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**REGULATIONS OF  
THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE  
OF  
EDP RENOVÁVEIS, S.A.**

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## INTRODUCTION

### Article 1.- Object and Purpose

The purpose of these regulations is to regulate the basic operation and actions of the Environmental, Social, and Governance Committee (hereinafter, respectively the “**Regulations**” and the “**Committee**”), a committee of the Board of Directors of EDP Renováveis, S.A. (hereinafter, “**EDPR**” or the “**Company**”) and to establish the norms of conduct of its members so as to ensure the greatest independency, transparency and efficiency in the functions of representation inherent to the Committee.

### Article 2.- Interpretation

These Regulations shall be interpreted in accordance with the laws, Articles of Association of the Company and the Regulations of the Board of Directors applicable to them and in keeping with their spirit and purpose. The Environmental, Social, and Governance Committee and the Board of Directors shall settle any doubts regarding the interpretation of these Regulations as they arise.

### Article 3.- Hierarchy and Predominance

1. In the event of a discrepancy between these Regulations and the legal rules, Articles of Association of the Company and the Regulations of the Board of Directors, the latter shall prevail.
2. The Regulations of the Board of Directors shall apply to all matters not specifically regulated herein, to the extent that the provisions do not contravene the nature of the Environmental, Social, and Governance Committee.

### Article 4.- Scope of Application

These Regulations apply to the Environmental, Social, and Governance Committee and to its members. The persons to whom these Regulations apply are obligated to understand them, comply with them and enforce them.

### Article 5.- Approval and Modification

1. These Regulations approval and its amendments shall be passed from time to time by the Board of Directors at the request of the Chairperson, one-third of the Company’s directors or the Environmental, Social, and Governance Committee itself.

2. Proposed modifications must be accompanied by a justifying report.
3. The proposed modification and the justifying report must be attached to the announcement of the Board of Directors meeting at which the modification will be debated and it must be included on the meeting agenda.
4. An absolute majority of the directors present or represented at the meeting must vote in favour of the change in order for it to be validly passed.

#### **Article 6.- Distribution**

These Regulations and any changes made to them shall be publicised as required by the rules applicable to them.

### **TITLE I. BASIC PRINCIPLES AND OBJECTIVES OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE**

#### **Article 7.- Principles of Action**

The Environmental, Social, and Governance Committee shall perform its functions with the best interest of the Company in mind.

#### **Article 8.- Nature and Competence**

1. The Environmental, Social, and Governance Committee is a standing committee of a merely informative and consultative nature whose recommendations are not binding.
2. The Environmental, Social, and Governance Committee performs no executive functions.
3. The main functions of the Environmental, Social, and Governance Committee will be the following:
  - a. Oversee the Company's key environmental, social and corporate governance key performance indicators included in the Business Plan and monitor their achievement.
  - b. Propose to the Board of Directors EDPR's sustainability and environmental, social, and corporate governance policies and their update.
  - c. Promote, steer, and oversee the Company's objectives, action plans and practices in health, safety and occupational risk prevention.

- d. Review and present to the Board of Directors the Annual Report (EINF). The Committee shall also monitor the Company's relationship and reporting to investors, indexes and rating agencies on sustainability issues.
- e. Monitor and conduct a regular review of the main environmental, social, and corporate governance trends and regulatory developments relevant to the Company's activity.
- f. Analyse the integration of environmental, social, and corporate governance risks and opportunities into the Company's procedures and its Risk Management System.
- g. Update and inform the Board of Directors on the stakeholder relations and dialogue model, in order to understand the needs and expectations of all EDPR's stakeholders (employees, clients, suppliers, subcontractors, and others).
- h. Oversee and assess the Company's corporate image and its reputation with the various stakeholders, namely in terms of the market in general and consumers, investors and supervisory authorities, public and published opinion, monitoring the activity of the Company's competent services, taking into consideration the implemented strategies, policies, process and procedures implemented, privileging the spirit of service to the Community.
- i. Oversee and assess the suitability of the corporate governance model implemented by the Company and their compliance with internationally accepted models of corporate governance, forwarding any appropriate recommendations in this area to the Board of Directors.
- j. Supervise compliance with, and the correct application of, the corporate governance principles and standards in force, promoting and requesting the exchange of information necessary for this purpose.
- k. Any other functions assigned to it in the Articles of Association or by the Board of Directors.

