analysis, reporting and authorization by the ACCIONA Group's Corporate Finance Department, thereby ensuring that all Group transactions are correctly identified and included in the financial statements.

This Regulation considers the possible existence of complex corporate structures, instrumental and special purpose vehicles, establishing the procedures to request, authorize, report and record operations involving the incorporation, merger, carve-out, acquisition or sale of companies, and other corporate transactions. Implementation is the direct responsibility of the Corporate Financial and Tax Control, Consolidation and Budget Control and Legal Departments, among others.

The Regulation is supplemented by the Corporate Regulation on the Preparation and Reporting of Financial Information approved by the ACCIONA Group's Corporate Finance Department, which establishes procedures for monthly reporting of changes in the scope of consolidation by the heads of consolidation of each of the subgroups to the Corporate Budget Consolidation and Control Department, ensuring centralized control over the scope of consolidation of all Group subsidiaries.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements:

The ACCIONA Group Risk Management System is designed to identify potential events that could affect the organization, to manage risks by establishing treatment and internal control systems capable of keeping the likelihood of occurrence and impact of such events within the tolerance levels established, and to provide reasonable assurance that strategic business objectives will be attained.

The Board of Directors of the ACCIONA Group promotes the Risk Management Process with the aim of identifying and assessing potential events that could affect the Group and managing them within acceptable tolerance thresholds in accordance with the guidelines set by the Management Committee, as well as coordinating action in line with the ACCIONA Group Risk Control and Management Policy and ensuring compliance with the Group's Corporate Regulation on Risk Control and Management.

The types of risks included in the ACCIONA Group Risk Management System are described in section E.3 above.

- The governing body within the company that supervises the process..

In accordance with the Consolidated Text of the Board Regulation and the Regulation of the Audit and Sustainability Committee, responsibility for reviewing and supervising internal control and risk management systems so as to ensure that key risks are adequately identified, managed and reported falls within the remit of the Audit and Sustainability Committee.

In 2021, the Audit and Sustainability Committee was informed of the results of the updating of the risk maps.

## F.3 CONTROL ACTIVITIES

Report on whether the company has at least the following, describing their main characteristics:

**F.3.1** Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including accounting closing procedures and the specific review of significant judgements, estimates, valuations and projections.

The ACCIONA Group has established appropriate procedures for the review and authorization of financial information and the description of the ICFR System, responsibility for which lies within the remit of the Corporate Finance Department, the Audit and Sustainability Committee and the Board of Directors.

With regard to the review and authorization of financial information, the Corporate Budget Consolidation and Control Department has established a reporting procedure in which all the businesses' Finance Departments confirm that key aspects of the financial information have been duly reviewed and approved.

Before publication of any financial information in the securities markets, the Audit and Sustainability Committee examines the financial statements and other relevant financial information together with the Corporate Finance Department and the external auditors, as well as key areas involving the use of judgment, estimates and projections, in order to confirm that financial reporting is full and complete and that the applicable regulations were followed.

In this regard, the consolidated financial statements of the ACCIONA Group contain full disclosure on all material areas of uncertainty in relation to the use of judgment, estimates made and the criteria followed in the evaluation of such matters.

With regard to the description of the ICFR System, the Corporate Finance Department has mandatory corporate policies, rules and procedures laying out the documentation of the activity flows, risks and controls applied to the different types of transactions that could materially impact the annual financial statements.

The risks and controls identified in the ICFR System specifically include the risk of fraud and certain general process that are not directly linked to specific transactions disclosed in the financial statements, such as the accounting Close and Consolidation of the financial statements. Likewise, key risks and controls applicable to processes that include judgements, estimates, assessments, and relevant forecasts are identified.

As established in the Corporate Regulation for the Preparation and Reporting of Financial Information, at the close of the 2021 financial year, the financial officers of the different Departments have sent the Corporate Consolidation and Budgetary Control Department the annual report in which the variations that have occurred during the financial year with respect to the identification of risks and associated controls and the incidents detected in the period are reflected.

