

Annual Corporate  
Governance Report  
2008



 IBERDROLA  
RENOVABLES



**IBERDROLA  
RENOVABLES**



## 2008 Annual Corporate Governance Report

(In accordance with the form required by National Securities Market Commission Communication 4/2007, of December 27)



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Annual Corporate Governance Report 2008

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# ANNUAL CORPORATE GOVERNANCE REPORT PUBLIC LIMITED COMPANIES MODEL

## ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

For a better understanding of this specimen report and completion hereof, it is necessary to read the instructions on how to complete it included at the end of this report.

Tax ID or YESmilar code or number (NIF, CIF)	Other information
A-83028035	

## A. OWNERSHIP STRUCTURE OF THE COMPANY

A.1. Complete the following table about the share capital of the Company:

Date of last change	Share capital (€)	Number of shares	Number of voting rights
12/12/2007	2,112,032,450	4,224,064,900	4,224,064,900

State whether there are different classes of shares with different rights attaching thereto:

YES	NO
	X

A.2. Breakdown of direct and indirect holders of significant shareholdings in the Company as of the end of the fiscal year, excluding directors:

Individual or corporate name of shareholder	Number of direct voting rights	Number of indirect voting rights (*)	% of total Voting Rights
IBERDROLA, S.A.	3,379,251,920	0	80%

Indicate the most significant changes in the shareholding structure that have occurred during the fiscal year

**A.3. Complete the following tables about members of the Board of Directors of the Company who have voting rights attaching to shares of the Company:**

Individual or corporate name of director	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	1,277,672	6,813	0.030
MR. XABIER VITERI SOLAUN	151,433	2,878	0.004
MR. ALBERTO CORTINA KOPLOWITZ	30,000	0	0.001
MR. CARLOS EGEA KRAUEL	0	0	0.000
MR. JAVIER SÁNCHEZ-RAMADE MORENO	0	0	0.000
MR. JOSÉ LUIS SAN- PEDRO GUERENABARRENA	0	100,000	0.002
MR. JOSÉ SAINZ ARMADA	4,527	7,352	0.000
MR. JUAN PEDRO HERNÁNDEZ MOLTÓ	0	0	0.000
MR. JULIO FERMOSE GARCÍA	0	0	0.000
MR. LUIS CHICHARRO ORTEGA	11,403	0	0.000
MR. MANUEL MOREU MUNAIZ	11,073	11,073	0.001
MR. MARCOS FERNANDEZ FERMOSELLE	143,333	0	0.003
MS. MARÍA HELENA ANTOLÍN RAYBAUD	0	1,200	0.000
MR. SANTIAGO MARTÍNEZ LAGE	134,807	0	0.003
MR. ÁLVARO VIDEGAIN MURO	10,754	1,142	0.000

**(\*) Through:**

Individual or corporate name of indirect shareholder	Individual or corporate name of direct shareholder	Number of direct voting rights	% of total voting rights
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	MS. MARÍA INMACULADA SÁNCHEZ GALÁN GARCÍA-TABERNERO	2,664	0.000
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	MR. JOSÉ IGNACIO SÁNCHEZ GALÁN GARCÍA-TABERNERO	1,383	0.000
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	MR. PABLO SÁNCHEZ GALÁN GARCÍA-TABERNERO	1,383	0.000
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	MS. TERESA SÁNCHEZ GALÁN GARCÍA-TABERNERO	1,383	0.000
MR. XABIER VITERI SOLAUN	MS. ESPERANZA BELZA ANGULO	1,439	0.000
MR. XABIER VITERI SOLAUN	MS. ANE VITERI BELZA	1,439	0.000
MR. LUIS CHICHARRO ORTEGA	J. GARNIVI, S.L.	100,000	0.002
MR. JULIO FERMOSE GARCÍA	MS. MARÍA ISABEL GONZALEZ INGELMO	7,352	0.000
MR. MANUEL MOREU MUNAIZ	MS. MARÍA GAMAZO TRUEBA	11,703	0.000
MR. JAVIER SÁNCHEZ-RAMADE MORENO	MR. RAFAEL SÁNCHEZ-RAMADE GUTIERREZ DE RAVÉ	1,200	0.000
MR. ÁLVARO VIDEGAIN MURO	MR. ALFREDO ARCOCHA CALVIN	1,142	0.000
<b>% of total voting rights held by the Board of Directors</b>			<b>0.045</b>

**Complete the following tables about members of the Company's Board of Directors who hold rights to shares of the Company:**

**A.4. Describe, if applicable, the family, commercial, contractual or corporate relationships between significant shareholders, to the extent known to the Company, unless they are immaterial or result from the ordinary course of business:**

**A.5. Describe, if applicable, the commercial, contractual or corporate relationships between significant shareholders and the Company and/or its group, unless they are immaterial or result from the ordinary course of business:**

Individual or corporate name of related parties	Type of relationship	Brief Description
IBERDROLA, S.A.	Contractual	Pursuant to the second recommendation of the Unified Good Governance Code, on November 5, 2007, IBERDROLA RENOVABLES and IBERDROLA, S.A. signed a framework agreement (hereinafter, the "Framework Agreement") in order to establish a transparent framework of relationships between both companies, which defines the scope of activity, regulates the mechanisms required to avoid and respond to possible conflict of interest situations, sets out the conditions under which the flow of information must occur and establishes the rules applicable to the conduct of related-party transactions between both companies or companies of their respective groups. See section G.
IBERDROLA, S.A.	Commercial	The business relationships between Iberdrola, S.A. and Iberdrola Renovables, S.A. and their respective groups may be classified as follows: See section G.
IBERDROLA, S.A.	Societaria	Registered shareholder of 80% of the share capital of IBERDROLA RENOVABLES.

**A.6. Indicate whether any paracorporate (shareholders') agreements affecting the Company pursuant to the provisions of Section 112 of the Securities Market Law [Ley del Mercado de Valores – LMV] have been reported to the Company. If so, briefly describe them and list the shareholders bound by the agreement:**

YES	NO
	X

**Indicate whether the Company is aware of the existence of concerted actions among its shareholders. If so, briefly describe them:**

YES	NO
	X

**Expressly indicate whether any of such agreements, arrangements or concerted actions have been modified or terminated during the fiscal year.**

**A.7. Indicate whether there is any individual or legal entity that exercises or may exercise control over the Company pursuant to Section 4 of the Securities Market Law. If so, identify it:**

YES	NO
X	

Individual or corporate name
IBERDROLA, S.A.

Comments
IBERDROLA, S.A. holds an 80% interest in the share capital of IBERDROLA RENOVABLES.

**A.8. Complete the following tables about the Company's treasury stock:**

**At year-end:**

Number of direct shares	Number of indirect shares (*)	Total % of share capital
0	0	0

**(\*) Through:**

<b>Total:</b>	-
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**Describe any significant changes, pursuant to the provisions of Royal Decree 1362/2007, that have occurred during the fiscal year:**

**A.9. Describe the terms and conditions and the duration of the powers currently in force given by the shareholders acting at the General Shareholders' Meetings to the Board of Directors in order to acquire or transfer Company stock:**

By resolution of the shareholders at the General Shareholders' Meeting of June 26, 2008 and pursuant to the provisions of section 75 of the Amended Text of the current Companies Law [*Ley de Sociedades Anónimas – LSA*], the shareholders resolved to authorize the Board of Directors to be able to carry out the derivative acquisition of the stock of IBERDROLA RENOVABLES on the following terms:

- Purchases may be made directly by IBERDROLA RENOVABLES or indirectly through its controlled companies.
- Purchases shall be made by means of a purchase and sale agreement, a swap arrangement or any other transaction permitted by law.
- Purchases may be made at any time, up to the maximum sum permitted by law.
- Purchases may not be made at a higher price than that quoted on the Stock Exchange or at a price lower than the share's nominal value.
- The authorization is granted for a period not exceeding 18 months.
- On the liabilities side of the Balance Sheet of the acquiring company there shall be established a restricted reserve equal to the amount of the Company's own stock or the stock of the controlling company recorded on the Assets side. Such reserve shall be maintained while the stock is not transferred or redeemed, in compliance with the provisions under number 3 of Section 75 of the Companies Law.

The authorization expressly provided that the shares purchased could be used both for transfer or redemption or could be applied to the compensa-



tion systems provided for in the third paragraph of sub-section 1 of Section 75 of the LSA; added to the foregoing alternatives was the possible development of programs fostering the acquisition of interests in the Company such as, for example, dividend reinvestment plans, loyalty bonds or similar instruments.

**A.10. Indicate, if applicable, any legal or by-law restrictions on the exercise of voting rights, and any legal restrictions on the acquisition or transfer of interests in share capital. Indicate whether there are legal restrictions on the exercise of voting rights:**

YES	NO
	X

Maximum percentage of voting rights that a shareholder may exercise due to legal restrictions

0

**Indicate whether there are by-law restrictions on the exercise of voting rights:**

YES	NO
	X

Maximum percentage of voting rights that a shareholder may exercise due to by-law restrictions

0

**Indicate whether there are legal restrictions against the acquisition or transfer of interests in the share capital:**

**A.11. Indicate whether the shareholders acting at a General Shareholders' Meeting have approved the adoption of breakthrough measures in the event of a public tender offer pursuant to the provisions of Law 6/2007:**

YES	NO
	X

**If applicable, describe the approved measures and the terms on which the restrictions will become ineffective.**

## B. STRUCTURE OF THE COMPANY'S MANAGEMENT

### B.1. Board of Directors

B.1.1. State the maximum and minimum number of Directors set forth in the By-Laws:

Maximum number of directors	15
Minimum number of directors	8

B.1.2. Complete the following table identifying the members of the Board of Directors:

Individual or corporate name of director	Representative	Position	Date of first appointment	Date of last appointment	Election procedure
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN		CHAIRMAN	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. XABIER VITERI SOLAUN		CEO	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS. MARÍA HELENA ANTOLÍN RAYBAUD		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. ALBERTO CORTINA KOPLOWITZ		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. LUIS CHICHARRO ORTEGA		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. CARLOS EGEA KRAUEL		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. JULIO FERMOSE GARCÍA		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. MARCOS FERNÁNDEZ FERMOSELLE		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. JUAN PEDRO HERNÁNDEZ MOLTÓ		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. SANTIAGO MARTÍNEZ LAGE		DIRECTOR	11/5/2007	5/11/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. MANUEL MOREU MUNAIZ		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. JOSÉ LUIS SAN PEDRO GUERENABARRENA		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. JAVIER SÁNCHEZ-RAMADE MORENO		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. JOSÉ SAINZ ARMADA		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR. ÁLVARO VIDEGAIN MURO		DIRECTOR	11/5/2007	11/5/2007	VOTE AT GENERAL SHAREHOLDERS' MEETING

Total Number of Directors	15
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Indicate vacancies on the Board of Directors during the period:

B.1.3. Complete the following table about the members of the Board and each member's status:

### EXECUTIVE DIRECTORS

Name	Committee that has proposed the director's appointment	Position within the Company's structure
MR. XABIER VITERI SOLAUN	NOMINATING AND COMPENSATION COMMITTEE	CEO

<b>Total number of executive directors</b>	<b>1</b>
<b>Total % of Board members</b>	<b>6.67%</b>

### EXTERNAL PROPRIETARY DIRECTORS

Name	Committee that has proposed him/her	Individual or corporate name of the significant shareholder represented by the director or that has proposed the director's appointment
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. ALBERTO CORTINA KOPLOWITZ	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. CARLOS EGEA KRAUEL	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. JULIO FERMOSE GARCÍA	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. MARCOS FERNÁNDEZ FERMOSELLE	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. JUAN PEDRO HERNÁNDEZ MOLTÓ	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. JOSÉ LUIS SAN-PEDRO GUERENABARRENA	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. JAVIER SÁNCHEZ- RAMADE MORENO	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.
MR. JOSÉ SAINZ ARMADA	NOMINATING AND COMPENSATION COMMITTEE	IBERDROLA, S.A.

<b>Total number of proprietary directors</b>	<b>9</b>
<b>Total % of Board members</b>	<b>60%</b>

### EXTERNAL INDEPENDENT DIRECTORS

Individual or corporate name of director	Profile
MS. MARÍA HELENA ANTOLÍN RAYBAUD	<p>Born in Toulon, 1966.</p> <p>Spanish citizen. Degree in International Business &amp; Business Administration from Eckerd College, St. Petersburg, Florida (United States) and MBA from Anglia University, Cambridge (United Kingdom) and from Escuela Politécnica de Valencia (Spain).</p> <p>She has held various positions within the Antolín Group, such as Total Quality manager (Antolín-Autoform Group, Germany), Organization and Methodology manager (Antolín-Loire Group, France) and Communications manager (Antolín-Irausa Group, Spain), as well as Deputy Manager (Pianfei Group, Italy). She has also served as Managing Director of the Antolín-IPV Group (Valencia), and as Manager of Human Resources Development (Antolín-Irausa Group, Burgos, Spain).</p> <p>Currently serving as Member of the Board of Directors of the Antolín-Irausa Group, S.A., and as Director of Operations of VW &amp; Porsche Group Account and Corporate Director of Strategy.</p>

Individual or corporate name of director	Profile
MR. LUIS CHICHARRO ORTEGA	<p>Born in Madrid, 1954.</p> <p>Spanish citizen. Degrees in Economics from Universidad Pontificia de Comillas (ICADE) and Law from Universidad de Deusto.</p> <p>Began professional career as assistant manager of Banca López Quesada. Vice-chairman at J.P. Morgan from 1979 to 1989, going on to become, from 1989 to 1993, general manager of Swiss Bank Corporation España, S.A. and Chief Executive Officer of SBS Sociedad de valores, SVB, S.A. Subsequently, held the post of Director of Omnilogic Telecomunicaciones, S.A and Chief Executive Officer of S.A. Sanpere and of Sistelcom. Vice-Chairman and Chief Executive Officer of Swiss Bank Corporation Ibersuizas, S.A. between 1994 and 1996. He was the individual representative of Ibersuizas Alfa, S.L., serving as director of Fomento de Construcciones y Contratas-FCC, from 2005 to January 31, 2008, and of Cementos Portland Valderribas from 2005 to May 28, 2008.</p> <p>One of the founding members of Inversiones Ibersuizas, S.A., where he held the position of Executive Vice-Chairman from 1996 until April 2008. Currently, Chairman of Estelar Advisers.</p>
MR. SANTIAGO MARTÍNEZ LAGE	<p>Born in Betanzos, 1946.</p> <p>Spanish citizen. Degree in Law from Universidad de Madrid, academic excellence award received at graduation from the Montalbán and Blasco Ramírez Foundations. Continued his studies at Escuela de Funcionarios Internacionales de Madrid, Escuela Diplomática, Academia de Derecho Internacional de La Haya, "Europa Instituut" - Amsterdam and INSEAD - Fontainebleau.</p> <p>He is a member of the Diplomatic Corps (Embassy Counselor), currently on leave.</p> <p>As an attorney and business consultant, he founded the law firm Martínez Lage &amp; Asociados in 1985 and specialized in European Union and Antitrust Law. That firm merged with the U.S. law firm Howrey LLP, and he is currently Managing Partner of Howrey Martínez Lage S.L.</p> <p>He is Secretary of the Board of Directors of SKF Española and of Fujitsu Services, and has held such post in the past for other companies such as Telettra España and Empresa Nacional Elcano of the Merchant Marine.</p> <p>He is a member of the Board of Directors of the Círculo de Empresarios.</p>
MR. MANUEL MOREU MUNAIZ	<p>Born in Pontevedra, 1953.</p> <p>Spanish citizen. Doctor in Naval Engineering from the Escuela Técnica Superior de Ingeniería Naval - Madrid and Master of Science in Ocean Engineering from the Massachusetts Institute of Technology (MIT).</p> <p>He began his professional career in 1978 as Head of the Technical Department of the Classification Association Fidenavis. Subsequently, he went on to become Technical Manager at Seaplace, S.L. where he has developed a number of important projects until the present, combining his duties with work as a professor at the Escuela Técnica Superior de Ingenieros de Madrid and in various graduate courses at the Instituto Superior de la Energía (ISE) and CSIC, on issues related to Offshore Engineering. He is Dean of the College of Naval Oceanic Engineering and a member of the Technical Committee of Germanischer Lloyd.</p> <p>He is currently Chairman of Seaplace, S.L., Tierra Dentro, S.L., HI Ingeniería y Proyectos and Howard Engineering and Development.</p>
MR. ÁLVARO VIDEAIN MURO	<p>Born in Bilbao, 1951.</p> <p>Spanish citizen. Degrees in Economics and Law from Universidad de Deusto.</p> <p>He started working in 1981 at Tubacex, S.A., company in which he held the position of Manager of Exports and, then, Assistant General Manager in charge of the Commercial and Marketing areas. He was appointed Chief Executive Officer of Tubacex, S.A. in 1992.</p> <p>Currently, Chairman and Chief Executive Officer of Tubacex, S.A., Director of SENER S.A., and of IMQ S.A., member of the Advisory Council of Mercapital, S.L. as well as of the Board of Trustees of APD Norte and of the Board of Trustees of Deusto Business School.</p> <p>President of the Círculo de Empresarios Vascos and Vice President of Innovasque.</p>

<b>Total number of independent directors</b>	<b>5</b>
<b>Total % of Board members</b>	<b>33.33%</b>

**OTHER EXTERNAL DIRECTORS**

Describe the reasons why they cannot be considered proprietary or independent directors as well as their ties, whether with the company or its management or with its shareholders.

Indicate the changes, if any, in the type of director during the period:

**B.1.4. Describe, if applicable, the reasons why proprietary directors have been appointed at the proposal of shareholders whose shareholding interest is less than 5% of share capital.**

State whether formal petitions for presence on the Board have been received from shareholders whose shareholding interest is equal to or greater than that of others at whose proposal proprietary directors have been appointed. If so, describe the reasons why such petitions have not been satisfied.

YES	NO
	X

**B.1.5. State whether any director has withdrawn from his/her position before the expiration of his/her term of office, whether the director has given reasons to the Board and by what means, and in the event that he/she gave reasons in writing to the full Board, describe at least the reasons given by the director:**

YES	NO
	X

**B.1.6. Indicate the powers delegated to the CEO(s), if any:**

Individual or corporate name of director	Brief Description
MR. XABIER VITERI SOLAUN	The Chief Executive Officer has all the powers of the Board of Directors that may be delegated under the laws and By-Laws.

**B.1.7. Identify the members of the Board, if any, who are managers or directors of other companies within the listed company's group:**

Individual or corporate name of director	Listed company	Position
MR. XABIER VITERI SOLAUN	IBERDROLA RENEWABLES HOLDINGS INC.	CHAIRMAN
MR. XABIER VITERI SOLAUN	IBERDROLA RENEWABLES INC.	DIRECTOR
MR. CARLOS EGEA KRAUEL	ENERGÍAS RENOVABLES DE LA REGIÓN DE MURCIA, S.A.	CHAIRMAN

**B.1.8. Identify the directors of your company, if any, who are members of the Board of Directors of other companies listed on official stock exchanges in Spain other than those of your Group, that have been reported to your company:**

Individual or corporate name of director	Corporate name of listed company	Position
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	IBERDROLA, S.A.	CHAIRMAN & CEO
MR. CARLOS EGEA KRAUEL	ENAGÁS, S.A.	DIRECTOR
MR. ÁLVARO VIDEGAIN MURO	TUBACEX, S.A.	CHAIRMAN & CEO

**B.1.9. Indicate and, if applicable, explain whether the Company has established rules regarding the number of boards of which its directors may be members:**

YES	NO
X	

Description of rules
Article 12.b) of the Regulations of the Board of Directors prohibits the appointment as Directors of persons who act as directors in more than four companies with shares trading on domestic or foreign securities exchanges.

