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Regulations of the Compliance Unit of Iberdrola España, S.A.U.

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TÍTULO I. NATURE AND PURPOSE

Artículo 1. Nature and purpose

1. The Compliance Unit (the “**Unit**”) of IBERDROLA ESPAÑA, S.A.U. (the “**Company**”) is an internal and permanent collegiate body, configured in accordance with the highest standards of independence and transparency and linked to the Audit and Compliance Committee.
2. The Unit is the body of the Company responsible for proactively and autonomously ensuring the implementation and effectiveness of the Company’s compliance system (the “**Compliance System**”), configured in accordance with the provisions of its Governance and Sustainability System, for which it has broad powers, budgetary autonomy and independence of action, all without prejudice to the responsibilities of other bodies and departments of the Company.
3. The Compliance System comprises all the rules, formal procedures and material actions – including the Company’s crime prevention program and its internal information and whistleblower protection system (described in Title VII below, the “**Internal Information System**”)– which are intended to ensure that the Company acts in accordance with ethical principles, the law and internal regulations, in particular the Governance and Sustainability System, to contribute to the full realization of the Iberdrola Group’s Purpose and Values and the social interest and to the achievement of the Iberdrola Group’s ethical and basic principles of governance and sustainability, as well as to prevent, manage and mitigate the risk of regulatory and ethical breaches, that may be committed by its directors, professionals or suppliers within the organization.
4. The Unit shall be governed by the provisions of these Compliance Unit Regulations (the “**Regulations**”) and other rules that form part of the Company’s governance and sustainability system, as well as any other applicable internal regulations.
5. The establishment of the Unit shall be understood without prejudice to the existence within IBERDROLA, S.A. and its subsidiaries (the “**Subsidiaries**”) of their own compliance unit or compliance function – responsible, in particular, for proactively and autonomously ensuring for the implementation and effectiveness of the compliance system of their respective company, which includes, among other rules and procedures, their own program for the prevention of crime.
6. For the purposes of these Regulations, “Group” shall be understood to mean the Company and the companies comprising it, whose parent company is, within the meaning established by law, IBERDROLA, S.A.

TÍTULO II. COMPOSITION

Artículo 2. The composition and positions

1. The Unit shall be chaired by a professional from outside the Group companies, who shall be a recognized expert in compliance matters. In addition, the Company’s Compliance Director (the “**Compliance Director**”) and professionals from areas or functions related to compliance risk management shall be members of the Unit.
2. The members of the Unit shall be appointed for an indefinite period by the Board of Directors at the proposal of the Audit and Compliance Committee (on its own initiative or at the proposal of the Unit).
3. In order to prepare its proposal, the Unit shall consult with the Company’s Legal Services department and, within that department, with the professionals who, at any given time, are identified by their respective managers as being the most suitable for performing the Unit’s functions; it shall then submit its conclusions on the most suitable profile to the Audit and Compliance Committee.
4. In accordance with the provisions of the Governance and Sustainability System, in particular with regard to the decentralization of effective business management and the corresponding individualization and separation of responsibilities that this entails for each of the Group companies, persons who are members of the Compliance Unit of IBERDROLA, S.A., or directors of the Company, may not form part of the Unit.
5. The members of the Unit shall act independently in the performance of their duties, shall have multidisciplinary profiles and shall have the knowledge, skills and experience appropriate to the responsibilities assigned to them.

Artículo 3. The chair

The chair of the Unit shall have the following powers:

- a. to convene and chair the Unit's meetings, setting the agenda for the meetings and directing the discussions and deliberations.
- b. ensuring, with the assistance of the secretary, that members receive sufficient information on the items on the agenda in advance.
- c. encourage debate and active participation by the members of the Unit during the sessions, safeguarding their freedom to take a position.
- d. promote the work of the Compliance Director and ensure that he or she has the necessary material and human resources at his or her disposal.
- e. invite to the sessions all those who can contribute to improving the information available to the members of the Unit in the deliberate part of the meetings.
- f. Promote access by Unit members to training materials and sessions that enable them to continuously update their knowledge.
- g. Any other functions provided for in these Regulations and in the Governance and Sustainability System.

