

ACCIONA, S.A.
and subsidiaries
(consolidated group)

2009 Directors' Report

a. Corporate Governance Report

Listed companies

	ISSUER IDENTIFICATION DATA	DATE OF YEAR-END
TAX ID NUMBER	A 08001851	31/12/2009
NAME	ACCIONA S. A.	

a. Ownership structure

A.1. COMPLETE THE TABLE BELOW ABOUT THE COMPANY'S OWNERSHIP STRUCTURE:

DATE OF LAST CHANGE	SHARE CAPITAL (€)	NUMBER OF SHARES	NUMBER OF VOTING RIGHTS
18-05-2000	63,550,000	63,550,000	63,550,000

State whether there are different classes of shares with different associated rights:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

A.2. PROVIDE DETAILS OF DIRECT AND INDIRECT OWNERS OF SIGNIFICANT STAKES, AND OF THEIR STAKE AT YEAR-END, EXCLUDING DIRECTORS:

NAME OF SHAREHOLDER	NUMBER OF DIRECT VOTING RIGHTS	NUMBER OF INDIRECT VOTING RIGHTS (*)	% OF TOTAL VOTING RIGHTS
Grupo Entrecanales, S.A.	36,064,557	1,831,872	59.632
The Bank of New York Mellon Corp.	0	1,909,311	3.004

(*) Through:

NAME OF DIRECT OWNER OF STAKE	NUMBER OF DIRECT VOTING RIGHTS	% OF TOTAL VOTING RIGHTS
Servicios Urbanos Integrales, S.A	653,226	1.028
Tivafen, S.A.	1,178,646	1.855

Indicate significant changes in the ownership structure in the year:

NAME OF SHAREHOLDER	TRANSACTION DATE	DESCRIPTION OF TRANSACTION
---------------------	------------------	----------------------------

A.3. COMPLETE THE TABLES BELOW REGARDING THE MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS WHO OWN STOCK OPTIONS IN THE COMPANY:

NAME OF DIRECTOR	NUMBER OF DIRECT VOTING RIGHTS	NUMBER OF INDIRECT VOTING RIGHTS (*)	% OF TOTAL VOTING RIGHTS
José Manuel Entrecanales Domecq	1,825	6,142	0.013
Juan Ignacio Entrecanales Franco	2,162		0.003
Juan Manuel Urgoiti López Ocaña	2,150		0.003
Valentín Montoya Moya	2,387		0.004
Daniel Entrecanales Domecq	88,450		0.139
Carlos Espinosa de los Monteros y Bernaldo de Quirós	1,400		0.002
Jaime Castellanos Borrego	2,000	4,000	0.009
Belén Villalonga Morenés	200		0.000
Juan Entrecanales de Azcárate	14,980	20,630	0.056

(*) Through:

NAME OF DIRECT OWNER OF STAKE	NUMBER OF DIRECT VOTING RIGHTS	% OF TOTAL VOTING RIGHTS
TOTAL % OF VOTING RIGHTS OWNED BY THE BOARD OF DIRECTORS:		0.230

Complete the next tables regarding the members of the Company's Board of Directors who own stock options in the Company:

NAME OF DIRECTOR	NUMBER OF DIRECT STOCK OPTIONS	NUMBER OF INDIRECT STOCK OPTIONS	NUMBER OF EQUIVALENT SHARES	% OF TOTAL VOTING RIGHTS
José Manuel Entrecanales Domecq	2,529		2,529	0.004
Juan Ignacio Entrecanales Franco	1,013		1,013	0.002

A.4. INDICATE ANY FAMILY, COMMERCIAL, CONTRACTUAL OR BUSINESS RELATIONSHIPS AMONG OWNERS OF SIGNIFICANT STAKES, INsofar AS THEY ARE KNOWN BY THE COMPANY, UNLESS THEY ARE INSIGNIFICANT OR ARE DERIVED FROM ORDINARY COMMERCIAL TRANSACTIONS:

A.5. INDICATE ANY COMMERCIAL, CONTRACTUAL OR CORPORATE RELATIONSHIPS BETWEEN OWNERS OF SIGNIFICANT STAKES AND THE COMPANY AND/OR ITS GROUP, UNLESS THEY ARE INSIGNIFICANT OR ARE DERIVED FROM ORDINARY COMMERCIAL TRANSACTIONS:

NAME OF RELATED SHAREHOLDERS	TYPE OF RELATIONSHIP	BRIEF DESCRIPTION
GRUPO ENTRECANALES, S.A.	Corporate	Controlling entitand of the group containing ACCIONA, S.A.

A.6. INDICATE WHETHER SHAREHOLDERS' AGREEMENTS THAT AFFECT THE COMPANY HAVE BEEN NOTIFIED TO THE COMPANY AS PROVIDED IN ARTICLE 112 OF SPAIN'S SECURITIES MARKET LAW. IF SO, BRIEFLY DESCRIBE THE AGREEMENTS AND THE SHAREHOLDERS INVOLVED:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

Indicate if the Company is aware of the existence of concerted actions between its shareholders. If so, give a brief description:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

If the shareholders' agreements or concerted actions have been amended or terminated in the year, indicate this expressly:

A.7. INDICATE IF ANY NATURAL OR LEGAL PERSON EXERCISES OR CAN EXERCISE CONTROL OVER THE COMPANY IN ACCORDANCE WITH ARTICLE 4 OF THE SECURITIES MARKET LAW. IF SO, IDENTIFY THEM:

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
-----	-------------------------------------	----	--------------------------

NAME	Grupo Entrecanales, S.A.
COMMENTS	See note in section G of this Report

A.8. COMPLETE THE TABLES BELOW ABOUT THE COMPANY'S OWN SHARES:

At year-end:

NUMBER OF DIRECT SHARES	NUMBER OF INDIRECT SHARES (*)	% OF SHARE CAPITAL
1,485,712	1,900	2.341

(*) Through:

NAME OF DIRECT OWNER OF STAKE	NUMBER OF DIRECT SHARES
Tibest Cuatro S.A.	1,900
TOTAL	1,900

Detail the significant changes in the year, in accordance with Royal Decree 1362/2007:

Capital gain/loss on own shares disposed of in this period	-778
--	------

A.9. INDICATE THE CONDITIONS AND DEADLINE OF THE CURRENT AUTHORISATION TO THE BOARD OF DIRECTORS TO ACQUIRE OR DISPOSE OF OWN SHARES:

On June 4 2009, the Shareholders' Meeting adopted the following resolution:

Authorising the acquisition on the secondary market of shares of the Company by the Company itself and by companies in its group, both directly and indirectly by acquiring the capital of companies holding shares of ACCIONA, S.A., subject to the legal limits and requirements and the conditions established below, and revoking the authorisation granted by the Shareholders' Meeting on June 19 2008:

- a) Form: purchase, swap, loan, or accord and satisfaction.
- b) Maximum number of shares to be acquired: up to 5% of capital stock.
- c) Maximum and minimum prices: 15% above or below the closing price in the last market trading session.
- d) Term of the authorisation: eighteen (18) months from the date of this resolution.

To authorise the Board of Directors so that it may allocate some or all of the own shares already acquired and to be acquired by the Company under the foregoing authorisation to the implementation of a compensation plan consisting of the delivery of shares to senior management of the ACCIONA group, including directors of ACCIONA, S.A. with executive functions.

A.10 INDICATE ANY LEGAL OR BYLAW RESTRICTIONS ON THE EXERCISE OF VOTING RIGHTS OR ANY LEGAL RESTRICTIONS ON THE ACQUISITION OR SALE OF STAKES IN SHARE CAPITAL:

Indicate if legal restrictions on voting rights exist:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

Indicate if bylaw restrictions on voting rights exist:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

Indicate if legal restrictions on the acquisition and transfer of capital shares exist:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

A.11 INDICATE WHETHER AT THE GENERAL SHAREHOLDERS MEETING IT WAS AGREED TO ADOPT NEUTRALISATION MEASURES IN THE FACE OF TAKEOVER BIDS ACCORDING TO THE LAW OF 6/2007.

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

Detail any such methods that have been approved and the terms in which the restrictions will be rendered ineffective:

b. Structure of the Company's administration

B.1. BOARD OF DIRECTORS

B.1.1. INDICATE THE MAXIMUM AND MINIMUM NUMBER OF DIRECTORS ENVISAGED IN THE BYLAWS:

MAXIMUM NUMBER OF DIRECTORS	18
MINIMUM NUMBER OF DIRECTORS	3

B.1.2. COMPLETE THE TABLE BELOW WITH THE MEMBERS OF THE BOARD:

NAME OF DIRECTOR	REPRESENTATIVE	BOARD POSITION	DATE OF FIRST APPOINTMENT	DATE OF LATEST APPOINTMENT	FORM OF APPOINTMENT
José Manuel Entrecanales Domecq		Chairman	14-04-1997	06-06-2007	Shareholders' Meeting
Juan Ignacio Entrecanales Franco		First vice-chairman	14-04-1997	06-06-2007	Shareholders' Meeting
Juan Manuel Urgoiti y López-Ocaña		Second vice-chairman	14-04-1997	19-06-2008	Shareholders' Meeting
Juan Entrecanales de Azcárate		Director	14-04-1997	06-06-2007	Shareholders' Meeting
Daniel Entrecanales Domecq		Director	04-06-2009	04-06-2009	Shareholders' Meeting
Lord Tristan Garel-Jones		Director	29-06-1999	12-05-2005	Shareholders' Meeting
Valentín Montoya Moya		Director	19-05-2001	06-06-2007	Shareholders' Meeting
Jaime Castellanos Borrego		Director	04-06-2009	04-06-2009	Shareholders' Meeting
Carlos Espinosa de Los Monteros y Bernaldo de Quirós		Director	29-06-1994	19-06-2008	Shareholders' Meeting
Consuelo Crespo Bofill		Director	19-06-2008	19-06-2008	Shareholders' Meeting
Fernando Rodés Vila		Director	04-06-2009	04-06-2009	Shareholders' Meeting
Belén Villalonga Morenés		Director	10-05-2006	10-05-2006	Shareholders' Meeting

TOTAL NUMBER OF DIRECTORS	12
---------------------------	----

Indicate any removals from the Board of Directors in the period:

NAME OF DIRECTOR	DIRECTOR'S STATUS AT TIME OF REMOVAL	DATE REMOVED
Esteban Morrás Andrés	Executive	04-06-2009
Alejandro Echevarría Busquet	Independent	04-06-2009

B.1.3 COMPLETE THE FOLLOWING TABLES WITH THE MEMBERS OF THE BOARD AND THEIR STATUS:

EXECUTIVE DIRECTORS

NAME OF DIRECTOR	COMMITTEE THAT PROPOSED THE APPOINTMENT	DIRECTOR'S POSITION IN THE COMPANY
José Manuel Entrecanales Domecq	Nomination and Remuneration	Chairman-Managing Director
Juan Ignacio Entrecanales Franco	Nomination and Remuneration	Vice-Chairman & Managing Director

TOTAL NUMBER OF EXECUTIVE DIRECTORS	2
TOTAL % OF DIRECTORS	16.667

EXTERNAL PROPRIETARY DIRECTORS

NAME OF DIRECTOR	COMMITTEE THAT PROPOSED THE APPOINTMENT	NAME OF THE SIGNIFICANT SHAREHOLDER WHO IS REPRESENTED OR WHO PROPOSED THE APPOINTMENT
Juan Entrecanales de Azcárate		Grupo Entrecanales, S.A.
Daniel Entrecanales Domecq		Grupo Entrecanales, S.A.

TOTAL NUMBER OF PROPRIETARY DIRECTORS	2
TOTAL % OF DIRECTORS	16.667

EXTERNAL INDEPENDENT DIRECTORS

NAME OF DIRECTOR	COMMITTEE THAT PROPOSED THE APPOINTMENT	PROFILE
Juan Manuel Urgoiti y López-Ocaña	Nomination and Remuneration	Graduate in Law. Worked first at Banco de Vizcaya, where he attained the position of CEO, and was subsequently CEO of BBV. Former chairman of Ahorrobank, Banco de Crédito Canario and Banco Occidental, Chairman of the Instituto de Biología and Sueroterapia and of Laboratorios Delagrangue, S.A., Director of Antibióticos, S.A. Currently Chairman of Banco Gallego and Director of Inditex. Former Chairman of the Royal Board of Trustees of the Queen Sofia National Art Centre and Member of the Royal Board of Trustees of the Prado Museum.
Fernando Rodés Vila	Nomination and Remuneration	CEO of Havas Group, based in Paris. Commenced his career in the Capital Markets Division of Manufacturers Hanover Trust Bank. Appointed CEO of Media Planning, S.A. in 1994. In 2006, appointed CEO of Havas Group, the world's fifth-largest communication, marketing and advertising group, which is listed on the Paris Stock Exchange (HAV). Chairman of Neometrics, and director of other companies in his family group; trustee of the Natura Foundation.
Lord Tristan Garel-Jones	Nomination and Remuneration	Conservative Member of the UK Parliament from 1979 to 1997, holding a number of ministerial portfolios, including Minister of State for Europe. Former Director of Vodafone España and of Iberia Líneas Aéreas de España. Currently Managing Director of UBS.
Carlos Espinosa de los Monteros y Bernaldo de Quirós	Nomination and Remuneration	Lawyer, Graduate in Business (ICADE) and civil service commercial expert and economist. Former Vice-Chairman of INI and Chairman of Iberia and Aviaco. President of Círculo de Empresarios, Chairman and CEO of Mercedes-Benz España, S.A., Chairman of La Fraternidad Muprespa (Mutua de Accidentes de Trabajo) and Second Vice-Chairman of Inditex.
Belén Villalonga Morenés	Nomination and Remuneration	Professor at Harvard Business School, where she has taught finance and company valuation in MBA, PhD and executive programmes since July 2001. PhD in Business Administration and Master in Economics from UCLA, Graduate and PhD in Economics and Business Studies from the Madrid Complutense University, where she was also a Lecturer. She is a specialist in corporate finance, corporate governance and business strategy.
Consuelo Crespo Bofill	Nomination and Remuneration	Member of the Advisory Board of Fundación Innovación Social para la Cultura, a Trustee of Fundación Mirada Solidaria, Member of the Advisory Board of Fundación Esplai, Member of the Jury for the Fundación Príncipe de Asturias Awards for International Aid, and a Member of the Board of Governors of Deusto University. Member of the Board of Directors of Tubacex, S.A. and President of Unicef-España. Honorary Member of: Asociación Nuevo Futuro; Asociación Mujer Siglo XXI; and the Scientific Committee of the International Institute of Political Science. She has received an Award from the Forum de Alta Dirección.
Jaime Castellanos Borrego	Nomination and Remuneration	Chairman and CEO of Recoletos Media Group from 1997 until it was sold in 2007. Currently Chairman of Willis Iberia and Lazard Asesores Financieros. He is also a Director of Casbega and Vice-President of the Empresa and Sociedad Foundation.

TOTAL NUMBER OF INDEPENDENT DIRECTORS	7
TOTAL % OF DIRECTORS	58.333

OTHER EXTERNAL DIRECTORS

NAME OF DIRECTOR	COMMITTEE THAT PROPOSED THE APPOINTMENT
Valentín Montoya Moya	Nomination and remuneration

TOTAL NUMBER OF OTHER EXTERNAL DIRECTORS	1
TOTAL % OF DIRECTORS	8.333

State why these directors cannot be considered proprietary or independent, and indicate any relations between them and the Company, its executives or shareholders:

NAME OF DIRECTOR	MOTIVES	COMPANY, DIRECTORS AND SHAREHOLDERS WITH WHOM LINKS ARE MAINTAINED
Valentín Montoya Moya	Upon stepping down as an executive, he ceased to be classified as an executive director, but he cannot be classified as an independent director under Section III of the Unified Code of Corporate Governance, nor can he be classified as a proprietary director since his appointment is not based on his being a shareholder.	

Indicate any changes in directors' status in the period:

NAME OF DIRECTOR	DATE OF CHANGE	FORMER STATUS	CURRENT STATUS
Valentín Montoya Moya	01-07-2009	Executive	Other external

B.1.4. INDICATE ANY REASONS FOR WHICH PROPRIETARY SHAREHOLDERS WERE APPOINTED AT THE PROPOSAL OF A SHAREHOLDER OWNING LESS THAN 5% OF CAPITAL:

Disclose any rejection of a formal request for a Board seat from shareholders whose equity stake is equal to or greater than that of others which applied successfully for a proprietary directorship. If so, describe the reasons for which they were not attended to:

Yes No

B.1.5. STATE WHETHER ANY DIRECTOR HAS STEPPED DOWN 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. IN THE EVENT THAT THE DIRECTOR GAVE REASONS IN WRITING TO THE FULL BOARD, DESCRIBE THOSE REASONS:

Yes No

NAME OF DIRECTOR	REASON FOR WITHDRAWAL
Alejandro Echevarría Busquet	The director's reasons for stepping down are strictly personal and were set out at the Board of Directors meeting on May 12 2009.
Esteban Morrás Andrés	The director's reasons for stepping down are strictly personal and were set out at the Board of Directors meeting on May 12 2009.

