

# GOOD GOVERNANCE MODEL

The shareholders acting at the General Shareholders' Meeting are the sovereign governance body of the company.

Pursuant to article 26 of the By-Laws, management of the Company is vested in a Board of Directors, its Executive Committee and, as resolved by the Board of Directors, a Chief Executive Officer. The Board of Directors consists of 15 directors and has three advisory committees:

- The Audit and Compliance Committee (consisting of an independent director, who acts as chairman, and two proprietary directors).
- The Nominating and Compensation Committee (made up of two independent directors, one of whom acts as chairman, and a proprietary director).
- The Related-Party Transactions Committee (consisting of two independent directors, one of whom holds the office of chairman, and an executive director).

The activities of the Board of Directors focus on the governance of the group and on mapping out the general strategy, policies and guidelines, as well as on oversight and consideration of particularly

important matters. The Management Team, either directly or through the appropriate committees, is charged with the organization of the group and the implementation, coordination and dissemination of the general strategies and guidelines. Each of the businesses is responsible for its effective management and stewardship through its own governance bodies.

Iberdrola Renovables headquarters (Valencia)



Name	Position	Nature of the position
Mr. José Ignacio Sánchez Galán	Chairman	Proprietary
Mr. Xabier Viteri Solaun	Chief Executive Officer	Executive
Ms. María Helena Antolín Raybaud	Director	Independent
Mr. Alberto Cortina Koplowitz	Director	Proprietary
Mr. Luis Chicharro Ortega	Director	Independent
Mr. Carlos Egea Krauel	Director	Proprietary
Mr. Julio Feroso García	Director	Proprietary
Mr. Santiago Martínez Garrido	Director	Proprietary
Ms. María Dolores Herrera Pereda	Director	Proprietary
Mr. Santiago Martínez Lage	Director	Independent
Mr. Manuel Moreu Munaiz	Director	Independent
Mr. José Luis San-Pedro Guerenabarrena	Director	Proprietary
Mr. Javier Sánchez-Ramade Moreno	Director	Proprietary
Mr. José Sainz Armada	Director	Proprietary
Mr. Álvaro Videgain Muro	Director	Independent
Ms. Ana Isabel Buitrago Montoro	General Secretary and Secretary of the Board (not a Director)	
Ms. Regina Reyes Gallur	Vice-Secretary (not a Director) and Legal Counsel	

## Good governance principles and recommendations

As a result of the admission to trading of its shares on Spanish Securities Exchanges in December 2007, in November and December 2007, and throughout 2008, IBERDROLA RENOVABLES redesigned its Corporate Governance structure to bring it into line with most internationally recognized good governance principles and recommendations and, in particular, with those set out in the Unified Good Governance Code, approved by the Securities Market Commission [Comisión Nacional del Mercado de Valores] (CUBG). IBERDROLA RENOVABLES is committed to an effort to continually update and improve its internal good governance regulations and practices. Also worth noting is the approval in 2008 of its own set of risk control and management policies, as well as the related limits and indicators. In line with recommendation 50 of the CUBG, the Company has implemented a channel for communication with the Audit and Compliance Committee, with a view to establishing a mechanism that will allow employees to report financial and accounting irregularities on a confidential basis.