Artículo 4. The Compliance Director

1. The Compliance Director shall manage the operation of the Unit and its budget, shall be responsible for carrying out the actions and adopting whatever measures are appropriate or necessary to develop and execute the Annual Activity Plan, and shall ensure that the Unit proactively and autonomously fulfils its functions, regularly reporting on the implementation of the aforementioned actions. He or she shall also perform the other functions assigned to him or her in the regulations, and in particular, in the Governance and Sustainability System.
2. He or she is responsible, by delegation from the Unit, for managing the Company's internal information system.

Artículo 5. The secretary

1. The secretary (non-voting) of the Unit shall be a legal professional.
2. The main functions of the secretary of the Unit shall be: (i) to take the minutes of the Unit's meetings; (ii) to certify its agreements and decisions; (iii) to ensure the formal and material legality of its actions and their regularity in accordance with internal regulations and, in particular, the Governance and Sustainability System; and (iv) generally channeling the Unit's relations with its members in all matters relating to its operation, in accordance with the instructions of its chairperson and under the supervision of the latter, and providing the necessary support for the proper functioning of the Unit and the conduct of its meetings.

TÍTULO III. POWERS AND COORDINATION IN THE COMPLIANCE AREA

Artículo 6. Competences related to the Ethical and Basic Principles of Governance and Sustainability and the Code of Conduct for Directors, Professionals and Suppliers

1. In relation to the ethical principles set out in the Iberdrola Group's Ethical and Basic Principles of Governance and Sustainability (the "**Ethical Principles**") and the Code of Conduct for Directors, Professionals and Suppliers (the "**Code of Conduct**") (excluding Section B, relating to directors) in those companies where applicable, the Unit shall have the following main responsibilities:
 - a. Ensuring and coordinating the application of the Ethical Principles and the Code of Conduct in the Company and in those of its Subsidiaries where applicable.
 - b. Interpret the Code of Conduct in a binding manner and resolve any queries or doubts raised in relation to its content, application or compliance.
 - c. Promote the approval of the rules necessary for the development of the Code of Conduct and for the prevention of its infringements, in collaboration with the various corporate departments of the Company.



- d. Approve procedures and protocols for action to ensure compliance with the Code of Conduct, as well as adopt and incorporate into its internal regulations the procedures and protocols for action approved by the Compliance Unit of IBERDROLA, S.A. in order to ensure uniform compliance in matters with Group-wide implications. These rules must, in all cases, be in accordance with the provisions of the Company's Governance and Sustainability System ().
 - e. Promote the dissemination of the content of the Ethical Principles and the Code of Conduct and encourage awareness and compliance among its professionals, members of its supply chain and other stakeholders.
2. The Unit shall ensure that the codes of conduct approved by other Subsidiaries under their corporate autonomy establish guidelines for conduct similar to those set out in the Code of Conduct.
 3. To promote the dissemination of the Code of Conduct among the Company's professionals, the Unit will include it in its annual training and internal communication plan.
 - a. Training initiatives will be forwarded to the department responsible for human resources for coordination, where appropriate, in accordance with the provisions of the general training activities plan.
 - b. Internal communication initiatives shall be forwarded to the management responsible for this function for implementation, where appropriate, in accordance with the provisions of the corresponding communication plan.
 4. In order to disseminate the content of the Code of Conduct among suppliers and other members of the Company's supply chain, the Unit shall have the support of the management responsible for the purchasing function.
 5. Proposals for the external dissemination of the Code of Conduct among the Company's other stakeholders shall be forwarded by the Unit to the management responsible for the communication function in the Company for assessment and inclusion, where appropriate, in the communication plan with a focus on the Subsidiary Companies, in accordance with the general priorities and objectives established in each case.
 6. The Unit shall ensure that the compliance functions of the Subsidiaries disseminate the content of the Code of Conduct or their code of conduct in their respective areas of activity.

Artículo 7. Competences in relation to the effectiveness of the compliance system and related to the internal information and whistleblower protection system

1. The Unit shall be responsible for:
 - a. establishing the basic elements of the structure and functioning of the Company's Compliance System, evaluating its effectiveness on an annual basis, as well as the overall effectiveness of the compliance systems of the Company and the Subsidiary Companies, in the latter case for the purposes of preparing the report provided for in section 3 of article 11;
 - b. inform the Audit and Compliance Committee of relevant matters relating to the effectiveness of the Compliance System; and
 - c. proactively monitor the application and effectiveness of the Compliance Policy and the internal information and whistleblower protection system, and the dissemination of its contents among its recipients.
2. The body responsible for managing the Company's Internal Reporting System shall be the Unit, without prejudice to the delegation of such management to the Compliance Director.

