



2023 | Annual  
Corporate  
Governance  
Report

redeia

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# Letter from the chair

Beatriz  
Corredor  
Sierra

Chair of Redeia

***Dear shareholders,***

I am pleased to present to you the 2023 Annual Corporate Governance Report of Redeia Corporación, S.A., (the "Company"), which sets out the Company's main progress and commitments in 2023 in the area of corporate governance.

Among the most noteworthy practices of the year, I would like to point out that we have carried out a new process of self-assessment of the Board of Directors with external support, which will allow us to continue improving our governance model led by the Board itself; we have also updated its skills matrix, a tool that allows us to visualise the quality of the Board, globally and individually, each year



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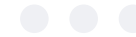
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in order to maintain a balanced composition in accordance with the current Strategic Plan and with the future challenges faced by the Company.

In addition, we have implemented a new annual programme of Board activities and knowledge, which, each month, with the support of specialists from inside and outside the organisation, fuels discussion on issues of major interest for the present and future of the Company.

I would also like to highlight the 2023 action plan in relation to the Protocol for engagement between the Board of Directors and the Company's employees, which is a consolidated and pioneering practice in Spain that facilitates rapprochement and interaction between the directors and the staff, and contributes to highlighting the functions and responsibilities of the Board. In addition, to align the Company's corporate name with the Group's brand, we have amended the Articles of Association and the General Meeting Regulations, as well as the corporate name of several of the Company's subsidiaries.

Moreover, I would like to point out that this year, in accordance with the principle of transparency and maximum quality of information enshrined in the Company's current Corporate Governance Policy, the Annual Corporate Governance Report 2023 has been



prepared, for the first time, in free format as a single report, following Circular 3/2021, of 28 September, of the Spanish Securities Market Commission (CNMV), including both the voluntary report that the Company had prepared in previous years and the information from the Statistics Annex required by the aforementioned Circular. Among the improvements made, it is worth highlighting the new corporate design, the reorganisation of the information to facilitate the understanding of the report, as well as the incorporation of a table of cross-references to the requirements established in the aforementioned Circular 3/2021 of the CNMV. It should also be pointed out that efforts have been made to ensure that the information reporting is aligned with best corporate governance practices.

Finally, I would like to express my thanks to the directors for their steadfast commitment to adopting the best corporate governance practices, and I would like to extend those thanks to all our shareholders, proxy advisors and other stakeholders, as their recommendations and suggestions, proof of their ongoing commitment, contribute to the Company's drive to adopt best practices and to its leadership in this area.

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# At a glance: corporate governance model in 2023

At 31 / 12 / 2023

Redeia has a **robust, transparent and cutting-edge corporate governance system** that, through the adoption of best practices and international recommendations, constitutes an essential strategic element to ensure the good governance of the Company.

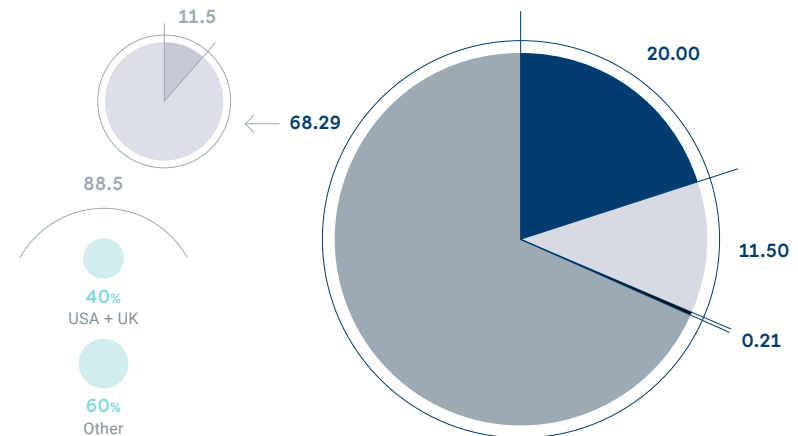
## Ownership structure / %

**20.00%**  
SEPI

**0.21%**  
Treasury shares and shares of other Board members

**11.50%**  
Retail

**68.29%**  
Spanish and foreign institutional:  
• 11.5% National  
• 88.5% Foreign



Source: Prepared internally based on information provided by Nasdaq.

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Redeia's corporate governance system is an essential strategic element to ensure the good governance of the Company.



## GENERAL MEETING 2023

Share capital	270,540,000 €	No. of shares	541,080,000
No. of voting rights	541,080,000	Attendance quorum	65.09%
Minimum no. of shares to attend the General Meeting	1	Average percentage of votes for	94.25% <sup>(1)</sup>

## A REDUCED, BALANCED AND EFFICIENT BOARD OF DIRECTORS

### Chair

Beatriz Corredor Sierra

### CEO

Roberto García Merino

### Proprietary non-executive directors (SEPI)

**Mercedes Real Rodríguez**  
Nominee director Member of the Audit Committee

**Ricardo García Herrera**  
Member of the Appointments and Remuneration Committee

**Esther María Rituerto Martínez**  
Nominee director Member of the Sustainability Committee

### Independent non-executive directors

**Carmen Gómez de Barreda Tous de Monsalve**  
Chair of the Sustainability Committee and Lead Independent Director

**Socorro Fernández Larrea**  
Chair of the Appointments and Remuneration Committee

**Antonio Gómez Ciria**  
Chair of the Audit Committee

**José Juan Ruiz Gómez**  
Member of the Audit Committee

**Marcos Vaquer Caballería**  
Member of the Appointments and Remuneration Committee

**Elisenda Malaret García**  
Member of the Sustainability Committee

**José María Abad Hernández**  
Member of the Audit Committee

### Secretary to the Board

**Carlos Méndez-Trelles García**  
Non-director

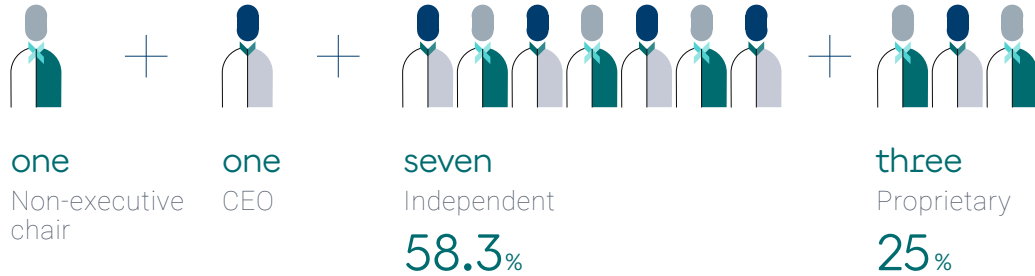
### Deputy secretary to the Board

**Fernando Frías Montejo**  
Non-director

(1) In agreements relating to directors' remuneration, the Sociedad Estatal de Participaciones Industriales (SEPI, a state-holding company) abstains as a rule in all listed companies in which it does not hold a controlling interest. Excluding those agreements, the average percentage of votes for in the approval of agreements at the 2023 General Meeting was 99.6%.

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## BOARD MEMBERS

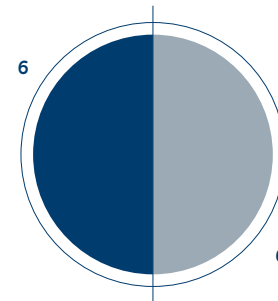


## THE BOARD OF DIRECTORS IN FIGURES (12 members)

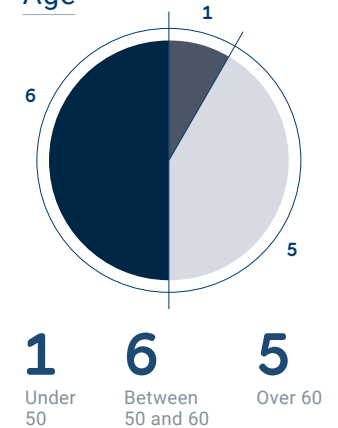


## DIVERSITY ON THE BOARD

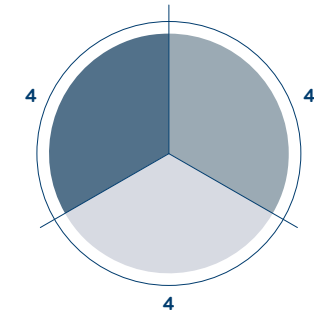
### Gender



### Age



### Length of service





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## SEPARATION OF ROLES



**Chair**

Beatriz Corredor Sierra



**CEO**

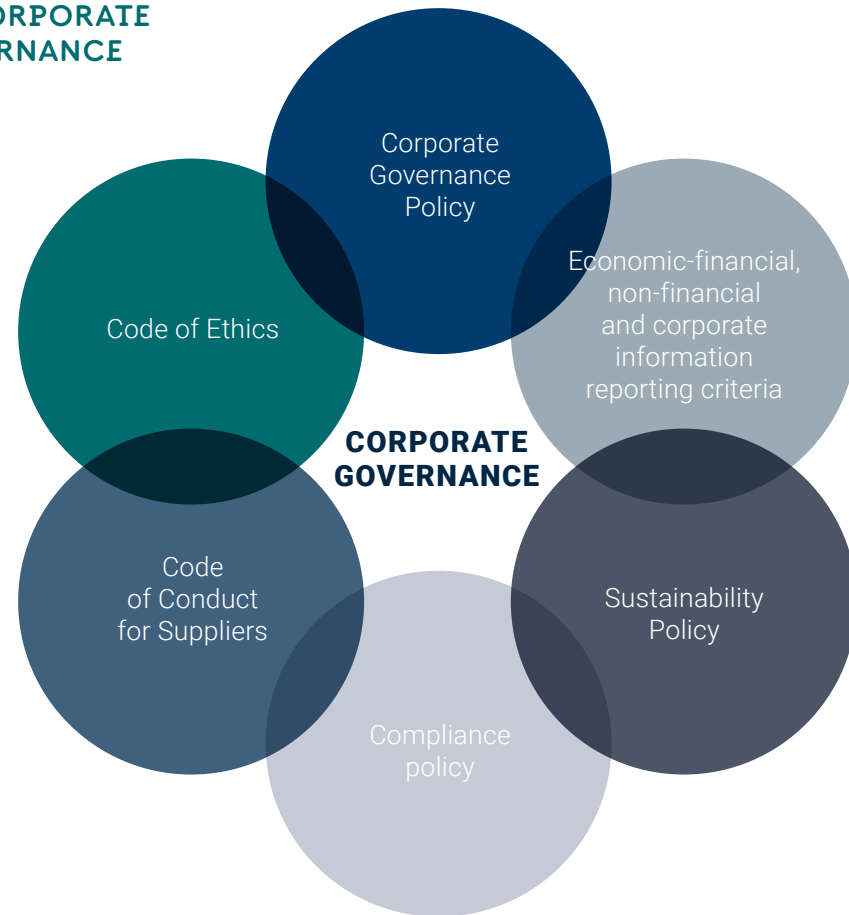
Roberto García Merino



**Lead independent director**

Carmen Gómez de Barreda Tous de Monsalve

## COMMITMENT TO CORPORATE GOVERNANCE



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The participation of women on the Board of Directors exceeds the percentage recommended by the CNMV by 10 points.



### Board committees in figures

#### Appointments and Remuneration Committee (3 members)

Chair	Independent director
Independent directors	66.7% (2)
Proprietary directors	33.3% (1)
Gender (% women)	33.3% (1)
No. of meetings	14
No. of attendances in person	42
Attendance at meetings	100%

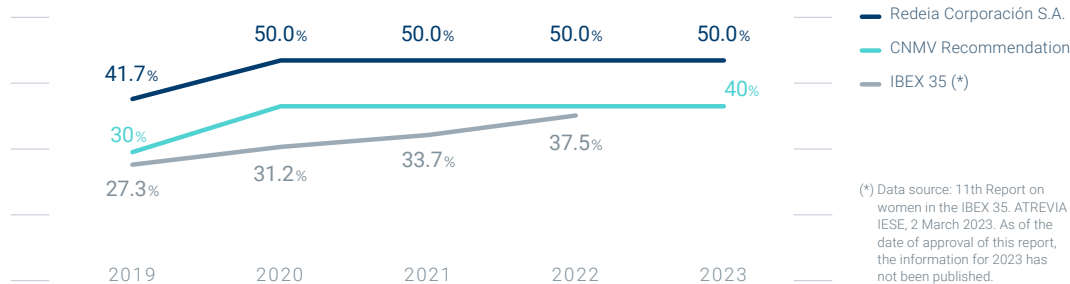
#### Audit Committee (4 members)

Chair	Independent director
Independent directors	75% (3)
Proprietary directors	25% (1)
Gender (% women)	25% (1)
No. of meetings	11
No. of attendances in person	44
Attendance at meetings	100%

#### Sustainability Committee (3 members)

Chair	Independent director
Independent directors	66.7% (2)
Proprietary directors	33.3% (1)
Gender (% women)	100% (3)
No. of meetings	11
No. of attendances in person	33
Attendance at meetings	100%

### Women on the Board: Redeia Corporación, S.A. vs IBEX 35



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# Introduction: About Redeia

## About us

### **The world's first company devoted exclusively to electricity system operation and electricity transmission**

was incorporated on 29 January 1985 under the name of Red Eléctrica de España, S.A. (currently Redeia Corporación, S.A.). To strengthen transparency and the separation of the regulated activities in Spain (transmission and system operation) from the rest of the activities, Red Eléctrica became a holding company in 2008.

At the 2022 General Meeting, the new brand "Redeia" was announced to the market to replace "Red Eléctrica Group". The parent company and its subsidiaries are also referred to in this document as "Redeia". Redeia's parent company is Redeia Corporación, S.A. (also referred to here as the "Company"), which wholly owns the following subsidiaries:

- **Red Eléctrica de España, S.A. unipersonal**, responsible for the transmission activities and operation of the Spanish electricity system and the management of the transmission grid. That company owns 50% of the share capital of Interconexión Eléctrica Francia-España, S.A.S., a company formed in partnership with REE's French counterpart, RTE, for the development of interconnections with France.
- **Red Eléctrica Internacional, S.A. unipersonal**, responsible for investment and consultancy, engineering and construction activities outside the Spanish electricity system.

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At the 2022 General Meeting, the new brand “Redeia” was announced to the market to replace “Red Eléctrica Group”, both for the parent company and its subsidiaries.



- **Redeia Financiaciones, S.L. unipersonal and Red Eléctrica Financiaciones, S.A. unipersonal**, created as financing vehicles for the different activities of Redeia companies.
- **Redeia Reaseguros, S.A.**, set up to be able to reinsure the risks of the different group companies, guaranteeing better access to international reinsurance markets.
- **Red Eléctrica Infraestructuras en Canarias, S.A. unipersonal**, which manages the construction of energy storage and water cycle facilities.

- **Redeia Sistemas de Telecomunicaciones, S.A. unipersonal**, which manages the satellite business through **Hispasat, S.A.**, in which it has an 89.68% shareholding.
- **Elewit, S.A. unipersonal**, for the development of activities aimed at promoting and accelerating technological innovation.

**Redeia's activity** focuses on three main segments:

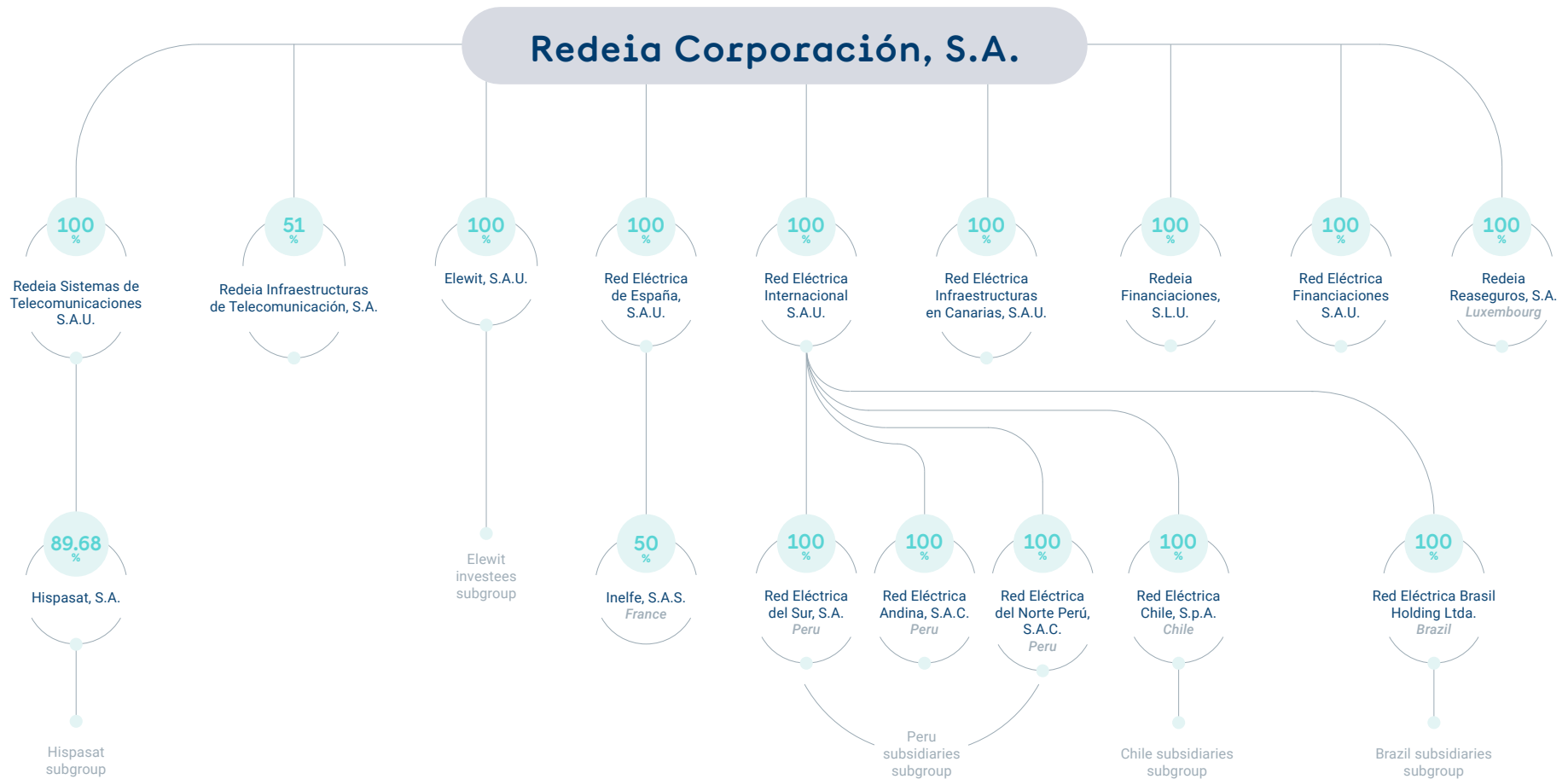
- **Management and operation of electricity infrastructure in Spain:** which includes electricity transmission, system operation and management of the transmission grid in the Spanish electricity system. These regulated activities are carried out through Red Eléctrica de España S.A. unipersonal.
- **Management and operation of international electricity infrastructure:** electricity transmission activities carried out outside Spain through Red Eléctrica Internacional S.A. unipersonal and its subsidiaries (Redinter).
- **Telecommunications (satellites and fibre optics):** Redeia provides telecommunications services to third parties through the Hispasat, S.A. subgroup, through the operation of satellite infrastructure, and through Redeia Infraestructuras de Telecomunicación S.A., mainly through the lease of dark fibre backbone.

Redeia also carries out activities aimed at promoting and accelerating technological innovation through its subsidiary Elewit, S.A. unipersonal. In addition, through its subsidiaries, Redeia carries out activities aimed at facilitating the financing of its activities and the hedging of risks through the reinsurance of its assets and activities.

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It also carries out development and construction activities of electrical infrastructure and facilities through its subsidiaries

and/or investees, Red Eléctrica Infraestructuras en Canarias, S.A. unipersonal and Interconexión Eléctrica Francia-España, S.A.S.



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## KEY CORPORATE GOVERNANCE MILESTONES, CHALLENGES AND COMMITMENTS

### Main milestones in 2023

- Amendment of the Articles of Association and the General Meeting Regulations to adapt them to the new corporate name.
- Change of corporate name of several group companies to adapt them to the new group brand (Redeia).
- Execution of the 2023 Action Plan of the Protocol for Board engagement with Redeia employees.
- Update of the Contingency Plans of the chair and the management director.
- Update of the design, format and content of the Annual Corporate Governance Report (ACGR).
- Update of the Board skills matrix.

### Main challenges in 2024

- Update of the Board Regulations to adapt them to current legislation and the latest corporate governance recommendations.
- Update of the Internal Code of Conduct in the Securities Market to adapt it to current legislation and best practices in this area.
- Approval of the Directors' Remuneration Policy (2025-2027).

### Most significant corporate governance commitments

- Monitoring of the implementation of Redeia's Strategic Plan, which aims to make the energy transition a reality with sustainability criteria, promoting innovation, talent and technological development.
- Full commitment of the Board of Directors to sustainability (ESG) to develop the Group's business, with the support of the Sustainability Committee and the other Board Committees, within the scope of their respective responsibilities in this area.
- Review and continuous improvement of the Company's engagement with its shareholders and proxy advisors to continue maintaining a sustainable relationship that will keep the Company's interests aligned with those of its shareholders in the medium and long term, creating mutual trust.
- Monitoring of diversity policies within the Board of Directors and throughout the organisation.
- Updating of the corporate rules to bring them into line with regulatory changes and adoption of best corporate governance practices.
- Development and promotion of the protocol for the relationship between the Board and the employees of the group companies, in accordance with best corporate governance practices, to contribute to the cultural transformation and the development of the talent of the Group's people.
- Further progress in the supervision and monitoring by the Board of the Group companies.
- Progress in the development of the Compliance System and implementation of Redeia's compliance culture awareness and dissemination plan.
- Continuous updating of the Board skills matrix approved by the Board, to serve as a guide in defining the director profiles best suited to the needs and strategies of the Group at any given time.
- Completion of a new annual self-assessment process for the Board, to further improve the functioning of the Board and its Committees.
- Review of the contingency plans for the succession of the chair of the Board and the CEO.
- Promotion of the Annual Programme of knowledge and information of the Board of Directors, in line with Redeia's Strategic Plan.
- Permanent analysis, update and improvement, under international standards, of the information contained on the Company's website regarding corporate governance.
- Continuous progress in the process of preparing and publishing annual corporate information for shareholders and other stakeholders, based on the principles of quality, clarity, integrity and simplicity of information.

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## MAIN RECOGNITIONS



Redeia, one of the most sustainable companies in its sector, based on sustainability indices.



Continued inclusion in the DJSI World index 2023



FTSE4Good

Continued inclusion in the FTSE4Good index



Continued inclusion in the MSCI ESG index with a maximum rating of "AAA".



Continued inclusion in the Ethibel Sustainability Ethel Excellence Europe Index



Continued inclusion in the Bloomberg Gender-Equality Index



Continued inclusion in the Ibex Gender Equality index. Inclusion in the newly created Ibex ESG index



Included in the S&P Global Sustainability Yearbook 2023



International recognition EFQM+700 Seal of Excellence, Innovation and Sustainability



Continued inclusion in the STOXX Global ESG Leaders indices



Continued inclusion in the Euronext-Vigeo (Eurozone 120, Europe 120 and Global 120)



Granting of Prime status to leading companies in the sector by Oekom



Inclusion in CDP's list A for its commitment to combating climate change.



The Company was awarded the "t for transparency \*\*\*" seal

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# Regulatory framework and Corporate Governance Policy

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# Regulatory framework and Corporate Governance Policy

Since it is a listed company, the Board of Redeia Corporación, S.A. complies with the requirements of the applicable legislation.

Redeia also has a **Corporate Governance Policy**, which sets out, in brief, the **catalogue of principles evidencing not only the Company's compliance** with applicable laws and regulations **but also its alignment with national and international corporate governance recommendations and best practices**, which the Company has adopted voluntarily since it was listed on the stock market in 1999 and has incorporated into its own internal regulations.

These internal regulations are **reviewed on an ongoing basis** to continue incorporating the best corporate governance practices and achieve greater information transparency for its shareholders, institutional investors and other stakeholders.



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## 1.1

# External regulatory framework

The principal external regulations applicable in matters of corporate governance are the following:

### Consolidated text of the Corporate Enterprises Act approved by Royal Legislative Decree 1/2010, of 2 July (“Corporate Enterprises Act”)

It constitutes the **fundamental regulation** applicable to corporate enterprises in Spain and, specifically, to listed companies, which are the subject of Title XIV (sections 495 to 541). Pursuant to section 540, listed companies are required to publish an annual corporate governance report (“ACGR”) with the minimum content set out in subsection four.

### Circular 3/2021, of 28 October, of the Spanish National Securities Market Commission (“Circular 3/2021”)

Circular 3/2021 establishes the requirements for preparing the ACGR for listed companies. In accordance with the possibility offered by that Circular, Redeia has opted to prepare this report in a free format, which includes the content required by the regulations and the statistics appendix envisaged in Circular 3/2021.

This report, therefore, responds to Redeia’s commitment **to remain at the forefront of transparency** in its corporate governance system, through a model of effective and transparent communication with shareholders, institutional investors, proxy advisors and other stakeholders.

### Code of Good Governance for Listed Companies (“CGG”)

The CGG, approved by the CNMV Board in 2015 and revised in 2020, is the **reference framework in Spain for best practices in good governance** and complements the provisions of the Act with good governance recommendations that serve as a reference for Spanish listed companies.

This CGG responds to the objectives of ensuring the proper functioning of the governing and managing bodies of Spanish companies to lead them to the highest levels of competitiveness, generating confidence and transparency for shareholders and national and foreign investors and improving the internal control and sustainability of companies. This Code consists of 64 recommendations divided into three main blocks corresponding to general aspects (recommendations 1 to 5), the General Meeting (recommendations 6 to 11) and the Board of Directors (recommendations 12 to 64), respectively.

Following the Code’s recommendations is voluntary. However, in accordance with the “comply or explain” principle, listed companies are obliged to explain in their ACGR why do they not follow certain CGG recommendations.

In the statistical information on corporate governance required by the CNMV, the Company reports on the degree of compliance with the recommendations of the CGG. The Company complies with (61) recommendations, partially complies with (1) and does not comply with and, therefore, explains only (2) recommendations.

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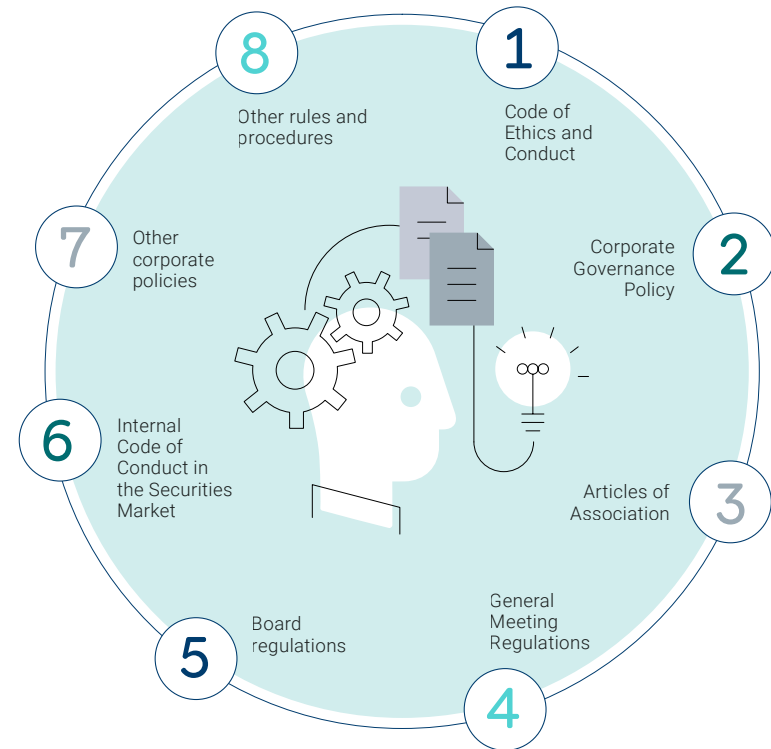
# 1.2 Internal regulatory framework

The guiding principles on which the corporate governance strategy of the Company and the Group are based are set out in a body of corporate rules and procedures listed below. As a voluntary legal regime, following the principles of the Corporate Governance Policy and in line with best practice, these regulations and procedures go beyond the applicable regulatory requirements.

**The complete and updated texts of the Company's internal regulations** described below, as well as **all other information** on corporate governance, including the information and documentation of the General Meetings are available for consultation on the Company's corporate website ([www.redeia.com](http://www.redeia.com)), in the Corporate Governance section. ↗

### Corporate Governance Policy

It aims to align the Company's interests with those of its shareholders and other stakeholders by **protecting and promoting a value shared by all**, a value that incorporates **economic, social, environmental and good governance criteria**, thereby not only contributing to the sustainability,



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solvency and good reputation among shareholders and other stakeholders of the Company and the Group but also reinforcing trust, stability, long-term engagement, progress and the social and economic development of society at large.



The Corporate Governance Policy is based on the ethical values that govern the Company's relations with its various stakeholders and contributes to the achievement of strategies and sustained maximisation of Redeia's value.



These values are reflected in the principles that govern the Group's Corporate Governance Policy. The principles, which are continuously updated based on future commitments, have been adopted with the aim that they become embedded in the organisation since they constitute the corporate governance culture of Redeia.

The Corporate Governance Policy was initially approved by the Board on 25 November 2014 and was last updated by agreement of the Board on 24 November 2020. The policy was updated to bring it into line with the current law on corporate governance and with the internal rules of Redeia, and to incorporate the good governance recommendations generally accepted in international markets, adapted to the



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needs and business reality of Redeia and the best practices applied by comparable companies, both from the Ibex35 and internationally.

The Corporate Governance Policy is available on the corporate website: [Corporate Governance Policy](#). ↪

## Code of Ethics and Conduct

The Code of Ethics and Conduct formalises **Redeia's commitment to ethics and the commitments undertaken with the business environment and with the various stakeholders** affected by the Group's activities, providing an ethical guide to know and facilitate commitment to the ethical values, principles and guidelines for conduct that should govern professional activity within the organisation.

Many of these values and commitments have accompanied Redeia since it published its first system of shared values in 1987 under the title 'Basic principles for action'. In 2018, the Company carried out a process of reviewing and updating the Code of Ethics with the aim of bringing it into line with best practices in compliance management, and the changes in the demands of stakeholders and changes in the structure of Redeia. This project was developed by a specific multidisciplinary working group formed by the areas of compliance, corporate governance, sustainability, human resources and procurement, and with the participation of the other areas of the organisation in the project, as well as of the employees through an assessment survey prepared for this purpose, prior to the final approval of the new Code.



In addition, Redeia had the participation of the benchmark entity in the area of integrity, Transparency International, for its independent external review, culminating in the approval by the Board, at its meeting of 26 May 2020, of the current Code of Ethics and Conduct (the fourth since the incorporation of the Company). Redeia's Code of Ethics and Conduct was last amended on 30 May 2023 to bring it into line with Spanish Law 2/2023, of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption [*Ley 2/2023, de 20 de febrero, reguladora de la protección de las personas que informen sobre infracciones normativas y de lucha contra la corrupción*]. That Code is available on the corporate website: [Code of Ethics and Conduct](#). ↪

## Articles of Association

They **govern the internal life of the Company**, regulating, among other things, the functioning of the General Meeting, the Board of Directors and its Committees.

The last amendment to the Articles of Association was approved at the last General Meeting held on 6 June 2023, to adapt the Company's corporate name to the new brand of the group of companies, which was communicated to shareholders, investors and other stakeholders at the General Meeting held on 7 June 2022.

The Articles of Association are available on the Company's website: [Articles of Association](#). ↪



## THE CODE OF ETHICS AND CONDUCT

The Code of Ethics and Conduct serves as a basis and foundation for the Corporate Governance Policy, which proclaims the *principle of establishing the necessary mechanisms and instruments to ensure that the Group identifies, analyses and adopts best practices, principles and recommendations in good corporate governance matters, following the principle of excellence in its actions and the principle of fostering a knowledge of the principles and values that inspire the Group's Corporate Governance Policy, both internally within Redeia, and externally among all stakeholders.*

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## General Meeting Regulations

**Represent the legal rules governing the Company's shareholders, in line with best practices regarding corporate governance**, and they include all the means of shareholder protection and participation, with a view to recognising, promoting and strengthening shareholder rights in the Company to the greatest extent possible.

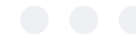
The last amendment of these Regulations was approved at the last General Meeting held on 6 June 2023, in order, on the one hand, to adapt these Regulations, as well as the Articles of Association, to the new corporate name of the Company and, on the other hand, to develop the provisions in relation to the granting of proxies at the General Meeting. In addition, as part of this reform of the General Meeting Regulations, certain

technical or drafting clarifications have been incorporated. The General Meeting Regulations are available on the Company's website: [General Meeting Regulations](#). ↪

## Board regulations

**Establish the basic rules for the organisation and functioning of the Board of Directors and its Committees, the rules of conduct of its members and the oversight and control system of the Board of Directors and its Committees**, with the aim of achieving the greatest professionalism and efficiency in the actions of its members. This is achieved by encouraging the active participation of its directors, placing the interests of the Company, and of its shareholders above their own interests, in accordance with the Act, the Articles of Association and corporate governance principles. / **C.1.15**

The Board Regulations are available on the Company's website: [Board Regulations](#). ↪



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## Internal Code of Conduct in the Securities Market

**It determines the rules of conduct applicable to directors and employees in their actions related to the securities markets.**

The latest amendment was approved by the Board on 26 November 2019 to adapt it to the regulatory changes in the Securities Market Act [Ley del Mercado de Valores] under Royal Decree-Law 19/2018, of 23 November, on payment services and other urgent measures in financial matters, in the Criminal Code [Código Penal] and in the sanctioning regime

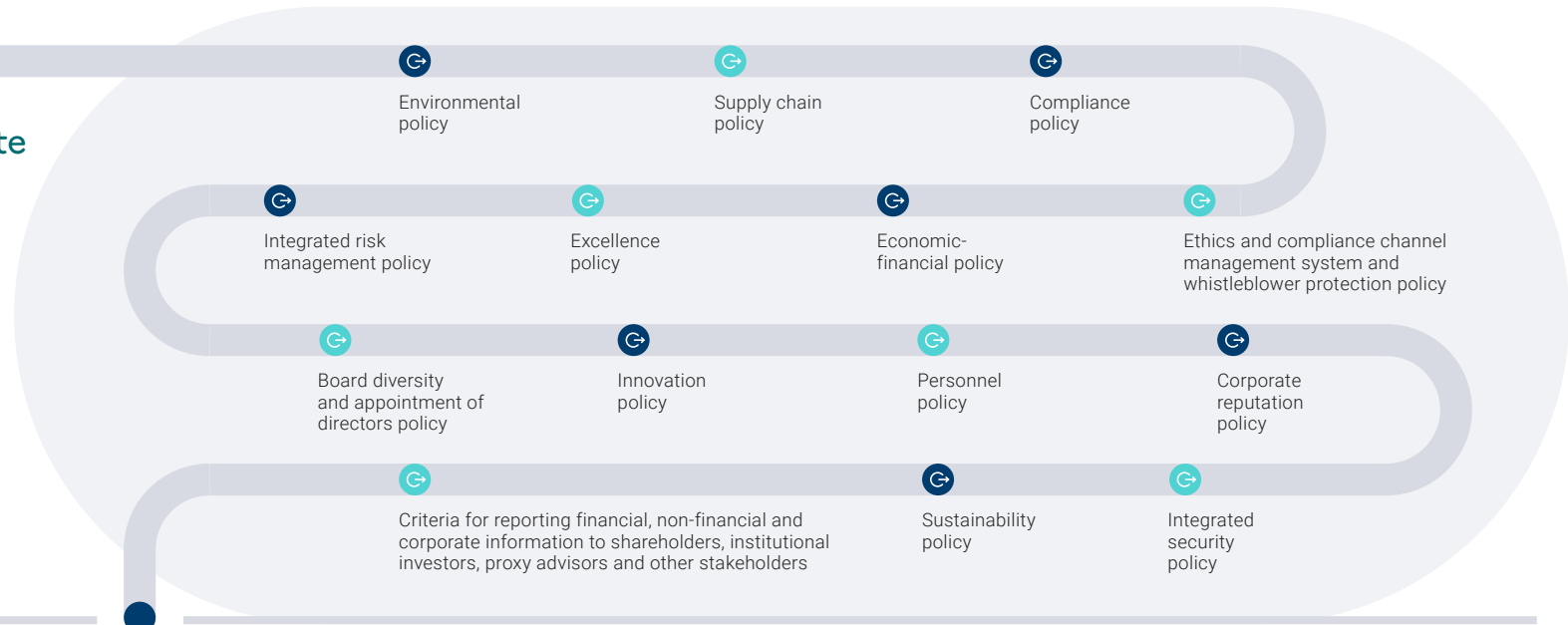
regarding the use or transmission of inside information, as well as to the current regulations on personal data protection.

To facilitate compliance with the obligations set out in these Regulations, the Company has a **technological tool called the “Internal Code of Conduct Platform”**.

This Code can be consulted on the corporate website: **Internal Code of Conduct in the Securities Market.** ↪

Through the Articles of Association, the Board Regulations and the Internal Code of Conduct in the Securities Market, the principle of exercising the necessary control and oversight in the most critical and relevant areas for the group is applied through the direct assumption of responsibilities by the Board of Directors, establishing these as non-delegable powers in its internal Regulations.

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## Other rules and procedures

### Procedure for proxy appointment, voting and provision of information by remote means prior to the General Meeting

It regulates the different means that shareholders may use to delegate voting and vote remotely, as well as the electronic request for information and the priority rules.

The Board of Directors, at its meeting held on 25 April 2023, approved the procedure for proxy appointment, voting and provision of information by remote means before the General Meeting for the General Meeting held on 6 June 2023.

This Procedure is available on the corporate website ([www.redeia.com](http://www.redeia.com)). **Procedure for proxy appointment, voting and provision of information by remote means before to the General Meeting.** [↪](#)

### Rules of operation of the Shareholder E-Forum

The purpose of the Forum is to **facilitate communication between the Company's shareholders** (individuals, natural persons or legal entities, and any voluntary associations that may be formed) when the Company's General Meetings are held.

The Board of Directors approved them at the meeting held on 25 April 2023 for the General Meeting held on 6 June 2023, under similar terms and conditions to those approved by the Board of Directors at the General Meetings held in previous years.

The Rules of Operation of the Electronic Shareholders' Forum are available on the corporate website: **Rules of Operation of the Shareholder E-Forum.** [↪](#)



The General Meeting Regulations, the Procedure proxy appointment, voting and provision of information by remote means at the General Meeting and the Rules of Operation of the Electronic Shareholders' Forum apply both the principle of promoting informed participation of shareholders and the principle of ensuring that the shareholders can properly exercise their rights at General Meetings.





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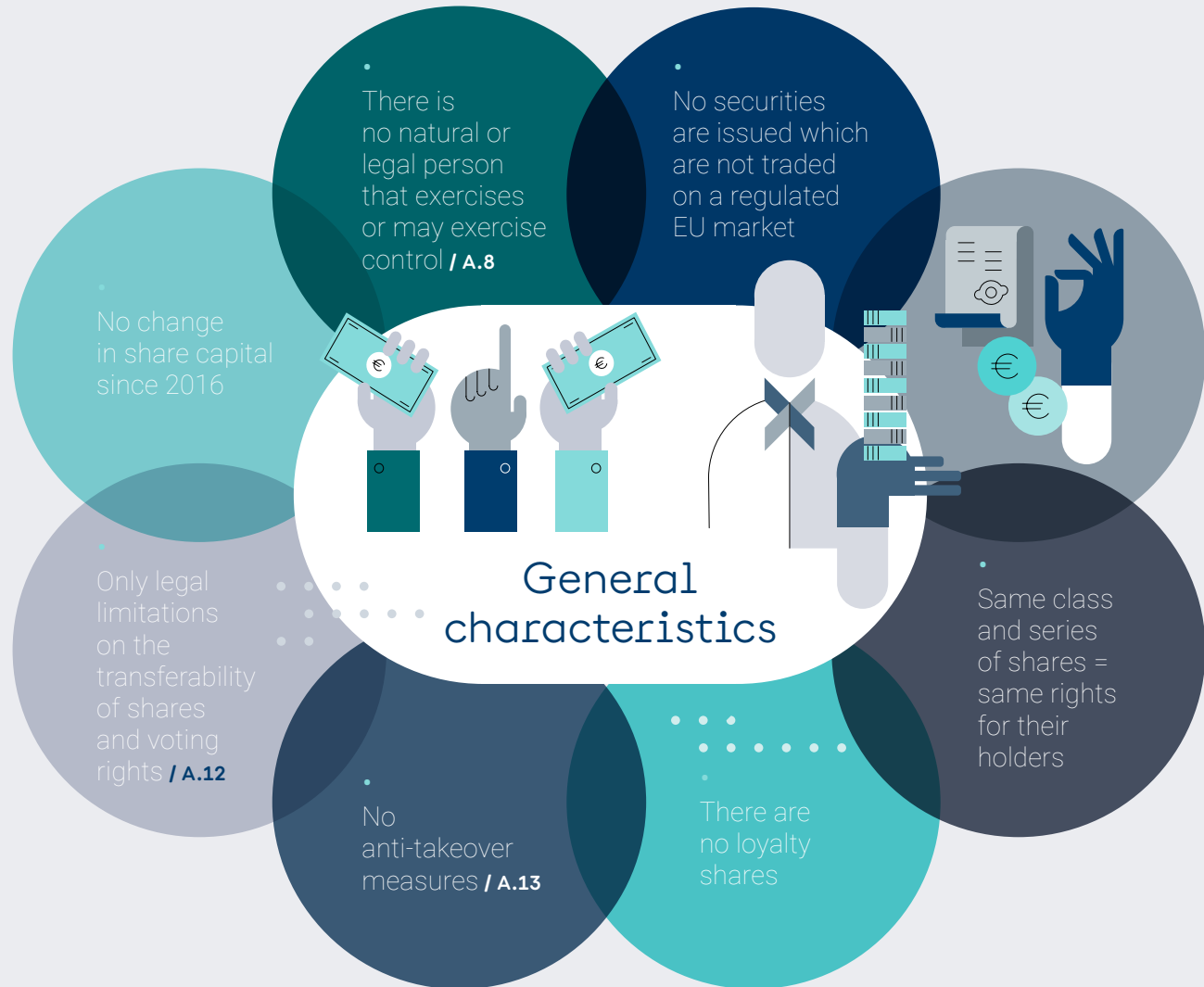
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# 2.1 Share Capital Structure

## The Company's share capital / A.1

The Company's share capital is **€270,540,000 and is represented by 541,080,000 shares**, each with a par value of 0.50 euros, fully subscribed and paid up, and represented by book entries. There has been no change in the share capital during 2023.

The shares **have been listed on the four Spanish stock exchanges** since July 7, 1999. The **Company has not issued securities that do not trade on a regulated market in the European Union.** / A.14

All shares correspond to the **same class and series** and grant the same rights to their holders. The Company's Articles of Association do not contain a loyalty double-vote provision, and so the total number of voting rights corresponds to the total number of shares, i.e. 541,080,000.

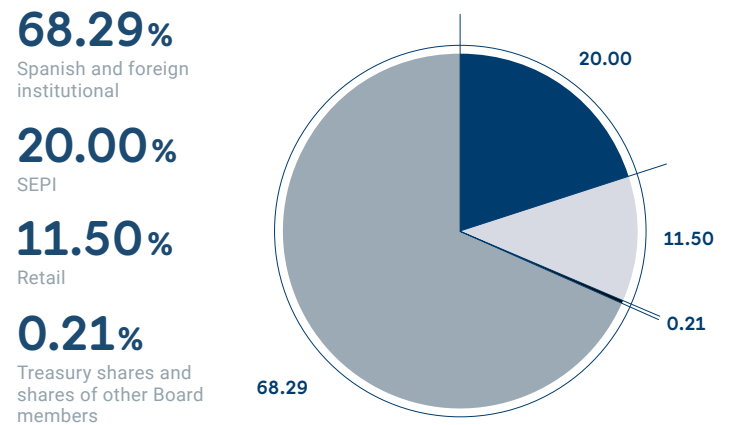
The Company has a pluralistic and balanced shareholder structure. 70.19% of the shares are free float / **A.11**, 20% are held by Sociedad Estatal de Participaciones Industriales ("**SEPI**"), 5% by Pontegadea Inversiones, S.L. (1), 4.60% by

(1) Amancio Ortega Gaona is the direct owner of 99.99% of the voting rights of Pontegadea Inversiones, S.L.

Blackrock corresponding to the percentage of voting rights attributed to the shares and 0.21% corresponds to the shareholding of Board members and treasury shares.

The Company's shareholder structure is as follows:

Shareholder composition / %

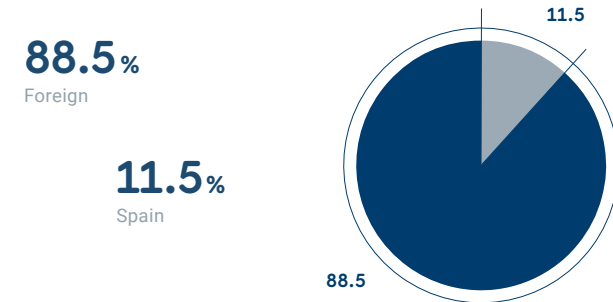


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- **68.29% of the shares are held by foreign (88.5%) and national (11.5%) institutional investors.** 40% of these investors are located in the **United States and the United Kingdom**, which are particularly demanding countries in terms of corporate governance; this explains the importance that the Board of Directors attaches to international corporate governance practices and recommendations.
- Sociedad Estatal de Participaciones Industriales holds **20% of the shares**.
- **Retail** investors account for **11.50%** of the share **capital**.
- The Company's treasury shares represent **0.21%**.
- Shares held by **other Board members** account for 0.0089%.

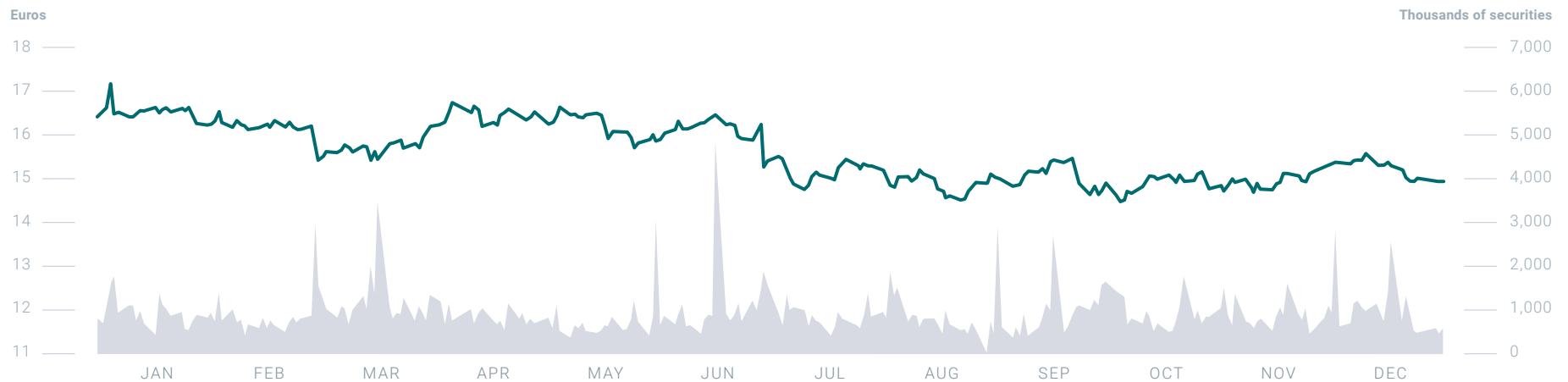
### Institutional shareholder breakdown / %



### Share performance

The Company's share price closed on 31 December 2023 at 14.91 euros.

### Daily volume and price evolution in 2023



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## Limits on shareholding and non-economic rights

The **legal limits on shareholding and non-economic rights applicable to shareholders** of the Company are in additional provision twenty-three of Spanish Law 54/1997, of 27 November, which remain in force as expressly established by the sole derogating provision of Electricity Sector Act [*Ley 24/2013, de 26 de diciembre, del Sector Eléctrico*].

In this respect, the following rules apply:

- Any natural or legal person may take a holding in the capital of the Company, provided that the sum of their direct or indirect shareholding does not exceed 5% of the share capital and that they do not exercise non-economic rights in excess of 3%. These shares may not be pooled together under any circumstances.

- Parties that engage in activities in the electricity sector, and any natural persons or legal entities that directly or indirectly hold more than 5% of the share capital of such parties, may not exercise more than 1% of the voting rights in the Company.
- The special regime for SEPI is maintained, whereby SEPI must always hold at least ten per cent (10 %) of the share capital.

These legal limitations are set out in articles 5 and 14 and in the sole additional provision of the Articles of Association, as well as in section 6.3. of the General Meeting Regulations.

The Company has not resolved to adopt anti-takeover measures in accordance with section 115 of the Spanish Securities Markets and Investment Services Act [*Ley de los Mercados de Valores y de los Servicios de Inversión*] in the current financial year. / **A.13**

## 2.2 Authorisation to increase capital

Article 8 of the Articles of Association sets out the procedure for increasing and reducing the share capital. Under that provision, the General Meeting may delegate to the Board of Directors the power to approve one or more capital increases up to a certain amount, taking as a limit half of the share capital at the time of authorisation.

The last capital change took place in 2016.



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## 2.3

# Significant shareholders / A.2

At 31 December 2023, there were **three** direct or indirect holders of significant **interests**. In addition to **SEPI** (20%), **Pontegadea Inversiones, S.L.** <sup>(1)</sup> has a direct shareholding of 5% of the share capital, and **Blackrock Inc.** has an indirect shareholding of 4.60%, corresponding to the percentage of voting rights attributed to the shares.

### Percentage shareholding of the members of the Board of Directors as holders of voting rights attributed to them / A.3

The total percentage of voting rights held by the members of the Board of Directors is around 0.0089%. Ms Esther María Rituerto Martínez holds a direct voting percentage of 0.0052%

while Mr Roberto García Merino holds a direct percentage of voting rights of 0.0036%.

### Relationships of owners of significant shareholdings with one another, with the Company or with members of the Board of Directors / A.4 / A.5 / A.6

The Company is not aware of any relationships of a family, commercial, contractual or corporate nature between the holders of significant shareholdings, nor of any relationships of this nature that are relevant or outside those deriving from the ordinary course of business between the holders of significant shareholdings and the Company or the Group.

In relation to possible relationships between significant shareholders or shareholders represented on the Board and the directors, it should be noted that Ms Mercedes Real Rodríguez, a member of the Company's Board of Directors, is also director of investees at SEPI.

(1) Amancio Ortega Gaona is the direct holder of 99.99% of the voting rights of Pontegadea Inversiones, S.L.

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## 2.4

# Treasury Shares / A.9 / A.10

At the 2023 year-end, the Company **directly owned 0.21%** of the share capital.

### Transactions

In connection with treasury share transactions, the **renewal of the authorisation granted by the General Meeting to the Board of Directors for the derivative acquisition of treasury shares by the Company or group companies for a period of 5 years from that date** was submitted for approval at the General Meeting held on 14 May 2020.

The General Meeting authorised the Board, under section 146 and related provisions of the Corporate Enterprises Act and other applicable rules, to engage in the derivative acquisition of treasury shares of the Company by the Company itself and by companies in the group, both directly or indirectly, to the extent determined by the Board to be advisable under the circumstances, provided the following conditions are met:

- The maximum number of shares to be acquired will not exceed the established legal limit provided that all other applicable legal requirements can also be fulfilled.

- The acquisition may not be made at a price greater than the price of the shares on the stock exchange at the time of the acquisition, or at a price less than 50% of the stock market price at that time.
- The acquisition may take the form of a purchase or swap or any other type of transaction in exchange for valuable consideration or free of charge, depending on the circumstances.
- Under section 146.1 b) of the Corporate Enterprises Act, the acquisition, including the shares that the Company may have acquired previously and hold as treasury shares, may not result in the net equity being reduced to below the amount of the share capital plus the restricted reserves as indicated by law or the Articles of Association.

The Board, in accordance with the third paragraph of section 146.1 (a) of the Corporate Enterprises Act, **may allocate**, in whole or in part, the treasury shares acquired under this authorisation and those already owned by the Company at the date of approval of the agreement **to the execution of remuneration programmes** consisting of the direct delivery of shares to

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employees, management and executive directors of the Company and the companies belonging to the Group in Spain.

The Board has, therefore, been authorised, in the broadest sense necessary, to request as many authorisations and to approve as many agreements as necessary or appropriate to be legally compliant and successfully implement that agreement.

As regards the Remuneration Plan for employees, executive directors and management of the Company and the companies belonging to the Group in Spain, approved at that General Meeting of the Company, the main characteristics are as follows:

- The beneficiaries are all employees, executive directors and members of management of the Company and the companies in the Group in Spain.

- Participants may join the remuneration plan on a voluntary basis.
- The maximum amount of remuneration to be received in shares is EUR 12,000 per participant per year. Nevertheless, for executive directors of the Company, the maximum amount of remuneration to be received in shares each year will be the amount resulting from the remuneration policy for executive directors that is applicable at any given time over the term of the remuneration plan, with a maximum limit in any event of EUR 120,000.
- The shares will be delivered within the term in the authorisation.
- The number of shares to be received by each beneficiary will depend on the price of the share at the close of trading on the stock exchange on the date of delivery, with the maximum limit in each case applicable to each beneficiary.
- The maximum number of shares to be delivered will depend on the value of the share at the close of trading on the stock exchange on the date of delivery, with the maximum limit in each case applicable to each beneficiary.
- The price of each share of the Company will be the price at the close of trading on the stock exchange on the delivery date.
- The shares will be part of the treasury shares (previous or new) owned either directly by the Company or through the companies in the Group.

This remuneration system will apply until 14 May 2025.



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# General Meeting

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## 3.1 Responsibilities

The General Meeting, duly called and quorate, **represents all the shareholders and exercises the functions assigned to it within the Company.**

Its agreements are approved in accordance with the Act, General Meeting Regulations and the Articles of Association and are binding on all shareholders without prejudice to their legal right of withdrawal.

The General Meeting is the responsible body to approve all agreements specific to its status as the Company's sovereign body. For example, among other responsibilities, it is responsible for: *(see table on next page).*



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- Approving the individual and consolidated financial statements of the Company, the management of the Company's Board and the proposed distribution of profits/allocation of loss.

- Resolving on capital increases or reductions, transformations, mergers, spin-offs, en bloc transfer of assets and liabilities and transfers of the registered office abroad.

- Approving the winding-up of the Company and the final liquidation balance sheet, as well as the operations with an equivalent effect to the liquidation of the Company.

- Appointing and removing directors, ratifying, where applicable, co-opted appointments.

- Appointing and re-elect statutory auditors.

- Approving the acquisition, disposal or contribution of core assets to another company. An asset is presumed to be a core asset when the amount of the transaction exceeds 25 percent of the value of the assets shown in the last approved balance sheet.

- Approving the directors' remuneration policy under the terms established in the Act and in accordance with the Company's Articles of Association.

- Approving the withdrawal or limitation of pre-emption rights.

- Transferring core activities to subsidiaries that were previously carried out by the Company itself, even when the Company retains full control over them.

The General Meeting may also give instructions to the managing body or submit the decisions or agreements on certain management issues for approval by this body, in accordance with the Corporate Enterprises Act.

The rules governing the organisation and functioning of the General Meeting are set out in the Articles of Association (articles 11 to 18, inclusive) and in the General Meeting Regulations. These rules are available on the corporate website:

- [Articles of Association ↗](#)

- [General Meeting Regulations ↗](#)

The Company **has not established decisions to be submitted for approval of the General Meeting other than those established by law** that involve **the acquisition, disposal or contribution to another company of essential assets** or any other similar corporate transaction. / **B.7**

**The Company's General Meeting, held on 6 June 2023, has been certified as a sustainable event under ISO 20121.**

This reinforces the Company's positioning and commitment to sustainability in the management of corporate events seeking: (I) to minimise the event's carbon footprint, (II) to integrate circular economy criteria in the development of the event, (III) universal accessibility for the event, (IV) to guarantee the health and safety of all participants, (V) to promote the recruitment of vulnerable groups, and (VI) to raise awareness of sustainability among all participants in the event.

