

**ANNEX 1**

**ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED  
COMPANIES**

**ISSUER IDENTIFICATION DATA**

<b>DATE OF END OF REFERENCE YEAR</b>	<b>31/12/2015</b>
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<b>Tax ID number:</b>	<b>A08001851</b>
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<b>COMPANY NAME</b>
ACCIONA, S.A.

<b>DOMICILE</b>
AVDA. EUROPA, 18. PARQUE EMP. "LA MORALEJA" (ALCOBENDAS) MADRID

## ANNUAL REPORT ON REMUNERATION FOR DIRECTORS OF LISTED COMPANIES

### A. COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR

A.1. Describe the Company's remuneration policy. Include the following information in this section:

- General principles and fundamentals of the remuneration policy.
- Most significant changes in the remuneration policy with respect to the previous year and changes made during the year to the conditions for the exercise of previously awarded options.
- Criteria used and composition of groups of comparable companies whose policies have been considered in establishing the company's remuneration policy.
- A proportion between variable and fixed remuneration and standards for determining the components of directors' remuneration package

Describe the remuneration policy
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\* Company remuneration policy.

The Company's remuneration policy, including that of members of the Board of Directors with executive functions, is guided by the following principles:

- Coherence with the business strategy: The Board of Directors must define a remuneration policy which is coherent with the Company's long-term business strategy, risk tolerance and values.
- Corporate governance and transparency: The Board of Directors must adopt the necessary measures to ensure proper governance and transparency in director remuneration.
- Balanced design: The Board of Directors must ensure a reasonable proportion between fixed and variable, annual and multi-annual components, and payments in cash and in shares. The variable remuneration should be of a significant amount and include technical safeguards to ensure that such remuneration reflects 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 other circumstances of this kind.
- Internal fairness: The Board of Directors must ensure that the remuneration system allocates analogous remuneration to comparable functions and dedication.
- Alignment with market practices: The Board of Directors must ensure the director remuneration is moderate and aligned with remuneration at other companies of a similar size and activity.

The director remuneration policy was approved by the General Meeting on 11 June 2015 in accordance with the provisions of section 2.a) of the Transitional Provision of Law 31/2014: "where the first Ordinary General Meeting held after 1 January 2015 issues consultative approval of the report on directors' remuneration, it shall be understood that the company's remuneration policy in the report has also been approved for the purposes of the provisions of Article 529 novodecies, and that article shall apply to the company from then onwards."

\*Remuneration policy applicable to the Directors for supervision functions.

In accordance with article 32.1 of Acciona's Articles of Association, Directors' remuneration shall consist of a fixed annual amount for membership of the Board of Directors and any Committees of which the director is a member. The total remuneration payable by the Company to the directors as a whole for membership of the Board of Directors and its Committees is the amount determined for this purpose by the General Meeting of Shareholders, and it remains in force until amended; nevertheless, the Board of Directors may reduce that amount in any given year if it sees fit. The Board of Directors is responsible for determining the exact remuneration within this limit and its distribution among the directors, having consideration for the functions and responsibilities of each director, whether they belong to Board committees, and other objective circumstances that it considers to be relevant. Article 55 of the Board of Directors Regulation (available on the company's website) also refers to Director remuneration.

\*Remuneration policy applicable to Directors for discharging executive functions.

According to article 31.3, remuneration for membership of the Board of Directors is compatible with any other remuneration (fixed salaries; variable remuneration tied to business, corporate and/or personal objectives; indemnities paid to the director for termination due to causes other than breach of duty; providential plans; deferred compensation) to which the director may be entitled, subject to a proposal by the Appointment and Remuneration Committee and a decision by the Board of Directors, for performing functions in the Company, whether related to senior management or otherwise, other than the collective supervision and decision-making functions that are inherent to the position of Board member. Article 31.4 of the Articles of Association states that, subject to a decision by the General Meeting with the scope required by law, executive directors may also be paid in the form of shares or

stock options or by any other remuneration system referenced to the share price.

Article 55 bis of the Board of Directors Regulation also refers to executive director remuneration. That text is available on the company's website.

Under the current policy, in addition to the remuneration components for membership of the Board of Directors, executive directors of the company may also receive remuneration comprising the following elements: Fixed remuneration, annual variable remuneration, shares and stock options, providential plans and remuneration in kind.

In accordance with article 31.6 of the Articles of Association, Acciona has arranged civil liability insurance for its directors and executives.

As for the most significant changes in the remuneration policy with respect to the previous year:

- i.) With regard to non-executive directors, there was: a) a reduction in remuneration for belonging to the Board and its committees in 2013 by 10% with respect to 2009 (and which had remained unchanged since then), and b) the General Meeting of 6 June 2013 established a cap on directors' remuneration for discharging their duties as such. That amount, which is €1,503,000 and which will remain in force until it is amended by the General Meeting, may be reduced by the Board of Directors in the terms envisioned in the Articles of Association. The resolution was adopted with 99.9% of votes in favour. In June 2015, the Board of Directors resolved to establish the additional remuneration for chairing Board committees (excluding the Executive Committee) in the amount of 10,000 euros.
- ii.) With regard to executive directors: a) the establishment of a savings plan in the terms indicated in section A.5 was approved in December 2014, and b) under the authorisation of the General Meeting of 24 June 2014, which approved the extension of the Share Delivery Plan, the Plan has been modified in the terms set out in section A.4.

There were no changes in the conditions for exercising the options granted to executive directors as set out in section D.

\*Remuneration mix for executive directors.

Executive directors' remuneration mix, comprising the above-mentioned items, consisted primarily of variable remuneration in 2015 (approximately 67% of the total), compared with 64% in 2014.

## A.2 Information on the preparatory work and decision-making process followed to determine the remuneration policy and role, if any, performed by the Remuneration Committee and other supervisory bodies in shaping the remuneration policy. This information should include any mandate given to the remuneration committee, its composition and the identity of the external consultants whose services have been used to define the remuneration policy. Also describe the category of any directors who participated in the definition of the remuneration policy.