B.1.6. INDICATE ANY POWERS DELEGATED TO THE MANAGING DIRECTOR(S):

NAME OF DIRECTOR	BRIEF DESCRIPTION
José Manuel Entrecanales Domecq	All those of the Board, except where delegation is prohibited by law, on a joint and several basis
Juan Ignacio Entrecanales Franco	All those of the Board, except where delegation is prohibited by law, on a joint and several basis

B.1.7. IDENTIFY ANY BOARD MEMBERS WITH DIRECTORSHIPS OR MANAGEMENT POSITIONS IN OTHER COMPANIES THAT FORM PART OF THE LISTED COMPANY'S GROUP:

B.1.8. INDICATE ANY COMPANY DIRECTORS WHO ARE MEMBERS OF THE BOARD OF DIRECTORS OF OTHER COMPANIES LISTED ON SPANISH OFFICIAL STOCK MARKETS, OTHER THAN GROUP COMPANIES, THAT HAVE BEEN NOTIFIED TO THE COMPANY:

NAME OF DIRECTOR	NAME OF THE GROUP'S SUBSIDIARY	POSITION
Juan Manuel Urgoiti López-Ocaña	Industria de Diseño Textil, S.A.	Director
Carlos Espinosa de los Monteros	Industria de Diseño Textil, S.A.	Second Vice-Chairman
Lord Tristan Garel Jones	Iberia Líneas Aéreas de España, S.A.	Director
Consuelo Crespo Bofill	Tubacex, S.A.	Director

B.1.9. INDICATE WHETHER THE COMPANY HAS ESTABLISHED RULES ABOUT THE NUMBER OF DIRECTORSHIPS THAT BOARD MEMBERS CAN HOLD, AND DESCRIBE ANY SUCH RULES:

Yes	X	No	
-----	---	----	--

DESCRIBE THE RULES
Under Article 38.1.c.) of the Board of Directors Regulation, directors may not belong to the Boards of more than four listed companies (not counting ACCIONA)

B.1.10. IN CONNECTION WITH RECOMMENDATION NUMBER 8 OF THE UNIFIED CODE, INDICATE THE COMPANY'S GENERAL POLICIES AND STRATEGIES THAT MUST BE APPROVED BY THE FULL BOARD:

POLICY OR STRATEGY	YES	NO
Investment and financing policy	X	
Design of the structure of the Corporate Group	X	
Corporate Governance policy	X	
Corporate Social Responsibility policy	X	
The Strategic or Business Plan, management targets and annual budgets	X	
Remuneration and evaluation of senior executives	X	
Risk control and management policy, and the periodic monitoring of internal information and control systems	X	
Dividend policy, as well as the policies and limits applying to treasury stock	X	

B.1.11. COMPLETE THE NEXT TABLES REGARDING THE AGGREGATE DIRECTORS' REMUNERATION ACCRUED IN THE YEAR:

a) In the company to which this report refers:

REMUNERATION ITEM	€ THOUSANDS
Fixed remuneration	1,269
Variable remuneration	3,819
Per diems	1,258
Bylaw-Mayated remuneration	0
Stock options and/or other financial instruments	0
Other	3,000
TOTAL	9,346

OTHER BENEFITS	€ THOUSANDS
Advances	0
Loans granted	0
Pension funds and plans: Contributions	0
Pension funds and plans: Obligations	0
Life insurance premiums	0
Guarantees granted by the company to directors	0

b) Company directors who belong to the Boards of Directors and/or senior management of group companies:

REMUNERATION ITEM	€ THOUSANDS
Fixed remuneration	0
Variable remuneration	0
Per diems	0
Bylaw-Mayated remuneration	0
Stock options and/or other financial instruments	0
Other	0
TOTAL	0

OTHER BENEFITS	€ THOUSANDS
Advances	0
Loans granted	0
Pension funds and plans: Contributions	0
Pension funds and plans: Obligations	0
Life insurance premiums	0
Guarantees granted by the company to directors	0

c) Total remuneration by type of director:

TYPE OF DIRECTOR	BY COMPANY	BY GROUP
Executive	8,259	0
External proprietary	120	0
External independent	859	0
Other external	108	0
TOTAL	9,346	0

d) With respect to profit attributable to the parent company:

Total directors' remuneration (€ thousands)	9,346
Total directors' remuneration/profit attributed to the parent company (%)	0.7%

B.1.12 INDICATE SENIOR EXECUTIVES WHO ARE NOT EXECUTIVE DIRECTORS AND THE TOTAL REMUNERATION ACCRUED TO THEM IN THE YEAR:

NAME	POSITION
Javier Pérez-Villaamil Moreno	Area General Manager, Construction Central Spain
Roberto Redondo Álvarez	Area General Manager, Chile
Justo Vicente Pelegrini	Area General Manager, Construction Western Spain
José Mariano Cano Capdevila	Area General Manager, Mexico
Carlos Navas García	Area General Manager, ACCIONA Airport Services
Jesús Alcázar Viela	Area General Manager, Construction Western Spain
Pedro Martínez Martínez	General Manager, ACCIONA Infrastructure
Vicente Santamaría De Paredes Castillo	Area General Manager, Legal
Juan Muro-Lara Girod	General Manager Of Corporate Development And Investor Relations
Albert Francis Gelardín	General Manager - International
Carlos López Fernández	Area General Manager, ACCIONA Installations
Alfonso Callejo Martínez	Area General Manager, Human Resources and Organisation
Francisco Adalberto Claudio Vázquez	Area General Manager, International Construction And Concessions
Jorge Paso Cañabate	Internal Audit Director - ACCIONA
Juan Andrés Sáez Elegido	General Manager - Communication
Luis Castilla Cámara	Area General Manager, ACCIONA Agua
Pedro Ruiz Osta	Area General Manager, ACCIONA Windpower
Juan Manuel Cruz Palacios	Area General Manager, Human Resources
Brett Thomas	Area General Manager - Australia
Peter Duprey	Area General Manager - USA
Jaroslav Popiolek	Area General Manager - Poland
Adalberto De Miguel Ichaso	Area General Manager - Energy Developments
Fermin Gembero Ustaroz	Area General Manager, Energy Green Utility
Carmen Becerril Martínez	General Manager, Corporate Resources
Jorge Vega-Penichet López	General Secretary
Isabel Antúnez Cid	General Manager, ACCIONA Real Estate
Joaquín Gómez Díaz	Area General Manager, Studies And Bidding, Infrastructure

José María Farto Paz	Area General Manager, Construction Galicia
Josu Arlabán Gabeiras	Area General Manager, Finance, International Finance
Juan Ramón Silva Ferrada	Area General Manager, Marketing
Jaime Solé Sedo	Deputy Area General Manager, Energy Green Utility
Pío Cabanillas Alonso	General Manager, Communication And Corporate Image
Macarena Carrión López de la Garma	General Manager, Chairman's Office
Juan Gallardo Cruces	General Manager, Finance
Antonio Grávalos Estéban	Area General Manager, ACCIONA Trasmediterranea
Rafael Mateo Alcalá	General Manager, ACCIONA Energy
José Joaquin Mollinedo Chocano	Area General Manager, Corporate Resources, Acciona Energy
Félix Rivas Anoro	Area General Manager, Procurements
Esteban Morras Andrés	General Manager, ACCIONA Energy
Robert Park	Country Manager, Canada

TOTAL REMUNERATION OF SENIOR MANAGEMENT (€ THOUSANDS)	19,975
---	--------

B.1.13. INDICATE IN AN AGGREGATE WAY ANY GUARANTEE OR "GOLDEN HANDSHAKE" CLAUSES IN FAVOUR OF SENIOR EXECUTIVES, INCLUDING EXECUTIVE DIRECTORS, OF THE COMPANY OR ITS GROUP FOR THE EVENT OF DISMISSAL OR CHANGE OF CONTROL. INDICATE WHETHER THESE CONTRACTS HAVE TO BE NOTIFIED TO AND/OR APPROVED BY THE COMPANY'S OR GROUP'S BODIES:

NUMBER OF BENEFICIARIES	9
-------------------------	---

	BOARD OF DIRECTORS	SHAREHOLDERS' MEETING
Body that authorises the clauses	Yes	No

	YES	NO
Is the Shareholders' Meeting informed of the clauses?	X	

B.1.14. INDICATE THE PROCESS TO ESTABLISH THE REMUNERATION FOR BOARD MEMBERS AND THE CORRESPONDING BYLAW CLAUSES:

PROCESS TO ESTABLISH THE REMUNERATION FOR BOARD MEMBERS AND THE CORRESPONDING BYLAW CLAUSES.	
<p>Article 31.2 of the Bylaws establishes that the Board of Directors is entitled to 5% of profit each year after making allocations to the items referred to in paragraphs 1, 2 and 3 of article 47.2 of the Bylaws, unless the Shareholders' Meeting, at the proposal of the Board of Directors, determines a smaller percentage when it approves the financial statements. Directors' remuneration is distributed in the proportion decided upon by the Board.</p> <p>Subject to a prior decision by the Shareholders' Meeting with the legally required scope, executive directors may also be remunerated with shares or stock options or another remuneration system referenced to the share price.</p> <p>Article 55 of the Board Regulation establishes that the Board of Directors will determine the directors' remuneration regime within the framework established by the Bylaws.</p> <p>The decision must be based on a report on the subject issued by the Nomination and Remuneration Committee.</p> <p>The Board of Directors must ensure that directors' remuneration is moderate and in line with the market rate at companies of a similar size and activity, favouring systems which link a significant part of the remuneration to dedication to ACCIONA.</p> <p>The Board of Directors must also ensure, in the case of variable awards, that remuneration policies include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of this kind.</p> <p>The remuneration regime must allocate analogous remuneration to similar functions and dedication.</p> <p>The remuneration system for independent directors must seek to provide sufficient incentive for dedication without compromising their independence.</p> <p>The remuneration of proprietary directors for their duties as director must be in proportion to that received by other directors, and must not represent special</p>	<p>treatment regarding the remuneration of the shareholder who proposed their appointment.</p> <p>Remuneration of executive directors derived from their membership of the Board of Directors must be compatible with other professional or occupational remuneration they receive for the executive or consultancy functions they undertake at ACCIONA or in its group.</p> <p>The executive directors may be beneficiaries of remuneration systems that comprise the delivery of shares or stock options or any other remuneration system referenced to the share price. In that case, the Board must submit a proposal in this connection to the Shareholders' Meeting.</p> <p>Directors' remuneration must be transparent.</p> <p>The Board of Directors must adopt the necessary measures to ensure that the annual report discloses the directors' remuneration for their positions as such and for each item, as well as the remuneration of the directors with executive responsibilities, which may be itemised at the Board's discretion.</p> <p>Information must also be given on the relationship in the year between the remuneration obtained by executive directors and the company's profits, or some other measure of enterprise results.</p> <p>ACCIONA may arrange director liability insurance and a director pension system.</p> <p>The total remuneration paid to the Board of Directors for discharging its duty as the company's governing body in 2009 was 1,257,916.66 euros; the breakdown of this figure on the basis of membership of the Board of Directors and the various committees is shown in section G of this report.</p> <p>On 1 July 2009, the Board of Directors approved the proposal made by the Nomination and Remuneration Committee with regard to the remuneration of directors for membership of the Board of Directors and its committees in the following terms:</p>

PROCESS TO ESTABLISH THE REMUNERATION FOR BOARD MEMBERS AND THE CORRESPONDING BYLAW CLAUSES.

75,000 euros for membership of the Board of Directors.
 25,000 euros for the position of Independent Vice-Chairman.
 50,000 euros for membership of the Executive Committee.
 50,000 euros for membership of the Audit Committee.
 40,000 euros for membership of the Nomination and Remuneration Committee.
 40,000 euros for membership of the Sustainability Committee.

These are fixed annual amounts paid in quarterly instalments, regardless of the number of meetings that are held in the year. No specific per diems are paid for attending meetings. The executive directors who are members of the Executive Committee did not receive any remuneration for their membership of that committee as it was considered to be included in the remuneration for their professional services as directors.

Following a detailed comparative survey of international and IBEX 35 companies, and based on the fact that Board of Directors remuneration had not been updated since 2004, the Nomination and Remuneration Committee drafted a proposal in the foregoing terms and submitted it to the Board of Directors, which approved it on 1 July 2009.

The Committee considers that its proposal is in line with the market rate in companies of similar size and activity, that comparable functions and dedication are remunerated in an analogous manner without comprising directors' independence, while providing a suitable incentive to even greater involvement in the committees.

Directors who had executive functions in 2009 received a total of 3,147 shares and 6,071 stock options as part of their remuneration in 2009 in the conditions established in the 2009-2011 share ownership plan for ACCIONA senior management.

State whether the Board has reserved the right to approve the following matters:

	YES	NO
On the proposal of the Company's chief executive, the appointment and removal of senior executives, and their compensation clauses.	X	
Directors' remuneration and, in the case of executive directors, the additional consideration for their management duties and other contract conditions.	X	

B.1.15. STATE WHETHER THE BOARD OF DIRECTORS APPROVES A DETAILED COMPENSATION POLICY AND SPECIFY THE MATTERS WHICH IT COVERS:

	YES	NO
The amount of the fixed components, itemised where necessary, of Board and Board Committee attendance fees, with an estimate of the fixed annual payment to which they give rise.	X	
Variable payments	X	
The main characteristics of pension systems, with an estimate of their amount or annual equivalent cost.	X	
Terms and conditions that must be included in the contracts with executive directors performing senior management duties.	X	

B.1.16. STATE WHETHER THE BOARD SUBMITS A REPORT ON THE DIRECTORS' REMUNERATION POLICY TO THE CONSULTATIVE VOTE OF THE SHAREHOLDERS' MEETING, AS A SEPARATE POINT ON THE AGENDA. IF SO, DESCRIBE THE POINTS IN THE REPORT DEALING WITH REMUNERATION POLICIES APPROVED BY THE BOARD FOR FUTURE YEARS, THE MAIN POLICY CHANGES, AND A GENERAL SUMMARY OF HOW THE REMUNERATION POLICIES WERE APPLIED THROUGHOUT THE YEAR. DESCRIBE THE ROLE OF THE REMUNERATION COMMITTEE AND, IF EXTERNAL ADVISORS WERE ENGAGED, INDICATE THEIR IDENTITY:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

QUESTIONS ABOUT THE REMUNERATION POLICY

THE REMUNERATION COMMITTEE'S ROLE

The Nomination and Remuneration Committee draws up a draft report on remuneration policy which is adopted by the Board and made available to the shareholders at the time of publication of the notice of the Shareholders' Meeting.

	YES	NO
Were external consultants used?	X	
Identity of external consultants		

B.1.17. IDENTIFY ANY BOARD MEMBERS WHO ARE ALSO DIRECTORS, EXECUTIVES OR EMPLOYEES OF COMPANIES WITH SIGNIFICANT STAKES IN THE LISTED COMPANY AND/OR IN SUBSIDIARIES OF ITS GROUP:

NAME OF DIRECTOR	NAME OF SIGNIFICANT SHAREHOLDER	POSITION
Juan Entrecanales de Azcárate	Grupo Entrecanales, S.A.	Director
José Manuel Entrecanales Domecq	Grupo Entrecanales, S.A.	Director
Juan Ignacio Entrecanales Franco	Servicios Urbanos Integrales, S.A.	Chairman
José Manuel Entrecanales Domecq	Servicios Urbanos Integrales, S.A.	Director
José Manuel Entrecanales Domecq	Tivafen, S.A.	Chairman
Juan Ignacio Entrecanales Franco	Tivafen, S.A.	Director
Juan Ignacio Entrecanales Franco	Grupo Entrecanales, S.A.	Director
Valentín Montoya Moya	Tivafen, S.A.	Director
Daniel Entrecanales Domecq	Grupo Entrecanales, S.A.	Director
Valentín Montoya Moya	Servicios Urbanos Integrales, S.A.	Director

Identify any significant relationships, other than those stated in the preceding section, between Board members and significant shareholders and/or subsidiaries in the Group:

B.1.18. INDICATE WHETHER THERE WERE ANY AMENDMENTS TO THE BOARD REGULATION IN THE YEAR.

Yes	X	No	
-----	---	----	--

<p>The Board of Directors Regulation was amended by the Board on July 1 2009 to introduce a new article - 32 bis - which created the Sustainability Committee; the wording of the article is as follows:</p> <p>Article 32.bis. Sustainability Committee</p> <p>A. Composition.</p> <ol style="list-style-type: none"> 1. The Sustainability Committee must comprise at least three and at most five members, all of them external directors. 2. The Chair of the Sustainability Committee is appointed by the Board of Directors from among the members of the Sustainability Committee who are independent directors. 3. The proportion between proprietary and independent directors should be similar to that in the Board of Directors itself. <p>B. Functions and powers.</p> <ol style="list-style-type: none"> 1. The Sustainability Committee has the following basic responsibilities, without prejudice to any other task assigned to it by the Board of Directors: <ol style="list-style-type: none"> a. Identify and guide the Group's Sustainability and Corporate Social Responsibility policies, objectives and best practices; 	<ol style="list-style-type: none"> b. Evaluate, monitor and review the plans drawn up by Group executives for executing those policies; c. Regularly review the internal control and management systems and the degree of compliance with those policies; d. Draft an annual Sustainability Report for approval by the Board of Directors; e. Put forward proposals to the Board of Directors with regard to Sustainability and Corporate Social Responsibility policies, objectives and programmes and the corresponding expenditure budgets for their execution. <p>C. Operation</p> <ol style="list-style-type: none"> 1. The Sustainability Committee will meet once per quarter to assess the degree of compliance with the Sustainability and Corporate Social Responsibility policies approved by the Board of Directors. It will also meet whenever convened in accordance with the provisions of this Regulation. 2. The Sustainability Committee will hold additional meetings as may be required to address requests from the Board of Directors, the Chairman of ACCIONA, the Managing Director or the Executive Committee for a report or proposal or for the opinion of the Sustainability Committee within the scope of its competence.
---	---

B.1.19. INDICATE THE PROCEDURE FOR APPOINTING, RE-APPOINTING, ASSESSING AND REMOVING DIRECTORS. INDICATE THE COMPETENT BODIES, THE PROCESS AND THE CRITERIA FOR EACH PROCEDURE.

