# SPANISH SECURITY MARKETS COMMISSION

Markets Division Edison, 4 28006 Madrid

Madrid, 30 June 2025

#### Dear Sirs:

In accordance with the provisions of article 227 of the Act 6/2023, of March 17, of the Securities Markets and Investment Services (Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión), we are sending you the following "OTHER RELEVANT INFORMATION" in relation to Redeia Corporación, S.A.:

Attached find the complete text of the resolutions adopted by the Ordinary Shareholders' Meeting of the Company held on June 30, 2025, proposed by the Board of Directors of Redeia Corporación, S.A.

Very truly yours,

Carlos Méndez-Trelles García General Secretary and of the Board of Directors Complete text of the resolutions adopted by the Ordinary Shareholders' Meeting of the Company held on June 30, 2025, proposed by the Board of Directors of Redeia Corporación, S.A.

#### I. MATTERS FOR APPROVAL

#### **RESOLUTION UNDER AGENDA ITEM 1:**

EXAMINATION AND APPROVAL OF THE FINANCIAL STATEMENT (BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN TOTAL EQUITY, STATEMENT OF RECOGNISED INCOME AND EXPENSES, CASH FLOW STATEMENT, AND NOTES TO THE FINANCIAL STATEMENT) AND THE MANAGEMENT REPORT OF REDEIA CORPORACIÓN, S.A. FOR THE YEAR ENDED 31 DECEMBER 2024.

To approve the financial statement (balance sheet, income statement, statement of changes in total equity, recognized income and expense statement, statement of cash flows, and notes to the financial statement) and the Redeia Corporación, S.A.'s directors report for 2024.

The financial statement and directors report of Redeia Corporación, S.A., pending approval, were authorized for issue by the Board of Directors at its meeting on 25 February 2025 and have been duly audited by Ernst & Young, S.L.

# **RESOLUTION UNDER AGENDA ITEM 2:**

EXAMINATION AND APPROVAL OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENT (CONSOLIDATED STATEMENT OF FINANCIAL POSITION, CONSOLIDATED INCOME STATEMENT, CONSOLIDATED COMPREHENSIVE INCOME STATEMENT, CONSOLIDATED STATEMENT OF CHANGES IN EQUITY, CONSOLIDATED CASH FLOW STATEMENT, AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT) AND THE CONSOLIDATED GROUP MANAGEMENT REPORT OF REDEIA CORPORACIÓN, S.A. AND ITS SUBSIDIARIES FOR THE YEAR ENDED 31 DECEMBER 2024.

To approve the consolidated financial statement (consolidated statement of financial position, consolidated income statement, consolidated comprehensive income statement, consolidated statement of changes in equity, consolidated statement of cash flows, and notes to the consolidated financial statement) and the consolidated directors report of the Group of Redeia Corporación, S.A. and its subsidiaries for 2024.

The financial statement and directors report of Redeia Corporación, S.A., pending approval, were authorized for issue by the Board of Directors at its meeting on 25 February 2025 and have been duly audited by Ernst & Young, S.L.

# **RESOLUTION UNDER AGENDA ITEM 3:**

EXAMINATION AND APPROVAL OF THE PROPOSED ALLOCATION OF PROFIT FOR THE FINANCIAL YEAR CLOSED ON 31 DECEMBER 2024 AND DISTRIBUTION OF DIVIDENDS CHARGED TO RESERSES OF REDEIA CORPORACIÓN, S.A.

To approve the distribution of profit proposed by the Board of Directors at its meeting on 25 February 2025 and therefore to distribute the profit of EUR 190,940,226.53 in 2024 and voluntary reserves of EUR 241,789,385.07<sup>1</sup> as follows:

Distribution of profit for 2024	Amount in euros
To an interim dividend	108,081,611.60
To final dividends (calculated on the total shares)	324,648,000.00
Total distributed	432,729,611.60

The Company expressly resolves to pay a gross dividend of EUR 0.80 per share on shares with a par value of fifty euro cents (EUR 0.50) with dividend rights. The dividend, less the gross amount of EUR 0.20 per share that was paid on account as an interim dividend on 7 January 2025 pursuant to the Board agreement dated 29 October 2024, is to be paid on 8 July 2025 at the banks and financial institutions to be announced at a later date.