<b>Describe the process for determining the remuneration policy</b>
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### 1. Composition of the Appointment and Remuneration Committee

Acciona's Articles of Association and Board of Directors Regulation establish that the Appointment and Remuneration Committee shall comprise at least three (3) and at most five (5) directors, all of them external, and that at least two of them must be independent directors. The members of the Appointment and Remuneration Committee will be appointed on the basis of possessing the appropriate knowledge, skill and experience in the light of the tasks they will be required to perform. At the date of drafting this report, the Committee's composition was as follows:

- Mr Jaime Castellanos Borrego (Chairman. Independent Director).
- Mr Fernando Rodés Vila (Member. Independent Director).
- Mr Daniel Entrecanales Domecq (Member. Proprietary Director).
- Mr Juan Carlos Garay Ibargaray (Member. Independent Director).
- Mr Jorge Vega-Penichet López (Secretary, not a member).

The members of the Committee are appointed by the Board of Directors. The chairman of the Committee is appointed by the Board of Directors from among the independent directors.

### 2. Functions of the Appointment and Remuneration Committee

In accordance with the Board of Directors Regulation, the Appointment and Remuneration Committee has general powers in remuneration matters and in proposals for the appointment and removal of directors and senior executives. Specifically, it has the following functions:

- 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 General Meeting or for approval by the Board itself by means of co-optation, and 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 to ensure 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. Establish the conditions that the Chairman of the Board must fulfil in discharging his duties.
- Formulate and review the criteria to be applied 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.
- 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 the Board of Directors Regulation.
- Be apprised of directors' other professional obligations to ensure that they do not interfere with the necessary dedication to their position.
- Ensure that conflicts of interest do not impair the independence of external advisors to the Committee.

### 3. Meetings of the Appointment and Remuneration Committee.

The Appointment and Remuneration Committee meets with sufficient frequency to perform its functions, and at least once per year, to evaluate remuneration and, if appropriate, to advise on renewal of the Board of Directors, its Executive Commission or its other Committees. The Committee also meets when convened in accordance with the provisions of the Board of Directors Regulation.

The Appointment and Remuneration Committee meets as often as is necessary to cater to the requests of the Board of Directors, the Chairperson of Acciona, the Managing Director or the Executive Commission for a report, proposal or opinion from the Appointment and Remuneration Committee within the scope of its powers.

The Committee met on five occasions in 2015. Preparatory reports of proposals submitted to the Committee are presented at the meetings, and a copy is preserved along with the minutes. According to the schedule for 2016, the Appointment and Remuneration Committee is expected to hold at least 3 meetings during the year.

### 4. External consulting

In the process to adopt decisions in connection with remuneration, the Appointment and Remuneration Committee and the Board of Directors are informed and advised by the Company's internal specialised units as well as by a specialised external advisor, KPMG Abogados S.L.

**A.3 Indicate the amount and nature of the fixed components, with a breakdown, where necessary, of the remuneration for the performance of senior management functions by the executive directors, the additional remuneration for acting as chairman or member of any board committee, per diem payments for attendance at meetings of the Board and its committees and other fixed payments for directorship, and an estimate of the fixed annual remuneration to which they give rise. Identify other benefits not paid in cash and the parameters on which they are based.**

<b>Described the fixed components of remuneration</b>
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At the proposal of the Appointment and Remuneration Committee, on 28 February 2013 the Board of Directors resolved to reduce remuneration for belonging to the Board of Directors and its Committees by 10%, with the following result:

- Fixed remuneration for belonging to the Board of Directors: €67,500.

- Fixed remuneration for non-executive directors for belonging to the Executive Committee: €45,000.
- Fixed remuneration for belonging to the Audit Committee: €45,000.
- Fixed remuneration for belonging to the Appointments Committee: €36,000.
- Fixed remuneration for belonging to the Sustainability Committee: €36,000.

On 11 June 2015, the Board of Directors established additional remuneration for chairing Board committees (excluding the Executive Committee) in the amount of 10,000 euros.

The Appointment and Remuneration Committee focused particularly on the level of responsibility when proposing remuneration for belonging to the Board and its Committees, ensuring that remuneration is competitive with that offered for equivalent functions at comparable companies.

Executive directors who are members of the Executive Committee do not receive remuneration for belonging to the committee.

There are no specific per diems for attending Board of Directors meetings.

The amount paid to directors for belonging to the Board of Directors and its committees was €1,365,000 in 2015, i.e. lower than the cap established by the General Meeting (€1,503,000). That amount was €1,440,000 in 2014.

Additionally, executive directors receive a salary for performing senior management functions, as detailed below:

- Executive Chairman: €1,000,000.
- Executive Vice-Chairman: €500,000.

The executive directors' salary in 2015 was unchanged with respect to the previous year.

The Board of Directors will review this fixed remuneration as a function of executive performance, market performance and Company results on an annual basis, based on a proposal by the Appointment and Remuneration Committee.

Other remuneration paid in kind is detailed in section A.10.

#### A.4 Describe the amount, nature and main characteristics of the variable components of the remuneration systems.

Specifically,

- Detail the amount, date of approval, date of implementation, effective period and the main characteristics of the remuneration plans of which the directors are beneficiaries. For plans involving stock options and other financial instruments, the general features of the plan must include information on the conditions for exercising such options or financial instruments for each plan.
- Indicate any payments made under profit-sharing or bonus schemes, and the reason why they were granted.
- Detail the basic parameters and grounds for any annual bonus scheme.
- The types of directors (executive directors, proprietary external directors, independent external directors or other external directors) that are beneficiaries of remuneration systems or plans that incorporate variable remuneration.
- The foundations of such variable remuneration systems or plans, the criteria chosen to assess performance as well as the components and methods for determining whether or not the criteria have been met, and an estimate of the total amount of variable remuneration that would result from the current compensation plan, as a function of the degree to which targets or benchmarks have been met.
- Where appropriate, give information on any deferral periods or deferral of payment established and/or retention periods for shares or other financial instruments.

<b>Describe the variable components of the remuneration systems</b>
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##### 1. Annual variable remuneration system

Variable remuneration is based essentially on compliance with the financial objectives set out in the annual budgets as well as on the individual professional performance of each executive director, as assessed by the Appointment and Remuneration Committee and finally approved by the Board of Directors. The benchmark amount of variable remuneration corresponding to the fulfilment of 100% of the objectives is three times the fixed salary.