Directors are appointed by the Shareholders' Meeting, except when they are co-opted by the Board of Directors in order to fill a vacancy and when they are appointed by shareholders exercising their right to proportional representation.

The Board of Directors must respect the Regulation when proposing the appointment of directors to the Shareholders' Meeting and when deciding on co-optations.

The Board of Directors must include proprietary, independent and executive directors.

Proposals to appoint or re-appoint directors that are made by the Board of Directors to the Shareholders' Meeting, and the provisional appointment of directors by co-optation must be approved by the Board of Directors based on a proposal by the Nomination and Remuneration Committee, in the case of independent directors, or on the basis of an opinion issued by the Nomination and Remuneration Committee, in the case of other classes of directors.

In exercising its powers to propose appointments to the Shareholders' Meeting and to co-opt, the Board of Directors must strive to ensure that external directors (proprietary and independent) represent an ample majority with respect to executive directors, while the number of executive directors should be as small as is practical bearing in mind the complexity of the corporate group and the ownership interests they control; independent directors must account for at least one-third of the total.

The Board of Directors and the Nomination and Remuneration Committee must strive, within the scope of their powers, to ensure that persons appointed as independent directors are of acknowledged skill and repute and that they are willing to devote sufficient time to properly discharge the duties of their office.

The Nomination and Remuneration Committee must also advise the Board of Directors on the re-appointment of directors. In its recommendation, the Nomination and Remuneration Committee must evaluate the quality of work and dedication to duties during the director's term.

The Board of Directors must ensure that independent directors who are re-appointed are not assigned to the same Committee, except where the tasks in hand or other reasons make it advisable for them to remain in the same Committee.

Directors cease to hold office:

- By their own decision, at any time.
- When required by the Shareholders' Meeting in exercise of its legally granted authority,
- When, following expiration of the term for which they were elected, the next Shareholders' Meeting is held or the legal deadline for holding the next Shareholders' Meeting has passed.

Directors must also tender their resignation to the Board of Directors and, if the latter deems it appropriate, resign in the cases stated in section B.1.20.

In 2009, the Nomination and Remuneration Committee proposed that the Board of Directors appoint Jaime Castellanos Borrego and Fernando Rodés Vila and gave a favourable report with respect to the proposal for the appointment of Daniel Entrecanales Domecq.

B.1.20. INDICATE THE REASONS FOR WHICH DIRECTORS MAY BE FORCED TO RESIGN.

Directors must also tender their resignation to the Board of Directors and, if the latter deems it appropriate, resign in the following cases:

- a) In the case of proprietary directors, when the reasons for which they were appointed no longer apply; this is understood to be the case when the entity or business group they represent ceases to hold a significant stake in the capital of ACCIONA, or when that entity or corporate group requests their replacement as director.
- b) In the case of independent directors, if they join the executive ranks of ACCIONA or any of its subsidiaries, or if, for another reason, they fulfil any of the conditions which render them unfit to be independent directors.
- c) In the case of executive directors, when they cease to hold the executive post which led to their appointment as directors.
- d) When they fulfil any of the conditions of incompatibility or prohibition envisaged in the Law or the Regulation.
- e) When they have been reprimanded by the Audit Committee for a serious breach of any of their obligations as director.
- f) When their presence on the Board might affect the credit or reputation of ACCIONA and its group in the market or jeopardise their interests in any other way and, in particular, if they are charged or tried with any of the crimes set out in Article 124 of the Corporations Law.

B.1.21. DETAIL WHETHER THE FUNCTIONS OF THE COMPANY'S TOP EXECUTIVE FALL ON THE BOARD CHAIR. IF SO, INDICATE THE MEASURES TAKEN TO LIMIT THE RISK OF A SINGLE PERSON ACCUMULATING POWER:

Yes	X	No	
-----	---	----	--

MEASURES TO LIMIT RISKS

The decisions and powers that correspond to both the Board of Directors and the Committees, and the existence of an Executive Committee, are considered to be adequate measures to limit the risks of a single person accumulating power.

State whether the Company has established rules to empower an independent director to request Board meetings or the inclusion of new business on the agenda; to coordinate and give voice to the concerns of external directors; and to lead the board's evaluation. Detail any such rules.

Yes	X	No	
-----	---	----	--

DESCRIBE THE RULES

Under the Board of Directors Regulation, the Vice-Chairman or, if there are several, one of them, must be an independent director and will act as coordinator, reflecting the concerns of the external directors and directing the Board's evaluation of the Chairman. Under the Bylaws, a Board meeting must necessarily be called at the request of a Vice-Chair, a CEO, a Director-General Manager or five directors. The Bylaws also state that, before or during any Board meeting, the directors are entitled to place any item on the agenda for discussion and voting subject to the Chairman's prudent decision.

B.1.22. IS A SUPERMAJORITY, OTHER THAN THE LEGAL MAJORITY, REQUIRED IN SOME DECISIONS?

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

Explain how resolutions are adopted by the Board of Directors, stating at least the quorum and type of majority required to adopt resolutions:

THE FOLLOWING TABLE EXPLAINS HOW RESOLUTIONS ARE ADOPTED :**DESCRIPTION OF RESOLUTION**

1) Permanent delegation of its powers to an Executive Committee or to one or more Managing Directors, and the appointment of the Board members who will hold those offices. 2) Other Board of Directors resolutions.

QUORUM

For no. 2), half plus one of the number of directors established by the Shareholders' Meeting, even if that number has not been fully covered or vacancies have arisen subsequently.

TYPE OF MAJORITY

1) Two-thirds of the number of directors established by the Shareholders' Meeting, even if that number has not been fully covered or vacancies have arisen subsequently. 2) Absolute majority of the directors present or represented by proxy. In the event of a tie, the Chairperson or Acting Chair has a casting vote.

B.1.23. DETAIL WHETHER THERE ARE SPECIFIC REQUIREMENTS, OTHER THAN THOSE RELATING TO DIRECTORS, FOR APPOINTING THE BOARD CHAIRMAN.

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

DESCRIPTION OF REQUIREMENTS**B.1.24. INDICATE IF THE CHAIRPERSON HAS A CASTING VOTE.**

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
-----	-------------------------------------	----	--------------------------

ISSUES ON WHICH THERE IS A CASTING VOTE

Resolutions must be adopted by an absolute majority of the Board members present and represented. In the event of a tie, the Chair or Acting Chair has a casting vote, as provided in Article 37 of the bylaws.

B.1.25. INDICATE IF THE BYLAWS OR BOARD REGULATION ESTABLISH AN AGE LIMIT FOR DIRECTORS:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

B.1.26. INDICATE IF THE BYLAWS OR BOARD REGULATION ESTABLISH A TERM LIMIT FOR INDEPENDENT DIRECTORS:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

B.1.27. WHEN THERE ARE FEW OR NO FEMALE DIRECTORS, INDICATE WHY AND WHAT MEASURES ARE TAKEN TO CORRECT THE SITUATION**DETAIL THE REASONS AND INITIATIVES**

The Board of Directors promotes all the necessary policies to ensure that selection processes are free from any implicit bias that might prevent the selection not only of directors but also of any employee, and in search for candidates who have the requisite skill, knowledge and experience for the position, as reflected in point 4.3 of the ACCIONA Code of Conduct: ensuring equality through its action policies, and not accepting any type of discrimination in the professional sphere.

In particular, state whether the Nomination and Remuneration Committee has established procedures to ensure that the selection processes have no implicit bias that might hamper the selection of female candidates, and to ensure that female candidates with the right profile are actively sought:

Yes No

B.1.28. INDICATE WHETHER THERE ARE FORMAL PROCESSES FOR DELEGATING VOTES IN THE BOARD OF DIRECTORS. IF SO, GIVE A BRIEF DESCRIPTION.

The Board Regulation establishes that directors must attend Board meetings although, as an exception, the Chair may authorise the participation of directors by videoconference, telephone or any other telecommunication media which enables unequivocal identification of the director and maintains the confidentiality of the discussions. In such cases, directors who so participate in the meeting are taken to be present.

When directors cannot attend in person, which must only occur for specially-justified reasons, and cannot attend via distance communication media, the director must grant a proxy to another member of the Board and, where possible, issue appropriate voting instructions. The proxy must be granted by letter or by any other written media which the Chair judges to be sufficient.

B.1.29. INDICATE THE NUMBER OF BOARD OF DIRECTORS MEETINGS HELD IN THE YEAR. ALSO, STATE THE NUMBER OF TIMES THAT THE CHAIR DID NOT ATTEND THE BOARD MEETING:

NUMBER OF BOARD MEETINGS	12
NUMBER OF BOARD MEETINGS WITHOUT THE PRESENCE OF THE CHAIR	0

Indicate the number of meetings held by Board Committees in the year:

NUMBER OF EXECUTIVE COMMITTEE MEETINGS	0
NUMBER OF MEETINGS HELD BY THE AUDIT COMMITTEE	8
NUMBER OF MEETINGS HELD BY THE NOMINATION AND REMUNERATION COMMITTEE	7
NUMBER OF MEETINGS HELD BY THE NOMINATION COMMITTEE	0
NUMBER OF MEETINGS HELD BY THE REMUNERATION COMMITTEE	0

B.1.30. INDICATE THE NUMBER OF BOARD OF DIRECTORS MEETINGS HELD IN THE YEAR WHICH WERE NOT ATTENDED BY ALL MEMBERS. PROXIES GRANTED WITHOUT SPECIFIC INSTRUCTIONS ARE NOT COUNTED AS ABSENCES:

NUMBER OF MEETINGS MISSED BY DIRECTORS DURING THE YEAR	8
ABSENCES AS A % OF THE TOTAL NUMBER OF VOTES DURING THE YEAR	8.730%

B.1.31. INDICATE WHETHER THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS THAT ARE PRESENTED FOR THE BOARD'S APPROVAL ARE CERTIFIED BEFOREHAND:

Yes No

B.1.32. DETAIL WHETHER THE BOARD OF DIRECTORS HAS ESTABLISHED ANY MECHANISMS TO ENSURE THAT THE SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS AUTHORISED BY IT ARE PRESENTED TO THE SHAREHOLDERS' MEETING WITH A CLEAN AUDITORS' REPORT.

The Board of Directors must draw up the financial statements in such a way as not to warrant qualification by the auditor. Nevertheless, when the Board deems that it must uphold its position, the Chair of the Audit Committee and the auditors must clearly explain the scope and content of the discrepancies to the shareholders.

One of the Audit Committee's functions is to serve as a communication channel between the Board of Directors and the external auditor, evaluate the results of each audit and the management team's response to any recommendations, and act as mediator in the event of any dispute between the former and the latter regarding the accounting principles and criteria used to prepare the financial statements.

The 2009 separate and consolidated financial statements are presented to the Shareholders' Meeting without any qualifications in the Auditors' Report.

B.1.33. IS THE SECRETARY OF THE BOARD A DIRECTOR?

Yes		No	X
-----	--	----	---

B.1.34. DESCRIBE THE PROCEDURES FOR APPOINTMENT AND REMOVAL OF THE SECRETARY OF THE BOARD, STATING WHETHER THE NOMINATION COMMITTEE WAS CONSULTED AND IF THE APPOINTMENT OR REMOVAL WAS APPROVED BY THE FULL BOARD.

PROCEDURE FOR APPOINTMENT AND REMOVAL

The Secretary of the Board is appointed by the Board of Directors, following consultation with the Nomination and Remuneration Committee. Removal of the Secretary is also a competency of the Board of Directors, following consultation with the Committee. The same procedure applies to the Vice-Secretary.

	YES	NO
Is the Nomination Committee consulted on the appointment?	X	
Is the Nomination Committee consulted on the removal?	X	
Does the full Board approve the appointment?	X	
Does the full Board approve the removal?	X	

Is the Secretary of the Board entrusted in particular with ensuring compliance with corporate governance recommendations?

Yes	X	No	
-----	---	----	--

B.1.35. INDICATE WHETHER THE COMPANY HAS ESTABLISHED MECHANISMS TO MAINTAIN THE INDEPENDENCE OF AUDITORS, FINANCIAL ANALYSTS, INVESTMENT BANKS AND RATING AGENCIES.

The Board of Directors Regulation requires that the Board establish, via the Audit Committee, a stable professional relationship with the external auditors of ACCIONA and its group, while strictly respecting their independence.

The Audit Committee may not propose to the Board of Directors, and the Board may not propose to the Shareholders' Meeting, the appointment as auditors of ACCIONA or its group of any audit firm that is in a situation of incompatibility under the audit legislation.

The Board of Directors must make public disclosure (in the Notes to the Financial Statements) of the overall fees paid for the external audit of the financial statements and those paid for other services provided

by professionals linked to the external auditor, giving a breakdown of fees paid to the auditor and to any other company in its group or to any other company to which the auditor is related by virtue of common ownership, management or control.

In relations with financial analysts, the Board of Directors applies the same principles as in dealings with shareholders, striving to treat them equally, taking particular care with regard to symmetrical and simultaneous disclosure to the market of data, estimates and plans that may impact the share price in the securities markets.

B.1.36. STATE WHETHER THE COMPANY CHANGED ITS EXTERNAL AUDITOR DURING THE YEAR. IF SO, IDENTIFY THE INCOMING AND OUTGOING AUDITOR:

Yes No

If there was a disagreement with the outgoing auditor, describe it:

Yes No

B.1.37. INDICATE WHETHER THE AUDIT FIRM PERFORMS WORK FOR THE COMPANY AND/OR ITS GROUP OTHER THAN AUDITING AND, IF SO, STATE THE FEES RECEIVED FOR SUCH WORK AND THOSE FEES AS A PERCENTAGE OF TOTAL FEES BILLED TO THE COMPANY AND/OR ITS GROUP:

Yes No

	COMPANY	GROUP	TOTAL
Fees for work other than auditing (€ thousands)	1,152	1,545	2,697
Fees for work other than auditing/ Total fees billed by the audit firm (%)	74.8%	29.4%	39.69%

B.1.38. STATE WHETHER OR NOT THE AUDITORS' REPORT ON THE PREVIOUS YEAR'S FINANCIAL STATEMENTS WAS QUALIFIED. IF IT WAS, STATE THE REASONS GIVEN BY THE CHAIR OF THE AUDIT COMMITTEE TO EXPLAIN THE CONTENT AND SCOPE OF THE QUALIFICATION OR EXCEPTION.

Yes No

B.1.39 INDICATE THE NUMBER OF CONSECUTIVE YEARS THAT THE CURRENT AUDIT FIRM HAS BEEN AUDITING THE FINANCIAL STATEMENTS OF THE COMPANY AND/OR ITS GROUP. ALSO, INDICATE THE NUMBER OF YEARS AUDITED BY THE CURRENT AUDIT FIRM AS A PERCENTAGE OF THE TOTAL NUMBER OF YEARS IN WHICH THE FINANCIAL STATEMENTS HAVE BEEN AUDITED:

	COMPANY	GROUP
Number of consecutive years	20	20

	COMPANY	GROUP
Number of years audited by the current audit firm/Number of years that the company has been audited (%)	100	100

B.1.40. INDICATE THE STAKES OWNED BY MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS IN COMPANIES WHOSE ACTIVITY IS THE SAME, ANALOGOUS OR COMPLEMENTARY TO THE CORPORATE PURPOSE OF THE COMPANY AND ITS GROUP THAT HAVE BEEN NOTIFIED TO THE COMPANY. ALSO, INDICATE THE POSITIONS THEY HOLD OR THE FUNCTIONS THEY PERFORM IN THOSE COMPANIES:

DIRECTOR	COMPANY	STAKE (%)	
Juan Entrecanales de Azcárate	Hef Inversora, S.A.	51.890	Chairman of the Board Of Directors
Juan Ignacio Entrecanales Franco	Nexotel Adeje, S.A.	1.300	Chairman Of The Board Of Directors
Lord Tristan Garel-Jones	Iberia Líneas Aéreas de España, S.A.	0.000	Director
Juan Ignacio Entrecanales Franco	Hef Inversora, S.A.	1.660	Director
Daniel Entrecanales Domecq	Enterriever, S.A.	99.99	Joint and Severally Liable Administrator

B.1.41. INDICATE WHETHER THERE IS A PROCEDURE FOR BOARD DIRECTORS TO ENGAGE EXTERNAL CONSULTANTS AND, IF SO, PROVIDE DETAILS:

Yes	X	No	
-----	---	----	--

PROCEDURE	
<p>Article 41 of the Board of Directors Regulation establishes that, to discharge their duties, directors may request the engagement, at ACCIONA's expense, of legal, accounting, financial and other advisors.</p> <p>The engagement of such external advisors is limited to matters regarding specific significant and complex problems which arise in the course of the directors' duties. The request to engage advisors to aid external directors must be communicated beforehand to the Chair of the Board of Directors.</p> <p>The engagement of advisors to aid directors may be vetoed by an absolute majority of the Board of Directors where it deems that:</p> <p>a) it is not necessary for the proper discharge of the duties entrusted to the external directors;</p>	<p>b) the cost is not reasonable in view of the scale of the problem;</p> <p>c) the technical assistance that is required may be provided appropriately by ACCIONA experts and technicians; or</p> <p>d) it may jeopardise the confidentiality of the data to be handled.</p> <p>If the Chair of the Board of Directors convenes a Board meeting to decide whether or not to veto the engagement of advisors, the engagement is postponed until the meeting is held or the resolution adopted. The decision must not be delayed to such an extent as to render void the rights of directors. In 2009, no director requested the engagement of external advisors at ACCIONA's expense.</p>

B.1.42. INDICATE WHETHER THERE IS A PROCEDURE FOR DIRECTORS TO HAVE THE NECESSARY INFORMATION TO PREPARE FOR THE MEETINGS OF THE GOVERNING BODIES WITH SUFFICIENT TIME AND, IF SO, PROVIDE DETAILS:

Yes	X	No	
-----	---	----	--

PROCEDURE

Before the beginning of each year, the Board of Directors establishes a schedule of meetings and of matters to be discussed, although it may be modified as needed. Notice of meeting is given by letter, fax, telegram or e-mail at least three days in advance of the scheduled date, although, where circumstances warrant it, the Chairperson may give notice of a special meeting by telephone without respecting the required advance notice and without complying with the other conditions set out below. The notice of the meeting must include an indication of the foreseeable agenda. It must be accompanied by the appropriate written information that is available and, in any case, directors may request the information they consider to be necessary to round out that which is given to them.