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## 3.2

# Quorum and majorities / B.1 / B.2 / B.3

### Quorum

The regime established for the quorum of the General Meeting, both annual and extraordinary, **is the one generally provided for in the Corporate Enterprises Act**. Consequently, the General Meeting will be quorate at the first call when the shareholders, present or represented by proxy, hold at least 25% of the subscribed capital with voting rights, and at the second call regardless of the attending share capital.

However, for the Annual or Extraordinary General Meeting to validly resolve to increase or reduce share capital, amend the Articles of Association, issue debentures, disapply or restrict pre-emption rights in relation to the allotment of new shares, change legal form, merge, spin-off or transfer the assets and liabilities en bloc, or transfer the registered office

abroad, the attendance of shareholders in person or by proxy representing at least 50% of the subscribed share capital with voting rights is required at the first call. At second call, the attendance of 25% of the subscribed capital with voting rights is sufficient.

### Majorities

**The majority voting system also complies with the legal provisions.** In this respect, article 17 of the Articles of Association establishes that agreements will be approved by a majority of the votes of the shareholders present or represented at the meeting (simple majority), and an agreement will be deemed approved when it obtains more votes in favour than against from the capital present or

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represented. To approve the agreements envisaged in section 194 of the Corporate Enterprises Act and article 14 of the Articles of Association, if the capital present or represented exceeds 50%, it will be sufficient for the agreement to be approved by an absolute majority. However, two-thirds of the capital present or represented at the General Meeting must vote for when shareholders representing 25% or more of the subscribed capital with voting rights are present at the second call without reaching 50%. This will not apply in cases where a higher majority is required by law.

## Amendments to the Articles of Association

The General Meeting is the competent body to approve any amendment to the Articles of Association following the enhanced regime mentioned above, except for the transfer of the registered office within the national territory, which may be agreed by the Board of Directors. The procedure for amending the Articles of Association involves the following actions:

- The Board of Directors or, as applicable, the shareholders making the proposal, will draw up the **full text of the proposed amendment and a written report justifying the amendment**.
- The notice of call to the General Meeting shall clearly state the points to be amended, specifying the right of all shareholders to examine at the Company's registered office the full text of the proposed amendment and the justifying report and to request that such report be handed over or sent free of charge.

### The last amendment to the Company's Articles of Association was approved by the General Meeting held on 6 June 2023, as a result of the adaptation of the

Company's corporate name to the new brand of the group of companies, which was communicated to investors and other stakeholders at the General Meeting held on 7 June 2022.

The proposed amendment to the Articles of Association and the corresponding justifying report of the Board of Directors, duly included in the notice of meeting of the aforementioned General Meeting (item six on the agenda), are available on the corporate website. ↪



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## 3.3

# Shareholder rights

### 3.3.1

#### RIGHT TO INFORMATION

The proposed agreements have been published in full, in Spanish and in English, together with the notice of meeting of the General Meeting, with all relevant information for shareholders being posted on the Company website, which is designed to make it easier for shareholders to exercise their right to information. The Company's website is a suitable mechanism for communicating with shareholders and investors, since, among other things, the following information is published through it:

- Information relating to the right to attend and procedures for granting proxies for General Meetings, in accordance with the Company's Articles of Association and General Meeting Regulations.

- The quorum requirement, the result of the votes taken on each of the agreements approved by the shareholders at previous General Meetings, and the rest of the related documents.
- Information regarding the rating given to the Company by credit rating agencies.
- Increased information about the Company's shareholders, with greater detail on significant holdings, treasury shares and shareholder agreements, as applicable.
- Information regarding electronic voting and proxy appointment.
- Information regarding issuances of outstanding securities.

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### The Company's website as a guarantor of the right of information / B.8

The General Meeting held on 19 April 2012, on the occasion of the amendments introduced by Spanish Law 25/2011, of 1 August, ratified the creation of the Company's corporate website called "www.ree.es", even though the information required by that law was already reflected on the Company's website. In view of the launch of the new commercial brand Redeia, at its meeting of 28 June 2022, the Company's Board resolved to move the **corporate website of Redeia Corporación, S.A., which became "www.redeia.com"**, in accordance with section 11 bis Corporate Enterprises Act.

Article 2 of the General Meeting Regulations establishes the content of the Company's website, the purpose of which is **to serve as a tool to ensure transparency** in the Company's actions and to allow shareholders to exercise their rights more effectively, facilitating their relationship with the Company. The Company has been using this means of communication since it was first listed on the stock exchanges in 1999 and its content, which is broader than required by law, is regularly updated. Since 2015, the corporate website has complied with the requirements established in CNMV Circular 3/2015, of 23 June, on technical and legal specifications and information to be included on the websites of listed companies and savings banks that issue securities admitted to trading on official secondary securities markets. The Company's corporate website also contains more and better information than required under Ministerial Order ECC/461/2013 of 20



March, which, among other matters, details the relevant information that must be published on the websites of listed companies.

The Company's website includes a section accessible from the homepage dedicated to **Corporate Governance** ↻ aspects that contains all the information of interest to shareholders. There is also a specific area for **Shareholders and investors** ↻ that is accessible from the homepage.

The General Meeting chapter of the Corporate Governance section includes an entry named **Right to information** ↻ that includes information on the channels of communication between the Company and its shareholders and the relevant explanations for exercising the right of information.

The **Ethics and Compliance** ↻ section should also be highlighted, which includes information on the Company's regulatory compliance system, the assessment methodology for the risks of non-compliance and the relevance of awareness-raising and training as key factors for developing a culture of compliance within the organisation. It also contains two informative spaces dedicated, respectively, to Redeia's data protection compliance system and its commitment to preventing corruption.



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Moreover, in response to the requirements imposed as a result of the COVID-19 pandemic, the “General Meeting” section was adapted to allow meetings to be held by digital means, incorporating a new channel for digital attendance so that shareholders, in addition to having the possibility of using the ordinary procedure on proxy appointment, voting and information

by remote means, can participate in the General Meeting by digital attendance and cast their vote by these means.

The following actions taken by the Company to make it easier for shareholders to exercise their right to information at the General Meeting are notable:

- 1 Notices of meeting are published more than one month in advance.
- 2 All documentation submitted for approval at the General Meeting and, including the financial statements and the Annual Corporate Governance Report, is made available on the corporate website and at the Shareholder Information Office.
- 3 A Shareholder Bulletin is published quarterly and contains the main news regarding the Company.
- 4 Separate voting on matters is established, including through remote voting, so that, as they are individually voted on, each shareholder has full freedom and independence of decision in relation to each matter submitted to vote.
- 5 The Shareholder Information Office specifically deals with requests made by the Company's shareholders. Shareholders may also submit questions in writing about the information available to the public or reported to the competent authorities and make inquiries through the Shareholder Information Office.
- 6 Prior to the General Meeting, in addition to the annual sustainability report, the report on the independence of the auditor and the reports on the functioning of the Board committees are published on the corporate website, all in accordance with Recommendation 6 of the Code of Good Governance for Listed Companies.
- 7 For several years now, an independent external third party has conducted an audit of the processes for managing the General Meeting, with a view to improving the protection of shareholder rights at General Meetings. The documentation sent by the auditors are published on the website on the same day the General Meeting is held. Since the 2014 General Meeting, shareholders have been offered the possibility of requesting the certificate confirming their vote, verified by the external auditors of the General Meeting.
- 8 Shareholders have at their disposal the “Red al día” (“Red Daily”) service from which, after subscribing, they can receive email alerts on relevant information about the Company.

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The Company is firmly committed to improving and adapting the corporate website on an ongoing basis, as a living instrument of communication, dialogue and commitment to shareholders, in application of its Corporate Governance Policy.

### 3.3.2 RIGHT TO ATTEND

The **shareholding limits on interests** in the Company's share capital are in additional provision twenty-three of Law 54/1997, of 27 November, which remain in force as expressly established by the sole derogating provision of **Electricity Sector Act**.

Shareholders may attend the General Meeting in person or virtually as long as **they are up to date in the payment of capital calls and provide evidence of their share ownership** in the form of a certificate made out in their name in the accounting register of book entries five days before the meeting is to be held.

To this end, article 15 bis of the Articles of Association and section 10 of the General Meeting Regulations provide that **shareholders entitled to attend may be represented at the General Meeting by any other person**, in the manner established in the Corporate Enterprises Act.

**There is no restriction in the Articles of Association requiring a minimum number of shares necessary to attend General Meetings.** Accordingly, the Company applies the "one share, one vote" principle. / **B.6**

The Company's directors are obliged to attend the General Meetings.

In general, for the meeting proceedings and agreements approved to reach the widest possible audience, General Meetings are open to the media, and the meeting is broadcast in audio and video format, with a simultaneous interpreter in English and in sign language to promote inclusive communication.



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At the 2023 General Meeting, the Company's Board offered the shareholders the possibility of participating in the meeting by attending remotely, granting a proxy and voting remotely before the General Meeting, and attending the General Meeting in person.

### 3.3.3 RIGHT TO PARTICIPATE

The Company pays special attention to the right to information and facilitates the greatest possible shareholder participation in General Meetings.

The key mechanisms for promoting the right to participate are as follows:

- Shareholder e-forum. In this forum, enabled together with its corresponding rules of operation, shareholders may submit for publication:
  - Proposals intended to be submitted as an addendum to the agenda announced in the notice of call to the General Meeting.
  - Requests to join such proposals.

- Initiatives to reach a sufficient percentage to exercise a minority right envisaged under the law.

- Offers or requests for voluntary representation.

The Forum is opened on the day the General Meeting is called until the day of the meeting, both inclusive.

- Section on the corporate website with complete information on the General Meeting.
- Delivery of the electronic voting system at the General Meeting.
- Live webcasts of the General Meetings, with simultaneous translation into English and sign language in Spanish.
- Shareholder Information Office. This office is located at Paseo del Conde de los Gaitanes 177, 28109, Alcobendas, Madrid, and is open for the General Meeting from Monday to Friday from 10:00 to 14:00 and can be contacted by telephone at 900100182 or by email at [juntaaccionistas@redeia.com](mailto:juntaaccionistas@redeia.com) or [accionistas@redeia.com](mailto:accionistas@redeia.com).
- Digital attendance.
- Information on social media.

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## 3.4

# Relationship with stakeholders

Redeia's **main** objective is to **achieve a trusting and lasting relationship with its stakeholders**, which are groups affected by the Company's services or activities and those whose opinions and decisions influence economic results or have an impact on its reputation.

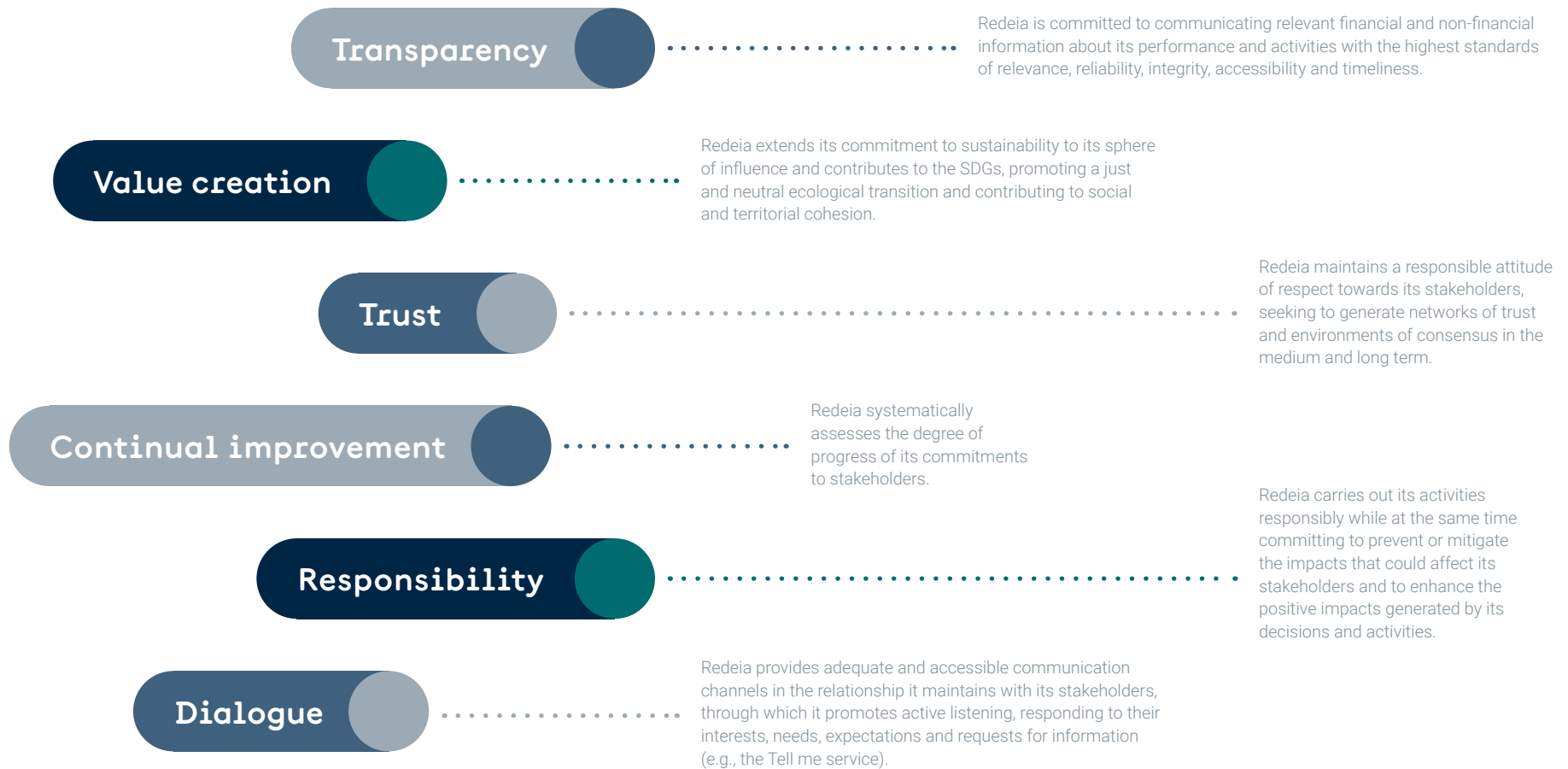
Redeia's stakeholder management model, which **includes the requirements of benchmark rules and standards such**

**as AA1000, IQNet SR10, ISO26000 or the Global Reporting Initiative**, aims to ensure adequate management of the significant economic, social and environmental impacts of Redeia's activities and services on its stakeholders, thus avoiding the risk of not quickly identifying any problem that could affect the relationship.

The stakeholder **categories** identified by the Company are the following: regulatory bodies, supervisory bodies and public administration, economic-financial ecosystem, business ecosystem, suppliers, customers, social ecosystem and people.

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The stakeholder relationship model establishes the following pillars:



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Following the **identification** and **segmentation** of stakeholder groups and their prioritisation, an optimal relationship framework is defined, taking into account the commitments acquired by the Company and the level of priority and engagement. Within this framework, there is a continuous process of **generating improvements and assessing the management** of the different groups, which leads to a regular review of the model, taking into account the relevant changes in the Company's external and internal context.

Based on the analysis of the value chain, as well as the information gathered through interviews with the different units and information from various sources, **stakeholder files** have been designed (with their structure, impact map, influence and tension, commitments acquired and communication channels used) and a **relationship matrix** has been defined, identifying which organisational units of the Company interact with each stakeholder, which unit is responsible for the relationship and what type of relationship exists.

Redeia is firmly committed to **transparency** and **dialogue** with its stakeholders, disclosing the most relevant projects and results, either directly, through the channels established with them, or through the website and social media, as well as in various periodic reports (for example, the annual Sustainability Report).

In 2023, work was carried out on the delivery of the stakeholder management model in the different companies.

Further information on stakeholder relations can be found on the Company's website. [↪](#)



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## 3.5

# General Meeting 2023

On 6 June 2023, the 2022 General Meeting of the Company was held at the second call in hybrid form, allowing both physical and digital attendance.

### Documentation

Under the Corporate Enterprises Act, the Articles of Association and the General Meeting Regulations, shareholders who wished to do so were able to examine and obtain, free of charge and immediately after the publication of the notice of meeting of the General Meeting, the proposed agreements and all the documentation relating to the development of the General Meeting held in 2023.

All this by making it available at:



#### The registered office

Paseo del Conde de los Gaitanes, 177  
28109 Alcobendas,  
Madrid



#### The Company's website

[www.redeia.com](http://www.redeia.com)  
Within the Corporate Governance section, "General Meeting" chapter



#### The Shareholder Information Office

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The documentation concerning the development of the General Meeting held in 2023 can be consulted on the corporate website. [↪](#)

### Agreements and results of the votes

All items on the agenda submitted for approval at the General Meeting held in 2023 were approved. The average percentage of votes for the proposals submitted by the Board was 94.25%. In 2022, the Company's management was approved by 99.68% of the votes. / **B.5**

The following table summarises the agreements approved and the results of the votes:

## Agreements

Agreements approved	% Votes in favour
Examination and approval of the Company's financial statements.	99.849
Examination and approval of the consolidated financial statements of the Company's Consolidated Group	99.849
Examination and approval of the proposed distribution of profit/allocation of loss	99.994
Examination approval of the report on non-financial information of the consolidated group	99.920
Examination and approval of the management carried out by the Board of Directors	99.677
Amendment of article 1 of the Articles of Association	99.981
Amendment of sections 1, 3, 6.1 and 9 of the General Meeting Regulations	99.983
Amendment of sections 10 and 15.9 of the General Meeting Regulations	99.986
Amendment of section 15.8 of the General Meeting Regulations	99.986
Re-election of Mr José Juan Ruiz Gómez as independent director	96.489
Approval of the Annual Directors' Remuneration Report	63.554 <i>(99.45% of the total of 33.068% of abstentions corresponds to SEPI, due to its position in listed companies with minority shareholdings)</i>
Approval of the remuneration for the Board for 2023	66.019 <i>(99.60% of the total of 33.019% of abstentions corresponds to SEPI, due to its position in listed companies with minority shareholdings)</i>
Delegation for the full implementation of agreements approved	99.990



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In agreements relating to directors’ remuneration in which the Sociedad Estatal de Participaciones Industriales (SEPI, a state-holding company) abstains as a rule adopted for all listed companies in which it does not hold a controlling interest. Excluding those agreements, the average percentage of votes for the approval of agreements at the 2023 General Meeting was 99.6%.

The matters submitted to the 2023 General Meeting for information were as follows:

- Report to the General Meeting on the Annual Corporate Governance Report of Red Eléctrica Corporación, S.A. for 2022.
- Report to the General Meeting on the Annual Sustainability Report of Redeia for 2022.
- Information to the General Meeting on Redeia’s Sustainability Plan 2023-2025.

The agreements approved by the General Meeting held in 2023 were notified to the CNMV as “Other Relevant Information” under registration number 22870 and have been published on the Company’s website since the day of the General Meeting, in both English and Spanish.

These agreements are available on the CNMV’s website and on the Company’s website:

**Other relevant information filed with the CNMV on agreements approved at the 2023 General Meeting.** [↪](#)

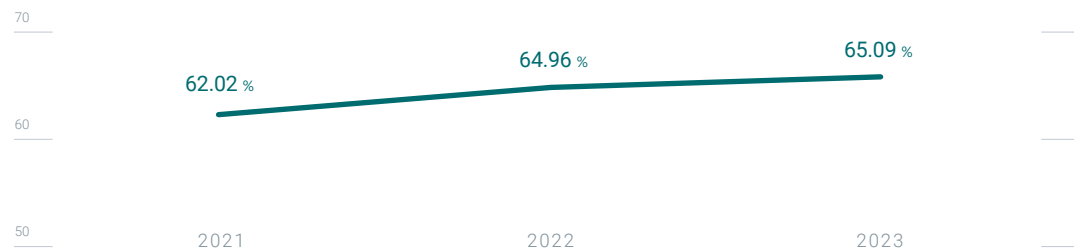
**Full text of the agreements approved at the 2023 General Meeting.** [↪](#)

### Quorum and attendance data

#### B.4

The attendance quorum between shareholders present and represented, through the proxy appointment or voting by remote means procedure, as well as the procedure for digital attendance at the General Meeting held in 2023, and through physical attendance at the meeting, was 2,382 shareholders holding 352,200,404 shares, equivalent to 65.092% of the Company’s share capital.

### Percentage of attendance



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The Company's treasury shares have been counted in calculating the percentages necessary for the General Meeting to be quorate, although the total number of shares with voting rights has been excluded from the count in accordance with current legislation.

### Audit of the General Meeting held in 2023

Since 2012, a third-party expert has conducted an annual review and improvement process regarding the management procedures of the Company's General Meeting, with the aim of providing legal certainty and guaranteeing the rights of shareholders at the General Meeting, a recognised good practice in corporate governance.

In 2023, the firm Deloitte Advisory, S.L. conducted the external audit of the management procedures of the General Meeting held in 2023, which consisted of checking and verifying compliance with the procedures for action, including, among others, the process of calling the General Meeting and making the documentation available to the shareholders, the formation and quorum of the General Meeting, its legal development or the voting and approving of the agreements, as established in the applicable regulations, the Articles of Association, the General Meeting Regulations and the notice of call for the General Meeting.

The stated auditing firm has determined the Company's compliance with the procedures mentioned above and has not identified any substantial differences between the procedures defined and those applied by the Company for this purpose.

The **Outcome Letter** about to the verification of compliance with the procedures for action of the 2023 General Meeting is available on the corporate website. [↪](#)



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# The Board of Directors is the body responsible for risk control and oversight

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# The Board of Directors is the body responsible for risk control and oversight



The Board of Directors **manages, governs and represents the Company**, without prejudice to the powers vested in the General Meeting, and it conducts its business **in accordance with the rules of organisation and operation set out in the Articles of Association** (articles 19 to 26, inclusive) and the Board Regulations (sections 5 to 13, inclusive, and 19 and 20).

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## 4.1

# Composition

### Qualitative

As regards the **qualitative composition / C.1.2** of the Board of Directors, section 7 of the Board Regulations states that the Board, in exercising its powers of nomination to the General Meeting and cooptation to fill vacancies, will ensure that, in the composition of the body:

- Non-executive directors represent an ample majority of the Board.
- The number of executive directors is the minimum necessary, taking into account the complexity of the corporate Group.

- Among the non-executive directors, the ratio between the number of proprietary directors and independent directors evidences the proportion existing between the capital of the Company represented by proprietary directors and the rest of the capital; this criterion of strict proportionality may be relaxed in the case of high capitalisation when there are few or no shareholdings that are legally considered significant and when there is a plurality of shareholders represented on the Board, and they are not related to each other, such that the weight of proprietary directors is higher than it would correspond to the total percentage of the capital they represent.
- The number of independent directors is at least half of the total number of directors. When the chair of the Board is

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also the Company's chief executive officer, the independent directors should be a majority of the total number of directors.

Likewise, as regards the **quantitative composition / C.1.1** of the Board of Directors, article 20 of the Articles of Association states that the Board will comprise a minimum of nine (9) and a maximum of thirteen (13) members.

At 31 December 2023, in accordance with the number set by the Extraordinary General Meeting held on 17 July 2015, the Board of Directors of the Company comprised twelve (12) directors, as shown in the chart below:

## Board of Directors

31 / Dec / 2023

### Chair

Beatriz Corredor Sierra

### CEO

Roberto García Merino

### Proprietary non-executive directors (SEPI)

**Mercedes Real Rodrigálvarez**  
Member of the Audit Committee

**Ricardo García Herrera**  
Member of the Appointments and Remuneration Committee

**Esther María Rituerto Martínez**  
Member of the Sustainability Committee

### Independent non-executive directors

**Carmen Gómez de Barreda Tous de Monsalve**  
Chair of the Sustainability Committee and Lead Independent Director

**Socorro Fernández Larrea**  
Chair of the Appointments and Remuneration Committee

**Antonio Gómez Ciria**  
Chair of the Audit Committee

**José Juan Ruiz Gómez**  
Member of the Audit Committee

**Marcos Vaquer Caballería**  
Member of the Appointments and Remuneration Committee

**Elisenda Malaret García**  
Member of the Sustainability Committee

**José María Abad Hernández**  
Member of the Audit Committee

### Secretary to the Board

**Carlos Méndez-Trelles García**  
Non-director

### Deputy secretary to the Board

**Fernando Frías Montejo**  
Non-director

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No directors left the Board during the year, either by resignation or by agreement of the General Meeting.

## Diversity on the Board of Directors

### C.1.5 / C.1.7

Redeia strives to ensure diversity in the broadest sense, both within the Board of Directors and its Committees and on a cross-cutting basis throughout the organisation, showing the Company's commitment to diversity and equality.

The Corporate Governance Policy contains the principle of **"consolidating the commitment to diversity in its broadest sense, not only in terms of gender but also in terms of experience, knowledge, age, nationality or length of service of the directors, among others, in the composition of the Board and its committees"**.

The practices included in that Corporate Governance Policy incorporate "comprehensive diversity on the Board of Directors", under which "the Company applies the principle of promoting diversity, in its broadest sense, not only in terms of gender but also bearing in mind the experience, knowledge, age, nationality or length of service in the post of the board directors, among other aspects, in the composition of the Board of Directors and its Committees as an essential factor to enable it to achieve its objectives with a plural and balanced vision".

Furthermore, Redeia applies the principle enshrined in the Corporate Governance Policy of "ensuring the existence of appropriate procedures for the selection of directors, which guarantee a **reasonable balance and comprehensive diversity within the Board of**

## Directors in order to adequately perform the tasks entrusted to it".

As regards the Board Diversity and Appointment of Directors Policy, on 29 November 2022, the Board approved the Policy above to consolidate in a single document the guidelines that ensure diversity on the Board of Directors in a broad sense, in the selection process and in the appointment of directors.

## Aim of the Board of Directors' Diversity Policy and appointment of directors



To promote diversity in a broad sense in the composition of the Board, i.e., among other aspects, in terms of knowledge, training, experience, age, capacity and gender.



To ensure that proposals for the appointment or re-election of directors are based on a prior analysis of the skills required by the Board, collecting the catalogue of principles on which the selection procedures for the Company's Board members must be based, and based on criteria of capacity and objective merits.

The requirements for the selection of Board members must target a diverse and balanced composition of the Board as a whole and, equally, as regards its committees, so that it enriches the analysis and debate, provides views and pluralistic positions, promotes decision-making based on the nature and complexity of the business, and the social and environmental context, and allows directors to enjoy due independence in exercising the functions attributed to them under the law, the Articles of Association and the other corporate governance rules of the Company.

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Furthermore, section 22 of the Board Regulations establishes that the Board, within the scope of its powers, will ensure that the candidates selected are persons of good standing, competence and experience, ensuring diversity of gender, experience and knowledge on the Board.

In this context, it is important to highlight the important role of the Appointments and Remuneration Committee in promoting diversity on the Board, since, as laid down in article 24 of the Articles of Association and in section 18 of the Board Regulations, this Committee is responsible for promoting a representation objective for the under-represented gender on the Board. It is also responsible for evaluating the competencies, skills, knowledge and experience necessary on the Board, submitting to the

Board the proposals for the appointment of independent directors and reporting on proposed appointments of the other board members, among other duties.

In each director selection process, the Appointments and Remuneration Committee analyses the profile of the candidate and evaluates whether it is in line with the ideal profile for holding the position of director depending on the type of position that is vacant at that time.

To assess the candidates participating in the selection process, the following aspects, among others, are taken into account: skills, training, experience, professionalism, suitability, gender, independence of judgement, knowledge, qualities, skills and availability.

In addition, before issuing its report or making a proposal to appoint a director, the Appointments and Remuneration Committee always analyses the diversity of profiles and contributions of the current Board members, so that the Board has the knowledge and experience necessary at all times to successfully meet the coming challenges and progress efficiently and proactively in the fulfilment of the strategies and objectives of the Company and Redeia.

In preparing the corresponding proposal, and when considered appropriate, the Appointments and Remuneration Committee, among other proposals and suggestions, seeks the opinion specialists in the recruiting process of directors, who put forward various candidates and issue reports on each one of them, in which they assess the candidate's competencies and experience. These reports are carefully analysed and assessed by the Appointments





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and Remuneration Committee before a report and/or appointment proposal is submitted to the Board.

Furthermore, several years ago, the Board of the Company voluntarily undertook the commitment to comply with the recommendations laid down regarding diversity in section 18.4 l) of the Board Regulations. Therefore, the Appointments and Remuneration Committee submits an **annual report on diversity** to the Board for approval. The report recognises the company's interest in diversity. Accordingly, for years, measures have been analysed and adopted to achieve a balance of skills and competencies both within the Board and throughout the entire organisation. The 2022 diversity report is available on the corporate website. ↻

The report for 2023 is expected to be approved during the first four months of 2024.

Despite the progress achieved and external recognition, it is a primary objective of the Board to continue advancing in diversity matters, and so the necessary resources and means to develop mechanisms that promote the presence of qualified women both on the Board and its committees and in executive positions and positions of responsibility in the organisation will continue to be allocated, to put into effect and consolidate the Company's diversity management model.

## Gender diversity

### C.1.4

50% of the members of the Board of Directors are women. The Company therefore continues to comply with the 40% target established in Recommendation 15 of the Code of Good Governance for Listed Companies. 42.9% of the independent directors are women.

These figures reflect Redeia's commitment to achieving gender equality and its ongoing efforts to ensure an equal presence of men and women on its Board.

It should be noted that both the chair of the Board and the Lead Independent Director are women. As regards the Board Committees, it should be noted that the Audit Committee has one woman out of a total of four members (25%) and the Appointments and Remuneration Committee has one woman (its chair) out of a total of three members (33.3%). The Sustainability Committee has three women (including its chair) out of a total of three members (100%). / **C.1.6**

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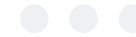
The Board's commitment to including female talent in the Board itself was reflected in section 18.1 (n) of the Board Regulations, which established as one of the Appointments and Remuneration Committee's core responsibilities to ensure that gender diversity is taken into account when filling new vacancies, establishing a representation target for the underrepresented gender and developing guidelines on how to achieve this goal.

In 2019, in this field, it was noteworthy the signing of the General Protocol on the Balanced Participation of Women on Boards and the General Protocol on the Balanced Participation of Women in Pre-Managerial & Directorship positions and Steering Committees, both within the framework of the "More women, better companies" initiative and both signed with the Ministry of the Presidency, Parliamentary Relations and Equality. This once again reveals the Board's commitment to diversity.

In addition, it is worth highlighting Redeia's 2023-2025 Comprehensive Diversity Plan, which is a continuation of the previous 2018-2022 Comprehensive Diversity Plan, and which is aligned with the 2023-2025 Sustainability Plan approved by the Board of Directors in October 2022, as well as with the Sustainability Commitment 2030 and Redeia's 2021-2025 Strategic Plan.

### Diversity in the typology of board members

58.3% of the Board members are independent directors. This percentage exceeds recommendation 17 of the Code of Governance for Listed Companies. The importance of the number of independent directors representing at least half



of the directors has been highlighted both by international practice and by the European Union, and so that Redeia is also aligned in this area with the best national and international practices in this area.

No proprietary directors have been appointed at the request of shareholders whose shareholding is less than 3%, nor have formal requests for presence on the Board been received from shareholders whose shareholding is equal to or greater than that of others at whose request proprietary directors have been appointed. / **C.1.8**

### Diversity in knowledge and experience

Since 2018, the Company has had a Board skills matrix, individualised by director, which reflects the skills, experience, knowledge, professionalism, suitability, independence of judgement, qualities and capacities that the Board of Directors must have, in accordance with the provisions of the Corporate Governance Policy and the Board Diversity and Appointment of Directors Policy, facilitating the supervision of comprehensive diversity in its composition in order to make the most appropriate and informed decisions at all times.

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The matrix consists of three blocks (knowledge/experience related to Redeia's strategic priorities, cross-cutting knowledge/experience and diversity) comprising, in turn, a total of twenty-seven categories through which the experience and knowledge of Board members is reflected in areas such as: energy, telecommunications and infrastructure management; accounting, auditing and finance; top-level business management; boards of directors of listed and unlisted companies; sustainability and climate change; risk control and compliance; information and digital technologies; comprehensive security (physical security and cybersecurity); and gender, age or length of service as a director, among others.

The Board's skills and competencies matrix is a tool of good governance that facilitates the supervision of the overall and individual balance, diversity and quality of the Board at all times and is aligned with the most advanced international practices recommendations on corporate governance. This skills matrix is reviewed on a continuous basis so that it is always up-to-date and aligned with Redeia's strategy.

## Age diversity

At 31 December 2023, the Company's directors range in age from 41 to 69 years. This difference shows the diversity of age in the composition of the Board of Directors, in accordance with Principle 10 of the Code of Good Governance and section 529 bis 2 of the Corporate Enterprises Act. In accordance with section 24 of the Board Regulations, directors must tender their resignation to the Board of Directors and resign if the latter considers it appropriate when they reach 70 years of age.



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The professional profiles of the Board members at 31 December 2023, which are displayed below, show that they are all professionals of recognised prestige with extensive professional experience, which allows them

to contribute the expertise and knowledge necessary to promote the development of the activities of the Company and Redeia to the supervision of the Company's management. / **C.1.3**

Name	Category of director	Position on the Board	Committees	Date of first appointment	Date of last appointment	Procedure for election	Date of birth
Beatriz Corredor Sierra	Other non-executive	Chair	N/A	25/02/2020	14/05/2020	General Meeting	01/07/1968 (55 years)
Roberto García Merino	Executive	CEO	N/A	27/05/2019	14/05/2020	General Meeting	20/03/1973 (50 years)
Mercedes Real Rodríguez	Proprietary non-executive (SEPI)	Member	AC/Member	31/10/2017	07/06/2022	General Meeting	06/01/1968 (55 years)
Ricardo García Herrera	Proprietary non-executive (SEPI)	Member	ARC/Member	22/12/2020	29/06/2021	General Meeting	26/04/1958 (65 years)
Esther María Rituerto Martínez	Proprietary non-executive (SEPI)	Member	SC/Member	05/05/2022	07/06/2022	General Meeting	16/02/1954 (69 years)
Carmen Gómez de Barreda Tous de Monsalve	Independent non-executive	Member	SC/Chair	19/04/2012	14/05/2020	General Meeting	20/05/1968 (55 years)
Socorro Fernández Larrea	Independent non-executive	Member	ARC/Chair	09/05/2014	07/06/2022	General Meeting	07/04/1965 (58 years)
Antonio Gómez Ciria	Independent non-executive	Member	AC/Chair	09/05/2014	07/06/2022	General Meeting	25/03/1957 (66 years)
José Juan Ruiz Gómez	Independent non-executive	Member	AC/Member	22/03/2019	06/06/2023	General Meeting	30/07/1957 (66 years)
Marcos Vaquer Caballería	Independent non-executive	Member	ARC/Member	29/06/2021	29/06/2021	General Meeting	15/09/1967 (56 years)
Elisenda Malaret García	Independent non-executive	Member	SC/Member	29/06/2021	29/06/2021	General Meeting	20/03/1958 (65 years)
José María Abad Hernández	Independent non-executive	Member	AC/Member	29/06/2021	29/06/2021	General Meeting	28/05/1982 (41 years)

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## Beatriz Corredor Sierra

Chair of Redeia and the Board of Redeia Corporación, S.A.

**First appointment**  
25/02/2020

**Re-elections**  
-

**Last appointment**  
14/05/2020

**Procedure for election**  
General Meeting

**Position on the Board**  
Chair of Redeia and the Board of Redeia Corporación, S.A.

**Type of director**  
Other non-executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Presence on boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE

#### Born on 1 July 1968

B.A. in Law from Universidad Autónoma de Madrid (1991).

Admitted by competitive examination as a qualified Registrar in the Property and Commercial Registries of Spain, Class of 1993.

Executive Education – Senior Business Management Programme. IESE-Business School (PADE-A-2013).

Executive Education - "Women on Boards" focused programme. IESE-Business School (2015).

#### Currently she is:

- Chair of Redeia and the Board of Redeia Corporación, S.A.
- Property Registrar on leave of absence (more than 25 years' experience).
- Vice-Chair of the Royal Board of Trustees of the Museo Nacional Centro de Arte Reina Sofía.
- Associate Professor of Civil Law. Master's Degree in Access to the Legal Profession. Universidad Nebrija.

- Adjunct Faculty. Social & Affordable Housing. Master in Real Estate Development. School of Architecture & Design. IE University.
- Mentor of the Endeavour Spain Foundation (supporting high-impact entrepreneurship) (2014-present).
- Member of the Advisory Board of WAS-Women Action Sustainability.
- Member of the Advisory Board of WLW-Women in a Legal World.
- Member of the Academic Council of the Norman Foster Institute.
- Board member of Closingap.
- Member of the Advisory Board of WomenCEO.
- International speaker and lecturer.

#### Formerly (among other positions)

- Member of Parliament for Madrid and chair of the Justice Commission. Lower House of the Spanish Parliament. XIII Legislature (2019).
- Secretary of Land Planning and Public Housing Policy Affairs. Federal Executive Committee. Partido Socialista Obrero Español (June 2017-February 2020).

- President of the Pablo Iglesias Foundation (September 2018-February 2020).
- Institutional Relations Manager of Spanish Property and Commercial Registrars' Association.
- Member of the Governing Board, responsible for Institutional Relations and the Press and Communications Office (October 2013-June 2017)
- Secretary of State for Housing and Urban Development. Ministry of Public Works (October 2010-December 2011).
- Chair of the Board of the SOE Business Company, SEPES.
- Minister of Housing of the Spanish Government (April 2008-October 2010).
- Madrid City Councillor (September 2007-April 2008).
- Director of Empresa Municipal de Vivienda y Suelo (EMVS).

#### Other information of interest

- Throughout her professional career, she has developed legal-technical expertise in the fields of property, urban planning,

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civil, commercial mortgage, tax, procedural and administrative law, in both the private and public sectors. In addition, she has held various positions in the public sector, promoting regulatory measures and legislative processes, with leadership and management responsibilities in various ministerial departments and public companies.

- Her experience also extends to the negotiation and decision-making of collegiate bodies, to the management of institutional relations at the highest level with national (Ministries, Autonomous Regions, Councils) and international (EU, USA, Canada, Latin America, Russia, Turkey, Singapore) public administrations, financial institutions and companies in the property sector and other industrial sectors, as well as professional associations, NGOs and associations. She has also performed dialogue responsibilities with the media and press offices.

- Among other awards, she received the Forinvest 2022 Award, the Medal of Honour of the Spanish Association of Land and Commercial Registrars of Spain (2018), the 2017 ALUMNI Award, Faculty of Law of the Universidad Autónoma de Madrid-UAM and the Grand Cross of the Royal and Distinguished Spanish Order of Carlos III. H.M. the King Juan Carlos I (2010).

**Other remunerated activities regardless of their nature**

**/ C.1.11**

- Associate Professor of Civil Law. Master's Degree in Access to the Legal Profession. Universidad Nebrija.

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Roberto  
García  
Merino

CEO

**First appointment**  
27/05/2019

**Re-elections**  
-

**Last appointment**  
14/05/2020

**Procedure for election**  
General Meeting

**Position on the Board**  
CEO

**Type of director**  
Executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Membership of Boards of other Spanish listed companies**  
No

## FULL PROFESSIONAL PROFILE

### *Born on 20 March 1973*

B.A. in Economics and Business Studies, Universidad de Valladolid.

General Management Programme (PDG) from the IESE Business School (2016).

Master's in Business Administration (MBA) from IE Business School (1999).

### Currently he is

- CEO of Redeia Corporación, S.A.
- Member of the managing body of the following Redeia companies:
  - Hispasat, S.A.
  - Redeia Infraestructuras de Telecomunicación S.A.
  - Redeia Sistemas de Telecomunicaciones S.A. unipersonal.
  - Red Eléctrica Internacional S.A. unipersonal.

### Formerly

Since he joined Redeia in 2004, he has been carrying out different functions linked to strategic planning and business development, especially in the

international arena and the area of telecommunications. In particular, he has performed the following executive functions:

- Executive Director of Telecommunications and International of Redeia (2019).
- Corporate Manager of Business Diversification (2015-2019).
- Manager of Business Development and Strategy (2012-2015).
- Head of Strategic Planning Division (2007-2012).

### Outside Redeia

- Internal investment banking analyst at Banco Espírito Santo (2000-2004).

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# Mercedes Real Rodrigálvarez

Proprietary non-executive director representing SEPI

**First appointment**  
31/10/2017

**Re-elections**  
-

**Last appointment**  
07/06/2022

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Proprietary non-executive (SEPI)

**Audit Committee/position**  
Yes/Member

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Presence on boards of other Spanish listed companies**  
No

## FULL PROFESSIONAL PROFILE

### *Born on 6 January 1968*

B.A. in Economics and Business and a B.A. in Law from Universidad Pontificia de Comillas (ICADE E-3), and completed the Executives Development Programme (PDD) at IESE Business School.

### Currently she is / C.1.11

- Head of Investees of Sociedad Estatal de Participaciones Industriales (SEPI).
- Board member and chair of the Audit Committee of ENRESA, S.A., S.M.E.

### Formerly (among other positions)

- Board member of ENUSA Industrias Avanzadas, S.A., S.M.E.
- Chief Financial and Control Officer, Controller and Head of Human Resources at the INFOBOLSA Group (BME Group and Deutsche Börse, AG Group).
- Board member, Chief Financial and Control Officer at OPEN FINANCE, S.L.

- Head of the Audit Team of companies in the financial sector at ARTHUR ANDERSEN (currently DELOITTE & TOUCHE).

### Other remunerated activities regardless of their nature

#### / C.1.11

- Head of Investees of Sociedad Estatal de Participaciones Industriales (SEPI).



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## Ricardo García Herrera

Proprietary non-executive director representing SEPI

**First appointment**  
22/12/2020

**Re-elections**  
-

**Last appointment**  
29/06/2021

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Proprietary non-executive (SEPI)

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
Yes/Member

**Sustainability Committee/position**  
No

**Membership of Boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE

#### *Born on 26 April 1958*

PhD in Physical Sciences from Universidad Complutense de Madrid.

B.Sc. in Physical Sciences (specialising in Physics of the Atmosphere) from Universidad Complutense de Madrid

Degree in General Management from the IESE Business School of the University of Navarra.

#### Currently he is

- Professor of Atmospheric Physics at Universidad Complutense de Madrid.
- Researcher at IGEO, Institute of Geosciences (CISC-UCM).
- Director, Department of Earth Physics and Astrophysics at Universidad Complutense de Madrid.
- Evaluator of the Austrian Climate and Energy Fund (since 2007).

#### Formerly (among other positions)

- President of the Spanish Meteorology Agency (2010-2012).

- General Manager of Prevention and Health Promotion of the Community of Madrid (1991-1995).
- General Manager for Public Health of the Basque Government (1987-1991).
- Member of the Executive Committee of the World Meteorological Organization (2010-2012).
- Board member of AENA (2010-2012).
- Deputy chair of the Board of the European Centre for Medium-Range Weather Forecasts (2011-2012).
- Representative of Spain on the Board of EUMETSAT (2010-2012).
- Representative of Spain on the Steering Committee of the ESF-MedCLIVAR project (2006-2010).
- He has held the following positions, among others, at Universidad Complutense de Madrid:
  - Head of the General Foundation of Universidad Complutense (2015-2019).
  - Director of the Department of Astrophysics and Atmospheric Sciences (2013-2015).

- Co-coordinator of the Master's programme in Geophysics and Meteorology (2006-2010).

#### Other information of interest

- In the field of research, he has been the lead researcher in numerous national and international projects. He has directed and developed studies and work on climate variability and change and has analysed the impact of climate on different socio-economic sectors.
- In the field of the energy sector, among other works, he has carried out studies on the modelling of the variability of wind and solar resources, both on a meteorological scale and in the long term; on the impact of extremes (heat waves and droughts) on energy demand, and on the relationship between meteorological extremes and the production of wind energy. In addition, his research projects include the impact of meteorology on air quality on a European scale, having been one of the pioneers in the analysis of the impact of climatic extremes on health.

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• In addition, he is the author of more than 200 Articles in international journals included in the Science Citation Index (SCI), contributing author and reviewer of the 4th report of the Intergovernmental Panel on Climate Change (IPCC), co-convenor of different sessions of the European Geophysical Union and the European Meteorological Society, guest editor of different special issues of prestigious journals included in the SCI, and has been invited speaker at international conferences, among others, at the Royal Meteorological Society, Oxford University, Durham University, the Bermuda Biological Station, the National Oceanic and Atmospheric Administration (NOAA) and the Biennial Meeting of the Royal Spanish Society of Physics.

**Other remunerated activities regardless of their nature / C.1.11**

- Professor of Atmospheric Physics at Universidad Complutense de Madrid.

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## Esther María Rituerto Martínez

Proprietary  
non-executive  
director  
representing  
SEPI

**First appointment**  
05/05/2022

**Re-elections**  
-

**Last appointment**  
07/06/2022

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Proprietary non-executive (SEPI)

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
Yes/Member

**Membership of Boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE *Born on 16 February 1954*

Master's Degree in Physics with a specialisation in Automatic Computing from the Complutense University of Madrid (1977).

MBA from the Escuela de Organización Industrial [School of Industrial Organisation] (1978).

Diploma in "Orchestrating Winning Performance" from the International Institute for Management Development (IMD), Switzerland (2004).

#### Formerly (among other positions)

- General Manager of Administration and Finance of Red Eléctrica de España, S.A. unipersonal, Director of Internal Control permanently sitting at Audit Committee meetings, Director in charge of monitoring the Internal Regulations for Conduct on the Securities Market (2004-2012).
- Joint director of Red Eléctrica Financiaciones, S.A. unipersonal (2009-2012).

- Joint director of Red Eléctrica Internacional, S.A. unipersonal (2004-2012).
- CEO of Izar Construcciones Navales, S.A. (currently Navantia) (2003-2004).
- Board member of Izar (2001-2004).
- Board member of Agencia Efe (2002-2003).
- Board member of Iberia (2000-2001).
- Member of the Patronato Fundación Empresa Pública [Board of Patrons of the Public Enterprise Foundation] (1998-2003).
- Director of Planning and Control of SEPI. Member of its Executive Committee and its Management Committee (1996-2003).
- Board member of Casa (1994-2001).
- Board member of Indra (1994-1999).
- Board member of Endesa (1997-1998).
- Director of Planning and Control of INI and Teneo S.A. Member of the Executive Committee of INI (1993-1996).

- Board member of Ensidesa (1992-1994).
- Board member of Altos Hornos de Vizcaya (1992-1994).
- Board member of Binter Canarias (1989-1994).
- Board member of Compañía Trasatlántica Española (1990-1993).
- Director of Planning and Monitoring of INI (1990-1993).
- Board member of Endiasa (1988-1991).
- Deputy Director of Planning and Monitoring of INI (1988-1990).
- Chief Risk Officer of Bankinter Madrid (1978-1988).

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# Carmen Gómez de Barrada Tous de Monsalve

Independent non-executive director

**First appointment**  
19/04/2012

**Re-elections**  
15/04/2016

**Last appointment**  
14/05/2020

**Procedure for election**  
General Meeting

**Position on the Board**  
Lead Independent Director

*First appointment*  
28/05/2013

*Second appointment*  
26/03/2019

*Last appointment*  
29/03/2022

**Type of director**  
Independent non-executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
Yes/Chair

**Presence on boards of other Spanish listed companies**  
No

## FULL PROFESSIONAL PROFILE

### *Born on 20 May 1968*

B.A. in Economics and Business from Universidad Pontificia de Comillas (ICADE).

Master's Degree in Business Administration from IESE (Executive MBA) at the University of Navarra.

### Currently she is / C.1.11

- Board member of Hispasat, S.A., Chair of its Appointments and Remuneration Committee and member of its Audit Committee.
- Member of the Advisory Board of the Board of Directors of Grupo Antolin-Irausa, S.A.
- Board member of Mutua Madrileña Automovilista, Sociedad de Seguros a Prima Fija and chair of its Audit and Compliance Committee.
- Member of the Strategy Advisory Group of Sidenor Aceros Especiales.

## Formerly (among other positions)

- General Manager of Corporación de Reservas Estratégicas de Productos Petrolíferos (CORES).
- Manager of Institutional Relations and Communication at BP Oil España.
- Deputy Manager of Oil Markets at the Spanish National Energy Commission (CNE).
- Head of Services Development at Unión Fenosa.
- Head of the International, Petrochemical and Marketing Departments at Repsol.
- Head of the Cogeneration Department and Business Management at Enagás.
- Representative of the Spanish delegation in the Standing Group on Emergency Questions and in the Standing Group on Markets of the International Energy Agency (IEA).
- Representative in various international working groups on energy regulation and security of supply issues (ARIAE and CEER).

- Board member of Grupo Ezentis, S.A.
- Professor in sessions and/or lectures in various Master's programmes (University of Barcelona, ICAI, Cesma, Spanish Energy Club).
- Speaker at the Sagardoy Business School's Course for Directors.

## Other remunerated activities regardless of their nature / C.1.11

- Member of the Advisory Board of the Board of Directors of Grupo Antolin-Irausa, S.A.
- Member of the Strategy Advisory Group of Sidenor Aceros Especiales.

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## Socorro Fernández Larrea

Independent non-executive director

**First appointment**  
09/05/2014

**Re-elections**  
-

**Last appointment**  
07/06/2022

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
Yes/Chair

**Sustainability Committee/position**  
No

**Membership of Boards of other Spanish listed companies**  
Yes

### FULL PROFESSIONAL PROFILE

#### *Born on 7 April 1965*

Degree in Civil Engineering from Universidad Politécnica de Madrid and completion of the IESE Advanced Management Program (AMP).

#### Currently she is / C.1.11

- Chair of OFG TELECOMUNICACIONES.
- Independent director of GRUPO CEMENTOS MOLINS.
- Independent director of the Spanish engineering firm SEG, S.A.
- Independent director of BANCO CAMINOS.
- Sole director of the consultancy firm JUSTNOW, S.L.
- Member of the IESE's Regional Board in Madrid.

#### Formerly (among other positions)

- Independent director of TEMPORE PROPERTIES Socimi, S.A.
- Independent director of the ACR Group.
- Board member of AMPER, S.A. as proprietary director, representing Emilanteos, S.L.

- Deputy chair of ANCI (Spanish Association of Independent Constructors).
- Member of the governing board of the Spanish Association of Civil Engineers (Colegio de Ingenieros de Caminos, Canales y Puertos).
- Regional Manager of the construction company SEOP, S.A.
- National representative of FERROVIAL CONSERVACIÓN, S.A.
- Representative in Castilla-La Mancha of FERROVIAL AGROMÁN, S.A.
- Representative in Castilla-La Mancha of AGROMÁN Empresa Constructora, S.A.
- General Manager for Roads, Hydraulic Structures and Transport of the Department of Public Works of the Regional Government of Castilla-La Mancha.
- Executive director of the consultancy firm JUSTNOW, S.L.
- Chief Project Engineer for FERROVIAL, S.A.

- Advisor to the Board of Directors of the Mexican engineering company CAL Y MAYOR.
- Member of the advisory board of the newspaper EXPANSIÓN.

#### Other information of interest

- Member of WCD (Women Corporate Directors) and former co-chair of the Spanish chapter.
- Member of AED (Spanish Association of Executives) and former member of its Management Board.
- Member of CEAPI (Business Council Alliance for Latin America) and member of its Management Board.
- Member of YPO (Young Presidents' Organization), and former member of the Executive Committee of the EuroIatam and Madrid chapters.
- Member of IWF (International Women's Forum) and former member of its Management Board in Spain.
- Medal of Honour from the Spanish Association of Civil Engineers (CICCP).
- Outstanding Engineer Award 2021 for the CICCP Madrid Territory.

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## Antonio Gómez Ciria

Independent non-executive director

**First appointment**  
09/05/2014

**Re-elections**  
-

**Last appointment**  
07/06/2022

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
Yes/Chair

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Presence on boards of other Spanish listed companies**  
Yes

### FULL PROFESSIONAL PROFILE *Born on 25 March 1957*

B.A. in Economics and Business from Universidad Complutense de Madrid.

B.A. in Mathematics from Universidad Complutense de Madrid.

Executive MBA from IESE Business School.

Chartered Certified Accountant (AECA).

#### Currently he is / C.1.11

- Member of the Advisory Board of Experts on Accounting and Financial Information (ECIF) of the General Council of the Association of Economists.
- Board member of Mapfre, S.A., chair of its Risk and Sustainability Committee and member of the Audit and Compliance Committee.
- Board member of Mapfre España Compañía de Seguros y Reaseguros, S.A.
- Board member of Mapfre Re Compañía de Reaseguros, S.A. and member of its Management Committee.
- Board member of Mapfre Vida, S.A. de Seguros y Reaseguros sobre la Vida Humana.

- Board member of Hispasat, S.A., member of its Audit Committee and Appointments and Remuneration Committee.

#### Formerly (among other positions)

- Board member of Mapfre Global Risks Compañía Internacional de Seguros y Reaseguros, S.A. and member of its Management Committee.
- General Manager of Administration and Information Technology and member of the Management Committee of the FCC Group.
- Representative of the FCC Group at the Large Companies Forum of the Ministry of Finance and Public Administrations.
- General Manager of Internal Audit and member of the Management Committee of the FCC Group.
- Internal Audit Manager of the FCC Group.
- Member of the Advisory Board of the Institute of Internal Auditors and member of the Management Committee.
- General Technical Secretary of InverCaixa, an investment management company belonging to the La Caixa Group.
- Chair of the Spanish Accounting and Audit Institute (ICAC)

- Director of Empresa Nacional de Uranio, S.A.
- Director of Empresa Nacional de Autopistas, S.A.
- Director of Tabacalera, S.A.
- Head of Market Inspection for the Madrid Stock Exchange (Sociedad Rectora de la Bolsa de Valores de Madrid).
- Deputy Manager of Budget Planning and Research for Radio Televisión Española.
- Head of the Auditing and Accounting Department of Banco de Crédito Agrícola.
- Auditor/Inspector for the Spanish State Auditing Agency.

#### Other information of interest

- Member of the Working Group of Spain's National Securities Market Commission (CNMV) that drew up the "Guidelines for management reporting by listed companies [Guía para la elaboración del informe de gestión de las entidades cotizadas]".

#### Other remunerated activities regardless of their nature / C.1.11

- Lecturer for the Master's programme in Auditing at IEB (Institute of Stock Market Studies).

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José Juan  
Ruiz Gómez

Independent  
non-executive  
director

**First appointment**  
22/03/2019

**Re-elections**  
-

**Last appointment**  
06/06/2023

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
Yes/Member

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Presence on boards of other Spanish listed companies**  
No

**FULL PROFESSIONAL PROFILE**  
*Born on 30 July 1957*

B.A. in Economics from Universidad Autónoma de Madrid. Trade Expert of the State.

**Currently he is**

- Independent consultant and advisor on macroeconomic issues and Latin American markets.
- President of the Elcano Royal Institute and a member of its Executive Committee.

**Formerly (among other positions)**

- Chief Economist and Head of the Research Department of the Inter-American Development Bank (2012-2018).
- Chief Economist for Latin America at Banco de Santander (1999-2012).
- Representative of Banco Santander on the Board of the Elcano Royal Institute (until 2012).
- Member of the Social Advisory Board of the University of Castilla-La Mancha (2005-2009) and Chair of the Board (2010-2012).

- Member on the boards of both public entities (INI, Aviaco, Autopistas del Atlántico, Renfe and Tabacalera) and private companies, particularly in the banking sector, holding the positions of director of Banco de Santiago (Chile), Banco Santander Colombia, Banco Santander Puerto Rico, Banco Santander Peru and Banco Venezuela between 1999 and 2012.

- Head of the Strategy and Planning Department of Banco Santander (1996-1999).

- Chief Economist of Asesores Financieros Internacionales (1996).