In 2021, the ACCIONA Group has used the risk management tool implemented in 2019 for the following purposes in the course of the ICFR risk and control audit:

- Recording of the processes applied to identify and assess the different risks that could potentially affect both the business strategies of the ACCIONA Group and its routine operations.
- Definition, implementation and compliance monitoring in relation to internal control systems associated with risk mitigation.
- Supervision of the effectiveness and efficiency of internal control systems.
- Reporting of the findings from monitoring and oversight activities.
- Oversight of the implementation of recommendations and updating of internal control systems.

**F.3.2** Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The Group's Corporate Information and Communications Technology (ICT) Department promotes, implements and supports the application of technical, organizational and control measures to assure the integrity, availability, reliability, security and confidentiality of digital information.

The ACCIONA Group's ICT Security Committee is the body responsible for establishing strategy, promoting, prioritizing, monitoring information systems security projects, plans and programmes, and supervising the effective and efficient management of cybersecurity risks and incidents, reporting to the Corporate Assessment Committee in the event of potential crisis situations caused by cybersecurity or information systems incidents.

The ACCIONA Group's information systems are based on applications and data services developed in a process involving demand and needs assessment, analysis, design, construction and acquisition phases, testing and implementation, production, operation and data maintenance. A range of different methodologies are employed in this process to preserve the integrity and reliability of the Group's data, including financial information.

The ACCIONA Group has data security policies, standards, processes and controls in place to ensure the security of the Group's information, in accordance with recognized international standards including NIST and ISO 27001.

These policies establish the Group's guidelines for the management of risks relating to data processing systems and specifically to access control, change control, segregation of functions, operation, exploitation, continuity and information retrieval. These guidelines are applicable to all companies of the Group.

Access to information systems is managed centrally for a large part of the Group's Spanish and international subsidiaries of each business division and individually for all other subgroups and subsidiaries by means of the definition of profiles allowing access, modification, validation or consultation of data based on the role of each user of the information systems depending on their job functions. The Corporate Regulation on Information Systems Security sets out the relevant criteria to facilitate the assignment of profiles, establishing the network, systems and data access permissions required based on criteria for the segregation of functions by business area in order to ensure that users have access only to the resources and information necessary for the adequate discharge of their own duties.

The Group's Corporate Regulation on Segregation of Functions sets out basic premises for all the Group companies based on generally accepted standards, as well as the approvals route and supplementary controls applicable in exceptional cases.

The Corporate Regulation on Information Systems Security establishes a raft of security measures designed to prevent leaks, data loss, unavailability, manipulation or unauthorized disclosure of information, compliance with which is mandatory for all Group subsidiaries. The Regulation further defines different security levels depending on the confidentiality of the information in question.

The general data security and access management policy aims to protect electronic devices from the installation, uninstallation or modification of software without specific permissions, as well as protecting information systems against viruses, Trojans and other types of malware. A range of digital tools and software upgrades are used to prevent intrusions into information systems.

The relevant continuity plans define the control mechanisms used to ensure continuity and recovery of data and information systems. These plans set out the recovery strategies for the infrastructures supporting business processes. Accordingly, the Group has backup systems to automate data safeguards based on redundancy and synchronization to ensure the continuity of critical systems within acceptable availability levels defined in services agreements. Backup copies are also systematically stored in alternative physical locations, in case of any contingencies that might require the use of backups.

**F.3.3** Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

In general, the ACCIONA Group manages activities that could materially affect the reliability of the financial statements itself, making direct use of its own internal resources without outsourcing.

The management of appraisal, calculation or valuation activities entrusted to independent experts by the ACCIONA Group relates mainly to the valuation of assets, mainly real estate, for which the involvement of a third party is requested at least once a year. In order to ensure their independence and qualification, the selection of valuation companies is based on the recommendations of the Spanish Securities Market Commission, and only valuation companies that hold the Royal Institution of Chartered Surveyors (RICS) valuation certificate in accordance with the International Valuation Standards are hired.