B.1.43. STATE WHETHER THE COMPANY HAS RULES OBLIGING DIRECTORS TO INFORM THE BOARD OF ANY CIRCUMSTANCE THAT MIGHT HARM THE ORGANISATION'S NAME OR REPUTATION, AND DESCRIBE ANY THAT EXIST:

Yes	X	No	
-----	---	----	--

DESCRIBE THE RULES

Article 53.2 of the Regulation obliges directors to disclose all legal, administrative or other claims against them (and subsequent developments in this connection) which, due to their importance, might seriously endanger ACCIONA's reputation.

In particular, directors must disclose if they are charged or placed on trial for any of the crimes covered by Article 124 of the Corporations Law. In this event, the Board will examine the matter as soon as possible and, based on the specific circumstances, will decide whether or not the director should resign. The reasoned decision must also be disclosed in the annual Corporate Governance Report.

B.1.44. STATE WHETHER ANY MEMBER OF THE BOARD OF DIRECTORS HAS INFORMED THE COMPANY THAT HE HAS BEEN CHARGED WITH, OR TRIED FOR, ANY OF THE CRIMES COVERED BY ARTICLE 124 OF THE CORPORATIONS LAW:

Yes		No	X
-----	--	----	---

State whether the Board of Directors has analysed the case. If it has, detail and explain the decision as to whether or not the director should retain his/her position.

Yes		No	X
-----	--	----	---

B.2. BOARD OF DIRECTORS' COMMITTEES**B.2.1. INDICATE ALL THE BOARD OF DIRECTORS' COMMITTEES AND THEIR MEMBERS:****EXECUTIVE OR DELEGATE COMMITTEE**

NAME	POSITION	CATEGORY
José Manuel Entrecanales Domecq	Chair	Executive
Carlos Espinosa de los Monteros y Bernaldo de Quirós	Director	Independent
Valentín Montoya Moya	Director	Other external
Juan Manuel Urgoiti y López-Ocaña	Director	Independent
Juan Ignacio Entrecanales Franco	Chairman	Executive

AUDIT COMMITTEE

NAME	POSITION	CATEGORY
Carlos Espinosa de los Monteros y Bernaldo de Quirós	Chair	Independent
Juan Manuel Urgoiti y López-Ocaña	Director	Independent
Lord Tristan Garel-Jones	Director	Independent
Jaime Castellanos Borrego	Director	Independent
Valentín Montoya Moya	Director	Other external

NOMINATION AND REMUNERATION COMMITTEE

NAME	POSITION	CATEGORY
Juan Manuel Urgoiti y López-Ocaña	Chair	Independent
Fernando Rodés Vila	Director	Independent
Carlos Espinosa de los Monteros y Bernaldo de Quirós	Director	Independent
Valentín Montoya Moya	Director	Other external

SUSTAINABILITY COMMITTEE

NAME	POSITION	CATEGORY
Fernando Rodés Vila	Chair	Independent
Consuelo Crespo Bofill	Director	Independent
Daniel Entrecanales Domecq	Director	Proprietary
Jaime Castellanos Borrego	Director	Independent

B.2.2. INDICATE WHICH OF THE FOLLOWING FUNCTIONS ARE ATTRIBUTED TO THE AUDIT COMMITTEE:

FUNCTION	YES	NO
Monitor the preparation and the integrity of the financial information prepared on the Company and, where appropriate, the Group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.	X	
Review internal control and risk management systems on a regular basis, to ensure that main risks are properly identified, managed and disclosed.	X	
Ensure the independence and efficacy of the internal audit function; propose the selection, appointment, re-appointment and removal of the head of internal audit; propose the department's budget; receive regular reports on its activities; and verify that senior management are acting on the findings and recommendations of its reports.	X	
Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the Company.	X	
Make recommendations to the Board for the selection, appointment, re-appointment and removal of the external auditor, and the terms and conditions of his engagement.	X	
Receive regular information from the external auditor on the progress and findings of the audit programme, and check that senior management is acting on its recommendations.	X	
Ensure the independence of the external auditor.	X	
In the case of groups, the Committee should urge the group auditor to take on the auditing of all component companies.	X	

B.2.3. DESCRIBE THE RULES THAT GOVERN EACH BOARD COMMITTEE AND THEIR RESPONSIBILITIES.

NAME OF COMMITTEE

Nomination and Remuneration Committee

A. Organisation and functioning

- Meetings must be held on the dates established by the Committee in its meetings schedule and whenever convened by its Chair, whether at the Chair's own initiative or at the request of two members.
- The notice of meeting must be given by the Chair or by the Secretary acting on the Chair's instructions.
- In the event of the Chair's absence or incapacity, the notice of meeting is issued by the Secretary at the request of any of the members.
- The Nomination and Remuneration Committee must meet at least once a year to evaluate the remuneration of the Board, Executive Committee and other Committees and, as necessary, to issue an opinion on their remuneration; additional meetings will be held as seen fit to address requests from the Board of Directors, the Chair, the Managing Director and the Executive Committee in the scope of the Committee's competence.
- The Committee is quorate with the attendance in person or by proxy of at least half of its members.
- Members may attend the meeting via videoconference, telephone or any other telecommunication media, and such members are considered to be present at the meeting.
- The Committee adopts resolutions by the absolute majority of the members in attendance, whether in person or by proxy.
- The minutes of each meeting of the Nomination and Remuneration Committee are drafted by its Secretary.
- The Board of Directors may consult the minutes of the Committee at any time.
- The Committee may, by its own decision, or by decision of its Chair, request the attendance at its meetings of any executive of ACCIONA or of the companies over which it exerts a significant influence.
- It may also request the attendance at meetings of external advisors

or the auditors of ACCIONA or of the companies over which ACCIONA exerts a significant influence, with any costs involved to be borne by ACCIONA.

B. Composition

The Chair of the Nomination and Remuneration Committee is appointed by the Board of Directors from among the members of the Committee who are independent directors. The Appointments and Remuneration Committee must comprise at least three and at most five members, all of them external directors. On July 1 2009, the Board of Directors decided that the Committee would have four (4) members, and it appointed the new members, as set out in section B.2.1 of this report.

C. Responsibilities

Article 32.B) of the Board of Directors Regulation defines the Committee's basic responsibilities as follows, without prejudice to any other task assigned to it by the Board of Directors:

- Evaluate the balance of skills, knowledge and experience on the Board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.
- Formulate and review the criteria to be employed regarding the composition of the Board of Directors and the selection of candidates;
- Make proposals to the Board of Directors as to the appointment of independent directors, for remittal to the Shareholders' Meeting or for approval by the Board itself by means of co-optation, and to advise on the appointments of other categories of directors;
- Oversee the selection processes to ensure that there is no implicit bias preventing the appointment of directors due to personal circumstances;
- Examine or organise, in appropriate form, the succession of the Chair and Chief Executive, making recommendations to the Board so that the handover proceeds in a planned and orderly manner;
- Advise on the appointment of the Secretary and the Vice-Secretary to the Board of Directors;

- Propose, to the Board, the directors to be designated as Chair, Managing Director and members of the Executive Committee and the other Committees;
- Formulate and review the criteria to be followed in appointing senior executives of ACCIONA;
- Report on the senior executive appointments and removals which the Chief Executive proposes to the Board. Evaluate the annual remuneration system and amounts paid to directors and senior executives;
- Periodically review the variable remuneration programmes, considering their suitability and results;
- Make proposals to the Board of Directors as to the remuneration policy for directors and senior executives, the individual remuneration and other contractual conditions of executive directors, and the basic conditions of senior executives' contracts.
- Oversee to ensure transparency in remuneration and compliance with ACCIONA's established remuneration policy;
- Be apprised of and, if appropriate, authorise transactions with related parties as provided in this Regulation.
- Be apprised of directors' other professional obligations to ensure that they do not interfere with the necessary dedication to their position.

The Nomination and Remuneration Committee will consult with the Chair and Chief Executive of ACCIONA, especially on matters relating to executive directors, if any, and senior executives. Any Board member may suggest directorship candidates to the Nomination and Remuneration Committee for consideration.

NAME OF COMMITTEE

Executive or Delegate Committee

A. Organisation and functioning

- Meetings must be held on the dates established by the Committee in its meetings schedule and whenever convened by its Chair, whether at his/her own initiative or at the request of two members.
- The notice of meeting must be given by the Chair or by the Secretary acting on the Chair's instructions.
- In the event of the Chair's absence or incapacity, the notice of meeting is issued by the Secretary at the request of any of the members.
- The Executive Committee is quorate with the attendance in person or by proxy of at least half of its members.
- Members may attend the meeting via videoconference, telephone or any other telecommunication media, and such members are considered to be present at the meeting.
- The Executive Committee must adopt resolutions by the absolute majority of the members in attendance, in person or by proxy.
- The minutes of each meeting of the Executive Committee are drafted by its Secretary.
- The Board of Directors may consult the minutes of the Executive Committee.
- The Executive Committee may, by its own decision or by decision of the respective Chair or the Managing Director, request the attendance at meetings of any executive of ACCIONA or of the companies over which it exerts a significant influence.

They may also request the attendance at meetings of external advisors or the auditors of ACCIONA, or of the companies over which ACCIONA exerts a significant influence, with any costs involved to be borne by ACCIONA.

B. Composition

The Executive Committee is comprised of executive and external directors; it must have no less than three and no more than seven members. The Executive Committee has two co-Chairs, distributing tasks by mutual agreement or operating jointly. On 1 July 2009, the Board of Directors decided that the Committee would have five (5) members, and it appointed the new members, as set out in Section B.2.1 of this report.

C. Responsibilities

- The Executive Committee has been given all the powers of the Board of Directors, except those whose delegation is prohibited by law.
- The delegated powers include, but are not limited to:
 - > Management and administration
 - > Disposition and administration of goods and rights
 - > Economic and financial powers
 - > Representation
 - > Delegation
 - > Decision-making and interpretation of powers.

NAME OF COMMITTEE**Audit Committee****A. Organisation and functioning**

- Meetings must be held on the dates established by the Committee in its meetings schedule and whenever convened by its Chair, whether at his/her own initiative or at the request of one member.
- The notice of meeting must be given by the Chair or by the Secretary acting on the Chair's instructions.
- In the event of the Chair's absence or incapacity, the notice of meeting is issued by the Secretary at the request of any of the members.
- The Audit Committee must meet regularly as needed and at least four times a year, prior to the publication of ACCIONA's financial information.
- The Committee is quorate with the attendance in person or by proxy of at least half of its members.
- Members may attend the meeting via videoconference, telephone

or any other telecommunication media, and such members are considered to be present at the meeting.

- The Committee adopts resolutions by the absolute majority of the members in attendance, whether in person or by proxy. The Chair of the Audit Committee has a casting vote.
- The minutes of each meeting of the Audit Committee are drafted by its Secretary.
- The Board of Directors may consult the minutes of the Committee at any time.
- The Committee may, by its own decision or by decision of the Chair, request the attendance at its meetings of any executive that it deems necessary and of the external auditor of any group company. Additionally, the Committee may request advisory services from external experts.

B. Composition

In accordance with the Bylaws, the Audit Committee will comprise at least three and at most five directors, a majority of them being external. The Secretary of the Board of Directors or, in his/her absence, the Vice-Secretary of the Board, will act as the Committee's Secretary. The Chair of the Audit Committee is appointed by the Board of Directors from among the members of the Committee who are independent directors.

On 1 July 2009, the Board of Directors decided that the Committee would have five (5) members, and it appointed the new members, as set out in section B.2.1 of this report.

C. Responsibilities

Implementing Article 40 of the Bylaws, Article 30.C) of the Board of Directors Regulation defines the Committee's functions. The basic duty of the Audit Committee is to serve as an instrument and support to the Board of Directors in the supervision of accounting and financial information, the internal and external audit services and corporate governance.

The Audit Committee will have the following powers for the discharge of its duties, without prejudice to any other powers which may be delegated to it by the Board of Directors:

- (a)** Inform the Shareholders' Meeting about the matters raised by shareholders within the scope of its functions.
- (b)** With respect to internal control and reporting systems:
 - (I)** Monitor the preparation and the integrity of the financial information prepared on ACCIONA and its group, checking compliance with the legal provisions, the accurate demarcation of the consolidation scope, and the correct application of accounting principles.
 - (II)** Review internal control and risk management systems on a regular basis, to ensure that the main risks are properly identified, managed and disclosed.
 - (III)** Monitor the independence and efficacy of the internal audit function referred to in Article 31 of this Regulation; propose the selection, appointment, re-appointment and removal of the head of internal audit; propose the department's budget; receive regular reports on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
 - (IV)** Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, particularly financial or accounting irregularities, with potentially serious implications for the firm.
- (c)** With respect to the external auditor:
 - (I)** Make recommendations to the Board for the selection, appointment, re-appointment and replacement of the external auditor, and the terms and conditions of his engagement.
 - (II)** Receive regular information from the external auditor on the progress and findings of the audit programme, and check that senior management is acting on its recommendations.
 - (III)** Monitor the independence of the external auditor, to which end:

Ensure that ACCIONA notifies any change of auditor to the CNMV as a regulatory disclosure, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.

Ensure that ACCIONA 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, other requirements designed to safeguard auditors' independence; Investigate the issues giving rise to the resignation of any external auditor.

- (d)** Urge the group auditor to take on the auditing of all component companies.
- Inform and advise the Board of Directors regarding compliance with corporate governance regulations and the codes of conduct applicable to the Company and its group.
- In order to ensure optimum discharge of its duties, the Audit Committee has the following specific duties:
 - > Review the financial statements of ACCIONA and, if appropriate, of its group, before their publication
 - > Serve as a communication channel between the Board of Directors and the external auditor, evaluate the results of each audit and the management team's response to any recommendations, act as mediator in the event of any dispute between the former and the latter regarding the accounting principles and criteria used to prepare the financial statements.
 - > Advise on the modifications suggested by management to the accounting principles and criteria.
 - > Oversee compliance with the audit contract, seeking to ensure that the opinion regarding the financial statements and the principal content of the Auditor's Report are written in a clear and concise manner.
 - > Review the prospectuses, financial statements and periodic

financial information supplied by ACCIONA to the financial markets and their supervisory bodies.

- > Monitor the suitability and integrity of ACCIONA's internal control systems
- > Oversee the internal audit departments of ACCIONA and its group, approve the department's annual budget, have knowledge of the internal audit plan, and supervise the selection and hiring systems used for internal audit personnel.
- > Advise on the appointment of the head of the internal audit department.
- > Gather information and, if necessary, issue a report regarding any disciplinary measures against members of ACCIONA's management team.
- > Oversee compliance with the legal requirements applicable to the corporate organisation and operation of ACCIONA.
- > Ensure compliance with the Board of Directors Regulation, the Shareholders' Meeting Regulation, the Internal Code of Conduct in matters relating to the Securities Market and, in general, with ACCIONA's governance regulations, and make the necessary proposals for improvement.

The Audit Committee should advise the Board prior to any decisions on the following points identified in Article 7 of the Regulation:

- a)** The financial information that the Company must periodically disclose. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.
- b)** The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.

NAME OF COMMITTEE

Sustainability Committee

A. Composition

- 1.** The Sustainability Committee must comprise at least three and at most five members, all of them external directors.
- 2.** The Chair of the Sustainability Committee is appointed by the Board of Directors from among the members of the Sustainability Committee who are independent directors.
- 3.** The proportion between proprietary and independent directors should be similar to that in the Board of Directors itself. On 1 July 2009, the Board of Directors decided to create the Sustainability Committee and established that it would have four (4) members, as set out in section B.2.1. of this report.

B. Functions and powers

- 1.** The Sustainability Committee has the following basic responsibilities, without prejudice to any other task assigned to it by the Board of Directors:
 - a.** Identify and guide the Group's Sustainability and Corporate Social Responsibility policies, objectives and best practices;
 - b.** Evaluate, monitor and review the plans drawn up by Group executives for executing those policies;
 - c.** Regularly review the internal control and management systems and the degree of compliance with those policies;
 - d.** Draft an annual Sustainability Report for approval by the Board of Directors;
 - e.** Put forward proposals to the Board of Directors with regard to Sustainability and Corporate Social Responsibility policies, objectives and programmes and the corresponding expenditure budgets for their execution.