EBITDA, EBT, debt and the other financial objectives established at the beginning of the year, in line with the Company's strategy, are used to evaluate the attainment of annual financial targets. In addition to economic value creation, objectives that contribute to development of a business model which promotes balanced, sustainable development and encourages social cohesion are also assessed. The annual assessment of executive director performance includes specific sustainability objectives and metrics. The necessary safeguards are in place in connection with variable remuneration to ensure that it is linked to the professional performance of its beneficiaries and not simply to the general performance of the market or of the Company's sector of activity.

The Board of Directors may modify the objectives established for each year to reflect the Company's strategic priorities and ensure that incentives are aligned with value creation and shareholders' interests.

Annual variable remuneration is paid on an accrual basis after the Board of Directors has authorised the financial statements and the specific amount has been established at the proposal of the Appointment and Remuneration Committee.

In the event that the contractual relationship ends before the end of the accrual period for annual variable remuneration for reasons not attributable to the executive director, he/she will be entitled to receive the proportional part for the period during which he/she provided services in the year he/she ceased to be a director.

This variable remuneration is settled in cash, either at the time of payment or deferred through a contribution to the Savings Plan. In 2015, the variable remuneration was settled in cash at the time of payment.

Among the members of the Board of Directors, only executive directors benefit from remuneration systems which include variable remuneration, as established under article 31.3 of the Articles of Association. No profit-sharing or bonus schemes have been established.

## 2. Variable remuneration in shares

As provided in article 31.4 of the Articles of Association and article 55.bis of the Board of Directors Regulation, 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, subject to prior approval by the General Meeting.

By law and in accordance with the Company's Articles of Association, the power to offer remuneration linked to the Acciona, S.A. share lies with the General Meeting, based on a proposal by the Board of Directors following consultation with the Appointment and Remuneration Committee.

The General Meeting in 2009 approved a remuneration plan for specific executives at Acciona group and Directors of Acciona, S.A. with executive functions, consisting of the payment of part of their variable remuneration in ordinary shares of Acciona, S.A. with the possibility of exchanging a portion of the shares assigned for options on ordinary shares of Acciona, S.A.

The Options may be exercised, in whole or in part, once three years have elapsed since they were granted and within the following three years. Their exercise is conditional upon the executive maintaining an unbroken relationship with the Group up to the option exercise date. The options held by executive directors are listed in section D.

On 24 June 2014, the General Meeting of Shareholders adopted the following resolution:

A) Extend the term of the Share and Option Delivery Plan for executives of the Acciona group, including executive directors, approved by the General Meeting of Shareholders of Acciona, S.A. on 4 June 2009, so that it applies from 2014 to 2020, increasing the number of shares available for the plan by 200,000.

B) Empower the Board of Directors of the Company, to the fullest extent required by law and at the proposal of the Appointment and Remuneration Committee, to amend the Plan Regulation, in the terms and conditions it considers advisable and, as necessary, establish delivery conditions and periods, vesting periods, assignment criteria and limits and any other aspect it deems relevant, with a view to aligning the long-term interests of executive directors and executives of the Acciona group with those of the shareholders of Acciona, S.A. and increase their motivation to enhance the Group's value and stability over the long term and secure their loyalty to, and permanence in, the Group.

Under the authorization of the General Meeting on 26 February 2015, the Board of Directors, at the proposal of the Appointment and Remuneration Committee, approved the modification of the Plan Regulation to cover 2014 to 2019, both inclusive.

Based on those resolutions, the main characteristics of the Plan are as follows:

a) The 2014 Plan to deliver shares and performance shares to the management of Acciona and its Group aims to reward management, including executive directors, of Acciona, S.A. ("Acciona") and its Group and of companies of which Acciona, S.A. is the parent company or has a significant participation in management ("Acciona Group" or "Acciona and its Group") in a way that encourages the achievement of the strategic business objectives of Acciona and its Group to the benefit of Acciona shareholders, and to build loyalty and retain executives.

b) Strategic indicators and objectives to fulfil.

Fulfillment of objectives is based on the strategic business indicators. They have been defined by the Board of Directors for the years 2014 to 2019. Within the Board of Directors' freedom to decide, the following variables are included:

(a) Consolidated net debt/EBITDA ratio at the end of the last year of the reference period;

(b) Ordinary profit before taxes in the reference period;

(c) Net earnings per share in the reference period;

- (d) Other criteria to be assessed by the Appointment and Remuneration Committee, including at least the following:
- i. Total shareholder return, due to share appreciation and dividends, during the reference period.
  - ii. Comparison of estimates in terms of the future value of the share of Acciona and the recommendations of no fewer than four analysts who track the share on a meaningful basis, made by those analysts in December 2013 and in January of the year following the end of the reference period; and
  - iii. Comparison of Acciona's share performance with the IBEX-35 index between the first and last years of the reference period.

After considering the recommendation by the Appointment and Remuneration Committee, the Board of Directors defined the following with respect to each of the strategic business indicators for the reference period of the 2014 Plan:

- i. The objective, which will be quantified where it can be expressed as a metric, with respect to each of the following indicators:
- ii. The minimum level of each indicator below which it is deemed not to have been achieved; and
- iii. The weighting assigned to each indicator in quantifying the degree of achievement of the objective in the reference period,

c) Executive directors.

For the first time, executive directors have been given the possibility of an annual allocation of "performance shares" by the Board of Directors, which does not entitle them to acquire the corresponding shares (except in cases envisioned in the Regulation), but constitute an indication by the Board of Directors of the number of shares that it considers may be assigned to those executive directors at a later time if they fulfil the twin condition of remaining with the Group and achieving the long-term strategic objectives of Acciona Group that the Board of Directors established as a requirement for executive directors to receive shares.

Reference period: The reference period for strategic business indicators will be the six-year period from 2014 to 2019; however, "performance shares" will be allocated for the whole period from the beginning of the application period of the 2014 Plan to the end of the preceding year.