**B.1.10. In connection with recommendation number 8 of the Unified Code, indicate the Company's general policies and strategies reserved for approval by the full Board:**

The investment and financing policy	YES
The definition of the structure of the group of companies	YES
The corporate governance policy	YES
The corporate social responsibility policy	YES
The strategic or business plan, as well as management objectives and annual budgets	YES
The policy regarding compensation and evaluation of performance of senior management	YES
The risk control and management policy, as well as the periodic monitoring of the internal information and control systems	YES
The dividend policy, as well the treasury stock policy and, especially, the limits thereto	YES

**B.1.11. Complete the following tables with respect to the aggregate compensation of directors accrued during the fiscal year:**

a) At the Company covered by this report:

Compensation item	Data in thousands of Euros
Fixed compensation	380
Variable compensation	224
Daily fees	619
Token payments	1,380
Share options and/or other financial instruments	0
Other	15
<b>Total:</b>	<b>2,618</b>

Other benefits	Data in thousands of Euros
Advances	0
Loans granted	0
Pension funds and plans: Contributions	0
Pension funds and plans: Obligations incurred	0
Life insurance premiums	3
Guarantees given by the company for the benefit of directors	481

b) On account of membership by the Company's directors on other boards of directors and/or in the senior management of Group companies:

Concepto retributivo	Datos en miles de euros
Retribución fija	0
Retribución variable	0
Dietas	0
Atenciones Estatutarias	0
Opciones sobre acciones y/o otros instrumentos financieros	0
Otros	0
<b>Total:</b>	<b>0</b>

Compensation item	Data in thousands of Euros
Advances	0
Loans granted	0
Pension funds and plans: Contributions	0
Pension funds and plans: Obligations incurred	0
Life insurance premiums	0
Guarantees given by the company for the benefit of directors	0

c) Total compensation by type of director:

Type of director	Per company (thousands of Euros)	Per group (thousands of Euros)
Executive	790	0
External Proprietary	1,071	0
External Independent	757	0
Other External	0	0
<b>Total:</b>	<b>2,618</b>	<b>0</b>

d) As a percentage of the profits attributable to the controlling company:

Total director compensation (in thousands of euros)	2,618
Total director compensation / profits attributable to the controlling company (as a %)	0.7

**B.1.12. Identify the members of senior management who are not also executive directors, and state the total compensation accruing to them during the fiscal year:**

Name	Position
ANA ISABEL BUITRAGO MONTORO	GENERAL SECRETARY & SECRETARY OF THE BOARD OF DIRECTORS
RALPH CURREY	HEAD OF BUSINESS VS
ÁLVARO DELGADO PIERA	CHIEF CORPORATE RESOURCES OFFICER
RAFAEL DE ICAZA DE LA SOTA	DIRECTOR OF ADMINISTRATION AND CONTROL
JOSÉ ÁNGEL MARRA RODRÍGUEZ	CHIEF FINANCIAL OFFICER
ESTANISLAO REY- BALTAR BOOGEN	DEPUTY TO CHIEF EXECUTIVE OFFICER
VÍCTOR MANUEL RODRÍGUEZ RUIZ	HEAD OF BUSINESS – SPAIN
SONSOLES RUBIO REINOSO	DIRECTOR OF INTERNAL AUDIT
MARÍA DE LOS ÁNGELES SANTAMARÍA MARTÍN	DIRECTOR OF MARKETS AND PROSPECTS
JOSÉ JOAQUÍN SANTAMARÍA TAMAYO	HEAD OF OPERATIONS
KEITH STUART ANDERSON	HEAD OF BUSINESS – UNITED KINGDOM
JAMIE WILSON	HEAD OF BUSINESS – REST OF WORLD
<b>Total compensation of senior management (thousands of Euros)</b>	<b>5,786</b>

**B.1.13. Identify, on an aggregate basis, if there are indemnity or “golden parachute” provisions for the benefit of senior management, including executive directors, of the Company or its Group in the event of dismissals or changes of control. Indicate whether such agreements must be reported to and/or approved by the decision-making bodies of the Company or its Group:**

<b>Number of beneficiaries</b>	<b>5</b>
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	<b>Board of Directors</b>	<b>Shareholders (at the General Shareholders' Meeting)</b>
Decision-making body approving the provisions	YES	NO

<b>Is information about these provisions given to the shareholders at the General Shareholders' Meeting?</b>	<b>YES</b>
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**B.1.14. Describe the process to set the compensation of the members of the Board of Directors and the relevant provisions of the By-Laws with regard thereto.**

<b>Process to set the compensation of the members of the Board of Directors and by-law provisions</b>
<p>The process to set the compensation of the members of the Board of Directors is established in the By-Laws (Article 44) and in the Regulations of the Board of Directors (Articles 7.4 and 36).</p> <p>Article 44 of the By-Laws of IBERDROLA RENOVABLES provides that the Directors, in their capacity as members of the Board of Directors, shall have the right to receive compensation from the Company consisting of (a) a fixed payment; and (b) fees for attending meetings of the Board and the Committees thereof.</p> <p>The total amount of compensation that the Company may pay to the members of the Board for the items set forth in the preceding paragraph shall not exceed the amount to be determined by the shareholders at the General Shareholders' Meeting for such purposes. That total amount includes fixed and variable compensation and indemnification of Directors who perform executive duties.</p> <p>The setting of the exact amount to pay within the limit set by the shareholders at the General Shareholders' Meeting, the distribution thereof among the various Directors, the standards to take into account for distribution among them, the frequency of payment, and, in general, all that is not provided for by the shareholders acting at the General Shareholders Meeting, shall be established by the Board of Directors, following a proposal from the Nominating and Compensation Committee.</p> <p>Additionally, Article 44 of the By-Laws provides that Director compensation may consist of shares or options thereon, or of compensation that is linked to the value of the Company's shares. The application of these systems of compensation must be approved by the shareholders at the General Shareholders' Meeting.</p>

**State whether the full Board has reserved the right to approve the following decisions:**

At the proposal of the Company's chief executive, the appointment and, if applicable, the removal of senior managers, as well as their indemnity provisions.	YES
The compensation of directors and, in the case of executive directors, the additional compensation for their executive duties and other terms and conditions that must be included in their contracts.	YES

**B.1.15. State whether the Board of Directors approves a detailed compensation policy and specify the matters covered thereby:**

<b>YES</b>	<b>NO</b>
<b>X</b>	



Amount of fixed components, with a breakdown, if applicable, of fees payable for attendance at meetings of the Board and its Committees and estimated annual fixed compensation arising therefrom	YES
Variable compensation items	YES
Main characteristics of the social security systems, with an estimate of the amount thereof or equivalent annual cost.	YES
Terms and conditions that must be included in the contracts with executive directors performing senior management duties	YES

**B.1.16. State whether the Board submits a report on director compensation policy to the vote of the shareholders at a General Shareholders' Meeting for consultative purposes. If so, describe the relevant portions of the report regarding the compensation policy approved by the Board for the following years and the most significant changes experienced by such policies vis-à-vis the policy applied during the fiscal year, and provide an outline of the manner in which the compensation policy was applied during the fiscal year. Describe the role of the Compensation Committee and, if external advice has been provided, state the name of the external advisors that have given such advice:**

YES	NO
	X

#### Papel desempeñado por la Comisión de Nombramientos y Retribuciones

As prescribed by Article 28 of the Regulations of the Board of Directors, the Nominating and Compensation Committee has performed the following consultative and proposal-making tasks with respect to the director compensation policy for the aforementioned period:

- Has issued a favorable report on the proposed Director compensation policy prior to the approval thereof by the Board of Directors.
- Has submitted to the Board of Directors a draft annual report on the director compensation policy that was approved by the Board of Directors at its May 20, 2008 meeting and made available to shareholders as provided in Article 36.3 of the Regulations of the Board of Directors.

Has external advice been utilized?	NO
Name of external advisors	

**B.1.17. Indicate the identity of the members of the Board of Directors, if any, who are also members of the board of directors, managers or employees of companies that hold a significant interest in the listed company and/or in companies within its Group:**

Individual or corporate name of director	Individual or corporate name of significant shareholder	Position
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	IBERDROLA, S.A.	CHAIRMAN & CEO
MR. JOSÉ LUIS SAN-PEDRO GUERENABARRENA	IBERDROLA, S.A.	DIRECTOR OF OPERATIONS
MR. JOSÉ SAINZ ARMADA	IBERDROLA, S.A.	DIRECTOR OF ECONOMIC AND FINANCIAL DIVISION

**Describe, if applicable, any significant relationships other than the ones contemplated in the prior item, of the members of the Board of Directors linking them to significant shareholders and/or at companies within the Group:**

**B.1.18. State whether the Regulations of the Board of Directors have been amended during the fiscal year:**

YES	NO
	X
Description of amendments	

**B.1.19. Indicate the procedures for the appointment, re-election, evaluation and removal of Directors. List the competent bodies, the procedures to be followed and the criteria applied in each of such procedures.**

**1. APPOINTMENT OF DIRECTORS**

The power to appoint and remove Directors is governed by the By-Laws (Articles 13.1.a, 30.1 and 43.3) and the Regulations of the Board of Directors (Article 11 et seq.).

Generally, the appointment and removal of Directors is within the purview of the shareholders acting at a General Shareholders' Meeting, and the Board of Directors may fill any vacancies that might occur by means of interim appointment among the shareholders, pursuant to the provisions of the Law, until the first General Shareholders' Meeting held thereafter, whereat the shareholders shall approve the appointments, shall elect the persons who should replace the Directors that have not been ratified or shall withdraw the vacant positions (Article 43.3 of the By-Laws).

The Board of Directors shall endeavor to ensure that the candidates proposed to the shareholders at the General Shareholders' Meeting for their appointment as Directors, and the appointments directly made by the Board in the exercise of its power to make interim appointments, will be persons of recognized character, competence and experience, and shall be particularly rigorous in connection with the selection of those persons who are to hold office as independent Directors.

The Nominating and Compensation Committee is responsible for (i) submitting to the Board of Directors the proposals for appointment of Independent Directors to fill a vacancy or, as the case may be, for submission thereof to a decision by the shareholders at the General Shareholders' Meeting; and (ii) reporting to the Board of Directors on the proposals for appointment of the other Directors who are not independent for their appointment by the Board of Directors or, as the case may be, for submission thereof to a decision by the shareholders at the General Shareholders' Meeting.

In connection with the aforementioned duty, at its meeting of April 11, 2008, the Nominating and Compensation Committee approved a specific procedure for the selection of directors, in conformity with recommendations 15 and 55 of the Unified Good Governance Code, according to which the Nominating and Compensation Committee:

- (i) shall review the criteria for selection of directors and shall assist the Board in determining the standards that candidates must meet, taking into consideration the needs of the Board of Directors and according to the areas within the Board that must be strengthened;
- (ii) shall verify that all candidates meet the general requirements provided by the By-Laws, the Regulations of the Board of Directors and the Laws;
- (iii) shall ensure that, in the event of new vacancies, the selection procedures are free from any implied bias entailing any kind of discrimination;
- (iv) in the case of candidates for the position of independent Director, shall verify compliance with the specific requirements for this class of director provided in the By-Laws and in the Regulations of the Board of Directors of the Company, and shall gather adequate information regarding the personal qualities, experience, knowledge and effective availability of the candidates;
- (v) in the case of the other candidates for Director, shall select, at the request of the Board of Director, the potential candidates and submit to the Board of Directors through the Chairman of that body the candidates who have been selected. With respect to the non-independent directors, the Board may make a well-reasoned selection different from the one made by the Committee.

Upon completion of the procedure described in the preceding paragraphs, the Committee must submit to the Board of Directors a duly substantiated document setting forth its proposals for appointment of independent Directors and its mandatory report regarding the proposals made by the Board in connection with the rest of the Directors, for appointment thereof by the shareholders at a General Shareholders' Meeting or, if applicable, by the Board of Directors itself in exercise of its power to make interim appointments to fill vacancies.

The proposals or reports submitted by the Committee to the Board of Directors must assess the background and qualifications of the various candidates and place them in one of the categories established in the By-Laws of the Company.

In addition, the Regulations of the Board of Directors establish the instances of incompatibility to be appointed as director (Article 12 of the Regulations of the Board of Directors), as well as the specific instances of incompatibility to be classified as an independent director (Article 10.2 of the Regulations of the Board of Directors).

**2. RE-ELECTION OF DIRECTORS**

As provided in Article 15.1 of the Regulations of the Board of Directors, the proposals for re-election of Directors that the Board of Directors resolves to submit to the decision of the shareholders at the General Shareholders' Meeting shall be subject to a formal process of preparation, which shall include a proposal issued by the Nominating and Compensation Committee, in the case of independent Directors, or a prior report of such Committee, in the case of the other Directors, containing an analysis of the quality of

the work performed and the dedication to the position shown by the proposed Directors during the preceding term of office.

### 3. EVALUATION OF DIRECTORS

Pursuant to Article 33.1 of the Regulations of the Board of Directors, the Board must evaluate, on an annual basis, (i) its operation and the quality of its work, (ii) the performance of his duties by the Chairman of the Board and, if applicable, by the Chief Executive Officer of the Company, based on the report submitted thereto by the Nominating and Compensation Committee, and (iii) the operation of its Committees, based on the report submitted thereto by such Committees. For such purpose, the Chairman of the Board of Directors shall organize and coordinate with the Chairmen of the Committees the evaluation by the Board.

The process of evaluation of the Board of Directors and its Committees for fiscal year 2008 was commenced by virtue of a resolution of the Company's Board of Directors on October 22, 2008.

In order to carry out this evaluation, the Chairman has coordinated and supervised the assessment of the performance of the Board of Directors as well as the efficiency of its actions and the contribution of its members to the execution of the duties of the Board of Directors.

Once these actions had been completed, at a meeting held on February 24, 2009, the Board of Directors completed the aforementioned evaluation process for fiscal year 2008 by means of the adoption of the corresponding resolution, concluding, in broad outline, that the Board of Directors is organized and operates correctly and, specifically, that:

- As regards its composition, the Board of Directors fully complies with the provisions of the By-Laws and its Regulations, which, in turn, include the recommendations of the Unified Good Governance Code in this field. In this regard, the external proprietary Directors and the independent Directors account for a large majority on the Board, as only one of its members is an executive Director. In addition, the ratio between the number of proprietary Directors and of independent Directors reflects the existing ratio between the Company's capital represented by proprietary Directors and the rest of the capital.
- As regards its operation, the Board has met as frequently as has been appropriate and in compliance with the provisions of the Regulations of the Board of Directors of Iberdrola Renovables. Specifically, it has complied with the duty to meet at least once a month, excepting only the month of August. As far as the conduct of its meetings is concerned, the requirements relating to call to meetings and attendance have been satisfied in all cases, and the Board members have participated in the deliberations with all the required information having been made available to them.
- The Board has efficiently and satisfactorily discharged the duties assigned thereto by the By-Laws and the Regulations of the Board of Directors of the Company.

Furthermore, the Board has set for itself as an objective for fiscal year 2009 to continue with training actions and to maintain an information program whereby the Directors may gain deeper knowledge of the business, the regulatory and corporate governance framework and the economic and financial conditions in which the Company does business, as well as to encourage and increase the attendance of the Company's Senior Managers at meetings of the Board of Directors in order for them to report to the Board on matters within their area of responsibility.

In addition, without prejudice to the consultative Committees (Audit and Compliance, Related-Party Transactions and Nominating and Compensation) continuing to report, through their respective Chairmen and at the first meeting of the Board following their own meetings, on the resolutions approved and the significant events that have occurred at such meetings, the Board has resolved to obtain from the three Committees, through their Chairmen, a periodic report setting forth the actions and working plans proposed by each of them.

In the same manner, at the aforementioned meeting of February 24, 2009, the Board of Directors completed its evaluation process for: (i) the Chairman of the Board of Directors and the Chief Executive Officer, based, in both such cases, on the respective reports submitted to it for such purpose by the Nominating and Compensation Committee; and (ii) each of the Committees, based on the self-evaluation reports issued by each of them.

### 4. REMOVAL OF DIRECTORS

Article 43.1 of the Company's By-Laws provides that the Directors "shall serve in their position for a term of five (5) years, so long as the shareholders acting at the General Shareholders' Meeting do not resolve to remove or dismiss them and they do not resign from their position."

For its part, the Nominating and Compensation Committee is responsible for submitting to the Board of Directors proposals for the removal of independent Directors by the shareholders acting at a General Shareholders' Meeting, and for reporting to the Board of Directors regarding proposals for removal of the other Directors by the shareholders at such General Shareholders' Meeting (Article 28.2 of the Regulations of the Board).

The Board of Directors may only propose the removal of an independent Director before the passage of the period provided for in the By-Laws upon sufficient grounds, evaluated by the Board and after a report of the Nominating and Compensation Committee. In particular, it shall be deemed that there are sufficient grounds to propose the removal when an independent Director fails to perform the duties inherent in his position or when an independent Director is affected, at any time following his appointment as such, by any of the prohibitions to hold office provided for in the Regulations of the Board of Directors. Such removal may also be proposed as a consequence of a public tender offer, merger or other similar corporate transactions that entail a significant change in the equity structure of the Company (Article 16.4 of the Regulations of the Board of Directors), as recommended by the Unified Corporate Governance Code.

**B.1.20. Indicate the circumstances under which the resignation of Directors is mandatory.**

Pursuant to the provisions of Article 43.1 of the By-Laws, the Directors must submit their resignation from the position and formalize their withdrawal upon the occurrence of any of the instances of incompatibility or prohibition against performing the duties of Director provided by Law, as well as upon the occurrence of the events, if any, established by the Regulations of the Board of Directors.

By way of further development of the above-mentioned provision, Article 16.2 of the Regulations of the Board of Directors sets forth that the Directors shall tender their resignation to the Board of Directors and formally resign from their position in the following cases:

- (i) When they reach the age of seventy (70). The resignation of the Director and resulting withdrawal from office shall occur at the first meeting of the Board of Directors that is held following the General Shareholders' Meeting at which the shareholders approve the financial statements for the fiscal year during which the Director reaches the above-mentioned age.
- (ii) When they are involved in any circumstance of incompatibility or prohibition governed by provisions of a general nature or set forth in the Regulations of the Board of Directors.
- (iii) When, as a result of any acts attributable to the Director in his capacity as such, serious damage is caused to the value of the Company or the Director ceases to deserve the commercial and professional respect required to be a Director of the Company.
- (iv) When they are seriously reprimanded by the Board of Directors because they have breached their duties as Directors and such reprimand is approved by a two-thirds majority of the Directors at the proposal of the Audit and Compliance Committee.
- (v) When their continuance in office on the Board of Directors may jeopardize the interests of the Company or when the reasons why the Director was appointed cease to exist and, in any case, when a proprietary Director transfers his shareholding in the Company or when the shareholder which proposed his appointment to the Company sells its entire shareholding interest or reduces it to a level that requires the reduction or removal of its proprietary Directors.
- (vi) When an independent Director is affected, at any time following his appointment as such, by any of the prohibitions to hold office provided for in paragraph 2 of Article 10 of the Regulations of the Board of Directors.
- (vii) When a proprietary Director severs his relationship with the shareholder that proposed his appointment.

The cases of resignation described under items (v) and (vi) above shall not apply when the Board of Directors considers there are reasons that justify the Director continuing to hold office, without prejudice to the effect that the new circumstances may have on his classification.

**B.1.21. Explain whether the powers of the top executive of the Company are vested in the Chairman of the Board. If so, indicate the measures that have been taken to mitigate the risks of accumulation of powers in a single person:**

YES	NO
	X

Measures to mitigate risks
Although the Regulations of the Board of Directors provide for the possibility of the positions of Chairman and Chief Executive Officer being held by the same person and establish, if such is the case, methods to limit the possible risk of accumulation of powers in the same person, in a meeting held on November 5, 2007, the Board of Directors appointed two different persons to hold such positions, with the Chairman having the status of proprietary (non-executive) director.

**Indicate and, if applicable, explain whether rules have been established whereby one of the independent directors is authorized to request that a meeting of the Board be called or that other items be included on the agenda, to coordinate and hear the concerns of external directors and to direct the evaluation by the Board of Directors.**

YES	NO
X	

Description of rules
In the event that the same person serves as Chairman and Chief Executive Officer, the Board of Directors must authorize one of the independent directors to coordinate and express the concerns of the external Directors and to request that the Chairman call a meeting of the Board of Directors when he deems it appropriate (Article 18.3 of the Regulations of the Board of Directors).
Article 33.3 of the Regulations of the Board of Directors establishes the obligation to call a meeting of the Board of Directors if so requested by one-fourth of the Directors and the possibility for any Director to submit to the Chairman a proposal for inclusion of new items on the Agenda, which inclusion is mandatory when the proposal has been made not less than 5 days in advance of the date set for the meeting.
Moreover, as provided by Article 33.1 of the Regulations of the Board of Directors, the Chairman must organize and coordinate the evaluation of the Board of Directors with the Chairmen of the Committees, which, except for the Executive Committee, are chaired by independent Directors.

**B.1.22. Are qualified majorities, different from the statutory majorities, required to adopt any type of decision?:**

YES	NO
X	

**Describe the method used by the Board of Directors to adopt resolutions, including at least the minimum quorum required to hold a valid meeting and the majorities required to adopt resolutions:**

Description of resolution:
The amendment of the Regulations of the Board of Directors (Art. 5.3 of the Regulations of the Board of Directors).

