PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS OF ACCIONA, S.A. TO THE 2026 ANNUAL GENERAL MEETING

1. ANNUAL ACCOUNTS AND AUDIT.

Justification and appropriateness of the proposed resolutions:

The purpose of these resolutions is to comply with articles 164, 272 and 273 of the Corporate Enterprises 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 ACCIONA, S.A. (the "**Company**") is the parent company are also submitted for approval, and the consolidated non-financial information statement and sustainability report which forms part of the consolidated directors' report. The consolidated non-financial information statement and sustainability report has been duly verified by an independent verification service provider.

Furthermore, with the auditor's one-year mandate having expired, it is proposed to re-elect it for the 2026 financial year, in accordance with article 264 of the Corporate Enterprises Act. Pursuant to article 529 quaterdecies of the Corporate Enterprises Act and article 40 bis of the Articles of Association, the Board of Directors submits the proposal of the Audit and Sustainability Committee to the General Meeting.

Finally, given that the maximum term of the contract (including any extensions) with the auditor is nearing its end and following the completion of the competitive selection process for a new auditor, the Board of Directors, based on a proposal from the Audit and Sustainability Committee—which led the selection process for the new auditor of ACCIONA, S.A. and its consolidated group—hereby proposes the appointment of KPMG Auditores, S.L. as the auditor for the financial years 2027, 2028, and 2029.

Proposed resolutions:

1.1 Examination and approval, if applicable, of the individual annual accounts of ACCIONA, S.A. and consolidated accounts of the group of which it is the parent company, corresponding to financial year 2025.

To approve the individual Annual Accounts (balance sheet, profit and loss account, statement of changes in net equity, cash flow statement and report) of ACCIONA, S.A. corresponding to the 2025 financial year, as drawn up by the Board of Directors.

Approve the consolidated annual accounts (balance sheet, profit and loss account, consolidated statement of income and expenditure, statement of changes in equity, cash flow statement and notes to the financial statements) of the group of companies of which ACCIONA S.A. is the parent company corresponding to the 2025 financial year, as drawn up by the Board of Directors.

1.2 Examination and approval, if applicable, of the individual management report of ACCIONA, S.A. and the consolidated report of the group of which is the parent company, corresponding to the financial year 2025.

Approve the directors' reports, both individual and consolidated, for financial year 2025, drawn up by the Board of Directors.

1.3 **Approval, if applicable, of the corporate management and actions carried out by the administrative body of ACCIONA, S.A. in the financial year 2025.**

To approve the management of the Board of Directors and of the Company's executives and attorneys during financial year 2025.

1.4 **Examination and approval, if applicable, of the consolidated non-financial information statement and sustainability report, contained in the consolidated directors' report, for financial year 2025.**

Approve the consolidated non-financial information statement and sustainability report which forms part of the consolidated directors' report of the group of companies of which ACCIONA, S.A. is the parent company, for financial year 2025, as drawn up by the Board of Directors. The consolidated non-financial information statement and sustainability report has been duly verified by an independent verification service provider.

1.5 **Application of the results of financial year 2025.**

To approve the allocation of the results of the 2025 financial year as follows:

	2025 (Euros)
Distribution basis:	
Profit of ACCIONA, S.A.	86,764,885.76
Distributable voluntary reserves	231,851,692.27
Distribution:	
To legal reserves	-
To statutory reserve	8,676,488.58
To capitalisation reserves	-
To voluntary reserves	-
To dividends	309,940,089.45
Total	**318,616,578.03**

The gross dividend of approximately **€5.65** 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 **9 July 2026**. 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, where appropriate, of KPMG Auditores, S.L. as auditors of ACCIONA, S.A. and its consolidated group for the financial year 2026.**

Re-elect KPMG Auditores, S.L. as auditor for ACCIONA, S.A. and its consolidated group for the review of its individual and consolidated annual accounts for financial year 2026. The Board of Directors is authorized, with express power of substitution, to enter into the corresponding service agreement, with the terms and conditions it deems appropriate, and may make any necessary modifications thereto in accordance with applicable legislation.

KPMG Auditores, S.L. with N.I.F. number B-78510153, is 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.

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.

1.7 Appointment, where appropriate, of KPMG Auditores, S.L. as auditors of ACCIONA, S.A. and its consolidated group for the financial years 2027, 2028 and 2029.

Appoint KPMG Auditores, S.L. as auditor of ACCIONA, S.A. and its consolidated group for the review of its individual and consolidated annual accounts for the fiscal years 2027, 2028 and 2029. The Board of Directors is authorized, with express power of substitution, to enter into the corresponding service agreement, with the terms and conditions it deems appropriate, and may make any necessary modifications thereto in accordance with applicable legislation.

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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.

2. RENEWAL OF THE BOARD OF DIRECTORS.

Justification and appropriateness of the proposed resolutions:

In accordance with article 529 decies of the Corporate Enterprises Act, the General Shareholders' Meeting is responsible for the appointment and re-election of the members of the Board of Directors.