Assignment of "performance shares" At the end of each year, the Board may assess the progress made in achieving the long-term strategic goals to date. Based on that progress and the executive directors' discharge of their respective responsibilities as senior management of Acciona and its Group until that time, the Board of Directors may assign to each of the executive directors a specific number of "performance shares"; i.e. units whereby the Board of Directors estimates expectations of own shares to be delivered to the executive director, based on his/her (a) continuity and (b) achievement of the strategic objectives defined for the relevant period.

The final allocation of shares to executive directors will be made (a) at the end of the total duration of the 2014 Plan (2020), considering the assessment made for the entire period 2014 to 2019, and (b) at an intermediate milestone, in 2017, after completing the first three years (2014-2016), considering the assessment of the first three years (2014-2016).

Having regard to the company's interests and where circumstances make it advisable for Acciona and its group in the opinion of the Board of Directors, following consultation with the Appointment and Remuneration Committee, the Board may delay until 2020 the delivery to executive directors of the own shares that were definitively assigned in 2017 (in connection with the years 2014, 2015 and 2016), and make delivery of those shares coincide with the delivery of those to which they are entitled upon completion of the full duration of the 2014 Plan (in 2020).

Continuity: The delivery of shares definitively assigned to the executive directors is subject to the condition that, until March 31 of the year in which the shares are delivered to the executive director, he/she has not ceased to be a member of senior management of Acciona and its Group for reasons attributable to the director.

If, before that date, the director has been terminated due to causes not attributable to him/her, the condition attached to share delivery will be deemed to have been fulfilled and, following consultation with the Appointment and Remuneration Committee, the Board of Directors will resolve upon the final vesting of shares in the name of the executive directors and the immediate delivery of the own shares corresponding to the "performance shares" associated to the executive director up to the time of his/her termination for that reason and which had not yet vested. If the Board of Directors decided not to allocate "performance shares", at the time of termination for reasons not attributable to the director it will evaluate the degree of attainment of the objectives established in the period elapsed up to his/her termination and will deliver the appropriate number of shares based on any criteria that may be established by the Board of Directors.

In no case may the number of shares allotted and so quantified plus the others allocated under the 2014 Plan exceed the maximum number of available shares approved by the General Meeting.

d) Non-executive director beneficiaries.

For other beneficiaries who are not executive directors, following consultation with the Appointment and Remuneration Committee, the Board of Directors will approve the amount of the individual variable remuneration to be paid by delivery of shares of Acciona allocated with respect to each of the years for each executive, other than executive directors, who is a beneficiary of the 2014 Plan. The assignment may be made as a number of own shares or as a monetary amount. In the latter case, the number of shares will be based on the closing price on the last trading day of the month of March in the year in which the Board of Directors decides on the allocation. In no case may the number of allotted shares so quantified together with others allocated under the 2014 Plan exceed the maximum number approved by the General Meeting.

The own shares transferred to these beneficiaries will be subject to a call option held by Acciona and exercisable if the beneficiary of the shares ceases to work at Acciona or its Group prior to 31 March of the third year following the year of the delivery due to causes attributable to the beneficiary. The Board of Directors may extend the allocation of

"performance shares" and/or shares established for the executive directors to a small group of other executives subject to such modifications in terms of provisional allocations, taxation, objectives, interim milestones and delivery deadlines as may be proposed by the Appointment and Remuneration Committee with a view to increasing their motivation to achieve greater long-term value and stability for the Group and to strengthen loyalty and retention.

e) Number of shares available for the Plan.

The maximum number of Shares that can be assigned to beneficiaries under the 2014 Plan was initially 258,035.

The maximum number of Shares which may be assigned by the Board of Directors to the beneficiaries in application of the 2014 Plan may be increased by a decision of the General Meeting.

On 11 June 2015, the General Meeting of Shareholders increased the available number of shares by 100,000 with the result that, at 2015 year-end, the maximum number of shares that could be assigned under the Plan for the entire period, after assigning 29,651 shares to non-executive directors in 2015, was 328,384 shares.

f) Beneficiaries.

The number of Beneficiaries, including executive directors and executives of the Acciona Group, may not exceed 100 in any given year.

3. Other possible extraordinary incentives.

The Board of Directors, at the proposal of the Appointment and Remuneration Committee, may submit other extraordinary incentive plans for approval to the General Meeting to respond to business circumstances or corporate transactions, if it considers this to be necessary.

**A.5 Describe the main features of the long-term savings systems, including retirement and any other survivorship benefit, partly or wholly funded by the company, whether endowed internally or externally, with an estimate of their amount or annual equivalent cost, indicating the type of plan, whether defined-contribution or defined-benefit, the conditions for the vesting of the directors' economic rights and their compatibility with any type of severance payment for early cancellation or termination of the contractual relationship between the company and the director.**

Also indicate payments made to any director's defined-benefit pension scheme; or any increase in the director's vested rights with regard to contributions to defined-benefit schemes.

<b>Describe the long-term saving systems</b>
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The Company has established a savings plan linked to survival to a given age, total, absolute and severe permanent disability, and death ("Savings Plan") exclusively for executive directors of the Company, in order to supplement their benefits under the public Social Security system, in the conditions and terms set out in Savings Plan Regulation.

**1. BASIC FEATURES OF THE SAVINGS PLAN**

- a) It is a defined-contribution plan.
- b) It is a system which is outsourced through payment by the Company of an annual premium to an insurer on behalf of the plan member to cover survival and risk contingencies, i.e.: (i) death, and (ii) permanent disability in the degrees set out in the Regulation.
- c) In the event that the plan member ceases to hold the office of executive director of Acciona for any reason, the Company will cease to pay premiums into the savings plan on the date that the participant conclusively ceases to hold office, without prejudice to the economic rights recognised on behalf of the members.
- d) The benefit under the Savings Plan will be paid directly by the insurer to the member, net of any personal income tax withholdings and prepayments that apply, which will be borne by the recipient of the benefit. For other contingencies, the Benefit will be paid directly by the insurer to the heirs.
- e) Savings plan members will abandon the plan in any of the following circumstances:  
The occurrence of any of the risk contingencies covered, and receipt of the benefit.  
Reaching the age of 65 ("maturity").  
Termination as executive director of Acciona for any reason other than those set out above.
- f) The Board of Directors of Acciona may decide to cancel or modify the amount of the premium.