- Member of the Independent Committee of Experts of the Ministry of Economy and Finance responsible for developing macroeconomic scenarios for the Spanish economy (1994-1998).

- Member of the Editorial Board of the Recoletos Group (1994-1999).

- Chief Economist at Argentaria (1993).

**Most relevant positions held in the government (Ministry of Economy and Finance)**

- Undersecretary for International Economy and Competition of the Ministry of Economy and Finance (1991-1993).
- Member of the Steering Committee of the Ministry of Economy and Finance (1991-1993).
- Chief of Staff for the Secretary of State for Economy (1988-1990).
- Executive Advisor to the Secretary of State for Economy (1985-1987).
- Head of the Balance of Payments Service, Secretary of State for Trade (1984-1985).
- Economic Advisor to the Secretary of State for Trade and the Secretary General for Trade (1983).
- Technical support to the General Technical Secretariat during the negotiation of Spain's entry into the EU (1984-1985).

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- President of the Spanish Delegation to the OECD for the annual meetings on macroeconomic monitoring (1990-1993).
- Chair of the Economic Policy Committee of the European Union (1992-1993).
- Member of the Economic Policy Committee of the EU (1989-1992).
- Responsible for Spanish relations with the IMF, the World Bank and the Development Banks (Africa, Asia, Latin America and Europe) (1986-1993).

#### Other information of interest

- In addition, he is active as a speaker at conferences with various institutions and collaborates as a lecturer in the International Master's programme at IE Business School.

#### Other remunerated activities regardless of their nature / C.1.11

- President of the Elcano Royal Institute and a member of its Executive Committee.
- Independent consultant and advisor on macroeconomic issues and Latin American markets.



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## Marcos Vaquer Caballería

Independent non-executive director

**First appointment**  
29/06/2021

**Re-elections**  
-

**Last appointment**  
29/06/2021

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
Yes/Member

**Sustainability Committee/position**  
No

**Membership of Boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE

#### *Born on 15 September 1967*

B.A. in Law from Universidad Pontificia de Comillas (ICADE).

B.A. in Economics and Business from Universidad Pontificia de Comillas (ICADE).

PhD in Law from Universidad Carlos III de Madrid (UC3M).

#### Currently he is

- Professor of Administrative Law at Universidad Carlos III de Madrid (since 2011).
- Head of the Master's programme in Advanced Studies in Public Law at UC3M (since 2016).
- President (by delegation of the Rector) of the academic council of the Tirant-UC3M Chair of Ibero-American Legal Studies (since 2016).
- Member of the Management Committee of the Inter-University Institute for Cultural Communication, UNED-UC3M (since 2002).
- Member of the Scientific Committee of the Andrés Bello Chair of Cultural Rights, created by the Andrés Bello Agreement and the National University of Distance Education (UNED) and UC3M (since 1998).

- Member of the Pascual Madoz Institute of Territory, Urban Planning and Environment of UC3M.

- Member of the Editorial Board of the Yearbook of Good Governance and Regulatory Quality published by Fundación Democracia y Gobierno Local (since 2020)

- Member of the Scientific Board of the Revista de Derecho Urbanístico y Medio Ambiente (since 2020).

- Member of the Scientific Committee of the Editorial La Cultivada, promoted by the Fundación Gabeiras (since 2020).

- Member of the Scientific Committee of the Revista General de Derecho de los Sectores Regulados of Iustel (since 2018).

- Member of the Scientific Council of the Journal of Local and Autonomous Administration Studies (since 2017).

- Drafting team member of the *Práctica Urbanística* journal. *Revista de urbanismo de la editorial La Ley* (Wolters Kluwer group) (since 2015).

- Director of the digital collection *Cuadernos de Derecho de la Cultura* (since 2013).

- Member of the editorial team of *Revista General de Derecho Administrativo* of the Editorial Iustel (since 2002).

- Member of the Madrid Bar Association (since 1992).

- Lawyer at Estudio Jurídico of UC3M (since 1997).

- Member of the Spanish Association of Administrative Law Professors (since 2012).

#### Formerly (among other positions)

##### Most relevant positions held in the academic field

- Secretary General of UC3M (2015-2023).

- Head of the Inter-University Institute for Cultural Communication (UNED-UC3M-UIMP) (2012-2015).

- Deputy Director to the Vice Rector for Coordination and General Secretary of Universidad Carlos III de Madrid (2004).

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- Head of Teaching and Research Staff, Assistant to the Vice Rector for Faculty and Departments (UC3M) (2003-2004).
- Secretary of the Faculty of Social and Legal Sciences (UC3M) (2000-2003).
- Head Lecturer in Administrative Law, Department of State Public Law (2001-2011).
- Acting Head Lecturer in Administrative Law, Department of State Public Law (1999-2001).
- University Assistant assigned to the area of Administrative Law, Department of Public Law and Philosophy of Law (1997-1999).
- Associate Professor of Administrative Law, Department of Public Law and Philosophy of Law (1994-1997).
- Visiting or guest professor at the Universities of Pavia and Sassari (Italy), Paris Ouest (France), Externado (Colombia) and Católica de Valparaíso (Chile); and having participated in various international technical assistance missions in European Union projects in Ecuador (2014) and Paraguay (1998, 1995).

#### Most relevant positions held in the public sector

- Board member of Entidad Pública Empresarial de Suelo (SEPES), attached to the Ministry of Public Works (2010-2012).
- Undersecretary for Housing, Ministry of Housing and Chair of Entidad Pública Empresarial de Suelo (SEPES) (2008-2010).
- Board member of BILBAO Ría 2000, S.A. (2004-2010).
- Member of the Committee on Housing and Land Management of the United Nations Economic Commission for Europe, UNECE (2006-2008).
- Member of the Governing Council of the Defence Infrastructure and Equipment Management (GIED) and Member of the Higher Council of Real Estate Property (2006-2008).
- General Director of Urban Planning and Land Policy of the Ministry of Housing, Vice-President of the Board of the Public Land Business Entity (SEPES) (2004-2008).
- Member of the Governing Council of Gestor de Infraestructuras y Equipamientos de la Seguridad del Estado (GIESE) (2004-2008).

- Member of the Administrative Buildings Coordinating Board and alternate member of the Higher Council of Statistics (2004-2008).

#### Free practice of law

- Altair Asesores, S.L., law firm specialised in public law and international technical assistance (1991-1994).
- Arthur Andersen, Asesores Legales y Tributarios, S.R.L., part-time, combined with university studies (1990-1991).

#### Other information of interest

- Author of 7 monographs and over 80 articles and book chapters, and director or coordinator of 9 collective works on various subjects of public law; his main areas of specialisation are land and urban planning law, housing law, social services and services of general economic interest, better regulation and general administrative law. He has also participated in more than a hundred opinions, reports and advising for public and

private entities, and in drawing up preliminary drafts for town planning legislation for various Autonomous Communities. He has been an expert witness for the State Attorney's Office of Spain in more than a dozen international investment arbitrations (ICSID and SCC), has appeared as an expert before the Constitutional Commission of the Lower House of the Spanish Parliament and has carried out several international technical assistance missions in Latin America for the European Commission.

- In 2011 he received the Grand Cross of the Order of Civil Merit.

#### Other remunerated activities regardless of their nature / C.1.11

- Professor, Head of the Master's programme in Advanced Studies in Public Law, and Member of Legal Studies at Universidad Carlos III de Madrid.

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## Elisenda Malaret García

Independent non-executive director

**First appointment**  
29/06/2021

**Re-elections**  
-

**Last appointment**  
29/06/2021

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
No

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
Yes/Member

**Presence on boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE

#### Born on 20 March 1958

B.A. in Law from the University of Barcelona.

PhD in Law from the University of Barcelona.

Postdoctoral researcher at Università degli Studi di Bologna, Project on the Promotion of Industrial Reorganisation.

#### Currently she is / C.1.11

- Professor of Administrative Law at the Faculty of Law of the University of Barcelona (since 1995).
- Head of the Master's programme in Advanced Public Procurement at the University of Barcelona.
- Lecturer in Economic Regulation Law in the Master's programme in Advanced Legal Studies at the Faculty of Law and in the Master's programme in Regulation, Competition and Public Services of the Faculty of Economics at the University of Barcelona
- Member of the Scientific Committee of the European Federation of Energy Law Associations.

- First Vice President of the Spanish Association of Energy Law (AEDEN).
- Member of the Scientific Committee of *Associazione per gli Studi e le ricerche sulla Riforma delle Istituzioni Democratiche e sull'innovazione nelle amministrazioni pubbliche* (ASTRID).
- Board member of MIBGAS Derivatives S.A.
- Member of the Public Contracts in Legal Globalization (PCLG) European network.
- Member of the European Group of Public Law (EGPL).
- Member of the Spanish Association of Administrative Law Professors (AEPD).

#### Formerly (among other positions)

- Director of the Catalan Audiovisual Council (2008-2014).
- Member of the Advisory Board of the Spanish Data Protection Agency (AEPD) (2005-2008).

- Guest lecturer at the following universities: Paris II Pantheon-Assas, Institut de Sciences Politiques, Paris, Paris I Panthéon-Sorbonne, Institut de Sciences Politiques, Grenoble, Roma Tre, Externado, Bogotá, Siena, Oviedo, Euskadi, Roma La Sapienza, Pisa, Florence, Cattolica de Milano, Pavia, Montpellier.
- Joint Head of the Master's programme in Public Management at Escola d'Administració Pública de Catalunya (EAPC) (2017-2023).
- Chair of the Law Teaching Staff Accreditation Committee of the Spanish National Agency for Quality Assessment and Accreditation (ANECA) (2021-2023).
- Member of the Inaugural Council of the International Society of Public Law.
- Head of various courses on telecommunications regulation at Consorci Universitat Internacional Menéndez Pelayo de Barcelona (CUIIMPB) (1997-2001).
- Head of the Department of Administrative Law and Procedural Law at the Faculty of Law of the University of Barcelona (2000-2004).

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• Professor of Administrative Law at the University of Barcelona since 1986.

#### **Other notable professional responsibilities**

- Representative of the CAC on the European Platform of Regulatory Authorities (EPRA), on the contact committee provided for in the SCA Directive between national audiovisual regulators and the European Commission, on the Réseau des Institutions de Régulation Méditerranéennes (RIRM) and on the Platform of Latin American Audiovisual Regulators (PRAI).
- Member of the Lower House of the Spanish Parliament in the 8th and 9th legislatures (2004-2008). Rapporteur for the Antitrust Act, the Basic Statute of Public Employees Act, the Public Sector Contracts Act, the Act on Transparency in Financial Relations between

Public Authorities and Public Companies, the Act on State Agencies for the Improvement of Public Services, and the Act on the Special Regime for the Municipality of Barcelona, among others (2004-2008).

#### **Other information of interest**

- Author of numerous books, book chapters, Articles and research projects on the main lines of research she has developed in her career, including: Economic regulation law; energy law; infrastructure law; judicial review, administration and technical; telecommunications law; transparency, conflicts of interest and accountability; independent regulatory authorities, public procurement; public services and liberalisation in the process of European integration; etc.
- In addition, in recent years she has presented numerous presentations at conferences, as well as participating on the boards of scientific journals, committees and representations, and has received awards for merit in research (6 segments) from the National Commission for the Evaluation of Research Activity (ANECA).

#### **Other remunerated activities regardless of their nature / C.1.11**

- Professor of Administrative Law.

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## José María Abad Hernández

Independent non-executive director

**First appointment**  
29/06/2021

**Re-elections**  
-

**Last appointment**  
29/06/2021

**Procedure for election**  
General Meeting

**Position on the Board**  
Member

**Type of director**  
Independent non-executive

**Audit Committee/position**  
Yes/Member

**Appointments and Remuneration Committee/position**  
No

**Sustainability Committee/position**  
No

**Presence on boards of other Spanish listed companies**  
No

### FULL PROFESSIONAL PROFILE *Born on 28 May 1982*

B.A. in Law from Universidad Pontificia de Comillas (ICADE).

B.A. in Business Administration and Management, specialising in Finance, from Universidad Pontificia de Comillas (ICADE).

Specialist in Quantitative Research Methods (Statistical Techniques) from Universidad Politécnica de Madrid.

Advanced Studies Programme in International Economics from the Kiel Institute for the World Economy (Kiel, Germany).

#### Currently he is

- Senior Advisor to the Financial Services practice of Oliver Wyman in Europe (2022).
- Consultant at the Global Macroeconomic Analysis and Markets Department of the International Finance Corporation (IFC) of the World Bank Group (Washington, DC) (2022).
- Board member, Instituto Hermes Foundation (2022).

- Lecturer at ICADE (Madrid) (2022), where he teaches "Analysis of Economic Situation" in Executive Education programmes.
- Independent consultant and adviser on macroeconomics and banking matters (2021-).

#### Formerly (among other positions)

- Nominated for the "Rybczynski" Prize, awarded annually by the Society of Professional Economists (SPE) in London, for a paper on the economic rationale for the energy transition (October 2023).
- Winner of the "Federico Prades" prize that the Spanish Banking Association (AEB) awards every two years to an economist under 40, in this case for a paper on the usability of banking capital buffers (April 2022).
- Financial Sector Expert and Visiting Scholar, successively, in the Financial and Capital Markets Department of the International Monetary Fund (IMF) (Washington, DC) (2020-2022).
- Executive Manager of the European Financial Institutions Group of the Research Division and senior banking analyst responsible for coverage of listed banks in Southern Europe (Spain, Portugal, Greece) at Goldman Sachs (London) (2015-2020).
- Vice President and senior analyst at the Sovereign and Supranational Risk Group and member of the Sovereign Ratings Committee at Moody's Investors Service (London) (2015).
- Board member of AXIS Business Investments, S.G.E.I.C., S.A.S.M.E. (ICO Group) (Madrid) (2012-2015).
- Chief Economist and Head – with the rank of Deputy Manager – of the Research Department and the International Relations Department of Instituto de Crédito Oficial (ICO) under the Ministry of Economy and Competitiveness (Madrid) (2012-2015). As such:
  - Responsible for shaping ICO's macro vision, defending the "Spanish position" on key economic policy issues with other European development, national and multilateral banks, and managing the Chair's international agenda.
  - Member of ICO's Procurement, Strategy and International Relations and Monitoring Committees of Fond-ICO Global.
  - Joint Secretary of the High Level Expert Group for SME Financing of the Ministry of Economy and Competitiveness (2013).

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- ICO Representative at the Financial Institutions Shareholder Group (FISG) of the European Investment Fund (EIF) in Luxembourg.
- ICO representative on the Board of the European Long-Term Investors Association (ELTI) in Brussels.
- ICO Sherpa in the Long Term Investors Club (LTIC) and in the "Big Six Group", formed by the presidents and/or CEOs of the six main European development banks (Germany, France, Italy, Spain and Poland, and the EU through the EIB Group).
- Responsible for the launch and monitoring of the "Cátedra Fundación ICO de Financiación a PYME", led by the University of Alcalá de Henares, which won the "Titanes de las Finanzas" award (granted by the ECOFIN Forum) in 2015.
- Advisor (for Spain and Portugal) to the Chief Global Economist at Unicredit Group (London) (2011-2012).
- Consultant (for Spain and Portugal) to the European Economic Analysis team at Goldman Sachs (Frankfurt) (2010-2011).

- Senior Associate in the Sovereign and Supranational Risk Group, member of the Sovereign Ratings Committee and the Economic Analysis Committee at Moody's Investors Service (Frankfurt) (2009-2010).
- Associate of the Strategy and Operations Group at KPMG (Madrid) (2006).

**In terms of his academic career, the following stand out:**

- Visiting Professor at ESADE (Barcelona) (2018-22) where he taught the 'Company Valuation' and 'Analysis and Valuation of Financial Institutions' courses as part of the Master's in Finance.
- Research and teaching assistant at the Institute for Economic Policy at the University of Leipzig, Germany (2011-2012).
- Research and teaching assistant at the International Centre for Financial Research (CIIF) at IESE Business School (Madrid) (2007-2008).

- Research and teaching assistant in the Department of Economics at ICADE - Universidad Pontificia Comillas (Madrid) (2005-2006).

**Other information of interest**

- Author of numerous monographs, Articles and research projects on various topics related to financial and capital markets and economic policy.

**Other remunerated activities regardless of their nature / C.1.11**

- Consultant, International Finance Corporation, World Bank Group, Washington, D.C.
- Senior Advisor, Oliver Wyman, Madrid.
- Professor, ICADE, Madrid.

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## Carlos Méndez-Trelles García

General secretary and secretary to the Board (non-director)

**C.1.29**

### **Born on 25 February 1975**

He was appointed general secretary and secretary to the Board of Directors at the meeting held on 26 May 2020. Lawyer of the Madrid Bar Association.

B.A. in Law from Universidad San Pablo-CEU.

Executives Development Programme (PDD), Business Administration and Management, IESE Business School.

Master's Degree in Energy Law, Spanish Energy Club Spanish Energy Institute.

Master's Degree in Information and Communications Technology Law, Universidad Pontificia Comillas.

Special course in Corporate Law, Madrid Bar Association.

### **Currently he is**

- Director of Redeia Reaseguros, S.A.
- Lawyer of the Madrid Bar Association.

### **Formerly**

- Internal Audit and Risk Control Manager at Red Eléctrica de España, S.A. unipersonal.
- Head of Legal Services at Red Eléctrica de España, S.A. unipersonal.
- Lawyer for the Legal Services Department at Red Eléctrica de España, S.A. unipersonal.
- Collaborator at the Institute of Legal IT at Universidad Pontificia Comillas.

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## Fernando Frías Montejo

Deputy general secretary and deputy secretary to the Board (non-director)

### **Born on 11 March 1965**

He was appointed deputy secretary to the Board of Directors at the meeting of 21 April 2005.

B.A. in Law and Corporate Legal Adviser from Universidad Pontificia de Comillas (ICADE-E-I).

Program for Management Development for TSO Companies (PMD) IESE, Universidad de Navarra.

### **Currently he is**

- Non-director deputy secretary to the Board of Hispasat, S.A.
- Joint director of Red Eléctrica Financiaciones, S.A. unipersonal
- Joint director of Redeia Financiaciones, S.L. unipersonal.
- Lawyer of the Madrid Bar Association.

### **Formerly**

- Head of the Corporate Governance Department of Red Eléctrica de España, S.A. unipersonal.

- Head of the Corporate Governance and Compliance Department of Red Eléctrica de España, S.A. unipersonal.
- Secretary to the Board of Directors of Infraestructuras de Alta Tensión, S.A., Red de Alta Tensión, S.A. and Tenedora de Acciones de Redesur, S.A.
- Lawyer for the Legal Services Department at Red Eléctrica de España, S.A. unipersonal since 1990.



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Section 18.1 k) of the Board Regulations establishes, among the basic responsibilities of the Appointments and Remuneration Committee in relation to appointments and dismissals, the assessment of the time and dedication required for directors to carry out their duties effectively, assessing, for this purpose, their compatibility with membership of other management bodies of companies and ensuring that they have sufficient time to carry out their functions properly.

## Board members who are directors, representatives of directors or executives of other group companies / C.1.10

Name	Group company	Position	Executive functions
Roberto García Merino	Hispasat, S.A.	Representative of the director Redeia Sistemas de Telecomunicaciones, S.A. unipersonal	No
	Red Eléctrica Internacional, S.A. unipersonal	Joint director	Yes
	Red Eléctrica de España, S.A. unipersonal	Representative of the sole director	Yes
	Redeia Sistemas de Telecomunicaciones, S.A. unipersonal	Joint director	Yes
	Redeia Infraestructuras de Telecomunicación, S.A.	Director	No
Carmen Gómez Barreda Tous de Monsalve	Hispasat, S.A.	Director	No
Antonio Gómez Ciria	Hispasat, S.A.	Director	No

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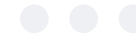
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Section 7.3 of the Board Regulations limits the maximum number of boards of other listed companies that an independent director of the Company may join to two (2) unless expressly approved by the Board, at the proposal of the Appointments and Remuneration Committee. Furthermore, section 7.2 b) establishes that proprietary directors may not hold the position of director in more than five (5) listed companies at the same time. Under section 7.2 (a) of the above Regulations, executive directors may only hold the position of director on one (1) board of other companies, except the positions held on boards of subsidiaries or investees of the Company. / **C.1.12**

As regards the powers and authorities delegated by the Board of the Company to the Chief Executive Officer, it should be noted that the Board unanimously resolved at its meeting held on 27 May 2019: "To delegate, jointly and severally and indistinctly, to the CEO of Red Eléctrica Corporación, S.A. (now Redeia Corporación, S.A.), Roberto García Merino, under and in accordance with section 249 of the current Corporate Enterprises Act, section 149 of the Commercial Registry Regulations, Article 22 of the Articles of Association and section 5 of the Board Regulations,

(1) On 18 January 2024, Laura de Rivera García de Leániz left the Company as a result of her resignation.



all powers of the Board that can be delegated under the law and the Articles of Association." / **C.1.9**

The members of senior management who are not executive directors are Emilio Cerezo Díez (Chief Financial Officer), Ángel Luis Mahou Fernández (General Manager of Transport), Miryam Aguilar Muñoz (Corporate Director of Institutional Relations, Communication and Territory), Mariano Aparicio Bueno (General Manager of Telecommunications Business), Laura de Rivera García de Leániz (1) (Director of Regulation and Legal Services) José Antonio Vernia Peris (Corporate Director of Transformation and Resources), Eva Rodicio González (Director of Internal Audit and Risk Control), Silvia María Bruno de la Cruz (Director of Innovation and Technology), Carlos Puente Pérez (Director of Corporate Development), Eva Pagán Díaz (Corporate Director of Sustainability and Studies), Juan Majada Tortosa (General Manager of International Business) and María Concepción Sánchez Pérez (Chief Operating Officer).

The total number of women in senior management is six (6), which is 50% of the total. The total remuneration of senior management for the year amounted to 3,301 thousand euros. / **C.1.14**

The external auditor of the Company is Ernst & Young, S.L., with registered office in Madrid, at Raimundo Fernández Villaverde, 65, 28003, and tax identification number

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B-78970506; it is registered in the Official Register of Auditors of the Spanish Accounting and Auditing Institute (ICAC) under number S-0530.

	Company (1)	Group companies	Total
Fees for other non-audit work (thousands of euros)	3	287	290
Amount of other work/amount of audit work (in %)	20%	34%	34%

(1) The "Company" column includes fees corresponding to "other non-audit work" for Redeia Corporación, S.A. and does not include services corresponding to work related to Redeia's consolidated group.

Note 1: Fees relating to services received, regardless of the time they were invoiced, are included.

Note 2: The "Amount of non-audit work" item, amounting to 290 thousand euros for the whole group, is broken down as follows: "audit-related services", amounting to 201 thousand euros, which mainly include the limited review of the consolidated interim financial statements of the group, the service related to the issuance of Comfort Letters, the reasonable assurance audit report on the effectiveness of the ICFR under ISAE 3000, financial ratio certificates and translations; "other services", amounting to 89 thousand euros and including agreed procedures performed for certain group companies, the verification of the non-financial information of the Consolidated Directors' Report 2023 and other annual reports."

The current auditor has been auditing the individual and consolidated financial statements of the Company for one year without interruption. Likewise, the years the current firm has been auditing the financial statements represents 3% of the total number of years over which the Company's financial statements have been audited for the individual financial statements and 4% for the consolidated financial statements. (c.1.34)

This year's statements are unqualified.

The approval of the audit services contracting policy with the external auditor is reserved to the Board on a non-delegable basis in its internal Regulations (section 5.5 a) xiv).



The Audit Committee supports the Board in monitoring the independence of the Company's external auditor. Section 16.3 (b) of the Board Regulations, in relation to the independence of external auditors, within the functions of the Audit Committee, indicates the function of establishing direct relationships with the external auditors by regularly gathering and receiving information from them on the audit plan, the process of implementing it and its execution, and on the issues that may pose a threat to their independence, including that relating to information showing that neither the external auditor nor any of its shareholders has not been convicted in a final judgment in criminal proceedings related to the performance of its audit functions, to be examined by the Committee, and any other matters related to the process of conducting the audit. It may also authorise, when considered appropriate, services of the external auditors other than those that are prohibited, under the terms included in applicable regulations on auditing financial statements. Furthermore, section 16.3 (h) of the above Regulations includes the function of the Audit Committee of issuing on an annual basis, prior to the issuance of the audit report, a report expressing an opinion on whether the independence of the external auditors or audit companies is compromised. To this end, the Audit Committee must ensure that the Company (i) reports the change of auditor and, where appropriate, disagreements with the outgoing auditor as other relevant information to the CNMV and (ii) complies with current rules on non-audit services, limits on the concentration of the auditor's business and, in general, other rules established to ensure the independence of auditors.

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If the auditor resigns, the Audit Committee must investigate the issues giving rise to the resignation. Moreover, Article 42 of the Board Regulations imposes a duty for the Board to refrain from contracting audit firms in which the fees payable for all items exceed ten per cent of its total income over the last year.

In addition, the above section 42 of those Regulations imposes on the Board the obligation to report, on an annual basis, the overall fees paid by the Company to the external auditor for non-audit services, seeking to minimise the contracting of these services as far as possible. Without prejudice to the obligation in this regulatory provision for reporting to the Audit Committee on the services provided to the Company and the group by the external auditor, other than those related to the external audit, the approach followed by the Company is not to engage these types of services from the external auditor from the date they are appointed by the shareholders at the General Meeting, unless there are exceptional reasons justifying the engagement of such services from the auditor, which are to be appropriately explained in the Company's annual public information report. In any case, the engagement of these services must be authorised by the Audit Committee.

The Company publishes the Report of the Audit Committee on the independence of the external auditor on the corporate website in due time before the date of the General Meeting.

The Company gives frequent presentations to financial analysts and investment banks to report the key economic and financial figures of the Group, and to review its business performance. These presentations are regularly attended by the most influential professionals and specialists in the sector. After giving these presentations, all participants are offered the opportunity to be included in a list of entities that periodically receive the most critical information of interest to them regarding the Company.

All presentations to analysts are submitted to the Spanish Securities Market Commission in advance. These presentations are then immediately posted on the Company's website.

The main purpose of the "Investor Relations" Department, attached to the Company's Corporate Financial and Economic Management, is to serve as a channel of communication with financial professionals and institutional investors and to deal with their queries. / **C.1.30-C.1.34**

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## 4.2

# Powers and functioning

The Board Regulations lay out the principles of action of the Company's Board of Directors and establish the basic rules of its and the Committees' organisation and functioning, the rules of conduct of its members, as well as the oversight and control functions entrusted to it. This is achieved by encouraging the active participation of its directors, placing the interests of the Company and its shareholders above their own interests, in accordance with the law, the Articles of Association and corporate governance principles.

Furthermore, in accordance with the Articles of Association and the Board Regulations, the criterion governing the Board's actions at all times is the corporate interest, meaning the

long-term profitability and sustainability of the Company that promotes the continuity and maximisation of the Company's value.

The Board, supported by the work of the the Audit Committee, the Appointments and Remuneration Committee and the Sustainability Committee, governs and represents the Company.

Specifically, the Board will have all the powers of administration and representation of the Company, in or out of court, which it will exercise either directly or by delegation, substitution or power of attorney under the terms established in the Act, the Articles of Association and the Board Regulations.

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The following responsibilities, among others, rest with the Board:

1. Approval of the general policies and strategies of the Company and the Group, with special emphasis on risk management and control policy.
2. Decisions regarding appointments and removal of executives who report directly to the Board or to its members, director remuneration, financial and non-financial reporting and strategic investments (except for those that rest with the shareholders at the General Meeting).
3. Annual assessment of the quality and efficiency of the Board and the functioning of its committees.
4. Drawing up of financial statements: Article 5.5 (d) of the Board Regulations stipulates that, in particular, the Board is responsible for drawing up the financial statements and submitting them to the General Meeting, which will include monitoring the process of preparing and presenting the financial information and the directors' report and, where appropriate, the non-financial information required by law. Sections 16.1 a) and b) of the Board Regulations indicate that it is the responsibility of the Audit Committee to approve the accounting principles and criteria to be used in preparing the financial statements of the Company and its consolidated group, and to verify their accuracy, reliability and sufficiency, and supervise the process of preparing and presenting them, and the integrity of the financial information of the Company and the Group, and to submit recommendations or proposals to the

Board, aimed at safeguarding this integrity, ensuring that the regulatory requirements and reference international standards are taken into account, the appropriate demarcation of the scope of consolidation and the correct application of the accounting principles and criteria applicable. Article 42 of the Board Regulations expressly states that the Board will prepare the final accounts, previously reviewed by the Audit Committee in accordance with its functions in the Regulations, ensuring no qualifications on the auditor's part. However, when the directors consider that they should stand by their opinion, they will publicly explain the content and scope of the discrepancies.

In addition, section 41 of the Regulations stipulates that the Board will adopt the necessary measures to ensure that quarterly, half-yearly, annual and any other financial information provided to the markets is prepared in accordance with the same professional principles, criteria and practices with which the financial statements are prepared and that it has the same reliability as the financial statements. Therefore, this information will be reviewed by the Audit Committee.

The Audit Committee is particularly important, as it has an ongoing role of monitoring the process of preparing the economic and financial information sent to the market supervisory bodies, ensuring the absence of qualifications in the annual audit reports. Since it was incorporated in 1985, the Company has not had any qualifications in its auditor's reports on its financial statements, which attests to the accuracy, reliability and completeness of the financial statements of the Company and of its

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consolidated group throughout its corporate history, ensuring at all times the highest information transparency. The financial statements are certified first by the Chief Financial Officer Emilio Cerezo Díez and by the CEO, Roberto García Merino. / **C.1.27 / C.1.28**

#### 5. Intervention in preparing and reviewing the strategic plan.

Under article 6 of the Board Regulations, the Board must perform its duties with unity of purpose and independence of judgement.

The Board's policy is to delegate the ordinary management of the Company to the executive bodies and the management team and to concentrate on its general supervisory function, the approval of basic operating guidelines and strategies and on decisions that are highly relevant to the interests of the Company. However, there are a series of non-delegable responsibilities of the Board set out in Article 5 of the Board Regulations (among others, approving the general policies and strategies of the Company and the group, appointing and removing CEOs, authorising nominations, re-electing and removing

directors in the different companies of the group, drawing up annual financial statements, etc.).

On the other hand, the Board Regulations refer to the duties inherent to the position of director and, in this respect, Articles 30 to 38 thereof the general duty of proper care, the duty of loyalty, the duty to avoid situations of conflict of interest, the duty to refrain from using non-public information, and the duties of information of directors.



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## 4.3 Activity

Before the beginning of the financial year and on the proposal of its chair, the Board approves an indicative annual calendar of meetings. In any case, in accordance with section 19 of the Board Regulations, the Board will ordinarily meet monthly and at least eight times a year, following the schedule of dates and, where appropriate, matters established at the beginning of the year, and each director may individually propose other items for the agenda that were not initially envisaged. This practice is in accordance with Recommendation 26 of the Code of Good Governance for Listed Companies. Furthermore, the Board may meet as the Chair considers necessary for the proper functioning of the Company.

Board meetings are called sufficiently in advance prior to the meeting and all relevant information is sent together with the notice of meeting. The notice of meeting includes the agenda for the meeting and, as a general rule, will be accompanied by the relevant information duly prepared and summarised. None of this affects section 19.5 of the Board Regulations, which stipulates that the Board meeting notice of meeting must be issued at least three (3) days prior to the meeting. As an exception and for reasons of urgency, the Board may be convened by telephone and the period of prior notice will not apply when, in the opinion of the board's chair, the circumstances are required. The reasons of urgency will be explained in the minutes of the meeting under section 19.6 of the Regulations.



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The director may examine the books, records, documents and other background of the corporate operations and inspect all its facilities. The right to information extends to both domestic and foreign subsidiaries. Under section 27.3 of the Board Regulations and in order not to disturb the Company's ordinary management, information powers can be exercised through the chair of the Board and/or the CEO, who will respond to the directors' requests, directly providing them with the information, offering the appropriate contacts at the appropriate level of the organisation or arranging the measures to enable it to carry out the desired review and inspection procedures on site.

Section 27.4 of the Board Regulations stipulates that the chair may, exceptionally and temporarily, restrict access to certain information, reporting this decision to the Board at its next meeting. Also, the Audit Committee, the Appointments and Remuneration Committee and the Sustainability Committee may access any type of Company information or documentation they need to effectively carry out their functions. / **C.1.35**

During the 2023 financial year, the Company's Board of Directors held 12 meetings. One of them was extraordinary and there were no non-attendances during the course of the meetings. In accordance with article 21 of the Articles of Association, each director may delegate another director, in writing and specifically for each meeting, to represent

them and vote for them at Board meetings. Non-executive directors may only appoint another non-executive director as their proxy. If the director is unable to attend, on justified grounds, the meetings to which they have been called, they must instruct the director who is to represent them, ensuring that this proxy falls to a director of the same type as the director represented under section 30.2 (c) and 20 of the Board Regulations.



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Meanwhile, there were 11 meetings of the Audit Committee, 14 meetings of the Appointments and Remuneration Committee and 11 meetings of the Sustainability Committee.

**/ C.1.24-C.1.26**

Except in cases where other enhanced legal majorities are required (since no agreements are envisaged that require an enhanced majority to be approved outside the provisions of the applicable legislation, except for the amendment of the Board Regulations, appointment of the chair and removal of directors), agreements are approved by absolute majority of the directors attending the meeting, present and represented. In the event of a tied vote, the chair will have the casting vote. **/ C.1.20**

The **agreements and information reported to the CNMV** during the 2023 financial year can be consulted on the Company's website [↗](#), as well as on the website of the Spanish Securities Market Commission (CNMV). [↗](#)

**100%**

Percentage of attendance at Board meetings

**12**

Number of meetings with attendance in person, or by proxy with specific instructions, of all directors



The Company has an Orientation Plan for new members of the Board of Directors that includes the basic information and documentation to be provided to newly appointed directors, identifying the areas responsible for it.

The Company also has an annual programme of activities and information of the Board of Directors. Over the last two years, the Board has participated in specific sessions (case studies) on topics related to Redeia's 2021-2025 Strategic Plan, enabling an analysis of the impacts, risks, opportunities, trends and future forecasts on a wide range of issues that are relevant to Redeia. These relate to the following areas: self-consumption and operation of the electricity system; gas and CO<sub>2</sub> emissions markets; offshore installations; corporate governance; sustainability and business; the stock market; cybersecurity; solar storms; telecommunications business (satellites and fibre optics); energy impact of current geopolitical events; the Latin American situation from a geopolitical and strategic business viewpoint; energy efficiency; very long-term social, technological and economic trends and possible scenarios; artificial intelligence; etc.

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## 4.4

# Relationship with Management

As a result of the separation of the positions of Chair of the Board and CEO, the Company has two clearly differentiated management bodies made up of top-level management of the company:



The secretary to the Board serves as secretary of both Committees.

The structure and functioning of both Committees replicates, within the organisation, the model of separation of functions between the non-executive chair and the CEO, so that the committee chaired by the former takes care of overall supervision and strategic oversight, while the committee chaired by the latter continuously monitors the business and corporate activities on an ongoing basis.

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## 4.5

# Power balance in the Board of Directors

The Company has been taking steps and implementing new measures in its corporate governance structure since 2012, in line with an international trend in corporate governance, especially in Europe, which recommends that listed companies separate the positions of chair of the Board and chief executive officer (CEO), so that each is held by a different person.

### **Main counterbalancing measures adopted by the Company:**

- The chair of the Board and the CEO do not sit on any of the Board Committees.

- The position of lead independent director was created voluntarily, at the proposal of the Board, by the Ordinary General Meeting of the Company held in April 2013.
- The Board of Directors contains a significant majority of independent directors (58.3%).
- The procedure for selecting and appointing directors has been strengthened in recent years to improve diversity in its broadest sense, not only in terms of gender, but also in terms of experience, knowledge, age, nationality or length of service of the directors, among others, in the composition of the Board and its committees.

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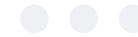
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- The constantly updated Board skills matrix is a suitable tool for monitoring and improving the overall quality of the Board of Directors.
- The Board of Directors has voluntarily reserved in its internal Regulations certain non-delegable responsibilities which cannot be exercised either by the CEO or by the Board Committees.
- At each of its regular meetings, the Board also exercises immediate effective control of the ordinary, extraordinary and urgent actions of the CEO.
- The Board Committees, composed of 75% independent directors in the case of the Audit Committee, and 66.7% in the case of the Appointments and Remuneration Committee and Sustainability Committee, are attributed extensive functions under the Board Regulations.
- The Board conducts an annual self-assessment with advice from independent external experts, and publishes the conclusions in the Annual Corporate Governance Reports.
- Since 2010, the Company voluntarily submits the Annual Directors' Remuneration Report, and since 2007, the annual remuneration of the Board of Directors, to the approval of the General Meeting, as separate and independent items on the Agenda of the General Meeting, including extensive, informative detail and information on comparable companies.



All these practices, together with the need to have a Board of Directors that is fully committed, well balanced and diverse in terms of gender, experience and knowledge, among other aspects, supported by ongoing refresher programmes for technical know-how, and that acts in accordance with the principle of transparency and quality reporting to the markets, constitute relevant counterbalancing measures that ensure a robust corporate governance system. This helps the Board to effectively perform its general supervisory function and oversee the work of the management team.

#### 4.5.1 SEPARATION OF THE POSITIONS OF CHAIR AND CEO

In response to the commitment made by the Company at the General Meeting held in April 2012 and to international best practices in corporate governance, the Board of Directors submitted to the Extraordinary General Meeting held in July 2015 and called exclusively for this purpose the separation of the positions of chair of the Board of Directors and CEO of the Company, as well as the consequent appointment of the executive director. Both proposals received the favourable vote of 99% of the shareholders, with a quorum of 58%. In July 2015, the Board appointed the new executive director as CEO of the Company.

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A transitional period was established, which ended at the 2016 General Meeting, when the separation of functions between the office of chair of the Board and the position of CEO was completed. Since this General Meeting, the chair of the Board has only had the responsibilities inherent to this position.

Following the replacement of the CEO in May 2019 and the appointment of the new non-executive chair of the Board in February 2020, the model of separation of the positions of chair of the Board and Chief Executive Officer (CEO) of the Company approved in 2015 has been maintained and is working satisfactorily. The non-executive chair has assumed supervisory responsibilities and corporate functions that are of a strategic nature for the Company and the CEO is responsible for leading the management of Redeia's business.

#### **The chair of the Board of Directors, chair of the Company and Redeia**

The chair of the Board of Directors is the chair of the Company, and is therefore the chair of Redeia, in accordance with article 25 of the Articles of Association.

The Board of Directors, at its meeting held on 28 January 2020, acknowledged the resignation tendered by the former chair as director and, consequently, as non-executive chair of the Board of Directors and the Company. At the same meeting, the Board resolved to implement the Contingency Plan for the succession of the chair, which has proved to be a key tool for distributing the functions performed by the chair among the CEO, the Lead Independent Director and the chair of the Audit Committee.



Articles 21 and 25 of the Company's Articles of Association attribute to the chair of the Board, among others, the functions of permanent representation of the Board of Directors, the duty to submit Board matters to a vote once she/he considers them sufficiently debated and to ensure that the agreements of the Board are complied with. The regulation of the office and functions of the chair of the Board is also set out in section 9 of the Board Regulations and section 12 of the General Meeting Regulations.



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At its meeting held on 25 February 2020, the Board appointed **Beatriz Corredor Sierra**, non-executive director, within the category of “other non-executive directors”, at the proposal of the Appointments and Remuneration Committee, until the first General Meeting is held, to fill the vacancy on the Board of Directors. Her appointment was submitted for ratification at the Company’s General Meeting held on 14 May 2020, with 98.48% voting in favour.

Furthermore, in accordance with article 21 of the Articles of Association and section 9 of the Board Regulations, and following a favourable report from the Appointments and Remuneration Committee, the Board appointed Beatriz Corredor Sierra as **Chair of the Board and non-executive Chair of the Company**.

Since then, the non-executive chair of the Company has discharged, among others, the following functions:







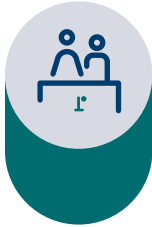



- Leadership and promotion of the Group’s technological and digital transformation.
- Strategic corporate functions, including, among others, institutional relations, communication and territory, sustainability and studies, and internal audit and risk control.
- Safeguarding of the principle of independence of the Electricity System Operator and proper separation of regulated and unregulated activities.
- Institutional representation of the Company and the Group.
- Promotion and oversight of the policies and strategies of the Company and the group.

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The Chair of the Board is elected among its members, subject to a report from the Appointments and Remuneration Committee, and is ultimately responsible for the management and effective functioning of the Board.

The corporate rules provide that in the event that the position of chair is held by an executive director, the appointment will require a favourable vote of two-thirds of the Board members. No specific requirements are established, apart from those relating to the directors, to be appointed chair of the Board. / **C.1.21**

**MAIN RESPONSIBILITIES OF THE CHAIR OF THE BOARD OF DIRECTORS**

	<p>Ensure that sufficient time is devoted to strategic issues.</p>		<p>Review the refresher programmes for directors when advisable.</p>
	<p>Call and chair the Board meetings, setting the agenda and leading the discussions and deliberations.</p>		<p>Prepare and submit to the Board a schedule of meeting dates and, where appropriate, the matters to be discussed.</p>
	<p>Chair the General Meeting.</p>		<p>Participate, in coordination with the Appointments and Remuneration Committee and the Lead Independent Director, in the process of periodically evaluating the Board of Directors, as well as the CEO of the Company.</p>
	<p>Ensure that directors receive sufficient information in advance to be able to discuss the items on the agenda.</p>		<p>Encourage debate and active participation of all directors during the meetings, safeguarding their rights to freely adopt positions.</p>



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**The CEO**

The regulation of the position and functions of the CEO and the delegation of powers are set out in articles 22 to 25 of the Articles of Association and section 11 of the Board Regulations.

The CEO of the Company is **Roberto García Merino**. At its meeting held on 27 May 2019, the Board appointed him as CEO of the Company following his appointment as executive director of the Company, until the first General Meeting is held, to fill the only vacancy on the Board, which arose as a result of the resignation tendered by the former executive director. His appointment was submitted for ratification at the Company's General Meeting held on 14 May 2020, with 98.98 % voting in favour.

The CEO is **ultimately responsible for the day-to-day conduct and effective management of the organisation and businesses of the Company and the group.**

Without prejudice to the powers corresponding to the chair of the Board, the CEO is the chief executive of the Company and is responsible, under the supervision of and reporting to the Board of Directors, for the day-to-day management and effective direction of the organisation and business of the Company and the group, always in accordance with the policies, strategies, decisions and criteria established by the General Meeting and the Board of Directors within the scope of their respective powers.

In any case, the CEO will report directly to the Board of Directors on the performance of his duties, without prejudice to reporting regularly to the chair of the Board on the progress of the Company's and the Group's business and the other areas for which the CEO is responsible.

**MAIN RESPONSIBILITIES OF THE CEO**



The management, coordination and promotion of the management of the organisation and business areas of the Company and the Group.



Lead, promote and guide the execution and implementation of the Strategic Plan and the Budget of the Company and the Group.



The efficient delivery of the internal control and risk management system approved by the Board of Directors in the Company and the Group, and the due monitoring of its proper functioning.



Regular reporting and information to the Board of Directors on the degree of implementation of and compliance with the Strategic Plan and the Budget, the functioning of the risk management system implemented and the degree of progress in the management of the Group's business areas, enabling the Board to exercise its general function of supervision and control adequately and effectively.

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Without prejudice to the powers corresponding to the position of Chair of the Board, the CEO will be the chief executive of the Company and is responsible for the day-to-day management and effective direction of the organisation and business of Redeia, always in accordance with the decisions and criteria established by the General Meeting and the Board of Directors within the scope of their respective powers.

#### 4.5.2 SELECTION AND SUCCESSION PROCESSES

The procedure is regulated in sections 21 to 23 of the Board Regulations. In accordance with the sections above, directors will be appointed by the General Meeting or co-opted by the Board of Directors. The appointments, including by co-option, or the re-election of directors will be proposed by the Appointments and Remuneration Committee, in the case of independent directors, and by the Board itself in the case of all other directors.

In all cases, the proposal must be accompanied by an explanatory report from the Board, which assesses the competence, experience and merit of the proposed candidate and will be attached to the minutes of the General Meeting or the Board meeting.

It is preceded by an analysis of the skills matrix to ensure that, at all times, the Board has the necessary knowledge and experience to successfully address the upcoming challenges and to move forward efficiently and proactively in meeting the strategies and objectives of the Company and Redeia.

This skills matrix is reviewed continuously so that it is always up-to-date and in line with Redeia's strategy. In this regard, a comprehensive updating process was carried out in July 2023, reviewing the categories and attributes that the Board, as a collegiate body, must meet, culminating in its approval by the Board of Directors.

The Board of Directors, within the scope of its powers, will ensure that the candidates selected are persons of good standing, competence and experience, ensuring diversity of gender, experience and knowledge on the Board, all in accordance with the Board Diversity and Appointment of Directors Policy.



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To appoint non-executive directors, the Board of Directors must follow the stated Board Diversity and Appointment of Directors Policy and may use external advisors when it deems it necessary.

Directors will serve for the term indicated in the Articles of Association, i.e., four years. Neither the Articles of Association nor the Board Regulations establish more stringent requirements in addition to those set out under law for independent directors. / **C.1.23**

Article 20 of the Articles of Association sets the term of office for directors at four years, and directors may be re-elected indefinitely, without prejudice to the authority of the shareholders at the General Meeting to remove directors at any time. Under section 7 of the Board Regulations, independent directors may not remain as such for a continuous period of more than twelve years. / **C.1.16**

	2019	2020	2021	2022	2023
Average term of office	3.33	3.93	3.49	4.18	5.18

**Removal of directors**

In accordance with section 24 of the Board Regulations, directors will cease to hold their position when the period for which they were appointed has elapsed or when the General Meeting decides to remove them, exercising the powers conferred by law or the Articles of Association. The Board of Directors will not propose the removal of independent directors before the end of the term stipulated in the Articles of Association for which they were appointed, unless the Board considers there is a just cause to do so, subject to a report by the Appointments and Remuneration Committee. In particular, a just cause will be presumed when directors take up new posts or responsibilities that prevent them from allocating sufficient time to discharge the duties of director, or are in breach of their fiduciary duties or come under one of the disqualifying grounds outlined in section 7.2 c) of the Board Regulations preventing them from being classified as independent. The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the Company’s capital structure, provided that the changes in Board structure ensue from the proportionality criterion in section 7.1 c) of the Board Regulations.

Likewise, the directors must relinquish their position to the Board and formalise, if the latter deems it appropriate, the corresponding resignation in the cases in section 24.2 of the Board Regulations. / **C.1.16**

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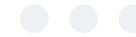
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Directors are also forced to resign in the following cases: / **C.1.19**

- When they reach the age of 70. / **C.1.22**
- When they become subject to incompatibility or prohibition provided for by law.
- When they are convicted of a criminal offence or are subject to disciplinary proceedings for a serious or very serious infringement brought by the supervisory authorities of the securities, energy and telecommunications markets.
- When they have seriously breached their obligations as directors.
- When they cease to hold the executive position with which their appointment as director is associated.
- When situations affecting them arise, whether or not related to their performance in the Company itself, which may damage the credibility and reputation of the Company or its group, and when so decided by the Board by a vote of two-thirds of its members.
- In the case of proprietary directors, when the shareholder that they represent on the Board transfers their entire shareholding in the Company or reduces it to a level that requires the reduction of the number of its proprietary directors.



- At the request of the Board by a two-thirds majority of its members, when there are repeated non-attendances of Board meetings.
- When any circumstance occurs that prevents or significantly limits their participation in and dedication to Board meetings and the exercise of their duties and responsibilities as directors.

Section 35.4 of the Board Regulations establishes that the directors' reporting duties include informing the Company of all legal, administrative or other claims that, due to their importance, could harm the credit and reputation of the Company or the group and, in particular, the criminal cases in which they appear as investigated party, and their subsequent legal proceedings. Also, section 24.2 f) of the Board Regulations stipulates that directors must relinquish their position to the Board and formalise, if the latter deems it appropriate, the corresponding resignation when situations affecting them arise, whether or not related to their performance in the Company itself, which may damage the credibility and reputation of the Company or its group, and when so decided by the Board by a vote of two-thirds of its members. The Board, having been informed or having otherwise become aware of any of these situations, will examine the case as soon as possible and, in view of the specific circumstances, will decide, following a report from the Appointments and Remuneration Committee, whether to adopt any measure, such as opening an internal investigation, requesting the resignation of the director

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or proposing their removal. In addition, section 18.3 (a) of the Board Regulations establishes, in relation to the performance of the directors' duties, that the Appointments and Remuneration Committee must ensure that the directors comply with the obligations in the Regulations, report to the Board on their performance, issue the reports and proposals, and, where appropriate, measures to be taken in the event of non-compliance. In the current financial year, the Board has not been informed nor has it become aware of any situation affecting a director, whether or not related to their activity in the Company itself, which could discredit or damage the reputation of the Company. Committee members will be relieved of their duties once they cease to be directors. / **C.1.36** / **C.1.37**

When a director leaves office before the end of their term of office, whether due to resignation or otherwise, they must explain the reasons in a letter to be sent to all members of the Board, and, although that resignation is disclosed to the market in accordance with current legislation, the reason for it will be disclosed in the Annual Corporate Governance Report. During the 2023 financial year, no director was removed from office.

### Contingency plans for the succession of the chair and the CEO

The “**Contingency plan for the succession of the chair of the Board**” and the “**Contingency plan for the succession of the CEO**” set out the profiles and functions of the chair of the Board and the CEO, and envisage the actions to be taken within the Company immediately in the event of unforeseen or unforeseeable events that prevent both the chair of the Board and the CEO, during their term of office, from exercising their functions. These plans must be reviewed at least once a year. Both plans set out detailed objectives, the events that trigger their activation, the responsible bodies and positions, and the actions to be taken in each phase, from the first 24 hours through the first month, assigning specific positions and responsibilities and avoiding risks of an unforeseen and disorderly succession.

One of the main responsibilities of the Board of Directors is to ensure the continuity of the Company's operations in the face of unforeseen events and/or contingencies, by organising and planning for the succession of the chair and CEO. This is also an international best practice and a recommendation of the Code of Good Governance for Listed Companies (Recommendation 34), as well as of codes of good governance in other advanced economies in relation to the professionalisation of corporate governance, as is the case in the Anglo-Saxon world. / **C.1.16**

In 2023, work was carried out to update both Plans and, at the proposal of the Appointments and Remuneration Committee, the updates were approved at the Board meeting held on 28 November 2023.



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The **contingency plan for the succession of the chair of the Board** was implemented for the first time with **satisfactory results** after the former chair of the Board tendered his resignation at the Board meeting held on 28 January 2020. This plan proved to be a **key tool for distributing the functions of the chair among the CEO, the Lead Independent Director and the chair of the Audit Committee**. After this plan was triggered, the following steps were taken:

- The Lead Independent Director assumed the management of the Board of Directors and temporarily chaired the Board meetings, and the CEO, in addition to his own duties, managed the representation of the Company before the Public Administrations. The CEO was also charged with communicating information to the media, investors and shareholders.
- The chair of the Audit Committee temporarily took over managing internal audit and risk control functions.
- At the same time, the Board initiated the process of selecting a new chair following the relevant call by the Lead Independent Director and upon the favourable report of the Appointments and Remuneration Committee. This selection process concluded with the appointment of Beatriz Corredor Sierra as chair of the Board at the meeting held on 25 February 2020.

It should furthermore be noted that the executive functions of the CEO were maintained in full, thus ensuring the normal operation of the Company and the group.

#### 4.5.3 LEAD INDEPENDENT DIRECTOR

This is a position that has become mandatory in Spain in listed companies in which the chair of the board of directors is an executive director (section 529 septies).

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Its powers and responsibilities have been strengthened in the Code of Good Governance for Listed Companies, explicitly incorporating certain powers such as chairing board meetings in the absence of the chair, maintaining contact with shareholders and investors or coordinating the plan for succession of the chair.

The Company's Appointments and Remuneration Committee and the Board consider that the figure of the lead independent director, created in 2013, constitutes, with the responsibilities attributed to it, an effective corporate governance practice, as recognised by the shareholders and proxy advisors, who consider it to be one of the relevant countermeasures in the structure and composition of the Board for the appropriate balance of the different powers and responsibilities.

The term of office is three years and the officer may be reappointed. They will resign when they cease to be a director, when they remain a director but cease to be an independent director or when the Board of Directors so decides, following a proposal from the Appointments and Remuneration Committee.

The Board of Directors, at its meeting held on 28 May 2013, appointed Ms Carmen Gómez de Barreda Tous de Monsalve as Lead Independent Director, who has been re-elected to the position on three consecutive occasions for three-year periods, and, therefore, continues to hold that position.

The duties and responsibilities of the Lead Independent Director are set out in article 25 bis of the Articles of Association and further developed in section 10 of the Board Regulations, adapted to sections 529 sexies, subsection 2, and 529 septies, subsection 2 of the Corporate Enterprises Act, as well as Recommendation 34 of the Code of Good Governance for Listed Companies.

Following the conclusion of the process of separation of the positions of chair of the Board and executive director of the Company, the Board considered it appropriate to maintain this role, among other reasons, because it contributes to preserving the balance and countermeasures within the Board of Directors in favour of the independent directors and because it is very well received by shareholders and proxy advisors.



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## 4.6

# Remuneration

The Company maintains a remuneration policy for the Board of Directors based on the principles of moderation, relation to the work they effectively carry out, alignment with the strategies and long-term interests of the Company and its shareholders and other stakeholders; it is intended as an incentive but, due to its amount, it does not affect the independence of the director.

### Common general principles

- Balance and moderation.
- Alignment with the practices demanded by shareholders and investors.
- Transparency.

- Voluntary submission of any decision related to director remuneration to shareholder approval at the General Meeting.
- Alignment with the strategy of the Company and the group.
- Alignment with the remuneration established by peer companies.
- Non-discrimination on grounds of sex, age, culture, religion and race.
- Effective dedication.
- Correlation between their responsibility and the performance of their duties as directors.



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### Principle inherent to executive director remuneration

- Reasonable balance between the components of (short-term) fixed remuneration and (annual and long-term) variable remuneration, reflecting an adequate assumption of risks combined with the achievement of defined objectives, linked to the creation of sustainable value

### Principles inherent to remuneration of non-executive directors

- Absence of variable components of their remuneration in the interest of total independence.
- Sufficient to act as an incentive, without compromising their independence.

The Company performs benchmarking analyses with comparable companies and is in constant contact with its shareholders and proxy advisors. Since 2014, the Company has had a remuneration structure in which the variable part of the remuneration has been replaced with fixed remuneration, thus eliminating the variable component of the remuneration of non-executive directors. Only the remuneration of executive directors includes variable components tied to short and long-term performance, in line with the Company's main targets.

The annual remuneration of the Board of Directors, since 2007, and the Annual Directors' Remuneration Report, since 2010, have been voluntarily submitted for approval at the General Meeting as separate and independent agenda items. Also, since 2015, ESG (environmental, social and good corporate governance) criteria have been applied in

### calculating the variable remuneration of the CEO and top executives.

**The Directors' Remuneration Policy** applicable in 2023 was approved by the shareholders at the General Meeting held on 29 June 2021 for a period of three years (2022, 2023 and 2024). In accordance with the Corporate Enterprises Act, a review of the Directors' Remuneration Policy 2022-2024 will be carried out in 2024 with a view to submitting a new Directors' Remuneration Policy to the General Meeting in 2024.

The proposed Board remuneration was supported by most of the shareholders at the General Meeting held on 06 June 2023, with only 0.96 % voting against. For several years now, the state-holding company SEPI has abstained from

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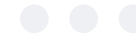
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voting on proposals for remuneration of the Board at the General Meeting, in line with the policy it follows in all listed companies in which it holds a non-controlling interest.