The following terms are to be reported as "Other relevant information" relating to Redeia Corporación, S.A. under section 227 Spanish Investment Services and Securities Markets Act [Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión]:

Transaction type: Additional dividend payment

ISIN Code: ES0173093024Payment date: 08 July 2025Record date: 07 July 2025

Ex-date: 04 July 2025

Gross dividend per share: EUR 0.6000.

<sup>&</sup>lt;sup>1</sup> EUR 117,184,965.83 the 2011 financial year, EUR 107,693,086.62 from the 2010 financial year and EUR 16,911,332.62 from the 2009 financial year.

# **RESOLUTION UNDER AGENDA ITEM 4:**

EXAMINATION AND APPROVAL OF THE CONSOLIDATED NON-FINANCIAL INFORMATION STATEMENT AND SUSTAINABILITY REPORT FOR THE CONSOLIDATED REDEIA CORPORACIÓN, S.A. GROUP FOR 2024.

To approve the non-financial information statement of the consolidated Redeia Corporación, S.A. group for 2024 in accordance with the Spanish Commercial Code Amending Act [Ley 11/2018, de 28 de diciembre, por la que se modifica el Código de Comercio], the revised text of the Spanish Corporate Enterprises Act [texto refundido de la Ley de Sociedades de Capital aprobado por el Real Decreto Legislativo 1/2010, de 2 de julio], and the Spanish Audit Act [Ley 22/2015, de 20 de julio, de Auditoría de Cuentas].

The non-financial information statement for the consolidated Redeia Corporación, S.A. group pending approval at this General Meeting sets out the information contained in item 11 of the management report of the consolidated Redeia Corporación, S.A. group for the year ended 31 December 2024 approved by the Board of Directors for release at its meeting held on 25 February 2025.

The non-financial information statement for 2024 contained in the management report was verified by Ernst & Young, S.L. and is available in the section on the General Meeting on the Company's website.

# **RESOLUTION UNDER AGENDA ITEM 5:**

EXAMINATION AND DISCHARGE OF THE BOARD OF DIRECTORS OF REDEIA CORPORACIÓN, S.A. IN 2024.

To approve the management performance of Redeia Corporación, S.A.'s Board of Directors in 2024.

# **RESOLUTIONS UNDER AGENDA ITEM 6:**

#### REAPPOINTMENT/APPOINTMENT OF DIRECTORS.

# 6.1. Reappointment of José María Abad Hernández as an independent director.

To reappoint José María Abad Hernández as independent director of Redeia Corporación, S.A. for the four-year term stipulated in the Bylaws at the proposal of the Appointments and Remuneration Committee in accordance with the Corporate Enterprises Act.

#### 6.2. Appointment of Natalia Fabra Portela as an independent director.

To appoint Natalia Fabra Portela as independent director of Redeia Corporación, S.A. for the four-year term stipulated in the Bylaws at the proposal of the Appointments and Remuneration Committee in accordance with the Corporate Enterprises Act.

# 6.3. Appointment of Albert Castellanos Maduell as an independent director.

To reappoint Albert Castellanos Maduell as independent director of Redeia Corporación, S.A. for the four-year term stipulated in the Bylaws at the proposal of the Appointments and Remuneration Committee in accordance with the Corporate Enterprises Act.

#### 6.4. Appointment of María Aránzazu González Laya as a nominee director.

To appoint María Aránzazu González Laya as nominee director of Redeia Corporación, S.A., on behalf of the Sociedad Estatal de Participaciones Industriales (SEPI), for the four-year term established in the Bylaws, replacing the director representing major shareholders on behalf of SEPI Ricardo García Herrera, after a favorable report from the Appointments and Remuneration Committee in accordance with the provisions of the Spanish Corporate Enterprises Act.