**2. VESTING CONDITIONS**

The beneficiary of the Savings Plan benefit will be the Company in the following two cases:

A) Where the member ceases to hold the post of executive director of Acciona due to resignation, the member forfeits all economic rights accumulated in the Savings Plan and, therefore, may not receive the benefit arising from this Plan.



B) Where the executive director is terminated due to a breach of his/her duties or the performance of any act or omission that is detrimental to the Company, as ruled on a final basis by a competent court.

Contributions on behalf of the executive directors in 2015 were 75% of the fixed salary, although the Board of Directors, at the proposal of the Appointment and Remuneration Committee, may amend these contributions to adapt them to business performance and market changes.

There are no indemnities in the event of early termination of the contractual relationship with executive directors, so it is considered unnecessary to establish compatibility conditions in the savings plan.

**A.6 Indicate any indemnity payments agreed or paid in the event of termination as a director.**

**Describe the indemnity payments**

The contract signed with executive directors does not establish any indemnity in the event of termination as a director nor has any amount been paid for termination as director.

**A.7 Describe the conditions with which contracts with executive directors for performing senior management functions must comply. Among other aspects, give information on the term, limits to the amounts of indemnity, permanence clauses, notice periods and payments in lieu of notice, and any other clauses regarding hiring bonuses, as well as severance payments or golden handshakes for early cancellation or termination of the contractual relationship between the company and the executive director. include, inter alia, non-compete, exclusivity, permanence or loyalty covenants or agreements and any governing non-competition after termination.**

**Describe the conditions of executive directors' contracts**

The term of the executive directors' contract for their executive functions is indefinite. According to Article 31.1 of Acciona's Articles of Association, members of the Board of Directors hold office for a term of three years, and can be re-elected one or more times.

According to the Board of Directors Regulation, executive directors must tender their resignation to the Board of Directors and, if the latter deems it appropriate, resign if they are removed from the executive position that resulted in their appointment as director.

No indemnity has been arranged for termination, early or otherwise, of directors' executive functions, nor are there hiring bonuses or permanence or notice clauses.

Executive directors serve the Company full-time and on an exclusive basis, although this does not prevent them from holding positions in family businesses whose activity does not compete with Acciona Group or institutional or representative posts in non-profit entities.

For an additional period of one year following the termination of the contract signed with the company, executive directors may not:

- (a) Provide services, directly or indirectly, to any person, business or company (whether as a partner, executive, employee, consultant, investor, borrower or otherwise) that competes with the business of the Company or Acciona Group, unless authorised by the Company, which authorisation shall not be unreasonably denied.
- (b) Hold a direct or indirect interest in the capital of any company or entity that competes with the business of the Company or Acciona Group. This prohibition will not be considered to be breached in the case of a non-significant stake. For these purposes, a stake is considered to be non-significant if the investment does not provide, directly or indirectly, management functions or a significant influence over the competing company.
- (c) Employ or attempt to employ any member of the management team of the Company or any other company belonging to Acciona Group or persuade them to resign from their post, or persuade or attempt to persuade any agent, customer, supplier or independent contractor of the Company or Acciona Group to end their relationship with them.

In compliance with the provisions of articles 248 and 529 octodecies of Legislative Royal Decree 1/2010, of 2 July, approving the consolidated text of the Capital Companies Act, contracts have been signed with executive directors. The regular employment relationship that executive directors have had with the company since they joined it is suspended once they become directors.

**A.8 Describe any additional remuneration paid to directors for services rendered other than those inherent to their directorship.**

**Describe supplementary remuneration items**

Ms Carmen Becerril has signed a contract to provide professional services to Acciona Group in the areas of sustainability, climate change and energy. Apart from that, the directors have not received any remuneration other than that indicated in this report.

**A.9 Indicate any remuneration granted in the form of advances, loans or guarantees, stating the interest rate, key features and any amounts repaid, as well as guarantee obligations assumed on their behalf.**

**Describe the advances, loans and guarantees granted**

The Directors have not received any type of remuneration in the form of advances, loans or guarantees.

**A.10 Describe the main features of remuneration in kind.**

**Describe any remuneration in kind**

In addition to the remuneration items discussed above, executive directors receive specific remuneration in kind as follows:

Life insurance, a company vehicle and medical insurance, in accordance with the Acciona Group's benefit policy for executives at any given time.

Executive directors are entitled to reimbursement for any reasonable cost (travel expenses and board, mobile phone, entertainment expenses, etc.) incurred in the performance of their services to the Company, provided that they are duly documented.

This remuneration in kind is itemised in section D of this report. This remuneration may be modified by the Board, at the proposal of the Appointment and Remuneration Committee.

**A.11 Indicate the remuneration accruing to the director by virtue of payments made by the listed company to a third party in which the director provides services, where such payments are intended to remunerate the director's work in the company.**

**Describe the remuneration accruing to the director by virtue of payments made by the listed company to a third party in which the director works.**

The company has not paid remuneration of this kind.

**A.12 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 where its omission would detract from a true and fair view of the total remuneration accrued by the director.**

**Describe other remuneration items**

The directors have not received any remuneration other than as set out in this report, without prejudice to that which corresponds to them for their status as shareholders.

**A.13 Describe the actions taken by the company in connection with the remuneration system to reduce excessive risk exposure and match it to the company's long-term goals, values and interests. Include references to any:**

measures designed to ensure that the remuneration policy is aligned with the company's long-term performance; measures to provide an appropriate balance between fixed and variable compensation; measures taken in relation to those categories of staff whose work has a material impact on the undertaking's risk profile; clawback formulae or clauses to claim back performance-based variable remuneration when it was paid out on the basis of data that is subsequently proven to be manifestly inaccurate; and measures designed to prevent conflicts of interest, where applicable.

#### **Describe actions taken to reduce the risks**

Director remuneration for membership of the Board of Directors and its Committees is a fixed annual amount. The maximum remuneration that directors may receive for discharging their supervisory functions is that established by the General Meeting.

Variable remuneration takes into account quantitative and qualitative objectives which contribute to a business model that promotes balanced, sustainable development and social cohesion. Annual variable remuneration is analysed each year by the Appointment and Remuneration Committee and is submitted to the Board of Directors for final approval. The variable remuneration components are sufficiently flexible, to the extent they can be eliminated entirely.