In this regard, the Unit shall be responsible for receiving complaints or information submitted through the Internal Reporting System in accordance with the provisions of Title VII of these Regulations, processing the corresponding investigation files and issuing the corresponding resolutions in relation to the files processed.

3. The Unit shall ensure the application of the protection measures provided for in the Company's Compliance System, the Compliance Policy and the Internal Information and Whistleblower Protection System for persons who submit complaints or information through the Internal Information System and for people affected by these.
4. The Unit also has the necessary tools to ensure the recording and registration of all actions and activities carried out by the Compliance function to promote the effectiveness of the Compliance System.

Artículo 8. Competences in the prevention of crime

1. The Unit shall be responsible for drafting, approving, adopting, keeping permanently updated and ensuring the application of the action and supervision protocols it deems necessary or appropriate for the prevention and detection of the risk of criminal offences and, in general, irregularities and illegal acts or acts contrary to the law or the governance and sustainability system that relate to or affect the Company's activities and that form part of its program for the prevention of crime.
2. The Unit shall also be responsible for:
 - a. evaluate, at least once a year, the compliance with and effectiveness of the Company's crime prevention program and assess the advisability of modifying and periodically updating it whenever circumstances so require;
 - b. promote a preventive culture based on the principle of "**zero tolerance**" towards irregular actions and acts that are illegal or contrary to the law or the Governance and Sustainability System and on the application of ethical principles and responsible behavior that must govern the actions of the members of the administrative bodies and professionals of the Company and its Subsidiaries, regardless of their hierarchical level, geographical location or functional dependence, as well as that of the suppliers of all of them;
 - c. disseminate the content of the Anti-Corruption and Fraud Policy and supervise the application of specific procedures to prevent any action that could be considered an act of corruption; and
 - d. promote the preparation and implementation of appropriate training programs for the Company's and Subsidiary Companies' professionals in the prevention of crime and the fight against corruption and fraud, with sufficient frequency to ensure that their knowledge in this area is kept up to date.

Artículo 9. Competences in the area of separation of activities

1. The Unit shall ensure effective compliance with the applicable regulations on the separation of regulated activities.
2. The Unit is also responsible for performing the functions assigned to it by the Code of Separation of Activities of Iberdrola Spain Group companies with regulated activities and, in particular, for supervising and evaluating compliance with the obligations established therein and preparing the annual report, in accordance with the provisions of said code, which shall be submitted to the Audit and Compliance Committee for its opinion and for the latter to forward it to the Board of Directors for its information.

The Unit shall send a copy of this report to the Compliance Unit of IBERDROLA, S.A.

Artículo 10. Other powers

The Unit shall be directly responsible for any other powers, whether specific or permanent, that may be assigned to it by the Audit and Compliance Committee or the Board of Directors or that may be attributed to it by applicable legislation and the Company's internal regulations, in particular the Governance and Sustainability System.

Artículo 11. Coordination in compliance matters

1. In accordance with the Compliance Policy, within the scope of action of IBERDROLA, S.A. and its Subsidiaries, the Unit will act in coordination with the Compliance Unit of IBERDROLA, S.A. and establish the appropriate framework for coordination, collaboration and information sharing with the respective Compliance Units and those responsible for compliance at the Subsidiaries, in order to promote the highest ethical standards in compliance matters, including but not limited to matters related to investigation procedures, the analysis and assessment of criminal risks, the measures and controls implemented to mitigate them, internal compliance regulations and the promotion of training plans.
2. In this regard, this framework for coordination, collaboration and information will be developed in accordance with an internal protocol approved by the Unit, in accordance with the provisions of the Compliance Unit of IBERDROLA, S.A., which will provide for appropriate mechanisms to:
 - a. promote the exchange of knowledge and best practices and maximize the generation of synergies and their use between the compliance systems of the aforementioned companies;