Quorum	%
Shall require the attendance, in person or by proxy, of one-half plus one of the Directors.	50.01

Type of Majority	%
Favorable vote of two-thirds of the Directors present in person and by proxy.	66.67

**B.1.23. Explain whether there are specific requirements, other than the requirements relating to Directors, to be appointed Chairman.**

YES	NO
	X

**B.1.24. Does the Chairman have a tie-breaking vote?:**

YES	NO
X	

**Matters on which a tie-breaking vote may be cast**

Pursuant to Article 35.6 of the Regulations of the Board of Directors, the Chairman shall, in the event of a tie, have the tie-breaking vote on any matter unless he becomes subject to a conflict of interest, in which case he must abstain from participating in the deliberation and voting stages, as provided in Article 42.2 of the above-mentioned Regulations.

**B.1.25. Indicate whether the By-Laws or the Regulations of the Board of Directors set forth any age limit for directors:**

YES	NO
X	

Age limit for the Chairman	Age limit for the CEO	Age limit for Directors
70	70	70

**B.1.26. Indicate whether the By-Laws or the Regulations of the Board of Directors establish any limit on the term of office for independent directors:**

YES	NO
	X

<b>Maximum term of office</b>	<b>0</b>
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**B.1.27. If the number of women directors is scant or nil, describe the reasons therefor as well as the initiatives adopted to correct such situation.****Description of reasons and initiatives**

The Board has entrusted the Nominating and Compensation Committee with responsibility for ensuring that when new vacancies are filled or new Directors are appointed, the selection procedures are free from any implied bias entailing any kind of discrimination. It is so expressly provided by Article 28.2.m) of the Regulations of the Board of Directors.

Under the provisions of such Article, the Nominating and Compensation Committee has adopted, as described in section B.1.19 above, a specific procedure for the selection of Directors whereby the Committee is expressly entrusted with the task of ensuring that such procedure is free from any implied bias that may entail any kind of discrimination.

In any event, the selection procedure used for the appointment of Directors on November 5, 2007 and which led to the appointment of a woman director, Ms. María Helena Antolín Raybaud, was free from any bias preventing the appointment of more women.

**In particular, state whether the Nominating and Compensation Committee has established procedures which ensure that selection processes are free from any implied bias hindering the selection of women directors and which allow for the free search for women candidates that meet the required profile:**

YES	NO
X	

#### Describe the main procedures

Following the procedures established by the Nominating and Compensation Committee described in section B.1.19 above, this Committee, upon the request of the Board of Directors, shall request the potential candidates to be, if such is the case, appointed Directors of the Company and shall submit their proposals (in the case of independent directors) and reports (in the case of other directors) to the Board of Directors through the Chairman of the Board of Directors.

#### B.1.28. Indicate whether there are formal procedures for proxy-voting at meetings of the Board of Directors. If so, briefly describe them.

Article 35.2 of the Regulations of the Board of Directors provides that Directors shall use their best efforts to attend the meetings of the Board of Directors and, when unable to attend in person, they shall endeavor to give a proxy to another Director, to whom they shall give any appropriate instructions.

The proxy shall be a special proxy for the Board meeting in question, and may be communicated by any of the means provided for sending the calls to meeting, i.e., letter, fax, telegram, e-mail or any other means.

#### B.1.29. Indicate the number of meetings that the Board of Directors has held during the fiscal year. In addition, specify the number of meetings, if any, at which the Chairman was not in attendance:

Number of meetings of the Board	11
Number of meetings of the Board at which the Chairman was not in attendance	0

#### Indicate the number of meetings held by the different committees of the Board of Directors during the fiscal year:

Number of meetings of the Executive Committee	21
Number of meetings of the Audit Committee	10
Number of meetings of the Nominating and Compensation Committee	9
Number of meetings of the nominating Committee	0
Number of meetings of the compensation Committee	0

#### B.1.30. Indicate the number of meetings held by the Board of Directors during the fiscal year at which not all of its members have been in attendance. Proxies granted without specific instructions must be counted as absences:

Number of absences of directors during the fiscal year	0
% of absences over total votes during the fiscal year	0

#### B.1.31. Indicate whether the annual individual financial statements and the annual consolidated financial statements that are submitted to the Board for approval have been previously certified:

YES	NO
X	

#### Identify, if applicable, the person/persons that has/have certified the annual individual and consolidated financial statements of the Company for their approval by the Board:

Name	Position
MR. XABIER VITERI SOLAUN	CHIEF EXECUTIVE OFFICER
MR. RAFAEL DE ICAZA DE LA SOTA	DIRECTOR OF ADMINISTRATION AND CONTROL

#### B.1.32. Explain the mechanisms, if any, adopted by the Board of Directors to avoid any qualifications in the audit report on the annual individual and consolidated financial statements approved by the Board of Directors and submitted to the shareholders at the General Shareholders' Meeting.

Articles 38 of the By-Laws and 25.2 of the Regulations of the Board of Directors establish the powers of the Audit and Compliance Committee, which include the following, among others:

- Know the process for gathering financial information and associated internal systems for monitoring risks relevant to the Company.
- Receive information from the Auditors regarding matters that might risk the independence thereof which are related to the auditing procedure and generally regarding any other information provided for in legislation regarding the auditing of financial statements and in the technical auditing regulations in effect at any time.
- Review the content of the Audit Reports prior to issuance thereof, in order to prevent the making of comments and qualifications, the content and scope of which, if any, shall be clearly explained to the shareholders by the Chairman of the Committee.
- Act as a channel of communication between the Board of Directors and the Auditors.

In addition, Article 53.5 of the Regulations of the Board of Directors provides that the Board of Directors shall use its best efforts to definitively prepare the financial statements such that there is no room for reservations or qualifications by the Auditor. However, when the Board of Directors believes that its opinion must prevail, it shall provide a public explanation of the content and scope of the discrepancy.

The Audit and Compliance Committee is the body that, in practice, ensures fulfillment of this duty, primarily by means of reports submitted to the Board of Directors on the interim economic and financial information that the Company must periodically present to the National Securities Market Commission (CNMV).

Thus, the Audit and Compliance Committee has submitted the following reports to the Board of Directors, relating to the periodic economic and financial information for fiscal year 2008 presented to the National Securities Market Commission:

- Report dated April 14, 2008 on the economic and financial information for the first quarter of 2008.
- Report dated July 21, 2008 on the economic and financial information for the first half of 2008.
- Report dated October 22, 2008 on the economic and financial information for the third quarter of 2008.
- Report dated February 24, 2009 on the annual financial statements of IBERDROLA RENOVABLES and its consolidated Group for fiscal year 2008.

Additionally, on February 10, 2009, the Audit and Compliance Committee submitted a report on the economic and financial information for fiscal year 2008, in connection with a preview of results for fiscal year 2008 submitted on February 13, 2009.

As set forth in the information about IBERDROLA RENOVABLES posted on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)) and of the Company ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)), the individual and consolidated annual financial statements for the three fiscal years immediately preceding the fiscal year covered by this report have been issued without qualifications.

#### B.1.33. Is the Secretary of the Board of Directors a Director?

YES	NO
	X

#### B.1.34. Explain the procedures for appointment and removal of the Secretary of the Board, stating whether the appointment and removal thereof have been reported upon by the Nominating Committee and approved by the full Board.

Procedure for appointment and removal
Pursuant to Article 21.1 of the Regulations of the Board of Directors, the Board of Directors shall appoint the Secretary at the proposal of the Chairman and after a report of the Nominating and Compensation Committee. The same procedure must be followed in order to approve the removal of the Secretary.

Does the Nominating Committee report on the appointment?	YES
Does the Nominating Committee report on the removal?	YES
Does the full Board approve the appointment?	YES
Does the full Board approve the removal?	YES

#### Is the Secretary of the Board responsible for specially ensuring compliance with good governance recommendations?

YES	NO
X	

Comments
Under Article 21.3.b) of the Regulations of the Board of Directors, the Secretary has, among others, the duty to "ensure the formal and substantive legality of all actions taken by the Board of Directors and compliance with regulations and by-law provisions, and to ensure observance of the principles or standards of corporate governance of the Company and the provisions of the Regulations of the Board of Directors."

#### B.1.35. Indicate the mechanisms, if any, used by the Company to preserve the independence of the auditor, the financial analysts, the investment banks and the rating agencies.

#### 1. MECHANISMS TO PRESERVE THE INDEPENDENCE OF THE AUDITOR

Articles 38.2 of the By-Laws and 25.2 e) of the Regulations of the Board of Directors include among the powers and duties of the Audit and Compliance Committee that of receiving information from the Auditors regarding those matters that might risk the independence thereof which are related to the auditing procedure and generally regarding any other information provided for in legislation regarding the auditing of financial statements and in the technical auditing regulations in effect at any time.

Article 53.3 of the Regulations of the Board of Directors reads as follows: "The Audit and Compliance Committee shall not submit a proposal to the Board of Directors, and the Board of Directors shall not submit a proposal to the shareholders at the General Shareholders' Meeting, for appointment as the Company's Auditor of an audit firm when it has evidence that (i) such firm is affected by any circumstance of incompatibility pursuant to the legal provisions governing audits, or (ii) the fees that the Company intends to pay it for any and all services are greater than five (5%) percent of its total income in the domestic field during the last fiscal year."

Article 25.5.c) of the Regulations of the Board of Directors includes among the duties of the Audit and Compliance Committee, with regard to Auditing, that of ensuring the independence of Auditors. For such purpose, the Committee shall ensure that:

- i) the Company reports a change of Auditor to the CNMV as a significant event; and

ii) the Company and the Auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the Auditor's business and, in general, all other regulations established to safeguard the independence of the auditors.

Furthermore, in the case of resignation of the Auditor, the Committee shall examine the reason for such resignation.

The Audit and Compliance Committee shall request of the Auditor of the IBERDROLA RENOVABLES Group, on an annual basis, a certificate of independence of the firm as a whole and of the team members participating in the audit process. In addition, the Committee shall monitor the quality assurance and independence safeguarding internal procedures implemented by the Auditor.

The Audit and Compliance Committee shall also ensure the "de facto" and "apparent" independence of the auditors through the authorization of any contract with the Auditor by any company of the IBERDROLA RENOVABLES Group for services other than auditing, prior to the formalization of any such contract.

Finally, the Audit and Compliance Committee has approved the "Policy for the Hiring of Auditors of IBERDROLA RENOVABLES, S.A. and its Subsidiaries," which includes auditor hiring mechanisms, establishes the standards governing the relationship between the Company and the Auditor, and reiterates the principles of independence and transparency already provided for in the By-Laws and the Regulations of the Board of Directors upon the terms set forth therein.

## 2. MECHANISMS TO PRESERVE THE INDEPENDENCE OF FINANCIAL ANALYSTS, INVESTMENT BANKS AND RATING AGENCIES

The independence of financial analysts is protected by the existence of a specific division, called the Investor Relations Division, which is attached to the Economic and Financial Division and guarantees an objective, fair and non-discriminatory treatment of analysts.

The Economic and Financial Division coordinates the relationship with financial analysts, investment banks and rating agencies, dealing with the information requests thereof as well as of institutional and retail investors, based on the principles of transparency, non-discrimination, truthfulness and trustworthiness of the information supplied. The Economic and Financial Division grants the mandates to Investment Banks.

To actualize the aforementioned principles of transparency and non-discrimination, always in strict compliance with regulations regarding the Securities Markets, the Company has a number of communication channels:

- Personalized assistance to analysts, investors and rating agencies, through the investor relations unit.

- Publication of the information relating to quarterly, semi-annual and annual results, as well as other specific events, such as those relating to the Strategic Plan or to corporate transactions.
- E-mail through the website ([accionistas@iberdrolarenovables.com](mailto:accionistas@iberdrolarenovables.com)) and ([relacion.inversores@iberdrolarenovables.com](mailto:relacion.inversores@iberdrolarenovables.com)) and a toll-free line for shareholders (900 123 133).
- Presentations either in person or re-transmitted over the telephone and the Internet.
- Release of announcements and news.
- Visits to Company facilities.

All this information is also available on the company's website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)). There is also a document delivery system available for the shareholders and investors registered in the databases for such purpose.

### B.1.36. Indicate whether the Company has changed the external auditor during the fiscal year. If so, identify the incoming and the outgoing auditor:

YES	NO
	X

Outgoing auditor	Incoming auditor

### If there has been any disagreement with the outgoing auditor, describe the content thereof:

YES	NO
	X

### B.1.37. Indicate whether the audit firm performs other non-audit work for the Company and/or its Group. If so, state the amount of the fees paid for such work and the percentage they represent of the aggregate fees charged to the Company and/or its Group.

YES	NO
X	



	Company	Group	Total
Amount of other non-audit work (thousands of Euros)	0	245	245
Amount of non-audit work / Aggregate amount billed by the audit firm (%)	0	6.444	6.444

**B.1.38. State whether the audit report on the Annual Financial Statements for the prior fiscal year has observations or qualifications. If so, state the reasons given by the Chairman of the Audit Committee to explain the content and scope of such observations or qualifications.**

YES	NO
	X

**B.1.39. Indicate the consecutive number of years for which the current audit firm has been auditing the annual financial statements of the Company and/or its Group. In addition, state the percentage represented by such number of years with respect to the total number of years in which the annual financial statements have been audited:**

	Company	Group
Number of consecutive years	4	4

	Company	Group
Number of years audited by the current audit firm / Number of years in which the company has been audited (%)	100.0	100.0

**B.1.40. Indicate the interests of members of the Board of Directors in the share capital of companies that engage in the same, similar or complementary activities, both with respect to the Company and its Group, and which have been reported to the company. In addition, state the position or duties of such Directors in such companies:**

Individual or corporate name of director	Name of company in which shares are held	% interest	Position or duties
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	IBERDROLA, S.A.	0.051	CHAIRMAN / CHIEF EXECUTIVE OFFICER
MR. ALBERTO CORTINA KOPLOWITZ	SICA DESARROLLOS, S.L.	45.000	NONE
MR. JOSÉ SAINZ ARMADA	IBERDROLA, S.A.	0.000	CHIEF FINANCIAL OFFICER
MR. JAVIER SÁNCHEZ-RAMADE	IBERDROLA, S.A.	0.950	NONE
MR. JOSÉ LUIS SAN-PEDRO GUERENABARRENA	IBERDROLA, S.A.	0.000	CHIEF OPERATING OFFICER
MR. XABIER VITERI SOLAUN	IBERDROLA, S.A.	0.000	NONE
MR. CARLOS EGEA KRAUEL	IBERDROLA, S.A.	0.000	NONE
MR. MANUEL MOREU MUNAIZ	SEAPLACE, S.L.	85.00	CHAIRMAN

**B.1.41. Indicate whether there is any procedure for Directors to hire external advisory services, and if so, describe it:**

YES	NO
X	

**Detalle el procedimiento**

Article 38 of the Regulations of the Board of Directors provides that any Director may, in order to be assisted in the performance of his duties, request the hiring of legal, accounting, technical, financial, commercial or other expert advisors, whose services shall be paid for by the Company. The assignment must deal with specific issues of certain significance and complexity arising during the performance of the Director's duties. The request for an expert to be hired must be channeled through the Chairman or the Secretary of the Board of Directors, who may subject it to the prior approval of the Board of Directors; such approval may be denied in well-founded instances, including the following circumstances:

- a) That it is not necessary for the proper performance of the duties entrusted to the Directors.
- b) That the cost thereof is not reasonable in light of the significance of the issues and the assets and income of the Company.
- c) That the technical assistance sought may be adequately provided by the Company's own experts and technical personnel.
- d) That it may entail a risk to the confidentiality of the information that must be made available to the expert.

**B.1.42. Indicate whether there is any procedure for Directors to obtain sufficiently in advance the information required to prepare for meetings of management-level decision-making bodies and, if so, describe it:**

YES	NO
X	

**Description of procedure**

Article 33.4 of the Regulations of the Board of Directors, further developing the provisions of Article 33.2 of the By-Laws, provides that the call to meeting of the Board of Directors shall be carried out by means of letter, fax, telegram, e-mail or any other means, and must be authorized under the signature of the Chairman, or under the signature of the Secretary or Vice-Secretary, by order of the Chairman. Notice of the call must be given as much in advance as is necessary for the Directors to receive it not later than the third day prior to the date of the meeting, except in the case of emergency meetings. Excepted from the foregoing provision shall be those instances in which the Regulations prescribe that greater notice be given. The call shall always include the place, date and time of the meeting, the agenda for the meeting and, if appropriate, an attachment containing any information deemed necessary.

In addition, Article 39.2(a) of the Regulations of the Board of Directors provides that, among the obligations of every Director, is that of properly preparing the meetings of the Board and, if applicable, the meetings of the Executive Committee or of the Committees of which the Director is a member, for which purposes the Director must diligently inform himself of the running of the Company and the matters to be discussed at such meeting.

In order to facilitate the Directors' discharge of their duties, the following initiatives have been set up during fiscal year 2008: (i) the website for the Directors of Iberdrola Renovables, an electronic application that provides a new means of information and communication with the Company and which includes, among other content, a Director's agenda with information and documentation relating to Board meetings; and (ii) a training and continuing education program, implemented through presentations and the delivery of briefing notes to the Directors at meetings of the Board.

**B.1.43. State whether the Company has established any rules requiring Directors to inform the Company—and, if applicable, resign from their position—in cases in which the credit and reputation of the Company may be damaged. If so, describe such rules:**

YES	NO
X	

#### Describe the rules

As specifically provided by Article 47.2.c) of the Regulations of the Board of Directors, Directors must disclose to the Company "any judicial, administrative or other proceedings instituted against the Director which, because of their significance or characteristics, may seriously reflect upon the reputation of the Company. In particular, in the event that a Director becomes subject to an order for further criminal prosecution upon indictment (resultar procesado) or an order for the commencement of an oral trial is issued against him for the commission of any of the crimes contemplated in Section 124 of the Companies Law, such Director shall give notice thereof to the Company, in the person of its Chairman. In such instance, the Board of Directors shall review the case as soon as practicable and shall adopt the decisions it deems fit taking into account the interests of the Company."

Furthermore, the Directors shall submit their resignation from their position and formalize their withdrawal in the following events established in Article 16.2 of the Regulations of the Board of Directors:

- when they become subject to any incompatibility or prohibition governed by provisions of a general nature or by Article Twelve of the Regulations of the Board of Directors;
- when, as a result of any acts attributable to the Director in his capacity as such, serious damage is caused to the value of the Company or the Director ceases to deserve the commercial and professional respect required to be a Director of the Company;
- when they are seriously reprimanded by the Board of Directors because they have breached their duties as Directors and such reprimand is approved by a two-thirds majority of the Directors at the proposal of the Audit and Compliance Committee; and
- when their continuance in office on the Board may jeopardize the interests of the Company

**B.1.44. State whether any member of the Board of Directors has informed the Company that he has become subject to an order for further criminal prosecution upon indictment or that an order for the commencement of an oral trial has been issued against him for the commission of any of the crimes contemplated in Section 124 of the Companies Law:**

YES	NO
	X

**Indicate whether the Board of Directors has analyzed the case. If so, provide a duly substantiated explanation of the decision adopted regarding whether or not the Director should remain in office.**

YES	NO
	X

## B.2. Committees of the Board of Directors

**B.2.1. List all the committees of the Board of Directors and the members thereof:**

### EXECUTIVE COMMITTEE

Name	Position	Class
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	CHAIRMAN	PROPRIETARY
MR. SANTIAGO MARTÍNEZ LAGE	MEMBER	INDEPENDENT
MR. JOSÉ SAINZ ARMADA	MEMBER	PROPRIETARY
MR. XABIER VITERI SOLAUN	MEMBER	EXECUTIVE

## AUDIT AND COMPLIANCE COMMITTEE

Name	Position	Class
MR. ÁLVARO VIDEGAIN MURO	CHAIRMAN	INDEPENDENT
MR. JAVIER SÁNCHEZ-RAMADE MORENO	MEMBER	PROPRIETARY
MR. JOSÉ LUIS SAN-PEDRO GUERENABARRENA	MEMBER / SECRETARY	PROPRIETARY

## NOMINATING AND COMPENSATION COMMITTEE

Name	Position	Class
MR. SANTIAGO MARTÍNEZ LAGE	CHAIRMAN	INDEPENDENT
MR. LUIS CHICHARRO ORTEGA	MEMBER	INDEPENDENT
MR. JOSÉ SAINZ ARMADA	MEMBER / SECRETARY	PROPRIETARY

## RELATED-PARTY TRANSACTIONS COMMITTEE

Name	Position	Class
MR. ÁLVARO VIDEGAIN MURO	CHAIRMAN	INDEPENDENT
MS. MARÍA HELENA ANTOLÍN RAYBAUD	MEMBER	INDEPENDENT
MR. XABIER VITERI SOLAUN	MEMBER	EXECUTIVE

### B.2.2. State whether the Audit Committee has the following duties:

Supervise the process of preparation and the integrity of the financial information relating to the Company and, if applicable, to the Group, monitoring compliance with legal requirements, the proper delimitation of the scope of consolidation, and the correct application of accounting principles	YES
Periodically review the internal control and risk management systems, in order for the main risks to be properly identified, managed and made known	YES
Ensure the independence and effectiveness of the internal audit area; make proposals regarding the selection, appointment, re-election and withdrawal of the head of the internal audit area; propose the budget for such area; receive periodic information regarding its activities; and verify that senior management takes into account the conclusions and recommendations contained in its reports	YES
Establish and supervise a mechanism whereby the employees may give notice, on a confidential basis and, if deemed appropriate, anonymously, of any potentially significant irregularities, especially of a financial and accounting nature, that they notice at the Company	YES
Submit to the Board proposals for the selection, appointment, re-election and replacement of the external auditor, as well as the contractual terms under which it should be hired	YES
Regularly receive from the external auditor information regarding the audit plan and the results of the implementation thereof, and verify that senior management takes its recommendations into account	YES
Ensure the independence of the external auditor	YES
In the case of groups of companies, favor the auditor of the Group as the auditor responsible for audit work at the companies that form part thereof	YES

### B.2.3. Describe the rules of organization and operation of, and the duties assigned to, each of the Board committees.