The valuation reports on these assets obtained from the valuation companies are subject to an internal review process to verify the correctness of the most significant assumptions and assumptions used, as well as their compliance with International Valuation Standards (IVS) and International Financial Reporting Standards (IFRS), and the reasonableness of their impact on the financial information.

In addition, in order to ensure that all transactions between related parties are valued on the arm's length basis in all countries where the ACCIONA Group operates, in accordance with the Corporate Transfer Pricing policy, the ACCIONA Group usually retains independent experts to examine transactions between Group companies and certify that the margins applied in such transactions are in line with the general policy approved by the Group and with the usual market margins applied in similar situations by other companies operating in the same industry. The Corporate Financial Control and Taxation Department coordinates the engagement of such independent experts, monitoring their findings and reports, which are subsequently reviewed by the Finance Departments of the subsidiaries concerned in each country.

Finally, the ACCIONA Group has established appropriate controls and procedures to supervise ventures operated through corporate structures in which the Group either does not have management control or which are not managed directly by the Group, as in the case of temporary consortia and joint ventures.

## F.4 INFORMATION AND COMMUNICATION

Report on whether the company has at least the following, describing their main characteristics:

**F.4.1** A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

The ACCIONA Group has the appropriate procedures and mechanisms in place to communicate the applicable performance criteria and the information systems used in such processes to personnel involved in the preparation of financial information. Support is provided by the Accounting Policy Control Unit forming part of the ACCIONA Group's Corporate Budget Consolidation and Control Department.

The remit of the Accounting Policy Control Unit is defined in the Corporate Regulation on the Preparation of Financial Information, which establishes the following functions, among others:

- Definition, management, updating and communication of the ACCIONA Group's accounting policies in accordance with relevant accounting and consolidation standards applicable to the preparation and presentation of public financial information.
- Preparation, updating and dissemination of the Accounting Policy Manual applicable to all ACCIONA Group business and financial units. This manual is updated and approved annually by the ACCIONA Group Corporate Budget Consolidation and Control Department. In 2021 the accounting policy unit examined the potential impact of changes in accounting standards, defining the criteria applicable and notifying the accounting officers affected. The latest version of the Accounting Policy Manual was approved in December 2021.
- Resolution of queries and concerns arising in connection with the interpretation and application of accounting policies, and maintaining fluid communications with the organization's operations managers.
- Definition and preparation of templates, formats and criteria to be used in the preparation and reporting of financial information. This task ensures that all financial information released to the markets is prepared by consolidating the reporting packages received from the different business units, which are in turn prepared using standard data capture, preparation and presentation mechanisms applicable to all of the ACCIONA Group's business units. These mechanisms are designed to ensure compliance with the standards applicable to the Group financial statements, including accounting criteria, measurement bases and presentation formats covering not only the balance sheet, income statement, statement of changes in equity and cash flow statement, but also such other information as may be disclosed in the explanatory notes to the financial statements.

**F.4.2** Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR.

The ACCIONA Group begins the preparation of the consolidated financial information with the process of aggregation at source of the individual financial statements of the subsidiaries of each consolidated sub-group for subsequent consolidation at the Group level in

accordance with the harmonized accounting standards and consolidation standards applicable to the Group as a whole (IFRS), until the financial information to be published in the markets is finally obtained.

The whole process of aggregation and consolidation of the financial statements of the ACCIONA Group is carried out using the SAP BPC OLS (Business Planning Consolidation) software application.

The data are uploaded to the consolidation application on a harmonized basis applicable to all of the consolidated subsidiaries and subgroups, taking into consideration the reporting schedule communicated by the Corporate Budget Consolidation and Control Department at the beginning of each financial year. The information loaded in SAP BPC OLS includes the main breakdowns required for the preparation of the Consolidated Financial Statements of the ACCIONA Group.