The remuneration system for the CEO (chief executive officer), and for top executives, includes fixed and variable components, the latter of which are of a short and long-term nature, which are in line with Redeia's objectives and strategies. In particular, the CEO's annual variable remuneration is based on the achievement of a combination of predetermined and quantifiable corporate objectives, measured at group level, which account for 75% of the total annual variable remuneration, as well as the achievement of operational management objectives linked to Redeia's business, which account for 25% of the total annual variable remuneration. The latter include the objective linked to making the Energy Transition in Spain a reality, which has a weighting of 35%, and the objective linked to sustainability, which has a weighting of 15% and is linked to progress in compliance with Redeia's 2023-2025 Sustainability Plan and to Company remaining in the most relevant indices in the field of sustainability.

As regards multi-year variable remuneration, the objectives of the Long-term Incentive Plan to promote the energy transition, reduction of the digital divide and diversification are linked to the objectives set out in Redeia's 2021-2025 Strategic Plan and are in line with the points set out in the current Directors' Remuneration Policy. The Plan has a duration of six years and will end on 31 December 2025.

The right to receive the incentive is conditional upon the achievement of objectives linked to the 2021-2025



Strategic Plan (the achievement of which represents 10% of the incentive), as well as remaining at the Company for the duration of the Plan. It should also be noted that 75% of the Objectives established in that Plan are related to Sustainability (ESG), having been defined as "Making the Energy Transition in Spain a reality" (45%), "Promoting Connectivity" (15%), "Compliance with the Sustainability Plan" (10%) and "People" (5%).

Likewise, the shareholders at the General Meeting held on 29 June 2021 approved the remuneration through the delivery of the Company's shares provided for in the new Long-Term Incentive Plan to drive the energy transition, reduce the digital divide and promote diversification, aimed at executive directors and members of the management team of the Company and of the companies belonging to the group who, due to their position or responsibility, are considered to contribute decisively to the creation of value and are included in the plan during its term.

It must be highlighted that there are no agreements that may come into force, be amended or terminate in the event of a change in control of the Company resulting from a takeover bid. / **C.1.38**

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# Board Committees

## / C.2.3 /

The Company has three Board Committees: **the Audit Committee, the Appointments and Remuneration Committee and the Sustainability Committee.** The three committees were formed by the Board to support its responsibilities, mainly on a technical basis, and to achieve greater efficiency and transparency.

The structure, composition, functions and responsibilities of the committees are in articles 22 to 24 bis of the Articles of Association and developed in sections 14 to 18 ter of the Board Regulations. Both sets of corporate rules are fully in line with the latest reforms of the Corporate Enterprises Act, the Good Governance Code for Listed Companies and the most recent international practices and recommendations in relation to the composition of the committees and to the independence and qualifications of their members.



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## 5.1

# Audit Committee in 2023

This section constitutes the report on the activities of the Audit Committee approved by the Committee on 21 February 2024.

### 5.1.1 COMPOSITION C.2.1 / C.2.3

The composition of the Audit Committee is regulated in article 23.1 of the **Articles of Association**  and in section 15.1 of the **Board Regulations** . In accordance with the precepts above, the Committee consists of four (4) members appointed among the non-executive directors, and the majority of its members are independent directors. It should be noted that, currently, 75% of the members of this

Committee are independent directors. In compliance with the Articles of Association and the Board Regulations, the chair of the Committee is an independent director elected by the Committee among its members, and the secretary is the secretary to the Board of Directors.

The appointment, re-election and removal of Committee members is performed by the Board at the proposal of the chair of the Board, following a report by the Appointments and Remuneration Committee. Committee members hold their positions for a period not exceeding four (4) years and may be re-elected, and they cease to hold their position when the cease to be directors or when the Board decides, following a report by the Appointments and Remuneration Committee. The chair will be replaced every four (4) years

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and may be re-elected by the members of the Committee among the independent directors on it after one (1) year has elapsed since the end of their term of office.

The composition of the Committee from 1 January 2023 to 31 December 2023 was as follows:

Director	Position	Director category
Antonio Gómez Ciria	Chair	Independent non-executive
Mercedes Real Rodríguez	Member	Proprietary non-executive (SEPI)
José María Abad Hernández	Member	Independent non-executive
José Juan Ruiz Gómez	Member	Independent non-executive

It can be seen from the above that 75% of its members are independent non-executive directors and 25% are proprietary directors, none of whom are executive directors, in accordance with the internal rules of the Company and applicable legislation in force. **/ C.2.2 /** In addition, 25% of the members of the Committee are women, a figure that has been maintained since 2021.

There were no appointments, re-elections or removals of members of the Audit Committee in 2023.

The directors comprising the Committee are particularly well qualified for their position and have extensive professional experience, having held positions of the highest responsibility outside Redeia where they performed functions related to those entrusted to the Committee. Based on the professional profiles of its members, they have knowledge and experience in accounting, auditing and financial and non-financial risk management, which has been taken into account in their appointment as a whole, and in particular in the appointment of its Committee's chair, as in section 529 quaterdecies of the Corporate Enterprises Act, Recommendation 39 of the Good Governance Code for Listed Companies, and section 15.2 of the Board Regulations, which also stipulates that the members of the Committee as a whole will have the relevant technical knowledge in relation to the sectors of activity to which Redeia companies belong. In addition, the chair has previous experience as a member of audit committees or a director or member of senior management in companies comparable in size or complexity.

The Company also establishes clear criteria for the composition of the Committee. Thus, the composition of the Committee is aligned with the criteria set out in Technical Guide 3/2017 on Audit Committees of Public Interest Entities, published by the Spanish Securities Market Commission on 27 June 2017 (**the "Technical Guide 3/2017"**).

For further information on the members of this Committee and their professional background, please refer to the

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chapter of this Report on the **Board of Directors** , as well as the Company's website.



The secretary of the Committee was Carlos Méndez-Trelles García, current secretary to the Board, by virtue of his appointment as such, approved by the Company's Board, at the proposal of the Appointments and Remuneration Committee, on 26 May 2020.

There is a unit in charge of the internal audit function, under the supervision of the Audit Committee, to monitor the effectiveness of reporting and control systems. This unit reports functionally to this Committee following Recommendation 40 of the Good Governance Code for Listed Companies.

To review the quality and efficiency of the external auditor, regular information has been received at the various meetings with the auditor, highlighting the fluid communication between the Committee and the auditor as recommended in Technical Guide 3/2017, which has aided the Committee's assessment of the auditor.

### 5.1.2. RESPONSIBILITIES AND ACTIVITY

#### C.2.1 / C.2.3

Article 23 of **Articles of Association**  and sections 15 and 16 of **Board Regulations**  regulate the structure, composition and functions of the Audit Committee. In the performance of its duties it meets the basic principles of accountability, scepticism, constructive dialogue that promotes the free expression of its members, continuous



dialogue with internal audit, the statutory auditor and management, and sufficient analytical capacity through the use of experts, as set out in Technical Guide 3/2017.

Among other functions, the Audit Committee is tasked with supporting the Board in monitoring the process of preparing the Company's economic/financial and non-financial information, internal control and risk management systems, supervision of relations with external auditors, compliance with legal and internal regulations, and the relationship with the Company's shareholders in matters within its competence, and reporting on Related-Party Transactions that must be approved by the General Meeting or the Board and supervising the internal procedure established by the Company.

In recent years, following important corporate governance recommendations, the individual and consolidated financial statements submitted to the Audit Committee for approval by the Board of Directors have been previously certified by the CEO and the Corporate Finance Director.

The Committee must meet at least every quarter and when called by its chair or at the request of two of its members, and whenever the Board or its chair requests the issuance of a report or the submission of proposals.



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Section 15.4 of the Board Regulations stipulates that the meetings can be called, with the associated documentation, by electronic means that ensure the due security and confidentiality of the notice of meeting and related documentation.

This notice of meeting, which will include the agenda, will be sent by the chair or secretary of the Committee to each of its members at least three days before the date scheduled for the meeting, except in cases of emergency where a meeting needs to be called in a shorter period of time.

Section 15.6 of the Board Regulations establishes the possibility that Committee meetings may be held by conference call, video conference or by any other means of remote communication that allow them to be held, provided that all Committee members agree.

The Committee may be convened with the attendance of the majority of its members and may adopt decisions or recommendations by an absolute majority of votes of the directors attending the meeting in person or by proxy. To better perform its functions, the Committee may engage independent professionals and may also access any type of information or documents of the Company that it needs to perform its functions.

### Activities performed in 2023

At its meeting held on 13 December 2022, the Audit Committee approved its Annual Action Plan for 2023, in view of the responsibilities assigned to it in the Articles of Association and Board Regulations and following Recommendation 41 of the Good Governance Code for Listed Companies. This plan is approved and assessed annually.

Through its chair, the Committee reported its activities to the Board at its meetings immediately after each Committee meeting, complying with the recommendations established in Technical Guide 3/2017, and made available to all directors, through the “director portal” intranet, the documentation corresponding to the meetings and a copy of the minutes. For their part, the Board of Directors and the Company’s Management have provided the Committee



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with adequate, timely and sufficient access to information, ensuring that the Committee has sufficient resources to carry out its duties.

The Audit Committee met eleven (11) times in 2023, reporting to the Board on all of them, particularly on the activities performed by the Committee.

All the members of the Committee have attended its meetings in person, either physically or by video-conference, and there have been no non-attendances or attendances by proxy, and so the number of attendances was 44, a percentage of 100%.

The chair of the Board and the CEO do not attend the meetings of the Committee. In addition, during the 2023 financial year, in accordance with Recommendation 43 of the Good Governance Code for Listed Companies, at the request of the Committee itself and at the invitation of the chair, the following persons attended some of the Committee's meetings: the Director of Internal Audit and Risk Control, the Corporate Finance Director, the Corporate Director of Sustainability and Studies, the Corporate Director of Transformation and Resources, the Director of Management Control, the Economic Director, the CFO, the Director of Information Technology, the Director of Regulatory and Legal Affairs, the Director of Procurement, the Director of Corporate Development, the Head of the Sustainability

Department, the Head of the Risk Control, Compliance and Quality Department, the Head of the Transformation Coordination Project Department, the Head of the Internal Audit Department, the Chief Information Security Officer (CISO) and the Head of the Tax Department, all of them exclusively to report on matters related to their areas of responsibility, safeguarding at all times the independence of the functioning of the aforementioned Committee.

In addition, the Internal Audit and Risk Control Manager attended on 11 occasions and the Head of the Internal Audit Department attended the Audit Committee on 3 occasions to take part in items on the agenda relating to matters within their competence. Likewise, the chair of the Sustainability Committee attended the meeting held on 21 February 2023 to deal with the matter relating to the review of the Statement of Non-Financial Information (SNFI) included in the Consolidated Group's Directors' Report.

The external auditor attended 3 meetings and the verifier of the non-financial information attended 2 meetings, each of them to speak on the agenda items relating to their areas of responsibility.

The main tasks performed by the Committee in 2023 included the following:

#### **In relation to economic-financial and non-financial information (section 16.1 Board Regulations)**

- Favourable analysis and report to the Board on the periodic economic and financial reports.



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- Analysis and approval of the accounting and tax criteria applied at year-end 2022 for Redeia.
- Favourable report to the Board, for its approval, on the proposed renewal of the Annual European Commercial Paper (ECP) Programme and subsequent analysis of the Prospectus.
- Analysis of the quarterly reports monitoring the main investment projects.
- Analysis and approval of the content of the sections of the Annual Corporate Governance Report for 2022 within the scope of the competencies of the Audit Committee.
- Analysis and favourable report to the Board on the Annual Accounts and Directors' Report of the Company, and the Annual Accounts and Directors' Report of the Company's consolidated group, for 2022. Review of the non-financial information statement.
- Analysis of the additional reports prepared by the external auditor, KPMG, in compliance with Article 11 of Regulation (EU) No 537/2014 of the European Parliament, and section 36 of Law 22/2015, of 20 July, on Auditing.
- Favourable analysis and report to the Board on the proposed distribution of profits of the Company for 2022, which includes, among other applications, the proposal for approval of a supplementary dividend charged to profit for 2022.
- Favourable analysis and report to the Board on the reporting of results for 2022, and the quarterly results for 2023.
- Analysis and report to the Board on the analysis of the profitability of diversification investments.
- Favourable analysis and report to the Board, for its approval, on the proposed renewal of the EMTN Annual Programme and subsequent analysis of the Prospectus.
- Analysis of the estimated results for the year-end 2023.
- Analysis of the tax criteria for the settlement of Corporation Tax and other taxes for 2022.
- Favourable analysis and report to the Board on the Consolidated Financial Statements and the Consolidated Interim Directors' Report for the first half of 2023 and the draft external auditor's limited review report on them.
- Favourable analysis and report to the Board, for its approval, on the proposed allocation of an interim dividend for 2023.
- Approval of the schedule for the 2023 financial close.

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- Analysis, favourable report to the Board, for its approval, on the Redeia budget for 2024.

#### **In relation to internal control and risk management systems (section 16.2 Board Regulations)**

- Analysis of the annual report on the 2022 Compliance System, and the 2023 Activities Plan.
- Analysis of the follow-up report on the annual activities plan for the Integrated Risk Management System (IRMS) for 2022, and the annual activities plan for 2023.
- Analysis of the Report on the evolution of key risk indicators at 31 December 2022.
- Analysis of the Redeia Risk Map.
- Analysis, favourable report and submission to the Board, for its approval, of the proposed update of the anti-corruption and fraud guide: zero tolerance.
- Analysis of the annual report on the Criminal and Anti-Bribery Compliance System for Redeia in Spain for 2022.
- Analysis of the quarterly performance of the Key Risk Indicators.
- Analysis of the Company's share price performance.
- Analysis of the tax transparency report for 2022 to be submitted to the Tax Authority and the tax transparency report for 2022 to be published on the website.
- Analysis of the country-by-country report that has to be submitted to the Spanish tax authorities for 2022.

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- Analysis of the planning of the annual external audit work and of the review of ICFR for 2023 by the external auditor.

- Analysis of the high-level risk situation and special monitoring report for the first half of 2023.

- Analysis of the follow-up report on the Criminal and Anti-Bribery Compliance System for the first half of 2023.

#### **In relation to internal audit services (section 16.2 Board Regulations)**

- Analysis of the progress made in the delivery of Redeia's Internal Control over Non-Financial Reporting (ICNFR), for the financial years 2022 and 2023.

- Analysis of the quarterly reports on the internal audits carried out in the fourth quarter of 2022, and the subsequent quarters of 2023, and the results of each of these audits, and on compliance with Internal Audit recommendations.

- Analysis of the Annual Report on Internal Audit Activities for 2022.

- Analysis of the Internal Auditor's Report on the Internal Control over Financial Reporting (ICFR) for 2022.



- Approval of the annual internal audit plan for 2024.

- Approval of the budget, means and resources of the Internal Audit service for 2024.

- Analysis of cybersecurity in one of Redeia's companies.

#### **In relation to the external auditors (section 16.3 Board Regulations)**

- Analysis and approval of the report on the independence of the external auditor issued by KPMG Auditores, S.L., in accordance with Recommendation 6 of the Good Governance Code for listed companies.

- Analysis and approval of the contracting and fees of Ernst & Young, S.L. (EY), for the financial year 2023 for audit services and other audit-related services.

- Analysis and approval of the update of the fees of Ernst & Young, S.L. (EY), for the financial year 2023.

- Analysis of the external auditor's reports on the financial statements for 2023 and the preliminary external auditor's report for 2023.

- Analysis of the external audits results report on the Group's certified management systems for 2023.

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### In relation to compliance with legal provisions and internal regulations (section 16.4 Board Regulations)

- Analysis of periodic occupational health and safety reports.
- Analysis and favourable report to the Board, for its approval, on various related-party transactions.
- Analysis of the annual activity report and monitoring of internal regulations in 2022 and the first half of 2023.
- Analysis of the annual management report on the Code of Ethics for 2022.
- Analysis of the annual report on compliance with the Internal Code of Conduct in the Securities Market.
- Analysis of the adaptation of the Ethical and Compliance Channel Management System to Law 2/2023, regulating the protection of persons who report regulatory infringements and the fight against corruption.
- Analysis of the half-yearly report on the approval of delegated related-party transactions for the first half of 2023.
- Analysis and approval of the Annual Report on Related-Party Transactions 2022.

### In relation to the Company's shareholders (section 16.5 Board Regulations)

- Analysis of the resolutions proposed by the Board at the General Meeting on matters within its responsibilities.
- Analysis and approval of the external audit of the management procedures of the General Meeting held in 2022.
- Follow-up on possible initiatives, suggestions and complaints raised by shareholders during the year. In 2023 no initiatives, suggestions or complaints were received from the shareholders.

### Other activities (section 16.6 Board Regulations)

- Appointment of the external auditor for the additional annual review for 2022 on the accounting separation of the transport activities of Red Eléctrica de España, S.A.U., the operation of the peninsular system and the operation of the non-peninsular systems.
- Analysis of the Redeia Corporate Insurance Programme for the second half of 2022 and the first quarter of 2023.
- Approval of the Annual Activities Report of the Audit Committee for 2022.
- Analysis of the annual report on the measures adopted to ensure adequate independence of the Organic Unit that exercises the function of the Transmission Network Manager and System Operator for 2022.



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- Analysis of Redeia's 2023-2025 comprehensive security strategy.
- Approval of the schedule of Committee meetings for 2024.
- Approval of the Committee's Action Plan for 2024.

Moreover, the Audit Committee, at the meeting held on 21 February 2024, in which the Activities Report of the Audit Committee for 2023 was approved, proceeded to perform the following in relation to 2023:

- Review the financial statements for 2023 of the Company and of its Consolidated Group, the external auditor's report and the non-financial information statement.
- Analyse the proposed distribution of profit and payment of dividends of the Company for 2023.

The External Auditor of the Company and its group for the aforementioned financial year, as well as the Verifier of the Non-Financial Information, in both cases Ernst & Young, S.L. (EY), attended the meeting to offer the Committee the appropriate clarifications and explanations. Likewise, the chair of the Sustainability Committee attended that meeting of the Audit Committee to deal with the matter relating to the review of the Statement of Non-Financial Information (SNFI) included in the Consolidated Group's Directors' Report.

The Committee reported favourably on both proposals.

In relation to the independence of the auditor, in view of the information provided by the external auditor (EY), the Audit Committee verified the independence of the external auditor on 21 February 2024. In assessing it, the following points were considered: (i) the remuneration received by the external auditor for audit and non-audit services; (ii) non-audit services provided by the external auditor, verifying that independence requirements were met in accordance with the applicable regulations; and (iii) personal situations that the external auditor or persons performing audit work may have in the group. Similarly, written confirmation was received from the external auditor regarding its independence vis-à-vis Redeia.

The Audit Committee has not identified any aspects that call into question compliance with current regulations in Spain for the audit activity regarding auditor independence and, in particular, the Committee has confirmed that no aspects of this nature have been identified that may compromise the independence of the external auditor. The external auditor's independence report is published on the Company's website in accordance with Recommendation 6 of the Good Governance Code for Listed Companies.

Consequently, at the corresponding meeting, the Committee approved that report on the independence of the external auditor of the Company and subsidiaries.

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### Assessment of compliance with the principles and recommendations of the Guide established by the CNMV (Technical Guide 3/2017)

On 27 June 2017, the CNMV approved the Technical Guide for Audit Committees of Public Interest Entities under sections 21.3 and 21.4 of the consolidated text of the Securities Market Act, enacted by Royal Legislative Decree 4/2015, of 23 October.



Technical Guide 3/2017 is currently being revised by the Supervisor to adapt it to (i) certain aspects relating to non-financial risk supervision functions, specifically, sustainability, and (ii) sustainability reporting, where applicable. For this reason, the Company is also in the process of analysing its internal regulations on the Audit Committee to adapt them, if necessary, to the update of the aforementioned Guide determined by the Supervisor.

In any case, the purpose of Technical Guide 3/2017 is to provide guidance on the functioning of audit committees and include recommendations for the companies concerned that the CNMV will take into account when performing its oversight function.

The Company's ongoing commitment to the application of international best practices regarding corporate governance has allowed it to comply with the recommendations in Technical Guide 3/2017, as explained in the Company's Annual Corporate Governance Report.

In view of the recommendations of Technical Guide 3/2017, the following should be noted as regards the Company's Audit Committee:

The structure, composition and functions of the Audit Committee are regulated in article 23 of the Articles of Association and developed in sections 15 and 16 of the Board Regulations, which include, among other aspects,

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the composition, requirements for the appointment of its members, rules of operation, responsibilities and functions assigned, means that must be available to it, rules on the relationship of the Committee with the Board and shareholders, rules on communication with the External Auditor and the internal auditor, assessments performed by the Committee and reports to be issued.

b) The Committee's independence is encouraged by the following:

- i. It is composed exclusively of non-executive directors and both the chair and the majority of its members are independent directors.
- ii. The remuneration of the Committee members is in accordance with the principle of moderation and is linked to their responsibility so as to avoid compromising their independence and objectivity.
- iii. Furthermore, neither the chair of the Board nor the CEO participate in the Committee's meetings.
- iv. Executives attending Committee meetings do so at the request of the Committee and only attend in relation to items on the agenda that fall within their competence.

c) To ensure the full independence of the External Auditor, the corresponding articles of the Articles of Association and the Board Regulations were adapted to reflect the reform of the Corporate Enterprises Act that regulates this area.

d) Ongoing dialogue is maintained with the various stakeholders related to the Committee's own functions. In addition, diversity of opinion is encouraged within the Committee so that each member may act in accordance with their personal criteria.

e) The Committee members have significant experience in management, financial matters and business.

f) A diverse composition is sought in terms of gender, professional experience, competencies and industry knowledge.

g) The Committee has an Annual Action Plan and meets with the appropriate frequency to properly carry out its functions, and in any case once a quarter, although, in general, it meets on a monthly basis and reviews and analyses aspects relating to financial and non-financial information, internal control and risk management systems, compliance with legal provisions and internal regulations, and information on occupational health and safety.

h) An annual self-assessment process is performed on the functioning of the Committee, with external support, within the framework of the Board's annual self-assessment process.



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- i) There is a Welcome Programme for new Committee members, which is part of the Annual Welcome Plan for new directors, known as the Orientation Programme, which was last updated in May 2021.
- j) There is an Annual Activities and Information Programme for directors, which is updated annually and implemented throughout the year.
- k) Redeia has various mechanisms to prevent unlawful transactions, money laundering and fraudulent concealment or disposal of assets. These notably include the Code of Ethics and Conduct, which includes specific principles and guidelines for conduct related to Tax Liability, the code of conduct for suppliers, the Compliance Policy, the Criminal Compliance and Anti-Bribery System Manual, the “Third-Party Due Diligence and Human Rights Guidelines” and the “Guidelines for the Prevention of Corruption and Fraud: Zero Tolerance”, which is available to the employees of Redeia, its suppliers and the various stakeholders through the corporate website.

### Assessment and conclusions

On the basis of the above, the Audit Committee assessed its composition and functioning during 2023, and considers that:

- The composition of the Committee was in line with the legal and corporate provisions for such, being made up of members that have the relevant expertise in relation to the Committee’s functions, in particular on accounting, auditing and/or financial and non-financial

risk management, and the sector of activity to which the Company belongs, with the majority of Committee members being independent directors.

- The Committee met more frequently than the minimum established in section 15 of the Board Regulations and when it was necessary in view of the matters to be addressed.
- All Committee meetings were attended either in person or by video conference by all its members, who had the necessary information in relation to the different items on the agenda available to them, before the meetings, to be able to discuss and make informed decisions. When necessary, the Committee has also consulted external experts for advice.
- Lastly, the Committee performed all the functions assigned to it, both under regulations and those contained in the Articles of Association and Board Regulations, and also in accordance with the recommendations of the Good Governance Code for Listed Companies and Technical Guide 3/2017.

In accordance with the above, it can be concluded that the Audit Committee has complied with the rules set out by law and in its corporate texts in terms of composition, frequency of meetings, attendance and informed participation of its members, the Audit Committee having dealt with the matters within its competence in 2023.

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## 5.2

# Appointments and Remuneration Committee in 2023

This section constitutes the report on the activities of the Appointments and Remuneration Committee approved by the Committee on 19 February 2024.

### 5.2.1. COMPOSITION C.2.1 / C.2.3

The composition of the Appointments and Remuneration Committee is regulated in article 24.1 of the **Articles of Association**  and in section 17 of the **Board Regulations** . In accordance with the aforementioned precepts, the Committee consists of three (3) members appointed among the non-executive directors, and the majority of its members are independent directors.

In compliance with the Articles of Association and the Board Regulations, the chair of the Committee is an independent director elected by the Committee among its members, and the secretary is the secretary to the Board of Directors. Currently, the Committee is composed exclusively of external directors and both the chair and the majority of its members are independent directors, following the recommendations of Technical Guide 1/2019 on Appointments and Remuneration Committees, approved by the Spanish Securities Market Commission on 20 February 2019 (**"Technical Guide 1/2019"**).

The appointment, re-election and removal of Committee members is performed by the Board at the proposal of the chair of the Board, following a report by the Appointments

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and Remuneration Committee itself, ensuring that they have the suitable knowledge, skills and experience for the Committee's functions. Committee members hold their positions for a period not exceeding four (4) years and may be re-elected, and they cease to hold their position when they cease to be directors or when the Board decides, following a report by the Appointments and Remuneration Committee. The chair will be replaced every four years and may be re-elected.

The composition of the Committee from 1 January 2023 to 31 December 2023 was as follows:

Director	Position	Director Category
Socorro Fernández Larrea	Chair	Independent Non-Executive
Ricardo García Herrera	Member	Proprietary Non-Executive (SEPI)
Marcos Vaquer Caballería	Member	Independent Non-Executive

Consequently, and in compliance with the requirements set out in the Company's corporate texts and good corporate governance practices, 66.66% of the members of the Appointments and Remuneration Committee are independent directors, including its chair, 33.33% are proprietary directors and no executive director sits on this Committee. **/ C.2.2 /** In addition, 33.33% of the members of the Committee are women, a figure that has been maintained since 2021.

There were no appointments, re-elections or removals of members of the Appointments and Remuneration Committee in 2023.

The Company establishes clear and objective criteria on the composition of the Appointments and Remuneration Committee, in line with the criteria established in Technical Guide 1/2019. Also, when there are vacancies on the board, any director can approach the Appointments and Remuneration Committee to propose candidates that it might consider suitable.

All the Committee members have been appointed taking into account their proven capacity to discharge the functions entrusted to the Committee as a result of their broad experience, skills and knowledge, including those related to corporate governance, analysis and strategic assessment, assessment of suitability requirements that may be necessary by virtue of regulations applicable to the Company when performing senior management duties and in designing remuneration policies and plans for directors and the executive team, among others. Diversity of opinion is encouraged within the Committee, and each of its members may act in accordance with their personal judgement. In addition, the chair has previous experience as a director or member of senior management in companies comparable in size and complexity.

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For further information on the members of this Committee and their professional background, please refer to the chapter of this Report on the “**Board of Directors**” [↪](#), as well as the Company’s website.

The secretary of the Committee is Carlos Méndez-Trelles García, current secretary to the Board, by virtue of his appointment as such, approved by the Company’s Board, at the proposal of the Appointments and Remuneration Committee, on 26 May 2020.

## 5.2.2. RESPONSIBILITIES AND ACTIVITY

### C.1.7 / C.2.1 / C.2.3

Article 24 of **Articles of Association** [↪](#) and sections 17 and 18 of **Board Regulations** [↪](#) regulate the structure, composition and functions of the Appointments and Remuneration Committee. In the performance of its duties it meets the basic principles of independence and scepticism, constructive dialogue that promotes the free expression of its members, internal dialogue and sufficient analytical capacity and use of experts, as set out in Technical Guide 1/2019.

The Committee’s functions include, among others, those related to appointments, performance and removal of directors and executives who report directly to the

chair of the Board or the Company’s CEO, remuneration, compliance with the directors’ duties, the rules and actions regarding corporate governance and sustainability in coordination with the Sustainability Committee and in relation to Redeia’s employees.

The Committee meets with the appropriate frequency to properly discharge its duties. In any case, it must meet at least on a quarterly basis, when called by its chair or at the request of two of its members, and whenever the Board or its chair requests the issuance of a report or the submission of proposals.

Section 17.5 of the Board Regulations stipulates that the meetings can be called, with the associated documentation, by electronic means that ensure the due security and confidentiality of the notice of the meeting and related documentation.

This notice of the meeting, which will include the agenda, will be sent by the chair or secretary of the Committee to each of its members at least three days before the date scheduled for the meeting, except in cases of emergency where a meeting needs to be called in a shorter period of time.

Section 17.7 of the Board Regulations establishes the possibility that Committee meetings may be held by conference call, video conference or by any other means of remote communication that allow them to be held, provided that all Committee members agree.

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The Committee may be convened with the attendance of the majority of its members and may adopt decisions or recommendations by an absolute majority of votes of the directors attending the meeting in person or by proxy. To better perform its functions, the Committee may engage independent professionals and may also access any type of information or documents of the Company that it needs to perform its functions.

### Activities performed in 2023

At its meeting held on 14 December 2022, the Appointments and Remuneration Committee approved its Annual Action Plan for 2023 in view of the responsibilities assigned to it in the Articles of Association and Board Regulations. This plan is approved and assessed annually.

Through its chair, it reported its activities to the Board at its meetings immediately after each Committee meeting and made available to all directors, through the “director portal” intranet, the documentation corresponding to the meetings and a copy of the minutes. For their part, the Board of Directors and the Company’s Management have provided the Committee with adequate, timely and sufficient access to information, ensuring that the Committee has sufficient resources to carry out its duties.

The Committee also consults the chair of the Board and the chief executive, particularly on matters relating to executive directors and senior management.

During the 2023 financial year, the Appointments and Remuneration Committee held 14 meetings, three of which were extraordinary, and reported to the Board of Directors on all meetings (ordinary and extraordinary), in particular on the activities carried out by the Committee. The Committee meetings were held well in advance of the Board meetings.

Its meetings have been attended either in person or by video-conference by all its members, with no non-attendances or attendances by proxy. In this respect, the number of attendances was 42, a percentage of 100%.

The chair of the Board and the CEO do not attend the meetings of the Committee. On the other hand, throughout the 2023 financial year, at the request of the Committee itself, and at the invitation of the chair, the following individuals attended some of the Committee’s meetings: the Corporate Finance Director, the Corporate Director of Transformation and Resources, the Corporate Director of Institutional Relations, Communication and Territory, the Corporate Director of Sustainability and Studies, the Director of Management Control, the Director of Investment Projects and Transport Management, the Director of Internal Audit and Risk Control, the Director of Technology and Innovation, the Director of Corporate Development, the General Manager of Telecommunications



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Business, the General Manager of International Business, the Manager of Regulation and Legal Services, the General Manager of Operations, the Manager of People and Culture, the Head of the Organisation, Compensation and Labour Relations Department, the Head of the Corporate Governance Department, the Head of the Transformation Coordination Project Department and the Head of the Occupational Safety and Well-being Department, all of them exclusively to report on matters related to their areas of responsibility, safeguarding the independence of the Committee at all times.

The external remuneration consultant (Willis Towers Watson) attended 3 meetings to speak on the agenda items relating to its area of expertise.

The main tasks performed by the Committee in 2023 included the following:

#### **In relation to appointments, performance and dismissals (section 18.1 Board Regulations)**

- Analysis, favourable report and submission to the Board of proposals for authorisation to appoint and re-elect directors in Redeia companies.
- Submission to the Board, for subsequent submission to the General Meeting, of the proposal for the re-election of an independent director.
- Submission to the Board for approval, after a favourable report, of a proposal to update the Board Skills Matrix.

#### **In relation to remuneration (section 18.2 Board Regulations)**

- Approval of the proposal for the definition of Redeia's Business and Management Objectives, and the System Operator's Business and Management Objectives for 2023.
- Approval of the proposal on compliance with the business and management objectives and the targets of the members of the Executive Committee and the Chief Operating Officer for 2022.
- Approval of the proposed Objectives of the Executive Committee and the Operations Department for 2023.
- Submission to the Board of the proposed annual remuneration of the Board for its non-executive functions, for all items, for 2023.
- Submission to the Board, for its approval, of the Annual Directors' Remuneration Report for 2022 for subsequent submission to the General Meeting.
- Monitoring of the objectives of the Long-Term Incentive Plan for the Promotion of the Energy Transition, Reduction of the Digital Divide and Diversification (Plan 2021-2025).
- Analysis and monitoring of the annual share delivery programme for employees, members of management and executive directors of Redeia for 2023.

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- Monitoring of the Business and Management Objectives and the Targets of the members of the Executive Committee, the System Operator and the Chief Operating Officer for 2023.
- Approval of the proposed modification of the 2023 Business, Management, Executive Committee and Operations Department Objectives.
- Analysis, favourable report and submission to the Board, for its approval, of the proposed annual share delivery programme for employees, members of management and executive directors of Redeia.

#### **In relation to the rules and actions on Corporate Governance section 18.4 Board Regulations)**

- Approval of the Board's Self-Assessment Report for 2022 for its submission to the Board.
- Monitoring of the Action Plan of the Board's self-assessment process for 2021.
- Monitoring of the implementation of the 2023 action plan of the Board's protocol for engagement with Redeia employees.
- Analysis, favourable report and submission to the Board of the monitoring table on the agreements approved by the Board.

- Submission to the Board of the proposed Annual Corporate Governance Report for 2022.
- Analysis of the Annual Management Report on People for 2022.
- Submission of the proposed 2023 Action Plan to the Board for approval.
- Analysis of the 2022 reconciliation survey.
- Analysis, favourable report and submission to the Board of the proposals regarding notice of meeting, agenda, agreements and reports relating to the General Meeting for 2023, and the procedure for delegation, voting and remote information, prior to the General Meeting, the procedure of electronic attendance at the General Meeting, the electronic voting procedure and the rules of the electronic shareholder forum.
- Analysis of the report on compliance with the Internal Code of Conduct in the Securities Market.
- Analysis of the adaptation of the Ethical and Compliance Channel Management System to Law 2/2023, regulating the protection of persons who report regulatory infringements and the fight against corruption, and submission to the Board, for its approval, of (i) the updated Compliance Policy, (ii) the Ethical and Compliance Channel Policy and Procedure, and (iii) the appointment of the person responsible for the Ethical and Compliance Channel Management System (ethical manager).

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- Analysis of the Annual Report on the Criminal and Anti-Bribery Compliance System for 2022.
- Analysis of the General Meeting Results Report for 2023.
- Analysis of the Ibex-35 Boards Results Report and market trends in remuneration, and the analysis of the vote against the Annual Remuneration Report at the General Meeting in 2023.
- Progress report on the structure of the Company's new Annual Corporate Governance Report for 2023.
- Analysis of Redeia's executive team's annual salary update report.

- Analysis, favourable report and submission to the Board, for its approval, of proposals for updating the contingency plans for the succession of the chair of the Board and the Company's CEO.

#### **In relation to sustainability (sections 18.4 and 18.5 Board Regulations)**

- Analysis of the Anti-Corruption and Fraud Guide for updating.
- Analysis of the delivery of personnel policies in one of Redeia's companies.
- Analysis and supervision of the process of reporting non-financial information within the scope of the competencies of the Appointments and Remuneration Committee.
- Regular analysis and monitoring of the Healthy Organisation Report.
- Analysis of the 2022 Healthy Organisation Report.
- Submission to the Board, for its approval, of the Diversity Report for 2022.
- Submission to the Board, for its approval, of the Summary of the 2023-2025 Sustainability Plan, to be reported to the General Meeting.
- Analysis of the report on Redeia's 2023-2025 Comprehensive Diversity Plan.





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- Monitoring of the closure of collective bargaining processes carried out during the 2022 and 2023 financial years.
- Analysis of the Diversity Key Indicator.
- Analysis of a proposal for a new approach to the Well-being Indicator.
- Analysis and monitoring of the Multi-year Disability Plan, which develops the 2023-2025 Comprehensive Diversity Plan.

#### Other activities (section 18.6 Board Regulations)

- Approval of the Committee's Annual Activities Report for 2022.
- Approval of the schedule of Committee meetings for 2024.
- Approval of the Committee's Action Plan for 2024.
- Analysis, favourable report and submission to the Board, for its approval, of the Board's annual programme of activities for 2024.

#### Assessment of compliance with the principles and recommendations established by the CNMV (Technical Guide 1/2019)

On 20 February 2019, the CNMV approved the Technical Guide for Appointments and Remuneration Committees, under section 21(3) of the consolidated text of the Securities

Market Act, enacted by Royal Legislative Decree 4/2015, of 23 October.

The purpose of Technical Guide 1/2019 is to provide guidance on the functioning of appointments and remuneration committees and include recommendations for the companies concerned that the CNMV will take into account when performing its oversight function.

The Company's ongoing commitment to the application of international best practices regarding corporate governance has allowed it to comply with the applicable recommendations in Technical Guide 1/2019.

The following should be noted as regards the Company's Appointments and Remuneration Committee:

- The structure, composition and functions of the Appointments and Remuneration Committee are regulated in article 24 of the Articles of Association and developed in sections 17 and 18 of the Board Regulations, which include, among other aspects, the composition, requirements for the appointment of its members, rules of operation, responsibilities and functions assigned, means that must be available to it, rules in relation to appointments, performance and dismissals of directors and senior executives, in relation to remuneration, compliance with the directors' duties, regulations and actions on corporate governance and employees of Redeia companies. For reasons of legal certainty, it is considered more appropriate that the operating regulations of the Appointments and Remuneration Committee are contained in the

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Board Regulations, published on the Company's corporate website and the CNMV's website, and registered at the Companies House.

- b) The Committee's independence is encouraged by the following:
- i. It is composed exclusively of non-executive directors and both the chair and the majority of its members are independent directors.
  - ii. The remuneration of the Committee members is in accordance with the principle of moderation and is linked to their responsibility so as to avoid compromising their independence and objectivity.
  - iii. Furthermore, neither the chair of the Board nor the CEO participate in the Committee's meetings.
  - iv. Executives attending Committee meetings do so at the request of the Committee and only attend in relation to items on the agenda that fall within their competence.
- c) The Company did not consider it advisable to have a separate Appointments Committee and a Remuneration Committee for the following reasons:
- Due to the small size of the Board (comprised 12 members, with 1 of them an executive director) compared with other highly capitalised companies.

- Also, it is considered that a single committee can fully comply with all the functions that the Act and the recommendations attribute to two separate committees.

- d) Ongoing dialogue is maintained with the various stakeholders related to the Committee's own functions. In addition, diversity of opinion is encouraged within the Committee so that each member may act in accordance with their personal criteria.
- e) The Committee members have the proven capacity to discharge the functions entrusted to the Committee as a result of their broad experience, skills and knowledge, including that related to corporate governance, analysis and strategic assessment, assessment of suitability requirements that may be necessary by virtue of regulations applicable to the Company when performing senior management duties and in designing remuneration policies and plans for directors and the executive team, among others.
- f) A diverse composition is sought in terms of gender, professional experience, competencies and industry knowledge.
- g) The Committee has an Annual Action Plan and meets with the appropriate frequency to properly perform its functions, and in any case quarterly, although it will generally meet monthly, and it periodically reviews and analyses matters related to appointments, performance and removal of directors and senior executives, remuneration, compliance with directors' duties, corporate governance rules and actions, and to employees of Redeia companies, among other matters.



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- h) An annual self-assessment process is performed on the functioning of the Committee, with external support, within the framework of the Board's annual self-assessment process.
- h) There is a Welcome Programme for new Committee members, which is part of the Annual Welcome Plan for new directors, known as the Orientation Programme, which was last updated in May 2021.
- h) There is an Annual Activities and Information Programme for directors, which is updated annually and implemented throughout the year.
- h) With regard to the Board's self-assessment and the preparation and updating of the Contingency Plans for the Succession of the Chair of the Board and the CEO, the Appointments and Remuneration Committee has played and plays an essential role in its design, planning and development, in coordination with the Lead Independent Director, as explained in more detail in the Company's Annual Corporate Governance Report.

### Assessment and conclusions

Based on the above, the Appointments and Remuneration Committee assessed its composition and functioning during 2023, and considers that:

- The composition of the Committee was in line with the legal and corporate provisions for such, being made up of members that have the relevant expertise in relation

to the Committee's functions, with the majority of Committee members being independent directors.

- The Committee met more frequently than that in section 17 of the Board Regulations and when it was necessary in view of the matters to be addressed.
- All Committee meetings were attended either in person or by video conference by all its members, who had the necessary information in relation to the different items on the agenda available to them, before the meetings, to be able to discuss and take informed decisions.
- Lastly, the Committee performed all the functions assigned to it, both under regulations and those contained in the Articles of Association and Board Regulations, and also in accordance with the Recommendations of the Good Governance Code for listed companies and Technical Guide 1/2019 on Appointments and Remuneration Committees.

In accordance with the above, it can be concluded that the Appointments and Remuneration Committee has complied with the rules set out by law and in the Company's corporate texts in terms of composition, frequency of meetings, attendance and informed participation of its members, the Committee having dealt with the matters within its competence in 2023.

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## 5.3

# Sustainability Committee in 2023

This section constitutes the report on the activities of the Sustainability Committee approved by the Committee on 20 February 2024.

### 5.3.1. COMPOSITION C.2.1 / C.2.3

The composition of the Sustainability Committee is regulated in article 24 bis of the **Articles of Association** ↗ and in section 18 bis of the **Board Regulations** ↗. In accordance with the precepts above, the Committee consists of three (3) members appointed among the non-executive directors, and the majority of its members are independent directors, as in its current composition. Furthermore, in accordance

with those provisions, the chair of the Committee is an independent director chosen by the Committee from among its members, and the secretary is the secretary to the Board.

The appointment, re-election and removal of Committee members is performed by the Board at the proposal of the chair of the Board, following a report by the Appointments and Remuneration Committee, ensuring that they have the suitable knowledge, skills and experience for the Committee's functions. Committee members hold their positions for a period not exceeding four (4) years and may be re-elected, and they cease to hold their position when they cease to be directors or when the Board decides, following a report by the Appointments and Remuneration

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Committee. The chair will be replaced every four years and may be re-elected.

The composition of the Sustainability Committee at 31 December 2023 was as follows:

Director	Position	Director category
Carmen Gómez de Barreda Tous de Monsalve	Chair	Independent non-executive
Esther María Rituerto Martínez as nominee director	Member	Proprietary non-executive (SEPI)
Elisenda Malaret García	Member	Independent non-executive

Consequently, and in compliance with the requirements set out in the Company's corporate texts and good corporate governance practices, 66.66% of the members of the Sustainability Committee are independent directors, including its chair, 33.33% are proprietary directors and no executive director sits on this Committee. **/ C.2.2 / In addition, 100% of the members of the Committee are women, a figure that has been maintained since 2021.**

All Committee members have the proven capacity to discharge the functions entrusted to the Committee as a result of their broad experience, skills and knowledge.

There were no appointments, re-elections or removals of members of the Sustainability Committee in 2023.

For further information on the members of this Committee and their professional background, please refer to the chapter of this Report on the "Board of Directors" [↪](#), as well as the Company's website.

The secretary of the Committee is Carlos Méndez-Trelles García, current secretary to the Board, by virtue of his appointment as such, approved by the Company's Board, at the proposal of the Appointments and Remuneration Committee, on 26 May 2020.

### 5.3.2 RESPONSIBILITIES AND ACTIVITY

#### C.2.1 / C.2.3

Article 24 bis of the **Articles of Association** [↪](#) states that the Company will have a Sustainability Committee and establishes its basic composition and functions. Sections 18 bis and 18 ter of the **Board Regulations** [↪](#) regulate in greater detail the structure, composition and functions of the Sustainability Committee.

The functions of the Sustainability Committee include, among others, those related to ethical leadership, compliance with the group's sustainability policy, sustainability actions and proposals, the 2030 Sustainability Commitment, sustainability policy and its relationship

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with the Strategic Plan, interaction with different stakeholders, the Annual Report on ethical management in Redeia, sustainability disclosures in accordance with international benchmarks, the review and validation of reports on specific sustainability areas and oversight of compliance with and review of the Code of Ethics and Conduct.

The Committee must meet at least on a quarterly basis, when called by its chair or at the request of two of its members, and whenever the Board or its chair requests the issuance of a report or the submission of proposals.

Section 18 bis 4 of the Board Regulations stipulates that the meetings can be called, with the associated documentation, by electronic means that ensure the due security and confidentiality of the notice of meeting and related documentation.

This notice of the meeting, which will include the agenda, will be sent by the chair or secretary of the Committee to each of its members at least three (3) days before the date scheduled for the meeting, except in cases of emergency where a meeting needs to be called in a shorter period of time.

Section 18 bis 6 of the Board Regulations establishes the possibility that Committee meetings may be held by conference call, video conference or by any other means of remote communication that allow them to be held, provided that all Committee members agree.

The Committee may be convened with the attendance of the majority of its members and may adopt decisions or recommendations by an absolute majority of votes of the members attending the meeting in person or by proxy. To better perform its functions, the Committee may engage independent professionals and may also access any type of information or documents of the Company that it needs to perform its functions.



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## Activities performed in 2023

At its meeting held on 13 December 2022, the Sustainability Committee approved its Annual Action Plan for 2023, in view of the responsibilities assigned to it in the Articles of Association and Board Regulations. This plan is approved and assessed annually.

The Sustainability Committee reported its activities to the Board at its meetings immediately after each Committee meeting and made available to all directors, through the “director portal” intranet, the documentation corresponding to the meetings and a copy of the minutes. For their part, the Board of Directors and the Company’s Management have provided the Committee with adequate, timely and sufficient access to information, ensuring that the Committee has sufficient resources to carry out its duties.

During the 2023 financial year, the Sustainability Committee held 11 meetings, reporting to the Board on all of them, in particular on the activities carried out by the Committee. The members of the Committee attended its meetings in person, either physically or by video-conference, and there have been no non-attendances or attendances by proxy, and so the number of attendances was 33, a percentage of 100%.

The chair of the Board and the CEO do not attend the meetings of the Committee. Moreover, throughout the 2023 financial year, at the request of the Committee itself and at the invitation of the chair, the following individuals attended some of the Committee’s meetings: the Corporate Director of Sustainability and Studies and the Head of the Sustainability Department, as well as the Corporate Director of Institutional Relations, Communication and Territory, the Corporate Finance Director, the Director of Internal Audit and Management Control, the Director of Procurements, the Head of the Organisation, Compensation and Labour Relations Department, the Head of the Corporate Governance Department, the Head of the Transformation Coordination Project Department, the Head of the Statistical Analysis and Information Department and the Head of the Supplier and Procurement Management Department, all of them exclusively to report on matters related to their areas of responsibility, safeguarding at all times the independence of the Committee.

### The main tasks performed by the Committee during the 2023 financial year included the following (section 18 ter of the Board Regulations)

- Analysis of the sustainability management objective for 2023 and its regular monitoring.
- Analysis of compliance with the 2022 Management Sustainability Objective.
- Monitoring (at 31 December 2022) of the 2020-2022 Sustainability Plan.

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- Analysis and monitoring of Redeia's Circular Economy Road Map.
- Analysis and submission to the Board of the Annual Management Report of Redeia's Code of Ethics and Conduct for 2022.
- Analysis of Redeia's Risk Map in the area of Sustainability (ESG).
- Analysis of the progress in the delivery of the Internal Control over Non-Financial Reporting (ICNFR), and favourable report to the Board of Directors on Redeia's Statement of Non-Financial Information (SNFI) for the 2022 financial year.

- Analysis of the recommendations of the external reviewer (EY) resulting from the verification of the content of the SNFI.
- Analysis of the Anti-Corruption and Fraud Guide for updating.
- Analysis of the 2023-2025 Sustainability Plan (Model for meeting long-term objectives) and its half-yearly monitoring.
- Analysis and approval of the content of the sections of the Annual Corporate Governance Report for 2022 within the scope of the competencies of the Sustainability Committee.
- Analysis and submission to the Board, for its approval, of the 2022 Sustainability Report.
- Analysis of the agreements proposed by the Board at the General Meeting for 2022 within the scope of the functions of the Sustainability Committee.
- Analysis of the report on Redeia's contribution to the Sustainable Development Goals (SDGs) in 2022.
- Analysis on compliance with Redeia's 2022 Environmental Plan.
- Analysis of the criteria used to identify Redeia's stakeholders in the area of sustainability.
- Analysis of the results of the 2022 Redeia stakeholder perception studies and the activity planned for 2023.





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- Analysis of the 2022 Diversity Report.

- Analysis of the adaptation of the Ethical and Compliance Channel Management System to Law 2/2023, regulating the protection of persons who report regulatory infringements and the fight against corruption.

- Analysis, and submission to the Board for its approval, of proposals to update Redeia's (i) Environmental Policy; (ii) Anti-Climate Change Commitment; (iii) Commitment

to Biodiversity; and (iv) Commitment to Protect Vegetation and Combat Deforestation.

- Analysis of the most relevant developments and criteria included in the Dow Jones Sustainability Index for 2023, as well as the preliminary results of this index for Redeia in the 2023 financial year.

- Analysis of the new 2023-2025 Comprehensive Diversity Plan.

- Analysis of the 2022 Annual Impact Report.

- Analysis of Sustainability Criteria in the procurement process.

- Monitoring of the 2030 Climate Change Action Plan.

- Analysis of the high-level risk situation and special monitoring report in the area of Sustainability (ESG) for the first half of 2023.

- Analysis of progress in relation to the matters covered in the 2023 Corporate Sustainability Report, as well as the European Reporting Standards (ESRS) and their adaptation to Redeia.

- Analysis of the Report on the new drive on Redeia's social and environmental strategy through the implementation of a new "comprehensive impact management" model, in line with the lines of action set out in Redeia's "Zero Action Plan".



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- Analysis of Redeia's annual tax transparency report for 2022.
- Approval of the schedule of Committee meetings for 2024.
- Analysis of the main international global milestones in the field of Biodiversity in 2022, 2023 and 2024, and the main existing reporting tools and frameworks, and study for the delivery of a Redeia Action Plan in the area of Biodiversity.
- Analysis of the results of the assessment process of S & P (DJSI) and MOODY'S (EURONEXT), relating to the ESG profile.
- Analysis of progress in the review process of sustainability information in the 2023 financial year.
- Approval of the Committee's Action Plan for 2024.
- Approval of the Committee's Annual Activities Report for 2022.

### Assessment and conclusions

Based on the above, the Sustainability Committee considers that in 2023:

- The composition of the Committee was in line with the corporate provisions for such, being made up of members that have the relevant expertise in relation to the Committee's

functions, with the majority of Committee members being independent directors.

- The Committee met more frequently than established in section 18 bis of the Board Regulations and when it was necessary in view of the matters to be addressed.
- All Committee meetings were attended either in person or by video conference by all its members, who had the necessary information in relation to the different items on the agenda available to them, before the meetings, to be able to discuss and take informed decisions. When necessary, the Committee has also consulted external experts for advice.
- Lastly, the Committee performed all the functions assigned to it, in accordance with the Articles of Association and Board Regulations, and also in accordance with the Recommendations of the Good Governance Code for listed companies.
- In accordance with the above, it can be concluded that the Sustainability Committee has complied with the rules set out in the Company's corporate texts in terms of composition, frequency of meetings, attendance and informed participation of its members, the Committee having dealt with the matters within its competence in 2023.



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# Assessment of the Board and its Committees

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## Regulatory framework

For years, the Board of Directors has periodically been submitted to an **annual self-assessment process**, with independent external support, the main purpose of which is to review the quality and efficiency of the functioning of the Board, the Board Committees and certain positions on the Board (chair, CEO, Lead Independent Director and secretary to the Board) and, in view of the results obtained, to draw

up an Action Plan containing the corresponding measures and suggestions for improvement, a summary of which is published in the Annual Corporate Governance Report, all in accordance with section 529 *nonies* of the Spanish Companies Act, section 5 of the **Board Regulations** ↻, heading 7 of **Technical Guide 1/2019 on the Appointments and Remunerations Committees** ↻ approved by the CNMV and Recommendation 36 of the **Good Governance Code for Listed Companies**. ↻



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## Assessment process. Methodology



### Assessment for 2023

The self-assessment process carried out in 2023 was conducted with the collaboration of Ackermann International and was carried out under the direction of the Appointments and Remuneration Committee in coordination with the Lead Independent Director.

The external consultant who has collaborated in the Board self-assessment process in 2023 has not had any other relationship with the Company or its Group companies.

**/ C.1.18**



### Self-assessment process

This self-assessment process was conducted with the support of an external consultant, which, by holding **individual interviews** with each Board member and each of its Committees, has studied in depth their functioning as a team, their collaborative relations and their capacity for continuous improvement as a collegiate body.



### Methodological approach

The working methodology used for this self-assessment process is based on a **contribution approach**, assessing the functioning of the Board in four core areas:

**Functional, Effectiveness, Decision and Skills (known as the FEDCA Methodology in Spanish)**, assessing a series of key issues for each core area (e.g., organisation and planning, management and reliability of information, professionalism in preparation, degree of independence, degree of collaboration, management of expectations, responsibilities, contribution indicators, type of decisions and decision-making power, decision-making process, mechanisms for interaction with the management team, risk control, strategic vision, agility in continuous learning, ability to adapt to change, high-performance teams, leadership model, etc.).



### Action Plan

Furthermore, it should be pointed out that, in 2023, an **Action Plan** approved by the Board at its meeting held on 28 March 2023 was developed, at the proposal of the Appointments and Remuneration Committee, and derives from the conclusions and recommendations of the **2022 Board Self-Assessment Report**, which was previously approved by the Board at the meeting held on 31 January 2023, after a favourable report from the Appointments and Remuneration Committee.

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## Results of the assessment for 2023

### C.1.17

In the Board self-assessment process for 2023, among other strengths, the commitment and professionalism of the directors, the wide diversity in the composition of the Board, as well as their knowledge of the business, the financial sphere, its environment, and their experience in regulatory matters have been highlighted. The independence and facilitation of communication within the Board of Directors, transparency towards shareholders and stakeholders, and leadership in Sustainability as the Company's strategy, as well as the Board's high sensitivity and commitment to risk control and compliance with ESG (environmental, social and governance) objectives were also highlighted. The leadership of the chair and CEO in their respective areas of responsibility, as well as their excellent professional coordination, were also positively assessed. In addition, the evolution of the Management Team's interactions and its alignment with the Board through the Board's Protocol for Engagement with the Company's Employees has been assessed very positively.

Moreover, among the conclusions of the process, the Board of Directors made certain suggestions for improvement in each of the core areas assessed, notably including deepening reflection and debate on Redeia's long-term strategy (beyond 2030), continuing the permanent monitoring of risks paying special attention to cybersecurity,



technology risks, supply chain risks, and climate change risks; as well as the desirability to maintain specific sessions (monographs) that reinforce the Board's knowledge in relation to Redeia's business.

## 2024 Action Plan

At its meeting held on 27 February 2024, following a favourable report from the Appointments and Remuneration Committee, issued at its meeting held on 19 February of the same year, the Board approved the **Board Self-Assessment Report for the 2023 financial year**. Based on the conclusions and suggestions contained in this report, the Appointments and Remuneration Committee is preparing an **Action Plan** to be presented to the Board of Directors at its next meeting in March for analysis and approval, to be implemented in 2024.

The main lines of the 2024 Action Plan will establish the development and implementation of certain actions associated with the most relevant opportunities and suggestions for improvement in relation to the areas assessed in the Board self-assessment process for the 2023 financial year.