Name of the Committee	Brief Description
EXECUTIVE COMMITTEE	<p>Article 36 of the By-Laws provides that “<i>the Board of Directors must create and maintain an Executive Committee...</i>” Pursuant to Articles 37 of the By-Laws and 23 of the Regulations of the Board of Directors, the Executive Committee shall be composed of the number of Directors decided by the Board of Directors, with a minimum of three (3) Directors and a maximum of six (6). The Chairman of the Board of Directors or, in the absence thereof, the Director that the Board of Directors designates from among the members of the Executive Committee, shall act as the Chairman of the Executive Committee. The Secretary of the Board of Directors or, in the absence thereof, the Vice-Secretary of the Board of Directors or, in the absence of both, the Director appointed by the Executive Committee among those who sit thereon and are in attendance at the meeting in question shall act as Secretary of the Committee.</p> <p>The Executive Committee shall meet at least one (1) time per month and as many other times as deemed appropriate by the Chairman, who may also suspend one or more of the ordinary meetings when deemed appropriate in his sole judgment. In addition, the Executive Committee shall meet when so requested by two (2) Directors who are members thereof.</p> <p>The Executive Committee has, by delegation, all the powers of the Board of Directors that may be delegated under the law and the By-Laws. Thus, it shall deal with all matters within the power of the Board of Directors which, in the sole judgment of the Committee, should be resolved without further delay, excepting only the preparation of the financial statements, the presentation of the balance sheets at the General Shareholders’ Meeting, the powers which are given by the shareholders to the Board of Directors without the power of delegation and the powers of the Board of Directors that may not be delegated pursuant to legal or by-law restrictions. Resolutions adopted by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board following the meetings of the Committee.</p> <p>Meetings of the Executive Committee shall be validly held with the attendance, in person or by proxy, of one-half plus one of its members, and its resolutions shall be adopted by majority of its members present at the meeting in person or by proxy. In the event of a tie in voting, the Chairman shall have the tie-breaking vote.</p> <p>The provisions of the By-Laws and the Regulations of the Board regarding the operation of the Board of Directors and, in particular, those governing the call to meetings, the grant of a proxy to another Director, plenary meetings, casting of votes in writing and without a meeting and approval of the minutes of the meetings, shall apply to the Executive Committee, to the extent they are not incompatible with the nature thereof.</p>
AUDIT AND COMPLIANCE COMMITTEE	<p>As provided in Article 38 of the By-Laws, the Board of Directors shall create a permanent Audit and Compliance Committee, which shall be composed of a minimum of three (3) and a maximum of five (5) Directors appointed by the Board of Directors from among the external Directors who are not members of the Executive Committee. The basic provisions applicable to the Audit and Compliance Committee are set forth in Articles 24, 25 and 26 of the Regulations of the Board of Directors.</p> <p>The Audit and Compliance Committee shall have a Chairman (who must be one of the independent Directors of the Board) and a Secretary (who need not be a Director) appointed by the Board of Directors.</p> <p>Unless otherwise decided by the Board of Directors, the Directors sitting on the Audit and Compliance Committee shall hold their positions for so long as they remain Directors of the Company. Renewal and re-election to and removal from office of the Directors sitting on the Committee shall be governed by resolution of the Board of Directors. The position of Chairman shall be held for a maximum period of (4) years, after which period such person may not be re-elected until the passage of one year from ceasing to act as such, without prejudice to such person continuing or being re-elected as a member of the Committee.</p> <p>As regards the operation of the Committee, it shall meet as many times as its Chairman deems necessary for the fulfillment of its obligations, and at least once each quarter, or when requested by at least one-half of its members. Meetings of the Committee shall be validly held when one-half plus one of its members are present in person or by proxy, and shall adopt resolutions by majority of the members present in person or by proxy. In the event of a tie, the Chairman shall have the tie-breaking vote.</p> <p>The provisions of the Regulations of the Board of Directors regarding the operation of the Board of Directors and, especially, those regarding notice of meetings, the granting of a proxy to another Director, plenary meetings, voting in writing without a meeting, the chairman of and the secretary for the meetings, and approval shall apply to the Audit and Compliance Committee, to the extent that they are not incompatible with the nature thereof.</p> <p>This Committee shall submit for approval of the Board of Directors a Report of its activities during the fiscal year, which shall thereafter be made available to shareholders and investors on occasion of the call of the General Shareholders’ Meeting. Section B.2.4 below contains a description of the main powers of the Audit and Compliance Committee.</p>

Name of the Committee	Brief Description
NOMINATING AND COMPENSATION COMMITTEE	<p>Pursuant to Article 39 of the By-Laws, the Board of Directors shall create a permanent Nominating and Compensation Committee, which shall be an internal informational and consultative body without executive powers, and which shall have information, advisory and proposal-making powers within its scope of action. The basic provisions applicable to the Nominating and Compensation Committee are set forth in Articles 27, 28 and 29 of the Regulations of the Board of Directors.</p> <p>The Nominating and Compensation Committee shall be composed of a minimum of three (3) and a maximum of five (5) Directors, appointed by the Board of Directors from among the external Directors. A majority of the Directors serving on the Committee shall be independent Directors. The Board of Directors shall also appoint the Chairman thereof from among the Directors sitting on such Committee, which Chairman must be an independent Director, as well as its Secretary, who need not be a Director.</p> <p>Unless otherwise decided by the Board of Directors, the members of the Nominating and Compensation Committee shall hold their positions for so long as they remain Directors of the Company and for so long as they retain the status of external Directors. Renewal and re-election to and removal from office of the Directors sitting on the Committee shall be governed by resolution of the Board of Directors.</p> <p>The powers of the Nominating and Compensation Committee include the power to supervise the procedure for selecting members of the Board of Directors and senior managers of the Company (the latter at the proposal of the Chief Executive Officer, if any), as well as to assist the Board of Directors in the determination and supervision of the compensation policy for such persons.</p> <p>The provisions of the Regulations of the Board of Directors regarding the operation of the Board of Directors and, especially, those regarding notice of meetings, the granting of a proxy to another Director, plenary meetings, voting in writing without a meeting, the chairman of and the secretary for the meetings, and approval of minutes of meetings shall apply to the Nominating and Compensation Committee, to the extent that they are not incompatible with the nature thereof.</p> <p>As regards the operation of the Committee, it shall meet as many times as needed, in the opinion of its Chairman, to fulfill its obligations, and at a minimum once each quarter or when so requested by at least one-half of the Directors sitting on the Committee. A valid quorum shall exist when one-half plus one of the Directors sitting on the Committee are present in person or by proxy, and resolutions thereof shall be adopted by a majority of votes. In the case of a tie, the Chairman shall have the tie-breaking vote.</p> <p>Section B.2.4 below contains a description of the main powers of the Nominating and Compensation Committee.</p>
RELATED-PARTY TRANSACTIONS COMMITTEE	<p>Article 36.2 of the By-Laws provides that <i>“the Board of Directors may also create other Committees or Commissions with such powers as are determined by the Board of Directors.”</i></p> <p>Therefore, under the provisions of the above-cited article and in compliance with the Framework Agreement signed by the Company and IBERDROLA, S.A. on November 5, 2007, the Board of Directors has created a Related-Party Transactions Committee as an informational and consultative body without executive powers, which has information, advisory and proposal-making powers within its scope of action. The basic provisions governing the Committee are set forth in Articles 30, 31 and 32 of the Regulations of the Board.</p> <p>The Related-Party Transactions Committee shall be composed of a minimum of three (3) Directors and a maximum of five (5), appointed by the Board of Directors from among the non-proprietary Directors, and the majority of the Directors sitting on the Committee shall be independent Directors. The Board of Directors shall also appoint from among its members the Chairman thereof, who shall necessarily be one of the independent Directors, as well as its Secretary, who need not be a Director.</p> <p>The members of the Related-Party Transactions Committee shall continue to hold office for so long as they remain Directors of the Company and for so long as they retain the status of non-proprietary Directors, unless the Board of Directors resolves otherwise. Renewal and re-election to and withdrawal from office of the Directors sitting on the Committee shall be governed by resolution of the Board of Directors.</p> <p>Directors sitting on the Committee who are re-elected as Directors of the Company by resolution of the shareholders adopted at a General Shareholders' Meeting shall continue to hold their positions within the Committee, without the need for a new election, unless the Board of Directors resolves otherwise.</p> <p>The reports issued and recommendations made by the Related-Party Transactions Committee shall not be binding upon the management decision-making bodies that are to adopt the resolutions or decisions to which such reports or recommendations refer, but the above-mentioned bodies shall, in every case, state the reasons why they did not follow the opinion expressed in the reports or the recommendations of the Related-Party Transactions Committee.</p> <p>The Related-Party Transactions Committee shall meet with the frequency required for the performance of its duties, and at least semi-annually. The Chairman of the Board of Directors and the Chief Executive Officer, if any, may request exceptional meetings with the Committee for the provision of information.</p> <p>Meetings of the Related-Party Transactions Committee shall be validly held with the attendance, in person or by proxy, of one-half plus one of its members, and its resolutions shall be adopted by majority of its members present at the meeting in person or by proxy. In the event of a tie in voting, the Chairman shall have the tie-breaking vote.</p> <p>The provisions of the Regulations of the Board of Directors regarding the operation of the Board of Directors, and especially those regarding notice of meetings, the granting of a proxy to another Director, plenary meetings, voting in writing without a meeting, chairman and secretary of the meetings and approval of minutes thereof shall apply to the Related-Party Transactions Committee to the extent that they are not incompatible with the nature thereof.</p> <p>Section B.2.4 below contains a description of the main powers of the Related-Party Transactions Committee.</p>

**B.2.4. Indique las facultades de asesoramiento, consulta y en su caso, delegaciones que tienen cada una de las comisiones:**

Name of the Committee	Brief Description
EXECUTIVE COMMITTEE	There are delegated to it all matters within the power of the Board of Directors that may be delegated under the law and the By-Laws and which, in the sole judgment of the Committee, should be resolved without further delay, excepting only the preparation of the financial statements, the presentation of the balance sheets at the General Shareholders' Meeting, those powers which are given by the shareholders to the Board of Directors without the power of delegation and the powers of the Board of Directors that may not be delegated under the law or the By-Laws.
AUDIT AND COMPLIANCE COMMITTEE	<ul style="list-style-type: none"> <li>(a) Report to the General Shareholders' Meeting with respect to matters raised therein by shareholders regarding its powers.</li> <li>(b) Propose appointments of the Company's Auditors to the Board of Directors for submission to the shareholders at the General Shareholders' Meeting.</li> <li>(c) Supervise the management of the Internal Audit Area, which shall be functionally controlled by the Chairman of the Audit and Compliance Committee.</li> <li>(d) Know the process for gathering financial information and associated systems for monitoring risks relevant to the Company.</li> <li>(e) Receive information from the Auditors regarding matters that might jeopardize the independence thereof which are related to the auditing procedure and generally regarding any other information provided for in legislation regarding the auditing of financial statements and in the technical auditing regulations in effect at any time.</li> <li>(f) Report in advance on the Company's annual corporate governance report and ensure compliance with legal requirements and with the Codes of Professional Conduct and Good Governance adopted by the Board of Directors.</li> <li>(g) Inform the Board of Directors in advance regarding (i) all matters within its area of authority provided for in the Regulations of the Board of Directors and (ii) the financial information that the Company must periodically make public due to its status as listed company. In this regard, the Committee shall make sure that the interim financial statements have been prepared in accordance with the same accounting standards as the annual financial statements and, for such purpose, it shall consider the suitability of limited review by the external Auditor.</li> <li>(h) Report to the Board of Directors, prior to the adoption by it of the corresponding decision, regarding the creation or acquisition of interests in special purpose entities or entities registered in countries or territories regarded as tax havens, as well as any other transactions or operations of a similar nature that, due to the complexity thereof, might detract from the transparency of the IBERDROLA RENOVABLES Group.</li> <li>(i) Report on the proposed amendments to the Regulations of the Board of Directors.</li> <li>(j) Exercise such other powers, if any, as may be assigned to it by the By-Laws, the Regulations of the Board of Directors or the Board of Directors.</li> </ul>
NOMINATING AND COMPENSATION COMMITTEE	<ul style="list-style-type: none"> <li>(a) Report on and review the criteria that should be followed in composing the Board of Directors and in selecting candidates, defining their duties and required qualifications and assessing the time and dedication required for the proper performance of their duties. In the exercise of this power, the Committee shall take into account, regarding external Directors, the relation between the number of proprietary Directors and the number of independent Directors, such that this relation reflects, as far as possible, the ratio of the Company's capital represented by proprietary Directors to the rest of the capital.</li> <li>(b) Bring independent Director designation proposals to the Board of Directors for the interim appointment thereof to fill a vacancy or, as the case may be, for submission of such proposals to a decision of the shareholders at the General Shareholders' Meeting, as well as proposals for the re-election or removal of such Directors by the shareholders at the General Shareholders' Meeting. Report to the Board of Directors on the proposals for the appointment of non-independent Directors on an interim basis to fill a vacancy or, if appropriate, for submission to the decision of the shareholders at the General Shareholders' Meeting, as well as on the proposals for the re-election or removal of such Directors by the shareholders at the General Shareholders' Meeting.</li> <li>(c) Propose to the Board of Directors the members who should make up each of the Committees.</li> <li>(d) Examine or organize, in such manner as is deemed appropriate, the succession of the Chairman and of the Chief Executive Officer, if any, of the Company and, if applicable, make proposals to the Board for such succession to occur in an orderly and well-planned fashion.</li> <li>(e) Propose to the Board of Directors the system and amount of the annual compensation of members of the Board, as well as the individual compensation of executive Directors and other terms and conditions of their contracts, in all cases pursuant to the provisions of the By-Laws.</li> <li>(f) Report to the Board of Directors, prior to the adoption thereof of the corresponding decision at the proposal of the Chairman, regarding the appointment and/or removal of the Vice-Chairman or Vice-Chairmen, if any, of the Board of Directors.</li> <li>(g) Report to the Board of Directors, prior to the adoption thereof of the corresponding decision at the proposal of the Chairman, regarding the appointment and/or removal of the Secretary and of the Vice-Secretary, if any, of the Board of Directors.</li> <li>(h) Provide information to the Board of Directors regarding the appointment and/or removal of Senior Managers of the Company, as well as regarding the compensation or indemnification, if any, that may be established in the event of removal of such Senior Managers, all at the proposal of the Chief Executive Officer, if any.</li> <li>(i) Submit to the Board of Directors, together with the corresponding reports, the proposals brought to it by the Chief Executive Officer, if any, regarding the compensation policy applicable to Senior Managers and the basic terms and conditions of their contracts.</li> <li>(j) Provide information regarding incentive plans and pension supplements.</li> <li>(k) Periodically review the compensation programs, evaluating the adequacy and results thereof.</li> <li>(l) Ensure compliance with the compensation policy of the Company.</li> <li>(m) Ensure that in the event of new vacancies, the selection procedures are free from any implied bias entailing any kind of discrimination.</li> <li>(n) Exercise such other powers, if any, as are assigned to it by the By-Laws, the Regulations of the Board of Directors or the Board of Directors.</li> </ul>

Name of the Committee	Brief Description
RELATED-PARTY TRANSACTIONS COMMITTEE	<p>(a) Report in advance on the essential elements (price, term and purpose) of related-party transactions between the Company and IBERDROLA, S.A. or among any of the companies of their respective Groups that require the approval of the Board of Directors or, in urgent cases, of the Executive Committee, pursuant to the Framework Agreement. As regards transactions within the ordinary course of business that are of a customary or recurring nature, it shall be sufficient for the report to refer to generic authorization by the Board of Directors of the line of transactions and of the conditions for performance thereof.</p> <p>(b) Report in advance on semi-annual information and information included in the Company's annual corporate governance report with respect to the Framework Agreement and related-party transactions between IBERDROLA, S.A. and the Company, or among any of the companies of their respective Groups.</p> <p>(c) Report in advance on the decision of the Company and the companies belonging to its Group to relinquish the business opportunities mentioned in the Framework Agreement.</p> <p>(d) Report periodically on compliance with the Framework Agreement.</p> <p>(e) Report in advance on any proposed amendment to the Framework Agreement, as well as possible proposed settlements intended to resolve disputes that may arise between the parties under the Framework Agreement.</p> <p>(f) Make recommendations and proposals for improvement on the matters within its purview.</p>

**B.2.5. Indicate, if applicable, the existence of regulations of the Board committees, where such regulations may be consulted and the amendments made during the fiscal year. Also indicate if any annual report of the activities performed by each committee has been voluntarily prepared.**

Name of the Committee	Brief Description:
AUDIT AND COMPLIANCE COMMITTEE	<p>There are no specific regulations governing the Audit and Compliance Committee, as such regulations are contained in the By-Laws and the Regulations of the Board of Directors. These documents are available on the website of the Company (<a href="http://www.iberdrolarenovables.es">www.iberdrolarenovables.es</a>), on the CNMV website (<a href="http://www.cnmv.es">www.cnmv.es</a>) and at the Commercial Registry of Valencia.</p> <p>Articles 38.4 of the By-Laws and 26.5 of the Regulations of the Board of Directors provide that the Audit and Compliance Committee shall, within three months of the close of each fiscal year, prepare a Report detailing its activities during the prior fiscal year, which shall be submitted to the Board of Directors for its approval.</p> <p>At its meeting of February 24, 2009, the Board of Directors approved the Annual Report of the Audit and Compliance Committee regarding its activities during fiscal year 2008.</p>
NOMINATING AND COMPENSATION COMMITTEE	<p>As with the Audit and Compliance Committee, there is no specific regulation governing the Nominating and Compensation Committee, its regulation being included in the By-Laws and in the Regulations of the Board of Directors. These documents are available on the Company's website (<a href="http://www.iberdrolarenovables.es">www.iberdrolarenovables.es</a>), on the website of the CNMV (<a href="http://www.cnmv.es">www.cnmv.es</a>) and at the Commercial Registry of Valencia.</p> <p>As Article 29.5 of the Regulations of the Board of Directors provides, the Nominating and Compensation Committee shall, within three months following the close of each fiscal year, prepare a Report detailing its activities during the prior fiscal year, which shall be submitted to the Board of Directors for its approval.</p> <p>At its meeting of February 24, 2009, the Board of Directors approved the Annual Report of the Nominating and Compensation Committee regarding its activities during fiscal year 2008.</p>
RELATED-PARTY TRANSACTIONS COMMITTEE	<p>The Related-Party Transactions Committee is governed by the By-Laws, the Regulations of the Board of Directors and the Framework Agreement.</p> <p>These documents are available on the website of the Company (<a href="http://www.iberdrolarenovables.es">www.iberdrolarenovables.es</a>), and on the CNMV website (<a href="http://www.cnmv.es">www.cnmv.es</a>). The By-Laws and the Regulations of the Board of Directors are also available at the Commercial Registry of Valencia.</p>

**B.2.6. Indicate whether the composition of the Executive Committee reflects the participation of the different directors in the Board of Directors based on their category:**

YES	NO
X	



## C. RELATED-PARTY TRANSACTIONS

C.1. State whether the Board as a full body has reserved for itself the power to approve, after a favorable report of the Audit Committee or any other committee entrusted with such duty, transactions carried out by the Company with Directors, with significant shareholders or shareholders represented on the Board, or with persons related thereto:

YES	NO
X	

C.2. Describe the relevant transactions that involve a transfer of funds or obligations between the Company or entities within its Group and the Company's significant shareholders:

Individual or corporate name of significant shareholder	Corporate name of the Company or entity within its Group	Nature of the relationship	Type of transaction	Amount (in thousands of Euros)
IBERDROLA, S.A.	IBERDROLA RENOVABLES, S.A.	CONTRACTUAL	FINANCIAL EXPENSES	84,424
IBERDROLA, S.A.	IBERDROLA RENOVABLES, S.A.	CONTRACTUAL	RECEIPT OF SERVICES	43,837
IBERDROLA, S.A.	IBERDROLA RENOVABLES, S.A.	CONTRACTUAL	SALE OF GOODS (FINISHED OR IN PROGRESS)	288,310
IBERDROLA, S.A.	IBERDROLA RENOVABLES, S.A.	CONTRACTUAL	FINANCIAL REVENUES	16,029
IBERDROLA, S.A.	IBERDROLA RENOVABLES, S.A.	CONTRACTUAL	PURCHASE OF TANGIBLE, INTANGIBLE OR OTHER ASSETS	104,146

C.3. Describe the relevant transactions that involve a transfer of funds or obligations between the Company or entities within its Group and the directors or managers of the Company:

C.4. Describe the relevant transactions made by the Company with other companies belonging to the same group, provided they are not eliminated in the preparation of the consolidated financial statements and they are not part of the ordinary course of business of the Company as to their purpose and conditions:

C.5. State whether the members of the Board of Directors have been subject to any conflict of interest situation during the fiscal year pursuant to the provisions of Article 127 ter of the Companies Law.