- b. propose improvements and initiatives for the optimization and responsible use of the economic and human resources allocated to the compliance function in the Company and its Subsidiaries;
 - c. ensure that the annual activity plans and training and communication actions submitted for consideration and approval by the governing bodies of the Company and its Subsidiaries are aligned with the basic principles of the structure and functioning of the compliance systems of the Group companies;
 - d. collaborate in the preparation of public information on compliance matters that, within their scope of action, are disclosed by the Company and its Subsidiaries; and
 - e. promote the approval of general rules that encourage the Company and its Subsidiaries to have uniform, robust, comprehensive and effective compliance systems in place, adapted to the specific characteristics of each country or territory and the different businesses.
3. The Unit shall issue annually: (i) a report evaluating the effectiveness of the Company's Compliance System; and (ii) with the collaboration of the units and compliance officers of the Subsidiaries, a report evaluating the effectiveness of the compliance systems of the Company and its Subsidiaries, where applicable. These reports shall be submitted, after assessment by the Company's Legal Services department regarding their suitability for the governance and sustainability system, to the Audit and Compliance Committee for its opinion and forwarding to the Board of Directors.

Subsequently, the Unit may publish the information contained in these reports in a transparent and clear manner, as a mechanism for demonstrating the effectiveness of its compliance system, its compliance culture and its own social commitment to the public interest.

TÍTULO IV. OPERATION

Artículo 12. Meetings

The Unit shall meet as often as necessary to exercise its powers and shall set the annual calendar of ordinary meetings before the start of each financial year or at the first meeting of the financial year.

Artículo 13. Convocation

1. The secretary of the Unit shall convene its meetings, on the orders of its chair, at least three days in advance, except in the case of urgent sessions.
2. The notice shall be sent via a specific computer application, to which all members of the Unit shall have access, in order to facilitate the performance of their duties and their powers of information, and shall include, unless there is a justified reason not to do so, the agenda for the meeting and shall be accompanied, where appropriate, by any information deemed necessary. Failing this, the notice shall be sent to the email address provided by the members of the Unit at the time of accepting their position or at a later date, and they must notify the secretary of the Unit of any change in that address.
3. Prior notice of Unit meetings shall not be necessary when all members are present and unanimously agree to hold the meeting and approve the items on the agenda.

Artículo 14. Venue

1. The Unit's meetings shall be held at the place indicated in the notice of meeting or, failing that, at the Company's registered office.
2. The Unit's meetings may be held in several interconnected locations or remotely using remote communication systems that allow for the recognition and identification of attendees, constant communication between them, as well as participation and voting, all in real time (including videoconferencing or telepresence systems or any other similar systems). Members of the Unit attending any of the interconnected locations shall be considered for all purposes as attending the same and only session of the Unit, and the session shall be deemed to have been held at the registered office.

Artículo 15. Constitution

1. The Unit shall be validly constituted when more than half of its members are present or represented.

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2. The meetings of the Unit shall be chaired by the chair of the Unit. In the event of vacancy, illness, incapacity or absence of the chair of the Unit, the most senior member of the Unit shall act as chair and, in the event of equal seniority, the oldest member shall act as chair.
 3. The secretary of the Unit shall act as secretary of the meeting. In the event of vacancy, illness, incapacity or absence of the secretary of the Unit, the person designated for that purpose by the chair of the meeting shall act as secretary.
 4. Members of the Unit may delegate their representation to another member by means of a communication, sent by any means that provides proof of receipt, addressed to the chairperson or secretary of the Unit, which includes the terms of the delegation and provides precise instructions for each of the matters on which the representative is to vote. Under no circumstances may they delegate their representation in relation to matters that concern them personally or in which they find themselves in any situation of conflict of interest.

Artículo 16. Agreements

1. The agreements of the Unit shall be adopted by a majority vote of the members present or represented at the meeting. In the event of a tie, the president of the Unit shall have the casting vote.
2. Resolutions shall be recorded in minutes signed by the chair of the Unit and its secretary or their deputies. They must be approved at the same meeting or at the immediately following meeting and shall be recorded in a book of minutes of the Unit, which shall be kept by its secretary.
3. Voting by the Unit may be carried out in writing and without a meeting, provided that no member objects. In this case, the members of the Unit may send their votes and any comments they wish to have recorded in the minutes to the secretary. The resolutions adopted by this procedure shall be recorded in the minutes.