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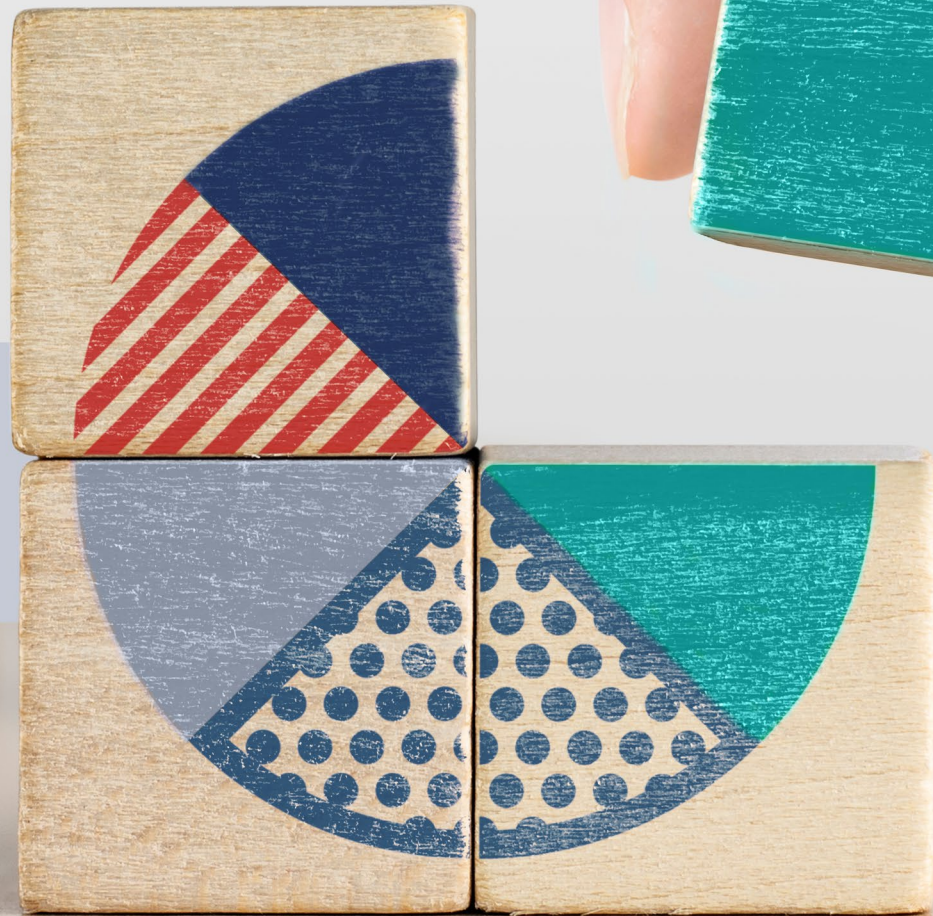
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# Related-Party and Intra-Group Transactions

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**/ D.1 /** Section 5.5 c) of the Board Regulations includes, among the direct and non-delegable responsibilities of the Board of Directors, the approval, following a report from the Audit Committee (in accordance with section 16.6 c) of the Board Regulations), of **transactions that the Company or companies of its group execute with directors, or with holding shareholders, individually or jointly with others, at least 10% of the voting rights or represented on the Board of Directors of the Company or with other persons who are considered related parties under the applicable legislation (“Related-Party Transactions”)**, unless their approval corresponds to the General Meeting and without prejudice to the power of delegation provided in the Board Regulations under the applicable regulations.

Furthermore, section 36 of the Board Regulations sets out the rules for Related-Party Transactions and establishes that the **Audit Committee must issue a report prior to the approval by the General Meeting or the Board of Directors, of the execution of a Related-Party Transaction**. In this report, the Committee will assess whether the transaction is fair and reasonable from the point of view of the Company and, where applicable, of the shareholders other than the related party, and give an account of the budget on which the assessment is based and the methods used. Directors who are members of the Committee affected by the Related Party Transaction may not participate in drafting the report.

In relation to the passing of the resolution to approve Related-Party Transactions, the approval of which falls within the competence of the Board of Directors and has not been delegated, **the director affected or the director representing or related to the shareholder affected must abstain from** the deliberation and vote in accordance with the Act.

In the event that the Board of Directors **delegates** the approval of Related-Party Transactions in accordance with the section 5.5 c) of the aforementioned Regulations, the Board itself **will establish an internal reporting and periodic control procedure** to verify the fairness and transparency of these transactions and, where appropriate, compliance with the applicable legal criteria.

At its meeting held on 30 November 2021, the Board approved a **Related-Party Transactions Protocol (the “Protocol”)** based on the regulatory framework applicable to Related-Party Transactions taking into account the specific features of the Company and its group, and that aims to develop, based on the Corporate Enterprises Act and the Articles of Association, and the General Meeting Regulations and the Board Regulations, the criteria to apply the regime to approve Related-Party Transactions affecting it, and for the publication of the corresponding information on them, also establishing the internal procedure for identifying, analysing, approving, monitoring, reporting and controlling related-party transactions.



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Therefore, the above Related-Party Transactions Protocol fully includes the **internal procedure for identifying, analysing, approving, monitoring, reporting and controlling these transactions**, although it also envisaged the exercise of the corresponding supervisory functions by the Audit Committee as regards Related-Party Transactions delegated by the Board.

Similarly, to provide as much flexibility as possible to apply the new legal regime, the Protocol envisages the possibility

for the Board delegating to the CEO the approval of both (i) Related-Party Transactions between companies that form part of Redeia that are carried out in the scope of the ordinary management and on market terms, and (ii) Related-Party Transactions that are arranged under agreements whose standard terms are applied en masse to a large number of customers, are carried out at prices or rates in general by the person acting as supplier of the goods or provider of the services in question, the amount of which does not exceed 0.5 % of the Company's net business revenue, since it is understood that this will favour its better functioning and simplify its actions in relation to Related-Party Transactions, although, in relation to Related-Party Transactions delegated by the Board, there is in any case an **ex-post control by the Audit Committee, which will receive the report submitted to it by the secretary of the Operational Group summarising them and that have been approved during the period corresponding to the Company's half-yearly financial information every six months.**

It should be noted that the **analysis of the Related-Party Transactions prior to their approval is carried out by the Operational Group**, which was established by the Company for this purpose and consists of the Corporate Finance Director, the Regulation and Legal Services Director<sup>(1)</sup>, the Internal Audit and Risk Control Director and the General Secretary and secretary to the Board, who acts as secretary.

<sup>(1)</sup> On 18 January 2024, Laura de Rivera García de Leániz (Regulation and Legal Services Director) left the Company as a result of her resignation.



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In relation to **Related-Party Transactions whose approval corresponds to the General Meeting**, the proposed resolution for approval passed by the Board of Directors will be submitted to the General Meeting with an indication as to whether it has been approved by the Board with or without the dissenting vote of the majority of the independent directors.

For its part, section 37 of the Board Regulations sets out the principle of **transparency** on Related-Party Transactions and establishes that the **Board will encourage public disclosure of Related-Party Transactions entered into by the Company or companies in its group, the amount of which reaches or exceeds 5% of the total amount of the asset items or 2.5% of the annual revenue.**

To this end, a notice, with the legally stipulated content, must be inserted in an easily accessible place on the Company's website, which in turn must be communicated to the CNMV, all within the legally stipulated deadlines, and attaching the report issued, where appropriate, by the Audit Committee.

Also, to determine the amount of a Related-Party Transaction, the established legal requirements will be taken into account, taking into consideration, on an aggregate basis, the transactions executed with the same counterparty in the last twelve months.

## Mechanisms for detecting, identifying and resolving potential conflicts of interest D.6

Under **section 31 e) of the Board Regulations**, the director must take the necessary measures to avoid incurring situations in which their interests, whether on their own behalf or for others, may **conflict with the corporate interest** and their duties to the Company.

Section 32 of the Board Regulations specifies the cases in which directors must refrain from certain actions that could give rise to situations of conflict, stating that, in any case, **directors must notify** the Board of any situation of direct or indirect conflict that they or persons related to them may have with the interests of the Company. Any conflicts of interest directors may have will be **disclosed in the notes to the financial statements.**

**One of the fundamental principles (4.C).13) established in the Code of Ethics and Conduct is that conflicts of interest must be properly managed.** The Code specifies the basic guidelines for conduct that must govern the actions and decisions of the members of Redeia to maintain impartiality and objectivity in exercising their functions. In accordance with that Code, Redeia is committed to the identification and exemplary management of any possible conflicts of interest, providing its members with the tools necessary to satisfactorily deal with any conflicts to preserve the reputation of the organisation.



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Redeia also respects the participation of its members in other professional and/or business activities, as long as this does not adversely affect their efficiency in carrying out their functions and responsibilities, or alter the impartiality and objectivity in exercising their professional activity.

In accordance with the principle described, the Code considers the following conducts to be in accordance with the proper management of conflicts of interest:

- Act at all times **in a professional manner**, placing the interests of Redeia and its stakeholders above their own interests or those of third parties.
- Communicate any actual or apparent conflicts of interest, in which they may be involved or of which they may be aware, through the Ethics and Compliance Channel, so that the situation can be assessed and the necessary measures can be taken.
- **Inform the organisation of those commercial relationships involving personal or family interests** that may alter the impartiality and objectivity of those involved.
- **Refrain from becoming involved in making decisions that are affected by a potential conflict of interest** until the potential conflict has been managed.

- When acting with officials, public authorities, customers, suppliers or other third parties, **respect the impartiality and objectivity** of those involved.

However, **the Code of Ethics and Conduct** considers that the following conducts are not in accordance with the proper management of conflicts of interest:

- **Being a member of a managing team or any other similar body, or exercising control over any company that has business relations with Redeia**, or any public body or agency, without the organisation having been informed or, where appropriate, given approval.
- **Maintaining business relations with entities involving a professional, personal or family relationship, without informing the organisation.**
- **Taking advantage** of any business opportunity **for personal benefit**, directly or indirectly, through their professional activities at Redeia.
- **Making use of Redeia's assets**, or any confidential and/or privileged information **for personal gain.**
- Carrying out external activities that entail **a loss of efficiency or productivity** or using Redeia's resources, information, time or facilities for such purpose.

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- Performing **work or providing services for the benefit of companies in Redeia's sectors or that carry out activities that may directly or indirectly compete** with the organisation.

In 2018, Redeia developed a **Guide for Managing Conflicts of Interest (the "Guide")** with the aim of detecting and preventing potential conflicts of interest that may affect Redeia's management team. The Company expressly undertakes through the aforementioned Guide to comply with the following guidelines:



- **Duty to inform:** the management team must notify the Advisory Body responsible to apply the guide of any actual or apparent conflicts of interest in which they may be involved or of which they may be aware.

- **Duty of transparency:** the management team must at all times provide those responsible and/or Redeia's Advisory Body with any information regarding potential conflicts of interest.

- **Obligation to refrain:** the management team must refrain from becoming involved in making decisions that are affected by a potential conflict of interest.

Redeia also has an Advisory Body that is responsible for the development and proper application of this Guide for the identification, management and resolution of conflicts of interest. That body acts, in all cases, in an independent manner to be able to carry out its functions effectively and without undue influence. The aforementioned Advisory Body is composed of the (i) Ethics Officer and Stakeholder Ombudsman; (ii) Director of Internal Audit and Risk Control (head of the Compliance function); (iii) Regulation and Legal Services Director; (iv) Director of People and Culture; and (v) Chief Financial Officer.

The Advisory Body also advises and proposes measures to ensure better use of confidential information related to the management of conflicts of interest. Redeia also has

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an ethical and compliance channel to report possible conflicts of interest that may affect its members, and so that the necessary measures are adopted by the organisation to preserve the values and principles of the Code of Ethics and Conduct.

To help Redeia's people to identify possible situations of conflict of interest and to know how to manage them, in 2023, a training pill was made available to all the people who make up the organisation, focusing on the management of conflicts of interest.

## Operations in 2023

(Identified in sections D.2 to D.5 reflected in the Statistical information on corporate governance required by the CNMV) In 2023, the Company's Audit Committee analysed and reported favourably on all the Related-Party Transactions that had to be approved by the Company's Board, and no Transactions were executed that, due to their amount or subject matter, were reserved to the competence of the General Meeting.

Likewise, the Audit Committee has verified compliance with the internal procedure for monitoring, reporting and controlling Related-Party Transactions approved by delegation of the Board, without any incidents having been reported, and they were duly reported to the Audit Committee by the secretary of the Working Group, through the half-yearly reports indicated above, of the purpose

and terms of all the transactions approved by delegation by the Board.

Taking all the Related-Party Transactions entered into in the last 12 months with the same related party into consideration, none of them exceeded the thresholds for publication under section 529 unvicies of the Corporate Enterprises Act.

Finally, the Company is not controlled, as defined in section 42 of the Commercial Code, by another company, whether listed or not, and does not have, directly or through its subsidiaries, business relations with this company or any of its subsidiaries (other than those of the listed company) or carry out activities related to those of any of these companies. / **D.7**



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# Implementation of the integrated risk management, control and compliance system

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# 8.1

## Ethics and compliance at Redeia

**Ethics and compliance are fundamental pillars for Redeia** for the proper functioning of its business activity. The Company is committed to acting with the highest level of integrity in the fulfilment of the obligations and commitments that has taken on, as well as the relations and collaboration with its stakeholders.

Redeia has **rules on corporate conduct that lay down the values and standards of behaviour that must be embraced by all persons** at the Company in the performance of their professional activities. Redeia's integrity model consists mainly of the Code of Ethics and Conduct, the Compliance System, the Code of Conduct for Suppliers, the Criminal Compliance and Anti-Bribery System and the Anti-Corruption and Fraud Guide: Zero Tolerance.

The Company has a **compliance system that is in line with best practices**, the purpose of which is to ensure that the obligations established and commitments assumed are respected based on a culture in which compliance risks are managed proactively.

### 8.1.1

#### DEVELOPMENT OF THE ETHICS AND COMPLIANCE CULTURE

Awareness and training are key factors in developing an ethics and compliance culture within the organisation. In this regard, the **Company promotes adequate awareness and dissemination** throughout the organisation on the relevance and strategic nature of the compliance system for Redeia, within the organisation's culture of integrity.

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Redeia continuously promotes a **culture based on ethics and compliance**, as a fundamental element of due diligence in the management of compliance risks.

In addition to the onboarding programme, new recruits receive a copy of the following documents upon joining the Company:



Code of Ethics and Conduct



Anti-corruption and fraud guide: zero tolerance



Compliance Policy



Criminal Compliance and Anti-Bribery System Manual (management team only)



Guide for managing conflicts of interest (management team only)



In 2023, the Company has established a leadership objective linked to the dissemination of the anti-corruption and fraud model, with monitoring of 100% of the organisation's departments. The leadership objectives are a tool to contribute to the development of the management skills that Redeia needs to successfully face the strategic challenges in the short, medium and long term. They are a key mechanism for involving the entire Redeia management team in the critical actions and changes needed to effect transformation through leadership style.

Through the leadership objectives, we seek to identify objectives over which management has direct influence and





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which are relevant to the leadership needs at the time, such as the anti-corruption and fraud model.

In addition, in 2023, the annual awareness and training plan on the compliance culture was developed through various internal and external communication actions, including the preparation of knowledge pills on key aspects of Redeia's Compliance System, such as Redeia's Ethics and Compliance Channel and the management of conflicts of interest. These actions, launched in the last quarter of the year, have been completed by 14% and 17% of the employees, respectively, and are expected to continue in 2024.

Through this training, aimed at all employees, including those with functions exposed to corruption risks, Redeia provides the Company's professionals with the tools to resolve possible risk situations in the performance of their functions and responsibilities, as well as the existing means for communicating any ethics and compliance-related issues.

Redeia also held a training session on its Protocol for internal investigations aimed at groups directly involved in the management of complaints processed through the Ethics and Compliance Channel.

In addition, Redeia has carried out specific training sessions for particularly exposed groups on different topics, such as:

- Redeia's anti-corruption and fraud model: zero tolerance. Session delivered in June to the Redeia management team as part of the 2023 leadership objective.
- Reintel's competition compliance model. Development of four training sessions on Reintel's competition compliance model and general competition law issues for members of Redeia (Legal Services, Compliance, Business Development and Corporate Governance), Reintel's management team and Reintel members involved in the System.



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- Protocol for internal investigations of the Ethics and Compliance Channel management system. Session delivered to Redeia's compliance, legal services, internal audit and labour relations managers.
- Ethics and compliance in the field of Artificial Intelligence. Session delivered to Redeia's compliance officers in Spain following the agreement reached by the European Union on this matter.

In addition, in 2023, Redeia consolidated the Compliance Forum, in which the compliance officers from the different Redeia subsidiaries come together, as an instrument to strengthen the coordination and reporting of the different areas of compliance in the organisation.

In 2023, the Company carried out more than 10 internal communication actions, including the publication of informative pieces and awareness-raising actions related to the aspects indicated below:

- Update of the Anti-Corruption and Fraud Guide: zero tolerance.
- Adaptation of Redeia's Ethics and Compliance Channel to the Spanish Whistleblower Protection Act.
- Commitments on acceptance of gifts received at Christmastime.

Thus, the Compliance area has published a total of 13 news items on the Redeia intranet, with an average of 258 views.

### Recognitions

In terms of external recognition during 2023, it is worth noting that:

- Redeia was a finalist at the Compliance Awards Expansion in the following categories:
  - "Ibex company with best practices in compliance".
  - "Best ethical compliance initiative".
- Redeia stands out in the codes of conduct criterion in S&P's assessment for the Dow Jones Sustainability Index, scoring 85 out of 100 in this area in 2023.

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- Redeia was a leader in 2023 in the anti-corruption criterion, in accordance with the ESG performance report prepared by Moody's, having obtained the highest score (89 out of 100 points) within its sector in this area.
- Redeia stands out in the ISS-ESG sustainability index, obtaining an "A" rating in the "Business Ethics" category and an "A+" rating in the "Code of Ethics and Conduct" category.
- Redeia has been included among the four best companies in the global ranking on transparency and good governance of the Ibx 35 prepared by the Haz Foundation.

### Partnerships and commitments

Among the initiatives in which Redeia has participated to promote business ethics, its status as a premium member of the "Corporate Integrity Forum" of the non-governmental organisation Transparency International Spain should be noted. The Forum brings together major companies committed to promoting and developing a corporate culture of compliance, integrity and transparency. It is a space for reflection, analysis and debate, in which perspectives, knowledge and experiences are exchanged in areas related to regulatory compliance, corruption prevention, corporate transparency and good practices, with the aim of collaborating in the continuous improvement of the integrity models of its members. Redeia is also a member of the Spanish Compliance Association (ASCOM).

## 8.1.2 CODE OF ETHICS AND CONDUCT F.1.2

Redeia's current Code of Ethics and Conduct, approved by the Company's Board on 26 May 2020, was amended on 30 May 2023 to bring it into line with Spanish Law 2/2023, of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption. [*Ley 2/2023, de 20 de febrero, reguladora de la protección de las personas que informen sobre infracciones normativas y de lucha contra la corrupción*].

The purpose of the Code is **to formally set out the Group's commitment to ethics**, consolidating a responsible business model that ensures the creation of shared value, bringing the interests of the organisation into line with those of its stakeholders.

The Code responds to the requirements and recommendations on ethics management established by the United Nations (UN), mainly through the Sustainable Development Goals, the 10 principles of the Global Compact and the Universal Declaration of Human Rights and the conventions that develop it, the Organisation for Economic Co-operation and Development (OECD) and the International Labour Organization (ILO) and Transparency International, among others.

Redeia's Code of Ethics and Conduct includes the ethical values of respect, integrity and sustainability, offering a global framework of conduct for the organisation's professionals. These values are set out in **fifteen principles**, established taking into account the criminal risks associated with Redeia's activities. For each of the principles referred to, a catalogue of conduct compliant with or



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contrary to the Code of Ethics and Conduct is established to avoid situations that may favour the commission of offences.

The principles and guidelines of conduct are structured in **three blocks**, according to Redeia's relationship with the **environment** (anti-corruption, transparency in the management of interests, anti-money laundering, fiscal responsibility, continuous improvement of customer experience, responsible relationship with suppliers, environmental conservation and improvement and contribution to the development of communities), with **employees** (respect for people and their rights at work, guaranteeing health, safety wellbeing at work and promoting and respecting diversity) or with the organisation itself (disclosure of financial and non-financial information, management of conflicts of interest, protection and responsible use of assets and protection of the confidentiality of information and personal data).

The **Code of Ethics and Conduct** can be consulted on the corporate website. [↪](#)

### 8.1.3 CODE OF CONDUCT FOR SUPPLIERS

#### F.3.3

Redeia has a specific code for its suppliers in which it highlights anti-corruption regulations, respect for human rights, and compliance with occupational and environmental safety requirements by its suppliers in the development of the products or services required by the Company, whether they have been carried out directly or through other organisations. Since 2013, the Code of Conduct for Suppliers has been part of Redeia's General Terms of Business.

The Company also makes Redeia's Ethics and Compliance Channel (as described in the following section) available to suppliers for reporting possible breaches of the Code of Ethics and Conduct or the Code of Conduct for Suppliers, as well as for queries regarding those regulations.

The Company conducts social audits to verify compliance with the Code of Conduct for Suppliers and to communicate the Company's sustainability principles to suppliers. To this end, an annual social audit plan is drawn up, and its delivery is monitored and followed up. As a result of these audits, action plans are agreed upon with all suppliers for which a non-conformity has been identified.



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The updated 2023 version of the **Code of Conduct for Suppliers** is available on the corporate website. [↪](#)

### Code of Conduct for Business Partners

In 2023, Redeia has developed a code of conduct for business partners with whom the Company intends to establish a business relationship. Redeia's Code of Conduct for Business Partners sets out the criteria for the expected conduct of business partners through basic principles of action, although they may be obliged to comply with other Redeia regulations that may be applicable to them.

## 8.1.4

### ETHICS AND COMPLIANCE CHANNEL

#### F.1.2

To promote the application of the Code of Ethics and Conduct, Redeia has an **Ethics and Compliance Channel** [↪](#) available on the corporate website, through which queries, complaints or suggestions on this matter can be submitted.

In 2023, Redeia carried out a project to adapt the Ethics and Compliance Channel to legal regulations and best practices (Law 2/2023, of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption, European Directive 2019/1937 and ISO 37002 on Whistleblowing Management Systems). This action led to the approval of the **Ethics and Compliance Channel Management System and Whistleblower Protection Policy**, the purpose of which is to establish the principles and guarantees governing the Ethics and Compliance Channel Management System as a formal mechanism for communicating queries and complaints of breaches and irregularities.

Likewise, the **Ethics and Compliance Channel Management System Guide** was updated, and the Redeia Ethics and Compliance Channel System manager (Ethics Officer) was formally appointed.

The Company has put in place an **anti-reprisals protocol**, the main objective of which is to protect whistleblowers who file a report through Redeia's Ethics and Compliance Channel Management System from potential reprisals, including threats of reprisals and attempted reprisals. The Protocol establishes a protective framework that can effectively address risk situations and protect persons using the Ethical and Compliance Channel Management System in good faith. This Protocol is included in the Ethics and Compliance Channel Management System Guide, which has been disseminated among the Company's stakeholders on the internal and external websites. Periodically, the Company carries out surveys to assess the perception, knowledge and use of the Ethics and Compliance Channel by the people who form part of Redeia.

In addition, the Company has designed and implemented a **protocol for internal investigations linked to the Ethics and Compliance Channel**. At Redeia, internal investigations are carried out in accordance with current legislation and the commitments assumed by the organisation in its Code of Ethics and Conduct, its Compliance Policy and in the aforementioned Policy of the Ethics and Compliance Channel Management System and Whistleblower Protection Policy, respecting the rights and freedoms of employees and third parties involved in the investigations.

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To reinforce the knowledge and application of the protocol, training workshops have been developed for the groups directly involved in the investigations above.

Through this action, Redeia has established common criteria for action to be applied by the different group companies in the investigations related to the Ethical and Compliance Channel Management System, as well as the steps to be followed in the investigations and the nature of the procedures to be carried out, among other aspects.

### The Ethical and Compliance Channel Management System is constructed around the following regulations:

- [Ethics and Compliance Channel Management System and Whistleblower Protection Policy.](#) ↪
- [Ethics and Compliance Channel Management System Guide.](#) ↪
- [Ethics and Compliance Channel Privacy Policy.](#) ↪



The Ethics and Compliance Channel is managed by the Ethics Officer with the support of the Compliance area. The Channel is audited periodically and guarantees the maximum confidentiality and anonymity of users, of the information communicated and of the actions carried out, by means of an IT tool that reinforces the necessary guarantees and makes it possible to better monitor the queries and complaints submitted.

In accordance with applicable regulations and best practices, the Ethics and Compliance Channel Management System allows for the submission of anonymous communications. Likewise, the Ethics and Compliance Channel Management System and Whistleblower Protection Policy guarantees the application of the following principles: confidentiality and anonymity; secrecy or discretion in the processing of communications; good faith; independence and impartiality for fair treatment of the persons concerned; prohibition of reprisals for those who use the Channel in good faith; diligence and speed in the processing of investigations; respect for the fundamental rights of persons; privacy; regulatory compliance; and transparency and accessibility of the System.

To raise awareness of the Ethics and Compliance Channel among Redeia employees and foster a culture of communication as a fundamental element of the Company's integrity model, a knowledge pill has been developed and is available on Redeia's virtual Campus.

19 queries were made through the Ethics and Compliance Channel in 2023, with a maximum resolution time of ten days,

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extended by a further ten days in particularly complex cases, in accordance with the rules for managing the Ethics and Compliance Channel.

Regarding compliance with the Code of Ethics and Conduct, 3 complaints were received during the year. None of the complaints concerned violations related to the organisation's criminal risks.

More detailed information on the management of the Code of Ethics and Conduct is provided in the Code of Ethics and Conduct reports for each financial year, which are published on the Company's website.

**Ethics Officer and Stakeholder Ombudsman**

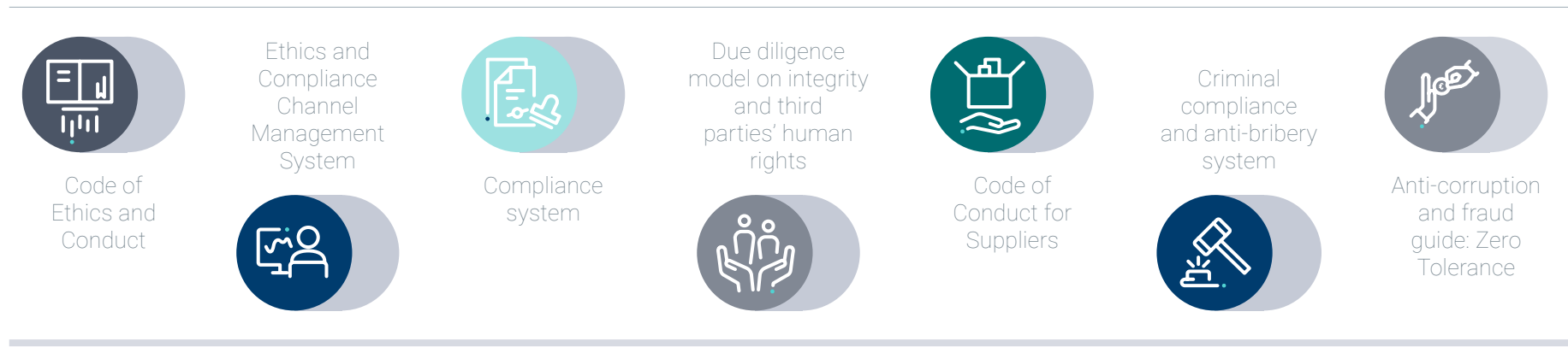
To ensure awareness, application of and compliance with the Code of Ethics and Conduct, the Company appointed Carlos

Méndez-Trelles García, general secretary and secretary to the Board, as the Ethics Officer and Stakeholder Ombudsman.

The responsibilities carried out by the Ethics Officer, with the collaboration of the Compliance area, are as follows:

- Resolve queries in connection with the Code.
- Investigate complaints submitted in relation to the application of the Code.
- Prepare resolution reports in response to the complaints made.
- Draw up a periodic report reviewing the ethics management system and propose actions for improving the system.

Redeia integrity model



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## 8.2

# Compliance

### 8.2.1 COMPLIANCE SYSTEM

Redeia's corporate Compliance System constitutes the **model for the prevention, supervision and control of the Company's compliance risks**, which is aligned with the ethics and compliance culture established by the Code of Ethics and Conduct and Redeia's Compliance Policy, and the other compliance regulations that develop them, as well as with best practices in this area.

In developing the compliance system, Redeia has considered **the applicable legal regulations and the main international regulations and standards** on compliance.

The objective of the system **is to ensure compliance with established obligations and commitments** based on a proactive culture of compliance risk management.

The Company has a **Compliance area**, part of the Internal Audit and Risk Control Division, which is responsible for the design, development, delivery and monitoring of the organisation's global compliance system, with the objectives of promoting a global and proactive vision of compliance risks and ensuring their efficient control, guaranteeing the coordination and uniformity of their management at the corporate level, and improving internal control at Redeia.



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The elements of the Redeia Compliance System are:

- **A Code of Ethics and Conduct**, which formalises Redeia's commitment to business ethics and is the fundamental regulation that governs the professional activity of people within the organisation and vis-à-vis its stakeholders.
- **A Compliance Policy** declaring the organisation's rejection of any unlawful act and its commitment to principles of ethical conduct and compliance through the adoption of practices that ensure the application of a comprehensive approach by the organisation and its employees.
- Establishment of a **supervisory body** with independent powers that assumes responsibility for control and supervision of the Compliance System.
- **A compliance map** that identifies and evaluates the Company's non-compliance risks and key internal controls to mitigate such risks.

- **Policies, procedures and financial and non-financial controls to mitigate the non-compliance risks identified.** More specifically, these will include financial and non-financial policies, procedures and controls, which together constitute the Company's resource management system to prevent breaches in this area.
- **Human, material and financial resources** necessary for the appropriate and effective functioning of the Compliance System.
- **A control and supervision system** that allows monitoring the surveillance process and the changes in non-compliance risks, and to draft proposals to improve controls or create new controls to reinforce coverage of non-compliance risks.
- An **Ethics and Compliance Channel**, easily accessible to all stakeholders, established for the communication of queries, suspicious actions and breaches. This channel allows Redeia to ensure anonymity for those who require it and to know and react to possible irregular and/or unlawful situations.
- An **anti-reprisals system** aimed at protecting individuals who report in good faith through the Ethics and Compliance Channel Management System.
- A **disciplinary system to be applied** in accordance with labour legislation, the collective agreement and the internal rules of the organisation.



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• **Periodic verification of the Criminal Compliance and Anti-bribery System**, with special emphasis on the event that relevant breaches have been detected or changes have been made to the organisation, its control structure or the activities it carries out.

### 8.2.2 COMPLIANCE POLICY

Redeia has a **Compliance Policy**, the latest version of which was approved by the Board of Directors on 30 May 2023, which establishes the principles governing the organisation's commitment to the prevention and detection of, as well as response to any conduct that involves an act contrary to the legal obligations and commitments voluntarily assumed by the Company.

The Policy contains Redeia's express commitment to compliance with criminal and anti-bribery legislation applicable to the organisation, as well as the rejection of any conduct of a criminal nature, all in accordance with the values, principles and guidelines for conduct set out in Redeia's Code of Ethics and Conduct.

In accordance with the UNE 19601 and ISO 37001 standards on criminal and anti-bribery compliance management systems, respectively, the organisation's particularly exposed personnel (management team), as well as its management body, submit a statement at reasonable intervals confirming their commitment to comply with the Criminal and Anti-bribery Policy, incorporated in Redeia's Compliance Policy.

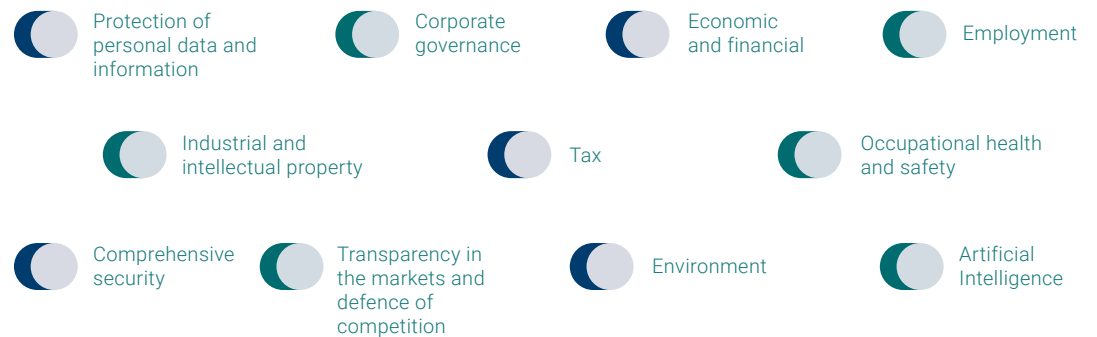
The updated 2023 version of the Compliance Policy is available on the corporate website. [↪](#)

The compliance system is structured through the following regulatory areas:

#### Transversal



#### Specifically



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### 8.2.3 DUE DILIGENCE ON INTEGRITY AND THIRD PARTIES' HUMAN RIGHTS

Redeia provides its members with the tools necessary to ensure that the Company's relations with third parties are governed by ethical and transparent conduct, which are key to maintaining the trust and reputation of the organisation among its stakeholders.

The **Compliance Policy** includes among its principles the establishment of the necessary **due diligence** measures for an adequate selection and monitoring of the integrity of its business partners or third parties with which Redeia maintains or intends to maintain relations of any nature. The **Sustainability Policy**, for its part, includes the **express commitment to respect and promote** internationally recognised **human rights** in the sphere of influence of Redeia's companies, acting with due diligence, managing the impacts of its activity or the activities of those with whom it has a relationship and establishing the appropriate mechanisms for redress, in accordance with Redeia's commitment to the promotion of and respect for human rights.

The third-party due diligence model **seeks to promote the highest ethics and compliance standards, respect for the laws and regulations in force in the field of integrity, as well as to foster a culture of compliance based on the principle of zero tolerance towards the commission of unlawful acts**, especially those linked to integrity (corruption, bribery, money laundering, terrorist financing or others of a similar nature).

Redeia has a guide for internal action **on due diligence on integrity and third parties' human rights**, approved in 2022, which establishes the criteria and measures necessary to provide the Company with an appropriate **mechanism for selecting and monitoring integrity and third parties' human rights**, defined as those stakeholders with whom it maintains or intends to maintain relations of any nature, including, therefore, not only suppliers and customers but also business partners and other third parties.

The guide includes human rights requirements in accordance with the proposed Directive of the European Parliament and of the Council on corporate sustainability due diligence.

The guide sets out guidelines for:

- **Obtaining information about the integrity, respect for human rights and background of third parties**, as a parameter for decision-making on relationships to be maintained with third parties and the development of such relationships.
- **Establishing responsibility for the implementation of due diligence measures** with third parties.
- **Managing the integrity and human rights risks** to which Redeia is exposed through its relationships with third parties.
- Implementing **appropriate control measures** to mitigate integrity and human rights risks, as well as reaction and remediation measures when a breach is detected.
- **Disseminating among Redeia's professionals the relevance of the system of due diligence** on integrity and third parties' human rights.

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In addition, Redeia's due diligence model is supported by Dow Jones' RiskCenter Screening & Monitoring platform, which can be used to find out about the integrity of entities or individuals, as well as breaches, unlawful conduct or sanctions that may affect integrity and/or human rights.

Throughout 2023, a total of 296 integrity and human rights due diligence processes have been carried out, adopting the necessary measures in each case to mitigate the risk of Redeia being linked to third parties involved in conduct contrary to its ethical values.

## 8.2.4 CRIMINAL COMPLIANCE AND ANTI-BRIBERY SYSTEM

Redeia has a Criminal Compliance and Anti-Bribery System aimed at **identifying the rules, procedures and tools** established by the group to avoid non-compliance with any regulations that carry criminal liability for the Company and its employees. This widens the due control exercised by the Company to take in the management and prevention of criminal risks that may affect its activity and business sector.

The Criminal Compliance and Anti-Bribery System is based on an analysis of the criminal and anti-bribery compliance risks that could hypothetically materialise in the organisation, and includes the procedures and controls in place for effective

prevention and mitigation of such risks, taking into account the location, activity, sector and structure of the transaction.

The design of the key controls identified and their suitability to mitigate the criminal compliance and anti-bribery risks associated with them are subject to periodic evaluation by external entities, as well as the assessment of their efficiency and effectiveness through substantive and process tests.

## Key actions in 2023

- Adoption of the anti-corruption and fraud guide: zero tolerance and development of specific training actions.
- Approval of the Ethics and Compliance Channel Management System and Whistleblower Protection Policy and update of the Ethics and Compliance Channel Management System Guide.
- Development of a protocol for the investigation of irregularities and breaches related to the Ethics and Compliance Management System.
- Development of Reintel's competition compliance model.
- Drafting of Redeia's Code of Conduct for business partners.
- Consolidation of the Compliance Forum, in which the compliance officers of Redeia's various subsidiaries come together, as an instrument for coordination and reporting on compliance.

## Next objectives for 2024

- Development of the artificial intelligence compliance model.
- Diagnosis of the Ethical and Compliance Channel Management System in accordance with the ISO37002 standard.
- Updating of the integrity and human rights due diligence model for third parties in line with best practices.
- Review and integration of the methodology for monitoring controls associated with different areas of compliance.
- Dissemination, awareness and training plan 2024.

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Redeia's Criminal Compliance and Anti-Bribery System in Spain is aligned with section 31 bis of the Spanish Criminal Code [*Código Penal*] and Circular 1/2016 of the General State Prosecutor's Office on the criminal liability of legal persons, as well as the UNE 19601 and ISO 37001 standards on criminal compliance and anti-bribery management systems, respectively.

The Criminal Compliance and Anti-Bribery System of the parent company, Redeia Corporación, S.A., and its subsidiary Red Eléctrica de España S.A.U. have been certified since 2020 in accordance with the UNE 19601 and ISO 37001 standards.

The certification process was carried out by AENOR, which granted the certification of the Criminal Compliance and Anti-Bribery System of those companies, in accordance with the standards above.

In 2023, the Company successfully passed the follow-up audit carried out by this entity, verifying the compliance and effectiveness of the System in accordance with the aforementioned standards.

Redeia has a **Criminal Compliance and Anti-Bribery System Manual** which is available on the corporate website. [↪](#)

### 8.2.5 CRIMINAL COMPLIANCE AND ANTI-BRIBERY COMMITTEE

The Board of Directors has designated the Criminal and Anti-Bribery Compliance Committee as the **specific supervisory body** for the Company's Criminal Compliance and Anti-Bribery System.

## Criminal Compliance and Anti-bribery System

### Members

- Ethics Officer and Stakeholder Ombudsman.
- Internal Audit and Risk Control Manager.
- Head of Regulation and Legal Services.
- Head of People and Culture.
- Head of the Risk, Compliance and Quality Control Department.

### Main functions

- Monitor the Criminal Compliance and Anti-bribery System
- Foster a culture of ethics and compliance.
- Investigate complaints within the scope of the Anti-Bribery and Criminal Compliance System.
- Prepare an annual report on the monitoring and effectiveness of the Criminal Compliance and Anti-Bribery System, to be submitted to the Board of Directors.

### It receives reports from

- Internal Audit and Risk Control Manager.
- Head of Regulation and Legal Services.
- Head of People and Culture.
- Compliance Officers in Redeia's subsidiaries.
- In addition, the Ethics Officer reports on complaints received with possible criminal implications, maintaining the confidentiality of all information received.

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The Criminal and Anti-Bribery Compliance Committee has its own independence and autonomy, and reports to the Board of Directors, through the Audit Committee, on the activities carried out by it, as well as on the adequacy and effectiveness of the Criminal Compliance and Anti-Bribery System through the Annual Compliance Report and plan of activities scheduled for the following year to obtain their validation. This report includes the results of the assessment of the adequacy of anti-bribery and criminal compliance risks and controls, as well as the evaluation, monitoring and improvement of these controls. The report also covers the allocation and provision of resources necessary for the proper functioning of the anti-bribery and criminal compliance system.

In 2023, none of Redeia's companies was investigated or convicted for breaches related to the organisation's criminal risks. The Criminal Compliance and Anti-Bribery Committee has been informed on the matters within its remit, has had free access to the documentation necessary to carry out its task and has had the cooperation of the Company's various departments to carry out its functions.

### 8.2.6 MONITORING OF THE CRIMINAL COMPLIANCE AND ANTI-BRIBERY SYSTEM

**The monitoring plan for the Criminal Compliance and Anti-Bribery System includes the activities aimed at monitoring the proper functioning of the system and ensuring that the information regarding the levels of risk of criminal compliance and anti-bribery faced by the organisation is kept up to date, so that those responsible for making decisions**



regarding the system do so in an informed manner. The plan includes the activities of verifying, overseeing and monitoring the system, the results of which are set out in a table of indicators for follow-up.

One of the control objectives included in the monitoring plan is to oversee the design and implementation of the criminal compliance and anti-bribery map by identifying and assessing the risks and control activities that mitigate these risks.

The units responsible for specific control activities carry out an annual individual self-assessment of these control activities in terms of design and effectiveness concerning the risk they mitigate.

Redeia has documentary evidence of the control activities, which shows the specific functioning of each of the control activities in the process in which the criminal compliance risk has been identified.

#### Improving the compliance map with specific criminal risks and controls of subsidiaries

The evolution in the activities of Red Eléctrica Infraestructuras en Canarias, S.A.U. and Elewit, S.A.U. in recent years made it necessary to review the criminal risks and specific controls of these companies in 2023 for their inclusion in Redeia's compliance risk map, which includes the activities and functions of Redeia in which there is a greater risk of corruption.



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In addition, the Company has developed a gap analysis in the management of industrial and intellectual property compliance risks in Elewit, proposing a compliance management system for these areas that responds to the correct and adequate management of these risks and that can be extrapolated to the rest of the group's subsidiaries.

In addition, specific training is also planned for the staff of Elewit, S.A.U. and Red Eléctrica Infraestructuras en Canarias, S.A.U. on the defined criminal and anti-bribery compliance management system, as well as on the risks specific to the areas responsible for them.

### 8.2.7 ANTI-CORRUPTION AND FRAUD

The Code of Ethics and Conduct and the Ethics and Compliance Channel, as a system **for handling queries and complaints**, constitute an effective mechanism for detecting and handling possible cases of corruption, fraud and conflicts of interest.

Redeia has an **Anti-Corruption and Fraud Guide: zero tolerance**, the current version of which was approved by the Board of Directors in 2023, which outlines the corporate values and behavioural guidelines set out in the Code of Ethics and Conduct related to the main manifestations of corruption and fraud.



**All the people who form part of Redeia are obliged to know and accept this guide's contents and review how they act based on the principles, commitments and controls it establishes.** Leading by example, backing and the explicit commitment of managers and management are a key element of value in its implementation.

In 2023, in accordance with these guidelines, which prohibit contributions to political parties and organisations, Redeia did not make any donations or provide any grants or loans to political parties. In the same vein, no reports of possible corruption were recorded either, nor has any Redeia company been investigated or convicted by any court of law for breaches related to corruption or fraud.

Finally, the commitments and guidelines for conduct set out in Redeia's Code of Ethics and Conduct, within its principle related to transparency in the management of interests, are expressly applicable in the event that Redeia carries out any activity that could be directly or indirectly linked to lobbying.

In 2023, the Anti-Corruption and Fraud Guide: zero tolerance was revised and updated, extending its scope to the area of (internal) fraud and aligning it with Redeia's Code of Ethics and Conduct and Compliance Policy. The update of the Guide was approved by the Company's Board of Directors.

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The organisation Transparency International participated in the process of revising the Guide and best practices were taken into account, as well as international reference standards in this field (ISO 37001).

The guide has seven specific conduct guidelines to prevent corruption and fraud included in the Code of Ethics and Conduct, which set out Redeia's commitment, the guidelines for action and the prevention and detection mechanisms that the Company has in place. In addition, the Guide contains a set of practical scenarios that help to better disseminate the situations related to the application of each conduct guideline.

In 2023, there were no reports of possible corruption or money laundering by any Redeia company recorded, nor has any company been investigated or convicted by any court of law for breaches in relation to corruption or money laundering.

In 2023, in line with the above, the Company has established a leadership objective aimed at all members of the organisation linked to the dissemination of the anti-corruption and fraud model, with monitoring of 100% of the Company's departments.

The **anti-corruption and fraud guide: zero tolerance** is available on the corporate website. [↪](#)

## 8.2.8

### MANAGEMENT OF CONFLICTS OF INTEREST

Redeia has had a **Guide for managing conflicts of interest** since 2018, to develop the commitments assumed in the Code of Ethics and Conduct in this area, with the aim of **detecting and preventing potential conflicts of interest** that may affect the management team. This guide, which is the result of Redeia's duty of care in the area of conflicts of interest, incorporates preventive measures to minimise risks in this area.

The Company has an Advisory Body for conflicts of interest, which is responsible for the development and due implementation of the procedure for identifying, managing and resolving conflicts of interest established in this guide.





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During 2023, the Advisory Body dealt with 5 queries regarding conflicts of interest. Following the analysis of the communications received, specific preventive measures were recommended in 4 of the cases submitted.

### 8.2.9 PROTECTION OF PRIVACY

Redeia has a **Privacy Protection Compliance System**, with the aim of promoting and maintaining a responsible and proactive attitude in the protection of personal data, which guarantees the good governance of personal data and preserves the trust of our stakeholders.

The Company establishes the following basic principles on personal data protection, which are aligned with the values and principles contained in Redeia's Code of Ethics and Conduct, as well as with the principles included in its Compliance Policy.

Redeia's **Data Protection Compliance System** ensures the **good governance of personal data** based on current regulations. The governance model established includes the appointment of a **Data Protection Officer (DPO)**, whose function is to ensure compliance with current legislation on data protection and to develop dialogue with the supervisory and control authority in this area, the creation of a **Data Protection Advisory Body made up of the DPO, the areas of Compliance, Legal Services, Corporate Security, Information Technologies and People and Culture, and the creation of a network of contacts in personal data protection**, whose mission is to implement



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the data protection culture in the Company, connecting the management of the areas to compliance with the regulatory requirements in this area.

Key elements in personal data protection:

- Privacy policy.
- Specific methodology for analysing the risks of the activities involved in processing personal data to assess these risks and establish the security measures and controls that guarantee the rights and freedoms of individuals.
- Methodology for identifying, assessing, qualifying and responding to security incidents related to compliance with data protection regulations.

- Protocol for handling the rights of access, rectification, erasure (right to be forgotten), objection, portability and restriction of processing of personal data.
- Protocol for hiring personal data processors.
- An internal rule to regulate the principles of privacy by design and by default, incorporating an approach aimed at risk management and proactive accountability in projects, activities, and initiatives.
- An internal rule establishing the criteria for the storage of personal data.
- A protocol for the use of geolocation devices in the workplace.
- Plan to monitor the control framework of the organisational and legal measures for the data protection compliance system, which is completed on a three-year cycle.
- Biennial audits to review Redeia's degree of adaptation in data protection and compliance with the relevant regulations, carried out with the participation of external audit firms specialised in this field.

In 2023, the DPO did not receive any complaints about breaches related to personal data protection and none of the group companies was investigated or convicted for breaches related to privacy regulations.

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In addition, 17 requests were received to exercise rights related to personal data protection, which were answered in due time and form, and the necessary technical measures were taken to provide an effective response to the request to exercise this right, all in accordance with Redeia's protocol for handling the rights of access, rectification, erasure, objection, portability and restriction of processing and the applicable privacy regulations.

In 2023, 73 queries were received by the Data Protection Advisory Body, 97% of which have been closed. The Body regularly monitors these queries to ensure that they are properly resolved.

### 8.2.10 DEVELOPMENT OF A PRIVACY CULTURE

Redeia promotes, **through the annual activity plan for the data protection compliance system, adequate training, awareness and understanding** among its professionals on the importance of the data protection compliance system within the integrity culture of the organisation. Redeia personnel receive privacy training through an e-learning course in this area.

Redeia also regularly organises training workshops on personal data protection for the groups most directly related to this area in the performance of their functions, as well as for the group of contacts that the Company has designated in this area in all the Company's departments where the data protection compliance system is deployed.

Over this year, the Group continued with the plan to raise awareness, understanding and training in matters regarding privacy. Since the e-learning course on privacy was launched in 2019, over 70% of Redeia's employees in the areas in which the data protection compliance system is deployed have been trained in this area. In addition, this course forms part of the training material for new employees joining the Company.

Finally, it should be noted that, in 2023, based on the result of the Dow Jones Index, Redeia obtained the highest score in the area of privacy protection, achieving 100 out of 100 points.



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## 8.3


# Fiscal Governance

Redeia is committed to complying with tax law and with its tax obligations, fosters a cooperative relationship with the tax authorities and considers the tax contribution in all territories where it operates as significant for the overall economic and social development.

### 8.3.1 TAX STRATEGY AND TAX RISK MANAGEMENT AND CONTROL SYSTEM

The determination of the tax strategy, the determination of the tax risk control and management policy, and the approval of investments or transactions that, due to their large amount or special characteristics have a strategic nature or special tax

risk, constitute non-delegable powers of the Board of Directors, reflecting the strategic role of the Board in tax matters.

Redeia's **Tax Strategy**  was approved by the Board of Directors on 30 June 2015 and aims to define the approach to tax matters, consistent and aligned with the Group's strategy. It includes the vision and objectives in the field of taxation, and is based on the three core values of transparency, good governance and accountability.

The vision of the tax strategy can be summarised as follows:

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Manage tax matters proactively, responsibly and transparently with all stakeholders to comply with tax legislation and minimise reputational risk while protecting shareholder value.



The scope of application of the tax strategy includes all Redeia companies and covers the following tax obligations:



- Fulfilment of the obligation to file tax returns and pay both input and output taxes.
- Fulfilment of the obligation to file tax returns and pay taxes collected and paid on behalf of third parties.
- Fulfilment of tax reporting obligations.

On 29 September 2015, the Company's Board of Directors approved Redeia's Tax Risk Control and Management Policy and its integration into the Integrated Risk Management Policy, highlighting the specific guidelines for managing tax risks. The tax risk management and control systems are described in the following pages of this report.

Redeia has an Integrated Risk Management System that includes the main tax risks for the Group and the mechanisms for their mitigation, control and management.

In addition, Redeia has a System for Internal Control over Financial Reporting (ICFR) that includes tax reporting and processes and their associated controls, based on the COSO ERM (Enterprise Risk Management) methodology. These processes and systems undergo systematic internal and external audits.

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To ensure proper compliance, Redeia's Tax Strategy envisages the delivery of the following system:

- The Audit Committee is responsible for overseeing the Tax Risk Management and Control Policy. Management will provide the Board of Directors, through the Audit Committee, with information on the tax policies and criteria applied by the Group during the year and, in particular, on the degree of compliance with the Group's tax strategy. In the case of transactions or matters that must be submitted to the approval of the Board, it will report on their tax consequences when they constitute a relevant factor.
- The Corporate Finance Director and the Tax Department, led by its Head of Department, are responsible for the management of tax matters relating to all the companies comprising the Group, ensuring compliance with the tax strategy.

These units are responsible for advising the Audit Committee and the Board of Directors on tax matters.

The Corporate Finance Director and the Head of the Tax Department attend the meetings of the Audit Committee during the year to report on tax matters.



Based on the Audit Committee's Report on Activities, the following tax matters were brought to the Committee's attention in 2023:

- The tax criteria for the settlement of Corporation Tax and other taxes for 2022.
- The Annual Tax Transparency Report for companies signed up to the Code of Good Tax Practices.

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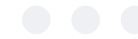
- Country-by-country reporting.
- The annual integrated Tax Transparency Report published on the corporate website.

Finally, Redeia has various mechanisms to prevent unlawful transactions, money laundering and fraudulent concealment or disposal of assets. These include the **Code of Ethics and Conduct** ↻, which sets out specific principles and guidelines for conduct related to Fiscal Responsibility, the **Compliance Policy** ↻, the **Criminal Compliance and Anti-Bribery System Manual** ↻, the **Code of Conduct for Suppliers** ↻ and the **Anti-Corruption and Fraud Guide: Zero Tolerance** ↻, which are available to the employees of Redeia, its suppliers and the various stakeholders through the corporate website. Redeia also carries out awareness-raising actions and ongoing training in which those documents are given to employees.

### 8.3.2 COOPERATIVE RELATIONSHIP WITH THE TAX AUTHORITY

In 2015, at its meeting on 29 September, the Company's Board of Directors approved Redeia's adherence to the **Code of Good Tax Practices** adopted by the State Tax Administration Agency (AEAT) within the framework of the Large Companies Forum. Adherence to those practices is in line with the tax principles and guidelines set out in the Group's tax strategy. During the 2023 financial year, Redeia complied with the content of the Code of Good Tax Practices.

On 28 October 2016, the Large Companies Forum approved the proposed reinforcement of corporate tax transparency



good practices, drawing up a draft report titled "**Annual Tax Transparency Report for companies signed up to the Code of Good Tax Practices**". In accordance with the above, Redeia has voluntarily submitted this Tax Transparency Report to the Spanish tax authorities each year since 2017. Meetings are held annually to complete the understanding and evaluation of the content of the Report.

In turn, the group submits tax queries to provide greater certainty and legal certainty for its business decisions, within the framework of existing transparency and cooperation with tax administrations.

### 8.3.3 TOTAL TAX CONTRIBUTION

Following the practice initiated in 2014 and offering greater transparency of tax information to its **various stakeholders voluntarily, the Company publishes its total tax contribution, highlighting the relevant economic and social role of Redeia's tax contribution.**

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To calculate its total tax contribution, Redeia uses PwC's Total Tax Contribution methodology, which measures the total impact of a company's tax payment. This contribution is calculated in terms of the total contribution of taxes paid to the various tax authorities, both directly or indirectly, as a result of Redeia's economic activity.

Redeia's total tax contribution for 2023 is published in the 2023 Sustainability Report.

### 8.3.4 OTHER TAX RELATED RELEVANT INFORMATION

Since 2019, pursuant to its commitment to transparency in the conduct of its activities, Redeia has published an annual tax transparency report that sets out Redeia's main tax issues and position. This report is available on the corporate website. [↪](#)

Redeia's Code of Ethics and Conduct and tax strategy establish a commitment not to create companies to evade taxes in countries considered tax havens or territories that do not cooperate with the tax authorities. It should be noted that Redeia **has no presence, nor does it carry out any activity whatsoever <sup>(1)</sup> in territories considered as non-cooperative jurisdictions** in accordance with current legislation.

Finally, it should be noted that Redeia has been a leader for the fourth consecutive year in transparency on fiscal responsibility. The group has obtained the seal of fiscal transparency at its highest category of 't\*\*\* for transparent', awarded by the Haz Foundation after analysing the transparency of the voluntary tax information of IBEX 35 companies. Redeia achieved 100% compliance with the indicators evaluated.

(1) In August 2022, the Axxess group was acquired; this group has subsidiaries in different countries, including a company resident in Panama, which was wound up in August 2023.





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## 8.4

# Integrated risk management and control

### 8.4.1 INTEGRATED RISK MANAGEMENT SYSTEM E.1

Redeia has established an **Integrated Risk Management System** to facilitate compliance with the Company's strategies and objectives, ensuring that the risks that may affect them are systematically identified, analysed, assessed, managed and controlled, with uniform criteria and within the acceptable risk level approved by the Board. The integrated nature of the Risk Management System ensures that the different levels of responsibility at Redeia are aware of and assess the risks, and guarantees that the bodies in charge of the control and supervision of the aforementioned System are adequately informed about the situation and evolution of the risks.

The management system was developed in accordance with the UNE-ISO 31000:2018 standard on principles and guidelines in risk management, and has a comprehensive and ongoing nature, consolidating such management by business unit, by subsidiary and by supporting divisions at a corporate level.

#### **The Integrated Risk Management Policy**

Redeia has an **Integrated Risk Management Policy**, the current edition of which was approved by the Board of Directors in 2021. This policy sets out the principles and guidelines of the Integrated Risk Management System and the criteria for the level of risk acceptable to Redeia, and provides guidelines to manage and mitigate the different categories of identified risks faced by Redeia, including tax risks.

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## Integrated risk management and control procedure



The principles included in the Integrated Risk Management Policy include ensuring that the risks that may affect Redeia's strategies and objectives are identified, analysed, assessed, managed and controlled, and that they are managed proactively and in a way that is consistent with the significance of the risk and the cost and means necessary to reduce it.

The Policy's principles promote a risk management culture in Redeia companies, facilitating the integration of risk analysis in process management and decision-making.

**The integrated risk management and control procedure**  
The Company has an integrated risk management and control procedure, which was reviewed and updated in 2023 and regulates the **process of identification, analysis, assessment**

**and management control** of relevant risks, including emerging risks, which could affect the achievement of Redeia's strategies and objectives.

This procedure is developed to:

- 1 → Ensure that the different levels of responsibility in the Company are aware of and assess the risks that threaten the achievement of Redeia's strategies and objectives.
- ← 2 Ensure that risks are managed within the established levels of acceptable risk.