YES	NO
X	

Individual or corporate name of the director	Description of the conflict of interest situation
MR. JOSÉ IGNACIO SÁNCHEZ GALÁN	<ol style="list-style-type: none"> <li>1. Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.</li> <li>2. Evaluation of his performance during fiscal year 2007.</li> </ol>
MR. ALBERTO CORTINA KOPLOWITZ	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. CARLOS EGEA KRAUEL	<ol style="list-style-type: none"> <li>1. Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.</li> <li>2. Authorization to serve on the Board of Directors of Enagás, S.A.</li> <li>3. Grant of guarantees in favor of Energías Renovables de la región de Murcia, S.A., a company of whose Board of Directors he is Chairman.</li> </ol>
MR. JULIO FERMOSE GARCÍA	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. MARCOS FERNÁNDEZ FERMOSELLE	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. JUAN PEDRO HERNÁNDEZ MOLTÓ	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. JOSÉ LUIS SAN-PEDRO GUERENABARRENA	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. JAVIER SÁNCHEZ-RAMADE MORENO	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. JOSÉ SAINZ ARMADA	Due to his status as proprietary director appointed by IBERDROLA, S.A.: (i) approval of transactions with IBERDROLA, S.A. or companies belonging to the Group; and (ii) approval of transactions with Gamesa Energía, S.A. Unipersonal and Gamesa Eólica, S.L. Unipersonal.
MR. ÁLVARO VIDEGAIN MURO	Authorization to act as individual representative of a Director of Sener Grupo de Ingeniería, S.L.
MR. MANUEL MOREU MUNAIZ	Authorization for the provision of certain services to third parties.
MR. XABIER VITERI SOLAUN	<ol style="list-style-type: none"> <li>1. Approval of the terms and conditions of his contract and those governing his compensation.</li> <li>2. Approval of his inclusion as beneficiary of certain compensation systems.</li> <li>3. Evaluation of his performance during fiscal year 2007.</li> </ol>

### C.6. Describe the mechanisms used to detect, determine and resolve potential conflicts of interest between the company and/or its Group, and its directors, managers or significant shareholders.

The mechanisms for detecting, determining and resolving potential conflicts of interest between the Company and/or its Group, and its directors, managers or significant shareholders are provided for in the By-Laws, in the Regulations of the Board of Directors, in the Company's Internal Regulations for Conduct in the Securities Markets and in the Procedure for Conflicts of Interest and Related-Party Transactions with Directors, Significant Shareholders and Senior Management and, as regards relations between IBERDROLA, S.A. and the companies of its Group, in the Framework Agreement, upon the terms set forth below:

#### 1. RULES APPLICABLE TO POSSIBLE CONFLICTS OF INTEREST BETWEEN THE COMPANY AND THE DIRECTORS

As a starting point, Article 42.1 of the Regulations of the Board of Directors defines as conflicts of interest situations to which the directors may be subject, those cases in which there is a conflict, whether direct or indirect, between the interests of the Company or of the companies forming part of the IBERDROLA RENOVABLES Group and the personal interest of the Director. For these purposes, a personal interest of the Director shall be deemed to exist when a matter affects the Director or a Person Related to him, as such concept is defined in the Regulations of the Board of Directors, which list the persons who shall be deemed Persons Related to a Director. The rules applicable to these situations are set out in sub-section 2 of Article 42 of the above-mentioned Regulations:

- a) **Communication:** the Director must give notice to the Board of Directors, in the person of the Chairman or the Secretary, of any conflict of interest in which the Director is involved.
- b) **Abstention:** the Director shall not attend or participate in the deliberation and voting on those matters in which the Director is affected by a conflict of interest, and such Director shall not be counted as an attendee at the meeting for purposes of determining the number of Directors to be used to calculate the majority required for approval of the resolution in respect of which the Director is in a situation of conflict. Proprietary Directors must abstain from voting on matters that may entail a conflict of interest between the shareholders who have proposed their appointment and the Company. The provisions of this paragraph shall apply to meetings of the Board of Directors and of all Committees created within the Board.
- c) **Transparency:** in the annual corporate governance report, the Company shall report any cases of conflict of interest involving the Directors and of which the Company is aware by reason of notice given thereto by the Director affected by such conflict or by any other means.

Article 46 of the Regulations of the Board of Directors supplements the foregoing rules by providing that any transaction between the Company

(or companies forming part of the IBERDROLA RENOVABLES Group) and its Directors "shall be subject to the approval of the Board of Directors, or in urgent cases, of the Executive Committee, upon a prior report of the Audit and Compliance Committee. In the event that authorization is granted by the Executive Committee on an emergency basis, it shall be submitted for subsequent ratification by the Board of Directors." The Board of Directors, through the Audit and Compliance Committee, shall ensure that the transaction is carried out under arm's length conditions and with due observance of the principle of equal treatment of shareholders.

Without prejudice to the foregoing, sub-section 3 of the above-mentioned Article 46 of the Regulations of the Board of Directors provides that "in the case of transactions within the ordinary course of business that are customary or recurring, it shall be sufficient to give a generic approval of the line of transactions and of the conditions for performance thereof."

As the sole exception to the foregoing, sub-section 4 of the above-mentioned Article 46 of the Regulations of the Board of Directors provides as follows: "However, no authorization of the Board of Directors shall be required in connection with transactions that simultaneously satisfy the following three conditions: (i) that they are conducted under contracts whose terms and conditions are standardized and apply en masse to a large number of clients; (ii) that they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question, and (iii) that the amount thereof does not exceed one (1%) percent of the consolidated annual income of the Company, based on the audited annual financial statements for the last fiscal year ending prior to the date of the transaction in question."

In addition, Article 11 of the Company's Internal Regulations for Conduct in the Securities Markets provides that the members of the Board of Directors, the Senior Managers and such other persons, if any, as may be designated by the Regulatory Compliance Unit must refrain from participating in or influencing the taking of decisions that might entail a conflict between their own interests and those of the Company and/or its Group, this being without prejudice to the duty to report such situation to the Secretary of the Board of Directors. In the event that any of such persons believes that he/she may be subject to a conflict of interest, he/she shall consult with the Unit before participating in or influencing the taking of such decisions.

The Board of Directors has further developed these regulations by means of the Procedure for Conflicts of Interest and Related-Party Transactions with Directors, Significant Shareholders and Senior Management. Like the aforementioned regulations, this Procedure is available on the corporate website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)).

#### 2. RULES APPLICABLE TO POSSIBLE CONFLICTS OF INTEREST BETWEEN THE COMPANY AND THE MANAGERS

The above-mentioned Procedure for Conflicts of Interest and Related-Party Transactions with Directors, Significant Shareholders and Senior Management subjects the Managers that report directly to the Board of Directors or the Chief Executive Officer and, in all cases, the Director of the Internal

Audit Area to the same rules of communication, abstention and authorization that apply to the Directors.

If a conflict of interest situation occurs, the Manager in question shall disclose such situation in writing by means of a notice addressed to the Secretary of the Board of Directors of the Company. In addition, such Manager shall refrain from participating in or influencing the making of decisions by any decision-making body, committee or division participating in the transaction or decision in question, when such decisions may affect the persons or entities with which a conflict exists, and shall also refrain from accessing confidential information affecting such conflict.

The Secretary of the Board of Directors shall prepare a Conflicts of Interest Register of Persons Subject to Conflict of Interest Rules (other than the Directors), which shall be continuously updated and shall be published in the instances and with the scope required by applicable legal provisions.

Transactions that may be regarded as related-party transactions carried out by Senior Managers of the Company shall be subject to the authorization of the Secretary of the Board of Directors, who shall ensure that they are conducted under arm's length conditions and with due observance of the principle of equal treatment of all the shareholders.

The Senior Managers of the Company shall send a semi-annual report to the Secretary of the Board of Directors regarding the transactions which they and persons related to them have made. For this purpose, the Secretary of the Board of Directors shall prepare a Register of these transactions that shall be available for consultation by the Regulatory Compliance Unit when such Unit deems it appropriate.

As regards the other managers and employees, the Code of Professional Conduct of the IBERDROLA Group, which applies to all of the group employees, contains a specific section on conflicts of interest.

### 3. RULES APPLICABLE TO POSSIBLE CONFLICTS OF INTEREST BETWEEN THE COMPANY AND SIGNIFICANT SHAREHOLDERS

The Procedure for Conflicts of Interest and Related-Party Transactions with Directors, Significant Shareholders and Senior Management approved by the Board of Directors under Article 46 of the Regulations of the Board of Directors governs transactions between companies forming part of the IBERDROLA RENOVABLES Group and shareholders who hold a shareholding interest greater than or equal to that legally regarded as significant or that are represented on the Board of Directors or their respective Related Persons.

In order to ensure that such transactions are carried out are carried out under arm's length conditions and with due observance of the principle of equal treatment of shareholders, the aforementioned procedure establishes that such operations shall be subject to the approval of the Board of Directors, or in urgent cases, of the Executive Committee, upon a prior favorable report of the Audit and Compliance Committee.

In addition, as provided by sub-section 4 of Article 46 of the Regulations of the Board of Directors, "no approval of the Board shall be deemed required in connection with transactions that simultaneously satisfy the following three conditions: (i) they are conducted under contracts whose terms and conditions are standardized and apply en masse to a large number of clients; (ii) they are conducted at prices or rates established generally by the party acting as supplier of the goods or services in question, and (iii) the amount thereof does not exceed one (1%) percent of the annual income of the Company."

Notwithstanding all of the foregoing, related-party transactions between the Company and IBERDROLA, S.A., or between any of the companies of their respective Groups, shall be governed by the Framework Agreement. The body competent to report on such transactions shall be the Related-Party Transactions Committee.

The periodical semi-annual financial information that the Company sends to the CNMV and publishes on its website shall disclose the transactions mentioned in Article 46 of the Regulations of the Board of Directors, all to the extent provided for by Law. Likewise, the notes accompanying the annual financial statements shall include information regarding the transactions by the Company or by the companies that form part of its Group with the Directors and those persons who act for the account of the latter when such transactions are conducted other than in the ordinary course of the Company's business or other than under arm's length conditions.

#### C.7. Is more than one company of the Group listed in Spain?

YES	NO
	X

#### Identify the subsidiaries listed in Spain:

State whether they have publicly and accurately defined their respective areas of activity and any possible business relationships among them, as well as those between the listed dependent company and the other companies within the Group:

## D. RISK CONTROL SYSTEMS

### D.1. General description of the risk control policy adopted by the Company and/or its Group, describing and assessing the risks covered by the system and providing a justification for the adjustment of such system to the profile of each kind of risk.

The Company is subject to various risks inherent in the different countries, industries and markets in which it does business and in the activities it carries out, which may prevent it from achieving its objectives and successfully implementing its strategies.

Aware of the significance of this issue, the Board of Directors of the Company has established, through the General Risk Control and Management Policy approved at its meeting of April 14, 2008 and updated at its meeting of February 24, 2009, the mechanisms and basic principles for appropriate management of the risk-opportunity combination, at a risk level that makes it possible to:

- attain the objectives formulated in the Strategic Plan with controlled volatility;
- provide the maximum level of assurance to the shareholders;
- protect the results and the reputation of the Company;
- defend the interests of shareholders, customers and other groups interested in the Company's performance and of society in general; and
- ensure corporate stability and financial strength in the short and medium terms.

In order to actualize such commitment, the Board of Directors and its Executive Committee have the cooperation of the Audit and Compliance Committee, which, as a consultative body, monitors and reports upon the appropriateness of the system for assessment and internal control of significant risks.

Every action aimed at risk control and mitigation must comply with the following Basic Action Principles:

- INTEGRATE the risk-opportunity vision into the Company's management, through a definition of the strategy and the risk profile and the incorporation of this variable into strategic and operating decisions.
- SEGREGATE functions, at the operating level, between risk-taking areas and areas responsible for the analysis, control and monitoring of such risks, ensuring an appropriate level of independence.
- ENSURE the proper use of risk hedging instruments and the maintenance of records thereof as required by applicable law.

- INFORM regulatory agencies and the principal external players, in a transparent fashion, regarding the risks facing the Company and the operation of the systems developed to monitor such risks, maintaining suitable channels that favor communication.
- ALIGN to this general policy all the specific policies that may need to be developed in the area of risks in the various businesses and companies controlled by the Iberdrola Renovables Group.
- ADOPT, in furtherance of continual improvement, the benchmark of the best international practices as to transparency and "good governance" relating to the control, management and monitoring of risks (in particular, the Enterprise Risk Management (ERM) framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO)).
- ACT, at all times, in compliance with applicable regulations and legal provisions and with due observance of the values established in the Code of Professional Conduct of the Group.

The General Risk Control and Management Policy and the basic principles underpinning it are implemented by means of a Comprehensive Risk Control and Management System, based upon a proper definition and allocation of functions and responsibilities at the operating level and upon supporting procedures, methodologies and tools, suitable for the various stages and activities within the system, including:

- The identification of significant risks, including market, credit, business, regulatory, operational, environmental, reputational and other risks, by taking into account their possible impact on the key management objectives set out in the Strategic Plan, new investments and financial statements (including contingent liabilities and other off-balance sheet risks).
- The analysis of such risks, both at each corporate business division or function and taking into account their combined effect on the Company as a whole and, in particular, the analysis of risks associated with new investments, as an essential element of decision-making based upon profitability-risk.
- The establishment of a structure of policies, guidelines and limits, as well as of the corresponding mechanisms for the approval and implementation thereof, which effectively contribute to risk management being performed in accordance with the Company's risk profile.
- The implementation of and monitoring of compliance with the policies, guidelines and limits, by means of appropriate procedures and systems, including the contingency plans needed to mitigate the impact of the materialization of risks.

- The measurement and monitoring of risks, by following homogeneous procedures and standards which are common to the Company as a whole, and specifically, the periodic monitoring and control of income statement risks in order to control the volatility of the annual income of the Group.
- The information and internal control systems allowing for a periodic and transparent evaluation and communication of the results of the monitoring of risk control and management activities, including the observance of policies and limits.
- The continual evaluation of the suitability and efficiency of applying the system and the best practices and recommendations in the area of risks for eventual incorporation thereof into the model.
- The supervision of the System by the Internal Audit Division, in accordance with the Basic Internal Audit Regulations.
- Credit risk: possibility that the counterparty fails to perform its contractual obligations, thus causing an economic or financial loss to the Group. Counterparties may be final customers, counterparties in financial markets or in energy markets, partners, suppliers or contractors.
- Regulatory risk: associated with regulations or the possibility of regulatory changes that may have an impact on the business or the market in the short or the long term.
- Operational risk: possible direct or indirect losses caused by inadequate internal processes, technological failures, human error, or as a consequence of external events, including the economic, social, environmental and reputational impact thereof, as well as legal risk.
- Business risk: any risks other than those mentioned above, associated with variations in the key operational and valuation aspects of each business, including, for instance: demand, solar, wind and water resources, or competitors' strategies.
- Reputational risk: potential adverse impact on the Company's value caused by the Company performing below the expectations created among various stakeholders: shareholders, customers, media, analysts, Government, employees, and society at large.

The General Risk Control and Management Policy is developed and supplemented by the following risk policies, which are also approved by the Company's Board of Directors and are listed below:

**Corporate policies:**

- Financing and financial risks policy
- Corporate Credit Risk policy
- Treasury stock policy
- Risk policy for listed affiliated companies
- Insurance policy
- Reputational risk framework policy

**Business-specific policies:**

- Investment policy
- Facilities operations risk policy
- Energy management risk policy

These policies are associated with several numerical values for limitation of the stated risks whose compliance is the subject of periodic monitoring.

Finally, there are specific procedures at each Business or corporate function, with which risks in the daily operations are managed. These procedures are aligned with the guidelines and limits provided in the aforementioned risk policies.

The system contemplates any type of risk facing deregulated and regulated activities, both at the domestic and the international level, such as:

- Market risk: exposure of the Group's results of operations to fluctuations in prices and market variables, such as prices of raw materials (electricity and gas), interest rate, exchange rate, prices of financial assets, and others.

Owing to its universal and dynamic nature, the system allows for the consideration of new risks that may affect the Iberdrola Renovables Group as a result of changes in its operating environment or revisions of objectives and strategies, as well as adjustments resulting from ongoing monitoring, verification, review and supervision activities.

**D.2. Indicate whether any of the various types of risks (operational, technological, financial, legal, reputational, tax-related, etc.) affecting the Company and/or its Group materialized during the fiscal year.**

YES	NO
X	

**If so, indicate the circumstances giving rise to them and whether the established control systems have worked:**

Risk that occurred during the fiscal year	Circumstances giving rise thereto	Performance of control systems
Risks relating to scope: market, credit, business, regulatory, operational and reputational.	Those inherent in the conduct of the business..	The control systems worked properly for the risks that occurred in 2008.

**D.3. Indicate whether there is any committee or other decision-making body in charge of establishing and supervising these control mechanisms.**

YES	NO
X	

**If so, describe its duties:**

Name of Committee or Other Body	Description of duties
BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE	Within their respective areas of authority, they are in charge of ensuring the proper identification, measurement, management and control of all significant risks, defining the company's risk strategy and profile, and approving the Company's risk policies, their limits and indicators, and the information to be provided externally regarding risks. For the proper discharge of its duties, the Executive Committee has the support of the Management Committee, the corporate and Business divisions, and the Investments unit.
AUDIT AND COMPLIANCE COMMITTEE	Among other powers and duties, it supervises compliance with risk policies, procedures and limits and reports on the adequacy of the system for assessment and internal control of risks relevant to the Company. To this end, it has the support of the Internal Audit Division, which, functionally reporting to the Chairman of the Audit and Compliance Committee and being a governance function, is responsible for supervising the management and control of significant risks facing the Company and its Strategic Plan, pursuant to the Basic Internal Audit Regulations, approved by the Audit and Compliance Committee itself.
MANAGEMENT COMMITTEE / RISK COMMITTEE	Manages and controls the Company's balance of risks following approved risk policies and limits. The Management Committee periodically meets with the Head of the Risks Unit at the Risk Committee where, among other activities, compliance with the risk policies is monitored and the map of key risks for the Group is approved.
CORPORATE AND BUSINESS DIVISIONS	They identify and manage the risks of their areas of business or authority (financial, legal, regulatory, etc.) according to the policies established at corporate level and within the approved limits.
ECONOMIC AND FINANCIAL DIVISION	Through the Risk Unit, it performs integrated analyses of risk, assesses in an integrated manner market risk and credit risk, conducts credit ratings of principal counterparties, supports business units and management in matters relating to risk, coordinates and promotes the preparation and implementation of risk policies and limits and prepares risk information for management (weekly report on energy management in the United States and quarterly report on the monitoring of policies and limits), for the parent company and various external agents. Additionally, it controls the risks and opportunities related to the annual profit and loss statement and new investments, quantifying the effect of the Group's risks at the individual and consolidated level.
INVESTMENT UNIT	Performs a global review, as well as a proper assessment of any issue relating to the management of capital (investments, divestitures and any type of business operations), complying with the objective of creating shareholder value and verifying consistency with the Strategic Plan and the Budget.