The 2014 Plan for the delivery of shares and "performance shares", as set out in section A.4, aims to align remuneration with the company's long-term objectives and interests. The Plan is part of a multi-year approach to ensure that the assessment process is based on long-term results and takes account of the Company and the Group's underlying economic cycle.

The allocation of "performance shares" as a measure of the prospect of delivery of treasury shares does not constitute a right of the executive directors that entitles them to demand, then or at a later date, the delivery of the corresponding own shares, excluding the cases provided for in the Regulation in connection with circumstances or events not attributable to the executive directors.

Acciona's call option on the shares delivered in 2017: Own shares that are delivered to the executive directors in 2017 (in connection with 2014, 2015 and 2016) will be subject to a call option held by Acciona and exercisable in the event that the executive director who receives the shares is terminated as senior manager of Acciona and its Group prior to 31 March 2020 for breach of contract or through voluntary resignation.

In terms of remuneration governance, the requirements as to independence in the composition of the Appointment and Remuneration Committee and its deliberations are met, and Board decisions that affect the remuneration of executive directors are adopted without the participation of those directors in the discussion or the vote.

## **B. REMUNERATION POLICY PROJECTED FOR FUTURE YEARS**

Derogated.

## **C OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE CLOSED FINANCIAL YEAR**

**C.1 Give a brief description of the main features of the structure and remuneration items of the remuneration policy applied during the last financial year, with a breakdown of the individual remuneration accrued by each of the directors listed in Section D of this report, and a summary of the resolutions passed by the board to implement those items.**

#### **Describe the structure and remuneration items of the remuneration policy applied during the year**

Fixed remuneration for directors for discharging supervisory functions has remained unchanged in recent years except as regards remuneration for committee chairs (other than the Executive Committee), which was increased by 10,000 euros. Non-executive directors do not receive any type of variable remuneration.

Executive directors' fixed remuneration remained unchanged with respect to the previous year, and has not increased in the last four years.

EBITDA, EBT, debt and the other financial objectives established at the beginning of the year, in line with the Company's strategy, are used to evaluate the attainment of annual financial targets. In addition to economic value

creation, objectives that contribute to development of a business model which promotes balanced, sustainable development and encourages social cohesion are also assessed. The annual assessment of executive director performance includes specific sustainability objectives and metrics. The necessary safeguards are in place in connection with variable remuneration to ensure that it is linked to the professional performance of its beneficiaries and not simply to the general performance of the market or of the Company's sector of activity.

Regarding share-based remuneration, in 2015 the Company did not make any definitive assignment of "performance shares" or deliver any shares to executive directors. The individual variable remuneration disclosed in this report is the result of decisions by the Board in its overall evaluation of compliance with the financial targets established in the annual budgets and in the assessment of the professional performance by each executive director, which includes qualitative objectives that contribute to a business model that promotes balanced, sustainable development and social cohesion.

## D. BREAKDOWN OF INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Accrual period for 2015
JOSÉ MANUEL ENTRECANALES DOMEcq	Executive	From 01/01/2015 to 31/12/2015.
JUAN IGNACIO ENTRECANALES FRANCO	Executive	From 01/01/2015 to 31/12/2015.
JAIME CASTELLANOS BORREGO	Independent	From 01/01/2015 to 31/12/2015.
DANIEL ENTRECANALES DOMEcq	Proprietary	From 01/01/2015 to 31/12/2015.
FERNANDO RODÉS VILA	Independent	From 01/01/2015 to 31/12/2015.
JAVIER ENTRECANALES FRANCO	Proprietary	From 01/01/2015 to 31/12/2015.
BELÉN VILLALONGA MORENÉS	Independent	From 01/01/2015 to 31/12/2015.
MARIA DEL CARMEN BECERRIL MARTÍNEZ	Other External	From 01/01/2015 to 31/12/2015.
JUAN CARLOS GARAY IBARGARAY	Independent	From 01/01/2015 to 31/12/2015.
JERÓNIMO MARCOS GERARD RIVERO	Independent	From 01/01/2015 to 31/12/2015.
ANA INÉS SAINZ DE VICUÑA BEMBERG	Independent	From 11/06/2015 to 31/12/2015.
VALENTÍN MONTOYA MOYA	Other External	From 01/01/2015 to 11/06/2015.
CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIRÓS	Other External	From 01/01/2015 to 11/06/2015.
SOL DAURELLA COMADRÁN	Independent	From 01/01/2015 to 11/06/2015.

D.1 Complete the following tables on the individual remuneration accrued during the year by each of the directors (including remuneration for carrying out executive functions).

### a) Remuneration accrued in the reporting company:

#### i) Remuneration in cash (thousand euro)

Name	Wages	Fixed remuneration	Per diems	Short-term variable remuneration	Long-term variable remuneration	Remuneration for belonging to Board committees	Indemnities	Other items	2015 total	2014 Total
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JOSÉ MANUEL ENTRECANALES DOMEQC	1,000	68	0	2,478	0	0	0	21	3,567	3,183
JUAN IGNACIO ENTRECANALES FRANCO	500	68	0	956	0	0	0	12	1,536	1,466
JAIME CASTELLANOS BORREGO	0	68	0	0	0	131	0	0	199	194
DANIEL ENTRECANALES DOMEQC	0	68	0	0	0	59	0	0	127	104
JAVIER ENTRECANALES FRANCO	0	68	0	0	0	59	0	0	127	104
FERNANDO RODÉS VILA	0	68	0	0	0	72	0	0	140	140
JUAN CARLOS GARAY IBARGARAY	0	68	0	0	0	86	0	0	154	104
JERÓNIMO MARCOS GERARD RIVERO	0	68	0	0	0	0	0	0	68	34
BELÉN VILLALONGA MORENÉS	0	68	0	0	0	0	0	0	68	68
MARIA DEL CARMEN BECERRIL MARTÍNEZ	0	68	0	0	0	19	0	150	237	106
ANA INÉS SAINZ DE VICUÑA BEMBERG	0	37	0	0	0	19	0	0	56	0
CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIRÓS	0	34	0	0	0	22	0	0	56	113
VALENTÍN MONTOYA MOYA	0	34	0	0	0	63	0	0	97	194
SOL DAURELLA COMADRÁN	0	34	0	0	0	22	0	0	56	113