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## Organisational structure for risk management and control E.2

The comprehensive risk management and control procedure establishes the responsibilities of the control and supervisory

bodies and each of the organisational units, as well as the information flows of the activities to be carried out, in accordance with the following chart.

# Risk management and control: organisational structure and responsibilities



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The Board Regulations expressly recognise the **Board's responsibility** for approving Redeia's Integrated Risk Management Policy, which includes criteria on the level of acceptable risk, as well as the knowledge and regular monitoring of internal control, prevention and information systems.

The Board regularly **supervises the effectiveness** of the Integrated Risk Management System, including tax risks, without prejudice to the information it receives on a regular basis from the Audit Committee as part of the ongoing monitoring process carried out by the Committee.

The **Audit Committee** is responsible for **monitoring and periodically assessing the effectiveness** of the Integrated Risk Management System, including tax risk, so that different

types of risks are identified, managed within the established acceptable levels of risk and adequately disclosed. (Section 16.2 of the Board Regulations)

The **Executive Committee**, made up of executives from the most relevant and strategic areas of the Company, is responsible for ensuring the efficient delivery of the Integrated Risk Control System and the correct supervision of its proper functioning, as well as for defining and monitoring the management of equity, financial and tax risks.

The **Internal Audit and Risk Control Division**, which reports hierarchically to the chair's office and functionally to the Audit Committee, is responsible for coordinating the delivery and development of Redeia's Integrated Risk Management System, and for carrying out adequate control and monitoring of the relevant risks, in accordance with uniform criteria and taking into account the established levels of acceptable risk, as well as reporting on the situation and evolution of the risks to the bodies responsible for their control and supervision.

The **organisational units** are continuously involved in the process of identifying, analysing and assessing Redeia's risks with the support of the corporate Risk Control division. They must also manage processes and projects in accordance with the established level of acceptable risk, designing and implementing, where necessary, actions to bring risks to their acceptable level and keeping them at that level.



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## 8.4.2 MAIN RISKS, ACCEPTABLE RISK LEVEL AND RESPONSE AND MONITORING PLANS

### E.3

#### Main risks that may affect the achievement of Redeia's strategies and objectives

Redeia, through its subsidiary Red Eléctrica de España, S.A. unipersonal, has as its core business the development of electricity transmission activities and the operation of the electricity system in Spain. These are classified as regulated activities since carrying them out is essential for the security and continuity of the electricity supply in Spain, and the Company is exclusively responsible for them. This classification as a regulated activity affects both the setting

of revenue and the environment and conditions in which the Company must carry out its core business activities and determines the risks to which it is exposed.

Redeia also carries out electricity transmission activities outside Spain (in Chile, Peru and Brazil) and provides telecommunications services to third parties, mainly through the lease of dark fibre backbone and the operation of satellite infrastructures.

The Company has established a risk taxonomy or classification to provide a more complete identification of these risks and to allow for a more detailed analysis. This structure allows the identified risks to be classified into three levels of aggregation:

## Classification of identified risks

### Strategic

- Risks related to the **regulatory framework** in which Redeia operates, including tax and transition risks associated with climate change.
- **Business** risks associated with the business context itself or with strategic decisions, including economic risks related to the series of elements (economic, political and social) that shape the situation of a specific country or geographic area, as well as regulatory risks.
- Risks related to sustainability and good governance.

### Operational

- Risks associated with **assets planned and/or in progress**.
- Risks associated with **assets in service**.
- Risks related to **information systems**.
- Risks related to **people and their organisation**.
- **Compliance** risks.

### Financial

- **Market** risks.
- Risks related to the Company's **solvency**.
- **Counterparty** risks.
- **Insurance** risks.

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The tax matters, classified as strategic risks related to the regulatory framework, were included in the Integrated Risk Management Policy in 2015, which sets out specific guidelines for managing these risks.

In accordance with the risk analysis performed by Redeia, the most recent risk map identified 93 risks, which are shown in the following chart by risk category:

The Company's Sustainability Report provides more detailed information on the main risks Redeia currently faces, as well as emerging risks.

**Acceptable level of risk**  
**E.4**

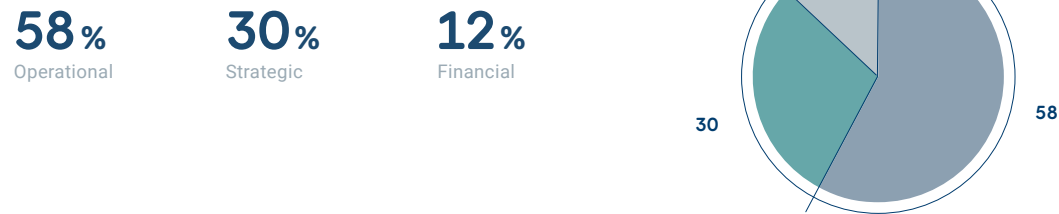
Redeia's Integrated Risk Management System establishes a methodology for determining the level of risk. All identified risks are therefore individually classified into three categories: **high-level risks, medium-level risks and low-level risks.**

The level of a risk is determined by combining two variables – the probability of occurrence and the impact its occurrence would have on the Company – as regards four key elements of the business:

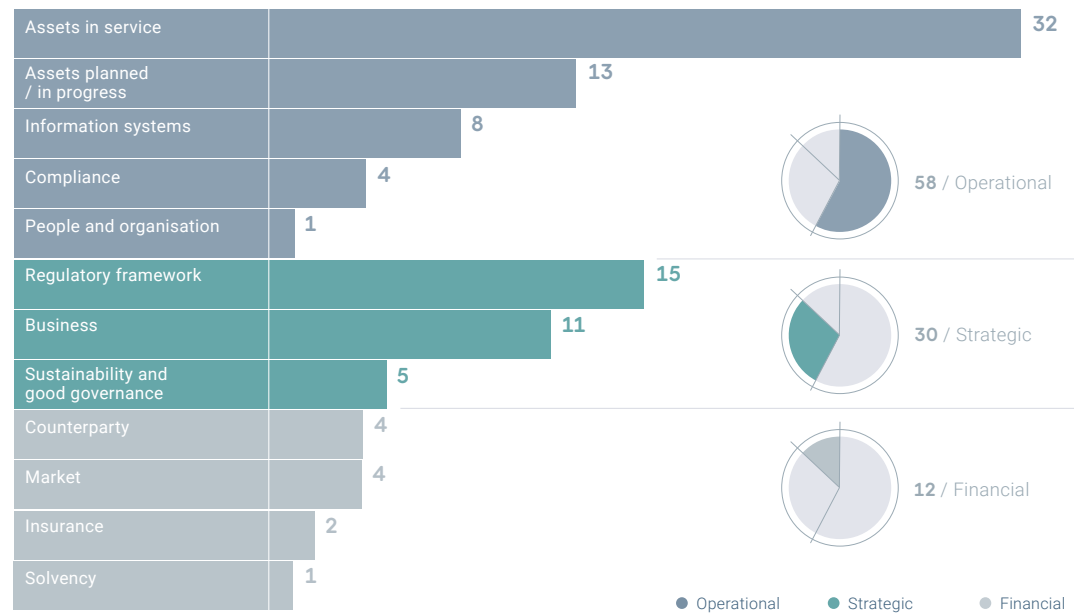
- **Economic loss:** impact on the income statement after corporation tax.
- **Strategic plan:** degree of impact on the achievement of Redeia's strategic plan.

Distribution of risks

Distribution of risks (first level)/%



Distribution of risks (second level)/%



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- **Reputation:** stakeholder perception in the event of failure to meet their expectations and disclosure of the event in communication channels and social media.
- **Electricity supply:** energy not supplied (ENS) as a result of the potential event.

Depending on the probability of occurrence and the level of the impact of each risk, it is placed in the probability/impact matrix, which automatically determines the risk level. The following matrix reflects the distribution of the 93 risks identified according to their assessment.

The criteria for the acceptable risk level, that Redeia is willing to accept are set out in the Integrated Risk Management Policy approved by the Board of Directors, individually for all relevant risks and in aggregate for each of the cornerstones.

The **overall acceptable risk level** that the Company is prepared to assume for each of the four cornerstones included in the Integrated Risk Management System is approved by the Board. As a general rule, the overall risk level must not exceed this approved acceptable risk level.

Accordingly, on an individual level, as established in that policy, any risk that does not exceed the low-risk level is considered acceptable.

Risks exceeding this level will be subject to actions to reach the established acceptable level to the extent that the risk is manageable and the cost of the mitigation measures is justified by the effect that the materialisation of the risk may have on Redeia.

### Risk distribution (probability / impact)



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In addition, Redeia periodically performs various sensitivity analyses (stress tests) on certain financial and non-financial risks to anticipate the possible impact that the materialisation of these risks would have on the Company based on certain future scenarios, and monitoring the possible evolution of the main variables that could have an impact on compliance with the Strategic Plan, both financial variables such as interest rates, inflation, etc. and other more operational variables.

As an example of an analysis of non-financial risks, it is worth highlighting the analysis carried out in the area of the operation of the Spanish electricity system. To test the correct preparedness to be able to manage possible incidents and assess the impact of the different risks inherent to its activity, different stress tests and sensitivity analyses (simulations) are carried out periodically, which focus, on the one hand, on testing the processes and systems and, on the other, on the control centre operators periodically practising how to deal with possible risk situations that may arise. During these simulations, all systems and processes are tested and continuously updated to adapt to the changes taking place in the electricity system, which are currently aimed above all at facilitating the energy transition and moving towards the single European market.

Sensitivity analyses are also carried out on the risks associated with climate change, which include both physical risks linked to the modification of climate variables (which may directly affect the facilities or may affect the services provided by Redeia) and transition risks (associated with the changes involved in the fight against climate change: regulatory, technological, market and reputational).



### Risks that have arisen in 2023

#### E.5

In relation to operational risks, it should be noted that the transmission grid installations are permanently exposed to events that may affect the continuity and security of the electricity supply. These events are caused mainly by third parties and also by meteorological phenomena. If these risks were to arise, Redeia has the corresponding insurance policies to mitigate the potential impact that these events could have on its income statement.

### Response and monitoring plans for Redeia's main risks

#### E.6

The mitigating actions required to reduce the degree of risk to the acceptable level are in the process of identification, analysis, assessment and management control of relevant risks.

To monitor risks, the Integrated Risk Management System envisages regularly **monitoring more than 500 updates** aimed at reducing the risk level, **with more than 300 indicators** to review their performance.





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The corporate Risk Control division and the risk management units review the performance and mitigating effect of the actions established. This review is carried out at least annually for the risks in the Redeia Risk Map. The review is carried out at least every six months for high-level risks and those considered to require special monitoring. This additional review is carried out in anticipation that they could be affected by changes in their situation that would lead to significant changes in their assessment.

Redeia also has an **Internal Control over Financial Reporting (ICFR) System**, with the main objective of obtaining improvements in the efficiency and security of the economic and financial reporting processes, proactively adopting best international practices in this area. The ICFR specifically includes information related to Redeia's tax processes, and the controls associated with them.

Similarly, with regard to non-financial information, an **Internal Control over Non-Financial Reporting (ICNFR) System** is in the process of being delivered.

Redeia also has **Contingency Plans** that regulate the various crisis situations that may arise in the event of an electricity incident (so as to ensure security of supply), or a non-electricity incident that may affect the environment, people, the Company's operations, the availability of its systems, its business results or any other aspect that may have an impact on the Company and its reputation.

The Company has a Business **Continuity Plan** aimed at preparing the necessary actions and planning a set of procedures to be able to respond appropriately to a disaster, crisis or emergency, from the moment it occurs until the situation returns to normal. The Business Continuity Plan allows the impact on the Company's business to be reduced to a minimum and allows decision making in disaster, crisis or emergency situations to be streamlined and automated.

The corporate Risk Control division carries out actions with Redeia's subsidiaries to develop risk management and control processes in line with the principles and guidelines established in the Integrated Risk Management Policy.

### Notable actions in 2023

- External review of the Integrated Risk Management System to assess the alignment of the system with the ISO 31000 standard, COSO ERM and best practices in the field of integrated risk management.
- Evolution of Redeia's risk analysis, including a specific analysis of the organisation's emerging risks for incorporation in the Risk Map.
- Review and improvement of Redeia's relevant risk reporting model.

### Main actions planned for 2024

- Review of Redeia's Acceptable Level of Risk (ALR).
- Review and update of the corporate risk taxonomy.
- Strengthening of the risk culture.
- Review and improvement of the criteria for assessing the effectiveness of mitigating actions.



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## 8.5

# Internal Audit / F.5

Internal Audit at Redeia is an independent and objective assurance and consultation activity designed to add value and improve the organisation's operations. It helps the organisation to meet its objectives by providing a systematic and disciplined approach to assessing and improving the effectiveness of risk management, control and governance processes.

The Internal Audit Department, which is part of the Internal Audit and Risk Control Division, reports organically and hierarchically to the chair of the Board and functionally to the Audit Committee. Its mission, powers, functions and duties are set out in the Internal Audit Charter, approved by the Board of Directors in November 2022. Its functions include:



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## Main functions of Internal Audit

- Draw up a strategic internal audit plan containing the guidelines and key actions to achieve its mission and meet stakeholder expectations, and which is aligned with Redeia's strategic plan.
- Draw up an annual internal audit plan, based on the organisation's risks, and submit it to the chair of the Board for review, to the Audit Committee for approval and to the CEO for information.
- Carry out the work (assurance and consultancy) set out in the plan, and report the results to the chair of the Board, the Audit Committee and the Board of Directors.
- Follow up on recommendations and action plans arising from findings identified in internal audit work, and report regularly to the Company's management and the Audit Committee on progress and degree of delivery.
- Advise and provide support to the Audit Committee in the development of the responsibilities assigned to it at any given time, dealing with its information requirements, carrying out the necessary analyses and evaluations.
- Provide support to the Ethics Officer through investigations in relation to potential breaches of Redeia's Code of Ethics and Conduct.

The scope of action of the Internal Audit Department includes all the activities carried out by Redeia Corporación, S.A. and the subsidiaries in which it has a direct or indirect majority shareholding or over which it exercises control.

In companies over which Redeia Corporación, S.A. exercises control and also has its own Internal Audit function (Hispasat Group), relationship frameworks have been defined for the development of the activity in a homogeneous and coordinated manner.

In investees over which Redeia Corporación, S.A. does not have effective control, frameworks have also been defined for relations with the Internal Audit functions of the partners.

The Audit Committee monitors the independence and efficacy of the Internal Audit function; supervises and controls the process of selection, appointment, re-election and removal of the head of Internal Audit; controls the means and resources assigned to the internal audit service and, among others, its budget; receives regular reports on its activities; and verifies that the senior executives of the Company and the group act on the findings and recommendations in its reports.

To ensure that this activity contributes greater value to the organisation, an annual plan is drawn up for the audits to be carried out in the following year, focusing on the most relevant risks of the group, taking the Company's existing risk maps as a reference. The requests made by senior management and the Audit Committee are also taken into consideration when preparing the Annual Plan.

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The Annual Plan includes assurance and consultancy work, including internal audits of processes, internal audits of information systems and cybersecurity, internal audits of the internal control over financial reporting (ICFR) and non-financial reporting (ICNFR) system, of certified management systems and other audits, other than those mentioned above, required by law or arising from requirements established in internal regulations. Audit results are reported quarterly, as is the follow-up on aspects that require improvement, to the executive team, the CEO, the chair and the Audit Committee.

The Internal Audit Department has a Quality Assurance and Improvement Programme, which aims to promote and ensure that Redeia's Internal Audit function is carried out with the appropriate quality standards, in a process of continuous improvement and in compliance with the International Framework for Professional Practice issued by the Institute of Internal Auditors.

This programme includes internal evaluations and an external quality assessment by an independent expert every 5 years. In relation to the latter, the Internal Audit Department has the international QA (Quality Assessment) certification after having passed the external quality assessment carried out by the Spanish Institute of Internal Auditors in 2021 with the highest score.

This certification, of recognised prestige in the internal audit profession, demonstrates the Internal Audit Department's commitment to compliance with the International Framework for the Professional Practice of Internal Auditing by continuously improving its performance, with the aim of providing assurance and confidence to stakeholders.



### Relation between internal audit and other assurance units

Internal audit (third line of defence) takes into account the level of maturity and the degree of assurance provided by other divisions and departments of the Company that also perform assurance functions (second line of defence) and external auditors when drawing up the Annual Plan and determining the approach and scope of the audits for the purpose of increasing coordination and alignment and seeking out synergies and efficiency.

About management, the Annual Plan includes audits to evaluate the design and effectiveness of the controls and actions that contribute to mitigating the most important risks inherent to the group, reporting the results to the Risk Control area.

Regarding compliance activities, the Annual Plan includes internal audits of the Criminal Compliance and Anti-Bribery System, in addition to the review of the design and effectiveness of controls associated with criminal risks in internal audits of processes and information systems, informing the Compliance area of the results.

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# Internal risk control and management systems regarding the financial reporting process (ICFR)

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## 9.1

# The entity's control environment / F.1

The Company's Internal Financial Reporting System (ICFR) responsibilities model is constructed through the following special bodies, managerial and organisational units, which develop, maintain and oversee the financial reporting process:

### Existence and maintenance

- The Board of Directors is ultimately responsible for the existence and maintenance of an adequate and effective ICFR system, in line with section 5.5 of the **Board Regulations** ↪ of the Company.

### Delivery

- The Corporate Economic and Financial Division, through the Accounting and Administration Department, is responsible for the design, delivery, functioning and consistency of the ICFR system, since its responsibilities include "establishing an

appropriate control structure to ensure the effectiveness of the internal control system".

### Supervision

- The Audit Committee is responsible for supervising the ICFR system, per section 16 of the Board Regulations. This supervision includes operational and financial control and compliance with applicable legislation. To carry out these functions of overseeing the ICFR system, the Audit Committee has the support of the Internal Audit and Risk Control Division, and the external auditors. It should be noted that the members of the Audit Committee are appointed on the basis of their knowledge and experience in accounting, auditing and risk management.

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For further information on the activities of the Audit Committee, see section 5.1.2.

- The group's organisational units are jointly responsible for the controls defined in their areas of responsibility and must ensure they are properly designed and operating correctly.

It should be noted that Redeia has implemented an **Internal Control over Non-Financial Information (ICNFI) System**, which includes the documentation of processes, critical risks and key controls in the generation of the non-financial information included in its Statement of Non-Financial Information. This mitigates the risk of material errors in this information and responds to the demand for transparent, comparable and accurate non-financial information.



## Financial information preparation process

### F.1.2

#### Design and review of the organisational structure

As the executor of the guidelines issued by the Board, the Corporate Transformation and Resources Division, through the group's People and Culture Division, is responsible for determining the basic structure of the organisation, determining the different levels of authority and the corresponding levels of responsibility. All of this is intended to maintain an organisational structure design that is implemented, reviewed and updated on an ongoing basis.

#### Defining lines of responsibility and authority

The internal mechanisms used by this division to ensure that the lines of responsibility are clearly defined and to determine the general framework of the organisational structure are documented as follows:

- Consolidated text of the Articles of Association. ↪
- Internal Code of Conduct in the Securities Market. ↪
- Corporate Governance Policy. ↪
- Code of Ethics and Conduct. ↪
- Functions Manual, which defines and determines the mission, functions and responsibilities of each organisational area.



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The specific points linked to the scope of the lines of responsibility and authority of the ICFR system are regulated through the ICFR Action Guide, which follows the principles of the CNMV, where the functions of maintenance, updating and supervision of the ICFR system are detailed in each of the different levels of responsibility that are described. This ICFR system guidelines are part of the Group's regulations and are available to employees on the Intranet.

### Dissemination

- The organisational structure is disseminated through the Intranet, where an updated organisational chart is available to employees.

## Framework for Conduct

Redeia has an appropriate framework for conduct, which states the values and specific guidelines for action and strengthens the basis for achieving the objectives of reliable and transparent financial information. At this level, the following elements of this framework for conduct should be highlighted:

### Code of Ethics and Conduct

As stated in section 8.1.2., Redeia has a Code of Ethics and Conduct approved by the Board of Directors in 2020 and modified in May 2023, to bring it into line with Law 2/2023, of 20 February, regulating the protection of persons who report regulatory infringements and the fight against corruption.

Redeia's Code of Ethics and Conduct includes the ethical values of respect, integrity and sustainability, offering a global framework of conduct for the organisation's professionals. These values are set out in fifteen principles, structured taking into account the criminal risks associated with the activities of Redeia companies. For each of these principles, a catalogue of conduct consistent with or contrary to the Code of Ethics and Conduct is established to prevent situations from arising that may favour the commission of crimes. The principles and guidelines for conduct are organised in three blocks, based on the relationship of Redeia with the environment, employees and the organisation itself.

One of the fifteen principles of the Code of Ethics and Conduct refers specifically to the disclosure of financial and non-financial information. This principle reflects Redeia's commitment to transparency and the highest quality of information.





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In this sense, public information must be presented in a clear, complete, simple, orderly and comprehensible manner, offering a true image of the organisation’s reality homogeneously and systematically.

The principle on the disclosure of financial and non-financial information is implemented through the guidelines for conduct of the attached scheme.

Redeia is committed to ongoing training and raising awareness and, therefore, each year implements a **Plan to Disseminate the Culture of Ethics and Compliance** for members of the Company and its stakeholders.

Through this Plan, Redeia provides the Company’s professionals with the tools to resolve possible risk situations in the performance of their functions and responsibilities, as well as the existing means for communicating any ethics and compliance-related issues.

Its actions are adapted to the responsibilities and needs of the functional areas, to the activities carried out by the organisation, and to the diversity of the countries where Redeia is present.

Redeia has an **Ethics Officer and Stakeholder Ombudsman** to ensure knowledge, application and compliance with the Code as indicated in section 8.1.4.



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## Internal Code of Conduct in the Securities Market

As described in the “Regulatory Framework” section of this report, the **Internal Code of Conduct in the Securities Market** ↻ determines the rules of conduct applicable to directors and employees in their actions related to securities markets and compulsory registrations, in relation to inside information, market manipulation and treasury shares.

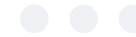
With regard to its dissemination, the individual subject must accept, through the RIC platform, a declaration of knowledge and acceptance of the obligations to which they are subject.

As section 16 of this Code specifies, the Oversight Body comprises the Head of Regulation and Legal Affairs, the Secretary to the Board and the Corporate Chief Financial Officer of the Company. In addition to its specific responsibilities in this Code, the Oversight Body is also responsible for confirming, recording, reporting and monitoring compliance with the obligations and duties in the Code.

### Ethics and Compliance Channel Management System

In accordance with its Code of Ethics and Conduct and as indicated in section 8.1.4. of this text, Redeia has an Ethics and Compliance Channel available to the organisation’s members and stakeholders. This channel is an online platform accessible through Redeia’s corporate websites and the intranet, in a specific and easily accessible section, for transmitting queries, complaints, or suggestions in this area.

The Ethics and Compliance Channel is managed by the Ethics Officer with the support of the Compliance area. The



Channel is audited periodically and guarantees the maximum confidentiality and anonymity of users, of the information communicated and of the actions carried out, by means of an IT tool that reinforces the necessary guarantees and makes it possible to better monitor the queries and complaints submitted.

In accordance with applicable regulations and best practices, the Ethics and Compliance Channel Management System allows for the submission of anonymous communications. Likewise, the Ethics and Compliance Channel Management System and Whistleblower Protection Policy guarantees the application of the following principles: confidentiality and anonymity; secrecy or discretion in the processing of communications; good faith; independence and impartiality for fair treatment of the persons concerned; prohibition of reprisals for those who use the Channel in good faith; diligence and speed in the processing of investigations; respect for the fundamental rights of persons; privacy; regulatory compliance; and transparency and accessibility of the System.

Those complaints that identify aspects that could have criminal relevance will be referred to Redeia’s Criminal Compliance and Anti-bribery Committee.



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**Training and regular refresher training for staff involved in the preparation and review of financial information, as well as in the assessment of the ICFR system**

The People and Culture Division, based on the training plan drawn up by the divisions involved in the preparation and review of financial information, manages and plans the educational programmes related to specific training in this area. As the executor and party responsible for the design, delivery, functioning and consistency of the ICFR system, the Corporate Economic and Financial Division proposes training programmes to the People and Culture Division to ensure that the training is kept up to date for all staff involved in

preparing and reviewing financial information, and in the assessment of the ICFR system.

This training programme covers, *inter alia*, accounting standards, auditing, internal control and risk management.

In this respect, the Company has sufficient human and material resources, providing the personnel involved in the preparation and review of financial information, as well as in the evaluation of the ICFR system, with the necessary training for the performance of their functions. Redeia makes a conscious effort to employ and retain people who have the skills required to prepare financial information based on a process of regular evaluation and updating.

Furthermore, the organisation’s employee performance appraisals and remuneration practices, including those affecting senior management, take into account and contribute to the reliability of financial reporting and are integrated into the risk management policy.

Employees performing these functions are required to keep abreast of accounting regulations, group policies and procedures, communicate and report any violations of accounting policies, maintain custody of documents supporting the accounting records in accordance with Redeia’s policies and report any pressure received from management to manipulate accounting estimates and/or valuations.

Redeia also participates, together with other relevant companies, in a collaborative space on the ICFR to share experiences, knowledge and best practices in this area.



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## 9.2

# Risk assessment in financial reporting / F.2.1

### Process for identifying and assessing risks

Redeia bases its process for identifying and assessing the risk of error or fraud in financial information on the “Enterprise Risk Management” methodology, which follows the integrated COSO (Committee of Sponsoring Organizations for the Commissions of the Treadway Commission) - ERM(Enterprise Risk Management) framework on the principles and guidelines for risk management and the UNE-ISO 31000:2018 standard. This methodology develops practices to design and maintain a system of internal control that provides reasonable assurance regarding the reliability of regulated financial information.

The Group’s Internal Control over Financial Reporting Manual sets out the process for identifying and assessing the main risks with a material impact on the reliability of financial information, and is available in the Company’s ICFR system management tool to which the managers involved have access.

As part of this process, key processes and sub-processes have been defined for significant accounts and breakdowns, and the risks that may give rise to errors and/or fraud with environmental impact in financial reporting have been clearly identified with sufficient criterion, covering all the financial reporting objectives (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations).

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They are reviewed annually and, where appropriate, updated to include circumstances that have a bearing on Redeia's operations. For the classification of fraud risks, the classification proposed by the ACFE (Fraud Tree) has been followed, which establishes 3 categories of fraud: 1) misappropriation of goods/assets, 2) preparation/presentation of fraudulent financial statements, and 3) corruption.

Furthermore, the process of identifying financial reporting risks takes into account the effect of other types of risk identified in the Integrated Risk Management System if these risks affect the financial statements.

The Audit Committee supervises the effectiveness of the internal control and risk management systems, so that the main risks are properly identified, managed and disclosed. This supervision is carried out with the support of the Internal Audit and Risk Control Division, which reports to the Audit Committee from a functional standpoint.



### Process of identifying the scope of consolidation

As part of the monthly process of preparing the consolidated financial statements, changes in the scope of consolidation are identified, the control structure is analysed and the method by which this shareholding must form part of the group's scope of consolidation is determined.

The Audit Committee is responsible for monitoring the scope of consolidation of the group's financial statements. The procedure for reviewing financial information is formalised on a monthly basis through internal reviews in the Corporate Economic and Financial Division and ends with its presentation to the Audit Committee and, subsequently, to the Board. The scope of consolidation, and any other complex corporate structure, holding companies or special purpose vehicles, are submitted for approval in these reviews.

Based on the scope of consolidation, the companies over which control is directly or indirectly exercised are identified and, based on qualitative and quantitative criteria of relevance and materiality, the companies and processes that should be included in the scope of the group's ICFR system are determined.

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## 9.3

# Control activities / F.3.1 / F.3.2

### Procedures for the review and approval of financial information

The Accounting Information and Administration Department, which reports from an organisational standpoint to the Group's Corporate Economic and Financial Division, reviews on a monthly basis and formally validates the financial information prepared and reported to the Corporate Chief Financial Officer to ensure its reliability. This review and authorisation procedure ends with its submission to the Audit Committee and subsequently to the Board. Also, the scope of consolidation, the accounting policies, tax policies, judgements, and the relevant estimates and projections used in preparing the Consolidated Financial Statements are subject to approval by the Audit Committee.

Also, prior to the authorisation for issue of the Consolidated Annual Financial Statements and the directors' report, as an additional mechanism guaranteeing the financial information, the Group has a process to certify the financial statements through which the companies comprising the consolidated group and the divisions/departments that participate in the preparation of the financial information, are expressly asked to certify that they have effective control mechanisms and that no event has taken place that may significantly affect the financial statements that has not been appropriately communicated.

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## Description of the ICFR system

Redeia has an ICFR system that enables it to comply with the requirements established by the regulations applicable to listed companies.

The ICFR system structure is defined on the basis of the COSO methodological framework set out in its Internal Control Integrated Framework report (2013), with the objective of providing reasonable assurance regarding the prevention or blocking of errors that could have a material impact on the Consolidated Financial Statements. The COSO framework sets out five components, developed through seventeen principles, which must underpin the effectiveness and efficiency of internal control systems:

- (i) establish an adequate control environment to monitor all these activities;
- (ii) assess the risks that an entity might incur in preparing its financial information;
- (iii) design the necessary controls to mitigate the most critical risks;
- (iv) establish appropriate information circuits for the detection and communication of weaknesses or inefficiencies in the system;
- (v) monitor these controls to ensure their operability and the validity of their effectiveness over time.



The basis of the ICFR system is the control environment that underpins the model (see section 9.1). In addition, the procedures and responsibilities of the system are set out in the ICFR System Action Guide and the ICFR System Manual.

The ICFR system is structured around significant areas which identify the processes covering the different types of transactions that can materially affect the financial statements, as well as all those processes that are affected by relevant judgements, estimates, valuations and projections.



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For each of these processes, the risks of material financial reporting and/or fraud and the control activities mitigating these risks are identified. The ICFR system distinguishes between general, organisation-wide controls (control environment and general controls over information systems) and process-specific control activities (classified as manual, automatic and semi-automatic).

The ICFR system documentation includes flowcharts of the relevant processes and matrices of risks and controls for these processes. They detail the internal rules governing the processes, information on the responsible organisational structures, as well as the information systems affecting automatic or semi-automatic controls.

The organisational units responsible for the ICFR system should ensure that the processes and controls within their area of responsibility are updated and maintained. At least annually, they review the documentation to adapt it to the Company's current reality, as well as to possible changes in processes, controls, risks, systems, etc. They are also responsible for compliance with the ICFR system, promoting the correct functioning of the processes and the correct execution of the control activities included.

The units must provide the Accounting Information and Administration Department with their annual compliance on the procedures included in the ICFR system, which entails ensuring that:

1

All controls, objectives and supplementary information are properly documented.

2

The design of the controls provides reasonable security and cover the established control objectives.

3

There is no new system or procedure that is not included within the scope of the flowcharts, and that may significantly affect the established control objectives.

4

Improvement actions have been implemented if ineffective controls were identified in a previous review.



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### Accounting closure procedure and specific review of the relevant judgements, estimates, assessments, valuations and projections

The main circumstances seeking to ensure the reliability and transparency of the process of preparing the financial information most notably include the following:

- Review of the processes of estimates and provisions (at the level of revenue and expenses).
- Review of impairment associated with the assets recognised (mainly referring to assets).
- Review of the commissioning of assets and the processes for setting associated values (capitalisable items, monitoring of administrative approvals, technical commissioning conditions, etc.).

- Review using specific mandatory procedures and/or instructions of: (i) accounting records and/or entries; (ii) one-off transactions (assessment at senior management level of the economic, financial, corporate and legal implications of these transactions); and (iii) closing of the financial statements and preparation of the individual and consolidated financial statements.

The internal regulations governing these aspects are contained in the group's Accounting Policies and Chart of Accounts Manual and the Procedure for preparing and closing the individual and consolidated financial statements and annual financial statements. In relation to the closing, consolidation and reporting process, the Accounting Information and Administration Department issues the instructions with the calendar and content of the financial information to be reported by each of the members of the group for the preparation of the Consolidated Financial Statements.

Finally, the preparation and publication of financial information (including the preparation of the Annual Corporate Governance Report, Annual Financial Statements, Corporate Responsibility Report, communications to the Spanish Securities Market Commission and other official communications) are governed by the Internal Code of Conduct in the Securities Market and the Procedure for Preparing and Closing the Individual and Consolidated Financial Statements and Annual Financial Statements.

### Internal control policies and procedures on information systems

The group has established a protocol for conduct and use of computer and communications systems, the preparation of



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which is the responsibility of the Information Technologies Division (ITD). This document establishes the principles to govern the use of computer and telecommunications resources that the group makes available to its employees (equipment, applications, Internet access and electronic messaging services).

Furthermore, the group has a procedure that regulates the activities for managing computer security in the environment of the corporate information systems, which is the responsibility of the ITD.

The following controls and measures are in place to provide the group with reasonable assurance regarding the internal control of the information systems:



An Information Systems information security risk analysis is carried out annually.



Safety regulations are reviewed annually or whenever significant changes occur.



An inventory is maintained of all assets (equipment, software, applications and information) existing in Redeia. Each asset is assigned a responsible organisational unit.



General measures are established to protect the information, depending on the category in which it is classified. In addition, the responsible unit can define specific measures supplementing the general measures.



Security documentation aimed at employees is prepared and published. The heads of the units verify that new employees are aware of the published information security documentation.

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For compliance with these policies and procedures:

- The People and Culture Division reports to the ITD on all changes in internal personnel (hires, departures, transfers and changes of position) for it to apply the corresponding changes in rights of access to the information systems. All employees and collaborators must return the computer equipment in their possession at the end of their employment, contract or relationship with the Company, and may not take information with them.

Finally, a risk assessment is conducted to determine the security implications arising from the participation of external collaborators in business processes, and appropriate controls are defined and implemented.

- The Corporate Transformation and Resources Division defines and implements the physical security measures to protect the facilities in which the information systems are housed against damage caused by fire, flood and other forms of natural or human-made disasters. In addition, it establishes appropriate controls for entering restricted access areas to ensure that only authorised personnel are allowed access.

- The ITD ensures proper and secure operation of the information systems for which it is responsible, by preparing and implementing the appropriate operating procedures. These procedures will take into consideration the separation of duties to reduce the risk of negligence or deliberate misuse of the system. In the case of computer services provided by third parties, the ITD verifies that the agreed security controls and service levels have been implemented and are maintained by the third parties. The ITD is responsible for defining rules and procedures for the management of access (authentication and authorisation) by users of the information systems.

Formal communication procedures are established to ensure that information security incidents and weaknesses associated with the information systems are communicated in a manner that allows timely corrective action.



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There is also an **IT Contingency Plan** for the information systems so that, in the event of a disaster that destroys the systems or makes them unavailable, service may be resumed within a certain period of time consistent with their level of criticality.

### Internal control aimed at supervising the management of the activities outsourced to third parties and activities of independent experts / F.3.3

The Group pays special attention to operations carried out by third parties to ensure maximum guarantee of control in key processes that may be outsourced and that the standards required by the Group are met.

In all cases, outsourcing of these activities is based on a services agreement, which clearly indicates the services to be rendered and the resources the third party is to provide to perform these services. Redeia has adequate internal control over outsourced activities that could materially affect the financial statements.

In addition, the following internal rules and procedures regulate the contracting process and the quality control of these third parties:

- General terms and conditions of Redeia
- Code of Conduct for Suppliers, described in previous sections
- Guarantees Policy
- Supply chain policy

- Procedure for the procurement of services and goods
- Guide on the regulation of subcontracting by Redeia's suppliers to third parties
- Corporate monitoring of suppliers

The internal regulations for the corporate monitoring of suppliers are intended to regulate the activities, by which they are verified on an ongoing basis:

- (i) the requirements for suppliers in their classification;
- (ii) compliance with the requirements in each of the orders or contracts signed with Redeia companies.



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## 9.4

# Information

# and communication / F.4.1 / F.4.2

As mentioned previously, the Group has a “Group Accounting Policies Manual and Financial Statements Plan” that serves as a reference to mark the guidelines and actions in the field of accounting records, and that is adequately communicated to the employees to which it is applicable. This Manual is updated periodically, with the last update in September 2023. The update process verifies that accounting policies are within the regulatory framework applicable to the Company, which is the one in the Commercial Code, the Spanish National Chart of Accounts and other commercial law, and in the international financial reporting standards adopted by the European Union.

Information gathered from all levels of the organisation leads to reliable financial information that is complete, accurate and timely for all transactions, facts and other events affecting the entity.

In addition, the Accounting Information and Administration Department is responsible for monitoring, analysing, reviewing and resolving any matter related to the interpretation of accounting policies, covering any area of the various companies. The Accounting Information and Administration Department reports from an organisational standpoint to the Corporate Economic and Financial Division, which in turn reports to the CEO.

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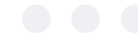
## Mechanisms for capturing and preparing financial information

The Group has formal processes for closing and preparing the information related to the Financial Statements and the Annual Financial Statements. In both cases, the procedures for closing the financial statements and preparing the Annual Financial Statements contain guidelines for action and overseeing the process that are implemented when obtaining, analysing and subsequently preparing the information for final approval.

The system supporting the operations of the Group is mainly SAP. The companies that do not use SAP are required to apply the criteria set by the Group to ensure uniformity in those processes by way of a reporting package prepared for that purpose, which must include all breakdowns needed for preparing the financial statements and notes. In the process of preparing the consolidated financial information and the breakdowns, the SAP computer software is used for consolidation to ensure the uniformity, standardisation and validity of the information.

Furthermore, the ICFR system is supported by a corporate tool that is managed centrally, from which the information specified in the ICFR system is drawn. In application of Directive 2013/50/EU, the Consolidated Financial Statements have been published with the European Single Electronic Format (ESEF) taxonomy since 2020.

The primary statements and the notes contained in the consolidated annual financial statements have been prepared in XHTML format, and all figures (using ESEF and iXBRL taxonomy) of the statement of financial position, statement



of income and other comprehensive income, statement of changes in net equity and statement of cash flows have been tagged in the consolidated financial statements in accordance with IFRS, as well as the information contained in the Consolidated Annual Financial Statements.

The directors will be responsible for preparing and publishing the Individual and Consolidated Annual Financial Statements and Directors' Report, which together make up the annual financial report that will be prepared with the ESEF taxonomy tagging.

Finally, to provide external agents with reliable and truthful financial information on its equity, financial position and the results of its operations, the Internal Code of Conduct in the Securities Market regulates these aspects, both in communications to supervisory and/or regulatory bodies and at the media level.

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## 9.5

# Monitoring of the operation of the system

The Audit Committee is responsible for monitoring the financial information. Its responsibilities include, among others, (i) the approval of the accounting principles to be used when preparing the financial statements of the Company and its consolidated group; (ii) the supervision and assessment of the preparation and presentation process, and the integrity of the Company's financial information and, where applicable, the group, ensuring that the regulatory requirements are taken into account; (iii) the appropriate demarcation of the scope of consolidation; and (iv) the correct application of the accounting principles and criteria applicable to it. / **F.5.1 / F.5.2**

In addition, the Audit Committee regularly monitors the effectiveness of the internal control and risk management systems, so that the main risks are identified, managed and appropriately disclosed, in particular the systems related to the process of issuing financial information, which includes the ICFR system, aimed at providing reasonable assurance of the reliability of the financial information.

To carry out these functions, the Audit Committee has the support of the Internal Audit and Risk Control Division, which reports to the chair of the Company from an organisational standpoint and to the Audit Committee from a functional standpoint.

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The Audit Committee monitors the independence and efficacy of the Internal Audit function; supervises and controls the process of selection, appointment, re-election and removal of the head of the internal audit service; controls the means and resources assigned to the internal audit service and, among others, its budget; receives regular reports on its activities; and verifies that the senior executives of the Company and the Group act on the findings and recommendations in its reports.

The head of the Internal Audit Function submits an annual work plan to the Audit Committee and reports quarterly on the results of this work and any findings. In addition, at the end of each year, it submits a report on the activities carried out by

the function during the year. As regards the ICFR, the Internal Audit work plan covers the entire ICFR in 3-year periods.

The scope of this work includes tests on the control environment, general controls and controls on the design of the flow charts and the effectiveness of the controls at the area level.

Internal Audit includes, within the quarterly reports submitted to the Audit Committee, the results of the internal ICFR system audits and information on the status of the action plans agreed with the managers of the processes and controls to resolve the findings identified. In addition, at the February meeting of the Audit Committee, a specific report on internal ICFR system audits is presented, detailing all the work carried out in the previous year. This report contains detailed information on the ICFR system areas and processes reviewed during the year, coverage and percentage of controls reviewed, results, conclusions and main findings identified (classified based on their criticality and distinguishing those related to fraud risk) and the status of the associated action plans. The 2023 Annual Internal Audits Plan, approved by the Audit Committee in December 2022, included two ICFR system-related audit assignments.

- Financial Management Area.
- Support Services Area - Tax management cycle.

Both were carried out throughout the year. The results were presented to the Audit Committee at its April meeting. No significant internal control weaknesses were identified, but only areas for improvement in the design of some controls.





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The recommendations proposed by Internal Audit have been implemented by the organisational units responsible for these controls as of the date of this report.

In addition to the work performed by Internal Audit in relation to the ICFR system, an external auditor is tasked with reviewing the ICFR system on an annual basis, issuing a report in accordance with the ISAE 3000 standard, to confirm reasonable assurance of the design and effective application of the system. This review of the ICFR system has been performed by external auditors since 2008.

The Group has an effective ICFR on financial information in all significant respects in accordance with the criteria in the COSO Integrated Control Framework. In 2023 the external auditor has concluded that the Group maintains an effective ICFR system, see section 9.6.

The Board included in its Regulations, in relation to external auditors, the requirement to assess the quality of the Group's internal control procedures regularly and at least once a year.

As regards the Company's Audit Committee, in relation to the supervision of the functioning of the internal control system, its objectives include ensuring that the external auditor, the Internal Audit function and other experts can communicate to management and the Board the significant internal control weaknesses identified during the review processes of the financial statements or others entrusted to them.



Communications will be made for each review work carried out, at the end of the review, and always before the Board prepares the financial statements.

#### **Other relevant information / F.6**

There is no other relevant information regarding the ICFR system that has not been disclosed in the previous sections.



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## 9.6

# External auditor's report / F.7.1

Redeia has asked the external auditor (Ernst & Young, S.L.) to review the design and effectiveness of the ICFR system in relation to the financial information contained in the Group's Consolidated Annual Financial Statements at 31 December 2023 (based on the criteria established in the Internal Control Integrated Framework (2013) issued by COSO), as well as to verify that the ICFR system content included in this report is in accordance, in all material respects, with market requirements.

The external auditor has issued a report concluding that it has obtained reasonable assurance in accordance with ISAE 3000 (Revised) that Redeia maintains, in all material respects, an effective ICFR system at 31 December 2023. The report is attached in Annex. →



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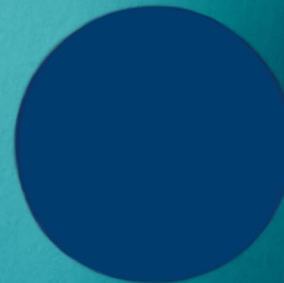
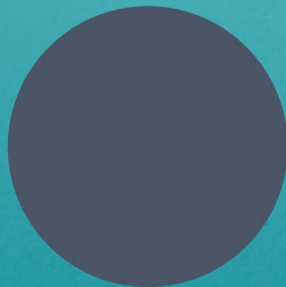
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Heading	Circular 3/2021
2.1	A1 Share capital, voting rights attributed and, where applicable, those corresponding to shares with loyalty voting rights, at the reporting date.
2.3	A2 Direct and indirect owners of significant shareholdings at the reporting date, including directors with a significant shareholding.
2.3	A3 The shareholdings at year-end of the board members who hold voting rights attributed to shares in the Company or through financial instruments, excluding those mentioned in point A.2 above.
2.3	A4 Relationships of a family, commercial, contractual or corporate nature existing between the owners of significant shareholdings, insofar as they are known to the Company, unless they have scant relevance or arise from the ordinary course of business, except those reported in the sections below.
2.3	A5 Relationships of a commercial, contractual or corporate nature existing between the owners of significant shareholdings and the Company and/or the Group, unless they have scant relevance or arise from the ordinary course of business.
2.3	A6 Relationships, unless insignificant for the two parties, between significant shareholders or shareholders represented on the board and directors, or their representatives in the case of legal entities.
2	A8 Indication as to whether any individuals or legal entities currently exercise control or could exercise control over the Company under section 5 of the Spanish Securities Market Act (Ley del Mercado de Valores).
2.4	A9 Describe the treasury shares, if any.
2.4	A10 Terms and conditions of the current agreement approved by shareholders authorising the board of directors to issue, buy back or transfer treasury shares.
2.1	A11 Estimated free float.
2	A12 Restrictions (under the Articles of Association, laws or other) on the transferability of securities and/or any restriction on voting rights. In particular, the existence of any type of restrictions that may hinder taking control of the company by acquiring its shares in the market, and the authorisation or prior communication regimes that apply to it under sector regulations regarding acquisitions or transfers of financial instruments of the Company.
2.1	A13 Take measures to neutralise a takeover bid under Spanish Law 6/2007 or not.

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Heading	Circular 3/2021
2.1	A14 Indication as to whether the Company has issued securities not traded in a European Union regulated market.
3.2	B1 Indication of the quorums for convening the general meeting differ from the system of minimum quorums in the Corporate Enterprises Act.
3.2	B2 Differences between the Company's system of approving agreements and the framework in the Corporate Enterprises Act.
3.2	B3 Rules applicable to the amendment of the Company's articles of association, in particular the majorities envisaged for the amendment of the Articles of Association, and, where appropriate, the rules established for the protection of shareholders' rights in the amendment of the Articles of Association.
3.5	B4 Attendance data for general meetings held during the financial year and the previous two financial years.
3.5	B5 Indication as to whether any item on the agenda of the general meetings held during the year was not approved by the shareholders for any reason.
3.3.2	B6 Restrictions under the articles of association establishing the minimum number of shares required to attend the general meeting.
3.1	B7 Provision, as applicable, that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of core assets or other similar corporate transactions must be subject to shareholder approval at the general meeting.
3.3.1	B8 Address of and method of accessing the Company's website for information on corporate governance and other information on the general meetings that must be made available to shareholders through the Company's website.
4.1	C1.1 Maximum and minimum number of directors in the Articles of Association and the number set by the general meeting.
4.1	C.1.2 Identification of board members (name or company name, representative, category of director, position, date of first appointment, date of last appointment, selection procedure and date of birth). Dismissals during the reporting period must also be indicated.

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4.1	C.1.3 Identification of executive directors, proprietary non-executive directors, independent non-executive directors (indicating whether they receive from the Company or its group any amount or benefit other than director's remuneration or whether they maintain or have maintained, during the last financial year, a business relationship with the Company or any company in its group, either in their own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained such a relationship) and other non-executive directors, detailing the reasons why they cannot be considered independent directors and their links, whether to the Company, its management or its shareholders. Any changes in the category of each director during the period must also be indicated.
4.1	C.1.4 Information on the number of female directors at the end of the last 4 financial years.
4.1	C.1.5 Diversity policies in relation to its board of directors on matters such as age, gender, disability, or training and professional experience.
4.1	C.1.6 Measures taken, if applicable, by the appointments committee to ensure that the selection processes have no implicit bias that would make it difficult to select female directors, and that the Company makes a conscious effort to search for female candidates who have the required profile to guarantee an even balance between men and women.
4.1 5.2.2	C.1.7 Conclusions of the appointments committee regarding verification of compliance with the selection policy aimed at promoting an appropriate composition of the board of directors.
4.1	C.1.8 Reasons for the appointment of any proprietary directors at the request of shareholders controlling less than 3% of the share capital. Indication of whether formal requests for board representation from shareholders whose shareholding is equal to or greater than that of other shareholders who have successfully requested the appointment of proprietary directors have been rejected.
4.1	C.1.9 As applicable, powers or authorities delegated by the board of directors, including those related to the possibility of issuing or buying back shares, to directors or board committees.
4.1	C.1.10 Board members who hold office as directors, representatives of directors or executives at other companies forming part of the group of the Company.
4.1	C.1.11 Details of any Board members, directors or executives, or their representatives, who are members of the Company's board of directors in other entities, whether or not they are listed companies. Indication of any other remunerated activities carried out by the directors or their representatives, whatever their nature, other than those indicated above.

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4.1	C.1.12 Rules on the maximum number of company boards on which directors may serve.
4.1	C.1.14 Members of senior management who are not executive directors, indicating their remuneration.
1.2	C.1.15 Indication as to whether any amendments were made to the board regulations during the year.
4.5.2	C.1.16 Procedures for the selection, appointment, re-election and removal of directors. Details of the competent bodies, the formalities to be fulfilled and the criteria to be used in each of them.
6	C.1.17 Explanation of the extent to which the annual assessment of the board has resulted in significant changes in its internal organisation and the procedures applicable to its activities. Description of the evaluation process.
6	C.1.18 Breakdown, for those years in which an external consultant participated in the assessment, of the business relationships that the consultant or any company in their group has with the Company or any other in the group.
4.5.2	C.1.19 Cases in which directors must resign.
4.3	C.1.20 Requirement of qualified majorities, other than those prescribed by law, for any type of decisions.
4.5.1	C.1.21 Where applicable, specific requirements relating to directors, to be appointed chair of the board of directors.
4.5.2	C.1.22 Indication as to whether the Articles of Association or Board Regulations establish any limit on the age of directors.
4.5.2	C.1.23 Indication as to whether the Articles of Association or Board Regulations establish a limited term or other stricter requirements in addition to those legally stipulated for independent directors, other than those in the regulations.
4.3	C.1.24 Indication as to whether the Articles of Association or Board Regulations establish specific rules for the delegation of votes at Board meetings to other directors, how to do so and, in particular, the maximum number of delegations that a director may hold, and whether any limits have been established regarding the categories to which it is possible to delegate, beyond the limitations imposed by law.

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4.3	C.1.25	Number of board meetings held during the year. Indicate how many times the board has met without the chair in attendance. Number of meetings held by the lead director with the other directors, without the attendance or representation of any executive director. Number of meetings the various board committees have held during the year.
4.3	C.1.26	Number of board meetings held during the year and data on the attendance of its members.
4.2	C.1.27	Indication of the prior certification of the individual and consolidated financial statements submitted for approval by the board. Identification of the persons who certified the Company's separate and consolidated financial statements prior to their authorisation for issue by the board.
4.2	C.1.28	Explanation, as applicable of any mechanisms the board of directors has established to ensure that the financial statements submitted by the board of directors at the general meeting are prepared in accordance with accounting regulations.
4.1	C.1.29	Identify whether the secretary of the board is also a director.
4.1	C.1.30	Specific mechanisms established by the Company to preserve the independence of external auditors, and, if any, the mechanisms to preserve the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.
4.1	C.1.32	Indication as to whether the audit firm performs other non-audit work for the Company and/or its group, and if so, declaration of the amount of fees received for this work and the percentage that this amount represents of the fees billed for audit work to the Company and/or its group.
4.1	C.1.33	Indication as to whether the auditor's report for the previous year included any qualifications. Indication of the reasons given to the shareholders at the general meeting by the chair of the audit committee to explain the content and scope of those qualifications.
4.1	C.1.34	Number of consecutive years during which the current audit firm has been auditing the Company's separate and/or consolidated financial statements. Likewise, an indication of how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited.
4.3	C.1.35	Outline, as applicable, a procedure for directors to be able to receive the necessary information to prepare the meetings of the managing bodies sufficiently in advance.

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4.5.2	C.1.36 Indication, as applicable as to whether the Company has established rules requiring directors to report and, if applicable, resign when situations affecting them arise, whether or not related to their situation in the Company itself, which may damage its credibility and reputation.
4.5.2	C.1.37 Indication, unless there have been special circumstances that have been recorded in the minutes, as to whether the board has been informed or has otherwise become aware of any situation affecting a director, whether or not related to their performance in the Company itself, which could damage its credibility and reputation. Indication as to whether the board has examined the case and taken any action.
4.6	C.1.38 Significant agreements entered into by the Company that may come into force, be amended or terminate in the event of a change in control of the Company resulting from a takeover bid, and their effects.
5	C.2.1 Board committees, their members and the proportion of executive, proprietary, independent and other non-executive directors. Specification of the functions delegated or attributed to each committee and its most important actions during the financial year.
5	C.2.2 Information on the number of female directors on the various board committees over the past four years.
5	C.2.3 Existence of regulations of the board committees, the place where they are available for consultation and any amendments made during the year, as well as, if applicable, an annual report on the activities of each committee.
7	D.1 Procedure and bodies competent for approving related-party and intra-group transactions, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the directors or shareholders concerned, with details on the internal reporting and periodic control procedures established by the Company in relation to related-party transactions whose approval has been delegated by the Board.
7	D.6 Mechanisms in place for detecting, identifying and resolving any potential conflicts of interest between the Company and/or its group and its directors, executives, significant shareholders or other related parties.
7	D.7 Indication as to whether the company is controlled, as defined in section 42 of the Commercial Code, by another company, whether listed or not, and has, directly or through its subsidiaries, business relations with this company or any of its subsidiaries (other than those of the company) or carries out activities related to those of any of these companies. Indication as to whether any respective areas of activity and any potential business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries have been accurately and publicly reported. Mechanisms envisaged to resolve any conflicts of interest between the other parent company owned by the listed company and the other group companies.

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Heading	Circular 3/2021
8.4.1	E.1 Scope of the Company's risk control and management system for financial and non-financial risks, including tax-related risks.
8.4.1	E.2 Corporate bodies responsible for developing and implementing the risk control and management system for financial and non-financial risks, including tax risks.
8.4.2	E.3 Main financial and non-financial risks, including tax risks and, to the extent that they are significant, those arising from corruption (understood within the scope of Royal Decree Law 18/2017), which may impact the achievement of the business objectives.
8.4.2	E.4 Risk tolerance levels, including tax risk.
8.4.2	E.5 Financial and non-financial risks, including tax risks, that have arisen during the year.
8.4.2	E.6 Response and supervisory plans for the entity's main risks, including tax risks, and the procedures followed by the Company to ensure that the Board responds to the new challenges that arise.
9.1	F.1.1 Bodies and/or functions responsible for: (i) the existence and maintenance of a suitable and effective ICFR system; (ii) its implementation; and (iii) its oversight.
8.1.2 8.1.4 9.1	F.1.2 The departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) ensuring procedures are in place to communicate this structure effectively throughout the entity. Code of conduct, approving body, degree of dissemination and instruction, principles and values covered (stating whether specific reference is made to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary action. Whistleblower channel, which allows the audit committee to be informed of financial and accounting irregularities, in addition to possible breaches of the code of conduct and irregular activities in the organisation, reporting, where appropriate, whether it is confidential and whether it allows anonymous communications to be made with due regard for the rights of the reporting party and the party reported. Training programmes and periodic refresher courses for personnel involved in preparing and reviewing financial information and evaluating the ICFR system, which at least cover accounting standards, auditing, internal control and risk management.
9.2	F.2.1 Main characteristics of the risk identification process, including those of error or fraud, in terms of: whether the process exists and is documented, whether the process covers all financial reporting objectives (existence and occurrence; completeness; assessment; presentation, disclosure and comparability; and rights and obligations), whether it is updated and how often, the existence of a process for identifying the scope of consolidation, taking into account, among other aspects, the possible existence of complex corporate structures, special purpose vehicles or special purpose entities, whether the process takes into account the effects of other types of risks (operational, technological, financial, legal, tax, reputational, environmental, etc.) insofar as they affect the financial statements, which of the entity's governing bodies oversees the process.

