

## PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A. TO THE 2024 ANNUAL GENERAL MEETING

### ONE.- ANNUAL ACCOUNTS AND AUDIT.

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#### Justification and appropriateness of the proposed resolutions:

The purpose of these resolutions is to comply with articles 164, 272 and 273 of the Spanish Companies Act, which establishes that the General Meeting must, within six months following the closing of the corresponding financial year, approve the annual accounts, the management of the company and the proposed distribution of earnings, drawn up by the Board of Directors. Moreover, and in accordance with articles 42 and 49.6 of the Spanish Code of Commerce, the consolidated accounts of the group of which Corporación Acciona Energías Renovables, S.A. ("**Acciona Energía**" or the "**Company**") is the parent company are also submitted for approval, and the consolidated non-financial information statement (called the Sustainability Report) which forms part of the consolidated directors' report. The non-financial information statement has been duly verified by an independent verification service provider.

Finally, with the auditor's one-year mandate having expired, it is proposed to re-elect it for the 2024 financial year, in accordance with article 264 of the Spanish Companies Act. Pursuant to article 529 quaterdecies of the Spanish Companies Act and article 25.C) of the Board of Directors Regulations, the Board proposal is submitted subject to proposal from the Audit and Sustainability Committee.

#### Proposed resolutions:

**1.1 Examination and approval, if applicable, of the individual annual accounts of Corporación Acciona Energías Renovables, S.A. and consolidated accounts of the group of which it is the parent company, corresponding to financial year 2023.**

Approve the individual annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) of Corporación Acciona Energías Renovables, S.A. corresponding to the 2023 financial year, as drawn up by the Board of Directors.

Approve the consolidated annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes to the financial statements) of the group of companies of which Corporación Acciona Energías Renovables, S.A. is the parent company corresponding to the 2023 financial year, as drawn up by the Board of Directors.

**1.2 Examination and approval, if applicable, of the individual directors' reports of Corporación Acciona Energías Renovables, S.A. and the consolidated report of the group of which it is the parent company, corresponding to the financial year 2023.**

Approve the directors' reports, both individual and consolidated, for financial year 2023, drawn up by the Board of Directors.

**1.3 Approval, if applicable, of the conduct of business and actions of the governing body of Corporación Acciona Energías Renovables, S.A. in financial year 2023.**

Approve the management of the governing body and of the managers and proxies of the Company during financial year 2023.

**1.4 Examination and approval, if applicable, of the consolidated non-financial information statement (called the Sustainability Report), contained in the consolidated directors' report, for financial year 2023.**

Approve the consolidated non-financial information statement (called the Sustainability Report) which forms part of the consolidated directors' report of the group of companies of which Corporación Acciona Energías Renovables, S.A. is the parent company, for financial year 2023, as drawn up by the Board of Directors. That report has been duly verified by an independent verification service provider.

**1.5 Application of the results of financial year 2023.**

To approve the allocation of the results of the 2023 financial year as follows:

	<b>2023 (Euros)</b>
<b>Available for distribution:</b>	
Profit and loss of Corporación Acciona Energías Renovables, S.A.	208,456,955.98
<b>Distribution:</b>	
To voluntary reserves	50,416,673.26
To dividends	158,040,282.72
<b>Total</b>	<b>208,456,955.98</b>

The gross dividend payment of **€ 0.48** per share (or a higher amount as set by the Board of Directors or its members with delegated powers as a result of the direct own shares existing at the time of payment) will be paid on **20 June 2024**. The dividend will be paid through the entities participating in Sociedad de Gestión de los Sistemas de Registro Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal) (IBERCLEAR).

**1.6 Re-election of KPMG Auditores, S.L. as auditors of Corporación Acciona Energías Renovables, S.A. and its consolidated group for the financial year 2024.**

Re-elect KPMG Auditores, S.L. with tax ID number B-78510153, a Spanish entity, recorded at the Commercial Registry of Madrid on folio 84, tome 11961, sheet M-188007, with registered office in Madrid, Paseo de la Castellana 259C, recorded in the Official Registry of Auditors of the Accounting and Audit Institute under number S0702, as auditor for Corporación Acciona Energías Renovables, S.A. and its consolidated group for the review of its individual and consolidated annual accounts for financial year 2024.

Delegate to the Board of Directors, with express powers of substitution or sub-delegation, the power to enter into the corresponding service lease, with the clauses and conditions deemed appropriate, and make the pertinent amendments thereto in accordance with the legislation in force from time to time.

