BASIC INTERNAL AUDIT REGULATIONS

TITLE I.- REGULATIONS

Article 1.- Nature and Scope of Application

1. These *Basic Internal Audit Regulations* (the "***Basic Regulations***"), which form part of the Governance and Sustainability System of Iberdrola Energía Internacional, S.A.U. (the "**Company**"), govern, among other issues, the nature, powers, organisation and duties of the members of the Internal Audit function that correspond to the Internal Audit and Risk Division of the Company.

2. The *Basic Regulations* also establish the internal audit foundations that must inform the conduct and standards-setting implemented by the other controlled companies of the Company in the exercise of their powers and in accordance with their autonomy, which will be required in all cases to respect the standards of coordination set forth in these *Basic Regulations* and in the *Basic Internal Audit Regulations* and the *Ethical and Basic Principles of Governance and Sustainability of the Iberdrola Group* approved by the Board of Directors of Iberdrola, S.A., as the holding company of the group of companies of which Iberdrola, S.A. is the controlling entity, within the meaning established by law (the "**Group**").

3. The Internal Audit and Risk Division is an internal unit of the Company that functionally reports to the Audit and Compliance Committee (the "**Committee**"). Its basic activity consists of independently and proactively endeavouring to ensure the effectiveness of the governance, risk management and internal control processes within the Company and its controlled companies.

Article 2.- Approval, Amendment and Priority

1. In accordance with the provisions of the *Regulations of the Audit and Compliance Committee*, the *Basic Regulations* and the amendments thereof must be approved by the Board of Directors upon a proposal from the Committee.

2. Without prejudice to the foregoing, the Board of Directors may make amendments to these *Basic Regulations* without having a prior proposal from the Committee within the context of the reform of other regulations of the Governance and Sustainability System.

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3. These *Basic Regulations* further develop and supplement the provisions of the *Regulations of the Audit and Compliance Committee* applicable to the Internal Audit and Risk Division, which prevail over them in the event of conflict.

Article 3.- Interpretation

1. Any questions that might arise regarding the interpretation and application of the *Basic Regulations* shall be resolved by the Company's Chief Internal Audit and Risk Officer jointly with the Chief Internal Audit and Risk Officer of Iberdrola, S.A., who shall take into consideration the provisions of the Company's Governance and Sustainability System, the *International Standards for the Professional Practice of Internal Auditing* approved by the Institute of Internal Auditors (IIA) and other applicable legal provisions. In the event of questions or conflicts, the opinion of the Committee shall be requested.

2. The Chief Internal Audit and Risk Officer shall inform the following of the standards of interpretation under the *Basic Regulations* that have been adopted: (i) the members of the Company's Internal Audit and Risk Division, as well as the heads of the internal audit divisions of the other controlled companies; and (ii) the secretary of the Committee, who in turn shall communicate them to the secretary of the Company's Board of Directors.

Article 4.- Compliance

1. The members of the Internal Audit and Risk Division have the obligation to know and comply with these *Basic Regulations*, which shall form part of the management tools of the Internal Audit and Risk Division.

2. The professionals of the Company have the obligation to know these *Basic Regulations* to the extent they are affected hereby and to comply with the provisions applicable thereto, for which reason the Chief Internal Audit and Risk Officer shall ensure the proper dissemination hereof and inform them of the amendments hereto.

3. The Chief Internal Audit and Risk Officer shall have the duty to ensure compliance with these *Basic Regulations.*

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TITLE II. POWERS OF THE INTERNAL AUDIT AND RISK DIVISION

Article 5.- Scope of Powers

1. The Internal Audit and Risk Division shall independently and objectively provide assurance and advisory services to add value and improve the operations of the Company, providing a systematic and disciplined focus in order to evaluate and improve the efficiency of the risk management, control and governance processes thereof at the Group level.

2. In performing its duties, as well as in preparing the annual activities plans of the Internal Audit and Risk Division provided for in Article 11 of these *Basic Regulations*, they must take into account the powers of assurance of other areas of the Company in order for the responsibilities of the Internal Audit and Risk Division to be clearly defined and in order for there to be proper mechanisms of coordination with other assurance functions.

3. The Internal Audit and Risk Division must be informed of the provision of any assurance services to the companies of the Group by outside service providers.

4. In addition to the powers established in these *Basic Regulations*, the Internal Audit and Risk Division shall have such other powers as are allocated thereto by the Board of Directors or vested therein by the Governance and Sustainability System.

Article 6.- Powers relating to the Audit and Compliance Committee

1. The Internal Audit and Risk Division shall assist the Committee in the implementation of its powers, especially as regards supervision of the efficiency of the internal control and risk management system, relations with the statutory auditor, and supervision of the process of preparing the financial and non-financial information of the Company.

2. The Chief Internal Audit and Risk Officer shall be responsible for preparing the information requested by the Committee. The Chief Internal Audit and Risk Officer shall also attend the meetings to which this officer is called when dealing with issues within the purview thereof (including meetings held to formulate or approve annual or interim financial information and annual non-financial information).