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## Reference table of the reconciliation with the Spanish Securities Market Commission's (CNMV) corporate governance report template

Heading	Circular 3/2021
9.3	F.3.1 Procedures for review and authorisation of financial information and the description of the ICFR, to be published in the securities markets, indicating the parties responsible, and documentation describing the flows of activities and controls (including those related to fraud risk) of the different types of transactions that may materially affect the financial statements, including the accounting closing procedure and the specific review of the judgements, estimates, valuations and relevant projections.
9.3	F.3.2 Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.
8.1.3 9.3	F.3.3 Internal control policies and procedures for overseeing the management of activities outsourced to third parties and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.
9.4	F.4.1 A specific function in charge of defining and updating accounting policies (accounting policies area or department) and resolving any doubts or disputes that may arise over their interpretation, which is in regular communication with the team in charge of operations; and a manual of accounting policies regularly updated and communicated to all the Company's operating units.
9.4	F.4.2 Mechanisms for capturing and preparing financial information with standardised formats, applicable to and to be used by all units of the entity or the group that support the main financial statements and notes, and the information outlined on the ICFR.
8.5 9.5	F.5.1 The ICFR monitoring activities undertaken by the audit committee and whether the entity has an internal audit function whose competencies include supporting the audit committee in its role of monitoring the internal control system, including ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure for the person in charge to communicate its findings. State also whether the Company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial information.
8.5 9.5	F.5.2 A discussion procedure whereby the auditor (under TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other assignments, to the Company's senior executives and its audit committee or board of directors. State also whether the entity has an action plan to correct or mitigate the weaknesses identified.
9.5	F.6 Other relevant information.
9.6	F.7.1 Whether the ICFR information supplied to the markets has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.

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## Issuer's particulars

Reporting date | 31/12/2023 |

Tax ID no. | A-78003662 |

Corporate name | Redeia Corporación S.A. |

Registered office | Paseo del Conde de los Gaitanes, 177 (La Moraleja-Alcobendas) Madrid |



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### A) Ownership Structure

**A.1**  
Complete the following table on the share capital and voting rights attributed, including, where applicable, those corresponding to shares with loyalty voting rights, at the reporting date:

Indicate whether the Articles of Association contain the provision for double voting based on loyalty:

Yes |  | No |  |

Date of last change	Share capital (EUR)	Number of shares	Number of voting rights
11/07/2016	270,540,000.00	541,080,000	541,080,000

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

Yes |  | No |  |

**A.2**  
List the direct and indirect owners of significant shareholdings at the reporting date, including directors with a significant shareholding:

Name of shareholder	% of voting rights attributed to the shares		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK INC	0.00	4.60	0.39	0.00	4.99
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	20.00	0.00	0.00	0.00	20.00
AMANCIO ORTEGA GAGNA	0.00	5.00	0.00	0.00	5.00

Details of indirect holdings:

Name of indirect holder	Name of direct holder	% of voting rights attributed to the shares	% of voting rights through financial instruments	% of total voting rights
AMANCIO ORTEGA GAGNA	PONTEGADEA INVERSIONES S.L.	5.00	0.00	5.00

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**A.3**  
Give details on the shareholdings, regardless of the percentage, at year-end of the board members who hold voting rights attributed to shares in the company or through financial instruments, excluding the directors identified in section A.2 above.

Name of director	% voting rights attributed to shares (including votes based on loyalty)		% of voting rights through financial instruments		% of total voting rights	Of the total% of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to shares with votes based on loyalty	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
BEATRIZ CORREDOR SIERRA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ROBERTO GARCÍA MERINO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MERCEDES REAL RODRIGÁLVAREZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
RICARDO GARCÍA HERRERA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ESTHER MARIA RITUERTO MARTINEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CARMEN GÓMEZ DE BARREDA TOSUS DE MONSALVE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SOCORRO FERNÁNDEZ LARREA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ANTONIO GÓMEZ GIRA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JOSÉ JUAN RUIZ GÓMEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MARCOS VAQUER CABALLERÍA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ELISENDA MALARET GARCÍA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JOSÉ MARÍA ABAD HERNÁNDEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00

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% of total voting rights held by board members 0.00

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Details of indirect holdings:

Name of director	Name of direct holder	% voting rights attributed to shares (including votes based on loyalty)	% of voting rights through financial instruments	% of total voting rights	Of the total% of voting rights attributed to the shares, indicate, where appropriate, the % of the additional votes attributed corresponding to shares with votes based on loyalty
No data					

Give details on the total percentage of voting rights represented on the board:

% of total voting rights represented on the board of directors 0.00

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**A.7**  
Indicate whether the company has been notified of any shareholder agreements under sections 530 and 531 of the Corporate Enterprises Act. If so, provide a brief description and list the shareholders that are party to the agreement.

Yes |  | No |  |

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

Yes |  | No |  |

**A.8**  
Indicate whether any individuals or legal entities currently exercise control or could exercise control over the company under section 5 of the Securities Market Act. If so, identify them:

Yes |  | No |  |

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**A.9**

Complete the following tables on the company's treasury shares.

At year-end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
1,112,017		0.21

(\*) Through:

Name of direct shareholder	Number of shares held directly
No data	

**A.11**

Estimated free float:

	%
Estimated free float	70.19

**A.14**

Indicate whether the company has issued securities not traded in a regulated market of the European Union:

Yes | | No | X |

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**B) General meeting**

**B.4**

Indicate the data on attendance at the general meetings held in the year to which this report refers and those of the two previous years:

Date of general meeting	Attendance data				
	% attendance in person	% attendance by proxy	% remote voting		Total
			Electronic voting	Other	
31/03/2017	22.47	36.01	0.06	0.00	58.54
Of which, free float	15.60	25.01	0.04	0.00	40.65
22/03/2018	21.73	38.63	0.06	0.00	60.42
Of which, free float	15.09	26.83	0.04	0.00	41.96
22/03/2019	21.60	41.46	0.09	0.00	63.15
Of which, free float	13.72	26.33	0.06	0.00	40.11
14/05/2020	0.44	39.85	0.02	21.37	61.68
Of which, free float	0.00	39.85	0.02	1.37	41.24
29/06/2021	0.38	41.09	0.03	20.52	62.02
Of which, free float	0.00	41.08	0.03	0.52	41.63
07/06/2022	0.35	44.16	0.02	20.43	64.96
Of which, free float	0.02	39.16	0.02	0.43	39.63
06/06/2023	0.31	59.31	0.18	5.29	65.09
Of which, free float	0.03	39.31	0.18	0.29	39.81

**B.5**

Indicate whether any item on the agenda of the general meetings held during the year was not approved by the shareholders for any reason:

Yes | | No | X |

**B.6**

Indicate whether there is any statutory restriction that establishes a minimum number of shares necessary to attend the general meeting, or to vote remotely:

Yes | | No | X |

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### C) Structure of company management

#### C.1

##### Board of directors

C.1.1 Maximum and minimum number of directors in the Articles of Association and the number set by the general meeting:

Minimum number of directors	13
Minimum number of directors	9
Number of directors set by the general meeting	12

C.1.2 Complete the following table regarding the board members:

Name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Procedure for election
BEATRIZ CORREDOR SIERRA		Other non-executive	CHAIR	25/02/2020	14/05/2020	GENERAL MEETING AGREEMENT
CARMEN GÓMEZ DE BARRERA-TOLIS DE MONSALVE		Independent	INDEPENDENT LEAD DIRECTOR	19/04/2012	14/05/2020	GENERAL MEETING AGREEMENT
ROBERTO GARCÍA MERINO		Executive	CEO	27/05/2019	14/05/2020	GENERAL MEETING AGREEMENT
MERCEDES REAL RODRIGÁLVAREZ		Proprietary	DIRECTOR	31/10/2017	07/06/2022	GENERAL MEETING AGREEMENT
RICARDO GARCÍA HERRERA		Proprietary	DIRECTOR	22/12/2020	29/06/2021	GENERAL MEETING AGREEMENT
ESTHER MARIA RITUERTO MARTÍNEZ		Proprietary	DIRECTOR	05/05/2022	07/06/2022	GENERAL MEETING AGREEMENT

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Name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Procedure for election
ANTONIO GÓMEZ GIRA		Independent	DIRECTOR	09/05/2014	07/06/2022	GENERAL MEETING AGREEMENT
SOCORRO FERNÁNDEZ LARREA		Independent	DIRECTOR	09/05/2014	07/06/2022	GENERAL MEETING AGREEMENT
ELISENDA MALARET GARCÍA		Independent	DIRECTOR	29/06/2021	29/06/2021	GENERAL MEETING AGREEMENT
MARCOS VAQUER CABALLERÍA		Independent	DIRECTOR	29/06/2021	29/06/2021	GENERAL MEETING AGREEMENT
JOSÉ MARÍA ASAD HERNÁNDEZ		Independent	DIRECTOR	29/06/2021	29/06/2021	GENERAL MEETING AGREEMENT
JOSÉ JUAN RUIZ GÓMEZ		Independent	DIRECTOR	22/03/2019	06/06/2023	GENERAL MEETING AGREEMENT

Total number of directors	12
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Indicate if any directors, whether through resignation or by agreement of the general meeting, have left the board of directors during this reporting period.

Name of director	Category of director at the time of departure	Date of last appointment	Date of departure	Specialised committees of which they were a member	Indicate whether the director left before the end of the term
No data					

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C.1.3 Complete the following tables on board members and their respective categories:

**EXECUTIVE DIRECTORS**

Name of director	Position held in the company	Profile
ROBERTO GARCÍA MERINO	CEO	Born on 20 March 1973. B.A. in Economics and Business Studies, Universidad de Valladolid. General Management Programme (PDD) from the IESE Business School (2016). Master's in Business Administration (MBA) from IE Business School (1999). Currently he is: CEO of Redeia Corporación, S.A. Member of the management in Redeia companies: • Hispasat, S.A. • Redeia Infraestructuras de Telecomunicación S.A. • Redeia Sistemas de Telecomunicaciones S.A. unipersonal • Red Eléctrica Internacional S.A. unipersonal. Professional experience: Since joining Redeia in 2004, he has performed various duties linked to strategic planning and business development, especially in the international sphere and in the field of telecommunications, notably in the following executive positions: Executive Director of Telecommunications and International of Redeia (2019) Corporate Director of Business Diversification (2015-2019) Director of Business Strategy and Development (2012-2015) Head of Strategic Planning Department (2007-2012) Outside Redeia: • Internal investment banking analyst at Banco Espirito Santo (2000-2004).
<b>Total number of executive directors</b>		1
<b>% of the total board</b>		8.33

**PROPRIETARY NON-EXECUTIVE DIRECTORS**

Name of director	Name of significant shareholder represented or proposing appointment	Profile
MERCEDES REAL RODRIGÁLVAREZ	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Born on 6 January 1968. B.A. in Economics and Business and a B.A. in Law from Universidad Pontificia de Comillas (ICADE E-3), and completed the Executives Development Programme (PDD) at IESE Business School. Currently she is: • Head of Investees of Sociedad Estatal de Participaciones Industriales (SEPI) • Board member and chair of the Audit Committee of ENRESA, S.A., S.M.E. Formerly (among other positions): • Board member of ENUSA Industrias Avanzadas, S.A., S.M.E. • Chief Financial and Control Officer, Controller and Head of Human Resources at the INFOBOLSA Group (BME Group and Deutsche Börse, AG Group). • Board member, Finance and Control Director at OPEN FINANCE, S.L. • Head Auditor of financial sector entities at ARTHUR ANDERSEN (currently DELOITTE & TOUCHE).

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**PROPRIETARY NON-EXECUTIVE DIRECTORS**

Name of director	Name of significant shareholder represented or proposing appointment	Profile
RICARDO GARCÍA HERRERA	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Born on 26 April 1958. PhD in Physical Sciences from Universidad Complutense de Madrid. B.Sc. in Physical Sciences (specialising in Physics of the Atmosphere) from Universidad Complutense de Madrid Degree in General Management from the IESE Business School of the University of Navarra. Currently he is: • Professor of Atmospheric Physics at Universidad Complutense de Madrid. • Researcher at IGEO, Institute of Geosciences (CISC-UCM). • Director, Department of Earth Physics and Astrophysics at Universidad Complutense de Madrid. • Evaluator of the Austrian Climate and Energy Fund (since 2007). Formerly (among other positions): • President of the Spanish Meteorology Agency (2010-2012). • General Manager of Prevention and Health Promotion of the Community of Madrid (1991-1995). • General Manager for Public Health of the Basque Government (1987-1991). • Member of the Executive Committee of the World Meteorological Organization (2010-2012). • Board Member of AENA (2010-2012). • Vice-Chair of the Board of the European Centre for Medium-Range Weather Forecasts (2011-2012). • Representative of Spain on the Board of EUMETSAT (2010-2012). • Representative of Spain on the Steering Committee of the ESF-MedCLIVAR project (2006-2010). • He has held the following positions, among others, at Universidad Complutense de Madrid: • Head of the General Foundation of Universidad Complutense (2015-2019). • Head of the Department of Astrophysics and Atmospheric Sciences (2013-2015). • Co-coordinator of the Master's programme in Geophysics and Meteorology (2006-2010). • Head Lecturer at Universidad Complutense for more than 20 years (1989-2010). Other information of interest: • In the field of research, he has been lead researcher in numerous national and international projects. He has directed and developed studies and work on climate variability and change and has analysed the impact of climate on different socio-economic sectors. • In the field of the energy sector, among other works, he has carried out studies on the modelling of the variability of wind and solar resources, both on a meteorological scale and in the long term, on the impact of extremes (heat waves and droughts) on energy demand, and on the relationship between meteorological extremes and the production of wind energy. In addition, his research projects include the impact of meteorology on air quality on a European scale, having been one of the pioneers in the analysis of the impact of climatic extremes on health. • In addition, he is the author of more than 200 Articles in international journals included in the Science Citation Index (SCI), contributing author and reviewer of the 4th report of the Intergovernmental Panel on Climate Change (IPCC), co-convenor of different sessions of the European Geophysical Union and the European Meteorological Society, guest editor of different special issues of prestigious journals included in the SCI, and has been invited speaker at international conferences, among others, at the Royal Meteorological Society, Oxford University, Durham University, the Bermuda Biological Station, the National Oceanic and Atmospheric Administration (NOAA) and the Biennial Meeting of the Royal Spanish Society of Physics.

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**PROPRIETARY NON-EXECUTIVE DIRECTORS**

Name of director	Name of significant shareholder represented or proposing appointment	Profile
ESTHER MARÍA RITUERTO MARTÍNEZ	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Born on 16 February 1954. Master's Degree in Physics with a specialization in Automatic Computing from the Complutense University of Madrid (1977). MBA from the Escuela de Organización Industrial (School of Industrial Organisation) (1978). Diploma in "Orchestrating Winning Performance" from the International Institute for Management Development (IIMD), Switzerland (2004). Formerly (among other positions): • General Manager of Administration and Finance of Red Eléctrica de España, S.A. unipersonal, Director of Internal Control sitting in permanently at Audit Committee meetings, Director in charge of monitoring the Internal Regulations for Conduct on the Securities Market(2004-2012). • Joint director of Red Eléctrica Financiaciones, S.A. unipersonal (2009-2012). • Joint director of Red Eléctrica Internacional, S.A. unipersonal (2004-2012). • CEO of Izar Construcciones Navales, S.A. (currently Navantia) (2003-2004). • Board member of Izar (2001-2004). • Board member of Agencia Efe (2002-2003). • Board member of Iberia (2000-2001). • Member of the Patronato Fundación Empresa Pública [Board of Patrons of the Public Enterprise Foundation] (1998-2003). • Director of Planning and Control of SEPI. Member of its Executive Committee and its Management Committee (1996-2003). • Board member of Casa (1994-2001). • Board member of Indra (1994-1999). • Board member of Endesa (1997-1998). • Director of Planning and Control of INI and Teneo S.A. Member of the Executive Committee of INI (1993-1996). • Board member of Ensidesa (1992-1994). • Board member of Altos Hornos de Vizcaya (1992-1994). • Board member of Binter Canarias (1989-1994). • Board member of Compañía Trasatlántica Española (1990-1993). • Director of Planning and Monitoring of INI (1990-1993). • Board member of Endesa (1988-1991). • Deputy Director of Planning and Monitoring of INI (1988-1990). • Chief Risk Officer of Bankinter Madrid (1978-1988).
<b>Total number of proprietary directors</b>		3
<b>% of the total board</b>		25.00

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**INDEPENDENT NON-EXECUTIVE DIRECTORS**

Name of director	Profile
CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	Born on 20 May 1968. B.A. in Economics and Business from Universidad Pontificia de Comillas (ICADE). Master's Degree in Business Administration from IESE (Executive MBA) at the University of Navarra. Currently she is: • Board member of Hispasat, S.A., Chair of its Appointments and Remuneration Committee and member of its Audit Committee. • Member of the Advisory Board of the Board of Grupo Antolin-trausa, S.A. • Board Member of Mutua Madrileña Automovilista, Sociedad de Seguros a Prima Fija and chair of its Audit and Compliance Committee. • Member of the Strategy Advisory Group of Sidenor Aceros Especiales. Formerly (among other positions): • General Manager of Corporación de Reservas Estratégicas de Productos Petroíferos (CORES). • Manager of Institutional Relations and Communication at BP Oil España. • Deputy Manager of Oil Markets at the Spanish National Energy Commission (CNE). • Head of Services Development at Unión Fenosa. • Head of the International, Petrochemical and Marketing Departments at Repsol. • Head of the Cogeneration Department and Business Management at Enagás. • Representative of the Spanish delegation in the Standing Group on Emergency Questions and in the Standing Group on Markets of the International Energy Agency (IEA). • Representative in various international working groups on energy regulation and security of supply issues (ARIAE and CEER). • Board member of Grupo Exantix, S.A. Professor and/or lectures in various Master's programmes (University of Barcelona, ICAI, Cesma, Spanish Energy Club). • Speaker at the Sagardoy Business School's Course for Directors.
ANTONIO GÓMEZ CIRIA	Born on 25 March 1957. B.A. in Economics and Business from Universidad Complutense de Madrid. B.A. in Mathematics from Universidad Complutense de Madrid. Executive MBA from IESE Business School. Chartered Certified Accountant -AECA. Currently he is: • Member of the Advisory Board of Experts on Accounting and Financial Information (EDIF) of the General Council of the Association of Economists. • Board Member of Mapfre, S.A., chair of its Risk and Sustainability Committee and member of the Audit and Compliance Committee. • Board member of Mapfre España Compañía de Seguros y Reaseguros S.A. Board member of Mapfre Re Compañía de Reaseguros S.A. and member of its Executive Committee. • Board member of Mapfre Vida, S.A. de Seguros y Reaseguros sobre la Vida Humana. • Board member of Hispasat, S.A., member of its Audit Committee and Appointments and Remuneration Committee. Formerly (among other positions): • Board member of Mapfre Global Risks Compañía Internacional de Seguros y Reaseguros, S.A. and member of its Management Committee. • General Manager of Administration and Information Technology and member of the Management Committee of the FCC Group. • Representative of the FCC Group at the Large Companies Forum of the Ministry of Finance and Public Administrations. • General Manager of Internal Audit and member of the Management Committee of the FCC Group. • Internal Audit Manager of the FCC Group. • Member of the Advisory Board of the Institute of Internal Auditors and member of the Management Committee. • General Technical Secretary of InverCaixa, an investment management company belonging to the La Caixa Group. • Chair of the Spanish Accounting and Audit Institute (ICAA). • Director of Empresa Nacional de Irujo, S.A. Director of Empresa Nacional de Autopistas, S.A. • Director of Tabacalera, S.A. • Market Inspection Director of Sociedad Rectora de la Bolsa de Valores de Madrid. • Deputy Manager of Budget Planning and Research for Radio Televisión Española. • Head of the Auditing and Accounting Department of Banco de Crédito Agrícola. • Auditor/Inspector for the Spanish State Auditing Agency. Other information of interest: Member of the Working Group of Spain's National Securities Market Commission (CNMV) that drew up the "Guidelines for management reporting by listed companies [Guía para la elaboración del informe de gestión de las entidades cotizadas]".


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Name of director	Profile
SODORRO FERNÁNDEZ LARREA	Born on 7 April 1965. Degree in Civil Engineering from Universidad Politécnica de Madrid and completion of the IESE Advanced Management Program (AMP). Currently she is: • Chair of OFG TELECOMUNICACIONES. • Independent director of GRUPO CEMENTOS MOLINS. • Independent director of Spanish engineering firm SEG, S.L. • Independent director of BANCO CAMINOS. • Sole director of consultancy firm JUSTNOW, S.L. • Member of the IESE Territorial Board in Madrid. Formerly (among other positions): • Independent director of TEMPORÉ PROPERTIES Socimi, S.A. • Independent director of ACR Group. • Board member of AMPER, S.A. as a proprietary director, representing Emilanteos, S.L. • General Manager of COPISA Constructora Prensálica, S.A. • Vice-Chair of the Association of Independent Builders (ANCI, Asociación de Constructores Independientes). • Member of the governing board of the Spanish Association of Civil Engineers (Colegio de Ingenieros de Caminos, Canales y Puertos). • Regional Director of the construction company SEDIP, S.A. National delegate of FERROVIAL CONSERVACIÓN, S.A. • Delegate in Castilla-La Mancha of FERROVIAL AGROMAN, S.A. • Delegate in Castilla-La Mancha of AGROMAN Empresa Constructora, S.A. • General Manager of Roads, Hydraulic Works and Transport of the Department of Public Works at the Castilla-La Mancha Regional Communities Board. • Executive director of JUSTNOW, S.L. • Head of works of FERROVIAL, S.A. Advisor to the Board of the Mexican engineering firm GAL Y MAYOR. • Member of the advisory board of the newspaper EXPANSION. Other information of interest: • Member of WCD (Women Corporate Directors) and former co-chair of the Spanish chapter. • Member of AED (Spanish Association of Executives) and former member of its Management Board. • Member of CEAPI (Business Council Alliance for Latin America) and member of its Management Board. • Member of YPO (Young Presidents' Organization), and former member of the Executive Committee of the Euroatlant and Madrid chapters. • Member of IWF (International Women's Forum) and former member of its Management Board in Spain. • Medal of Honour from the Spanish Association of Civil Engineers (CICCP). • Outstanding Engineer Award 2021 for the CICCP Madrid Territory.
ELISENDA MALARET GARCÍA	Born on 20 March 1958. B.A. in Law from the University of Barcelona. PhD in Law from the University of Barcelona. Postdoctoral researcher at Università degli Studi di Bologna. Project on the Promotion of Industrial Reorganisation. Currently she is: • Professor of Administrative Law at the Faculty of Law of the University of Barcelona (since 1995). • Head of the Master's programme in Advanced Public Procurement at the University of Barcelona. • Lecturer in Economic Regulation Law in the Master's programme in Advanced Legal Studies at the Faculty of Law and in the Master's programme in Regulation, Competition and Public Services of the Faculty of Economics at the University of Barcelona. • Member of the Scientific Committee of the European Federation of Energy Law Associations. • First Vice President of the Spanish Association of Energy Law (AELEN). • Member of the Scientific Committee of Associazione per gli Studi e le ricerche sulla Riforma delle Istituzioni Democratiche e sull'innovazione nelle amministrazioni pubbliche (ASTRID). • Board Member of MIBGAS Derivatives S.A. • Member of the Public Contracts in Legal Globalization (PLOG) European network. • Member of the European Group of Public Law (EGPL). • Member of the Spanish Association of Administrative Law Professors (AEFD). Formerly (among other positions): • Director of the Catalan Audiovisual Council (2008-2014). • Member of the Advisory Board of the Spanish Data Protection Agency (AEPD) (2005-2008). • Guest lecturer at the following universities: Paris II Panthéon-Assas, Institut de Sciences Politiques, Paris, Paris I Panthéon-Sorbonne, Institut de Sciences Politiques, Grenoble, Roma Tre, Externado, Bogotá, Siena, Oviedo, Euskadi, Roma La Sapienza, Pisa, Florence, Cattolica de Milano, Pavia, Montpellier. • Joint Head of the Master's programme in Public Management at Escola d'Administració Pública de Catalunya (EAPC) (2017-2023). • Chair of the Law Teaching Staff Accreditation Committee of the Spanish National Agency for Quality Assessment and Accreditation (ANECA) (2021-2023). • Member of the Society's inaugural Council of the International Society of Public Law. • Head of various courses on telecommunications regulation at Consorci Universitat Internacional Mèndez Pelayo de Barcelona (CIUMPB) (1997-2001). • Head of the Department of Administrative Law and Procedural Law at the Faculty of Law of the University of Barcelona (2000-2004). • Professor of Administrative Law at the University of Barcelona since 1986. Other professional responsibilities to highlight: • ACD representative in the European Platform of Regulatory Authorities (EPRA), in the contact committee envisaged in the SCA Directive between national audiovisual regulators and the European Commission, the Réseau des institutions de Régulation Méditerranéennes (RIRM) and the Ibero-America Platform of Audiovisual Regulations (PIRA). • Member of the Lower House of the Spanish Parliament in the 8th and 9th legislatures (2004-2008). Rapporteur for the Antitrust Act, the Basic Statute of Public Employees Act, the Public Sector Contracts Act, the Act on Transparency in Financial Relations between Public Authorities and Public Companies, the Act on State Agencies for the Improvement of Public Services, and the Act on the Special Regime for the Municipality of Barcelona, among others (2004-2008). Other information of interest: • Author of numerous books, book chapters, articles and research projects on the following topics: the main lines of research she has developed in her career, among others: Economic regulation law; Energy law; Infrastructure law; Judicial


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Name of director	Profile
MARCOS VAQUER CABALLERÍA	Born on 15 September 1967. B.A. in Law from Universidad Pontificia de Comillas (ICADE). B.A. in Economics and Business from Universidad Pontificia de Comillas (ICADE). PhD in Law from Universidad Carlos III de Madrid (UC3M). Currently he is: • Professor of Administrative Law at Universidad Carlos III de Madrid (since 2011). • Head of the Master's programme in Advanced Studies in Public Law at UC3M (since 2016). • President (by delegation of the Rector) of the academic council of the Triam-UC3M Chair of Ibero-American Legal Studies (since 2016). • Member of the Management Committee of the Inter-University Institute for Cultural Communication, UNED-UC3M (since 2002). • Member of the Scientific Committee of the Andrés Bello Chair of Cultural Rights, created by the Andrés Bello Agreement and the National University of Distance Education (UNED) and UC3M (since 1999). • Member of the Pascual Madoz Institute of Territory, Urban Planning and Environment of UC3M. • Member of the Editorial Board of the Yearbook of Good Governance and Regulatory Quality published by Fundación Democracia y Gobierno Local (since 2020). • Member of the Scientific Board of Revista de Derecho Urbanístico y Medio Ambiente (since 2020). • Member of the Scientific Committee of the Editorial La Cultivada, promoted by Fundación Gabeiras (since 2020). • Member of the Scientific Committee of Revista General de Derecho de los Sectores Regulados de la Editorial Iustel (since 2018). • Member of the Scientific Board of Revista de Estudios de la Administración Local y Autonómica (since 2017). • Drafting team member of the Práctica Urbanística journal. Revista de urbanismo de la editorial La Ley (Wolters Kluwer group) (since 2015). • Manager of the digital collection Cuadernos de Derecho de la Cultura (since 2013). • Member of the editorial team of Revista General de Derecho Administrativo de la Editorial Iustel (since 2002). • Member of the Madrid Bar Association (since 1992). • Lawyer at Estudio Jurídico de UC3M (since 1997). • Member of the Spanish Association of Administrative Law Professors (since 2012). Formerly (among other positions): • The most relevant positions held in the academic field: • Secretary General of UC3M (2015-2022). • Head of the Inter-University Institute for Cultural Communication (UNED-UC3M-IUMC) (2012-2015). • Deputy Director to the Vice Rector for Coordination and General Secretary of Universidad Carlos III de Madrid (2004). • Head of Teaching and Research Staff, Assistant to the Vice-Rector for Faculty and Departments (UC3M) (2003-2004). • Secretary of the Faculty of Social and Legal Sciences (UC3M) (2000-2003). • Head Lecturer in Administrative Law, Department of State Public Law (2001-2011). • Acting Head Lecturer in Administrative Law, Department of State Public Law (1999-2001). • University Assistant assigned to the area of Administrative Law, Department of Public Law and Philosophy of Law (1997-1999). • Associate Professor of Administrative Law, Department of Public Law and Philosophy of Law (1994-1997). • Visiting or guest professor at the Universities of Pavia and Sassari (Italy), Paris Ouest (France), Externado (Colombia) and Católica de Valparaíso (Chile), and having participated in various international technical assistance missions in European Union projects in Ecuador (2014) and Paraguay (1998, 1995). The most relevant positions held in the public sector: • Board member of Entidad Pública Empresarial de Suelo (SEPE), attached to the Ministry of Public Works (2010-2012). • Undersecretary for Housing, Ministry of Housing and Chair of Entidad Pública Empresarial de Suelo (SEPE) (2008-2010). • Board member of BILBAO Ria 2000, S.A. (2004-2010). • Member of the Committee on Housing and Land Management of the United Nations Economic Commission for Europe, UNECE (2006-2008). • Member of the Governing Council of the Defence Infrastructure and Equipment Management (GIED) and Member of the Higher Council of Real Estate Property (2006-2008). • General Director of Urban Planning and Land Policy of the Ministry of Housing, Vice-President of the Board of the Public Land Business Entity (SEPE) (2004-2008). • Member of the Governing Council of Gestor de Infraestructuras y Equipamientos de la Seguridad del Estado (GISE) (2004-2008). • Member of the Administrative Buildings Coordinating Board and alternate member of the Higher Council of Statistics (2004-2008). Free practice of law • Altair Asesores, S.L., law firm specialised in public law and international technical assistance (1991-1994). • Anhur Andersen, Asesores Legales y Tributarios, S.R.L. part-time, combined with university studies (1990-1991) (For full profile information, see pages 72 and 73 of the document).

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INDEPENDENT NON-EXECUTIVE DIRECTORS	
Name of director	Profile
JOSÉ MARÍA ABAD HERNÁNDEZ	<p>Born on 28 May 1982. B.A. in Law from Universidad Pontificia de Comillas (ICADE). B.A. in Business Administration and Management, specialising in Finance, from Universidad Pontificia de Comillas (ICADE). Specialist in Quantitative Research Methods (Statistical Techniques) from Universidad Politécnica de Madrid. Advanced Studies Programme in International Economics from the Kiel Institute for the World Economy (Kiel, Germany). Currently he is: • Senior Advisor to the Financial Services practice of Oliver Wyman in Europe (2022). • Consultant at the Global Macroeconomic Analysis and Markets Department of the International Finance Corporation (IFC) of the World Bank Group (Washington, DC) (2022). • Board member, Instituto Hermes Foundation (2022). • Lecturer at ICADE (Madrid) (2022), where he teaches "Analysis of Economic Situation" in Executive Education programmes. • Independent consultant and adviser on macroeconomics and banking matters (2021-). Formerly (among other positions): • Nominated for the "Rybaczynski" Prize, awarded annually by the Society of Professional Economists (SPE) in London, for a paper on the economic rationale for the energy transition (October 2023). • Winner of the "Federico Prades" prize that the Spanish Banking Association (AEB) awards every two years to an economist under 40, in this case for a paper on the usability of banking capital buffers (April 2022). • Financial Sector Expert and Visiting Scholar, successively, in the Financial and Capital Markets Department of the International Monetary Fund (IMF) (Washington, DC) (2020-2022). • Executive Manager of the European Financial Institutions Group of the Research Division and senior banking analyst responsible for coverage of listed banks in Southern Europe (Spain, Portugal, Greece) at Goldman Sachs (London) (2015-2020). • Vice President and senior analyst at the Sovereign and Supranational Risk Group and member of the Sovereign Ratings Committee at Moody's Investors Service (London) (2015). • Board member of AXIS Business Investments, S.G.E.I.C., S.A.S.M.E. (ICO Group) (Madrid) (2012-2015). • Chief Economist and Head – with the rank of Deputy Manager – of the Research Department and the International Relations Department of Instituto de Crédito Oficial (ICO) under the Ministry of Economy and Competitiveness (Madrid) (2012-2015). As such: • Responsible for shaping ICO's macro vision, defending the "Spanish position" on key economic policy issues with other European development, national and multilateral banks, and managing the Chair's international agenda. • Member of ICO's Procurement, Strategy and International Relations and Monitoring Committees of Fond-ICO Global. • Joint Secretary of the High-Level Expert Group for SME Financing of the Ministry of Economy and Competitiveness (2013). • ICO Representative at the Financial Institutions Shareholder Group (FISG) of the European Investment Fund (EIF) in Luxembourg. • ICO representative on the Board of the European Long-Term Investors Association (ELTI) in Brussels. • ICO Sherpa in the Long Term Investors Club (LTIC) and in the "Big Six Group", formed by the presidents and/or CEOs of the six main European development banks (Germany, France, Italy, Spain and Poland, and the EU through the EIB Group). • Responsible for the launch and monitoring of the "Cátedra Fundación ICO de Financiación a PYME", led by the University of Alcalá de Henares, which won the "Titanes de las Finanzas" award (granted by the ECOFIN Forum) in 2015. • Advisor (for Spain and Portugal) to the Chief Global Economist at Unicredit Group (London) (2011-2012). • Consultant (for Spain and Portugal) to the European Economic Analysis team at Goldman Sachs (Frankfurt) (2010-2011). • Senior Associate in the Sovereign and Supranational Risk Group, member of the Sovereign Ratings Committee and the Economic Analysis Committee at Moody's Investors Service (Frankfurt) (2009-2010). • Associate of the Strategy and Operations Group at KPMG (Madrid) (2006). In terms of his academic career, the following stands out: • Visiting Professor at ESADE (Barcelona) (2018-22) where he taught the "Company Valuation" and "Analysis and Valuation of Financial Institutions" courses as part of the Master's in Finance. • Research and teaching assistant at the Institute for Economic Policy at the University of Leipzig, Germany (2011-2012). • Research and teaching assistant at the International Centre for Financial Research (Cliff) at IESE Business School (Madrid) (2007-2008). • Research and teaching assistant in the Department of Economics at ICADE - Universidad Pontificia Comillas (Madrid) (2005-2006). Other information of interest: Author of numerous monographs, Articles and research projects on various topics related to financial and capital markets and economic policy.</p>

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INDEPENDENT NON-EXECUTIVE DIRECTORS	
Name of director	Profile
JOSÉ JUAN RUIZ GÓMEZ	<p>Born on 30 July 1957. B.A. in Economics from Universidad Autónoma de Madrid. Trade Expert of the State. Currently he is: • Independent consultant and advisor on macroeconomic issues and Latin American markets. • President of the Eleano Royal Institute and a member of its Executive Committee. Formerly (among other positions): • Chief Economist and Head of the Research Department of the Inter-American Development Bank (2012-2018). • Chief Economist for Latin America at Banco de Santander (1999-2012). • Representative of Banco Santander on the Board of the Eleano Royal Institute (until 2012). • Member of the Social Advisory Board of the University of Castilla-La Mancha (2005-2009) and Chair of the Board (2010-2012). • Member on the boards of both public entities (NI, Aviaco, Autopistas del Atlántico, Renfe and Tabacalera) and private companies, particularly in the banking sector, holding the positions of director of Banco de Santiago (Chile), Banco Santander Colombia, Banco Santander Puerto Rico, Banco Santander Peru and Banco Venezuela between 1999 and 2012. • Head of the Strategy and Planning Department of Banco Santander (1996-1999). • Chief Economist, International Financial Advisors (1996). • Member of the Independent Committee of Experts of the Ministry of Economy and Finance responsible for developing macroeconomic scenarios for the Spanish economy (1994-1998). • Member of the Editorial Board of the <i>Recoletos</i> Group (1994-1999). • Chief Economist at Argentaria (1993). • Member of the Editorial Board of <i>El País</i> and the <i>Piensa</i> Group. The most relevant positions held in the government (Ministry of Economy and Finance) are: • Undersecretary for International Economy and Competition of the Ministry of Economy and Finance (1991-1993). • Member of the Steering Committee of the Ministry of Economy and Finance (1991-1993). • Chief of Staff for the Secretary of State for Economy (1988-1990). • Executive Advisor to the Secretary of State for Economy (1985-1987). • Head of the Balance of Payments Service, Secretary of State for Trade (1984-1985). • Economic Advisor to the Secretary of State for Trade and the Secretary General for Trade (1983). • Technical support to the General Technical Secretariat during the negotiation of Spain's entry into the EU (1984-1985). • President of the Spanish Delegation to the OECD for the annual meetings on macroeconomic monitoring (1990-1993). • Chair of the Economic Policy Committee of the European Union (1992-1993). • Member of the Economic Policy Committee of the EU (1989-1992). • Responsible for Spanish relations with the IMF, the World Bank and the Development Banks (Africa, Asia, Latin America and Europe) (1986-1993). • In addition, he is active as a speaker at conferences with various institutions and collaborates as a lecturer in the International Master's programme at IE Business School.</p>
<b>Total number of independent directors</b>	7
<b>% of the total board</b>	58.33

Indicate whether any independent director receives from the company or its group any amount or benefit other than directors' remuneration or maintains, or has maintained over the last financial year, a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior executive of a company that maintains or has maintained such a relationship.

If applicable, include a statement from the board detailing the reasons why the director in question may carry on their duties as an independent director.

Name of director	Description of the relationship	Reasons
CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	The independent director Carmen Gómez de Barreda Tous de Monsalve earned EUR 22 thousand in 2023 as a result of her position as director at Hispasat, S.A.	The remuneration earned in 2023 as a director at Hispasat, S.A., a group (Redeia) company, does not affect her independence as director of Redeia Corporación, S.A., either to its nature or amount.

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Name of director	Description of the relationship	Reasons
DON ANTONIO GÓMEZ CIRIA	The independent director Antonio Gómez Ciria earned a total of EUR 22 thousand in 2023 as a result of his position as director at Hispasat, S.A.	The remuneration earned in 2023 as a director at Hispasat, S.A., a group (Redeia) company (Redeia) does not affect his independence as director of Redeia Corporación, S.A., either to its nature or amount.

**OTHER NON-EXECUTIVE DIRECTORS**

Identify all other non-executive directors, explain why they cannot be considered proprietary or independent directors and give details of their relationships with the company, its executives or its shareholders:

Name of director	Reasons	Company, executive or shareholder with which the relationship is maintained	Profile
BEATRIZ CORREDOR SIERRA	Beatriz Corredor Sierra was appointed as director in the "other external" category by the Board in its meeting held on 23 February 2020. In the report on the proposed appointment of the director prepared by the Appointments and Remuneration Committee and in the report and proposal of the Board, where the directors' category was analysed, it was concluded that in view of her personal circumstances and professional career, Ms Corredor Sierra could have been appointed as an independent director. However, it did not seem appropriate to include her in that category, because, beyond the legal requirements, in compliance with the commitments acquired by the Company with its shareholders with significant international representation at the Extraordinary General Meeting held in July 2015, which virtually unanimously approved the model for the separation of the positions of Chair of the Board and CEO, the significant strategic responsibilities and functions that Ms Corredor Sierra would perform as chair of the Board did not fully match the generally accepted profile for independent directors. Therefore, it was considered more advisable to classify Ms Corredor Sierra in the category "other external directors" in section 529 duodecies 2 of the Corporate Enterprises Act, in line with an orderly and reasonable succession	REDEIA CORPORACIÓN, S.A.	Born on 1 July 1968. B.A. in Law from Universidad Autónoma de Madrid (1991). Admitted by competitive examination as a qualified Registrar in the Property and Commercial Registries of Spain, Class of 1993. Executive Education - Senior Business Management Programme. IESE Business School (PADE-A-2013). Executive Education - "Women on Boards" focused programme. IESE Business School (2015). Currently she is: Chair of Redeia and of the Board of Directors of Redeia Corporación, S.A. - Land Registrar on leave of absence (more than 25 years of professional practice), Vice President of the Royal Board of Trustees of the Museo Nacional Centro de Arte Reina Sofía. Adjunct Faculty, Civil Law. Master's Degree in Access to the Legal Profession. Universidad Nebrija. Adjunct Faculty, Social & Affordable Housing. Master in Real Estate Development. School of Architecture & Design. IE University. Mentor of the Endeavour Spain Foundation (supporting high-impact entrepreneurship) (2014-present). Member of the Advisory Board of WAS-Women Action Sustainability. Member of In a Legal World. Member of the Academic Council of the Norman Foster Institute. Board Member of Closinggap. Member of the Advisory Board of WomenCEO. International speaker and lecturer. Formerly (among other positions). Member of Parliament for Madrid and Chair of the Justice



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**OTHER NON-EXECUTIVE DIRECTORS**


Identify all other non-executive directors, explain why they cannot be considered proprietary or independent directors and give details of their relationships with the company, its executives or its shareholders:

Name of director	Reasons	Company, executive or shareholder with which the relationship is maintained	Profile
	In the position of the former chair of the Board, whom she replaced, who also held this qualification and was also supported by almost all of the company's shareholders. The Company's General Meeting held on 14 May 2020 approved the ratification and appointment of Ms Corredor Sierra under "other external directors", obtaining 98.48% votes in favour.		Commission. Lower House of the Spanish Parliament. XIII Legislature (2019). Secretary of Land Planning and Public Housing Policy Affairs. Federal Executive Committee. Partido Socialista Obrero Español (June 2017-February 2020). President of the Pablo Iglesias Foundation (September 2018-February 2020). Institutional Relations Manager of Spanish Property and Commercial Registrars' Association. Member of the Governing Board, responsible for Institutional Relations and the Press and Communications Office (October 2013-June 2017). Secretary of State for Housing and Urban Development. Ministry of Public Works (October 2010-December 2011). Chair of the Board of the SOE Business Company, SEPEs. Minister of Housing of the Spanish Government (April 2008-October 2010). Madrid City Councillor (September 2007-April 2008). Director of Empresa Municipal de Vivienda y Suelo (EMVS). Throughout her professional career she has developed legal and technical knowledge in the fields of real estate, urban planning, civil law, commercial law, mortgages, tax law, procedural and administrative law, in the public sector. In addition, she has held various positions in the public sector, promoting regulatory measures and legislative processes, with leadership and management responsibilities in various ministerial departments and public companies. Her experience also extends to the negotiation and decision-making of collegiate bodies, to the management of institutional relations at the highest level with national (Ministries, Autonomous Regions, Councils) and international (EU, USA, Canada, Latin America, Russia, Turkey, Singapore) public administrations, financial institutions and companies in the property sector and other

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**OTHER NON-EXECUTIVE DIRECTORS**

Identify all other non-executive directors, explain why they cannot be considered proprietary or independent directors and give details of their relationships with the company, its executives or its shareholders:

Name of director	Reasons	Company, executive or shareholder with which the relationship is maintained	Profile
			industrial sectors as well as professional associations, NGOs and associations. She has also performed liaison responsibilities with the media and press offices. Among other awards, she received the Forinvest 2022 Award, the Medal of Honour of the Spanish Association of Land and Commercial Registrars of Spain (2018), the 2017 ALUMNI Award, Faculty of Law of the Universidad Autónoma de Madrid-UAM and the Grand Cross of the Royal and Distinguished Spanish Order of Carlos III. H.M. the King Juan Carlos I (2010).

Total number of other non-executive directors | 1

% of the total board | 8.33

Indicate any changes in the category of each director during the period:


Name of director	Date of change	Previous category	Current category
No data			

C.1.4 Complete the following table with information on the number of female directors at the end of the last four years and the category to which they were assigned:

	Number of female directors				% of total directors of each category			
	Year 2023	Year 2022	Year 2021	Year 2020	Year 2023	Year 2022	Year 2021	Year 2020
	Executive					0.00	0.00	0.00
Proprietary	2	2	2	2	66.67	66.67	66.67	66.67
Independent	3	3	3	3	42.86	42.86	42.86	42.86
Other non-executive	1	1	1	1	100.00	100.00	100.00	100.00
<b>Total</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>50.00</b>	<b>50.00</b>	<b>50.00</b>	<b>50.00</b>

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C.1.11 Give details of any Board members, directors or executives, or their representatives, who are members of the company's board of directors in other entities, whether or not they are listed companies:

Name of director or representative	Name of listed or unlisted company	Position
MERCEDES REAL RODRIGÁLVAREZ	ENRESA, S.A., S.M.E.	DIRECTOR'S REPRESENTATIVE
CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	MUTUA MADRILEÑA AUTOMOVILISTA SOCIEDAD DE SEGUROS A PRIMA FLJA	DIRECTOR
ANTONIO GÓMEZ CIRIA	MAPFRE, S.A.	DIRECTOR
ANTONIO GÓMEZ CIRIA	MAPFRE RE COMPAÑÍA DE REASEGUROS, S.A.	DIRECTOR
ANTONIO GÓMEZ CIRIA	MAPFRE ESPAÑA, COMPAÑÍA DE SEGUROS Y REASEGUROS, S.A.	DIRECTOR
ANTONIO GÓMEZ CIRIA	MAPFRE VIDA S.A. DE SEGUROS Y REASEGUROS SOBRE LA VIDA HUMANA	DIRECTOR
SOCORRO FERNÁNDEZ LARREA	CEMENTOS MOLINS, S.A.	DIRECTOR
SOCORRO FERNÁNDEZ LARREA	DFG TELECOMUNICACIONES, S.L.	CHAIR
SOCORRO FERNÁNDEZ LARREA	BANCO CAMINOS, S.A.	DIRECTOR
SOCORRO FERNÁNDEZ LARREA	SEG, S.L.	DIRECTOR
ELISENDA MALARET GARCÍA	MIBGAS DERIVATIVES, S.A.	DIRECTOR

Carmen Gómez de Barreda Tous de Monsalve receives remuneration as a director of MUTUA MADRILEÑA AUTOMOVILISTA, SOCIEDAD DE SEGUROS A PRIMA FLJA.

As regards Antonio Gómez Ciria, the positions held as director at MAPFRE, S.A., MAPFRE RE COMPAÑÍA DE REASEGUROS, S.A., MAPFRE ESPAÑA COMPAÑÍA DE SEGUROS Y REASEGUROS, S.A. and MAPFRE VIDA S.A. DE SEGUROS Y REASEGUROS SOBRE LA VIDA HUMANA are paid.

As regards Socorro Fernández Larrea, the positions of independent director at CEMENTOS MOLINS, S.A., SEG, S.L. and BANCO CAMINOS, S.A. are paid.

Elisenda Malaret García receives remuneration as a director of MIBGAS DERIVATIVES, S.A.

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Indicate, where applicable, any other remunerated activities carried out by the directors or their representatives, whatever their nature, other than those indicated in the above table.

Name of director or representative	Other remunerated activities
MERCEDES REAL RODRIGÁLVAREZ	Head of Investees of Sociedad Estatal de Participaciones Industriales (SEPI).
CARMEN GÓMEZ DE BARREDA TOS DE MONSALVE	Member of the Advisory Board of the Board of Grupo Antolin-Irausa, S.A. Member of the Strategy advisory group of Sidenor Aceros Especiales.
ANTONIO GÓMEZ CIRIA	Lecturer for the Master's programme in Auditing at IEB (Institute of Stock Market Studies).
ELISENDA MALARET GARCÍA	Professor of Administrative Law.
BEATRIZ CORREDOR SIERRA	Associate lecturer in Civil Law on the Master's Degree in Access to the Legal Profession, Universidad Nebrija.
JOSE JUAN RUIZ GÓMEZ	President of the Elcano Royal Institute and a member of its Executive Committee. Independent consultant and advisor on macroeconomic issues and Latin American markets.
RICARDO GARCÍA HERRERA	Professor of Atmospheric Physics at Universidad Complutense de Madrid.
MARCOS VAQUER CABALLERÍA	Professor, Head of the Master's programme in Advanced Studies in Public Law, and Member of Legal Studies at Universidad Carlos III de Madrid.
JOSE MARÍA ABAD HERNÁNDEZ	Consultant, International Finance Corporation, World Bank Group, Washington, D.C. Senior Advisor, Oliver Wyman, Madrid. Professor, ICADE, Madrid.

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

Yes |  | No |  |

C.1.13 Indicate the amount of total remuneration received by the board of directors:

Remuneration earned during the year by the board of directors (thousands of euros)	3,233
Amount of funds accumulated by current directors through long-term savings schemes with vested dividend rights (thousands of euros)	
Amount of funds accumulated by current directors through long-term savings schemes without vested dividend rights (thousands of euros)	322
Amount of funds accumulated by former directors through long-term savings schemes (thousands of euros)	



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C.1.14 Identify the senior executives who are not executive directors and indicate the total remuneration paid to them during the year.

Name	Position(s)
JUAN MAJADA TORTOSA	GENERAL MANAGER OF INTERNATIONAL BUSINESS
EMILIO CEREZO DÍEZ	CORPORATE CHIEF FINANCIAL OFFICER
ÁNGEL LUIS MAHOU FERNÁNDEZ	GENERAL MANAGER OF TRANSMISSION
MIRYAM AGUILAR MUÑOZ	CORPORATE MANAGER OF INSTITUTIONAL RELATIONS, COMMUNICATION AND TERRITORY
MARIANO APARICIO BUENO	GENERAL MANAGER OF TELECOMMUNICATIONS BUSINESS
LAURA DE RIVERA GARCÍA DE LEANIZ	HEAD OF REGULATION AND LEGAL SERVICES
MARÍA CONCEPCIÓN SÁNCHEZ PÉREZ	CHIEF OPERATING OFFICER
JOSÉ ANTONIO VERNIA PERIS	CORPORATE MANAGER OF TRANSFORMATION AND RESOURCES
EVA RODICIO GONZÁLEZ	INTERNAL AUDIT AND RISK CONTROL MANAGER
SILVIA MARÍA BRUNO DE LA CRUZ	DIRECTOR OF INNOVATION AND TECHNOLOGY
CARLOS PUENTE PÉREZ	HEAD OF CORPORATE DEVELOPMENT
EVA PAGÁN DÍAZ	CORPORATE MANAGER OF SUSTAINABILITY AND RESEARCH

Number of women in senior executive positions | 6

Percentage of the total number of senior executives | 50.00

Total remuneration of senior executives (thousands of euros) | 3,301

C.1.15 Indicate whether any amendments were made to the board regulations during the year:

Yes |  | No |  |

C.1.21 Indicate whether there are any specific requirements, apart from those relating to the directors, to be appointed chair of the board:

Yes |  | No |  |

C.1.23 Indicate whether the Articles of Association or Board Regulations establish a limited term or other stricter requirements in addition to those legally stipulated for independent directors, other than those in the regulations:

Yes |  | No |  |

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C.1.25 Indicate the number of board meetings held during the year. Where applicable, indicate how many times the board has met without the chair in attendance. The calculation of attendance will include proxies granted with specific instructions.

Number of board meetings	12
Number of board meetings held without the chair's attendance	0

Indicate the number of meetings held by the lead director with the other directors, without the attendance or representation of any executive director:

Number of meetings	1
--------------------	---

Indicate the number of meetings the various board committees have held during the year:

Number of meetings of the AUDIT COMMITTEE	11
Number of meetings of the APPOINTMENTS AND REMUNERATION COMMITTEE	14
Number of meetings of the SUSTAINABILITY COMMITTEE	11

C.1.26 Indicate the number of board meetings held during the year and the attendance of its members:

Number of meetings with attendance in person of at least 80% of directors	12
Attendance in person as a % of the total votes cast during the year	100.00
Number of meetings with attendance in person, or by proxy with specific instructions, of all directors	12
Attendance in person and by proxy with specific instructions as a % of the total votes cast during the year	100.00

C.1.27 Indicate whether the separate and consolidated financial statements submitted for approval by the board are certified previously:

Yes |  | No |  |

Identify, where applicable, the person(s) who certified the company's separate and consolidated financial statements prior to their authorisation for issue by the board.

Name	Position
EMILIO CEREZO DIEZ	CORPORATE CHIEF FINANCIAL OFFICER
ROBERTO GARCÍA MERINO	CEO



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C.1.29 Is the secretary of the board also a director?

Yes |  | No |  |

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

Name of the secretary	Representative
CARLOS MÉNDEZ-TRELLES GARCÍA	

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

Yes |  | No |  |

Outgoing auditor	Incoming auditor
KPMG Auditores, S.L.	Ernst & Young, S.L.

In the event of any disagreement with the outgoing auditors, explain the reasons for the disagreement:

Yes |  | No |  |

C.1.32 Indicate whether the audit firm performs other non-audit work for the company and/or its group, and if so, state the amount of fees received for this work and the percentage that this amount represents of the fees billed for audit work to the company and/or its group:

Yes |  | No |  |

	Company	Group companies	Total
Fees for other non-audit work (thousands of euros)	3	287	290
Fees for other non-audit work / Fees for audit work (%)	20.00	34.00	34.00

C.1.33 Indicate whether the auditor's report for the previous year included any qualifications. If so, indicate the reasons given to the shareholders at the General Meeting by the chair of the audit committee to explain the content and scope of those qualifications.

Yes |  | No |  |

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C.1.34 Indicate the number of consecutive years during which the current audit firm has been auditing the company's separate and/or consolidated financial statements. Likewise, indicate how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited:

	Separate	Consolidated
Number of consecutive years	1	1
Number of years audited by current audit firm/Number of years the company or its group has been audited (as a %)	3.00	4.00

C.1.35 Indicate whether there is a procedure for the directors to be able to receive the necessary information to prepare for meetings of the managing bodies sufficiently in advance, and if so, give details:

Yes |  | No |  |

Details of the procedure

Board meetings are called sufficiently in advance prior to the meeting and all relevant information is sent together with the call notice. The call notice always includes the agenda for the meeting and, as a general rule, will be accompanied by the relevant information duly prepared and summarised. None of this affects section 19.5 of the Board Regulations, which stipulates that the Board meeting call notice must be issued at least three (3) days prior to the meeting. As an exception and for reasons of urgency, the Board may be convened by telephone and the period of prior notice will not apply when, in the chair's opinion, the circumstances so require. The reasons of urgency will be explained in the minutes of the meeting under section 19.6 of the Regulations. Section 27.1 of the Board Regulations stipulates that the director is vested with the broadest powers to obtain information on any aspect of the Company. The director may examine the books, records, documents and other background of the corporate operations and inspect all its facilities. The right to information extends to both domestic and foreign subsidiaries. Under section 27.3 of the Board Regulations and in order not to disturb the Company's ordinary management, information powers can be exercised through the chair of the Board and/or the CEO, who will respond to the directors' requests, directly providing them with the information, offering the appropriate contacts at the appropriate level of the organisation or arranging the measures to enable it to carry out the desired review and inspection procedures on site. Section 27.4 of the Board Regulations stipulates that the chair may, exceptionally and temporarily, restrict access to certain information, reporting this decision to the Board at its next meeting. Also, the Audit Committee, the Appointments and Remuneration Committee and the Sustainability Committee may access any type of Company information or documentation they need to effectively carry out their functions.

C.1.39 Identify individually for directors, and in aggregate terms in all other cases, and provide detailed information on agreements between the company and its officers, executives and employees that provide termination benefits, or guarantee or golden parachute causes, in the event of resignation, unfair dismissal or termination as a result of a takeover bid or other kinds of transactions.

Number of beneficiaries	1
Type of beneficiary	Description of the agreement
CEO	At 31 December 2023, there was one beneficiary with this type of agreement. In accordance with the remuneration policy, and following market practices in these cases, the previously existing employment contract was suspended as a result of the appointment of the CEO. If this contract is terminated, the CEO would earn as compensation the remuneration applicable at the date of the suspension.



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Type of beneficiary	Description of the agreement	
	taking into account, for the appropriate purposes, his length of service at Red Eléctrica de España, S.A.U. up to the date of his appointment as CEO (15 years), plus the period of service, if any, after his termination as CEO, all in accordance with current labour laws. Following the corporate governance process carried out at the end of 2020, the company that assumes this obligation is Redeia Corporación, S.A. Both the economic regime and the suspension of the employment relationship of the CEO are in line with that applicable to the previous CEO. There are no guarantee or golden parachute clauses for top executives currently providing their services within the group. If the employment relationship is terminated, the compensation corresponding to these executives would be calculated in accordance with the applicable labour laws. There is a Structural Management Plan that is applicable to some of the top executives. Participation in the plan is subject to the fulfilment of certain conditions and may be modified or revoked by the group in certain cases. The basic terms of their contracts were approved by the Board.	
	Indicate whether, apart from the cases envisaged in regulations, these contracts have to be disclosed to and/or approved by the bodies of the company or of its group. If so, specify the procedures, circumstances and nature of the bodies responsible for their approval or disclosure.	
	Board of directors	General meeting
Body authorising the clauses	<input checked="" type="checkbox"/>	<input type="checkbox"/>
	Yes	No
Is the general meeting informed of the clauses?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**C.2**

Committees of the board of directors

C.2.1 Give details of all the board committees, their members and the proportion of executive, proprietary, independent and other non-executive directors.