This resolution is submitted by the Board of Directors for the approval by the Annual General Meeting, acting on a proposal from the Audit and Sustainability Committee.

**TWO.- CAPITAL DECREASE BY REDEEMING 4,488,759 OWN SHARES, REPRESENTING APPROXIMATELY 1.36% OF THE CURRENT SHARE CAPITAL OF CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A., WHERE THE CREDITORS ARE NOT ENTITLED TO OPPOSE; AND NEW WORDING OF ARTICLE 5 OF THE ARTICLES OF ASSOCIATION RELATING TO SHARE CAPITAL.**

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**Justification and appropriateness of the proposed resolution:**

Within the context of the shareholder remuneration policy, the Board of Directors considers it appropriate to decrease the share capital by redeeming the Company's own shares. The main effect of that capital decrease will be an increase in the Company's earnings per share. A more detailed justification for this proposed resolution can be found in the report issued by the Board of Directors in accordance with articles 286 and 318 of the Spanish Companies Act, which is available to shareholders on the Company's website, [www.acciona-energia.com](http://www.acciona-energia.com).

Specifically, through the capital decrease now proposed, 4,488,759 own shares, representing approximately 1.36% of the Company's capital, which were acquired under the buyback programme approved by the Board of Directors on 27 August 2023, will be redeemed.

The capital decrease resolution will be implemented after the 2024 dividend is settled. The amount of the dividend corresponding to the shares addressed by the capital decrease, as well as that of the rest of the Company's direct own shares, will be attributed proportionally to the remaining shares.

In addition to being the channel for acquiring part of the own shares that will be redeemed in the capital decrease, the Programme has favoured the share's liquidity.

**Proposed resolution:**

**A)** Decrease the share capital of Corporación Acciona Energías Renovables, S.A. ("**Acciona Energía**" or the "**Company**") by **FOUR MILLION FOUR HUNDRED AND FORTY-EIGHT THOUSAND SEVEN HUNDRED AND FIFTY-NINE EUROS (€4,488,759)** by redeeming **4,488,759** own shares with a par value of **ONE EURO (€1)** each. Those shares were acquired for redemption through the buyback programme of up to 4,938,759 own shares approved by the Board of Directors of the Company on 27 August 2023 under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 (the "**Programme**"). The Programme was in force until 27 February 2024.

The own shares were acquired on the basis of the authorisation given on 26 May 2021 by the Company's sole shareholder at that time, exercising the powers of the Annual General Meeting, within the limits envisaged in articles 146 and 509 of the Spanish Companies Act.

Reclassify 897,751.8 euros from the balance of the legal reserve account at 31 December 2023 to the voluntary reserves account once the capital decrease is effective.

**Procedure for the capital decrease, the reserves from which this will be charged, and the implementation period.**

The capital decrease will be implemented as soon as possible after the settlement of the dividend payment proposed to this General Meeting under item 1.5 of the Agenda.

By means of the decrease, only 4,488,759 own shares that the Company has acquired under the Programme, representing approximately 1.36% of the Company's share capital, will be redeemed, thus excluding the shares acquired and intended to cover the delivery plans for the group's executive directors, managers and employees, i.e. 450,000 shares, representing approximately 0.14% of the Company's capital.

The capital decrease will not entail the refund of contributions to the shareholders since the Company is the owner of the shares to be redeemed. The capital decrease will be charged to unrestricted reserves by allocating a reserve for redeemed capital for an amount equal to the par value of the redeemed shares, which may only be drawn down under the same conditions as those required for the capital decrease, in accordance with article 335 c) of the Spanish Companies Act.

Consequently, in accordance with the aforementioned provision, the Company's creditors will not be entitled to the right of opposition referred to in article 334 of the Spanish Companies Act in relation to the capital decrease.

Once the capital decrease resolution is implemented, article 5 of the Articles of Association will be amended as regards the amount of share capital, which will be worded as follows:

**Article 5. Share capital**

*The share capital is set at THREE HUNDRED AND TWENTY-FOUR MILLION SEVEN HUNDRED AND SIXTY-ONE THOUSAND EIGHT HUNDRED AND THIRTY EUROS (€324,761,830), fully subscribed and paid up, divided into and represented by 324,761,830 indivisible shares, each with a par value of ONE EURO (€1), belonging to a single class and series, which grant their holders the same rights.*

**B)** Delegate to the Board of Directors, with express power of sub-delegation or substitution, the necessary powers so that, following payment of the dividend proposed to this General Meeting under item 1.5 of the Agenda, it can proceed with the execution of this resolution, being able to determine the points that have not been expressly established in this resolution or that are a consequence of it, and adopt the resolutions, carry out the actions and execute the public or private documents that are necessary or appropriate for the most complete execution of this resolution, in particular, and, as an example, the following powers are delegated to the Board of Directors:

**(i)** Declare the capital decrease agreed in this resolution completed and implemented and establish any other circumstances required to carry it into effect, all in accordance with the aforementioned conditions.