Artículo 17. Conflicts of interest es

1. Members of the Unit involved in a potential conflict of interest must report this to the Unit itself, which shall also be competent to resolve any doubts or conflicts that may arise in this regard.
2. A conflict of interest shall be deemed to exist in situations where the interests of a member of the Unit conflict, directly or indirectly, with the interests of the Company and with their duties as a member of the Unit.
3. A conflict of interest shall exist when a matter dealt with by the Unit affects the Unit member or a natural or legal person connected to them.
4. When a member of the Unit finds themselves in a conflict of interest situation, they must refrain from participating in the matter in question and leave the meeting until the decision is made, being counted as absent from the number of members of the Unit for the purposes of calculating the quorum and majorities at the corresponding meeting and in relation to the matter in question.

Artículo 18. te attendance of guests

1. The chair may invite people who can contribute to improving the information available to members, in the deliberation and adoption of decisions, to attend the meetings of the Unit, although guests shall not be present during the decision-making part of the meetings. The secretary shall record the arrivals and departures of guests at each session in the minutes.
2. Requests for attendance by members of the Company's Board of Directors shall be channeled through its secretary.

TÍTULO V. RESOURCES, BUDGET AND ANNUAL ACTIVITY PLAN

Artículo 19. Material and human resources

1. The Unit shall enjoy the necessary autonomy and capacity for initiative and control and shall have the material and human resources necessary to perform its functions.
2. The Unit's staff shall have the knowledge, skills and experience appropriate to the duties assigned to them.



Artículo 20. Budget

1. Before the start of each financial year, the Unit, at the proposal of the Compliance Director, shall submit to the Audit and Compliance Committee the draft budget for the performance of its activities during the following financial year.
2. Once validated by the Audit and Compliance Committee, the draft budget shall be submitted to the Board of Directors for final approval.
3. If the Unit requires an extraordinary budget, it shall, at the proposal of the Compliance Director, submit it to the Audit and Compliance Committee with justification for the extraordinary activities to be carried out, for validation, which shall in turn submit it to the Board of Directors for final approval.

Artículo 21. Annual plan of activities and performance of the Unit

1. Before the start of each financial year, the Unit, at the proposal of the Compliance Director, shall submit to the Audit and Compliance Committee, for approval, an annual plan of activities for the following financial year, indicating the material and human resources necessary for the performance of its functions.
2. The Audit and Compliance Committee shall issue its opinion on the fulfilment of the annual activity plan and the performance of the Unit on an annual basis and shall submit it to the Board of Directors.

TÍTULO VI. INFORMATION AND ADVICE AND DUTIES OF ITS MEMBERS

Artículo 22. Information and advice

1. Provided that applicable legislation permits, the Unit shall have access to the information, documents, offices, administrators and professionals of the Company, including the minutes of the administrative, supervisory and control bodies, that are necessary for the proper performance of its functions.

In addition, the members of the Board of Directors and the Company's professionals must provide the Unit with the cooperation required for the proper performance of its functions.

Requests addressed to directors or relating to the minutes of the Company's administrative body or the Audit and Compliance Committee shall be channeled through the secretary of the Board of Directors.

2. In order to improve the knowledge of the members of the Unit, each meeting may include a specific section for the presentation of issues of importance to the Company.
3. Likewise, whenever it deems it appropriate for the proper performance of its duties, the Unit may seek the cooperation of professionals from Group companies, as well as the advice of external professionals.
4. As far as possible, and provided that this does not affect the effectiveness of its work, the Unit shall endeavor to act transparently, informing the directors and professionals concerned, where possible and appropriate, of the purpose and scope of its actions.

Artículo 23. Duties of the members of the Unit

1. The members of the Unit shall act independently of the rest of the organization and shall carry out their work with the utmost diligence and professional competence.
2. The members of the Unit shall be obliged, in particular, to (i) attend and adequately prepare for the Unit's meetings, diligently informing themselves about the matters to be discussed at those meetings, and (ii) actively participate in the deliberations so that their judgement contributes effectively to decision-making.
3. The members of the Unit shall keep their deliberations and agreements confidential and, in general, shall refrain from disclosing any communications, information, complaints, data, reports or background information to which they have access in the exercise of their duties, as well as from using them for their own benefit or that of third parties, without prejudice to the transparency and information obligations provided for in the Company's Governance and Sustainability System and in the applicable legislation. The obligation of confidentiality of the members of the Unit shall remain in force even after they have left office.