   In particular, the Chief Internal Audit and Risk Officer shall provide to the Committee, within their respective purviews, the information required so that the

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Committee can (without limitation): (i) supervise the efficiency of the internal control and risk management systems; and (ii) reach a conclusion as to whether the accounting policies have been properly applied.

3. The Internal Audit and Risk Division shall be the regular body for communication between the Committee and the rest of the Company's organisation, without prejudice to provisions of the *Regulations of the Audit and Compliance Committee* and the *General Framework for Relations of Coordination and Information among the Audit Committees of Iberdrola, S.A. and its Group* regarding the duties entrusted to other areas, particularly the Office of the Secretary of the Board of Directors and other divisions.

Article 7.- Powers to Supervise the Effectiveness of the Internal Control System

1. The Internal Audit and Risk Division shall objectively and independently supervise the effectiveness of the internal control system established at the Group level, which is made up of a set of risk management and control mechanisms and systems.

2. By way of example and not limitation, and to the extent within its purview, it shall be particularly responsible for:

   a) Supervising the efficient operation:

      (i) of the comprehensive risk control and management system established at the Group level, as described in the *General Risk Control and Management Foundations of the Iberdrola Group* and the adaptation thereof to ensure compliance with the guidelines and risk limits.

      In order to ensure the independence and objectivity of the Internal Audit function, assurance work to be performed regarding the Risk function shall be carried out by independent expert professionals who shall report their conclusions directly to the Committee.

      (ii) of the Internal Control over Financial Reporting (ICFR) and Internal Control over Non-Financial Reporting (ICNFR) Systems established for preparing and presenting the financial and non-financial information of the companies of the Group, including information that Iberdrola, S.A. must regularly publish due to its status as a listed company.

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(iii) of the Company's Compliance System, which is intended to prevent, manage and mitigate the risk of improper conduct and acts that are illegal or contrary to law and the Governance and Sustainability System that can be performed within the organisation.

(iv) of the mechanisms established for the implementation of the policies of the Governance and Sustainability System.

b) Verifying that the investment and divestment processes comply with the applicable guidelines and risk limits in each case and that the procedures pursuant to which they are performed ensure proper internal control and effective management of the related risks.

3. The Internal Audit and Risk Division shall also engage in any other actions needed to perform its duty of ensuring the effective operation of the internal control system.

TITLE III. ORGANISATION OF THE INTERNAL AUDIT AND RISK DIVISION

Article 8.- Chief Internal Audit and Risk Officer

1. The Chief Internal Audit and Risk Officer must have the knowledge, skills and experience appropriate to the duties they are asked to perform, especially with respect to internal audit, risk management, internal control and governance.

2. Pursuant to the provisions of the Governance and Sustainability System, the Board of Directors is responsible for the appointment and removal of the Chief Internal Audit and Risk Officer, upon a proposal of the Committee. The chair of the Committee shall first consult with the Chief Internal Audit and Risk Officer of Iberdrola, S.A. for this purpose.

3. The Chief Internal Audit and Risk Officer shall be deemed a member of the senior management of the Company.

4. The Chief Internal Audit and Risk Officer shall generally have the powers necessary to carry out the duties they are called upon to perform.

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5. The Chief Internal Audit and Risk Officer shall act transparently, informing the affected parties of the purpose and scope of the activities thereof whenever practicable.

6. The Committee is the body that evaluates the operation of the Internal Audit and Risk Division and the performance of the chief officer thereof pursuant to the provisions of the *Regulations of the Audit and Compliance Committee*.

7. The Chief Internal Audit and Risk Officer shall manage the operation and the budget of the Internal Audit and Risk Division under the principles of independence and efficiency in management, and shall be responsible for implementing the relevant measures and action plans and endeavouring to ensure the proper performance of the duties thereof.

8. The Chief Internal Audit and Risk Officer may obtain assistance and advice from internal or outside professionals in those cases in which they deem it necessary.

Article 9.- Framework for Relations of Coordination and Information among the Company's Internal Audit and Risk Division and the Internal Audit Divisions of its Controlled Companies and the Audit and Risk Division of Iberdrola, S.A.

1. Pursuant to the *Foundations for the Definition and Coordination of the Iberdrola Group*, the Group's country subholding companies have an Internal Audit function, without prejudice to the any particularities applicable thereto due to their status as a listed company, nationality, law or any other circumstances.

2. Based on the framework for relations of coordination and information established by the Chief Internal Audit and Risk Officer of Iberdrola, S.A., as the holding company of the Group, the Company's Chief Internal Audit and Risk Officer shall establish a complementary framework for relations of coordination and information between the Company's Internal Audit and Risk Division and the other Internal Audit divisions or functions of its controlled companies and shall develop the strategy, guidelines and overall supervision of the Internal Audit for the Company and its controlled companies upon the terms set forth in these *Basic Regulations* and, to the extent applicable, in the *Basic Internal Audit Regulations* of Iberdrola, S.A.