# **RESOLUTIONS UNDER AGENDA ITEM 7:**

#### REMUNERATION OF THE COMPANY'S BOARD OF DIRECTORS.

# 7.1. Approval of Redeia Corporación, S.A.'s Annual Director Remuneration Report for 2024.

To approve the Company's Annual Director Remuneration Report for 2024, in accordance with Board proposal approved at the meeting held on 25 February 2025.

(The complete 2024 Annual Report on Directors' Remuneration, approved by the Board at the meeting held on February 25, 2025, is available as of February 26, 2025 on the Company's corporate website, in the section corresponding to the Ordinary General Shareholders' Meeting, and was communicated to the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) as other relevant information on February 26, 2025)

# 7.2 Approval of the remuneration for Redeia Corporación, S.A.'s Board of Directors in 2025.

To approve the remuneration for Redeia Corporación, S.A.'s Board of Directors in 2025 as approved by the Board of Directors at the proposal of the Appointments and Remuneration Committee at the meeting held on 25 February 2025 in accordance with the current Bylaws, the 2025-2027 Director Remuneration Policy, and the Annual Director Remuneration Report for 2024 as specified below:

The terms and amounts of the remuneration of directors "in their capacity as directors", i.e., for their non-executive functions as members of the Board of Directors and Board committees in 2025, is to be kept unchanged as it was in 2024, and accordingly:

#### 1. Chair (non-executive) of the Board of Directors

a) Fixed remuneration (as Board Chair).

Unchanged at EUR 399,170.00 annually, to be paid monthly by the fifth (5th) day of the following month.

b) The Chair of the Board will also receive the annual remuneration established below for all directors, as Board members, as "Fixed remuneration" and "Remuneration for attending Board meetings".

#### 2. Fixed remuneration

The fixed remuneration for 2025 is to be:

EUR 130,742.00 per director per year, to be paid monthly by the fifth (5th) day of the following month.

# 3. Remuneration for attending Board meetings

The remuneration for attending Board meetings in 2025 will be:

EUR 1,500.00 for the personal attendance of each director at each of the eleven (11) ordinary meetings scheduled for 2025 in the calendar approved by the Board of Directors, whereby they may appoint a proxy, for duly justified reasons and a maximum of two (2) times a year, without losing the right to

receive this remuneration. This amount will be paid within fifteen (15) days following the date of the meetings.

Any special Board meetings held, whether in person or remotely, will not give rise to compensation for "Remuneration for attending Board meetings".

#### 4. Working on Board committees

The remuneration for working on Board committees in 2025 is established as follows:

a) EUR 27,900.00 per year to each Board committee member, to be paid monthly by the fifth (5th) day of the following month.

This amount is paid on an annual basis, regardless of the number of committee meetings held in 2025.

b) EUR 15,000.00 per year to each Chair of the Board committees, to be paid monthly by the fifth (5th) day of the following month.

This amount is paid on an annual basis, regardless of the number of committee meetings held in 2025.

### 5. Lead independent director

Additional annual remuneration is assigned to the position of lead independent director, amounting to EUR 15,000.00 per year, to be paid monthly by the fifth (5th) day of the following month.

Under Article 20 of the Bylaws, in addition to receiving the remuneration as members of the Board of Directors set out above (as "Fixed Remuneration" and "Remuneration for attending Board meetings"), directors who perform executive duties (in this case, the Chief Executive Officer) will be entitled to be paid additional remuneration for performing those executive duties. The above remuneration has been set in the corresponding contract approved by the Board of Directors on 27 May 2019, in accordance with sections 249 and 529 octodecies Corporate Enterprises Act and with the current Director Remuneration Policy 2025-2027 approved by the General Meeting, as reported in detail in the Annual Director Remuneration Report approved under item 7.1 of the Agenda of this Ordinary General Shareholders' Meeting.

If the number of directors is increased in 2025, total annual director remuneration will be increased by the amounts set out under the separate items for each individual director in this proposed agreement (Article 20 of the Bylaws).