**D.4. Identification and description of the procedures for compliance with the various regulations that affect the Company and/or its Group.**

IBERDROLA RENOVABLES is present in different countries where it is subject to compliance with different regulations. The power industry is subject to strict regulations in Spain as in the other countries in which IBERDROLA RENOVABLES carries out its activities (principally the United States, the United Kingdom and the other European Union countries). In particular, the Spanish market has undergone significant changes in recent years.

Each of the IBERDROLA RENOVABLES Group's principal business units has specific Control, Legal Services and Human Resources divisions that report

to the corresponding corporate divisions and are responsible for ensuring compliance with applicable laws in each case. At those territorial units which do not have a specific division, this role is filled directly by the corporate divisions.

Additionally, as established in the By-Laws of IBERDROLA RENOVABLES, the Audit and Compliance Committee ensures compliance with legal requirements and with the Codes of Professional Conduct and Good Governance adopted by the Board of Directors.

## E. GENERAL SHAREHOLDERS' MEETING

E.1. Indicate and, if applicable, explain whether there are differences with the minimum requirements set out in the Companies Law in connection with the quorum needed to hold a valid General Shareholders' Meeting.

YES	NO
	X

	% of quorum different from that established as a general rule in Section 102 of the Companies Law	% of quorum different from that established in Section 103 of the Companies Law for the special cases set forth in such Section 103
Required quorum upon first call	0	0
Required quorum upon second call	0	0

E.2. Indicate and, if applicable, explain whether there are differences with the rules provided by the Companies Law for the adoption of corporate resolutions:

YES	NO
	X

Describe the difference from the rules provided by the Companies Law.

E.3. Explain the rights of the shareholders regarding general shareholders' meetings which are different from the rights provided for in the Companies Law.

IBERDROLA RENOVABLES' shareholders have broader rights than those required under the Law. Among such rights, regulated in the By-Laws and in the Regulations for the General Shareholders' Meeting and specifically developed in the Corporate Governance Policy approved by the Board of Directors of the Company in its meeting of February 19, 2008, the following are notable:

### 1. RIGHT TO RECEIVE INFORMATION

La normativa interna de IBERDROLA RENOVABLES desarrolla lo dispuesto. The internal regulations of IBERDROLA RENOVABLES develop the provisions of Section 112 of the Companies Law and Section 117 of the Securities Market Law regarding the means that the Company must make available to the shareholders for them to exercise their right to receive information prior to and during the course of the General Shareholders' Meeting.

In compliance with such Section 117 of the Securities Market Law, Article 10.1 of the Regulations for the General Shareholders' Meeting provides for the right of shareholders to request information prior to the meeting "via

mail or other means of electronic or long-distance data communication," such as the Company's website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)), which permits access to documentation relating to the General Shareholders' Meeting, and the exercise of the right of representation and the right to vote.

Furthermore, IBERDROLA RENOVABLES has fulfilled its commitment to use its best efforts to provide on its website, from the moment of the notice of the call, English versions of the information and principal documents related to the General Shareholders' Meeting in order to facilitate the attendance and participation of shareholders who do not speak Spanish. Such information was made available within 48 hours following the notice of the call to the meeting.

As far as the right to receive information during the General Shareholders' Meeting is concerned, Article 18 of the Regulations for the General Shareholders' Meeting provides for the Office of the Shareholder [*Oficina del Accionista*], which must be set up at each meeting "for the purpose of (i) answering questions regarding the proceedings raised by the shareholders prior to the commencement of the session, without prejudice to shareholders' legal and by-laws rights to take the floor, make proposals and vote, and (ii) assisting and informing attendees and shareholders who wish to take the floor, preparing for such purpose a list of those who previously state their desire to participate, as well as collecting the text of their statements, if such statements are available in writing."

### 2. RIGHT TO ATTEND

Pursuant to Article 18 of the By-Laws, every shareholder entitled to vote is granted the possibility of attending the General Shareholders' Meeting because no minimum number of shares is required for such purpose.

However, as provided in such Article 18, in order to exercise the right to attend, shareholders must cause the shares to be registered in their name in the corresponding book-entry registry at least five (5) days prior to the day on which the General Shareholders' Meeting is to be held.



In addition, the By-Laws contemplate measures to facilitate the attendance of shareholders at the General Shareholders' Meeting, and admit the possibility of such meeting being held at different places that are interconnected through video conference systems.

Thus, Article 19.3 of the By-Laws provides that *"the General Shareholders' Meeting may be attended by going to the place where the meeting is to be held or, if applicable, to other places provided by the Company and indicated in the call to meeting, and which are connected therewith by video conference systems that allow recognition and identification of the parties attending, permanent communication among the attendees regardless of their location, and participation and voting, all in real time. The principal place of the meeting must be located in the municipal area of the Company's registered office, but supplemental locations need not be so located. For all purposes relating to the General Shareholders' Meeting, attendees at any of the sites shall be deemed attendees at the same individual meeting. The meeting shall be deemed to have been held at the principal location thereof."*

IBERDROLA RENOVABLES' Corporate Governance Policy states that a paramount objective is that all persons, regardless of any disability, their age, or the technology used, be able to surf the Company's website without encountering any access difficulties.

### 3. RIGHTS TO BE REPRESENTED AND TO VOTE FROM A DISTANCE

Pursuant to Article 18.5 of the By-Laws, all shareholders having the right to attend may be represented at the General Shareholders' Meeting by proxy through another person, even though such person is not a shareholder.

In addition to traditional means, IBERDROLA RENOVABLES' regulations grant shareholders the power to appoint proxies and to vote by mail or electronic communication at any General Shareholders' Meeting held, regardless of the resolutions that may be adopted by the Board of Directors in each case.

In this regard, Article 18.6 of the By-Laws provides that *"...proxies shall be given in writing or by postal or electronic correspondence, in which case the provisions of the Regulations for the General Shareholders' Meeting shall apply."*

Furthermore, Article 23 of the By-Laws gives shareholders the possibility to *"cast their vote regarding proposals relating to the items included in the agenda by mail or by electronic communication,"* with the rules relating to distance voting being further developed in Article 33 of the Regulations for the General Shareholders' Meeting.

#### E.4. Indicate, if applicable, the measures adopted to encourage the participation of shareholders at General Shareholders' Meetings.

Pursuant to Article 18.1 of the By-Laws, all shareholders may attend the General Shareholders' Meeting and take part in deliberations thereof, with the right to be heard and to vote.

In addition to the rights to request that a meeting be called, to receive information, to be present at meetings, to be represented by proxy and to cast votes from a distance mentioned above, IBERDROLA RENOVABLES develops a policy encouraging the participation of shareholders at the General Shareholders' Meeting by means of the following measures:

- Holding the General Shareholders' Meeting at premises having the equipment needed for the meeting to be appropriately conducted and followed.
- If necessary, the use is contemplated of accessory locations for attendance at the General Shareholders' Meeting which are connected to the primary location by videoconference systems permitting recognition and identification of those in attendance, permanent communication among attendees regardless of the place where they are, and participation and voting.
- In addition to the publication of the call to meeting by the means established in applicable regulations, financial agencies or brokers are hired for a better distribution of the information among the Company's wide base of institutional and international investors.
- Personalized assistance and guidance to shareholders who wish to participate, provided through the Office of the Shareholder, which shall have a specific place for such purposes at the premises where the Meeting is held in order to deal with any issues raised by attendees prior to the commencement of the meeting and to provide assistance and information to the shareholders who wish to use the floor.
- Making available to the shareholders means for translating the various presentations.
- The possibility of accessing the live broadcast of the meeting through the Company's website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)).

#### E.5. Indicate whether the chairman of the General Shareholders' Meeting is also the chairman of the Board of Directors. Describe, if applicable, the measures adopted to ensure the independence and proper operation of the General Shareholders' Meeting:

YES	NO
X	

### Description of measures

- Pursuant to Article 9.10 of the Regulations for the General Shareholders' Meeting, the Board of Directors may require that a Notary Public attend the General Shareholders' Meeting and prepare the minutes thereof. When this is the case, the Chairman of and the Secretary for the General Shareholders' Meeting shall not prepare the minutes, which task is entrusted to a notary public, thereby guaranteeing neutrality to the shareholders.
- The Company has the necessary means to control and electronically compute the proxies and votes from a distance (by mail or electronic communication), to prepare the list of shareholders present in person or by proxy at the General Shareholders' Meeting, which list shall be electronically recorded and attached to the minutes of the meeting, and to compute the quorum to hold meetings and to adopt resolutions (as provided by Article 17.2 of the Regulations for the General Shareholders' Meeting). This allows for verification of the existence of a quorum to hold a valid meeting.

To this end, the Company prepares and proposes to the entities participating in the *Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) the format of the attendance card to be issued to the shareholders, such that the cards issued are uniform and include a bar code or other system which allows for the electronic reading thereof in order to facilitate the computerized calculation of attendees (Article 13.2 of the Regulations for the General Shareholders' Meeting).

These computerized systems are also useful to resolve or clarify doubts or claims in connection with the list of attendees.

- In addition, from the moment they enter the premises, shareholders are assisted by the staff of the Office of the Shareholder (Articles 18 and 19.1 of the Regulations for the General Shareholders' Meeting), which staff is permanently available to resolve any issues and to facilitate shareholders' participation in the General Shareholders' Meeting, as indicated in section E.3 of this report.
- Regarding the powers of the Chairman with respect to the shareholder participation period at the General Shareholders' Meeting, pursuant to Article 28.3 of the Regulations for the General Shareholders' Meeting, the Chairman, in the exercise of his ordering powers:
  - a) may extend the time initially allocated to each shareholder, when the Chairman deems it appropriate;
  - b) may decide the order in which answers will be provided to the shareholders and whether such answers will be given following each presentation period or as a collective response after the last presentation;
  - c) may request the presenting parties to clarify issues that have not been understood or which have not been sufficiently explained during the presentation;
  - d) may call the presenting shareholders to order so that they limit their presentation to business properly before the General Shareholders' Meeting and refrain from making improper statements or exercising their right in an abusive or obstructionist manner
  - e) may announce to the presenting parties that the time for their presentations will soon be ending, so that they may adjust their discourse and, when the time granted for their presentation has ended, or if they persist in the conduct described in the preceding paragraph, may withdraw the floor from them; and, if the Chairman believes that their presentation might alter the proper order and normal conduct of the meeting, the Chairman may cause the presenting parties to leave the premises and, if applicable, may adopt appropriate measures in order to comply with this provision; and
  - f) may deny the floor when the Chairman believes that a particular matter has been sufficiently debated, is not included in the agenda, or hinders the progress of the meeting.

The above-cited provision also requires the Chairman to maintain order in the room *"in order to allow the presenting parties to make their presentations without undue interruption."*

- Article 31.1 of the aforementioned Regulations authorizes the Chairman of the General Shareholders' Meeting, in contemplation of the possibility that extraordinary circumstances occur during the course of the meeting which temporarily prevent the normal progress thereof, *"to suspend the session for the time the Chairman deems appropriate (but not for more than two (2) hours) in order to reestablish the conditions needed for the continuation thereof."*
- In addition, Article 32.1 of the Regulations for the General Shareholders' Meeting grants those attending the meeting the power to decide a continuation of their sessions over one or more consecutive days, at the proposal of the Directors or at the request of shareholders representing at least one-fourth of the capital present.

### E.6. Indicate the amendments, if any, made to the Regulations for the General Shareholders' Meeting during the fiscal year.

No amendments were made to the Regulations for the General Shareholders' Meeting during fiscal year 2008.

### E.7. Indicate the data on attendance at the general shareholders' meetings held during the fiscal year referred to in this report:

Date of General Shareholders' Meeting	Attendance data				Total
	% of shareholders present in person	% of shareholders represented by proxy	% distance voting		
			Electronic voting	Other	
06/26/2008	80.05	8.62	0.001	0	88.67

**E.8. Briefly describe the resolutions adopted by the shareholders acting at the general shareholders' meetings held during the fiscal year to which this report refers and the percentage of votes by which each resolution was passed.**

During fiscal year 2008, IBERDROLA RENOVABLES held one General Shareholders' Meeting, which took place on June 26, 2008, upon first call, and at which the shareholders adopted the following resolutions, all of which were approved by a majority in excess of 99% of the capital present at the Meeting in person and by proxy:

**ITEMS RELATING TO THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT OF THE COMPANY:**

1. Examination and approval, if applicable, of the individual Annual Financial Statements of IBERDROLA RENOVABLES, S.A. (Balance Sheet, Profit and Loss Statement and Notes) and of the consolidated financial statements of IBERDROLA RENOVABLES, S.A. and its subsidiaries (Balance Sheet, Profit and Loss Statement, Statement of Changes in Shareholders' Equity, Statement of Cash Flows, and Notes) for the fiscal year ended on December 31, 2007.
2. Examination and approval, if applicable, of the proposal for the allocation of profits/losses for the fiscal year ended on December 31, 2007.
3. Examination and approval, if applicable, of the individual management report of IBERDROLA RENOVABLES, S.A. and of the consolidated management report of IBERDROLA RENOVABLES, S.A. and its subsidiaries for the fiscal year ended on December 31, 2007.
4. Examination and approval, if applicable, of the management and actions of the Board of Directors during the fiscal year ended on December 31, 2007.
5. Examination and approval, if applicable, of the delivery of shares of the Company to the Chief Executive Officer, as beneficiary of the compensation plans of IBERDROLA RENOVABLES, S.A. (Annual variable compensation in shares, share delivery plan and Strategic Bonus 2008-2010).
6. Examination and approval, if applicable, of an action plan for employees (including managers), and delegation to the Board of Directors of the power to implement, develop, formalize and execute such plan.
7. Authorization to the Board of Directors, with the express power of delegation, to create and fund Associations and Foundations, pursuant to applicable legal provisions.

**ITEMS RELATING TO AMENDMENT OF BY-LAWS:**

10. Amendment of By-Laws.
  - 10.a) Amendment of Section 1 of Article 4 ("Registered and branch offices").
  - 10.b) Amendment of Section 2 of Article 48 ("Company fiscal year and preparation of the annual financial statements").

**ITEMS RELATING TO THE AUTHORIZATIONS AND THE EXPRESS DELEGATION OF POWERS REQUESTED FOR THE BOARD OF DIRECTORS, TO THE RE-ELECTION OF THE AUDITOR AND TO COMPENSATION THROUGH DELIVERY OF SHARES OF THE COMPANY:**

5. Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, up to a maximum of five (5%) percent of the share capital, pursuant to applicable law, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of November 5, 2007 is hereby deprived of effect to the extent of the unused amount.
6. Re-election or, if this is not possible, appointment of the Auditor of the Company and of the IBERDROLA RENOVABLES Group.

### ITEMS RELATING TO GENERAL MATTERS:

11. Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made.

Below is a breakdown of the vote on each of the preceding proposals:

Items on the agenda	In favor	In favor (%)	Against	Against (%)	Blank	Blank (%)	Abstentions	Abstentions (%)
Item 1	3,743,921,655	99.96	415,230	0.01	0	0.00	1,009,035	0.03
Item 2	3,744,920,986	99.99	418,156	0.01	0	0.00	6,778	0.00
Item 3	3,744,909,921	99.99	425,453	0.01	0	0.00	10,546	0.00
Item 4	3,717,889,527	99.27	101,425	0.00	0	0.00	27,354,968	0.73
Item 5	3,744,916,750	99.99	38,015	0.00	0	0.00	391,155	0.01
Item 6	3,744,890,568	99.99	416,335	0.01	0	0.00	39,017	0.00
Item 7	3,739,247,883	99.84	5,294,955	0.14	0	0.00	803,082	0.02
Item 8	3,736,610,714	99.77	8,700,328	0.23	0	0.00	34,878	0.00
Item 9	3,743,887,301	99.96	1,409,714	0.04	0	0.00	48,905	0.00
Item 10.A	3,745,253,433	100.00	38,038	0.00	0	0.00	54,449	0.00
Item 10.B	3,745,287,425	100.00	9,988	0.00	200	0.00	48,307	0.00
Item 11	3,733,158,671	99.67	6,646	0.00	0	0.00	12,180,603	0.33

### E.9. Indicate whether there are any by-law restrictions requiring a minimum number of shares to attend the General Shareholders' Meeting.

YES	NO
	X

### Number of shares required to attend the General Shareholders' Meeting

### E.10. Indicate and justify the policies followed by the company with respect to proxy-voting at the General Shareholders' Meeting.

The Company's policy is to encourage shareholders' attendance at General Shareholders' Meetings.

As regards proxy-voting, Article 13.2 of the Regulations for the General Shareholders' Meeting provides that the Company may propose to the entities participating in the *Sociedad de Gestión de Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* (Iberclear) the format of the attendance card to be issued to the shareholders, as well as "the formula to be recited in such document in order to delegate proxy representation at the meeting in favor of another person, which should also set forth the way

*in which the proxy-holder will vote on each of the resolutions proposed by the Board of Directors for each item on the agenda in the absence of specific instructions of the shareholder being represented.”*

The Board of Directors, upon calling a General Shareholders' Meeting, prepares a form of proxy card in accordance with Article 13.2 of the Regulations of the General Shareholders' Meeting, ensuring the uniformity of the card and including in each case (without prejudice to the possibility of drafting more detailed instructions) a space in the attendance card for the voting instructions that permits the shareholders to check the appropriate box to vote in the affirmative, in the negative, in blank or to abstain in order to provide the indications that the represented shareholder desires to give to the proxy-holder. In this way, the voting instructions may be recorded easily in the corresponding computerized system.

Pursuant to Article 18 of the By-Laws and Article 12 of the Regulations for the General Shareholders' Meeting, shareholders have the following alternatives to prove the validity of the proxy granted:

- a) By submission of the attendance card or a validation certificate at the shareholders' registration desks at the place and on the date set for the General Shareholders' Meeting.
- b) By mail addressed to the Company including the duly signed proxy and by signing the corresponding attendance card for such purpose.
- c) By e-mail sent with the recognized electronic signature of the shareholder, by means of a communication to the Company through the Company's website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)), which must state both the proxy granted and the name of the shareholder to whom the proxy is given.

Regardless of the manner in which they are received, all proxies are recorded in a computerized application, which is also used to control and compute proxies and voting instructions, prepare the list of attendees and verify the quorum required to hold valid meetings and the majority required to adopt resolutions, pursuant to Article 17.2 of the Regulations for the General Shareholders' Meeting.

**E.11. Indicate whether the Company is aware of any policy of institutional investors as to participating or not in the decisions of the Company:**

YES	NO
	X

**E.12. Indicate the address and manner for accessing corporate governance content on your website.**

[www.iberdrolarenovables.es/accionistas e inversores/gobierno corporativo](http://www.iberdrolarenovables.es/accionistas_e_inversores/gobierno_corporativo)

## F. DEGREE TO WHICH CORPORATE GOVERNANCE RECOMMENDATIONS ARE FOLLOWED

Indicate the company's degree of compliance with the recommendations of the Unified Good Governance Code.

If the company does not comply with any of such recommendations, please explain the recommendations, standards, practices or criteria applied by the company.

1. The by-laws of listed companies do not limit the maximum number of votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of the acquisition of its shares on the market.

*See sections: A.9, B.1.22, B.1.23 and E.1, E.2*

Complies

2. When both the parent company and a company controlled by it are listed companies, they both provide detailed public disclosure on:

- a) Their respective areas of activity, and any business dealings between them, as well as between the controlled listed company and other companies belonging to the group;
- b) the mechanisms in place to resolve any conflicts of interest that may arise.