3. The Chief Internal Audit and Risk Officer and the heads of the Internal Audit divisions or functions of its controlled companies shall hold regular coordination and information meetings. Such meetings may also be attended by those

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professionals that the Chief Internal Audit and Risk Officer deems appropriate for the proper performance of the function.

TITLE IV. RESOURCES, BUDGET AND ANNUAL ACTIVITIES PLAN

Article 10.- Material, Human and Technological Resources

The Internal Audit and Risk Division shall have the human, financial and technological resources required to perform its duties, including the hiring or participation of experts for audits or work requiring special qualifications for the performance thereof.

Article 11.- Annual Activities Plan and Budget

1. The Chief Internal Audit and Risk Officer shall prepare a proposed annual activities plan of the Internal Audit and Risk Division following the Group-level guidelines and directives established by the Internal Audit and Risk Division of Iberdrola, S.A. and shall submit it for the approval of the Committee. In relation to the Internal Audit functions, such proposal:

   (i) shall contain the budget of the Internal Audit and Risk Division for engaging in its activities during the next financial year;

   (ii) shall take into account the principal financial and non-financial risk areas (including reputational risks) and those of the businesses;

   (iii) shall clearly identify and define the responsibilities of each corporate and business area for proper coordination with any other assurance functions, such as the financial and non-financial information control, compliance and external audit units;

   (iv) shall establish the objectives of the audit and the work to be performed, as well as the resources necessary for the implementation thereof, both human (internal and external) and financial and technological; and

   (v) shall take into account any suggestions that the Board of Directors, the Committee and the members of senior management have communicated thereto.

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2. The Chief Internal Audit and Risk Officer shall periodically review the annual activity plan in order to evaluate the adequacy thereof to cover the risks identified and, if applicable, propose to the Committee for approval the changes the Chief Internal Audit and Risk Officer deems appropriate, and shall report on the implementation of the plan on the terms established in section 2 of Article 12 below.

3. The Committee shall evaluate compliance with the annual activity plan of the Internal Audit function.

4. The proposal of the Internal Audit and Risk Division regarding its budget shall be submitted to the Chairman of the Company's Board of Directors, who shall in turn submit it to the Board for approval.

Article 12.- Communication and Information

1. The nature and scope of any advisory work performed by the Internal Audit and Risk Division shall be previously communicated to the relevant division. In no case may the Internal Audit and Risk Division assume management responsibilities or participate in making executive decisions.

2. The Chief Internal Audit and Risk Officer shall:

   a) regularly report to the Committee and to the members of senior management on the implementation of the annual activity plan, including any impacts and limitations on scope arising during the development thereof, as well as the results and conformance to recommendations;

   b) submit to the Committee, at the end of each financial year, a report on the activities of the Internal Audit and Risk Division, which must contain at least a summary of the activities performed and reports issued during the financial year, explaining what work provided for in the annual plan has not been carried or performed without being provided for in the initial plan, as well as an inventory of weaknesses, recommendations and action plans, and the results of the *Quality Assurance and Improvement Programme* approved by the Internal Audit and Risk Division of Iberdrola, S.A. at the Group level;

   c) regularly report to the Committee on whether the members of senior management of the Company take into account the conclusions and

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recommendations contained in reports of the Chief Internal Audit and Risk Officer; and

d) report to the Committee if the corresponding division accepts a risk that corresponds to high-risk recommendations.

3. The Internal Audit and Risk Division shall promote constant and fluid communication with the members of senior management of the Company to ensure that they are aware of the powers of the Internal Audit function and support it in the achievement of its objectives.

TITLE V. ACCESS TO INFORMATION AND DUTIES OF ITS MEMBERS

Article 13.- Access to Information and Collaboration

1. The Internal Audit and Risk Division, through its chief officer or such person as is designated thereby, shall have access to the documentation, information or information systems it deems necessary or appropriate for the exercise of its powers, without prejudice to compliance with law and the internal rules of the Company and the other companies of the Group.

2. In the exercise of its powers, the Internal Audit and Risk Division may obtain assistance from any member of the management team or professional of the Company, as well as from other specialised areas both within and outside of the Company.

Article 14.- Duties

1. The members of the Internal Audit and Risk Division must:

i. Act with independence of judgement and action with respect to the rest of the organisation and perform their work in accordance with the *Global Internal Audit Standards*, particularly including principles of ethics and professionalism, integrity, objectivity, competence, professional due diligence and confidentiality.

ii. Refrain from disclosing any information, data, reports or background information to which they may have access while in office, nor use any of the foregoing for their own benefit or that of third parties, without prejudice to

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any applicable duties of transparency and reporting. This duty of confidentiality shall survive even after the members no longer hold such position.

2. The professionals assigned to the Internal Audit and Risk Division undertake to comply with the mandatory rules established in the *International Standards for the Professional Practice of Internal Auditing* approved by the Institute of Internal Auditors (IIA), in addition to the other legal provisions and internal rules applicable thereto.

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