**(ii)** Carry out the necessary formalities and actions and submit the necessary documents to the competent bodies so that, once the Company's shares have been redeemed and the deed corresponding to the capital decrease has been executed and registered at the Commercial Registry, the redeemed shares are delisted from the Spanish Stock Exchanges, through the Electronic Market, and the corresponding accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S. A. (Sociedad Unipersonal) (IBERCLEAR) are cancelled.

**(iii)** Publish the legally required announcements and make the appropriate requests and communications and take such actions as may be necessary or advisable to execute and formalise the capital decrease

before any public or private, Spanish or foreign, entities and bodies, including to declare, supplement or rectify defects or omissions that could prevent or hinder the full effectiveness of the foregoing resolutions.

(iv) Redraft the Articles of Association in force following the change in the amount of capital and the number of outstanding shares resulting from the capital decrease.

The Board of Directors is expressly authorised, in turn, to delegate the powers referred to in this resolution, in accordance with article 249 bis of the Spanish Companies Act.

### **THREE.- ADVISORY VOTE ON THE ANNUAL DIRECTOR REMUNERATION REPORT FOR 2023.**

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

In accordance with article 541.4 of the Spanish Companies Act, the Annual Director Remuneration Report for 2023, the full text of which has been available to shareholders since the preparation of the annual accounts for 2023 on 29 February 2024, the date on which it was approved by the Board of Directors and published as other relevant information by the Company, is submitted to an advisory vote.

#### **Proposed resolution:**

Approve the Annual Director Remuneration Report for 2023, on an advisory basis.

### **FOUR.- AUTHORISATION TO CONVENE, WHERE APPROPRIATE, EXTRAORDINARY GENERAL MEETINGS OF CORPORACIÓN ACCIONA ENERGÍAS RENOVABLES, S.A. WITHIN A MINIMUM NOTICE OF FIFTEEN DAYS, IN ACCORDANCE WITH ARTICLE 515 OF THE SPANISH COMPANIES ACT.**

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

Article 515 of the Spanish Companies Act makes it possible to reduce the term for convening extraordinary general meetings to a minimum of fifteen days' notice, provided that the Company allows all shareholders to vote via electronic means and this reduction is approved at the Annual General Meeting with the favourable vote of shareholders representing two thirds of the share capital subscribed with the right to vote.

The Board of Directors considers it reasonable to have the possibility to reduce the term for convening an extraordinary general meeting should it be necessary.

#### **Proposed resolution:**

Authorise the announcement of Extraordinary General Meetings of Corporación Acciona Energías Renovables, S.A. with a minimum of fifteen (15) days' notice, in accordance with article 515 of the Spanish Companies Act.

**FIVE.- DELEGATION OF POWERS TO THE BOARD OF DIRECTORS FOR THE IMPLEMENTATION, INTERPRETATION, AMENDMENT AND EXECUTION OF THE RESOLUTIONS AGREED BY THE GENERAL MEETING, AND REPLACE THE POWERS IT RECEIVES FROM THE GENERAL MEETING; AND THE RECORDING OF THIS DELEGATION AS A NOTARIAL INSTRUMENT, INTERPRETATION, AMENDMENT, SUPPLEMENT, IMPLEMENTATION AND REGISTRATION.**

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**Proposed resolution:**

Delegate to the Board of Directors of Corporación Acciona Energías Renovables, S.A. the broadest powers of implementation, interpretation, amendment and execution of the resolutions adopted by this General Meeting, with the express authorisation for the powers to be exercised by the Directors or the Secretary designated by the Board of Directors.

Thus, among other actions, such persons are empowered so that any of them, acting jointly and severally plus indistinctly, can remedy any defects in the formalisation of the resolutions adopted by the General Meeting in the sense indicated by the verbal or written observations from the Commercial Registry, notarise them and take such other steps as may be necessary for their execution.

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