*See sections: C.4 and C.7*

Complies

3. Even if not expressly required under applicable commercial Laws, transactions involving a structural change of the company and, in particular, the following, are submitted to the shareholders at the General Shareholders' Meeting for approval:

- a) The transformation of listed companies into holding companies through "subsidiarization," i.e., reallocating core activities to controlled entities that were previously carried out by the company itself, even if the latter retains full ownership of the former;
- b) The acquisition or disposal of key operating assets, when it involves an actual change in the corporate purpose;
- c) Transactions whose effect is tantamount to the liquidation of the company.

Complies

4. Detailed proposals of the resolutions to be adopted at the General Shareholders' Meeting, including the information to which recommendation 28 refers, are made public at the time of publication of the notice of call to the General Shareholders' Meeting.

Complies

5. Matters that are substantially independent are voted on separately at the General Shareholders' Meeting, in order to allow the shareholders to express their voting preferences separately. This rule applies, in particular:

- a) To the appointment or ratification of directors, which shall be voted on individually;
- b) In the event of amendments of the By-Laws, to each article or group of articles that are substantially independent of one another.

*See section: E.8*

Complies

6. Companies allow split votes so financial intermediaries who are recorded as having shareholder status but act for the account of different clients can divide their votes in accordance with the instructions given by such clients.

*See section: E.4*

Complies

7. The Board performs its duties with a unity of purpose and independent judgment, affording equal treatment to all shareholders in furtherance of the corporate interests, which shall be understood to mean the optimization, in a sustained fashion, of the financial value of the Company.

It likewise ensures that in its dealings with stakeholders, the Company abides by the laws and regulations, fulfills its obligations and contracts in good faith, respects the customs and good practices of the industries and territories in which it carries on its business, and upholds any other social responsibility standards to which it has voluntarily adhered.

Complies

8. The Board assumes responsibility, as its core mission, for approving the company's strategy and the organization required to put it into practice, and to ensure that Management meets the objectives

set while pursuing the company's interest and corporate purpose. As such, the full Board reserves for itself the right to approve::

- a) The company's policies and general lines of strategy, and in particular:
- i. The strategic or business Plan as well as the management objectives and annual budgets;
  - ii. The investment and financing policy;
  - iii. The design of the structure of the corporate group;
  - iv. The corporate governance policy;
  - v. The corporate social responsibility policy;
  - vi. The policy for compensation and assessment of the performance of senior managers;
  - vii. The risk control and management policy, as well as the periodic monitoring of internal information and control systems;
  - viii. The dividend policy and the policy regarding treasury stock and, especially, the limits thereto.

*See sections: B.1.10, B.1.13, B.1.14 and D.3*

- b) The following decisions:
- i. At the proposal of the chief executive of the Company, the appointment and, if applicable, removal of senior managers, as well as their severance packages.

*See section: B.1.14*

- ii. The compensation of directors and, in the case of executive directors, the additional compensation to be paid for their executive duties and other terms of their contracts.

*See section: B.1.14*

- iii. The financial information that the Company must periodically make public due to its status as listed company.
- iv. Investments or transactions of all kinds which are strategic in nature due to the large amount or special characteristics thereof, unless approval thereof falls upon the shareholders at the General Shareholders' Meeting.
- v. The creation or acquisition of interests in special-purpose entities or entities registered in countries or territories regarded as tax havens, as well as any other transactions or

operations of a similar nature whose complexity might impair the transparency of the group.

- c) Transactions made by the company with directors, with significant shareholders or shareholders with Board representation, or with other persons related thereto ("related-party transactions").

However, Board authorization need not be required in connection with related-party transactions that simultaneously meet the following three conditions:

- 1<sup>a</sup> They are governed by standard-form agreements applied on an across-the-board basis to a large number of clients;
- 2<sup>a</sup> They are conducted at prices or rates generally set by the party acting as supplier of the goods or services in question;
- 3<sup>a</sup> The amount thereof is not more than 1% of the Company's annual revenues.

It is recommended that related-party transactions only be approved by the Board upon the prior favorable report of the Audit Committee or such other committee handling the same function; and that the directors affected thereby should neither exercise nor delegate their votes, and should withdraw from the meeting room while the Board deliberates and votes on the transaction.

It is recommended that the powers granted herein to the Board are conferred without the power of delegation, except for those mentioned under b) and c) above, which may, for urgent reasons, be adopted by the Executive Committee subject to subsequent ratification by the full Board.

*See sections: C.1 and C.6*

Complies

9. In order to operate effectively and in a participatory manner, the Board ideally is comprised of no few than five and no more than fifteen members.

*See section: B.1.1*

Complies

10. External directors, proprietary and independent, occupy an ample majority of the Board and the number of executive directors is the minimum necessary number, bearing in mind the complexity of the corporate group and the percentage interest held by the executive directors in the Company's share capital.

*See sections: A.2, A.3, B.1.3 and B.14*

Complies

11. If there is an external director who cannot be deemed either proprietary or independent, the company explains such circumstance and the links such director maintains with the company or its managers or with its shareholders.

*See section: B.1.3*

Does not apply

12. Among external directors, the relation between the number of proprietary directors and independent directors reflects the proportion existing between the share capital of the company represented by proprietary directors and the rest of its capital.

This strict proportionality standard can be relaxed so that the weight of proprietary directors is greater than would correspond to the total percentage of the share capital that they represent:

1° In large cap companies where few or no equity stakes attain the legal threshold as significant, but there are shareholders holding interests with a high absolute value.

2° In companies with a plurality of shareholders represented on the Board but not otherwise related.

*See sections: A.2, A.3 and B.1.3*

Complies

13. The number of independent directors represents at least one-third of the total number of directors.

*See section: B.1.3*

Complies

14. The status of each director is explained by the Board at the General Shareholders' Meeting at which the shareholders are to make or ratify their appointment and that such status is confirmed or reviewed, as the case may be, annually in the Annual Corporate Governance Report, after verification by the Nominating Committee. Said report also discloses the reasons for the appointment of proprietary directors at the proposal of shareholders controlling less than 5% of the share capital, as well as the reasons for not having accommodated formal petitions, if any, for presence on the Board from shareholders whose equity stake is equal to or greater than that of others at whose proposal proprietary directors have been appointed.

*See sections: B.1.3 and B.1.4*

Complies

15. When women directors are few or non-existent, the Board explains the reasons for this situation and the measures taken to correct it; and in particular, the Nominating Committee takes steps to ensure that, when new vacancies are filled:

a) Selection procedures do not have an implied bias that hinders the selection of women directors;

b) The company deliberately looks for women with the target professional profile and includes them among the potential candidates.

*See sections: B.1.2, B.1.27 and B.2.3*

Complies

16. The Chairman, as the person responsible for the effective operation of the Board, ensures that directors receive adequate information in advance of Board meetings; promotes debate and the active involvement of directors during Board meetings; safeguards their rights to freely take a position and express their opinion; and, working with the chairmen of the appropriate committees, organizes and coordinates regular evaluations of the Board and, where appropriate, the Chief Executive Officer.

*See section: B.1.42*

Complies

17. When the Chairman of the Board is also the chief executive of the company, one of the independent directors is authorized to request the calling of a Board meeting or the inclusion of new business on the agenda; to coordinate and hear the concerns of external directors; and to lead the Board's evaluation of the Chairman.

*See section: B.1.21*

Does not apply

18. The Secretary of the Board takes particular care to ensure that the Board's actions:

a) Adhere to the letter and the spirit of laws and their implementing regulations, including those approved by the regulatory authorities;

b) Comply with the company's By-Laws and the Regulations for the General Shareholders' Meeting, the Regulations of the Board and other regulations of the company;

c) Are informed by those good governance recommendations included in this Unified Code as the company has subscribed to.



And, in order to safeguard the independence, impartiality and professionalism of the Secretary, his appointment and removal are reported by the Nominating Committee and approved by the full Board; and that such appointment and removal procedures are set forth in the Regulations of the Board.

*See section: B.1.34*

Complies

19. The Board meets with the frequency required to perform its duties efficiently, in accordance with the calendar and agendas set at the beginning of the fiscal year, and that each Director is entitled to propose items of the agenda that were not originally included therein.

*See section: B.1.29*

Complies

20. Directors' absences are limited to unavoidable cases and quantified in the Annual Corporate Governance Report. And when there is no choice but to grant a proxy, it is granted with instructions.

*See sections: B.1.28 and B.1.30*

Complies

21. When directors or the Secretary express concerns about a proposal or, in the case of the directors, regarding the running of the company, and such concerns have not been resolved at a Board meeting, such concerns are recorded in the minutes at the request of the person expressing them.

Complies

22. The full Board evaluates the following on a yearly basis:

- a) The quality and efficiency of the Board's operation;
- b) On the basis of a report submitted to it by the Nominating Committee, how well the Chairman and chief executive of the company have carried out their duties;
- c) The performance of its Committees, on the basis of the reports furnished by them.

*See section: B.1.19*

Complies

23. All directors are able to exercise the right to request any additional information they require on matters within the Board's competence. Unless the By-laws or the Regulations of the Board provide otherwise, such requests are addressed to the Chairman or the Secretary of the Board.

*See section: B.1.42*

Complies

24. All directors are entitled to call on the company for the advice they need to carry out their duties. The company provides suitable channels for the exercise of this right, which, in special circumstances, may include external advice at the company's expense.

*See section: B.1.41*

Complies

25. Companies organize induction programs for new Directors to rapidly and adequately acquaint them with the Company and its corporate governance rules. Directors are also offered refresher training programs when circumstances so advise.

Complies

26. Companies require that directors devote sufficient time and effort to perform their duties efficiently, and, as such:

- a) Directors apprise the Nominating Committee of their other professional duties, in case they might detract from the necessary dedication;
- b) Companies lay down rules about the number of boards on which their directors may sit.

*See sections: B.1.8, B.1.9 and B.1.17*

Complies

27. The proposal for the appointment or re-election of directors that the Board submits to the shareholders at the General Shareholders' Meeting, as well as the interim appointment of directors to fill vacancies, are approved by the Board:

- a) On the proposal of the Nominating Committee, in the case of independent directors;

b) Subject to a prior report from the Nominating Committee, in the case of other directors.

*See section: B.1.2*

Complies

28. Companies post the following director information on their websites, and keep such information updated:

- a) Professional and biographical profile;
- b) Other Boards of Directors of listed or unlisted companies on which they sit;
- c) Indication of the director's classification, specifying, for proprietary directors, the shareholder they represent or to whom they are related;
- d) Date of their first and subsequent appointments as a company director; and
- e) Shares held in the company and options thereon held by them.

Complies

29. Independent directors do not hold office as such for a continuous period of more than 12 years.

*See section: B.1.2*

Complies

30. Proprietary directors tender their resignation when the shareholder they represent sells its entire shareholding interest. The appropriate number of them do likewise when such shareholder reduces its interest to a level that requires the reduction of the number of its proprietary directors.

*See sections: A.2, A3 and B.1.20*

Complies

31. The Board of Directors does not propose the removal of any independent director prior to the expiration of the term, set by the by-laws, for which he was appointed, except for good cause is found by the Board upon a prior report of the Nominating Committee. In particular, good cause shall be deemed to exist whenever the director has failed to perform the duties inherent in his position or comes under any of the circumstances described in section III.5 (Definitions) of this Code.

The removal of independent directors may also be proposed as a result of Tender Offers, mergers or other similar corporate transactions that entail a change in the equity structure of the Company, when such changes in the structure of the Board follow from the proportionality standard mentioned in Recommendation 12.

*See sections: B.1.2, B.1.5 and B.1.26*

Complies

32. Companies establish rules obliging directors to report and, if appropriate, to resign in those instances as a result of which the credit and reputation of the company might be damaged and, in particular, they require that such directors report to the Board any criminal charges brought against them, and the progress of any subsequent proceedings.

If a director is indicted or tried for any of the crimes described in Section 124 of the Companies Law, the Board examines the matter as soon as practicable and, in view of the particular circumstances thereof, decides whether or not it is appropriate for the director to continue to hold office. And the Board provides a substantiated account thereof in the Annual Corporate Governance Report.

*See sections: B.1.43 and B.1.44*

Complies

33. All directors clearly express their opposition when they feel that any proposed resolution submitted to the Board might be contrary to the best interests of the company. And in particular, independent directors and the other directors not affected by the potential conflict of interest do likewise in the case of decisions that could be detrimental to the shareholders lacking Board representation.

When the Board adopts material or reiterated resolutions about which a director has expressed serious reservations, such director draws the pertinent conclusions and, if he chooses to resign, sets out the reasons in the letter referred to in the next recommendation.

This recommendation also applies to the Secretary of the Board, even if he is not a director.

Complies

34. Directors who give up their place before their tenure expires, through resignation or otherwise, explain the reasons in a letter sent to all members of the Board. Without prejudice to such withdrawal being communicated as a significant event, the reason for

the withdrawal is explained in the Annual Corporate Governance Report.

*See section: B.1.5*

Does not apply

35. The compensation policy approved by the Board specifies at least the following points:

- a) The amount of the fixed components, with a breakdown showing the fees, if any, for attending the meetings of the Board and its Committees and an estimate of the fixed annual fixed compensation they give rise to;
- b) Variable compensation items, including, in particular:
  - i) The classes of directors to which they apply, as well as an explanation of the relative weight of variable to fixed compensation items;
  - ii) Performance evaluation criteria used to calculate entitlement to compensation in shares, share options or any other variable component;
  - iii) Main parameters and grounds for any system of annual bonuses or other non-cash benefits; and
  - iv) An estimate of the absolute amount of variable compensation arising from the proposed compensation plan, as a function of the degree of compliance with benchmark assumptions or targets.
- c) The main characteristics of pension systems (for example, supplementary pensions, life insurance and similar systems), with an estimate of the amount thereof or the equivalent annual cost;
- d) Terms and conditions that must be included in the contracts of executive directors performing senior management duties, which will include:
  - i) Duration;
  - ii) Notice periods; and
  - iii) Any other provisions relating to hiring bonuses, as well as indemnity or "golden parachute" provisions in the event of early or other termination of the contractual relationship between the company and the executive director.

*See section: B.1.15*

Complies

36. Compensation paid by means of delivery of shares in the company or companies that are members of the group, share options or instruments indexed to the price of the shares, and variable compensation linked to the company's performance or pension schemes is confined to executive directors.

This recommendation shall not apply to the delivery of shares when such delivery is subjected to the condition that the directors hold the shares until they cease to hold office as directors.

*See sections: A.3 and B.1.13*

Complies

37. The compensation of external directors is such as is necessary to compensate them for the dedication, qualifications and responsibility required by their position, but is not so high as to compromise their independence.

Complies

38. The compensation linked to company earnings takes into account any qualifications included in the external auditor's report that reduce such earnings.

Complies

39. In the case of variable compensation, compensation policies include technical safeguards to ensure that such compensation reflects the professional performance of the beneficiaries thereof and not simply the general performance of the markets or of the industry in which the company does business or circumstances of this kind.

Complies

40. The Board submits a report on director compensation policy to the vote of the shareholders at a General Shareholders' Meeting, as a separate item on the agenda and for advisory purposes. This report is made available to the shareholders separately or in any other manner that the Company deems appropriate.

Such report shall focus especially on the compensation policy the Board has approved for the current year, as well as on the policy, if any, established for future years. It will address all the points referred to in Recommendation 35, except those potentially entailing the disclosure of commercially sensitive information. It will emphasize the most significant changes in such policies with respect to the policy applied during the fiscal year prior to that to which the General Shareholders' Meeting refers. It shall also include an outline of the manner in which the compensation policy was applied in such prior fiscal year.

The Board also reports on the role played by the Compensation Committee in the preparation of the compensation policy and, if external advice was provided, it states the name of the external advisors that have given such advice.

*See section: B.1.16*

Complies in part

Pursuant to Article 36.3 of the Regulations, the Board of Directors, at the proposal of the Nominating and Compensation Committee, annually approves a report on Director compensation policy in line with this recommendation. Such report shall be available to the shareholders as from the call to the General Shareholders' Meeting. In addition, extensive information is provided in this regard in the notes to the annual financial statements and in this annual corporate governance report for fiscal year 2008 (sections B.1.11 and B.1.12, with the corresponding clarifications in section G).

**41. The Notes to the Financial Statements list the individual directors' compensation during the fiscal year, including:**

- a) A breakdown of the compensation of each director, to include where appropriate:
  - i) Attendance fees or other fixed compensation received as a director;
  - ii) The additional compensation received as chairman or member of a Board committee;
  - iii) Any compensation received under profit-sharing or bonus schemes, and the reason for the accrual thereof;
  - iv) Contributions on the director's behalf to defined-contribution pension plans; or any increase in the director's vested rights, in the case of contributions to defined-benefit plans;
  - v) Any severance package agreed or paid;
  - vi) Any compensation received as a director of other companies in the group;
  - vii) Compensation for the performance of senior management duties by executive directors;
  - viii) Any item of compensation other than those listed above, of whatever nature and provenance within the group, especially when it is deemed to be a related-party transaction or when the omission thereof detracts from a true and fair view of the total compensation received by the director.

- b) A breakdown of any delivery to directors of shares, share options or any other instrument indexed to the price of the shares, specifying:
  - i) Number of shares or options awarded during the year, and the terms and conditions for the exercise thereof;
  - ii) Number of options exercised during the year, specifying the number of shares involved and the exercise price;
  - iii) Number of options outstanding at the end of the year, specifying their price, date and other requirements for exercise;
  - iv) Any change during the year in the terms for the exercise of previously-awarded options..
- c) Information on the relationship, in such past fiscal year, between the compensation received by executive directors and the profits or other measures of performance of the company.

Complies in part

Although the notes to the annual financial statements provide detailed individual information broken down by types of director and positions held, with the scope established in this recommendation, for reasons of security and privacy, the Board has not deemed it appropriate to provide the name of each of the Directors together with the amount of his/her personal compensation.

**42. When there is an Executive Committee (hereinafter, "Executive Committee"), the breakdown of its members by director category is similar to that of the Board, and its secretary is the Secretary of the Board.**

*See sections: B.2.1 and B.2.6*

Complies

**43. The Board is always kept informed of the matters dealt with and the resolutions adopted by the Executive Committee, and all members of the Board receive a copy of the minutes of the meetings of the Executive Committee.**

Explain

The Executive Committee meets more frequently than the Board of Directors, as shown in section B.1.29 of this report. At each meeting of the Board of Directors, the Board receives specific and detailed information on all business transacted and all decisions adopted at the meetings of the Executive Committee that have been held since the last meeting of the Board. However, it is not the practice of the Company to deliver to the Directors a copy of the minutes of Executive Committee meetings.

44. In addition to the Audit Committee mandatory under the Securities Market Law, the Board of Directors forms a single Nominating and Compensation Committee as a separate committee of the Board, or a Nominating Committee and a Compensation Committee.

The rules governing the make-up and operation of the Audit Committee and the Nominating and Compensation Committee or committees are set forth in the Regulations of the Board, and include the following:

- a) The Board appoints the members of such Committees, taking into account the background knowledge, qualifications and experience of the Directors and the responsibilities of each Committee, discusses its proposals and reports, and receives a report, at the first meeting of the full Board following the meetings of such committees, on their activities and the work performed;
- b) These Committees are formed exclusively of external directors and have a minimum of three members. The foregoing is without prejudice to the attendance of executive directors or senior managers, when expressly resolved by the members of the Committee;
- c) Committee Chairmen are independent directors;
- d) They may receive external advice, whenever they feel this is necessary for the discharge of their duties;
- e) Minutes are prepared of their meetings, and a copy is sent to all Board members.

*See sections: B.2.1 and B.2.3*

Complies in part

The recommendations of the Unified Code regarding the rules governing the composition and proceedings of both the Audit and Compliance Committee and the Nominating and Compensation Committee have been fully adopted by IBERDROLA RENOVABLES and included in the Regulations of the Board of Directors.

The respective Chairmen of such Committees report to the Board of Directors the resolutions adopted at each of their meetings, and submit to the Board the respective proposals which, if approved, are included, together with the relevant documents, in the minutes of the meeting of the Board of Directors. The Company therefore does not deem it necessary to send all Directors a copy of the minutes of the meetings of the Audit and Compliance Committee or of the Nominating and Compensation Committee.

45. Supervising compliance with internal codes of conduct and corporate governance rules is entrusted to the Audit Committee, the

Nominating Committee or, if they exist separately, to the Compliance or Corporate Governance Committee.

Complies

46. The members of the Audit Committee and, particularly, the Chairman thereof, are appointed taking into account their background knowledge and experience in accounting, auditing and risk management matters.

