

Santiago Martínez Garrido

General secretary and secretary of the Board of Directors

Bilbao, 27 July 2023

To the National Securities Market Commission

Other relevant information

Closing of the first edition of the “Iberdrola Retribución Flexible”  
optional dividend system of the fiscal year 2023

Pursuant to article 227 of Act 6/2023, of March 17, of the Securities Markets and Investment Services (Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión), and related provisions, and further to our notices of other significant information (*comunicaciones de otra información relevante*) filed with this National Commission on 20 June and 5 July 2023 (with official registry numbers 23,159 and 23,447, respectively) regarding: (i) the implementation of the paid-up capital increase approved by the General Shareholders’ Meeting of “Iberdrola, S.A.” (the “**Company**”) held on first call on 28 April 2023 (the “**2023 General Shareholders’ Meeting**”) under item 10 on the agenda<sup>1</sup> (the “**Capital Increase**”); and (ii) the supplementary payment to the dividend corresponding to the fiscal year 2022, which was approved by the 2023 General Shareholders’ Meeting under item 9 of its agenda and under the Common Terms (the “**Supplementary Dividend**”), both in the context of the first edition of the “*Iberdrola Retribución Flexible*” optional dividend system of the fiscal year 2023, we hereby inform you that:

- a) The period for trading the free-of-charge allocation rights corresponding to the Capital Increase ended on 20 July 2023.
- b) During the period established for such purpose, the holders of 2,159,713,948 shares of the Company (which represent 34.611 % of the share capital of the Company) have elected to receive the Supplementary Dividend. As a consequence, the total gross amount of the Supplementary Dividend that will be paid on 28 July 2023 is 682,469,607.57 euros, which results from multiplying the gross amount of the Supplementary Dividend per share (0.316 euros) by the number of shares whose holders have chosen to receive the Supplementary Dividend (2,159,713,948).

As a result of the foregoing, these shareholders have expressly waived 2,159,713,948 free-of-charge allocation rights and, thus, 58,370,647.243 new shares corresponding to the referred rights. Furthermore, the payment of the Supplementary Dividend has been rendered without effect in respect of the amount which has not been paid to those shareholders who have chosen (expressly or tacitly) any of the remaining options under the “*Iberdrola Retribución Flexible*” optional dividend system.

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<sup>1</sup> And under the section titled «*Common terms and conditions of the dividend payment and increase in share capital resolutions proposed under items 9, 10 and 11 on the agenda, pursuant to which the “Iberdrola Flexible Remuneration” optional dividend system is implemented*» (the “**Common Terms**”).

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- c) Likewise, given that the maximum number of shares of the Company to be issued –after deducting the shares which holders have chosen to receive the Supplementary Dividend (waiving the free-of-charge allocation rights to which they were entitled) – was a fraction, the Company has waived 28 free-of-charge allocation rights that it holds in order for the number of new shares ultimately issued in the Capital Increase to be a whole number and not a fraction.
- d) Therefore, the final number of ordinary shares with a unitary par value of 0.75 euros that will be issued in the Capital Increase is 110,278,000, with the nominal amount of the Capital Increase being 82,708,500.00 euros, which entails an increase of 1.767 % over the share capital of the Company prior to the implementation of the Capital Increase.
- e) As a consequence, the share capital of the Company after the Capital Increase will amount to 4,762,708,500.00 euros, represented by 6,350,278,000 ordinary shares having a nominal value of 0.75 euros each, fully subscribed for and paid up.
- f) It is expected that, subject to compliance with all legal requirements (particularly, the verification of such compliance by the National Securities Market Commission), the new shares will be admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Automated Quotation System (Electronic Market), on Friday, 28 July 2023. In this respect, the ordinary trading of the new shares is expected to commence on Monday, 31 July 2023.

Likewise, upon the determination of the total gross amount of the Supplementary Dividend, the proposed allocation of profits/losses and distribution of dividends corresponding to the fiscal year 2022 has been fixed. Therefore, the amounts to be allocated to dividend and to remainder have been determined. Accordingly, the basis for distribution and the resulting proposed distribution (expressed in euros) to which item 9 on the agenda of the 2023 General Shareholders' Meeting refers are as follows:

**BASIS FOR DISTRIBUTION:**

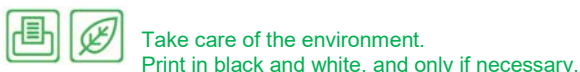
Balance from prior financial years:	10,291,871,698
Profits for financial year 2022:	2,840,450,303
<b>TOTAL:</b>	<b>13,132,322,001</b>

**DISTRIBUTION:**

To Dividend <sup>2</sup> :	917,530,524.33
To remainder:	12,214,791,476.67
<b>TOTAL:</b>	<b>13,132,322,001</b>

<sup>2</sup> Amount resulting from adding: (i) the interim dividend corresponding to fiscal year 2022 that was paid to the shareholders of the Company who opted to receive their remuneration in cash through this alternative under the second edition of the optional dividend system "Iberdrola Retribución Flexible" corresponding to fiscal year 2022 (235,060,916.76 euros); and (ii) the total gross amount of the Supplementary Dividend (682,469,607.57 euros).

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Finally, and for the purposes of article 1.5.(g) of the *Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC* (the “**Regulation**”), it is hereby stated that this information supplements the content of the information memorandum that was filed by virtue of the notice of other significant information (*comunicación de otra información relevante*) on 20 June 2023 (with official registry number 23,159), relating to the first edition of the “*Iberdrola Retribución Flexible*” optional dividend system corresponding to 2023 (the “**Information Memorandum**”), as supplemented by virtue of the notice of other significant information (*comunicación de otra información relevante*) filed on 5 July 2023 (with official registry number 23,447).

Likewise, it is stated that the Information Memorandum (*documento informativo*), as supplemented from time to time, constitutes the document referred to in article 1.5.(g) of the Regulation, and renders the preparation and publication of a prospectus (*folleto informativo*) with respect to the Capital Increase unnecessary.

As a consequence, this notice is a part of the Information Memorandum, and should therefore be read in conjunction with such document.

This information is provided to you for the appropriate purposes.

General secretary and secretary of the Board of Directors

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## IMPORTANT INFORMATION

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities. The shares of "Iberdrola, S.A." may not be offered or sold in the United States of America except pursuant to an effective registration statement under the Securities Act or pursuant to a valid exemption from registration.

This communication contains forward-looking information and statements about "Iberdrola, S.A.", including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates" and similar expressions.

Although "Iberdrola, S.A." believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of "Iberdrola, S.A." securities are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of "Iberdrola, S.A.", that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by "Iberdrola, S.A." to the *Comisión Nacional del Mercado de Valores*.

Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of "Iberdrola, S.A." You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All oral or written forward-looking statements hereby made or otherwise attributable to "Iberdrola, S.A." or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified on its entirety by the cautionary statement above. All the forward-looking statements included herein are based on information available to "Iberdrola, S.A." on the date hereof. Except as required by applicable law, "Iberdrola, S.A." does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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