C. Operation.

1. The Sustainability Committee will meet once a quarter to assess the degree of compliance with the Sustainability and Corporate Social Responsibility policies approved by the Board of Directors. It will also meet whenever convened in accordance with the provisions of this Regulation.

The Sustainability Committee will hold additional meetings as may be required to address requests from the Board of Directors, the Chairman of ACCIONA, the Managing Director or the Executive Committee for a report or proposal or for the opinion of the Sustainability Committee within the scope of its competence.

B.2.4. INDICATE EACH COMMITTEE'S POWERS TO ADVISE, CONSULT AND DELEGATE.

NAME OF COMMITTEE	BRIEF DESCRIPTION
Executive Committee	See Section B.2.3.
Audit Committee	See Section B.2.3.
Nomination and Remuneration Committee	See Section B.2.3.
Sustainability Committee	See Section B.2.3.

B.2.5. INDICATE IF THERE ARE ANY BOARD COMMITTEE REGULATIONS, WHERE THEY CAN BE CONSULTED, AND AMENDMENTS MADE IN THE YEAR. ALSO, INDICATE IF AN ANNUAL REPORT ON EACH COMMITTEE'S ACTIVITIES HAS BEEN DRAFTED VOLUNTARILY.

There are no specific regulations for the Board committees since it is considered that the Board of Directors' Regulation is sufficient for their organisation and functioning.

B.2.6. INDICATE IF THE EXECUTIVE COMMITTEE'S COMPOSITION REFLECTS THAT OF THE BOARD IN TERMS OF DIRECTOR TYPE:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

IF NOT, DETAIL THE COMPOSITION OF THE EXECUTIVE COMMITTEE.

The Executive Committee consists only of executive and independent directors, there being no proprietary directors, although two of the executive directors would also qualify as proprietary directors.

c. Related-party transactions

C.1. STATE WHETHER THE FULL BOARD HAS RESERVED FOR ITSELF THE POWER TO APPROVE TRANSACTIONS WHICH THE COMPANY CONDUCTS WITH DIRECTORS, SIGNIFICANT SHAREHOLDERS, SHAREHOLDERS WITH BOARD REPRESENTATION OR OTHER PERSONS RELATED THERETO, SUBJECT TO A FAVOURABLE OPINION OF THE AUDIT COMMITTEE OR ANY OTHER COMMITTEE ENTRUSTED WITH THIS FUNCTION.

Yes	X	No	
-----	---	----	--

C.2. DETAIL SIGNIFICANT TRANSACTIONS INVOLVING A TRANSFER OF FUNDS OR LIABILITIES BETWEEN THE COMPANY OR SUBSIDIARIES IN ITS GROUP AND SIGNIFICANT SHAREHOLDERS OF THE COMPANY.

C.3 DETAIL TRANSACTIONS INVOLVING A SIGNIFICANT TRANSFER OF FUNDS OR LIABILITIES BETWEEN THE COMPANY OR SUBSIDIARIES IN ITS GROUP AND DIRECTORS OR EXECUTIVES OF THE COMPANY.

C.4 DETAIL THE SIGNIFICANT TRANSACTIONS BETWEEN THE COMPANY AND OTHER COMPANIES IN THE GROUP, EXCEPT THOSE THAT ARE ELIMINATED IN CONSOLIDATION OR DO NOT FORM PART OF THE COMPANY'S NORMAL OPERATIONS WITH REGARD TO THEIR PURPOSE AND CONDITIONS.

C.5. STATE WHETHER ANY MEMBERS OF THE BOARD OF DIRECTORS HAVE FOUND THEMSELVES, AT ANY TIME DURING THE YEAR, IN A SITUATION OF CONFLICT OF INTEREST AS PROVIDED IN ARTICLE 127/3 OF SPAIN'S "LEY DE SOCIEDADES ANONIMAS" (CORPORATIONS ACT).

Yes		No	X
-----	--	----	---

C.6. DETAIL THE MECHANISMS ESTABLISHED FOR DETECTING, DETERMINING AND RESOLVING ANY CONFLICTS OF INTEREST BETWEEN THE COMPANY AND/ OR ITS GROUP, AND ITS DIRECTORS, EXECUTIVES OR SIGNIFICANT SHAREHOLDERS.

The Board of Directors' Regulation regulates these matters in detail, especially:

REGARDING DIRECTORS:

- a) Directors must abstain from intervening in the debate, decision and execution of transactions in which they have a conflict of interest, whether direct or indirect, including decisions regarding their appointment or removal.
- b) Directors must not compete, as established in Article 45 of the Regulation.
- c) The performance of transactions with ACCIONA, S.A. or companies over which ACCIONA, S.A. exerts a significant influence, apart from certain exceptions envisaged in the Regulation [transactions in the ordinary course of business performed on a habitual or recurring basis, for which a generic authorisation of the line of transactions and their terms and conditions will suffice; transactions which simultaneously meet the following three conditions: (I) they are performed under contracts with standard conditions that apply to the bulk of customers; (II) the prices are established generally by the supplier of the goods; and (III) the amount does not exceed 1% of the Company's annual revenues], require authorisation from

the Board of Directors or Executive Committee with subsequent Board ratification, following consultation with the Nomination and Remuneration Committee.

- d) Directors must abstain from dealing in securities of ACCIONA, S.A. or companies over which ACCIONA exerts a significant influence in the periods and under the circumstances established in Article 50 of the Regulation.
- e) Directors must abstain from obtaining benefit for themselves or their related parties from business opportunities of ACCIONA or of companies over which ACCIONA exerts a significant influence in the terms of Article 48 of the Regulation.
- f) Directors must inform the Board of Directors, through the Secretary or Vice-Secretary, of any situation of conflict of interest in which they are involved.

REGARDING SIGNIFICANT SHAREHOLDERS:

Regarding significant shareholders, the performance of transactions with ACCIONA, S.A. or companies over which ACCIONA, S.A. exerts a significant influence, apart from certain exceptions mentioned in Section C, require authorisation from the Board of Directors or Executive Committee with subsequent Board ratification, following consultation with the Nomination and Remuneration Committee and, in any event, must be performed at an arm's-length basis while treating all shareholders equally.

REGARDING EXECUTIVES:

Regarding executives, the current Internal Code of Conduct establishes the obligation to inform, sufficiently in advance, so that suitable decisions may be adopted about possible conflicts of interest that may arise as a result of their family relationships, their personal assets or any other reason. Additionally, the General Secretary regularly asks directors to update their declaration of activities outside ACCIONA and its Group.

C.7. IS MORE THAN ONE GROUP COMPANY LISTED IN SPAIN?

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

d. Risk control systems

D.1. GENERAL DESCRIPTION OF THE RISK POLICY OF THE COMPANY AND/OR ITS GROUP, DETAILING AND ASSESSING THE RISKS COVERED BY THE SYSTEM, AND JUSTIFYING WHY THOSE SYSTEMS CONFORM TO EACH TYPE OF RISK.

The purpose of ACCIONA's Risk Management Policy is to integrate risk management into the Company's strategy and ensure that risks are addressed in order to attain the established objectives.

The Risk Management System follows the guidelines of the COSO 2 report on Enterprise Risk Management, and it establishes the necessary mechanisms for attaining the Company's objectives within the established levels of tolerance, to:

- Identify the risks to attaining the objectives of each business area and of the business as a whole.
- Appraise and prioritise each identified risk.
- Respond to each risk according to its assessment, establishing an approach to eliminate or minimise the risk profile.
- Inform the members of the organisation about the status and evolution of the risks that have been identified and the related control measures.
- Optimise the efforts and resources devoted to managing and controlling risks.

In 2009, both the Board of Directors and the Audit Committee continued promoting and enhancing the Risk Management System as a management tool within the Company, promoted the update of the results of ACCIONA's overall Risk Map on the basis of the probability,

economic consequences, impact on image, the Company's ability to manage the risk, and the approach established for each risk.

Each business unit identifies and assesses its risks in coordination with the corporate-level team, which manages and establishes the acceptable risk tolerance level and coordinates actions to ensure alignment with the Group's overall risk management policy, while also providing information at all times of the level of exposure assumed by the Group as a whole.

Risk management is inseparable from business, so that risk control forms part of management responsibility; therefore, each organisational position assumes management responsibilities that include both the management and control of the activities under its charge.

A Crisis Management System was formalised and optimised in 2009 in order to establish mechanisms for guidance in crisis situations and provide a framework for rapid, consistent action to neutralise such situations.

The Company's risk analysis was used as the basis for determining the risks that may potentially lead to a crisis, and the necessary procedures and protocols for managing the crisis were established.

In order to standardize approaches at corporate level and strive for excellence in risk management, ACCIONA plans to continue advancing with its Risk Management System along the following lines:

- Update existing risk maps.
- Extend the scope of the Company's risk maps to other countries.
- Include Sustainability criteria.

- Re-assess the Company's risk tolerance, i.e. changes in certain economic variables that are acceptable with regard to attaining an objective.
- Optimise the implementation and follow-up of risk management measures.

ACCIONA's operations in a variety of business areas and countries with different regulatory, political and social systems give rise to a broad range of risks that need to be identified and managed. The risk scenarios considered in ACCIONA's Risk Control System are categorised in four groups: Financial, Strategic, Operational and Unexpected; the first two have been designated by Group management as posing the greatest risk.

1. Financial risks

Financial risks are those which have a direct impact on the Company's income statement. They originate primarily in fluctuations in currencies, interest rates and financial markets, changes in commodities prices, liquidity, cash flow, bad debts and the significant loss of customers.

As the ACCIONA Group operates internationally, it is exposed to exchange rate risk, particularly against the US dollar. In order to mitigate exchange rate risk, ACCIONA arranges currency derivatives and exchange insurance to hedge significant future transactions and cash flows within acceptable risk limits.

The interest rate risk is particularly significant in financing infrastructure projects under concession contracts and in building wind farms, where project's returns are shaped by variations in interest rates. Based on its estimates of interest rate trends and its target debt structure, ACCIONA arranges hedges using derivatives to mitigate those risks.

Procurement price fluctuation risk is managed basically in the short term (one year) by specific hedges, generally using derivatives, in order to maintain an economic balance in supply procurement, especially for fuel to be used in ACCIONA's maritime transport business.

Especially in the infrastructure business, an assessment is made prior to signing contracts with public and private clients to mitigate the risk of non-payment, which includes a solvency study and a review of the contractual requirements from the standpoint of economic and legal certainty, and debt performance is monitored continuously during the construction work.

The Group applies prudent liquidity management by maintaining sufficient cash and tradeable securities, and by arranging credit facilities for an amount sufficient to cover projected needs.

The Group has an overall economic and budgetary control system for each business - adapted to each activity - that provides the necessary information to management and enables it to control potential risks and adopt the most appropriate management decisions. Economic and financial management information generated in each activity is periodically cross-checked with the projected data and indicators; deviations in the business volume, profitability, cash flow and other key reliable parameters are assessed; and the pertinent corrective measures are adopted.

In any event, a system of insurance coverage is established to ensure that the situations in which risks occur do not jeopardise the Group's financial solvency.

2. Strategic Risks

These are risks which result in a reduction of the Company's growth rate and failure to meet its objectives due to an inability to respond in a dynamic competitive environment. They include internal organisational changes, mergers and acquisitions, competitive threats, economic and political changes, emergence of new technology, new distribution methods, R&D and changes in regulation and legislation.

ACCIONA prevents this type of risk through diversifying its activities and the regions where it operates, performing exhaustive surveys of the market, competitors and the countries where it operates, and by promoting research and development strongly.

Before deciding to invest in or divest a business, an initial check and assessment of risks is performed based on the economic information projected for the business, which must be approved by the Investment Committee on the basis of certain parameters of business volume and profitability based on the associated risk.

There is also a short- and medium-term Strategic Plan for the business areas in which the Group operates that enables it to track each activity's performance based on consultation with each area's senior managers.

3. Operational Risks

Risks related to processes, people and products. These risks are linked to regulatory, legal and contractual compliance, control systems and procedures, ancillary technical services, information systems, employee productivity, the supply chain and loss of key personnel. The risk of breaching current legislation and the risk due to changes in the regulatory framework, mainly in the electricity

industry, are analysed and monitored jointly on a constant basis by the Legal Department and the CFO's office.

Each business area establishes specific systems to cover the requirements of business, quality and environmental management, operations, occupational safety, planning and economic control.

There is a general procurement policy that defines corporate purchases and purchases by operating units. This policy favours competition and transparency and makes sure that suppliers' non-performance does not affect customers or increase costs.

ACCIONA views the application, monitoring and improvement of aspects relating to quality and the environment as a risk control tool for attaining sustainable profits with the required quality in products and services, understood as complying with requirements, reducing costs and respecting the environment. The management system conforms to the ISO 9001 and ISO 14001 standards for quality and the environment, respectively, in addition to other internal requirements.

ACCIONA ensures the integrity and availability of data by implementing checks on information technology management, security management and software acquisition, development and maintenance. The Company also uses controls that guarantee integrity, accuracy, validity and processing by means of systematic verification procedures.

The Group has a Code of Conduct that establishes the basic principles and commitments that all group companies, executives and employees must comply with and respect in their activities. Irregular conduct related to accounting, control, audits or any other breach or violation is reported via the Ethical Channel.

4. Unexpected Risks

Risk related to damage to assets and civil liability, which could negatively affect the Company's performance, such as fire, explosion, natural disasters, pollution, damage to third parties, labour risks and terrorism.

ACCIONA controls these risks in a number of spheres:

- To ensure the security and safety of the people working in the Group, a security and safety system has been implemented for employees and executives based on their duties and the countries where they work.
- Pollution is prevented and controlled via an environmental management system that spans all Group activities, and fire and explosion risk is addressed via workplace health and safety systems.
- ACCIONA senior management considers labour risk factors as a management priority, principally in the business. All the necessary safety measures are applied in this connection.
- To minimise the impact of social, technological and natural risks, ACCIONA works to improve preventive measures and to enhance its Crisis Management System.

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 MATERIALISED DURING THE YEAR:

Yes	X	No	
-----	---	----	--

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

RISK THAT MATERIALISED IN THE YEAR

Normal course of the ACCIONA Group's business activities

CIRCUMSTANCES THAT GAVE RISE TO IT

In performing its business activities, ACCIONA Group is exposed to a series of risks, as indicated in section D.1. Additionally, in 2009, ACCIONA continued to be affected by the international economic situation.

HOW THE CONTROL SYSTEMS OPERATED

The management and control systems implemented in the various business areas functioned properly.

D.3. INDICATE IF THERE IS A COMMITTEE OR OTHER BODY IN CHARGE OF ESTABLISHING AND SUPERVISING THOSE CONTROL MEASURES:

Yes	X	No	
-----	---	----	--

If so, detail their functions.

NAME OF COMMITTEE OR BODY	DESCRIPTION OF ITS FUNCTIONS
Corporate Internal Audit Unit	<p>The Internal Audit Unit plans and implements the audit activity on the basis of the identified risks. It also assesses the suitability and proper working of the internal controls through constant analysis of the control procedures and systems at each Group company in the various business areas.</p>
Audit Committee	<p>ACCIONA's Audit Committee follows the recommendations of the Unified Code of Corporate Governance for Listed Companies and supports the Board of Directors with regard to ensuring that the risk control and management policy identifies:</p> <ul style="list-style-type: none"> • The various types of risk which ACCIONA faces, as identified in the Group's risk maps • The acceptable risk tolerance level for the Group. <p>The Audit Committee also:</p> <ul style="list-style-type: none"> • Supervises the measures in place to mitigate the impact of identified risks should they occur. • Reviews the internal control systems used to manage risks. • Ensures that the appropriate resources are assigned to implement the risk management strategy.

D.4. IDENTIFY AND DESCRIBE THE PROCESSES FOR COMPLIANCE WITH THE VARIOUS REGULATIONS THAT AFFECT THE COMPANY AND/OR ITS GROUP

Because of the many sectors and the large number of countries in which ACCIONA operates, compliance oversight is particularly exhaustive.

Consequently, even though there is a corporate risk management system, each management level is responsible for complying with the regulations and internal procedures applicable to its activity.

Their effectiveness is assessed periodically by the technical services of the production units and by the planned audits so that they cover all the operational and administrative phases of the various businesses. They are checked by each company's internal services and the Corporate Internal Audit Unit.

The Corporate Internal Audit Unit contributes to managing the risks that the Group faces in meeting its targets and in preventing and controlling fraud by continually analysing the control procedures and systems of each company in the Group in the various business areas.

The corresponding conclusions and recommendations are notified to the Group's management and to those responsible for the business areas and companies that have been assessed. Subsequently, the implementation of the actions set out in those recommendations is monitored in detail.

To perform its functions, the Corporate Internal Audit Unit has professionals with the necessary knowledge and experience who are independent of the production lines and are assisted by external advisors.

e. Shareholders' Meeting

E.1. INDICATE AND, IF APPLICABLE, EXPLAIN WHETHER THERE ARE DIFFERENCES WITH RESPECT TO THE MINIMUM REQUIREMENTS SET OUT IN THE CORPORATIONS LAW IN CONNECTION WITH THE QUORUM NEEDED TO HOLD A VALID GENERAL SHAREHOLDERS' MEETING.