ii) Share-based remuneration systems

JOSÉ MANUEL ENTRECANALES DOMECC												
2009 PLAN												
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015						
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period			
24/06/2009	2,529	2,529	89.00	04/12 to 03/15		0	0	0.00	-			
Conditions: -												
Shares delivered in 2015			Options exercised in 2015				Options vested but not exercised	Options at 2015 year-end				
No. of shares	Price	Amount	Strike price (€)	No. of options	Shares affected	Gross gain (€mn)	No. of options	No. of options	Shares affected	Strike price (€)	Exercise period	
0	0.00	0	0.00	0	0	0	2,529	0	0	0.00	-	
Other requirements for exercise: -												

JOSÉ MANUEL ENTRECANALES DOMECC											
2010 PLAN											
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015					
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period		

23/06/2010	4,342	4,342	91.10	04/13 to 03/16			0	0	0.00	-		
Conditions: -												
<b>Shares delivered in 2015</b>			<b>Options exercised in 2015</b>				<b>Options vested but not exercised</b>	<b>Options at 2015 year-end</b>				
<b>No. of shares</b>	<b>Price</b>	<b>Amount</b>	<b>Strike price (€)</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Gross gain (€mn)</b>	<b>No. of options</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>	
0	0.00	0	0.00	0	0	0	0	4,342	4,342	91.10	04/13 to 03/16	
Other requirements for exercise: -												

<b>JOSÉ MANUEL ENTRECANALES DOMECCQ</b>												
<b>2011 PLAN</b>												
<b>Date of implementation</b>	<b>Options held at the beginning of 2015</b>						<b>Options assigned during 2015</b>					
	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>			<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>		
29/06/2011	4,874	4,874	53.00	04/14 to 03/17			0	0	0.00	-		
Conditions: -												
<b>Shares delivered in 2015</b>			<b>Options exercised in 2015</b>				<b>Options vested but not exercised</b>	<b>Options at 2015 year-end</b>				
<b>No. of shares</b>	<b>Price</b>	<b>Amount</b>	<b>Strike price (€)</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Gross gain (€mn)</b>	<b>No. of options</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>	
0	0.00	0	0.00	0	0	0	0	4,874	4,874	53.00	04/14 to 03/17	
Other requirements for exercise: -												



JOSÉ MANUEL ENTRECANALES DOMECCQ												
2012 PLAN												
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015						
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period			
25/05/2012	9,995	9,995	66.73	04/15 to 03/18		0	0	0.00	-			
Conditions: -												
Shares delivered in 2015			Options exercised in 2015				Options vested but not exercised	Options at 2015 year-end				
No. of shares	Price	Amount	Strike price (€)	No. of options	Shares affected	Gross gain (€mn)	No. of options	No. of options	Shares affected	Strike price (€)	Exercise period	
0	0.00	0	0.00	0	0	0	0	9,995	9,995	66.73	04/15 to 03/18	
Other requirements for exercise: -												

JOSÉ MANUEL ENTRECANALES DOMECCQ											
2013 PLAN											
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015					
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period		

06/06/2013	10,138	10,138	56.21	04/16 to 03/19			0	0	0.00	-		
Conditions: -												
<b>Shares delivered in 2015</b>			<b>Options exercised in 2015</b>				<b>Options vested but not exercised</b>	<b>Options at 2015 year-end</b>				
<b>No. of shares</b>	<b>Price</b>	<b>Amount</b>	<b>Strike price (€)</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Gross gain (€mn)</b>	<b>No. of options</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>	
0	0.00	0	0.00	0	0	0	0	10,138	10,138	56.21	04/16 to 03/19	
Other requirements for exercise: -												

<b>JOSÉ MANUEL ENTRECANALES DOMECC</b>												
<b>2014 PLAN</b>												
<b>Date of implementation</b>	<b>Options held at the beginning of 2015</b>						<b>Options assigned during 2015</b>					
	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>			<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>		
24/06/2014	5,511	5,511	62.84	04/17 to 03/20			0	0	0.00	-		
Conditions: -												
<b>Shares delivered in 2015</b>			<b>Options exercised in 2015</b>				<b>Options vested but not exercised</b>	<b>Options at 2015 year-end</b>				
<b>No. of shares</b>	<b>Price</b>	<b>Amount</b>	<b>Strike price (€)</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Gross gain (€mn)</b>	<b>No. of options</b>	<b>No. of options</b>	<b>Shares affected</b>	<b>Strike price (€)</b>	<b>Exercise period</b>	
0	0.00	0	0.00	0	0	0	0	5,511	5,511	62.84	04/17 to 03/20	
Other requirements for exercise: -												

<b>JUAN IGNACIO ENTRECANALES FRANCO</b>												
<b>2009 PLAN</b>												
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015						
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period			
24/06/2009	1,013	1,013	89.00	04/12 to 03/15		0	0	0.00	-			
Conditions: -												
Shares delivered in 2015			Options exercised in 2015				Options vested but not exercised	Options at 2015 year-end				
No. of shares	Price	Amount	Strike price (€)	No. of options	Shares affected	Gross gain (€mn)	No. of options	No. of options	Shares affected	Strike price (€)	Exercise period	
0	0.00	0	0.00	0	0	0	1,013	0	0	0.00	-	
Other requirements for exercise: -												

<b>JUAN IGNACIO ENTRECANALES FRANCO</b>											
<b>2010 PLAN</b>											
Date of implementation	Options held at the beginning of 2015					Options assigned during 2015					
	No. of options	Shares affected	Strike price (€)	Exercise period		No. of options	Shares affected	Strike price (€)	Exercise period		

23/06/2010	3,600	3,600	91.10	04/13 to 03/16			0	0	0.00	-	
Conditions: -											
Shares delivered in 2015			Options exercised in 2015				Options vested but not exercised	Options at 2015 year-end			
No. of shares	Price	Amount	Strike price (€)	No. of options	Shares affected	Gross gain (€mn)	No. of options	No. of options	Shares affected	Strike price (€)	Exercise period
0	0.00	0	0.00	0	0	0	0	3,600	3,600	91.10	04/13 to 03/16
Other requirements for exercise: -											