TÍTULO VII. INFORMATION MANAGEMENT PROCEDURE

Artículo 24. Internal information system

1. The Company has implemented an internal information system in accordance with applicable regulations. Without prejudice to the provisions of these Regulations, the principles governing the internal information system are set out in the Iberdrola Group's Ethical and Basic Principles of Governance and Sustainability, the Code of Conduct, the Compliance Policy and the Internal Information and Whistleblower Protection System.
2. The Unit will investigate any conduct that may involve the commission of any irregularity or any act that is unlawful or contrary to the law or the Governance and Sustainability System, including, in particular, any conduct that could constitute a crime, a serious or very serious administrative offence, or a violation of European Union law, with implications for the Company, its contractual relationship with its suppliers, or the interests and image of the Company.
3. The Unit may initiate an investigation when it becomes aware of facts or circumstances that may constitute an irregularity or an act as indicated in the previous section, either ex officio or by virtue of a complaint or information received through internal information channels (as defined in the following section) or by any other means.
4. The internal information channels set up by the Company (the "**Internal Information Channels**"), which form part of its Internal Information System, allow its administrators, individuals, members of the supply chain and other third parties determined by law, to report any of the conduct referred to in section 2 above, and to process, any complaints or information received in relation to such conduct, all of which is without prejudice to the possibility of directing complaints or information to the Independent Whistleblower Protection Authority (A.A.I.) or to any other competent institution, body or organization.

The internal information system integrates all the internal information channels enabled by the Company for the communication of complaints or information related to the aforementioned conduct by the aforementioned persons.

5. The principles, rules of conduct and guarantees established in this Title VII apply to investigation files processed by the Unit, regardless of how they were initiated.

Artículo 25. Management of complaints or information

1. The management of complaints or information submitted via through the internal information channels is the responsibility of the Unit, without prejudice to the delegation of this function to the Compliance Director in accordance with the provisions of the applicable regulations.
2. In order to perform this function, the Unit and the Compliance Director must comply with the provisions set out in these Regulations, in the Iberdrola Group's Ethical and Basic Principles of Governance and Sustainability, in the Code of Conduct, in the Compliance Policy and in the Internal Information and Whistleblower Protection System.
3. When handling complaints or information received through the internal reporting channels, the confidentiality of the identity of the whistleblower and any third party mentioned in the complaint or information must be guaranteed, as must the confidentiality of the actions taken in the management and processing of these complaints or information, and the protection of personal data, preventing access to the content of the investigation by unauthorized personnel.
4. The Unit shall also manage and respond to all queries submitted through the internal information system within the scope of its powers.

Artículo 26. Submission of complaints or information

1. Administrators, individuals, members of the Company's supply chain and other third parties determined by law may report, even anonymously, any of the conduct referred to in section 2 of article 24: (a) in writing, using the corresponding form located on the Company's corporate website; and (b) by any other means established by the Company, which may include the telephone number.

At the request of the whistleblower, the report or information may also be submitted at a face-to-face meeting with professionals from the Compliance Department, which shall be held within a maximum period of seven days from the request.

2. In any case, those who submit a complaint or information through internal reporting channels will be informed, in a clear and accessible manner, of the existence of external reporting channels to the competent authorities and, where appropriate, to the institutions, bodies or agencies of the European Union.
3. Verbal communications, including those made in a face-to-face meeting, by telephone or via a voice messaging system, must be documented in one of the following ways:
 - a. by recording the conversation in a secure, durable and accessible format; or
 - b. by means of a complete and accurate transcript of the conversation made by the staff responsible for handling it.

Without prejudice to their rights under personal data protection regulations, the whistleblower shall be given the opportunity to check, correct and accept the transcript of the conversation by signing it.

4. When the complaint or information is received by the Unit by means other than those established, the confidentiality of the complaint or information received will also be guaranteed.