Yes No

	QUORUM % DIFFERENT FROM THAT ESTABLISHED AS A GENERAL RULE IN ARTICLE 102 OF THE CORPORATIONS LAW	QUORUM % OTHER THAN THAT ESTABLISHED IN ARTICLE 103 OF THE CORPORATIONS LAW FOR THE SPECIAL CASES SET OUT IN ARTICLE 103
Quorum required at first call		67% to adopt decisions on the following matters: a) Amendments to the Bylaws, excluding the change of registered office, capital increases, broadening of the corporate purpose, and, where required by law, capital reductions. a) Changes of corporate form, mergers, spin-offs, liquidation and dissolution of the Company, except where dissolution is required by law. b) For a change of registered offices, capital increases (including the authorisation given to the Board of Directors to resolve this issue), the issuance of non-convertible, convertible or exchangeable debentures or bonds, the issuance of warrants or options (on their own or tied to debentures) and of preference shares and, where required by law, capital reductions, dissolution and liquidation.
Quorum required at second call		62%, for matters set out in sections A) and B) 50% for matters set out in section C)

DESCRIPTION OF DIFFERENCES

The quorums required in the above cases are greater than the general 50% and 25% quorums established for special cases by Article 103 of the Corporations Law.

E.2. INDICATE AND, IF APPLICABLE, EXPLAIN WHETHER THERE ARE DIFFERENCES WITH RESPECT TO THE RULES PROVIDED BY THE CORPORATIONS LAW FOR THE ADOPTION OF CORPORATE RESOLUTIONS.

Yes No

E.3. DETAIL SHAREHOLDERS' RIGHTS IN RELATION TO SHAREHOLDERS' MEETINGS THAT DIFFER FROM THOSE ESTABLISHED IN THE SPANISH CORPORATIONS ACT.

E.4. INDICATE ANY MEASURES ADOPTED TO ENCOURAGE SHAREHOLDERS TO PARTICIPATE IN SHAREHOLDERS' MEETINGS.

The Board of Directors assumes the obligation to promote the informed participation of shareholders in the Shareholders' Meeting and, to that end, it adopts such measures as may be appropriate to enable the Shareholders' Meeting to discharge the duties corresponding to it under the law and the Bylaws.

In particular,

- a) Before the Shareholders' Meeting, it places at the shareholders' disposal all the legally required information and, in particular, the full text of the motions submitted by the Board of Directors for consideration by the shareholders in connection with the items on the agenda.
- b) It responds to shareholders' requests for information prior to the Meeting.
- c) It undertakes to make available to all shareholders, for general knowledge, the information supplied in response to queries from other shareholders, provided that the information contained in the response may be considered to be of general interest.

At the Shareholders' Meeting in 2009, shareholders were able to vote using means of distance communication prior to the meeting, using mail or the Internet (by visiting ACCIONA's web site). All the relevant information regarding the Shareholders' Meeting was posted on the web site, making it accessible by telematic means from the date of publication of the notice of the Meeting. In particular, the

motions presented by the Board of Directors to the Shareholders' Meeting were available from the date of publication of the notice of the Meeting, except the proposal for the re-appointment and appointment of directors, which was released three weeks in advance.

Article 14 of the Shareholders' Meeting Regulation expressly provides a shareholder may split its vote in the following cases: a financial intermediary that is registered as a shareholder but is acting as a nominee for several different clients may split its vote in accordance with its clients' instructions; and a legal person may appoint two or more representatives provided that they are its direct shareholders.

E.5. INDICATE IF THE POSITION OF CHAIRPERSON OF THE SHAREHOLDERS' MEETING COINCIDES WITH THAT OF THE CHAIR OF THE BOARD OF DIRECTORS. DETAIL ANY MEASURES ADOPTED TO GUARANTEE THE INDEPENDENCE AND SMOOTH TRANSACTION OF THE SHAREHOLDERS' MEETING.

Yes	X	No	
-----	---	----	--

DETAIL THE MEASURES

The Board of Directors engages a notary to attend the Shareholders' Meeting and draft the notarial minutes, which serve as the Meeting's minutes. Therefore, the notary certifies shareholders' statements, the transaction of the Shareholders' Meeting, and the voting outcome.

E.6. INDICATE ANY AMENDMENTS TO THE SHAREHOLDERS' MEETING REGULATION IN THE YEAR.

E.7. INDICATE THE ATTENDANCE OF THE SHAREHOLDERS' MEETINGS HELD IN THE YEAR OF THIS REPORT.

ATTENDANCE

DATE OF SHAREHOLDERS' MEETING	% OF ATTENDANCE	% BY PROXY	% DISTANCE VOTE		TOTAL
			ELECTRONIC VOTING	OTHER	
04-06-2009	59.861	3.069	0	19.755	82.686

E.8. BRIEFLY INDICATE THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS' MEETINGS HELD IN THE YEAR OF THIS REPORT AND THE PERCENTAGE OF VOTES THAT APPROVED EACH RESOLUTION.

On 4 June 2009, the Shareholders' Meeting adopted the following resolutions:

ITEM ONE:

Approve the separate and consolidated financial statements of ACCIONA, S.A and the group of which it is the controlling company for the year 2006, as authorised by the Board of Directors.

Approved; in favour 99.2751% of the voting stock; against: 0.0511%; abstention: 0.6738%.

ITEM TWO:

Approve the conduct of business by the Board of Directors and authorised signatories of the Company in 2008 and the Directors' Report,

both separate and consolidated, presented by the Board of Directors.

Approved; in favour 99.8774% of the voting stock; against: 0.0051%; abstention: 0.1175%.

ITEM THREE:

Approve the distribution of 2008 income as reflected in the approved financial statements.

Approved; in favour 99.999% of the voting stock; against: 0.001%.

ITEM FOUR:

Re-appoint Deloitte, S.L. as auditor of ACCIONA, S.A. to audit the separate and consolidated financial statements for 2009.

Approved; in favour 99.6991% of the voting stock; against: 0.3009%.

ITEM FIVE:

Appoint the following persons as directors of the Company for a term of three (3) years:

Appointment of Daniel Entrecanales Domecq as a proprietary director of the Company.

Approved; in favour 99.9973% of the voting stock; against: 0.9298%; abstention: 0.0729%.

Appointment of Jaime Castellanos Borrego as an independent director of the Company.

Approved; in favour 99.6407% of the voting stock; against: 0.2864%; abstention: 0.0729%.

Appointment of Fernando Rodés Vila as an independent director of the Company.

Approved; in favour 99.6407% of the voting stock; against: 0.2864%; abstention: 0.0729%.

ITEM SIX:

Approve a remuneration for senior executives of the Group, including directors of ACCIONA, S.A. with executive functions, consisting of the payment of part of their variable remuneration in the form of shares of ACCIONA, S.A., with the possibility of replacing some of the shares with options on the shares of ACCIONA, S.A., and approve the specific award for 2009.

Approved; in favour 99.6842% of the voting stock; against 0.2574%; abstention: 0.0584%.

ITEM SEVEN:

To authorise the acquisition on the secondary market of shares of the Company by the Company itself and by companies in its group, both directly and indirectly by acquiring the capital of companies holding shares of ACCIONA, S.A., subject to the legal limits and requirements and the conditions established below, and revoking the authorisation granted by the Shareholders' Meeting on 18 June 2008.

To authorise the Board of Directors so that it may allocate some or all of the own shares already acquired and to be acquired by the Company under the foregoing authorisation to the implementation of a compensation plan consisting of the delivery of shares to senior management of the ACCIONA group, including directors of ACCIONA, S.A. with executive functions.

Approved; in favour 99.8195% of the voting stock; against: 0.1842%; abstention: 0.0008%.

ITEM EIGHT:

Empower the Board of Directors so that it may increase capital at one or more times over the next five years by up to 31,775,000 euros, equivalent to half the current amount of capital, in the amount and form that may be decided by the Board of Directors at any given time, including the power to partly or totally override the pre-emptive subscription right and the express authorisation to reword the Articles of Association as needed.

Approved; in favour 99.2207% of the voting stock; against: 0.7793%.

ITEM NINE:

Empower the Board of Directors for a five (5)-year period to issue debentures, bonds and other fixed-income securities, whether non-convertible or convertible or exchangeable for shares of the Company, as well as commercial paper, preferred shares and warrants giving entitlement to subscribe for newly-issued or outstanding shares of the Company, including the power to partly or totally override the pre-emptive subscription right, where it legally exists, subject to a combined limit of 2,600,000,000 euros, excluding commercial paper, which will be subject to a separate limit of 1,000,000,00 euros outstanding balance; and authorisation to reword the Articles of Association as needed.

Approved; in favour 95.7162% of the voting stock; against: 4.2829%; abstention: 0.0009%.

ITEM TEN:

Empowerment of the Board of Directors to elaborate on, interpret, remedy and execute Shareholders' Meeting resolutions.

Approved; in favour 99.6024% of the voting stock; against: 0.3976%.

E.9. INDICATE WHETHER THERE ARE ANY BYLAW RESTRICTIONS REQUIRING A MINIMUM NUMBER OF SHARES TO ATTEND THE GENERAL SHAREHOLDERS' MEETING:

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

E.10. INDICATE AND EXPLAIN THE COMPANY'S POLICY ON DELEGATING VOTES IN THE SHAREHOLDERS' MEETING.

All shareholders who are entitled to attend the Shareholders' Meeting may be represented at the Meeting by one or more persons, who need not be shareholders.

The notice of meeting states the specific rules for proxies in accordance with the Corporations Act, the Bylaws and the Shareholders' Meeting Regulation.

Proxies may be granted: (1) in a signed, written document, either in the Attendance Card issued by a Depositary or in another document specifically related to this Meeting; (2) by postal mail; or (3) by Internet via ACCIONA's web site.

Proxy forms must state the identity of the proxy. Where the name of the proxy on the proxy form is blank, it will be deemed to be a delegation of votes to the Chair of the Board of Directors.

Proxy forms may indicate voting instructions; where no specific instructions are given, the proxy must vote in favour of the motions proposed by the Board of Directors. Where the principal gives voting instructions, the proxy may depart from them if circumstances arise which were not known at the time the instructions were given and the principal's interests are in jeopardy.

Except where the principal instructs otherwise, the delegation of the vote also covers any other items not on the agenda but which may be voted at the Shareholders' Meeting. In this case, the proxy must vote in the manner he deems to be in the principal's best interests.

Except where the principal expressly indicates otherwise, if the proxy finds himself in a conflict of interest in voting on any item submitted to the Shareholders' Meeting, whether on or off the agenda, the proxy shall be deemed to be transferred to the Secretary of the Board of Directors.

The proxy, whether public or not, shall not be in a conflict of interest if the principals have stated their voting instructions to the proxy. All proxies, no matter how they are notified to ACCIONA, S.A., must be specific to the Shareholders' Meeting. Exceptions from proxies apply to: (1) persons who present evidence that they are the spouse, ascendant or descendant of the shareholder; (2) holders of a general power of attorney in a public instrument to administer all the shareholder's assets in Spain; (3) governing bodies of legal persons; and (4) fund management entities. In those four cases, it will suffice to demonstrate the kinship or organic or management relationship to ACCIONA, S.A.'s Shareholder Department and Shareholders' Meeting staff.

Votes or proxies notified by post or via the web site to ACCIONA, S.A. will be overridden if the shareholder attends the Shareholders' Meeting.

E.11. INDICATE IF THE COMPANY IS AWARE OF THE INSTITUTIONAL INVESTORS' POLICY OF PARTICIPATION IN COMPANY DECISIONS.

Yes		No	X
-----	--	----	---

E.12. INDICATE THE WEB SITE AND THE WAY TO ACCESS CORPORATE GOVERNANCE CONTENT ON THE COMPANY'S WEB SITE.

The home page is at www.acciona.es. That page contains a link to the Corporate Governance section under the "Shareholders and Investors" heading.

f. Degree of compliance with Corporate Governance recommendations

Indicate the Company's degree of conformance to the recommendations of the Unified Code of Corporate Governance.

In the event of not complying with some recommendations, detail the recommendations, regulations, practices or criteria applied by the company.

1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

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

Complied with	X	Describe	
---------------	---	----------	--

2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:

- a) The type of activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;
- b) The mechanisms in place to resolve possible conflicts of interest.

See Sections C.4 and C.7.

Complied with		Partially complied with		Describe		Not applicable	X
---------------	--	-------------------------	--	----------	--	----------------	---

3. Even when not expressly required under company law, any decisions involving a fundamental corporate change should be submitted to the General Shareholders' Meeting for approval or ratification. In particular:

- a) The transformation of listed companies into holding companies through the process of subsidiarisation, i.e. reallocating core activities to subsidiaries that were previously carried out by the originating firm, even though the latter retains full control of the former.
- b) Any acquisition or disposal of key operating assets that would effectively alter the Company's corporate purpose.
- c) Operations that are equivalent to the Company's liquidation.

Complied with		Partially complied with	X	Describe	
---------------	--	-------------------------	---	----------	--

ACCIONA is essentially a holding company with stakes in the group's lines of business. Article 5 of the Shareholders' Meeting Regulation attributes the powers set out in Sections b) and c) of this Recommendation to the Shareholders' Meeting.

4. Detailed proposals of the resolutions to be adopted at the General Shareholders' Meeting - including the information stated in Recommendation 28 - should be made available at the same time as the publication of the Meeting notice.

Complied with		Describe	X
---------------	--	----------	---

At the 2009 Ordinary Shareholders' Meeting, the Board's proposals were made public at the same time as the notice of meeting, with the sole exception of the proposals for re-appointment and appointment of directors, which were published three weeks in advance of the Shareholders' Meeting.

5. Separate votes should be taken at the General Shareholders' Meeting on materially separate items, so shareholders can express their preferences in each case. This rule shall apply in particular to:

- a) The appointment or ratification of directors, with separate voting on each candidate.
- b) Amendments to the bylaws, with votes taken on all articles or groups of articles that are materially different.

See Section E.8.

Complied with	X	Describe	
---------------	---	----------	--

6. Companies should allow split votes, so financial intermediaries acting as nominees on behalf of different clients can issue their votes according to instructions.

See Section E.4.

Complied with	X	Describe	
---------------	---	----------	--

7. The Board of Directors should perform its duties with unity of purpose and independent judgement, according all shareholders the same treatment.

It should be guided at all times by the Company's best interest and, as such, strive to maximize its value over time. It

should likewise ensure that the Company abides by the laws and regulations in its dealings with stakeholders; fulfils its obligations and contracts in good faith; respects the customs and good practices of the sectors and territories where it does business; and upholds any additional social responsibility principles it has subscribed to voluntarily.

Complied with	X	Describe	
---------------	---	----------	--

8. The Board should see the core components of its mission as to approve the Company's strategy and authorise the organisational resources to carry it forward, and to ensure that management meets the objectives set while pursuing the Company's interests and corporate purpose. As such, the Board in full should reserve the right to approve:

- a) The Company's general policies and strategies, and in particular:
 - I) The strategic or business plan, management targets and annual budgets;
 - II) Investment and financing policy;
 - III) Design of the structure of the corporate group;
 - IV) Corporate Governance policy;
 - V) Corporate Social Responsibility policy;
 - VI) Remuneration and evaluation of senior executives;
 - VII) Risk control and management, and the periodic monitoring of internal information and control systems.
 - VIII) Dividend policy, as well as the policies and limits applying to treasury stock.

See Sections B.1.10, B.1.13, B.1.14 and D.3.

b) The following decisions:

- I) On the proposal of the Company's Chief Executive, the appointment and removal of senior executives, and their compensation clauses.**

See Section B.1.14.

- II) Directors' remuneration and, in the case of executive directors, the additional consideration for their management duties and other contract conditions.**

See Section B.1.14.

- III) The financial information that all listed companies must periodically disclose.**

- IV) Investments or operations considered strategic by virtue of their amount or special characteristics, unless their approval corresponds to the General Shareholders' Meeting;**

- V) The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.**

- c) Transactions which the Company conducts with directors, significant shareholders, shareholders with board representation or other persons related thereto ("related-party transactions"). However, board authorisation need not be required for related-party transactions that simultaneously meet the following three conditions:**

- 1^a. They are governed by standard form agreements applied on an across-the-board basis to a large number of clients.**
2^a. They are arranged at market rates, generally set by the person supplying the goods or services.
3^a. Their amount is no more than 1% of the Company's annual revenues.

It is advisable that related-party transactions should only be approved on the basis of a favourable report from the Audit Committee or some other committee handling the same

function; and that the directors involved should neither exercise nor delegate their votes, and should withdraw from the meeting room while the Board debates and votes.

Ideally, the above powers should not be delegated with the exception of those mentioned in b) and c), which may be delegated to the Executive Committee in urgent cases and later ratified by the full Board.

See Sections C.1. and C.6.

Complied with Describe

- 9. In the interests of maximum effectiveness and participation, the Board of Directors should ideally comprise no fewer than five and no more than fifteen members.**

See Section B.1.1.

Complied with Describe

- 10. External directors, proprietary and independent, should occupy an ample majority of Board places, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.**

See Sections A.2., A.3., B.1.3. and B.1.14.

Complied with Describe

- 11. In the event that some external director can be deemed neither proprietary nor independent, the Company should disclose this circumstance and the links that person maintains**

with the Company or its senior executives, or its shareholders.

See Section B.1.3.

Complied with	X	Describe	
---------------	---	----------	--

12. 2. That among external directors, the relation between proprietary members and independents should match the proportion between the capital represented on the Board by proprietary directors and the remainder of the Company's capital. This proportional criterion can be relaxed so the weight of proprietary directors is greater than would strictly correspond to the total percentage of capital they represent:

1º In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings, despite the considerable sums actually invested.