# **RESOLUTION UNDER AGENDA ITEM 8:**

# REAPPOINTMENT OF THE AUDITOR OF REDEIA CORPORACIÓN, S.A. AND THE CONSOLIDATED GROUP FOR THE 2026 FINANCIAL YEAR.

The Annual General Meeting of Redeia Corporación, S.A. held on 7 June 2022 resolved to appoint Ernst & Young, S.L. to be the auditors of the parent company and its consolidated group in accordance with section 264 Corporate Enterprises Act, to audit the parent company's separate annual financial statement and its group's consolidated annual financial statement for the financial years 2023, 2024, and 2025.

Therefore, the following agreement is submitted in accordance with section 529 quaterdecies, item 4(d) Corporate Enterprises Act and section 16.3(a) of the Board of Directors Regulations:

To appoint Ernst & Young, S.L., with tax identification number B-78970506 and its registered office at Calle Raimundo Fernández Villaverde, 65, 28003 Madrid, registered at the Commercial Registry of Madrid (Volume 9364, Page 68, Section 3, Sheet no. 87690-1, entry 8130) and on the Official Register of Auditors [abbreviated ROAC in Spanish] under number S-0530, to be the auditors of the parent company Redeia Corporación, S.A. and its consolidated group for a term of one (1) year for the 2026 financial year, in accordance with section 40 Audit Act and section 264 Corporate Enterprises Act.

#### **RESOLUTION UNDER AGENDA ITEM 9:**

# DELEGATION OF AUTHORITY TO FULLY IMPLEMENT THE AGREEMENTS APPROVED BY THE GENERAL MEETING.

Without prejudice to the authority expressly granted in favor of the Board of Directors by the General Meeting, the necessary powers as broad as required by law are delegated to the Board of Directors and to the Chair, to each Board member, to the Board Secretary, and to the Deputy Board Secretary, to be exercised jointly and severally by any of them: (i) to implement, execute, and register, whenever considered appropriate, each of the agreements approved by this General Meeting: (ii) to sign any and all necessary public and private documents and contracts, with whatever terms and clauses are considered suitable; (iii) to interpret, explain, specify, correct, and complete the agreements and execute them in the form of a public deed, on the basis of their effects and the observations made by any body or authority, in particular the Commercial Registrar's verbal or written examination; (iv) to carry out all acts, statements, operations, and legal transactions as necessary or advisable to ensure that the agreements are fully effective, in particular, to register any that are subject to registration with the Commercial Registry in whole or in part; (v) to perform all necessary formalities with the market regulatory authorities, including the Spanish National Securities Market Commission (Spanish abbreviation CNMV), or with any other Spanish or international public or private body, entity, or registry; (vi) the authority is to include executing any and all public deeds and notarial documents necessary or appropriate for that purpose before a notary, publishing the corresponding announcements, and complying with all necessary requirements under the law until the agreements approved by this General Meeting are implemented in full and where appropriate registered.

#### **II. MATTERS FOR INFORMATION**

# **MATTER RELATING TO AGENDA ITEM 10:**

# REPORT TO THE GENERAL MEETING ON THE ANNUAL CORPORATE GOVERNANCE REPORT OF REDEIA CORPORACIÓN, S.A. FOR 2024.

The General Meeting is informed that in accordance with section 540 Corporate Enterprises Act and other applicable regulations, the Board of Directors approved the Annual Corporate Governance Report of Redeia Corporación, S.A. for 2024 (ACGR 2024) at the meeting held on 25 February 2025. This report was communicated to the Spanish National Securities Market Commission as other relevant information on 26 February 2025.

For the second year in a row, the format of the ACGR 2024 as drawn up is combined and unstructured, including both the Company's voluntary reporting and the information required in the Statistical Annex to Circular 3/2021 of 28 September issued by Spain's National Securities Market Commission [abbreviated CNMV in Spanish].

The ACGR 2024 has thus been organized in 10 sections, plus an introduction to the Company and its group and an introductory statistical section *At a glance: corporate governance model in 2024* as an executive summary bringing together the most relevant information regarding the ownership structure, the General Meeting, and the Board of Directors, including Board Committees.