## **Article 9.- Composition and Designation**

1. The members of the Environmental, Social, and Governance Committee must be external, or at least non-executive, directors and shall be appointed by the Board of Directors amongst its members, considering their knowledge and expertise regarding the matters within the scope of this Committee's competence.

2. The Environmental, Social, and Governance Committee shall be composed of a minimum of three (3) to a maximum of six (6) directors.
3. The majority of the members of the Environmental, Social, and Governance Committee from time to time shall be independent directors.
4. The members of the Environmental, Social, and Governance Committee shall continue to sit on the Committee for as long as they are Company directors. Unless the Board of Directors decides otherwise, the members of the Environmental, Social, and Governance Committee shall be re-elected to the Committee when they are re-elected as Company directors.
5. The Board of Directors may, at any time, remove the members of the Environmental, Social, and Governance Committee.
6. The members of the Environmental, Social, and Governance Committee may resign from their position at the Committee but remain as Company directors.

#### **Article 10.- The Chairperson of the Environmental, Social, and Governance Committee**

1. The Chairperson of the Environmental, Social, and Governance Committee shall be appointed by the Board of Directors amongst the Committee's members and must necessarily be an independent director.
2. Notwithstanding the legal or statutory powers vested in the Chairperson, his/her powers will include:
  - a. Convening and presiding over the meetings of the Environmental, Social, and Governance Committee, setting the meeting agenda and overseeing the discussions and deliberations.
  - b. Representing the Environmental, Social, and Governance Committee before other bodies and departments of the Company.
3. Remuneration of the Chairperson of the Environmental, Social, and Governance Committee shall not apply in the event that the position is held by the same person as the position of Chairperson of the Board of Directors.

#### **Article 11.- The Secretary of the Environmental, Social, and Governance Committee**

1. The Secretary of the Board of Directors or, in his/her absence, the Vice Secretary shall be the Secretary of the Environmental, Social, and Governance Committee. Otherwise, the Secretary shall be the person appointed to act as

such by the Environmental, Social, and Governance Committee for each meeting.

2. The Secretary may or may not be a director.
3. In addition to those assigned in the Articles of Association and the law, the functions of the Secretary shall include:
  - a. Assisting the Chairperson in the performance of his functions.
  - b. Overseeing the operations of the Environmental, Social, and Governance Committee, advising and reporting to the Committee and its members.
  - c. When the Secretary of the Board of Directors and the Secretary of the Environmental, Social, and Governance Committee are two different people, providing the Secretary of the Board of Directors with the information and documentation relative to the Environmental, Social, and Governance Committee.
  - d. Documenting the sessions of the Environmental, Social, and Governance Committee and drafting the meeting minutes.
  - e. Supervising the legal and material formality of the actions of the Environmental, Social, and Governance Committee to ensure that they comply with the Articles of Association and with these Regulations.

## **TITLE II. OPERATION OF THE ENVIRONMENTAL, SOCIAL, AND GOVERNANCE COMMITTEE**

### **Article 12.- Applicability of the Regulations of the Board of Directors**

The provisions of the Regulations of the Board of Directors regarding its operation and in particular regarding meeting announcements and sessions, the representation of members, the universal sessions held, the passage of resolutions in writing and without a session, and the approval of meeting minutes shall also apply to the Environmental, Social, and Governance Committee to the extent that they do not contravene these Regulations and not incompatible with the nature of the Environmental, Social, and Governance Committee.

### **Article 13.- Meetings of the Environmental, Social, and Governance Committee**

1. The Environmental, Social, and Governance Committee shall meet whenever the Chairperson deems it is necessary. The Environmental, Social, and Governance Committee shall be validly convened when one-half plus one of its

members are present or represented at the meeting. The resolutions of the Environmental, Social, and Governance Committee shall be passed by majority vote with the Chairperson casting the deciding vote in the event of a tie.

2. The Environmental, Social, and Governance Committee shall inform the Board of Directors of the resolutions it passes at the first meeting of the Board following the Committee meeting in which the resolution was passed.