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

See Sections B.1.3., A.2. and A.3.

Complied with		Describe	X
---------------	--	----------	---

ACCIONA complies with this recommendation as the controlling shareholder appoints fewer directors than the number to which it is entitled since there is only one proprietary director, although two of the executive directors would also qualify as proprietary directors. In any event, there are more independent than proprietary directors, and independent directors are a majority on the Board of Directors (58%).

13. The number of independent directors should represent at least one third of all Board members.

See Section B.1.3.

Complied with	X	Describe	
---------------	---	----------	--

14. The nature of each director should be explained to the General Meeting of Shareholders, which will make or ratify his or her appointment. Such determination should subsequently be confirmed or reviewed in each year's Annual Corporate Governance Report, after verification by the Nomination Committee. The said Report should also disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 5% of capital; and explain any rejection of a formal request for a Board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

See Sections B.1.3. and B.1.4.

Complied with	X	Describe	
---------------	---	----------	--

15. When women directors are few or non-existent, the Board should state the reasons for this situation and the measures taken to correct it; in particular, the Nomination Committee should take steps to ensure that:

- a) The process of filling Board vacancies has no implicit bias against women candidates.
- b) The Company makes a conscious effort to include women with the target profile among the candidates for board places.

See Sections B.1.2., B.1.27. and B.2.3.

Complied with	X	Describe	
---------------	---	----------	--

16. The Chair, as the person responsible for the proper operation of the Board of Directors, should ensure that directors are supplied with sufficient information in advance of Board meetings, and work to procure a good level of debate and the active involvement of all members, safeguarding their rights to freely express and adopt positions; he or she should organise and coordinate regular evaluations of the Board and, where

appropriate, the Company's Chief Executive, along with the Chairs of the relevant Board committees.

See Section B.1.42.

Complied with	X	Describe	
---------------	---	----------	--

17. When a company's Chair is also its Chief Executive, an independent director should be empowered to request the calling of Board meetings or the inclusion of new business on the agenda; to coordinate and give voice to the concerns of external directors; and to lead the Board's evaluation of the Chair.

See Section B.1.21.

Complied with	X	Describe	
---------------	---	----------	--

18. The Secretary should take care to ensure that the Board's actions:

- a) Adhere to the spirit and letter of laws and their implementing regulations, including those issued by regulatory agencies.
- b) Comply with the Company bylaws and the regulations of the General Shareholders' Meeting, the Board of Directors and others.
- c) Are informed by those good governance recommendations of the Unified Code that the company has subscribed to. In order to safeguard the independence, impartiality and professionalism of the Secretary, his or her appointment and removal should be proposed by the Nomination Committee and approved by a full Board meeting; the relevant appointment and removal procedures being spelled out in the Board's regulations.

See Section B.1.34.

Complied with	X	Describe	
---------------	---	----------	--

19. The Board should meet with the necessary frequency to properly perform its functions, in accordance with a calendar and agendas set at the beginning of the year, to which each director may propose the addition of other items.

See Section B.1.29.

Complied with	X	Describe	
---------------	---	----------	--

20. Director absences should be kept to the bare minimum and quantified in the Annual Corporate Governance Report. When directors have no choice but to delegate their vote, they should do so with instructions.

See Sections B.1.28. and B.1.30.

Complied with	X	Describe	
---------------	---	----------	--

21. When directors or the Secretary express concerns about some proposal or, in the case of directors, about the Company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.

Complied with		Partially complied with		Describe		Not applicable	X
---------------	--	-------------------------	--	----------	--	----------------	---

22. The Board in full should evaluate the following points on a yearly basis :

- a) The quality and efficiency of the Board's operation.
- b) Starting from a report submitted by the Nomination Committee, how well the Chair and Chief Executive have carried out their duties.
- c) The performance of its committees on the basis of the reports furnished by the same.

See Section B.1.19.

Complied with	X	Describe	
---------------	---	----------	--

23. All directors should be able to exercise their right to receive any additional information they require on matters within the Board's competence. Unless the bylaws or Board regulations indicate otherwise, such requests should be addressed to the Chair or Secretary.

See Section B.1.42.

Complied with	X	Describe	
---------------	---	----------	--

24. All directors should be entitled to call on the Company for the advice and guidance they need to carry out their duties. The Company should provide suitable channels for the exercise of this right, extending in special circumstances to external assistance at the Company's expense.

See Section B.1.41.

Complied with	X	Describe	
---------------	---	----------	--

25. Companies should organise induction programmes for new directors to acquaint them rapidly with the workings of the Company and its corporate governance rules. Directors should also be offered refresher programmes when circumstances so advise.

Complied with	X	Describe	
---------------	---	----------	--

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

a) Directors should apprise the Nomination Committee of any

other professional obligations, in case they might detract from the necessary dedication.

b) Companies should lay down rules about the number of directorships their Board members can hold.

See Sections B.1.8., B.1.9. and B.1.17.

Complied with	X	Describe	
---------------	---	----------	--

27. The proposal for the appointment or renewal of directors which the Board submits to the General Shareholders' Meeting, as well as provisional appointments by the method of co-option, should be approved by the Board:

a) On the proposal of the Nomination Committee, in the case of independent directors.

b) Subject to a report from the Nomination Committee in all other cases.

See Section B.1.2.

Complied with	X	Describe	
---------------	---	----------	--

28. Companies should post the following director particulars on their websites, and keep them permanently updated:

a) Professional experience and background.

b) Directorships held in other companies, listed or otherwise.

c) An indication of the director's classification as executive, proprietary or independent; in the case of proprietary directors, stating the shareholder they represent or have links with.

d) The date of their first and subsequent appointments as a company director, and.

e) Shares held in the Company and any options on the same.

Complied with	X	Describe	
---------------	---	----------	--

29. Independent directors should not stay on as such for a continuous period of more than 12 years.

See Section B.1.2.

Complied with		Describe	X
---------------	--	----------	---

The Board of Directors has not adopted this recommendation on the grounds that the independent directors' permanence on the Board should depend on their contribution, experience and qualifications and that their independence is not jeopardised in any way by virtue of being appointed for a shorter or longer period.

30. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

See Sections A.2., A.3. and B.1.2.

Complied with	X	Describe	
---------------	---	----------	--

31. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where just cause is found by the Board, based on a proposal from the Nomination Committee. In particular, just cause will be presumed when a director is in breach of his or her fiduciary duties or comes under one of the disqualifying grounds enumerated in section III.5 of this Code.

The removal of independents may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the

Company's capital structure, in order to meet the proportionality criterion set out in Recommendation 12.

See Sections B.1.2., B.1.5. and B.1.26.

Complied with	X	Describe	
---------------	---	----------	--

32. Companies should establish rules obliging directors to inform the Board of any circumstance that might harm the organisation's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the crimes stated in Article 124 of the Public Limited Companies Act, the Board should examine the matter and, in view of the particular circumstances and potential harm to the Company's name and reputation, decide whether or not he or she should be called upon to resign. The Board should also disclose all such determinations in the Annual Corporate Governance Report.

See Sections B.1.43. and B.1.44.

Complied with	X	Describe	
---------------	---	----------	--

33. All directors should express clear opposition when they feel a proposal submitted for the Board's approval might damage the corporate interest. In particular, independents and other directors unaffected by the conflict of interest should challenge any decision that could go against the interests of shareholders lacking Board representation.

When the Board makes material or reiterated decisions about which a director has expressed serious reservations, then he or

she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next Recommendation.

The terms of this Recommendation should also apply to the Secretary of the Board; director or otherwise.

Complied with		Partially complied with		Describe		Not applicable	X
---------------	--	-------------------------	--	----------	--	----------------	---

34. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all Members of the Board. Regardless of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.

See Section B.1.5.

Complied with		Partially complied with	X	Describe	
---------------	--	-------------------------	---	----------	--

The reason for the two directors' resignations (for strictly personal reasons), were given at the Board of Directors meeting on May 12 2009; based on the explanations given at that meeting, no letter was written to the other directors.

35. The Company's remuneration policy, as approved by its Board of Directors, should specify at least the following points:

- a) The amount of the fixed components, itemised where necessary, of Board and Board committee attendance fees, with an estimate of the fixed annual payment they give rise to.
- b) Variable components, in particular:
 - i) The types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items.
 - ii) Performance evaluation criteria used to calculate entitlement to the award of shares or share options or any performance-related remuneration.

iii) The main parameters and grounds for any system of annual bonuses or other, non cash benefits.

iv) An estimate of the sum total of variable payments arising from the remuneration policy proposed, as a function of degree of compliance with pre-set targets or benchmarks.

- c) The main characteristics of pension systems (for example, supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost.
- d) Terms and conditions applying to contracts with executive directors performing senior management duties, including:
 - i) Duration.
 - ii) Notice periods.
 - iii) Any other clauses covering hiring bonuses, as well as indemnities or 'golden parachutes' in the event of early termination of the contractual relation between Company and executive director.

See Section B.1.15.

Complied with	X	Describe	
---------------	---	----------	--

36. Remuneration comprising the delivery of shares in the Company or other companies in the group, share options or other share-based instruments, payments linked to the Company's performance or membership of pension schemes should be confined to executive directors.

The delivery of shares is excluded from this limitation when directors are obliged to retain them until the end of their tenure.

See Sections A.3. and B.1.3.

Complied with	X	Describe	
---------------	---	----------	--

37. External directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence.

Complied with	X	Describe	
---------------	---	----------	--

38. In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Complied with		Partially complied with		Describe		Not applicable	X
---------------	--	-------------------------	--	----------	--	----------------	---

39. In the case of variable awards, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the Company's sector, atypical or exceptional transactions or circumstances of this kind.

Complied with	X	Describe	
---------------	---	----------	--

40. The Board should submit a report on the Directors' Remuneration Policy to the advisory vote of the General Shareholders' Meeting, as a separate point on the agenda. This report can be supplied to shareholders separately or in the manner each company sees fit. The report will focus on the remuneration policy the Board has approved for the current year with reference, as the case may be, to the policy planned 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 also identify and explain the most significant changes in remuneration policy with respect to the previous year, with a global summary of how the policy was applied over the period in question. The role of the Remuneration Committee in designing the policy should be reported to the Meeting, along with the identity of any external advisors engaged.

See Section B.1.16.

Complied with		Describe	X
---------------	--	----------	---

The Board of Directors did not consider it appropriate to submit the remuneration report to a consultative vote as a separate item on the agenda since consultative voting at the Shareholders' Meeting is not regulated in the current legislation nor are the effects of the outcome of such a vote. It did assume the obligation to approve a report on remuneration policy each year and place it at the shareholders' disposal along with the notice of the Ordinary Shareholders' Meeting, in the terms provided in the Board of Directors Regulation.

41. The notes to the Annual Accounts should list individual directors' remuneration in the year, including:

- a) A breakdown of the compensation obtained by each company director, to include where appropriate:
- I) Participation and attendance fees and other fixed director payments;
 - II) Additional compensation for acting as chair or member of a board committee;
 - III) Any payments made under profit-sharing or bonus schemes, and the reason for their accrual;
 - 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 schemes;
 - V) Any severance packages agreed or paid;
 - VI) Any compensation they receive as directors of other companies in the group;
 - VII) The remuneration executive directors receive in respect of their senior management posts;
 - VIII) Any kind of compensation other than those listed above, of whatever nature and provenance within the group, especially when it may be accounted a related-party transaction or when its omission would detract from a true and fair view of the total remuneration received by the director.
- b) An individual breakdown of deliveries to directors of shares, share options or other share-based instruments, itemised by:
- I) Number of shares or options awarded in the year, and the terms set for their execution;
 - II) Number of options exercised in the year, specifying the number of shares involved and the exercise price;
 - III) Number of options outstanding at the annual close, specifying their price, date and other exercise conditions;
 - III) Any change in the year in the exercise terms of previously awarded options.

c) Information on the relation in the year between the remuneration obtained by executive directors and the Company's profits, or some other measure of enterprise results.

Complied with		Partially complied with	X	Describe	
---------------	--	-------------------------	---	----------	--

The Annual Report sets out all the information referred to in this recommendation apart from the executive directors' individual remuneration for performing senior management functions. The Board of Directors considers that, given the current number of executive directors, transparency vis-à-vis the market and shareholders can also be achieved by disclosing aggregated remuneration.

42. When the Company has an Executive Committee, the breakdown of its members by director category should be similar to that of the Board itself. The Secretary of the Board should also act as Secretary to the Executive Committee.

See Sections B.2.1. and B.2.6.

Complied with		Describe	X
---------------	--	----------	---

The Executive Committee consists only of executive and independent directors, there being no proprietary directors, although two of the executive directors would also qualify as proprietary directors. The Board Secretary is the Secretary of this Committee.

43. The Board should be kept fully informed of the business transacted and decisions made by the Executive Committee. To this end, all board members should receive a copy of the Committee's minutes.

Complied with	X	Describe	
---------------	---	----------	--

44. In addition to the Audit Committee mandatory under the Securities Market Act, the Board of Directors should form a committee, or two separate committees, of Nomination and Remuneration.

The rules governing the make-up and operation of the Audit Committee and the committee, or committees, of Nomination and Remuneration should be set forth in the Board regulations, and include the following:

- a) The Board of Directors should appoint the members of such committees while having regard to the knowledge, aptitudes and experience of its directors and the terms of reference of each committee; discuss their proposals and reports; and be responsible for overseeing and evaluating their work, which should be reported to the first Board plenary following each meeting;
- b) These committees should be formed exclusively of external directors and have a minimum of three members. Executive directors or senior executives may also attend meetings, for information purposes, at the Committees' invitation;
- c) Committees should be chaired by an independent director;
- d) They may engage external advisors, when they feel this is necessary for the discharge of their duties;
- e) Meeting proceedings should be minuted and a copy sent to all Board members.

See Sections B.2.1. and B.2.3.

Complied with	X	Describe	
---------------	---	----------	--

45. The job of supervising compliance with internal codes of conduct and corporate governance rules should be entrusted to the Audit Committee, the Nomination Committee or, as the case may be, separate Compliance or Corporate Governance committees.

Complied with	X	Describe	
---------------	---	----------	--

46. All members of the Audit Committee, particularly its Chair, should be appointed on the basis of their knowledge and background in accounting, auditing and risk management matters.

Complied with	X	Describe	
---------------	---	----------	--

47. Listed companies should have an internal audit function, under the supervision of the Audit Committee, to ensure the proper operation of internal reporting and control systems.

Complied with	X	Describe	
---------------	---	----------	--

48. The Head of Internal Audit should present an annual work programme to the Audit Committee; report to it directly on any incidents arising during its implementation; and submit an activities report at the end of each year.

Complied with		Partially complied with	X	Describe	
---------------	--	-------------------------	---	----------	--

49. Control and risk management policy should specify at least:

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

See Section D

Complied with	X	Describe	
---------------	---	----------	--

50. The Audit Committee's role should be:

1. With respect to internal control and reporting systems:
 - a) Monitor the preparation and the integrity of the financial information prepared on the Company and, where appropriate, the Group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
 - b) Review internal control and risk management systems on a regular basis, to ensure that the main risks are properly identified, managed and disclosed.
 - c) Monitor the independence and efficacy of the internal audit function; propose the selection, appointment, re-appointment and removal of the Head of Internal Audit; propose the department's budget; receive regular reports on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
 - d) Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, particularly financial or accounting irregularities, with potentially serious implications for the firm.
2. With respect to the external auditor:
 - a) Make recommendations to the Board for the selection, appointment, re-appointment and removal of the external auditor, and the terms and conditions of his engagement.
 - b) Receive regular information from the external auditor on the progress and findings of the audit programme, and check that senior management is acting on its recommendations.
 - c) Monitor the independence of the external auditor, to which end:
 - I) The Company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
 - II) The Committee should ensure 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, other requirements designed to safeguard auditors' independence;

- III) The Committee should investigate the issues giving rise to the resignation of any external auditor.
- d) In the case of groups, the Committee should urge the group auditor to take on the auditing of all component companies.

See Sections B.1.35., B.2.2., B.2.3. and D.3.

Complied with	X	Describe	
---------------	---	----------	--

51. The Audit Committee should be empowered to meet with any Company employee or manager, even ordering their appearance without the presence of another senior executive.

Complied with	X	Describe	
---------------	---	----------	--

52. The Audit Committee should prepare information on the following points from Recommendation 8 for input to Board decision-making:

- a) The financial information that all listed companies must periodically disclose. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.
- b) The creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions 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, except where their scrutiny has been entrusted to some other supervision and control committee.

See Sections B.2.2. and B.2.3.

Complied with	X	Describe	
---------------	---	----------	--

53. The Board of Directors should seek to present the Annual Accounts to the General Shareholders' Meeting without reservations or qualifications in the Audit Report. Should such reservations or qualifications exist, both the Chair of the Audit Committee and the auditors should give a clear account to shareholders of their scope and content.

See Section B.1.38.

Complied with	X	Describe	
---------------	---	----------	--

54. The majority of Nomination Committee members - or Nomination and Remuneration Committee members as the case may be - should be independent directors.

See Section B.2.1.