Artículo 27. Admission of complaints or information for processing

1. Once a complaint or information has been received, the Unit shall send the informant an acknowledgement of receipt within seven calendar days of receipt, unless this could jeopardize the confidentiality of the complaint or information or the informant has not identified themselves or has waived their right to receive information about their communication, and shall determine whether or not to proceed with it.
2. The fact that the informant does not reveal their identity shall not prevent the Unit from processing the complaint or information if it is reasonably credible.
3. If the matter affects a Group company that has its own compliance body or function, or any professional thereof, the Unit shall forward the report or information to that body (or to the person responsible for the compliance function) so that it may proceed autonomously and independently with its assessment and processing in accordance with its own rules, which shall be consistent with the principles established in the Compliance Policy, in the Internal Information and Whistleblower Protection System and in these Regulations, and with those applicable by the Unit.

If the matter affects more than one company in the Group, or people from different companies in the Group, the appropriate coordination measures shall be taken by the relevant units, bodies and compliance functions to ensure that the complaint or information is processed in the most efficient manner.

4. The Unit will not process any complaint or information in which, in a clear manner, the action that is the subject of the complaint or information lacks foundation or credibility or is not likely to constitute an act of those provided for in section 2 of article 24.
5. The decision not to admit the complaint or information for processing must be justified, sufficiently documented and notified to the informant within five working days of the decision being taken, unless the informant has not identified themselves or has waived their right to receive information on the outcome of their communication.
6. For the purposes of determining whether to admit a complaint or report for processing, the Unit may require the informant, if they have identified themselves and have not waived their right to receive information, to clarify or complete it by providing the necessary documentation or data to prove the existence of an act or conduct as indicated in section 2 of article 24.
7. The Unit shall inform the Audit and Compliance Committee of any complaints or information that could have a material impact on the Company's financial statements or internal control and shall provide it with any documentation it requests in relation to the processing of the files.

Artículo 28. Processing of the file

1. Once a complaint or report that falls within the Unit's jurisdiction has been accepted for processing, the Unit shall appoint an investigator to carry out the investigation and process the file and may entrust this task to an external investigator.

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2. If the complaint or report is directed against a member of the Unit, that member may not participate in its processing.
 3. If the complaint or report affects a member of the Board of Directors, the president of the Unit shall inform the secretary of that body so that he or she may assist in the processing of the file. In such cases, the investigator appointed by the Unit, as a guarantee of independence, shall be a person external to the Group's companies.
 4. The maximum period for carrying out the investigation and responding to the informant may not exceed three months from the date of receipt of the complaint or information, except in particularly complex cases that require an extension of the period, in which case it may be extended for a maximum of three additional months.
 5. The investigator shall verify the truthfulness and accuracy of the information contained in the complaint or report received and, in particular, of the conduct reported or complained of, with respect for the rights of those affected. To this end, they shall hear all those affected, take statements from witnesses and carry out any procedures they deem necessary.

In particular, the investigator shall inform those affected by the complaint or information of the actions or omissions attributed to them and of their right to be heard at any time during the investigation, once the investigator has commenced the investigation proceedings. Such information shall be provided in the manner deemed appropriate to ensure the successful completion of the investigation.

6. All professionals in the Group's companies are obliged to cooperate loyally in the investigation. The participation of witnesses and affected parties shall be strictly confidential.
7. The investigation shall be conducted in accordance with an internal protocol adopted or approved by the Unit, all affected parties shall be informed about the processing of their personal data, and any other duties required by the regulations shall be complied with.
8. In all investigations, the rights to privacy, honour, defence and to the presumption of innocence of the persons under investigation or affected shall be guaranteed, and all necessary measures shall be taken to prevent any type of reprisal against the whistleblower under the terms provided for in the regulations, unless the complaint or information is false or that person has acted in bad faith and has been dismissed in accordance with the provisions of Article 27 above, in which case the whistleblower shall be deprived of the protection afforded by Law 2/2023 of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption, in accordance with the provisions of Article 35 thereof (or in the regulations that replace it at any given time).
9. The Unit and the investigator may, at any time during the proceedings, seek the advice and collaboration of professionals from the Group's companies and, in particular, from the management responsible for finance and control functions and legal services in order to determine the consequences and course of action with regard to any complaint or information.

They may also seek the advice of independent third parties to assist them in carrying out any proceedings or whenever they deem it appropriate.

10. The Unit shall keep a record of the complaints or information received through the internal reporting channels and of any internal investigations that may have been conducted as a result.