In this regard, the re-election of Ms. María Salgado Madriñán and Ms. Teresa Sanjurjo González as independent directors is submitted to the General Meeting, upon the recommendation of the Appointments and Remuneration Committee. Upon the recommendation of the Board of Directors and following a favourable report from the Appointments and Remuneration Committee, the re-election of Mr. Jerónimo Marcos Gerard Rivero as "other external directors", is submitted to the General Meeting, in accordance with the Board of Directors' Regulations and the Board of Directors' Composition Policy, and after a detailed analysis of the skills matrix of the Board, the profiles of the Board members and the capabilities of each candidate.

Shareholders have been provided with the proposals from the Appointments and Remuneration Committee regarding the re-election of the independent directors, the favourable report from the Appointments and Remuneration Committee regarding the re-election of the director in the category of "other external director", and the Board of Directors' report justifying the proposals for the re-election of the directors, which assesses their competence, experience and merits.

Proposed resolutions:

2.1 Re-election, where appropriate, of Ms. María Salgado Madriñán as Independent Director.

2.2 Re-election, where appropriate, of Ms. Teresa Sanjurjo González as Independent Director.

Both appointments shall be for the term of office specified in the Articles of Association and at the proposal of the Appointments and Remuneration Committee.

2.3 Re-election, where appropriate, of Mr. Jerónimo Marcos Gerard Rivero as "Other External Director".

For the term of office specified in the Articles of Association and upon the recommendation of the Board of Directors, after receiving a report from the Appointments and Remuneration Committee.

The reports and information on the candidates proposed to the General Meeting are available to shareholders from the publication of the announcement of the call to the General Meeting on the Company's website, www.acciona.com

3. REMUNERATION ISSUES.

Justification and appropriateness of the proposed resolution:

Section 5.3 of the Directors' Remuneration Policy for the three-year period 2026-2028 stipulates that the maximum amount of gross annual remuneration payable to all directors (excluding executive directors) in their capacity as such is €1,700,000. This maximum amount was set by the Ordinary General Meeting of Shareholders held on 18 May 2017 and has remained unchanged in the successive remuneration policies approved by the General Meeting.

Section 5.3 of the current remuneration policy (regarding the maximum amount of remuneration payable to the Board of Directors for its corporate functions) provides for the possibility of updating this maximum amount during the policy's term of validity by resolution of the General Meeting of Shareholders.

Under item 3.1 of the agenda, it is proposed to the General Shareholders' Meeting that the maximum amount of the gross annual remuneration payable to all directors (excluding executive directors) in their capacity as such be increased to €2,200,000 in order, on the one hand, to be able to accommodate future appointments of new directors who will strengthen the composition, diversity and expertise of the Board of Directors when business needs or best corporate governance practices so require; and, secondly, to ensure that the Board of Directors has the flexibility to review and update, where appropriate, at the proposal of the Appointments and Remuneration Committee, the individual remuneration received by directors, subject to the aforementioned maximum annual amount.

In line with the above and in accordance with the provisions of Article 529-novodecies of the Spanish Companies Act, it is proposed to amend section 5.3 of the Directors' Remuneration Policy for the financial years 2026, 2027 and 2028 so that it reflects the proposed new maximum annual gross remuneration.

The rationale for the increase and the consequent amendment to the remuneration policy currently in force is explained in greater detail in the specific report drawn up by the Appointments and Remuneration Committee, which has been made available to shareholders on the occasion of the convening of this General Meeting together with the Board of Directors' reasoned proposal.

Likewise, the consolidated text of the Directors' Remuneration Policy 2026-2028 has been made available to shareholders, incorporating the amendment to section 5.3 proposed to the General Meeting. Section 5.4 of the aforementioned consolidated text also includes the updated table of individual remuneration amounts for directors, whose review has been approved by the Board of Directors, at the proposal of the Appointments and Remuneration Committee, without exceeding the maximum annual amount in force at that time (€1,700,000) under its powers in accordance with that policy.

The Directors' Remuneration Policy 2026–2028 shall remain in force during the financial years 2026, 2027 and 2028 in all respects not expressly amended by this General Meeting and, within the scope of its powers, by the Board of Directors, upon proposal by the Appointments and Remuneration Committee.

Under point 3.2 and in application of article 541.4 of the Capital Companies Act, the Annual Report on Directors' Remuneration for the financial year 2025 is submitted to a consultative vote, the full text of which has been available to shareholders since 26 February 2026, date on which the Board of Directors prepared the annual accounts for the financial year 2025 and approved the Annual Report on Directors' Remuneration, which was published by the Company as 'Other Relevant Information'.

Proposed resolutions:

3.1 Approval, where appropriate, of an increase in the maximum amount of annual remuneration payable to all directors (excluding executive directors) in their capacity as such, and the consequent amendment of the 2026-2028 Directors' Remuneration Policy currently in force.

To increase the maximum amount of the annual gross remuneration payable to all directors (with the exception of executive directors) in their capacity as such, setting it at 2,200,000 euros with effect from its approval by this General Shareholders' Meeting and, in accordance with the provisions of Article 529-novodecies of the Companies Act, to amend accordingly section 5.3 (relating to the maximum amount of remuneration payable to the Board of Directors for its corporate functions) of the Directors' Remuneration Policy of ACCIONA, S.A. for the financial years 2026, 2027 and 2028, the consolidated text of which, including the proposed amendment to section 5.3, has been made available to shareholders since the date of the notice convening this General Meeting, together with the Board of Directors' reasoned proposal and the mandatory report of the Appointments and Remuneration Committee.