At the end of 2021, almost all of the consolidated ACCIONA Group companies reported their individual financial statements through the SAP BPC OLS corporate tool, while the remaining subsidiaries, none of which was material, reported through their respective parent companies.

The reporting and review system applicable to the information reported for the preparation of the financial statements is defined in the Corporate Regulation for the Preparation and Reporting of Financial Information, which establishes, the nature and format of the information to be reported at each level of responsibility applicable to the financial and business units of the ACCIONA Group (Subsidiary / Subgroup / Division / Corporate), as well as the reviews to be undertaken by management.

The SAP BPC OLS consolidation application is parameterized to perform numerous automated checks and reconciliations which are then subjected to analytical and comparative reviews to search for inconsistencies in the data recorded before validation. These automated revision procedures are supplemented by reviews of the data in the final closing and consolidation procedure, and of the criteria applied in the estimates, valuations and calculations made. This review is carried out by the financial officer at each level of aggregation and consolidation and, after reporting, is reviewed again by the Corporate Budget Consolidation and Control Department.

The Corporate Finance Department completes the financial reporting phase by reviewing the financial statements prepared by the Corporate Budget Consolidation and Control Department.

With regard to the ICFR mechanisms applied in the preparation and reporting of information, the ACCIONA Group has established a reporting system covering ongoing internal controls over financial reporting designed to establish the basis for uninterrupted ICFR reviews, reporting and supervision in the ACCIONA Group and thereby ensure adequate control over the risks of error, omission or misrepresentation in the financial information, either by prevention or by the early detection and correction of errors. Where control weaknesses are detected, management of the company concerned will define the necessary corrective actions to guarantee the reliability of the ACCIONA Group's financial information.

Reporting was carried out on a six-monthly basis in 2021 by ACCIONA Group subsidiaries that fall within the scope of ICFR, where the reporting deadlines are the same as for reporting of six-monthly Financial Information. Responsibility for the report lies with the Finance Department of each Subsidiary/Subgroup, which reports to the Finance Department of the corresponding Department, which in turn reports to the ACCIONA Group's Corporate Budget Consolidation and Control Department.

## F.5 SUPERVISION OF THE FUNCTIONING OF THE SYSTEM

Report on at least the following, describing their principal features:

**F.5.1** The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person



responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

In accordance with the amended Regulation of the Board of Directors of the ACCIONA Group and the Regulation of the Audit and Sustainability Committee, the primary function of the Committee is to serve as an instrument for and support the Board of Directors in its work of supervising the accounting and financial information produced, internal and external audits and Corporate Governance functions. The two Regulations assign, inter alia, the following competences to the Audit and Sustainability Committee:

1. Supervision of the internal audit department, which is responsible for overseeing the proper functioning of information and internal control systems. For these purposes, the head of the internal audit department will report functionally to the Chair of the Audit and Sustainability Committee.
2. Proposing the selection, appointment and removal of the head of the internal audit department to the Board of Directors, participating in the determination of his/her variable remuneration and conducting annual performance appraisals.
3. Approving and overseeing the annual internal audit plan, ensuring that activities focus primarily on key risks, including reputational risks; receiving regular information on internal audit activities, including any possible incidents or scope limitations arising, findings and the implementation status of recommendations; and receiving a report at the end of each year on internal audit activities and the action plan to correct any weaknesses observed.
4. Ensuring that the Company's management team takes into consideration the findings and recommendations contained in the reports issued by the internal audit department.
5. Supervising the internal audit department of ACCIONA and its group, approving its annual budget, and overseeing the selection and recruitment systems applied.
6. Guaranteeing the independence of the internal audit.

The ACCIONA Group has a dedicated Internal Audit Department which oversees the proper functioning of information and internal control systems under the supervision of the Audit and Sustainability Committee. The department's remit includes supporting the Audit and Sustainability Committee in its supervision of Internal Control over Financial Reporting.