Complied with	X	Describe	
---------------	---	----------	--

55. The Nomination Committee should have the following functions in addition to those stated in earlier recommendations:

- a) Evaluate the balance of skills, knowledge and experience on the board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.
- b) Examine or organise, in appropriate form, the succession of the Chair and Chief Executive, making recommendations to the Board so the handover proceeds in a planned and orderly manner.
- c) Report on the senior executive appointments and removals which the Chief Executive proposes to the Board.
- d) Report to the Board on the gender diversity issues discussed in Recommendation 14 of this Code.

See Section B.2.3.

Complied with	X	Describe	
---------------	---	----------	--

56. The Nomination Committee should consult with the Company's Chair and Chief Executive, especially on matters relating to executive directors.

Any Board member may suggest directorship candidates to the Nomination Committee for its consideration.

Complied with	X	Describe	
---------------	---	----------	--

57. The Remuneration Committee should have the following functions in addition to those stated in earlier recommendations:

- a) Make proposals to the Board of Directors regarding:
 - I) The remuneration policy for directors and senior executives;
 - II) The individual remuneration and other contractual conditions of executive directors;
 - III) The standard conditions for senior executive employment contracts;
- b) Oversee compliance with the remuneration policy set by the company.

See Sections B.1.14. and B.2.3.

Complied with	X	Describe	
---------------	---	----------	--

58. The Remuneration Committee should consult with the Chair and Chief Executive, especially on matters relating to executive directors and senior officers.

Complied with	X	Describe	
---------------	---	----------	--

g. Other information of interest

If you believe that a significant principle or item relating to corporate governance practices applied by your company has not been disclosed in this report, provide information.

This section can include any other information, clarification or qualification related to the aforementioned sections of this report.

Specifically, indicate if the Company is subject to corporate governance legislation other than the Spanish one and, if so, include the obligatory disclosures that differ from those required in this report.

NOTE ON SECTIONS A.6. and A.7. The Company is not aware of the existence of any shareholders' agreements that have been notified to it or to the Comisión Nacional del Mercado de Valores. Grupo Entrecanales, S.A. has notified that there are no agreements among its shareholders that restrict or constrain the transfer of shares or regulate the exercise of voting rights at Shareholders' Meeting other than those set out in its Bylaws.

All the direct and indirect shareholders of Grupo Entrecanales are members of the family comprising the descendants of José Entrecanales Ibarra.

The shares of Grupo Entrecanales owned by the family groups comprising the children of Mr José Maria Entrecanales de Azcárate and Mr Juan Entrecanales de Azcárate and his children are grouped into a company for each family group.

Each of those companies owns 41.4% of Grupo Entrecanales.

NOTE ON SECTION A.8. The total capital loss due to disposal of own shares is the result of delivery of shares to executive directors and executives as part of the share delivery plan.

NOTE ON SECTION B.1.3. The following were executive directors in 2009: Esteban Morrás Andrés, until 4 June, when he resigned as a director, while continuing as chief executive of ACCIONA Energía, S.A.; and Valentín Montoya, who stepped down as an executive on 1 July.

NOTE ON SECTION B.1.8. In 2009, José Manuel Entrecanales Domecq was Chairman of the Board of Directors of Endesa until his resignation on 24 March. Valentín Montoya Moya and Esteban Morrás Andrés were directors of Endesa until their resignation on 25 June 2009.

NOTE ON SECTION B.1.11. a) The 'Others' item refers to a final settlement on conclusion of the employment relationship with a director.

NOTE ON SECTION B.1.11. b) The amounts broken down by director type refer to amounts collected up to any changes in director category.

NOTE ON SECTION B.1.12. a) Below are set out the main features of the plan for delivering shares to senior management.

- The ACCIONA 2009 Senior Management Remuneration Plan (the Plan) aims to remunerate senior management of the companies controlled by ACCIONA, S.A. so as to encourage attainment of objectives and to retain executives.
- The Plan involves the delivery of ordinary shares of the Company each year in the first three years (2009-2011) or, at the beneficiaries' choice, stock options on ordinary shares of Company instead of some of the assigned shares.
- The application of the Plan was approved, at the proposal of the Board of Directors, by the Company's Ordinary Shareholders' Meeting on 4 June 2009.
- At the proposal of the Nomination and Remuneration Committee, the Company's Board of Directors may amend the Plan at any time

to ensure compliance with its goals of remunerating, motivating and retaining the Group's senior management or, as the case may be, to adjust it to the legal and tax requirements applying at any time in Spain and other jurisdictions.

- The Plan is aimed at those persons who, at any given time, hold the position of Director-General Manager, General Manager or Area Manager of the ACCIONA Group at the time it is decided to assign the Shares under this Plan. The Company's Board of Directors may, based on a favourable report by the Nomination and Remuneration Committee, extend the Plan to other executives of ACCIONA Group companies on the basis of the importance of their function, even though they do not fall under any of the aforementioned categories.
- Qualifying persons to whom a specific number of shares have been assigned by the Board of Directors, subject to approval by the Shareholders' Meeting, as appropriate, will be Beneficiaries of the Plan if they accept the Regulation in writing and consent in writing to the obligations imposed on them by the Regulation.
- The delivery of Shares and/or stock options, the assumption by the Company or another ACCIONA group entity of the obligation to make a payment on account of the beneficiary's direct taxation, and any other benefits deriving from the Plan will not be considered to be vested rights.
- The invitation to participate in the Plan or joining the Plan does not grant the recipients or beneficiaries any right to the assignment of shares or stock options under the Plan, or to the assignment being made in specific conditions other than those decided upon freely by the Board of Directors from time to time, nor to be beneficiaries of subsequent plans that may be established by the ACCIONA Group.
- The beneficiary's rights will be strictly those which the Board of Directors determines with regard to each assignment of shares to him/her. In each of the first three years of the Plan (2009, 2010 and 2011), the Board of Directors may assign to all or only some of the beneficiaries a number of outstanding shares of the Company (hereinafter the Share Bonus) as part of the beneficiary's variable remuneration.
- The number of shares comprising each beneficiary's Share Bonus will be determined by the Board of Directors at the proposal of the Nomination and Remuneration Committee within the first three months of each year.
- Where Beneficiaries are Directors of the Company or general managers or similar of the Company, as provided in Additional Provision Four of the Consolidated Corporations Act, their Share Bonus will be subject to approval by the Shareholders' Meeting.
- The shares are valued at the opening price on the first stock market session of the calendar year in which the shares are delivered.
- Each beneficiary's Share Bonus in a single year may not exceed (a) 150,000 euros or (b) 50% of the annual variable remuneration in cash that the beneficiary is to collect for his/her dedication to the ACCIONA Group during all or part of the preceding calendar year or, in the case of newly-hired executives, of the maximum variable remuneration agreed upon for the current year. As an additional limit, the highest Share Bonus assigned to a beneficiary under the Plan, expressed as a number of shares, may not exceed three (3) times the lowest Share Bonus assigned to other beneficiaries in that year.
- As a general rule, unless the Board of Directors decides otherwise based on a prior report by the Nomination and Remuneration Committee, the Share Bonus assigned to all beneficiaries of a given category (Director-General Manager, General Manager, Area General Manager, respectively) will be the same, either in terms of the value of the share bonus or in terms of the percentage which that value represents of the annual variable remuneration in cash that the beneficiary is to collect for his/her dedication to the ACCIONA Group during all or part of the preceding calendar year, at the discretion of the Board of Directors.
- The maximum number of shares that may be delivered to beneficiaries under this Plan in the three-year period (2009, 2010 and 2011) will be 200,000 shares, including those assigned but replaced by stock options at the beneficiaries' choice.

- For a Beneficiary to be entitled to receive the Shares assigned to him/her as a Share Bonus under the Plan, the beneficiary must still be a Director-General Manager, General Manager or Area Manager of the ACCIONA Group on the date on which the Share Bonus is to be delivered, or must be on special leave granted in the interests of the ACCIONA Group to fill an executive position at a company not in the Group's consolidation scope.
- Beneficiaries may not dispose of, encumber or otherwise assign the Shares in any way (except mortis causa) or establish any option rights other than that granted to the Company before March 31 of the third year following the delivery of the shares to the Beneficiary as payment of the bonus.
- By joining the Plan, the Beneficiary irrevocably authorises the Company, in his/her name and on his/her behalf, to apply to the entity in charge of record-keeping of ACCIONA shares to issue and, as appropriate, renew the certificates of ownership, which the Company may retain in its possession so as to ensure, if it wishes, that the Shares are immobilised during the aforementioned period.
- The Beneficiary grants the Company a Call Option on the shares delivered to him/her each year under the Plan in the following conditions:
 - A) Exercise period: Until March 31 of the third year following the year of delivery of the Shares as a Bonus to the Beneficiary.
 - A) Strike price: one euro cent (€0.01) per share.
 - A) Conditions of exercise: The Company may only exercise the Option if the employment, civil- or mercantile-law relationship under which the Beneficiary provides services to the Company or a subsidiary (or a company that was subject to a Change of Control) is terminated as a result of serious breach of the duties of diligence and others inherent to the position (if the Beneficiary is a Director-General Manager) or, in the case of Beneficiaries who are not directors, as a result of a cause attributable to the Beneficiary.

Each Beneficiary may elect to replace some of the Shares assigned to him/her for that year; the number of options instead of shares will be chosen by the Beneficiary, but may not exceed one half.

The Beneficiary's decision must be notified to the Company in writing within the fifteen (15) calendar days following the date on which he/she was notified of the last of the following two parameters: the Individual Amount of the Bonus assigned to him/her, and the exchange ratio between Shares and Options.

The granting of options will not require any payment by the Beneficiary to the Company or the ACCIONA Group entity for which he works. Upon exercise of the option, the Beneficiary will have to pay the share price established in the Option unless, at that time, the Beneficiary elects settlement by differences between the Option value and the value of the Share at the time of exercising the Option.

The Beneficiary may only exercise the Options if (a) he/she has maintained an unbroken relationship with the ACCIONA Group at the level required to qualify for the Plan up until the date of exercise of the Option; or (b) he/she has taken a special sabbatical, granted because it is in the ACCIONA Group's interest, to occupy an executive position at a company outside the group, or (c) the relationship with the ACCIONA Group was interrupted for any of the reasons under which the Company is not entitled to repurchase the shares delivered under the Plan.

Options granted under the Plan in a given year will vest on March 31 of the third calendar year following the year in which they were assigned and may be exercised wholly or partly, on one or more occasions, between that date and March 31 of the third year following vesting (the "Exercise Period"). Consequently, options granted in 2009 will vest on March 31 2012 and expire on March 31 2015.

The Beneficiary (or his/her heirs, as the case may be) may exercise all of the Options not yet exercised which he/she owns under this Plan (partial exercise not being permitted) before the vesting date in the events specifically envisaged in the Regulation, which refers

to such events as retirement or early retirement, invalidity, death, change of control of the ACCIONA Group entity where he/she works, a takeover bid for all of the capital, and delisting.

Under the Plan, 30,113 shares and 26,375 stock options were granted in 2009. The reference value and the option strike price will be 89 euros per share as provided under the Plan since that was the opening price of the shares on Spain's Electronic Market on 2 January 2009, the first market day of the year.

NOTE ON SECTION B.1.12. b) The total amount of senior executive remuneration includes the amount of 2,775 thousand euros of Extraordinary Variable Remuneration for value creation at EHN (2005-2008) paid to that company's workforce.

NOTE ON SECTION B.1.13. The amount of those clauses is as follows: a clause for the amount of four years' total remuneration, two clauses for the amount of 2.5 years' total remuneration, two clauses for the amount of two years' total remuneration, two clauses for the amount of two years' fixed remuneration, and two clauses for the amount of 1 year's remuneration. One of the clauses is for a set period and, once it expires, the termination indemnity will be that provided ordinarily under the Workers' Statute or 45 days per year worked.

NOTE ON SECTION B.1.14. The total remuneration paid to the Board of Directors for discharging its duties as the Company's governing body amounted to 1,257,916.66 euros in 2009, broken down by director and committee as follows:

FIGURES IN EUROS

Daniel Entrecanales Domecq: (2)

Board of Directors: 37,500
Sustainability Committee: 20,000
Total: 57,500

Juan Entrecanales de Azcárate:

Board of Directors: 62,500
Total: 62,500

Juan Manuel Urgoiti López-Ocaña:

Board of Directors: 75,000
Executive Committee: 50,000
Audit Committee: 37,500
Nomination Committee: 32,500
Total: 195,000

Carlos Espinosa de los Monteros:

Board of Directors: 62,500
Executive Committee: 50,000
Audit Committee: 37,500
Nomination Committee: 32,500
Total: 182,500

Jaime Castellanos Borrego: (2)

Board of Directors: 37,500
Audit Committee: 25,000
Sustainability Committee: 20,000
Total: 82,500

José Manuel Entrecanales Domecq:

Board of Directors: 62,500

Total: 62,500

Fernando Rodés Vilá: (2)

Board of Directors: 37,500

Nomination Committee: 20,000

Sustainability Committee: 20,000

Total: 77,500

Juan Ignacio Entrecanales Franco:

Board of Directors: 62,500

Total: 62,500

Esteban Morrás Andrés: (1)

Board of Directors: 20,833

Total: 20,833

Lord Tristan Garel Jones:

Board of Directors: 62,500

Executive Committee: 25,000

Audit Committee: 37,500

Total: 125,000

Valentín Montoya Moya:

Board of Directors: 62,500

Executive Committee: 25,000

Audit Committee: 25,000

Nomination Committee: 20,000

Total: 132,500

Belén Villalonga Morenes:

Board of Directors: 62,500

Total: 62,500

Consuelo Crespo Bofill:

Board of Directors: 62,500

Sustainability Committee: 20,000

Total: 82,500

Alejandro Echevarría Busquet: (1)

Board of Directors: 20,833

Executive Committee: 20,833

Audit Committee: 10,416

Total: 52,083

TOTAL:

Board of Directors: 729,166

Executive Committee: 170,833

Audit Committee: 172,916

Nomination Committee: 105,000

Sustainable Committee 80,000

Total: 1,257,916.66

(1) Stepped down as director in 2009.**(2)** Appointed as director during 2009.**NOTE ON SECTIONS B.1.29.** The Board did not adopt any resolutions in writing without a meeting in 2009.**NOTE ON SECTIONS B.1.40.** In 2009, José Manuel Entrecanales Domecq was Chairman of the Board of Directors of Endesa until his resignation on 24 March. Valentín Montoya Moya and Esteban Morrás Andrés were directors of Endesa until their resignation on 25 June 2009.

NOTE ON SECTIONS C.2 and C.3. There were no transactions outside the Company's or Group's ordinary business that were not performed on an arm's-length basis. Entities related to certain directors performed transactions with ACCIONA or companies in its group as part of an ordinary commercial relationship on an arm's-length basis. Those transactions were basically as follows:

- A)** Upkeep and maintenance services by ACCIONA Infraestructuras for the company Estiviel, S.A. (related to Juan C. Entrecanales de Azcárate) amounting to 80 thousand euros.
- B)** Financial consulting and advisory services provided by Lazard Asesores Financieros (related to Jaime Castellanos Borrego) amounting to 8,703 thousand euros, in connection with the sale of the stake in Endesa, S.A.
- C)** Marketing of mutual funds managed by Bestinver. 815 thousand euros collected by Banco Gallego (related to Juan Manuel Urgoiti) as retroceded management fees.
- D)** On 29 July 2009, the Company acquired the rights deriving from the participation account of ACCIONA Energía, S.A. and ACCIONA Windpower, S.A. arising from the contract signed on 27 December 1996 by Esteban Morrás Andrés and EHN, a company subsequently acquired by ACCIONA, S.A., under which the shareholder was entitled to 1.3904% of any profits or losses, for which it had paid 1,943 thousand euros. The settlement took place in the terms of the contract dated 27 December 1996, at the shareholders' percentage participation to the market value, as obtained by applying the formulas set out in the contract. ACCIONA Energía, S.A. paid 37,492 thousand euros and ACCIONA Windpower, S.A. paid 5,036 thousand euros, of which 1,938 thousand euros and 5 thousand euros, respectively, were repayment of the shareholder's contributions.

NOTE ON SECTION C.4. The transactions between the Company and its dependent companies, which are related parties and form part of its normal business as regards purpose and conditions, were eliminated in consolidation. The transactions between the Group and its associated companies are disclosed below (in thousands of euros):

	DEBIT BALANCES/ EXPENSES	CREDIT BALANCES/ REVENUES
Trade and other accounts receivable	4,609	--
Trade and other accounts payable	--	7,786
Revenues and Expenses	19,220	2,646

The balances with Group companies relate mainly to services provided by ACCIONA Infraestructuras, S.A. to various associated companies. Those transactions were conducted on an arm's-length basis.

NOTE ON SECTION E.7. Three shareholders voted electronically at the Ordinary Shareholders' Meeting on 4 June 2009.

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 executives which, had it been sufficiently significant or important, would have resulted in the director not qualifying for consideration as independent under the

definition set forth in Section 5 of the Unified Code of Corporate Governance:

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
-----	-------------------------------------	----	--------------------------

The company considers that the services provided in 2009 by the companies Lazard Asesores Financieros and Banco Gallego, where Jaime Castellanos Borrego and Juan Manuel Urgoiti Lopez-Ocaña, respectively, hold the office of Chairmen, are not material with respect to the total amounts of transactions performed by those entities and do not compromise their independence.

Date and signature: This Annual Corporate Governance report was approved by the Company's Board of Directors on

23-02-2010

Indicate any directors who voted against, or abstained from approving, this Report.

Yes	<input type="checkbox"/>	None	<input checked="" type="checkbox"/>
-----	--------------------------	------	-------------------------------------