Complies

47. Listed companies have an internal audit function which, under the supervision of the Audit Committee, ensures the smooth operation of the information and internal control systems.

Complies

48. The head of internal audit presents an annual work plan to the Audit Committee; reports to it directly on any issues arising in the execution of such plan; and submits an activities report to it at the end of each fiscal year.

Complies

49. The risk control and management policy specifies at least:

- a) The different types of risk (operational, technological, financial, legal, reputational, etc.) the company is exposed to, including contingent liabilities and other off-balance sheet risks among financial or economic risks;
- b) The determination of the risk level the company sees as acceptable;
- c) Measures in place designed to mitigate the impact of the risks identified, should they materialize;
- d) The internal reporting and control systems to be used to monitor and manage the above risks, including contingent liabilities and off-balance sheet risks.

*See section: D*

Complies

50. The Audit Committee's role is:

1° With respect to the internal control and reporting systems:

- a) To monitor the preparation and the integrity of the financial information relating to the company and, if appropriate, to the group, checking compliance with legal requirements,

the appropriate demarcation of the scope of consolidation, and the correct application of accounting standards.

- b) To periodically review internal control and risk management systems so main risks are properly identified, managed and disclosed.
- c) To ensure the independence and efficacy of the internal audit function; propose the selection, appointment, reappointment and removal of the head of the internal audit service; propose the department's budget; receive regular reports on its activities; and verify that senior management takes into account the findings and recommendations of its reports.
- d) To establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate, anonymously, potentially significant irregularities within the company that they detect, in particular financial or accounting irregularities.

2° With respect to the external auditor:

- a) To make recommendations to the Board for the selection, appointment, reappointment and replacement of the external auditor, and the terms of its engagement.
- b) To receive regular information from the external auditor on the audit plan and the results of the implementation thereof, and check that senior management takes its recommendations into account.
- c) To monitor the independence of the external auditor, to which end:
  - i) The company reports a change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements with the outgoing auditor and the reasons for the same;
  - ii) The Committee ensures that the company and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, all other regulations established to safeguard the independence of the auditors;
  - iii) In the event of resignation of the external auditor, the Committee investigates the circumstances that may have given rise thereto.

- d) In the case of groups, the Committee favors the auditor of the group assuming responsibility for the audits of the companies that form part thereof.

*See sections: B.1.35, B.2.2, B.2.3 and D.3*

Complies

51. The Audit Committee may cause any company employee or manager to appear before it, and even order their appearance without the presence of any other manager.

Complies

52. The Audit Committee reports to the Board, prior to the adoption thereby of the corresponding decisions, on the following matters specified in Recommendation 8:

- a) The financial information that the Company must periodically make public due to its status as a listed company. The Committee should ensure that interim financial statements are prepared under the same accounting standards as the annual financial statements and, to this end, consider whether a limited review by the external auditor is appropriate.
- b) The creation or acquisition of interests in special-purpose entities or entities registered in countries or territories considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.
- c) Related-party transactions, unless such prior reporting duty has been assigned to another supervision and control committee.

*See sections: B.2.2 and B.2.3*

Complies

53. The Board of Directors seeks to present the financial statements to the shareholders at the General Shareholders' Meeting without reservations or qualifications in the auditor's report and, in the exceptional instances where they do exist, both the Chairman of the Audit Committee and the auditors give a clear account to the shareholders of the content and scope of such reservations or qualifications.

*See section: B.1.38*

Complies

54. The majority of the members of the Nominating Committee –or of the Nominating and Compensation Committee, if one and the same– are independent directors.

*See section: B.2.1*

Complies

55. The Nominating Committee has the following duties, in addition to those stated in the earlier Recommendations:

- a) To assess the qualifications, background knowledge and experience necessary to sit on the Board, defining, accordingly, the duties and qualifications required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.
- b) To examine or organize, in the manner it deems appropriate, the succession of the Chairman and the chief executive and, if appropriate, make proposals to the Board for such succession to take place in an orderly and well-planned manner.
- c) To report on senior manager appointments and removals that the chief executive proposes to the Board.
- d) To report to the Board on the gender diversity issues discussed in Recommendation 14 of this Code.

*See section: B.2.3*

Complies

56. The Nominating Committee consults with the Company's Chairman and chief executive, especially on matters relating to executive directors.

And that any board member may request that the Nominating Committee consider possible candidates to fill vacancies for the position of director, if it finds them suitably qualified.

Complies

57. The Compensation Committee is responsible for the following duties, in addition to those set forth in the earlier recommendations:

- a) To propose to the Board of Directors:
  - i) The compensation policy for directors and senior managers;
  - ii) The individual compensation of executive directors and other terms of their contracts;

iii) The basic terms and conditions of the contracts with senior managers.

b) Ensure compliance with the compensation policy of the Company.

*See sections: B.1.14 and B.2.3*

Complies

58. The Compensation Committee consults with the Chairman and chief executive of the Company, especially on matters relating to executive directors and senior managers.

Complies

## G. OTHER INFORMATION OF INTEREST

If you believe that there is any relevant principle or aspect regarding the corporate governance practices applied by your company that has not been discussed in this report, please mention it and explain it below.

### SPECIFIC CLARIFICATIONS ON DIFFERENT SECTIONS OF THE REPORT:

#### SECTION A.2

Given that the shares are represented by book entries, accurate information about the interest of shareholders in the share capital is not available. The sources of the information provided are the notices sent by the shareholders to the National Securities Market Commission (CNMV).

Pursuant to the provisions of Section 23.1 of Royal Decree 1362/2007, of October 19, further developing Law 24/1988, of July 28, on the Securities Market, in connection with the transparency requirements relating to the information on issuers whose securities have been admitted to trading on an official secondary market or other regulated market in the European Union, it is deemed, from a general viewpoint, that significant shareholders are the holders of interests that represent 3% of the share capital.

According to available information, the approximate breakdown of the interests in the share capital (excluding the percentage held by the significant shareholder) by type of shareholder is as follows:

- Foreign entities: 13.5 %
- Domestic entities: 2 %
- Retail investors: 4.5 %

There have been no significant changes in the shareholding structure in fiscal year 2008.

#### SECTION A.3

Taking into account the interest held by the significant shareholder that has proposed the appointment of the Proprietary Directors, the percentage of share capital held by the Board of Directors as of the date of approval of this report (February 24, 2009) is 80.045%. This information may be supplemented and continuously updated through the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)).

The voting rights of the members of the Board of Directors set forth in section A.3 are consistent with the information posted on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)) as of the date of approval of this report, except for the information regarding Mr. Marcos Fernández Fermoselle, for whom the information set forth is the information available as of the date of his resignation from his position as member of the Board of Directors on January 20, 2009.



## SECTION A.5

Type or relationship	Brief Description
Commercial	<p>(i) <b>Corporate services</b>, including, among others, an agreement for the licensing, assignment and management of trademarks and domain names, agreements for the provision of corporate services, for planning, control and regulation, development and financial services, human resources, communication and institutional relations, safety and health, information technology, management of fleet and properties, insurance, credit risk management, legal, tax, regulatory and treasury services, coordination of cross-border transactions, secretarial work for certain companies and gas management coordination services.</p> <p>(ii) <b>Financing and guarantees</b>, including, among others, long-term financing agreements in favor of Iberdrola Renovables, checking account and mutual credit agreements, credit facilities, loan agreements, a contract of indemnity against liability, losses, claims or damages arising from the activity of companies that have become subsidiaries of the Company as a consequence of the restructuring of the renewable energy business carried out on the occasion of the initial public offering of shares of the Company, as well as bonds and guarantees given by the Company or companies within the Iberdrola Group in favor of third-party creditors of companies of the Iberdrola Renovables Group.</p> <p>(iii) <b>Sale of power and gas</b>, including, among others, long-term power purchase agreements, agreements for the transportation and purchase of natural gas or the sale of power through local distributors including companies belonging to the Iberdrola Group.</p> <p>(iv) <b>Engineering, consulting, construction and technical assistance</b>, including, among others, agreements for the provision of engineering, administration, management, advisory and maintenance services, agreements for the provision of technical assistance with a focus on system facilities, including monitoring systems for all the renewable energy facilities of the Company, as well as technical engineering and integrated management agreements for the development of specific wind farms and mini-hydroelectric plants and framework agreements for the construction of facilities on wind farms.</p> <p>(v) <b>Research and development</b>, carried out through Iberdrola's indirect 30% interest in the capital of Perseo Inversiones Financieras, S.L., a company whose purpose is the development of new technologies through projects in the renewable energy area and in which Iberdrola Renovables is the direct holder of the remaining 70%.</p> <p>More detailed information may be found in section IV.19.4 of the registration document that forms a part of the prospectus for the initial public offering of shares of Iberdrola Renovables, filed with the CNMV on November 22, 2007.</p>
Contractual	<p>(i) <b>Delimitation of the scope of activity of the Company and IBERDROLA, S.A.</b> The Framework Agreement provides that renewable energy business shall be carried out generally by companies of the Iberdrola Renovables Group. As regards the gas business, the general principle is that IBERDROLA, S.A., either directly or through any of the companies that at any time form part of the IBERDROLA Group, shall have the exclusive power and complete freedom to develop, exploit and purchase and sell assets or companies within the scope of activity of the natural gas business on a worldwide level. The only exception to this general principle is that the Company shall continue to carry out, on a non-exclusive basis, the gas activities it has been carrying out in the United States, whose future development and expansion shall be set forth in the business plan in effect at any particular time, which IBERDROLA, S.A. shall respect.</p> <p>(ii) <b>Regulation of business opportunities.</b> The Framework Agreement also regulates business opportunities in the respective scope of activity of both companies. In this regard, when IBERDROLA, S.A. identifies a business opportunity in the renewable energy industry, it shall so notify the Company —unless prevented by special confidentiality obligations— in order for the latter to be able to decide on the opportunity to invest in the business in question, in which case IBERDROLA, S.A. shall refrain from exploiting such opportunity. As regards the gas business, the Company and IBERDROLA, S.A. shall maintain the initiative in the identification of business opportunities in accordance with their respective scopes of activity. However, the Company shall notify IBERDROLA, S.A. of the opportunities of which it becomes aware aside from its current gas activities in the United States in order for the latter company to be able to decide on its participation therein, unless there are special obligations of confidentiality.</p> <p>(iii) <b>Flow of information between the Company and Iberdrola, S.A.</b> The Framework Agreement provides that the Company shall furnish Iberdrola, S.A. with such information as the latter requests and as may be necessary for IBERDROLA, S.A. to be able to: (i) fulfill its legal duties as the controlling company of the accounting and tax group to which the Company belongs; (ii) design the policies in an efficient fashion; and (iii) coordinate the strategies of the Iberdrola Group as well as for such other purposes as may inure to the benefit and be in the common interest of both companies</p> <p>(iv) <b>Operaciones Vinculadas:</b> The Framework Agreement provides that the agreements whereby IBERDROLA, S.A. and the Company or companies within their respective groups carry out related-party transactions shall be executed in writing, unless exceptional circumstances are present. In addition, such related-party transactions must be conducted under arm's length conditions. The Framework Agreement also provides for the creation of a Related-Party Transactions Committee within the Board of Directors of the Company, which shall issue a prior report on related-party transactions between the Company and IBERDROLA, S.A., or companies within their respective Groups, that meet certain requirements, as well as in situations of conflicts of interest between both companies or companies belonging to their respective Groups. This Committee shall be composed of a majority of independent Directors, and the proprietary Directors of IBERDROLA, S.A. may not be members thereof. Since its creation, the Related-Party Transactions Committee has regularly reported to the Board on new relationships between Iberdrola, S.A. and the Company and their respective groups. Moreover, all of the existing relationships between both companies or their respective groups which remained in effect as of the entry into force of the Framework Agreement on December 13, 2007 were reviewed by the Related-Party Transactions Committee at its meeting of June 23, 2008, which submitted a report to the Board of Directors regarding the alignment of such contracts with the terms of the Framework Agreement; such report was approved by the Board of Directors at a meeting held on June 25, 2008.</p>

#### **SECTION A.8**

On December 10, 2007, the Company executed an equity swap agreement with a credit institution on a total of 9,433,962 shares of the Company, for a notional amount of 50 million euros, in order to obtain coverage against fluctuations in the price of the Company's shares that are the subject matter of the programs for the delivery of shares of the Company as well as of the long-term incentives referred to in section 17.3 of the registration document that is an integral part of the prospectus for the Initial Public Offering of shares, which was approved and entered in the official record of the National Securities Market Commission on November 22, 2007. The aforementioned agreement expires on March 31, 2011, without prejudice to the events of early termination contemplated therein, and may be extended by agreement of the parties. Upon expiration of the agreement, payment thereunder will be made, at the Company's option, in cash or in shares of the Company. At the close of fiscal year 2008, the agreement remained in force in respect of 8,867,295 shares of the Company.

#### **SECTIONS B.1.2, B.1.3 and B.1.5**

On January 26, 2009, the Board of Directors took note of the resignation tendered, for personal reasons, by Mr. Marcos Fernández Fermoselle, by means of a letter dated January 20, 2009.

#### **SECTION B.1.8**

Mr. Luis Chicharro Ortega was the individual representative of Ibersuizas Alfa, S.L. on the Board of Directors of the companies Fomento de Construcciones y Contratas, S.A. and Cementos Portland Valderrivas, S.A. until January 31, 2008 and May 28, 2008, respectively. For his part, Mr. Julio Fermoso García is the individual representative of Caja Duero on the Board of Directors of the company Uralita, S.A.

#### **SECTION B.1.11**

The information set forth in section B.1.11 of this report is in agreement with the information reflected in note 37 to the consolidated report on the annual financial statements for fiscal year 2008, relating to the distribution of the compensation of the Board of Directors, although the regulated nature of this report calls for the use of a different classification.

In addition to the annual variable compensation accrued during the fiscal year and set forth in section B.1.11, the members of the Board of Directors of IBERDROLA RENOVABLES who have had executive responsibilities have received 893 thousand euros, with a charge to by-law allocations from prior fiscal years, as a bonus for the achievement of objectives under multi-year strategic plans and in connection with exceptional and specific situations.

The fixed compensation accrued during fiscal year 2008 by the Chairman of the Board of Directors and by five proprietary directors appointed at the proposal of IBERDROLA, S.A. is entirely paid to this Company.

#### **SECTION B.1.12**

In addition to the compensation accrued during the fiscal year which is set forth in section B.1.12, during fiscal year 2008 the members of Senior Management have received a multi-year performance bonus in the amount

of 1,905 thousand euros, for which provision had been made in prior fiscal years.

The amount set forth as total compensation of Senior Management does not include the compensation of Mr. José Ángel Marra Rodríguez, because he effectively joined the Company in January 2009.

#### **SECTION B.1.13**

The shareholders at the General Shareholders' Meeting receive information on these matters through the Annual Corporate Governance Report and the explanatory report on aspects of the equity structure and the governance and control system of Iberdrola Renovables, S.A. contemplated by Section 116 bis of Law 24/1988, of July 28, on the Securities Market, which shall be made available to the shareholders through the websites of the National Securities Market Commission and the Company.

#### **SECTION B.1.29**

In addition to the Committees mentioned in section B.1.29, the Related-Party Transactions Committee met 8 times in fiscal year 2008, each time with the attendance of the Chairman thereof.

#### **SECTION B.1.31**

The Company has created, at the proposal of the Audit and Compliance Committee, a process for certification of the financial information that helps to reasonably ensure the reliability of the financial information and the proper operation of the internal control. The annual financial statements constitute the overall subject-matter for verification, and therefore, the process will be completed with the certification of the Chief Executive Officer and of the Director of Control before the Board of Directors of Renovables.

During the course of this certification process, the managers responsible for the relevant financial information shall certify the correctness of the financial information corresponding to their respective areas of responsibility. There will be a dual certification of the business units, such that both the head of the business unit and the head of control will sign it. In the corporate areas, the certification will be issued by the head of the area of responsibility of each certifier in the annual financial statements.

The certifications will include, as an annex, the current version of the annual financial statements existing as of the date thereof. The certifications of the business units will also include the financial information delivered for purposes of consolidation or any equivalent information.

#### **SECTION C**

All the information regarding related-party transactions contained in this 2008 Annual Corporate Governance Report is also included in the Annual Financial Information prepared by the Board of Directors of the Company as of the date of this Report.

#### **SECTION C.2**

As this report must conform to an established regulatory framework, the information in this section solely includes the transactions carried out with

IBERDROLA, S.A. or companies within the IBERDROLA Group; similarly, the counterparty in all of these transactions is IBERDROLA, S.A., the parent company of the aforementioned Group, regardless of whether the transaction was entered into with IBERDROLA, S.A. or with other companies of the IBERDROLA Group. Note 19 of the notes to the individual annual financial statements as of December 31, 2008 and note 38 of the notes to the consolidated annual financial statements as of the same date include detailed information on these transactions.

Therefore, such section does not include information regarding transactions carried out with other counterparties that are not formally significant shareholders of IBERDROLA RENOVABLES, S.A. but are significant shareholders of IBERDROLA, S.A. For such purposes, it is noted that, in accordance with the applicable accounting standards and in the interest of the Company to comply with its commitment to transparency, at note 38 of the notes to the consolidated financial statements as of December 31, 2008, the transactions carried out with ACS, Actividades de Construcción y Servicios (ACS), Bilbao Bizkaia Kutxa (BBK) and Caja de Ahorros de Valencia, Castellón y Alicante, Bancaja (Bancaja) are also disclosed, which entities, although not shareholders of IBERDROLA RENOVABLES at December 31, 2008, were significant shareholders of IBERDROLA, S.A. These annual financial statements also include transactions with Gamesa Corporación Tecnológica, S.A. and entities within its group, as they are affiliates of IBERDROLA, S.A.

### SECTION C.3

During fiscal year 2008, neither the Company nor entities within its group have carried out any significant transaction with the directors or managers of the Company on an individual basis, other than the transactions already described in other sections of this report, in connection with compensation.

### SECTION C.5

In each and every one of the conflict of interest situations described, the affected Directors refrained from attending and participating in the stages of deliberation and voting on the respective resolutions. Likewise, they refrained from attending and participating in the revision of their respective classifications as executive, external proprietary, external independent and other external.

### SECTION E.7

As regards the data on proxy-granting and distance voting at the General Shareholders' Meeting held on June 26, 2008, the holders of a total of 25,235 shares voted and the holders of another 3,476 shares carried out the formalities for proxy-voting by electronic means, by using the procedure established for such purpose on the Company's website ([www.iberdrolarenovables.es](http://www.iberdrolarenovables.es)). No shareholders voted by mail or used this means to carry out the formalities for proxy-voting.

In this section, you may include any other information, clarification or comment relating to the prior sections of this report.

Specifically, indicate whether the company is subject to laws other than Spanish laws regarding corporate governance and, if applicable, include such information as the company is required to provide that is different from the information required in this report.

Binding definition of independent director:

Indicate whether any of the independent directors has or has had any relationship with the Company, its significant shareholders or its managers which, had it been sufficiently significant or important, would have resulted in the director not qualifying for consideration as independent pursuant to the definition set forth in sub-section 5 of the Unified Good Governance Code:

YES	NO
X	

Name of the director	Type of relationship	Explanation
Mr. Santiago Martínez Lage	Contractual	Mr. Santiago Martínez Lage is a founding partner of Howrey Martínez-Lage, S.L., a law firm that has provided professional advice in Antitrust Law to IBERDROLA, S.A., parent company of IBERDROLA RENOVABLES, and to IBERDROLA GENERACIÓN, S.A.U. (wholly-owned subsidiary of IBERDROLA, S.A.). Such services do not in any way affect the Company or its affiliated entities, for which neither Mr. Martínez Lage nor the law firm of which he is a partner has provided any service. In any case, it is important to note that: (i) they are the same services existing as of December 31, 2007, without new services being rendered since that time; and (ii) the compensation paid by Iberdrola, S.A. and Iberdrola Generación, S.A.U. to the aforementioned law firm for such services is not significant either with respect to the total turnover or earnings of the law firm or with respect to the interest of Mister Martínez Lage in the earnings of the law firm. Therefore, the Company deems that the rendering of such services does not endanger its position as independent director.

Date and signature:

This annual corporate governance report was approved by the Board of Directors of the Company at its meeting of

2/24/2009

Indicate whether any Directors voted against or abstained in connection with the approval of this Report.

YES	NO
	X



Prepared by: IBERDROLA RENOVABLES  
Design and Layout: IBERDROLA GROUP  
Photography: IBERDROLA RENOVABLES  
Translation: Juriscribe