The Corporate Internal Audit Department periodically reports on its annual working plan to the Audit and Sustainability Committee, directly explaining any incidents arising and the action plans adopted to implement corrective measures. At the end of the year, it also submits a summary report on the activities carried out.

The Corporate Internal Audit Department reviewed the effectiveness of the key controls designed and implemented to verify the processes of the ACCIONA Group's subgroups and subsidiaries of different lines of business and with a significant impact on the Group's consolidated financial statements in 2021. The purpose of this review was to evaluate and oversee the description of processes, the identification and assessment of the risks with the greatest impact on financial reporting, and the effectiveness of the controls implemented to mitigate such risks.

The Internal Audit Department reported its findings from these reviews and in respect of the incidents detected to the Audit and Sustainability Committee. Meanwhile, the action plan for the correction of incidents was submitted both to the officers responsible for implementation and to the Audit and Sustainability Committee.

**F.5.2** Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses detected.

The Amended Regulation of the Board of Directors of the ACCIONA Group and the Regulation of the Audit and Sustainability Committee assign the following competences and functions to the Committee:

1. Supervision and evaluation of the process of preparation, integrity and presentation to the market of the annual and interim regulated financial and non-financial information of the ACCIONA Energía Group, reviewing compliance with regulatory requirements, the appropriation of the scope of consolidation and the proper application of accounting standards, presentation of the relevant reports to the Board of Directors, and where appropriate, submission of recommendations and proposals to safeguard the integrity of financial reporting, including consideration of the appropriateness of arranging for a limited review of interim financial information by the external auditor in addition to the annual audit.
2. Where the auditor may have included any qualification in its report on the financial statements submitted for approval at the Annual General Shareholders' Meeting, presentation of a clear explanation of the Audit and Sustainability Committee's opinion, ensuring that a summary of such opinion is published together with the call for the Annual General Shareholders' Meeting.
3. Receiving regular information on the activities of the internal audit department, including possible incidents and scope limitations affecting internal audit procedures, findings and monitoring of the implementation of recommendations; and receiving an activity report and an action plan to correct any weaknesses observed at the end of each year.
4. Ensuring that the external auditor holds an annual meeting with all the members of the Board of Directors to report on the audit work carried out and on the evolution of accounting matters and the risks to which the company is exposed.
5. Serving as a channel of communication between the Board of Directors and the external auditors, assessing the results of each audit and the responses of the management team to the auditor's recommendations, and to mediate and arbitrate in any disputes between the Board and the auditor in relation to the principles and criteria applicable to the preparation of the financial statements.

The Audit and Sustainability Committee maintains stable, professional relations with the external auditors of the different business units and main ACCIONA Group companies, while strictly respecting their independence. These relations foster communication and discussion of any significant internal weaknesses observed in the course of the audit of the financial statements or other review work carried out by the auditors.

In 2021 the Audit and Sustainability Committee invited both the external auditor and the internal auditor to attend its meetings three times to present information on their respective audit plans, the results obtained and the action plans implemented or pending to mitigate the weaknesses identified. The Audit and Sustainability Committee also invites Senior Management to these meetings so that they take into account his/her recommendations.

Before the formal preparation of the financial statements, the external auditor also met with all the members of the Board of Directors to report on the work performed.

## F.6 OTHER RELEVANT INFORMATION

### F.7 EXTERNAL AUDITOR'S REPORT

Report: KPMG Auditores, S.L.

**F.7.1** Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

The ICFR information provided by the ACCIONA Group herein was reviewed by the external auditor, whose report thereon is annexed to this document.

## G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS.

The Good Corporate Governance Code for listed companies contains a total of **64 good governance recommendations** to be followed by listed companies. ACCIONA fully complies with **55** of them, explains the non-compliance of **2** recommendations, partially complies with **1**, and the other **6** are not applicable.