It is hereby stated that the Directors' Remuneration Policy of ACCIONA, S.A. for the financial years 2026, 2027 and 2028, approved by the Ordinary General Meeting of Shareholders on 26 June 2025, shall remain in force during the financial years 2026, 2027 and 2028 in all respects not expressly amended by this General Meeting and, within the scope of its powers, by the Board of Directors, upon the proposal of the Appointments and Remuneration Committee.

3.2 Advisory vote on the Annual Directors' Remuneration Report for 2025.

Approve the Annual Directors' Remuneration Report for 2025, on an advisory basis.

4. AUTHORISATIONS IN FAVOUR OF THE BOARD OF DIRECTORS.

Justification and appropriateness of the proposed resolution:

First, under item 4.1 of the agenda, it is proposed to renew the delegation granted to the Board of Directors for the derivative acquisition of treasury shares by ACCIONA, S.A. or through its group companies, and for the sale of such shares, as well as for allocating all or part of the shares already acquired or to be acquired by virtue of this authorization to the implementation of compensation plans for employees and managers of the ACCIONA, S.A. group, including the directors of ACCIONA, S.A.

Article 146 of the Spanish Companies Act requires that any derivative acquisition of treasury shares, as well as the terms and conditions under which it is to be carried out, be previously authorized by the General Meeting. In anticipation that, in the interest of the Company, the acquisition of treasury shares may be necessary or advisable, the authorization of these transactions is proposed to the General Meeting under the terms and for the period indicated in the proposed resolution. The proposed resolution replaces the current one, as the five-year period for which the authorisation was granted is about to expire.

Furthermore, regarding item 4.2 on the Agenda, article 515 of the Corporate Enterprises 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 in an Ordinary General Meeting with the favourable vote of shareholders representing, at least, two thirds of the share capital subscribed with voting rights.

As of today it is not expected that an Extraordinary General Meeting will have to be convened with a reduced notice, but the Board of Directors considers it reasonable to reserve this possibility should it be required.

Proposed resolutions:

4.1 Authorisation to the Board of Directors, where appropriate, for the derivative acquisition of own shares by ACCIONA, S.A. or by companies in its group, and for the disposal thereof, replacing the authorisation granted for this purpose by the 2021 Annual General Meeting, as well as to use some or all of the shares already acquired or acquired by virtue of this authorisation for the execution of remuneration plans for employees and executives of the ACCIONA group, including the directors of ACCIONA, S.A.

To authorise the derivative acquisition of shares of ACCIONA, S.A., by the company itself or by companies in its group, directly or indirectly by means of the acquisition of capital in companies that hold shares in ACCIONA, S.A., respecting the legal limits and requirements and the conditions set out below:

a) Form: sale and purchase, swap, loan or dation in payment.
b) Maximum number of shares to be acquired, together with those already held by ACCIONA, S.A. and its subsidiaries: up to 10% of the subscribed capital.
c) Maximum and minimum prices: the closing price of the previous trading session, with a 15% upward margin as the maximum price and the nominal value as the minimum price.
d) Duration of the authorisation: five (5) years as of the date of this resolution.

To authorise the Board of Directors to carry out the derivative acquisition of shares of ACCIONA, S.A. in the terms established and to use all or part of the own shares already acquired and those acquired by virtue of the previous authorisation, for the execution of remuneration systems that consist of or are directed at the delivery of ACCIONA, S.A. shares or share options to employees, executives and directors pursuant to the terms of section 1.a) of article 146 of the Restated Text of the Spanish Companies Act.

Power of sub-delegation: the powers granted in this resolution may be subdelegated to the Chairperson or the Vice-Chairperson of the Board of Directors, or the Executive Committee, if constituted, and, in any event, can be exercised by those persons designed in the Company's Internal Code of Conduct on the Securities Markets at any given time.

4.2 Authorisation to convene, where appropriate, Extraordinary General Meetings of ACCIONA, S.A. within a minimum notice of fifteen days, in accordance with article 515 of the Spanish Companies Act.

To authorise the announcement of Extraordinary General Meetings of Acciona, S.A. with a minimum of fifteen (15) days' notice, pursuant to article 515 of the Spanish Corporate Enterprises Act.

5. DELEGATION OF POWERS TO THE BOARD OF DIRECTORS FOR THE IMPLEMENTATION, INTERPRETATION, AMENDMENT AND EXECUTION OF THE RESOLUTIONS AGREED BY THE GENERAL MEETING, AND TO REPLACE THE POWERS IT RECEIVES FROM THE GENERAL MEETING; AND THEIR CONVERSION INTO A PUBLIC INSTRUMENT, INTERPRETATION, AMENDMENT, SUPPLEMENTATION, IMPLEMENTATION AND REGISTRATION.

Proposed resolution:

To delegate to the Board of Directors 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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