In particular, the ten sections concern: (i) the regulatory framework and Corporate Governance Policy as an expression of the corporate governance strategy (Section 1); (ii) the ownership structure, setting out information on, for instance, authorization of share capital increases, significant shareholders, and treasury shares (Section 2); (iii) the General Meeting, stating the matters over which it has jurisdiction, the meeting quorum and voting majorities, shareholder rights, and relations with other stakeholders (Section 3); (iv) the Board of Directors as a supervisory and control body, highlighting aspects that include the balance of power and the relationship between the Board and management (Section 4); (v) the Board Committees (Section 5); (vi) the evaluation of the Board and its Committees (Section 6); (vii) related-party transactions and intra-group transactions (Section 7); (viii) implementation of the compliance and comprehensive risk management and control system, describing the formation of the ethical and compliance culture, compliance systems and policies, tax strategy and tax risk management and control systems, etc. (Section 8); (ix) internal risk management and control systems as they relate to financial reporting (Section 9); and (x) other Corporate Governance information, including a reference table contrasting the information set out in the main body of the ACGR 2024 and the CNMV's standard corporate governance reporting model together with another reference table on compliance explaining the recommendations of the current Good Corporate Governance Code for Listed Companies (Section 10). In addition, Section 10 also includes the statistical corporate governance information required by the CNMV, presented in the standard format prescribed in Annex V to the National Securities Market Commission's Circular 3/2021 of 28 September.

The ACGR 2024 reports that the degree of compliance by the Company with the recommendations in the current Good Corporate Governance Code for Listed Companies was the same as in 2023: of the total of 64 recommendations, there was only partial compliance with 1 recommendation (no. 62) and non-compliance with 2 (no. 1 and no. 48), and explanations are provided.

The Annual Corporate Governance Report for 2024 has been available in the Corporate Governance section on the Company's website (<u>www.redeia.com</u>) since 26 February 2025 and is included in the documents placed at the disposal of shareholders for this General Meeting.

# **MATTER RELATING TO AGENDA ITEM 11:**

# REPORT TO THE GENERAL MEETING ON REDEIA'S ANNUAL SUSTAINABILITY REPORT FOR 2024.

The General Meeting is informed that at its meeting held on 25 March 2025, the Board of Directors approved Redeia's Sustainability Report for 2024, which the Company has prepared at its own initiative.

The 2024 Sustainability Report sets forth the main milestones, progress, and statistics attained by Redeia with respect to sustainability in 2024 in the framework of its 2030 Sustainability Commitment and goals for 2030 based on Redeia's four sustainability priorities. Its commitment is demonstrated by the various awards and accolades earned in this area in 2024 and in the findings of the ESG analysts' assessments.

External verification of the report was performed by Ernst & Young, S.L., and its external verification report has been included as an annex to the Sustainability Report itself.

The 2024 Sustainability Report has been available in the Sustainability section on the Company's website (<u>www.redeia.com</u>) since 26 March 2025 and is included in the documents placed at the disposal of shareholders for this General Meeting.

# **MATTER RELATING TO AGENDA ITEM 12:**

# REPORT TO THE GENERAL MEETING ON AMENDING THE REGULATIONS OF THE BOARD OF DIRECTORS OF REDEIA CORPORACIÓN, S.A.

At its meeting held on 17 December 2024, Redeia Corporación, S.A.'s Board resolved to amend the Board Regulations to bring them into line with certain recommendations set forth in the CNMV's Technical Guide 1/2024 on Audit Committees, with the new Spanish Equal Representation and Balance between Women and Men Act [Ley Orgánica 2/2024, de 1 de agosto, de representación paritaria y presencia equilibrada de mujeres y hombres], and with the Company's gender diversity situation as regards parity on the Board of Directors, reflecting the Board's commitment to maintain a level of parity greater than the legally required minimum of 40% members of the less represented sex.

The above amendment is also intended to include in the Board Regulations certain recommendations concerning institutional investors and corporate governance indices and certain stylistic, formal, and technical adjustments in line with the Company's internal regulations.

Yours sincerely,

Signed: Carlos Méndez-Trelles García General Secretary and of the Board of Director