### Not applicable:

Recommendation n°: **48**

**That large-cap companies have separate nomination and remuneration committees.**

The company has not considered it necessary to create two independent committees as this would unnecessarily increase the Board's expenditure and, given the current number of Directors, would lead to some of them coinciding in both committees. ACCIONA's Appointments and Remuneration Committee is currently composed of four independent directors and one proprietary director. All members of the Committee have been appointed on the basis of their knowledge, skills and experience appropriate to their duties on the Committee, both in the area of appointments and in the area of remuneration. Notwithstanding the foregoing, the Bylaws provide for the possibility of separate committees for appointments and remuneration, with the possibility of such separation being possible in the future if circumstances so advise.

Recommendation n°: **61**

**That a relevant percentage of the variable remuneration of executive directors is linked to the delivery of shares or financial instruments tied to their value.**

On 28 May 2020, the General Shareholders' Meeting approved a new long-term incentive plan linked to the creation of value for the executive directors of ACCIONA, S.A., "LTIP 2020". In accordance with the main terms of this LTIP 2020, the incentive will be paid in full in cash.

The Board of Directors and the Appointments and Remuneration Committee, with the intervention of external advisors, drew up the proposed LTIP 2020, which provides for the incentive to be settled in cash rather than through the delivery of shares, as it is considered that the interests of the executive directors are already closely aligned with those of the company's shareholders, as indirect holders of a significant stake in ACCIONA's share capital. The 2020 LTIP has been designed as a multi-year variable remuneration scheme for a period of ten years (2020-2029), with full cash settlement and a simple structure and operation linked to the creation of long-term shareholder value.

### Partially complies:

Recommendation n°: **3**

**That during the ordinary general meeting, as a complement to the written publication of the annual corporate governance report, the chairman of the board of directors verbally informs shareholders, in sufficient detail, of the most significant aspects of the company's corporate governance.**

According to the Board and General Meeting Regulations, the chairman shall verbally inform the shareholders during the general meeting of the most relevant aspects of the Company's corporate governance that have occurred since the publication of the Annual Corporate Governance Report and of the specific reasons why the Company does not follow any of the recommendations of the Corporate Governance Code, if not identified in the Annual Corporate Governance Report itself.

The Company does not consider it necessary to reiterate at the General Meeting the reasons for not following or partially following any of the recommendations as they are duly explained in the Annual Corporate Governance Report.

### Not applicable:

Recommendation n°: **2**

**That, when the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and when it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:**

- a. **The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.**
- b. **The mechanisms foreseen to resolve possible conflicts of interest that may arise.**

The listed company is not controlled, within the meaning of Article 42 of the Commercial Code, by another entity, whether listed or not.

Recommendation n°: **19**

**That the annual corporate governance report, after verification by the nomination committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.**

The Recommendation is not applicable, as at the date of this report, there is no significant shareholder whose shareholding is less than 3% of the share capital.

Recommendation n°: **37**

**When there is an executive committee, at least two non-executive directors should sit on it, at least one of whom should be independent; and its secretary should be the secretary of the board of directors.**

The company does not have an Executive Committee. However, the governance rules establish that, if an executive committee is established, it should comply with the provisions of this recommendation.

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Recommendation n°: **38**

**That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.**

The company does not have an Executive Committee. However, the governance rules provide that, if an executive committee is set up, it should comply with the provisions of this recommendation.