**AUDIT COMMITTEE**


Name	Position	Category
MERCEDES REAL RODRIGÁLVAREZ	MEMBER	Proprietary
ANTONIO GÓMEZ CIRIA	CHAIR	Independent
JOSÉ MARÍA ABAD HERNÁNDEZ	MEMBER	Independent
JOSÉ JUAN RUIZ GÓMEZ	MEMBER	Independent
% of executive directors	0.00	
% of proprietary directors	25.00	
% of independent directors	75.00	
% of other non-executive directors	0.00	

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Identify the directors who are members of the audit committee that have been appointed based on their knowledge of and experience in accounting, auditing or both, and indicate the date on which the chair of this committee was appointed.

Names of directors with experience	MERCEDES REAL RODRIGÁLVAREZ / ANTONIO GÓMEZ CIRIA / JOSÉ MARÍA ABAD HERNÁNDEZ / JOSÉ JUAN RUIZ GÓMEZ
Date of appointment as chair	30/11/2021

APPOINTMENTS AND REMUNERATION COMMITTEE

Name	Position	Category
RICARDO GARCÍA HERRERA	MEMBER	Proprietary
SOCORRO FERNÁNDEZ LARREA	CHAIR	Independent
MARCOS VAQUER CABALLERÍA	MEMBER	Independent


% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other non-executive directors	0.00

SUSTAINABILITY COMMITTEE

Name	Position	Category
CARMEN GÓMEZ DE BARREDA TOUS DE MONSALVE	CHAIR	Independent
ESTHER MARÍA RITUERTO MARTÍNEZ	MEMBER	Proprietary
ELISENDA MALARET GARCÍA	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other non-executive directors	0.00

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C.2.2 Complete the following table with information on the number of female directors on the various board committees over the past four years.

	Number of female directors							
	2023		2022		2021		2020	
	Number	%	Number	%	Number	%	Number	%
AUDIT COMMITTEE	1	25.00	1	25.00	1	25.00	2	50.00
APPOINTMENTS AND REMUNERATION COMMITTEE	1	33.33	1	33.33	1	33.33	2	66.66
SUSTAINABILITY COMMITTEE	3	100.00	3	100.00	3	100.00	1	33.33

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### D) Related-party and intra-group transactions


**D.2**  
Individually list those transactions that are significant due to their amount or importance carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or represented on the company's board of directors, indicating which body was responsible for approving them and whether any shareholder or director affected had to refrain from executing the transaction. In the event that competence fell to the shareholders at the general meeting, indicate whether the proposed agreement was approved by the board without the majority of independent directors voting against it:

	Name of the shareholder or any of its subsidiaries	% of ownership	Name of the company or subsidiary	Amount (thousands of euros)	Approving body	Name of the significant shareholder or director that abstained from voting	The proposal to the board, if any, was approved by the board without the majority of independent directors voting against it
(1)	AGENCIA EFE, S.A.U., S.M.E	20.00	Hispasat, S.A.	6	CEO	N/A	NO

Name of the shareholder or any of its subsidiaries	Nature of the relationship	Type of transaction and other information necessary for its assessment
(1)	AGENCIA EFE, S.A.U., S.M.E	Contractual Provision of services by Agencia EFE, S.A.U., S.M.E. (a company wholly owned by Sociedad Estatal de Participaciones Industriales (SEPI)), which is in turn a significant shareholder of Redeia Corporación, S.A., holding a 20% stake in it) to Hispasat, S.A. (a company in which Redeia Corporación, S.A. indirectly holds an 89.68% stake through its wholly owned subsidiary Redeia Sistemas de Telecomunicaciones, S.A.U.)

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**D.3**  
Individually list the transactions that are significant due to their amount or importance carried out by the company or its subsidiaries with the company's directors or executives, including those transactions carried out with entities that the director or executive controls or jointly controls, indicating which body was responsible for approving them and whether any shareholder or director affected had to refrain from executing the transaction. In the event that competence fell to the shareholders at the general meeting, indicate whether the proposed agreement was approved by the board without the majority of independent directors voting against it:

Name of the directors or executives or their controlled or jointly controlled entities	Name of the company or subsidiary	Relationship	Amount (thousands of euros)	Approving body	Name of the significant shareholder or director that abstained from voting	The proposal to the board, if any, was approved by the board without the majority of independent directors voting against it
No data						

Name of the directors or executives or their controlled or jointly controlled entities	Nature of the transaction and other information necessary for its assessment
No data	

**D.4**  
Individually list the intra-group transactions that are significant due to their amount or importance carried out by the company with its parent company or with other companies belonging to the parent's group, including the subsidiaries of the listed company, unless no other related party of the listed company has an interest in such subsidiaries or the subsidiaries are wholly owned, directly or indirectly, by the listed company.

In any case, list any intra-group transactions carried out with entities in countries or territories considered to be tax havens:

Name of the group company	Brief description of the transaction and other information necessary for its assessment	Amount (thousands of euros)
No data		

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**D.5**

Individually list any transactions that are significant due to their amount or importance carried out by the company or its subsidiaries with other related parties that are considered significant in accordance with International Accounting Standards as adopted by the EU and have not been reported under the previous headings.

Corporate name of the related party	Brief description of the transaction and other information necessary for its assessment	Amount (thousands of euros)
Sistemas Informáticos Abiertos, S.A.U.	Market platform migration project carried out by Sistemas Informáticos Abiertos, S.A.U. for Red Eléctrica de España, S.A.U.	50
Hidesat Servicios Estratégicos, S.A.	Lease of use of space by Hispasat, S.A. to Hidesat Servicios Estratégicos, S.A.	168
Hidesat Servicios Estratégicos, S.A.	Provision of technical assistance services by Hispasat, S.A. to Hidesat Servicios Estratégicos, S.A.	150
Hidesat Servicios Estratégicos, S.A.	Lease of use of space by Hispasat, S.A. to Hidesat Servicios Estratégicos, S.A.	1,014
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and technical support services for the application of certain operating and settlement systems by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	81
Indra Soluciones Tecnologías de la Información, S.L.	Evolutionary maintenance service for the management and reporting application by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	84
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support services for the operation of the communications platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	30
Indra Soluciones Tecnologías de la Información, S.L.	Delivery and subsequent maintenance service for the application for IT security risk management, by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	109
Indra Soluciones Tecnologías de la Información, S.L.	Application maintenance and development services by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	5,398
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance service for the application for issuing and receiving invoices by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	60
Indra Soluciones Tecnologías de la Información, S.L.	Service of identification / updating of information and analysis of conditions by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	98
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support service for the environmental management system by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Infraestructuras de Telecomunicación, S.A.	82



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Corporate name of the related party	Brief description of the transaction and other information necessary for its assessment	Amount (thousands of euros)
Indra Soluciones Tecnologías de la Información, S.L.	Application maintenance and development services by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	18,042
Indra Soluciones Tecnologías de la Información, S.L.	Microservices development service required for integration in a platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	59
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and technical support services for operating and settlement systems by Indra Soluciones Tecnologías de la Información, S.L.U. to Red Eléctrica de España, S.A.U.	88
Indra Soluciones Tecnologías de la Información, S.L.	Maintenance and support services for the operation of a communications platform by Indra Soluciones Tecnologías de la Información, S.L.U. to Redeia Corporación, S.A.	179
ADIF-High Speed	Construction and commissioning of certain substations by Red Eléctrica de España, S.A.U. for Adif-Alta Velocidad.	21,600
Port Authority of Valencia	Settlement agreement on the modification of the concession in favour of Red Eléctrica de España, S.A.U. granted by the Port Authority of Valencia.	1,717
Spanish Metrology Centre	Calibration services of certain energy standards by Red Eléctrica de España, S.A.U. to the Spanish Metrology Centre.	68

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**G) Degree of compliance with corporate governance recommendations**

Indicate the company's degree of compliance with the recommendations of the code of good governance for listed companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

**1.**

The Articles of Association of listed companies do not limit the maximum number of votes that a single shareholder may cast, nor do they contain other restrictions that make it difficult to take control of the Company by acquiring its shares in the market.

Compliant | Explain | X |

The shareholding limits on interests in the Company's share capital are in additional provision twenty-three of Law 54/1997, of 27 November, which remain in force as expressly established by the sole derogating provision of Electricity Sector Act. These shareholder limits are as follows:

- Any natural person or legal entity may hold shares in the Company, provided the sum of their direct and indirect holdings of the shares does not exceed 5% of the share capital and they do not hold more than 3% of the voting rights. These shares may not be pooled together under any circumstances.
- Parties that engage in activities in the electricity sector, and any natural persons or legal entities that directly or indirectly hold more than 5% of the share capital of such parties, may not exercise more than 1% of the voting rights in the parent company.
- The special regime for SEPI is maintained, whereby SEPI must always hold at least ten per cent (10%) of the share capital.

In addition, the above additional provision twenty-three of Law 54/1997, of 27 November, establishes that: "The National Energy Commission will be entitled to take the legal actions aimed at giving effect to the limitations imposed in this provision.

For the purposes of calculating the interest in that shareholding, in addition to the shares or other securities held or acquired by entities belonging to its same group, as defined in section 4 of the Spanish Securities Market Act (Ley 24/1988, de 28 de julio, del Mercado de Valores), interests will be attributed to a single natural person or legal entity when they are owned by:

- a) Those parties who act in their own name but on behalf of that natural person or legal entity in a concerted manner or forming a decision-making unit with them. Unless proven otherwise, the members of its managing body will be presumed to act on account of or in a concerted manner with that legal entity.
- b) Shareholders together with whom it exercises control over a controlled entity under section 4 of Law 24/1988, of 28 July, on the Securities Market.

In any event, the proprietary ownership of the shares and other securities and the voting rights attached to each of them will be taken into account.

4. Failure to comply with the limitation on interests in the capital referred to in this provision will be considered a very serious breach for the purposes indicated in section 60 of this Act, and the natural or legal persons that own the securities or to whom the excess interest in the capital or voting rights is attributable, in accordance with the above paragraphs, are liable. In any event, the regime of penalties laid down in this Act will be applied.

5. Red Eléctrica Corporación, S.A. (now Redeia Corporación S.A.) may not transfer the shares of the subsidiaries that carry out regulated activities to third parties.

6. Red Eléctrica Corporación, S.A. (now Redeia Corporación S.A.) will be prohibited from carrying out activities other than the operation of the system, and the transmission and management of the transmission grid through regulated subsidiaries, which includes acquiring interests in companies that carry out other activities.

7. The voting rights corresponding to the shares or other securities held by persons holding an interest in the capital of Red Eléctrica Corporación, S.A. (now Redeia Corporación S.A.) that exceed the maximum limits indicated in this provision will be suspended from the entry into force of the royal decree law transposing directives on internal electricity and natural gas markets and on electronic communications, until they comply with those limits." For their part, these legal provisions on limitations in the general and special shareholder regime are included in articles 5 and 14 and the sole additional provision of the Articles of Association, and in section 6.3 of the Company's General Meeting Regulations.

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**2.**

When the listed company is controlled, as defined in section 42 of the Commercial Code, by another company, whether listed or not, and has, directly or through its subsidiaries, business relations with this company or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of these companies, it should publicly disclose the following in a precise manner:

- a) The type of activity they engage in and any business dealings between the listed company and its subsidiaries and also by the parent company and its subsidiaries.
- b) The mechanisms in place to resolve possible conflicts of interest.

Compliant | Partially compliant | Explain | Not applicable | X |

**3.**

During the general meeting, the chair of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

- a) Changes taking place since the previous general meeting.
- b) The specific reasons why the company does not follow certain recommendations of the Corporate Governance Code and the alternative rules applied in this connection, should any exist.

Compliant | X | Partially compliant | Explain |

**4.**

The company should draw up and implement a policy of communication and contact with shareholders and institutional investors in the context of their involvement in the company, and with proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be published on the company's website, complete with details of how it has been put into practice and the identities of the relevant contacts or those charged with its implementation.

Without prejudice to the legal obligations regarding the dissemination of inside information and other types of regulated information, the Company should also have a general policy regarding the communication of financial, non-financial and corporate information through the channels it considers appropriate (media, social networks or other channels) that contributes to maximising the dissemination and quality of the information available to the market, investors and other stakeholders.

Compliant | X | Partially compliant | Explain |

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**5.**

The Board should not put forward a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emption rights for an amount exceeding 20% of the share capital at the time of the delegation.

And when a board approves the issuance of shares or convertible securities without pre-emption rights, the company should immediately post a report on its website explaining the exclusion as envisaged in commercial law.

Compliant |  | Partially compliant |  | Explain |  |

**6.**

Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the general meeting, even if their distribution is not obligatory:

- a) Report on auditor independence.
- b) Reports on the functioning of the audit committee and the appointments and remuneration committee.
- c) Report of the audit committee on related-party transactions.

Compliant |  | Partially compliant |  | Explain |  |

**7.**

The company should broadcast its general meetings live on the corporate website.

And the company should have mechanisms that allow the delegation and exercise of votes by remote means and even, in the case of large cap companies and to the extent proportionate, attendance and active participation in the general meeting.

Compliant |  | Partially compliant |  | Explain |  |

**8.**

The audit committee should ensure that the financial statements submitted by the board of directors at the general meeting are prepared in accordance with accounting regulations. And in those cases where the auditor has included a qualification in their auditor's report, the chair of the audit committee should clearly explain the audit committee's opinion on its content and scope at the general meeting, making a summary of this opinion, along with any other proposals and reports of the board, available to shareholders when the call notice for the meeting is published.

Compliant |  | Partially compliant |  | Explain |  |



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**9.**

The company should disclose its requirements and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.

These requirements and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Compliant |  | Partially compliant |  | Explain |  |

**10.**

When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of votes.
- d) After the general meeting, disclose the breakdown of votes on these supplementary items or alternative proposals.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**11.**

If the Company plans to pay premiums to shareholders for attending the general meeting, it establishes a general policy on these premiums in advance and establishes that this policy is stable.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**12.**

The Board should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuit of the corporate interest, in addition to respect for laws and regulations and conduct based on good faith, ethics and respect for commonly accepted uses and good practices, it reconciles the corporate interest with, as appropriate, the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, and the impact of the Company's activities on the community as a whole and on the environment.

Compliant |  | Partially compliant |  | Explain |  |

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**13.**

The Board should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

Compliant |  | Explain |  |

**14.**

The Board should approve a director selection policy aimed at promoting an appropriate composition of the board and that:

- a) Is specific and verifiable.
- b) Ensures that appointment or re-election proposals are based on prior analysis of the board's required competencies.
- c) Favours diversity of knowledge, experience, age and gender. For this purpose, measures that encourage the company to have a significant number of female senior executives are considered to favour gender diversity.

The results of the prior analysis of the board's required competencies should be written up in the appointments committee's explanatory report that is published when the general meeting is convened that will ratify the appointment and re-election of each director.

The appointments committee should annually verify compliance with this policy and set out its findings in the annual corporate governance report.

Compliant |  | Partially compliant |  | Explain |  |

**15.**

Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum necessary, bearing in mind the complexity of the corporate group and the ownership interests they control.

And the number of female directors should account for at least 40% of the board members by the end of 2022 and subsequent years, and not be less than 30% prior to that date.

Compliant |  | Partially compliant |  | Explain |  |



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**16.**

The percentage of proprietary directors out of all non-executive directors should be no greater than the proportion of the capital represented on the board by these directors to the remainder of the company's capital.

This criterion may be relaxed:

- a) In large cap companies where few shareholdings attain the legal threshold to be considered significant.
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Compliant |  | Explain |  |

**17.**

The number of independent directors should represent at least half of all board members. However, when the company does not have a large market capitalisation, or when a large cap company has a shareholder or multiple shareholders acting in concert controlling over 30% of the share capital, independent directors should represent at least one third of the total number of directors.

Compliant |  | Explain |  |

**18.**

Companies should post the following director particulars on their websites, and keep them permanently updated:

- a) Professional experience and background.
- b) Directorships held in other companies, listed or otherwise, and other remunerated activities they engage in, of whatever nature.
- c) An indication of the director category to which they belong, in the case of proprietary directors indicating the shareholder they represent or with which the director has ties.
- d) The date of their first appointments as a company director, and subsequent re-elections.
- e) Shares held in the company and any options on these shares.

Compliant |  | Partially compliant |  | Explain |  |

**19.**

Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3% of capital and explain any rejection of a formal request for a board place from shareholders whose ownership interest is equal to or greater than that of others applying successfully for a proprietary directorship.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

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**20.**

Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If the shareholders reduce their ownership interest, and therefore lose some of their entitlement to proprietary directors, the number of proprietary directors should be reduced accordingly.

Compliant | Partially compliant | Explain | Not applicable | X |

**21.**

The Board should not propose the removal of any independent director before the end of the term in the Articles of Association for which they were appointed, unless the board considers there is just cause to do so, subject to a report by the appointments committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them from allocating sufficient time to discharge the duties of director, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent, in accordance with that in applicable law.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion in Recommendation No. 16.

Compliant | X | Explain |

**22.**

Companies should establish rules obliging directors to inform the board and, where appropriate, resign when situations affecting them arise, whether or not related to their performance in the company itself, which could damage the credibility and reputation of the company. In particular, they should be obliged to inform the board of directors of any criminal charges brought against them and the progress of any proceedings.

And, having been informed or having otherwise become aware of any of the situations mentioned in the previous paragraph, the board should examine the case as soon as possible and, in view of the specific circumstances, decide, following a report from the appointments and remuneration committee, whether or not to adopt any measure, such as opening an internal investigation, requesting the resignation of the director or proposing their removal. And this should be disclosed in the annual corporate governance, unless there are special circumstances that justify it, which should be recorded in the minutes. This is without prejudice to the information that the company must disclose, if appropriate, when the corresponding measures are adopted.

Compliant | X | Partially compliant | Explain |



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**23.**

All directors should express clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independent and other directors unaffected by the conflict of interest should challenge any decision that could go against the interests of shareholders lacking board representation.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then they must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary to the board, even if they are not a director.

Compliant | Partially compliant | Explain | Not applicable | X |

**24.**

When, either by resignation or by agreement of the general meeting, a director leaves office before the end of their term, they should give sufficient explanation of the reasons for their resignation or, in the case of non-executive directors, their opinion on the reasons for the removal by the shareholders at the meeting, in a letter to be sent to all board members.

And, without prejudice to the disclosure of all of the above in the annual corporate governance report, to the extent that it is relevant to investors, the company should publish the resignation as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.

Compliant | Partially compliant | Explain | Not applicable | X |

**25.**

The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

And the Board Regulations should establish the maximum number of company boards on which directors may serve.

Compliant | X | Partially compliant | Explain |

**26.**

The board should meet with the frequency necessary to properly perform its functions, at least eight times a year, in accordance with a schedule of dates and agendas set at the beginning of the year, to which each director may propose the addition of initially unscheduled items to the agenda.

Compliant | X | Partially compliant | Explain |

**27.**

Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant | X | Partially compliant | Explain |

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**28.**

When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**29.**

The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant |  | Partially compliant |  | Explain |  |

**30.**

Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant |  | Explain |  | Not applicable |  |

**31.**

The agendas of board meetings should clearly indicate the items on which the board of directors must adopt a decision or approve an agreement, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the chair may wish to present decisions or agreements for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent of the majority of directors present, which will be duly recorded in the minutes.

Compliant |  | Partially compliant |  | Explain |  |

**32.**

Directors should be regularly informed of changes in the shareholder structure and the views of significant shareholders, investors and credit rating agencies on the company and its group.

Compliant |  | Partially compliant |  | Explain |  |

**33.**

The chair, as party responsible for the effective functioning of the board, in addition to exercising the functions attributed under law and the Articles of Association, should prepare and submit to the board a schedule of dates and matters to be discussed; organise and coordinate the regular assessment of the board, and, where appropriate, that of the company's chief executive; be responsible for the management of the board and for the effectiveness of its functioning; ensure that sufficient discussion time is devoted to strategic issues, and agree and review the knowledge update programmes for each director, when the circumstances so advise.

Compliant |  | Partially compliant |  | Explain |  |



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**34.**

When there is a lead director, the Articles of Association or board regulations, in addition to the powers that corresponding under law, they should be attributed with the following powers: chair the board of directors in the absence of the chair and vice-chairs, if any; echo the concerns of non-executive directors; maintain contact with investors and shareholders to gauge their views in order to form an opinion on their concerns, in particular in relation to the corporate governance of the company; and coordinate the succession plan for the chair.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**35.**

The board secretary should strive to ensure specifically that the board's actions and decisions are informed by the governance recommendations of the code of good governance as may be applicable to the company.

Compliant |  | Explain |  |

**36.**

The board in plenary session should conduct an annual assessment, adopting, where necessary, an action plan to correct weaknesses detected in:

- a) The quality and efficiency of the functioning of the board of directors.
- b) The functioning and composition of its committees.
- c) The diversity of board membership and responsibilities.
- d) The performance of the chair of the board of directors and the company's chief executive.
- e) The performance and contribution of individual directors, with particular attention to the chairmen of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee.

Every three years, the board of directors should engage an external consultant to aid in the evaluation process. This consultant's independence should be verified by the appointments committee.

Any business dealings that the consultant or any company of its group has with the company or any company of its group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant |  | Partially compliant |  | Explain |  |

**37.**

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

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

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**38.**

The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**39.**

The members of the audit committee as a whole, and particularly its chair, should be appointed taking into account their knowledge and experience in accounting, auditing and risk management, for financial and non-financial risks.

Compliant |  | Partially compliant |  | Explain |  |

**40.**

Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chair or the chair of the audit committee.

Compliant |  | Partially compliant |  | Explain |  |

**41.**

The head of the unit in charge of the internal audit function should present the annual work plan to the audit committee for approval by the committee or the board, report directly to it on its execution, including any incidents and limitations in terms of its scope that may arise during its implementation, the results and follow-up of its recommendations, and submit an activities report at the end of each year.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |



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**42.**

In addition to those provided for by law, the audit committee should have the following functions:

1. In relation to information and internal control systems:

- a) Oversee and assess the drafting process and the integrity of financial and non-financial information, and the systems for controlling and managing financial and non-financial risks related to the company and, where applicable, the group –including operational, technological, legal, social, environmental, political and reputational or corruption-related risks– reviewing compliance with regulatory requirements, the appropriate demarcation of the scope of consolidation and the correct application of accounting criteria.
- b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or propose to the board approval of the guidelines and annual work plan of the internal audit service, ensuring that it focuses primarily on the main risks (including reputational risk); receive regular report-backs on its activities; and verify that senior executives are acting on the findings and recommendations of its reports.
- c) Establish and oversee a mechanism to enable employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report potentially significant irregularities, including financial and accounting or any other type of irregularities, related to the company that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any event, provide for cases in which communications can be made anonymously, respecting the rights of the whistleblower and the reported party.
- d) Ensure in general that the policies and systems established as regards internal control are effectively applied in practice.

2. Regarding the external auditor:

- a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company reports any change in the external auditor to the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons behind them.
- d) Ensure that the external auditor has a yearly meeting with the board in plenary session to inform it of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Compliant |  | Partially compliant |  | Explain |  |

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**43.**  
The audit committee may call on any company employee or manager to be present at its meeting, even ordering their presence without another senior executive.  
Compliant |  | Partially compliant |  | Explain |

**44.**  
The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.  
Compliant |  | Partially compliant |  | Explain |  | Not applicable |

**45.**  
The risk control and management policy should identify at least:

- a) The different types of financial and non-financial risk (including operational, technological, financial, legal, social, environmental, political and reputational and corruption-related risks) to which the company is exposed, with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) A risk control and management model based on different levels, including a specialised risk committee when the sector regulations so provide, or when the company considers it appropriate.
- c) The level of risk that the company considers acceptable.
- d) The measures in place to mitigate the impact of the identified risks, should they occur.
- e) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.


Compliant |  | Partially compliant |  | Explain |

**46.**  
Companies should establish an internal risk control and management function, performed by one of the company's internal units or departments, and under the direct supervision of the audit committee or, where applicable, some other dedicated board committee. This function should be expressly charged with the following responsibilities:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks to which the company is exposed are correctly identified, managed and quantified.
- b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems are mitigating risks effectively within the framework of the policy defined by the board of directors.

Compliant |  | Partially compliant |  | Explain |

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**47.**  
Appointees of the appointments and remuneration committee – or of the appointments committee and the remuneration committee, if they are separate – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge and the majority of their members should be independent directors.  
Compliant |  | Partially compliant |  | Explain |

**48.**  
Large cap companies should have a separate appointments committee and remuneration committee.  
Compliant |  | Explain |  | Not applicable |

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The Company did not consider it advisable to have a separate Appointments Committee and a Remuneration Committee for the following reasons:  
- Due to the small size of the Board (comprising 12 members, with one of them an executive director) compared with other highly capitalised companies.  
- Also, it is considered that a single committee can fully comply with all the functions that the law and the recommendations attribute to two separate committees.

**49.**  
The appointments committee should consult with the company's chair and chief executive, especially on matters relating to executive directors.  
When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.  
Compliant |  | Partially compliant |  | Explain |

**50.**  
The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior executive contracts.
- b) Monitor compliance with the remuneration policy set by the company.
- c) Periodically review the remuneration policy for directors and senior executives, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior executives in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice the committee engages.
- e) Verify the information on the remuneration of the directors and senior executives contained in the various corporate documents, including the annual directors' remuneration report.

Compliant |  | Partially compliant |  | Explain |

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**51.**

The remuneration committee should consult with the company's chair and chief executive, especially on matters relating to executive directors and senior executives.

Compliant |  | Partially compliant |  | Explain |  |

**52.**

The rules governing the composition and functioning of supervision and control committees should be in the Board Regulations and should be consistent with those governing legally mandatory board committees as specified in the previous recommendations. They should include at least the following terms:

- a) Committees should be formed exclusively by non-executive directors, with a majority of independent directors.
- b) Committees should be chaired by an independent director.
- c) The board should appoint the members of such committees having regard to the knowledge, skills and experience of its directors and remit of each committee and discuss their proposals and reports, and the committees should report the business transacted and account for the work performed at the first plenary session of the board following each committee meeting.
- d) Committees may engage external advisors, when they feel this is necessary for the discharge of their duties.
- e) Meetings should be recorded in minutes and a copy made available to all board members.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**53.**

The oversight of compliance with the Company's environmental, social and corporate governance policies and rules, and the internal codes of conduct, should be attributed to one or a number of board committees that may be the audit committee, appointments committee, committee specialising in sustainability or corporate social responsibility or another specialised committee that the board of directors, in the exercise of its self-organisation powers, has decided to establish. And this committee should be composed solely of non-executive directors, the majority of whom should be independent, and should be specifically assigned the minimum functions indicated in the following recommendation.

Compliant |  | Partially compliant |  | Explain |  |



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**54.**

The minimum functions referred to in the above recommendation are as follows:

- a) Monitor compliance with corporate governance rules and the company's internal codes of conduct, ensuring that the corporate culture is in line with its purpose and values.
- b) Supervision of the application of the general policy regarding the communication of economic and financial, non-financial and corporate information, and communication with shareholders and investors, voting advisors and other stakeholders. It will also oversee the way in which the Company communicates and relates to small- and medium-sized shareholders.
- c) Regularly evaluate and review the Company's corporate governance system and its policy on environmental and social matters to ensure that it fulfils its mission of promoting the corporate interest and takes into account, as appropriate, the legitimate interests of other stakeholders.
- d) Oversee that the Company's environmental and social practices are in line with the strategy and policy established.
- e) Monitor and evaluate the company's interaction with its stakeholders.

Compliant |  | Partially compliant |  | Explain |  |

**55.**

The sustainability policies regarding environmental and social matters should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, customers, suppliers, social issues, environment, diversity, tax liability, respect for human rights and prevention of corruption and other illegal conduct.
- b) The methods or systems for monitoring compliance with the policies, the associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including those matters related to ethics and business conduct.
- d) The channels for stakeholder communication, participation and dialogue.
- e) Responsible communication practices that prevent the manipulation of information and protect the company's integrity and honour.

Compliant |  | Partially compliant |  | Explain |  |

**56.**

Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Compliant |  | Explain |  |

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**57.**

Variable remuneration linked to the company's profit and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated based on share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**58.**

In the case of variable remuneration, remuneration policies should include limits and technical safeguards to ensure such remuneration reflects the professional performance of the beneficiaries and not simply the general performance of the markets or the company's sector or other similar circumstances.

In particular, variable components of remuneration should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**59.**

The payment of the variable components of remuneration should be subject to sufficient verification that the performance or other conditions previously established have been effectively fulfilled. Companies must include the criteria for the time required and methods for such verification in the annual directors' remuneration report, depending on the nature and characteristics of each variable component.

In addition, companies should consider establishing a malus clause based on the deferral for a sufficient period of time of the payment of a portion of the variable components, entailing their total or partial loss in the event that some event occurs prior to the time of payment that makes it advisable to do so.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |



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**60.**

In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**61.**

A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

**62.**

Once the shares, options or financial instruments corresponding to the remuneration systems have been assigned, executive directors should not be able to transfer their ownership or exercise these options until a period of at least three years has elapsed.

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

This will not apply to shares that the director needs to dispose of to meet the costs related to their acquisition or, subject to the favourable opinion of the appointments and remuneration committee, to meet extraordinary situations that require it.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

The CEO is obliged to retain ownership of the shares received as annual variable remuneration for each financial year for at least five years. All of this is included in the 2022-2024 Directors' Remuneration Policy, the CEO's contract and the 2023 Annual Directors' Remuneration Report, approved by the Board at the meeting held on 27 February 2024; this recommendation is, therefore, fulfilled as regards the minimum period of three years included in it in respect of the annual variable remuneration. However, as regards the multi-annual variable remuneration plan, which has a total duration of 6 years, given the broad duration of that Plan, no additional commitment has been established to maintain ownership of the shares beyond that period.

**63.**

Contractual arrangements should include a clause that allows the company to reclaim variable components of remuneration when payment is not based on the director's actual performance or based on data subsequently found to be inaccurate.

Compliant |  | Partially compliant |  | Explain |  | Not applicable |  |

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**64.**

Payments due to termination of the contract should not exceed an amount equivalent to two years of the total annual remuneration and should not be paid until the company has been able to verify that the director has complied with the criteria or conditions established to receive payment.

Regarding this recommendation, payments due to contractual termination will include any payments that are accrued or where the payment obligation arises as a result of, or in connection with, the termination of the contractual relationship between the director and the company, including amounts not previously consolidated from long-term savings schemes and amounts paid under post-contractual non-competition agreements.

Compliant |  | Partially compliant | | Explain | | Not applicable | |

Indicate whether any directors voted against or abstained from voting on the approval of this Report.

| | Yes  
|  | No

I declare that the data included in this statistical annex coincide and are consistent with the descriptions and data included in the annual corporate governance report published by the company.

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### CBG Recommendations

3.2	<b>Recommendation 1:</b> the Articles of Association of listed companies do not limit the maximum number of votes that a single shareholder may cast, nor do they contain other restrictions that make it difficult to take control of the Company by acquiring its shares in the market.
2.1	<b>Recommendation 2:</b> when the listed company is controlled, as defined in section 42 of the Commercial Code, by another company, whether listed or not, and has, directly or through its subsidiaries, business relations with this company or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of these companies, it should publicly disclose the following in a precise manner: (a) the respective areas of activity and any business relationship between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries, and, on the other hand, the parent or its subsidiaries and (b) the mechanisms envisaged to resolve any conflicts of interest that may arise.
3.1	<b>Recommendation 3:</b> when the Ordinary General Meetings are held, in addition to the written dissemination of the Annual Corporate Governance Report, the Chairman of the Board verbally informs the shareholders, in sufficient detail, of the most relevant aspects of the corporate governance of the company and, in particular: a) the changes that have occurred since the previous general meeting and b) the specific reasons why the company does not follow certain recommendations of the corporate governance code and the alternative rules applied in this connection, should any exist.
3.4	<b>Recommendation 4:</b> the company should draw up and implement a policy of communication and contact with shareholders and institutional investors in the context of their involvement in the company, and with proxy advisors that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be published on the company's website, complete with details of how it has been put into practice and the identities of the relevant contacts or those charged with its implementation. Without prejudice to the legal obligations regarding the dissemination of inside information and other types of regulated information, the Company should also have a general policy regarding the communication of financial, non-financial and corporate information through the channels it considers appropriate (media, social networks or other channels) that contributes to maximising the dissemination and quality of the information available to the market, investors and other stakeholders.
2.1	<b>Recommendation 5:</b> the Board should not put forward a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emption rights for an amount exceeding 20% of the share capital at the time of the delegation. And when a board approves the issuance of shares or convertible securities without pre-emption rights, the company should immediately post a report on its website explaining the exclusion as envisaged in commercial law.
3.3	<b>Recommendation 6:</b> listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the general meeting, even if their distribution is not obligatory: a) report on the independence of the auditor, b) reports on the functioning of the audit and appointments and remuneration committees and c) audit committee report on related-party transactions.

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3.3	<b>Recommendation 7:</b> the company should broadcast its general meetings live on the corporate website. And the company should have mechanisms that allow the delegation and exercise of votes by remote means and even, in the case of large cap companies and to the extent proportionate, attendance and active participation in the general meeting.
5.1	<b>Recommendation 8:</b> the audit committee should ensure that the financial statements submitted by the board of directors at the general meeting are prepared in accordance with accounting regulations. And in those cases where the auditor has included a qualification in their auditor's report, the chair of the audit committee should clearly explain the audit committee's opinion on its content and scope at the general meeting, making a summary of this opinion, along with any other proposals and reports of the board, available to shareholders when the call notice for the meeting is published.
3.3	<b>Recommendation 9:</b> the company should disclose its requirements and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website. These requirements and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.
3.3	<b>Recommendation 10:</b> when a shareholder entitled to do so has exercised, prior to the general meeting, the right to supplement the agenda or to submit new proposed agreements, the company should: a) immediately disseminate those supplementary items and new proposed agreements, b) make public the model attendance card or proxy or remote voting form with the necessary modifications so that the new items on the agenda and alternative proposed agreements may be voted on in the same terms as those proposed by the board of directors, and c) submit all such items or alternative proposals to a vote and applies the same voting rules to them as to those formulated by the board of directors, (d) after the general meeting, communicate the breakdown of the vote on such supplementary items or alternative proposals.
N/A	<b>Recommendation 11:</b> if the Company plans to pay premiums to shareholders for attending the general meeting, it establishes a general policy on these premiums in advance and establishes that this policy is stable.
4.1 4.2	<b>Recommendation 12:</b> the Board should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value. In pursuit of the corporate interest, in addition to respect for laws and regulations and conduct based on good faith, ethics and respect for commonly accepted uses and good practices, it reconciles the corporate interest with, as appropriate, the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, and the impact of the Company's activities on the community as a whole and on the environment.

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4.1	<b>Recommendation 13:</b> the Board should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.
4.1	<b>Recommendation 14:</b> the Board should approve a director selection policy aimed at promoting an appropriate composition of the board and that: a) is specific and verifiable; b) ensures that proposals for appointment or re-election are based on a prior analysis of the powers required by the Board; and c) promotes the diversity of knowledge, experience, age and gender. For this purpose, measures that encourage the Company to have a significant number of female senior executives are considered to favour gender diversity. The results of the prior analysis of the board's required competencies should be written up in the appointments committee's explanatory report that is published when the general meeting is convened that will ratify the appointment and re-election of each director. The appointments committee should annually verify compliance with this policy and set out its findings in the annual corporate governance report.
4.1	<b>Recommendation 15:</b> proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum necessary, bearing in mind the complexity of the corporate group and the ownership interests they control. And the number of female directors should account for at least 40 % of the board members by the end of 2022 and subsequent years, and not be less than 30 % prior to that date.
4.1	<b>Recommendation 16:</b> the percentage of proprietary directors out of all non-executive directors should be no greater than the proportion of the capital represented on the board by these directors to the remainder of the company's capital. This criterion may be relaxed: a) in large cap companies in which there are few shareholdings that are legally considered significant and b) in companies with a plurality of shareholders represented on the board but not otherwise related.
4.1	<b>Recommendation 17:</b> the number of independent directors should represent at least half of all board members. However, when the company does not have a large market capitalisation, or when a large cap company has a shareholder or multiple shareholders acting in concert controlling over 30 % of the share capital, independent directors should represent at least one third of the total number of directors.
3.3	<b>Recommendation 18:</b> companies should post the following director particulars on their websites, and keep them permanently updated: a) professional experience and background; b) directorships held in other companies, listed or otherwise, and other remunerated activities they engage in, of whatever nature; c) an indication of the director category to which they belong, in the case of proprietary directors indicating the shareholder they represent or with which the director has; d) the date of their first appointments as a company director, and subsequent re-elections; and e) shares held in the company and any options on these shares.
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4.1	<b>Recommendation 19:</b> following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3% of capital and explain any rejection of a formal request for a board place from shareholders whose ownership interest is equal to or greater than that of others applying successfully for a proprietary directorship.
4.2	<b>Recommendation 20:</b> proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If the shareholders reduce their ownership interest, and therefore lose some of their entitlement to proprietary directors, the number of proprietary directors should be reduced accordingly.
4.2	<b>Recommendation 21:</b> the Board should not propose the removal of any independent director before the end of the term in the Articles of Association for which they were appointed, unless the board considers there is just cause to do so, subject to a report by the appointments committee. In particular, just cause will be presumed when directors take up new posts or responsibilities that prevent them from allocating sufficient time to discharge the duties of director, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent, in accordance with that in applicable law. The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided the changes in board membership ensue from the proportionality criterion in Recommendation No. 16.
4.5.2	<b>Recommendation 22:</b> companies should establish rules obliging directors to inform the board and, where appropriate, resign when situations affecting them arise, whether or not related to their performance in the company itself, which could damage the credibility and reputation of the company. In particular, they should be obliged to inform the board of directors of any criminal charges brought against them and the progress of any proceedings. And, having been informed or having otherwise become aware of any of the situations mentioned in the previous paragraph, the board should examine the case as soon as possible and, in view of the specific circumstances, decide, following a report from the appointments and remuneration committee, whether or not to adopt any measure, such as opening an internal investigation, requesting the resignation of the director or proposing their removal. And this should be disclosed in the annual corporate governance, unless there are special circumstances that justify it, which should be recorded in the minutes. This is without prejudice to the information that the company must disclose, if appropriate, when the corresponding measures are adopted.
4.2	<b>Recommendation 23:</b> all directors should express clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independent and other directors unaffected by the conflict of interest should challenge any decision that could go against the interests of shareholders lacking board representation. When the board makes material or reiterated decisions about which a director has expressed serious reservations, then they must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation. The terms of this recommendation also apply to the secretary to the Board, even if they are not a director.

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4.5.2	<b>Recommendation 24:</b> when, either by resignation or by agreement of the general meeting, a director leaves office before the end of their term, they should give sufficient explanation of the reasons for their resignation or, in the case of non-executive directors, their opinion on the reasons for the removal by the shareholders at the meeting, in a letter to be sent to all board members. And, without prejudice to the disclosure of all of the above in the annual corporate governance report, to the extent that it is relevant to investors, the company should publish the resignation as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.
5.2	<b>Recommendation 25:</b> the appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively. And the Board Regulations should establish the maximum number of company boards on which directors may serve.
4.2	<b>Recommendation 26:</b> the board should meet with the frequency necessary to properly perform its functions, at least eight times a year, in accordance with a schedule of dates and agendas set at the beginning of the year, to which each director may propose the addition of initially unscheduled items to the agenda.
4.2	<b>Recommendation 27:</b> director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.
4.2	<b>Recommendation 28:</b> when directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.
4.2	<b>Recommendation 29:</b> the company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.
4.2	<b>Recommendation 30:</b> regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.
4.2	<b>Recommendation 31:</b> the agendas of board meetings should clearly indicate the items on which the board of directors must adopt a decision or approve an agreement, so they can study the matter beforehand or gather together the material they need. For reasons of urgency, the chair may wish to present decisions or agreements for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent of the majority of directors present, which will be duly recorded in the minutes.
4.2	<b>Recommendation 32:</b> directors should be regularly informed of changes in the shareholder structure and the views of significant shareholders, investors and credit rating agencies on the company and its group.

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4.2	<b>Recommendation 33:</b> the chair, as party responsible for the effective functioning of the board, in addition to exercising the functions attributed under the law and the Articles of Association, should prepare and submit to the board a schedule of dates and matters to be discussed; organise and coordinate the regular assessment of the board, and, where appropriate, that of the company's chief executive; be responsible for the management of the board and for the effectiveness of its functioning; ensure that sufficient discussion time is devoted to strategic issues, and agree and review the knowledge update programmes for each director, when the circumstances so advise.
4.5.3	<b>Recommendation 34:</b> when there is a lead director, the Articles of Association or board regulations, in addition to the powers that corresponding under law, they should be attributed with the following powers: chair the board of directors in the absence of the chair and vice-chairs, if any; echo the concerns of non-executive directors; maintain contact with investors and shareholders to gauge their views in order to form an opinion on their concerns, in particular in relation to the corporate governance of the company; and coordinate the succession plan for the chair.
4.1	<b>Recommendation 35:</b> the Board secretary should strive to ensure specifically that the board's actions and decisions are informed by the governance recommendations of the code of good governance as may be applicable to the company.
6	<b>Recommendation 36:</b> the board in plenary session should conduct an annual assessment, adopting, where necessary, an action plan to correct weaknesses detected in: a) the quality and efficiency of the functioning of the board of directors; b) the functioning and composition of its committees; c) the diversity of board membership and competences; d) the performance of the chair of the board of directors and the company's chief executive; e) the performance and contribution of individual directors, with particular attention to the chairmen of board committees. The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee. Every three years, the board of directors should engage an external consultant to aid in the evaluation process. This consultant's independence should be verified by the appointments committee. Any business dealings that the consultant or any company of its group has with the company or any company of its group should be detailed in the annual corporate governance report. The process followed and areas evaluated should be detailed in the annual corporate governance report.
N/A	<b>Recommendation 37:</b> when there is an executive committee, at least two non-executive directors should sit on this committee, at least one of whom should be independent; and its secretary should be the secretary to the board.
N/A	<b>Recommendation 38:</b> the board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.
5.1	<b>Recommendation 39:</b> the members of the audit committee as a whole, and particularly its chair, should be appointed taking into account their knowledge and experience in accounting, auditing and risk management, for financial and non-financial risks.

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5.1	<b>Recommendation 40:</b> listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chair or the chair of the audit committee.
5.1	<b>Recommendation 41:</b> the head of the unit in charge of the internal audit function should present the annual work plan to the audit committee for approval by the committee or the board, report directly to it on its execution, including any incidents and limitations in terms of its scope that may arise during its implementation, the results and follow-up of its recommendations, and submit an activities report at the end of each year.
5.1	<b>Recommendation 42:</b> in addition to those provided for by law, the audit committee should have the following functions: 1. In relation to information and internal control systems: a) oversee and assess the drafting process and the integrity of financial and non-financial information, and the systems for controlling and managing financial and non-financial risks related to the company and, where applicable, the group –including operational, technological, legal, social, environmental, political and reputational or corruption-related risks– reviewing compliance with regulatory requirements, the appropriate demarcation of the scope of consolidation and the correct application of accounting criteria. b) monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or propose to the board approval of the guidelines and annual work plan of the internal audit service, ensuring that it focuses primarily on the main risks (including reputational risk); receive regular report-backs on its activities; and verify that senior executives are acting on the findings and recommendations of its reports. c) establish and oversee a mechanism to enable employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report potentially significant irregularities, including financial and accounting or any other type of irregularities, related to the Company that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any event, provide for cases in which communications can be made anonymously, respecting the rights of the whistleblower and the reported party; d) ensure in general that the policies and systems established as regards internal control are effectively applied in practice. 2. Regarding the external auditor: a) investigate the issues giving rise to the resignation of the external auditor, should this come about; b) Ensure that the remuneration of the external auditor does not compromise its quality or independence; c) ensure that the company reports any change in the external auditor to the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons behind them; d) ensure that the external auditor has a yearly meeting with the board in plenary session to inform it of the work undertaken and developments in the company's risk and accounting positions; e) ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.
5.1	<b>Recommendation 43:</b> the audit committee may call on any company employee or manager to be present at its meeting, even ordering their presence without another senior executive.
5.1	<b>Recommendation 44:</b> the audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

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### CBG Recommendations

9.2	<b>Recommendation 45:</b> the risk control and management policy should identify at least: a) the different types of financial and non-financial risk (including operational, technological, financial, legal, social, environmental, political and reputational and corruption-related risks) to which the company is exposed, with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks; b) risk control and management model based on different levels, including a specialised risk committee when the sector regulations so provide, or when the company considers it appropriate; c) the level of risk that the company considers acceptable; d) the measures in place to mitigate the impact of the identified risks, should they occur; e) the internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.
9.2	<b>Recommendation 46:</b> companies should establish an internal risk control and management function, performed by one of the company's internal units or departments, and under the direct supervision of the audit committee or, where applicable, some other dedicated board committee. This function should be expressly charged with the following responsibilities: a) ensure that risk control and management systems are functioning correctly and, specifically, that major risks to which the company is exposed are correctly identified, managed and quantified; b) participate actively in the preparation of risk strategies and in key decisions about their management; c) ensure that risk control and management systems are mitigating risks effectively within the framework of the policy defined by the board of directors.
5.2	<b>Recommendation 47:</b> appointees of the appointments and remuneration committee — or of the appointments committee and the remuneration committee, if they are separate — should have the right balance of knowledge, skills and experience for the functions they are called on to discharge and the majority of their members should be independent directors.
N/A	<b>Recommendation 48:</b> large cap companies should have a separate appointments committee and remuneration committee.
5.2	<b>Recommendation 49:</b> the appointments committee should consult with the company's chair and chief executive, especially on matters relating to executive directors. When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.
5.2	<b>Recommendation 50:</b> the remuneration committee should operate independently and have the following functions in addition to those assigned by law: a) propose to the board the standard conditions for senior executive contracts; b) monitor compliance with the remuneration policy set by the company; c) periodically review the remuneration policy for directors and senior executives, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior executives in the company; d) ensure that conflicts of interest do not undermine the independence of any external advice the committee engages; e) verify the information on the remuneration of the directors and senior executives contained in the various corporate documents, including the annual directors' remuneration report.
5.2	<b>Recommendation 51:</b> the remuneration committee should consult with the company's chair and chief executive, especially on matters relating to executive directors and senior executives.

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4.1	<b>Recommendation 52:</b> the rules governing the composition and functioning of supervision and control committees should be in the Board Regulations and should be consistent with those governing legally mandatory board committees as specified in the previous recommendations. They should include at least the following terms: a) committees should be formed exclusively by non-executive directors, with a majority of independent directors; b) committees should be chaired by independent directors; c) the board should appoint the members of such committees having regard to the knowledge, skills and experience of its directors and remit of each committee and discuss their proposals and reports; and the committees should report the business transacted and account for the work performed at the first plenary session of the board following each committee meeting; d) committees may engage external advisors, when they feel this is necessary for the discharge of their duties; e) meetings should be recorded in minutes and a copy made available to all board members.
5.3	<b>Recommendation 53:</b> the oversight of compliance with the Company's environmental, social and corporate governance policies and rules, and the internal codes of conduct, should be attributed to one or a number of board committees that may be the audit committee, appointments committee, committee specialising in sustainability or corporate social responsibility or another specialised committee that the board of directors, in the exercise of its self-organisation powers, has decided to establish. And this committee should be composed solely of non-executive directors, the majority of whom should be independent, and should be specifically assigned the minimum functions indicated in the following recommendation.
5.3	<b>Recommendation 54:</b> the minimum functions referred to in the above recommendation are as follows: a) monitor compliance with corporate governance rules and the company's internal codes of conduct, ensuring that the corporate culture is in line with its purpose and values; b) supervise the application of the general policy regarding the communication of economic and financial, non-financial and corporate information, and communication with shareholders and investors, voting advisors and other stakeholders. It will also oversee the way in which the Company communicates and relates to small- and medium-sized shareholders; c) regularly evaluate and review the Company's corporate governance system and its policy on environmental and social matters to ensure that it fulfils its mission of promoting the corporate interest and takes into account, as appropriate, the legitimate interests of other stakeholders; d) oversee that the Company's environmental and social practices are in line with the strategy and policy established; e) monitor and evaluate the company's interaction with its stakeholders.
5.3	<b>Recommendation 55:</b> the sustainability policies regarding environmental and social matters should identify and include at least: a) the principles, commitments, objectives and strategy regarding shareholders, employees, customers, suppliers, social issues, environment, diversity, tax liability, respect for human rights and prevention of corruption and other illegal conduct; b) the methods or systems for monitoring compliance with policies, associated risks and their management; c) the mechanisms for supervising non-financial risk, including those matters related to ethics and business conduct. d) the channels for stakeholder communication, participation and dialogue; e) responsible communication practices that prevent the manipulation of information and protect the company's integrity and honour.

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### CBG Recommendations

4.6	<b>Recommendation 56:</b> director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.
4.6	<b>Recommendation 57:</b> variable remuneration linked to the company's profit and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated based on share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors. The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.
4.6	<b>Recommendation 58:</b> in the case of variable remuneration, remuneration policies should include limits and technical safeguards to ensure such remuneration reflects the professional performance of the beneficiaries and not simply the general performance of the markets or the company's sector or other similar circumstances. In particular, variable components of remuneration should meet the following conditions: a) be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome; b) promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies; c) be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.
4.6	<b>Recommendation 59:</b> the payment of the variable components of remuneration should be subject to sufficient verification that the performance or other conditions previously established have been effectively fulfilled. Companies must include in the annual directors' remuneration report the criteria as to the time required and methods for such verification depending on the nature and characteristics of each variable component. In addition, companies should consider establishing a malus clause based on the deferral for a sufficient period of time of the payment of a portion of the variable components, entailing their total or partial loss in the event that some event occurs prior to the time of payment that makes it advisable to do so.
4.6	<b>Recommendation 60:</b> in the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.
4.6	<b>Recommendation 61:</b> a major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

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4.6	<b>Recommendation 62:</b> once the shares, options or financial instruments corresponding to the remuneration systems have been assigned, executive directors should not be able to transfer their ownership or exercise these options until a period of at least three years has elapsed. An exception is made in the case where the director has, at the time of the transfer or exercise, a net economic exposure to the change in the share price for a market value equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments. This will not apply to shares that the director needs to dispose of to meet the costs related to their acquisition or, subject to the favourable opinion of the appointments and remuneration committee, to meet extraordinary situations that require it.
4.6	<b>Recommendation 63:</b> contractual arrangements should include a clause that allows the company to reclaim variable components of remuneration when payment is not based on the director's actual performance or based on data subsequently found to be inaccurate.
4.6	<b>Recommendation 64:</b> payments due to termination of the contract should not exceed an amount equivalent to two years of the total annual remuneration and should not be paid until the company has been able to verify that the director has complied with the criteria or conditions established to receive payment. Regarding this recommendation, payments due to contractual termination will include any payments that are accrued or where the payment obligation arises as a result of, or in connection with, the termination of the contractual relationship between the director and the company, including amounts not previously consolidated from long-term savings schemes and amounts paid under post-contractual non-competition agreements.

This Annual Corporate Governance Report was approved by the Company's Board at its meeting on:

| 27.02.2024 |

Indicate whether any directors voted against or abstained from voting on the approval of this Report.

No | X | Yes | |



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**Independent Assurance Report on the "Information Regarding Internal Control over Financial Reporting (ICFR) System"**

REDEIA CORPORACIÓN, S.A.



Ernst & Young, S.L.  
C/ Raimundo Fernández Villaverde, 65  
28003 Madrid

Tel: 902 365 456  
Fax: 915 727 238  
ey.com

**INDEPENDENT ASSURANCE REPORT ON THE "INFORMATION REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM"**

Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Shareholders of REDEIA CORPORACIÓN, S.A.

**Scope**

In accordance with your request, we have carried out a reasonable assurance engagement to report on design and effectiveness of the Internal Control over Financial Reporting (ICFR) system of REDEIA CORPORACIÓN, S.A. and its subsidiaries (the Group) and on the description included in the Section F of the Annual Corporate Governance Report for the year ended December 31, 2023. This system is based on the criteria and policies defined by the Directors of REDEIA CORPORACIÓN, S.A. and in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report.

An internal control over financial reporting system is a process designed to provide reasonable assurance on the reliability of financial information in accordance with the accounting principles and standards applicable to it. A system of internal control over financial reporting includes policies and procedures that: (i) enable the records reflecting the transactions performed to be kept accurately and with a reasonable level of detail, (ii) guarantee that these transactions are performed only in accordance with the authorizations established; (iii) provide reasonable assurance that transactions are recognized appropriately to enable the preparation of the financial information in accordance with the accounting principles and standards applicable to it; and (iv) provide reasonable assurance in relation to the prevention or timely detection of unauthorized acquisition, use or sale of the company's assets that could have a material effect on the financial information.

**Inherent limitations**

Given the inherent limitations of any Internal Control System over Financial Reporting, regardless of the quality of its design and operation, it can only allow reasonable, but not absolute, security in relation to the objectives it pursues, so that errors, irregularities or fraud may occur that may not be detected. On the other hand, the projection of the internal control assessment into future periods is subject to risks, such as that internal control may become inadequate as a result of future changes in applicable conditions, or that the level of compliance with established policies or procedures may be reduced in the future.

**Directors' responsibility**

The Directors of REDEIA CORPORACIÓN, S.A. are responsible for adopting the appropriate measures to reasonably guarantee the implementation, maintenance and supervision of an adequate Internal Control System over Financial Information, as well as the evaluation of its effectiveness, the development of improvements to said system and the preparation and establishment of the content of the information related to the ICFR attached.

Domicilio Social: Calle de Raimundo Fernández Villaverde, 65, 28003 Madrid - inscrita en el Registro Mercantil de Madrid, tomo 9.364 general, B.130 de la sección 3ª del Libro de Socios, folio 68, hoja nº 87.690-1, inscripción 1ª. C.I.F. B-78970506.  
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**Our responsibility**

Our responsibility is to express an opinion on the design, effectiveness and description of the Internal Control System over Financial Reporting based on the work performed by us and on the evidence we have obtained.

We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information (ISAE 3000), issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

Reasonable assurance work includes understanding the Internal Control System over Financial Reporting, assessing the risk that there may be material internal control weaknesses, that controls are not adequately designed or operating effectively, and conducting tests and evaluations on the design and effective implementation of the system, which are based on our professional judgment, and the performance of such other procedures as may be deemed necessary.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our opinion.

**Our independence and quality management**


We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants and have the required competencies and experience to conduct this assurance engagement.

EY also applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Other issues**

This report can under no circumstances be considered an audit report carried out in accordance with prevailing audit regulations in Spain. This question does not change our opinion.

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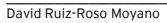
**Opinion**

In our opinion, as of December 31, 2023, the Group maintained, in all material respects, an effective Internal Control over Financial Reporting (ICFR) based on the criteria and policies defined by the Directors of REDEIA CORPORACIÓN, S.A. and in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report.

In addition, the description of the SCIIF included in Section F of the Group's Annual Corporate Governance Report as of December 31, 2023 has been prepared, in all material respects, in accordance with the requirements established in article 540 of the Corporate Enterprises Act and with Circular 5/2013 of the Spanish National Securities Market Commission (CNMV) dated June 12, 2013 and amendments the most recent being CNMV Circular 3/2021, of September 28, for the purposes of the description of the ICFR in the Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

(Signed in the original version in Spanish)

  
 David Ruiz-Roso Moyano

February 27, 2024

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## External auditor's report

continued

Published by

**Redeia**  
Paseo del Conde  
de los Gaitanes, 177  
28109 Alcobendas  
(Madrid) - Spain  
[www.redeia.com/en](http://www.redeia.com/en)

Graphic Design  
and Layout

dis\_ñ  
[estudio@dis-n.es](mailto:estudio@dis-n.es)



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Valuing the essentials