Artículo 29. Resolution of the case

1. Once the case has been processed, the investigator shall submit it, together with a proposed resolution, to the Unit, so that it may decide on the appropriate course of action and notify the informant within the period established in section 4 of article 28 above.
2. If the resolution concludes that a professional of the Company has committed an irregularity or an act that is unlawful or contrary to the law or the Governance and Sustainability System, the Unit shall refer the matter to the Company's human resources department for the application of the appropriate disciplinary measures, the adoption and content of which shall be reported to the Unit.



3. In the event of an irregularity or any illegal act or act contrary to the law or the Governance and Sustainability System affecting a member of the Company's Board of Directors, the Unit shall forward the resolution issued to the Board of Directors, through the secretary of the aforementioned administrative body, for the application of any of the measures provided for in the Governance and Sustainability System, the adoption and content of which shall be reported to the Unit.
4. If the resolution issued concludes that a supplier of the Company has committed any irregularity or any act that is unlawful or contrary to the law or the rules of conduct of the Code of Conduct, the Unit shall forward it to the management responsible for the Company's purchasing function, for the exercise of the appropriate contractual rights, of which it shall inform the Unit.
5. If a breach of the Governance and Sustainability System is verified that does not fall within sections 2, 3 and 4 above, the Unit shall take the measures it deems appropriate.
6. When the investigation reveals that legal action may be taken, the Unit shall forward the file to the legal services for the purpose of initiating the relevant administrative or judicial proceedings in each case, on which they shall inform the Unit. In particular, where the facts may constitute prima facie evidence of a criminal offence, the legal services shall immediately forward the information to the Public Prosecutor's Office and, where the financial interests of the European Union are affected, to the European Public Prosecutor's Office.
7. The Unit, through the Director of Compliance, shall monitor the decisions taken, in particular the recommendations issued.

Artículo 30. Prevention of retaliation

1. The Company undertakes, in accordance with the terms of the regulations, not to take, and to ensure that the Group's professionals do not take, any form of retaliation, direct or indirect, including threats or attempts at retaliation, against administrators, professionals, suppliers or other third parties determined by law who have reported any possible irregularity or the potential commission of any illegal act or act contrary to the law or the Governance and Sustainability System that may be investigated by the Unit.
2. Similarly, the Company undertakes, under the terms provided for in the regulations, not to take, and to ensure that the Group's professionals do not take, any form of retaliation against any natural person who, within the framework of the organization in which the whistleblower provides services, assists them in the process or is related to them, such as a representative of the workers, a co-worker or a family member, as well as against any legal person for whom the whistleblower works or with whom they have another type of relationship within the framework of a work context or in which they hold a significant stake.
3. Once the case has been resolved, the Unit, through the Compliance Director, will carry out an assessment to identify and determine the existence of any risk of retaliation against the whistleblower or the people involved.

TÍTULO VIII. MODIFICATION, COMPLIANCE AND INTERPRETATION

Artículo 31. Modification

Any modification of these Regulations must be approved by resolution of the Board of Directors on its own initiative, or on the initiative of the Audit and Compliance Committee, the president of the Unit, one third of the directors or the members of the Unit itself, and following a report from the Audit and Compliance Committee, except when the modification is on the initiative of the latter or the Board of Directors itself.

Artículo 32. Compliance

1. The members of the Unit are obliged to be familiar with and comply with these Regulations, a copy of which shall be provided to them by the secretary of the Unit.
2. The Unit shall be obliged to ensure compliance with these Regulations.

Artículo 33. Interpretation

1. These Regulations shall be interpreted in accordance with the Company's Governance and Sustainability System.

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2. Any issues that may arise in relation to the interpretation and application of these Regulations shall be resolved by majority vote within the Unit itself and, failing that, by its chair, assisted by the secretary or by the persons designated by the Unit for this purpose, where applicable. The Audit and Compliance Committee shall be informed of the interpretation and resolution of any issues that arise.
 3. In the absence of specific rules, the provisions of the Articles of Association relating to its operation shall apply to the Unit, insofar as they are not incompatible with its nature, and in particular with regard to the calling of meetings, the delegation of representation to another member of the Unit, the constitution of its meetings, the holding of unscheduled meetings, the procedure for adopting resolutions, voting in writing and without a meeting, and the approval of the minutes of meetings.

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