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Recommendation n°: **60**

**That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.**

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Recommendation n°: **62**

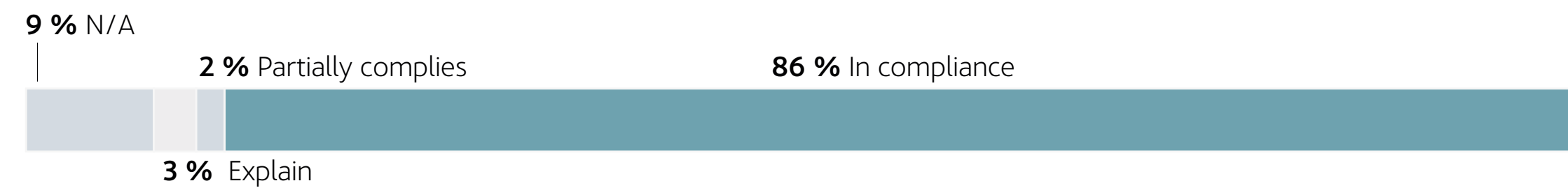
**Once the shares, options or financial instruments corresponding to the remuneration systems have been allocated, executive directors may not transfer ownership or exercise them until a period of at least three years has elapsed.**

An exception is made where the director maintains, at the time of the transfer or exercise, a net economic exposure to changes in the share price of a market value equivalent to an amount of at least twice his annual fixed remuneration through the ownership of shares, options or other financial instruments.

**The foregoing shall not apply to shares that the director needs to dispose of in order to meet the costs related to their acquisition or, subject to the favourable opinion of the appointments and remuneration committee, to meet extraordinary situations that so require.**

The General Shareholders' Meeting held in May 2020 approved the long-term incentive plan linked to the creation of value for executive directors of ACCIONA, S.A. "LTIP 2020". This LTIP 2020 provides for the incentive to be settled in cash and not through the delivery of shares, and therefore the recommendation is not applicable as the LTIP 2020 incentive is settled in cash and not through the delivery of shares.

### RECOMMENDATIONS



## H. FURTHER INFORMATION OF INTEREST

The company may indicate whether it has voluntarily adhered to international, industry or other codes of ethics or best practice. Indicate the code in question and the date of adhesion, where applicable. In particular, mention whether the company has adhered to the Code of Best Tax Practice of 20 July 2010.

Adhesion to international, industry or other codes of ethics or best practice:

In September 2011, ACCIONA adhered to the Code of Best Tax Practice approved and promoted by the Large Companies Forum and the Spanish Revenue Service.

ACCIONA has been a member of the UN Global Compact since 2005. On an annual basis, it confirms its commitment to the Ten Principles of the Global Compact each year.

The Company is a regular partner of the Spanish and Chilean Global Compact Networks, and in 2021 it also worked together with the German network on the Traceability in Global Supply and Contracting Chains programme.

The Chairman of ACCIONA also participated in the High-Level Meeting of Caring for Climate, which focused on achieving the objective of zero emissions.

In his address, the Chairman shared with the participants his view of the meeting's results and existing challenges.

In addition, the company was invited to present its good practices in diversity within the Academy initiative, where it had the opportunity to present its 50:50 Initiative and to participate in the podcast "How the world could be in 2030: forecasting the future of ten business sectors if they meet the SDGs" produced by the Spanish Global Compact Network.

Also in 2021, ACCIONA maintained its participation in the Women's Empowerment Principles initiative, led by the Global Compact to promote gender equality in companies, and participated in the training sessions of the Target Gender Equality initiative.

ACCIONA is the first Spanish energy company to sign up to The Climate Pledge, an initiative launched by Amazon and the NGO Global Optimism for companies committed to achieving carbon neutrality by 2040, ten years earlier than the deadline set by the Paris Agreement.

In order to achieve this objective, ACCIONA has undertaken to measure and declare its greenhouse gas emissions, to implement decarbonization measures and to neutralize any remaining emissions.

ACCIONA has been recognised as the most sustainable electricity company in Spain and the second most sustainable in the world according to the analysis carried out for the Dow Jones Sustainability Index, which recognizes the best sustainability practices among global companies.

ACCIONA's Chairman and CEO received on behalf of the Company the Terra Seal award from HRH Prince Charles for its contribution to climate change and sustainability.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on 24 February 2022.

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

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No

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