### iii) Long-term savings systems

Name	Contribution by the company in the year (thousand euro)		Total accumulated funds (thousand euro)	
	2015	2014	2015	2014
JUAN IGNACIO ENTRECANALES FRANCO	375	375	750	375
JOSÉ MANUEL ENTRECANALES DOMEcq	750	750	1,561	750

### b) Remuneration accrued by company directors for belonging to boards of other Group companies:

#### i) Remuneration in cash (thousand euro)

Name	Wages	Fixed remuneration	Per diems	Short-term variable remuneration	Long-term variable remuneration	Remuneration for belonging to Board committees	Indemnities	Other items	2015 total	2014 Total

JOSÉ MANUEL ENTRECANALES DOMEQ	0	0	0	0	0	0	0	0	0	0
JUAN IGNACIO ENTRECANALES FRANCO	0	0	0	0	0	0	0	0	0	0
BELÉN VILLALONGA MORENÉS	0	0	0	0	0	0	0	0	0	0
JAIME CASTELLANOS BORREGO	0	0	0	0	0	0	0	0	0	0
DANIEL ENTRECANALES DOMEQ	0	0	0	0	0	0	0	0	0	0
FERNANDO RODÉS VILA	0	0	0	0	0	0	0	0	0	0
JAVIER ENTRECANALES FRANCO	0	0	0	0	0	0	0	0	0	0
MARIA DEL CARMEN BECERRIL MARTÍNEZ	0	0	0	0	0	0	0	0	0	0
JUAN CARLOS GARAY IBARGARAY	0	0	0	0	0	0	0	0	0	0
JERÓNIMO MARCOS GERARD RIVERO	0	0	0	0	0	0	0	0	0	0
ANA INÉS SAINZ DE VICUÑA BEMBERG	0	0	0	0	0	0	0	0	0	0
CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIRÓS	0	0	0	0	0	0	0	0	0	0
SOL DAURELLA COMADRÁN	0	0	0	0	0	0	0	0	0	0
VALENTÍN MONTOYA MOYA	0	0	0	0	0	0	0	0	0	0

**ii) Share-based remuneration systems**

**iii) Long-term savings systems**

**c) Summary of remuneration (thousand euro):**

This should include a summary of the amounts corresponding to all the remuneration items included in this report that have accrued to the director, in thousand euro.

Where there are long-term Saving Systems, include contributions or endowments made to such systems:

Name	Remuneration accrued in the Company				Remuneration accrued in group companies				Total		
	Total cash remuneration	Value of shares granted	Gross gain on options exercised	2015 total - Company	Total cash remuneration	Value of shares delivered	Gross gain on options exercised	2015 total - Group	2015 total	2014 Total	Contributions to savings systems during the year
JOSÉ MANUEL ENTRECANALES DOMEcq	3,567	0	0	3,567	0	0	0	0	3,567	3,239	750
JUAN IGNACIO ENTRECANALES FRANCO	1,536	0	0	1,536	0	0	0	0	1,536	1,577	375
JAIME CASTELLANOS BORREGO	199	0	0	199	0	0	0	0	199	194	0
DANIEL ENTRECANALES DOMEcq	127	0	0	127	0	0	0	0	127	104	0
JAVIER ENTRECANALES FRANCO	127	0	0	127	0	0	0	0	127	104	0
FERNANDO RODÉS VILA	140	0	0	140	0	0	0	0	140	140	0
BELÉN VILLALONGA MORENÉS	68	0	0	68	0	0	0	0	68	68	0
MARIA DEL CARMEN	237	0	0	237	0	0	0	0	237	106	0

BECERRIL MARTINEZ											
JUAN CARLOS GARAY IBARGARAY	154	0	0	154	0	0	0	0	154	104	0
JERÓNIMO MARCOS GERARD RIVERO	68	0	0	68	0	0	0	0	68	34	0
ANA INÉS SAINZ DE VICUÑA BEMBERG	56	0	0	56	0	0	0	0	56	0	0
VALENTÍN MONTOYA MOYA	97	0	0	97	0	0	0	0	97	194	0
CARLOS ESPINOSA DE LOS MONTEROS BERNALDO DE QUIRÓS	56	0	0	56	0	0	0	0	56	113	0
SOL DAURELLA COMADRÁN	56	0	0	56	0	0	0	0	56	113	0
<b>TOTAL</b>	<b>6,488</b>	<b>0</b>	<b>0</b>	<b>6,488</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6,488</b>	<b>6,090</b>	<b>1,125</b>

**D.2 Describe the relationship between the remuneration received by the directors and the undertaking's earnings or other performance indicators, detailing how any variations in the company's performance influenced the variation in directors' remuneration.**

Director remuneration for belonging to the Board of Directors and its committees is fixed, as detailed in section A.3 and, therefore, it bears no relationship to the Company's earnings or other metrics of performance during the year.

With respect to executive directors, remuneration for their executive functions is directly related to the company's earnings and the evaluation of their professional performance. Variable remuneration is based essentially on meeting the economic objectives set out in the annual budget, as described in section A.4. The Appointment and Remuneration Committee evaluates the results and submits its proposal to the Board of Directors for final approval.

**D.3 Describe the outcome of the consultative vote at the annual meeting on the annual remuneration report for the previous year, indicating the number of votes cast against, if any:**

	Number	% of total
Votes cast	46,259,833	80.78%

	Number	% of total
Votes against	4,502,452	7.86%
Votes in favour	41,754,017	72.92%
Abstentions	3,364	0.00%

**E OTHER INFORMATION OF INTEREST**

If there are any material aspects relating to directors' remuneration that could not be disclosed in other sections of this report but are necessary to provide a more comprehensive and fully reasoned picture of the remuneration structure and practices for the company's directors, describe them briefly.

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This annual report on the remuneration of directors was approved by the company's Board of Directors on 29 February 2016.

Indicate whether any board members voted against or abstained with respect to the approval of this report.

Yes

NO