



**EDP RENOVÁVEIS, S.A.**

**PROPOSAL REGARDING THE RATIFICATION OF AN INDEPENDENT  
DIRECTOR**

**ISSUED BY THE APPOINTMENTS AND REMUNERATIONS' COMMITTEE  
AT ITS MEETING HELD ON 22 FEBRUARY 2023.**

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*English translation for information purposes only. In the event of discrepancies between the English and the Spanish version, the Spanish version shall prevail.*

## **1. PURPOSE OF THIS COMMITTEE'S PROPOSAL**

This proposal (the “**Proposal**”) drawn up by the Appointments and Remunerations’ Committee (the “**Committee**”) of EDP Renováveis, S.A. (alternately, “**EDPR**” or the “**Company**”) has been issued with regard to the ratification of the appointment of Ms. Cynthia Kay Mc Call as Independent Director, in accordance with the provisions set forth by section 4 of article 529 decies and section 3.c) of article 529 quidecies, both of the Spanish Companies Act.

## **2. PRIOR ANALYSIS OF THE REQUIREMENTS OF THE BOARD OF DIRECTORS**

At the Board of Directors’ meeting held on 9 February 2022, the Committee Chairman reported about the resignation of the Director Ms. Joan Avalyn Dempsey as member of the Board of Directors of the Company, received by e-mail on 13 January 2022, taking effect as from the same date, as well as, accordingly, of the implementation of the selection process to cover her vacancy.

On 31 March 2022, the Ordinary General Shareholders’ Meeting decided to maintain said vacancy on the Board of Directors, specifically foreseeing that the Board of Directors could cover it through co-option subsequently to the staging of said General Shareholders’ Meeting.

In this regard, and bearing in mind the composition of the Board, the members of the Committee concluded that the most suitable profile to cover said vacancy would be a non-executive, independent and American Director.

At its meeting held on 27 April 2022, the Committee analysed the potential applicants, considering the criteria of training, knowledge, proven experience and diversity, as well as the gender quota targets that must be complied with as regards the composition of the Board for whose selection process it is duly recorded that the Committee had the support of Egon Zehnder.

After said analysis, the suitability of Ms. Cynthia Kay Mc Call to perform said position as Independent Director of EDPR was decided upon, thus resolving to propose to the Board of Directors that at its next meeting it shall appoint her by co-option in order to cover the vacancy existing after the resignation tendered by Ms. Joan Avalyn Dempsey.

As a result of the above, at its meeting held on 3 May 2022 the Board of Directors resolved to appoint Ms. Cynthia Kay Mc Call by co-option as Independent Director to cover said vacancy (of legal age, American national, with professional address for these purposes at Plaza de la Gesta nº 2, Oviedo, España and whose NIE (*no. de identificación extranjero*) number data were duly notified to the Commercial Registry), taking effect as from 1 June 2022 and for the term that will elapse until the staging of the next Ordinary General Shareholders’ Meeting which is set to take place on 4 April 2023, on first call, or on 14 April 2023, on second call.

### **3. ANALYSIS OF THE APPLICATION**

The Committee analysed the competencies, experience and merits of Ms. Cynthia Kay Mc Call as Independent Director, with a view to assessing her skills and suitability to be ratified as a Company Director.

For these purposes, the biographic profile of Ms. Cynthia Kay Mc Call has been attached as a **Sole Annex** to this Proposal which will also be uninterruptedly posted at the Company's corporate website with a view to the publication of the notice of convening of the next Ordinary General Shareholders' Meeting, pursuant to the provisions set forth by section e), article 518 of the Spanish Companies Act.

In line with the selection criteria determined in EDPR (aligned with the best international practices of good governance), and bearing in mind the current needs of the Company and the role to be played, this Committee has again analysed both the individual attributes of the applicant (mainly in terms of education, competence, integrity, availability and experience) as well as diversity (including, inter alia, gender, age and culture), that the ratification of this appointment would bring to the Company and to the Board of Directors.

It is also indicated that it can be gleaned from the information provided by Ms. Cynthia Kay Mc Call that she does not find herself in a situation involving any competition or conflict of interest, nor is she involved in any situations entailing incompatibility or legal, statutory or regulatory disqualification in order to be designated as the Company Director.

In light of all the above, in the Committee's opinion, Ms. Cynthia Kay Mc Call is endowed with the right professional experience, knowledge and personal profile in order to discharge the duties of the position she is going to perform.

### **4. CONCLUSIONS**

Accordingly, the Committee has unanimously decided to provide a favourable opinion of the suitability of Ms. Cynthia Kay Mc Call and to propose her ratification as Independent Director.

Pursuant to the provisions set forth by section e), article 518 of the Spanish Companies Act, this Proposal will be posted uninterruptedly at the Company's corporate website with a view to the publication of the notice of call for the next Ordinary General Shareholders' Meeting.

Madrid, 22 February 2023

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## **SOLE ANNEX**

### **PROFESSIONAL AND BIOGRAPHIC PROFILE OF Ms. CYNTHIA KAY Mc CALL**



Full Name	KAY McCALL
Position	<ul style="list-style-type: none"><li>• Member of the Board of Directors – EDP Renováveis, S. A.</li></ul>
Academic Qualifications	<ul style="list-style-type: none"><li>• Juris Doctor and Bachelor of Arts degrees – University of Houston</li><li>• Certificates in Sustainable Energy Development (2020), ESG for Energy Companies (2021) and the Hydrogen Economy (2021) –University of Houston</li></ul>
Skills and Experience	<ul style="list-style-type: none"><li>• Senior energy industry executive – with broad expertise, including strategy, operational optimization, acquisitions, and governance; with more than a decade of experience in the renewable energy industry working in the conventional power, engineering and construction, and capital equipment manufacturing industries</li><li>• President, CEO and Board Member – Noble Environmental Power, LLC (2010–2018), a wind energy company backed by private equity</li><li>• Senior Vice President, General Counsel and Chief Compliance Officer – Noble Environmental Power, LLC (2008–2010)</li><li>• Member of the leadership team entrusted with addressing global governance and compliance issues – General Electric Company</li></ul>
Current External Appointments	<ul style="list-style-type: none"><li>• Chairperson Board of Directors – Flexitallic Group</li><li>• Chairperson Board of Directors – Renewable Energy Alliance Houston</li><li>• Board member, Clean Energy Services LLC</li><li>• Member of the Board of Advisors – University of Houston Bauer College of Business – Gutierrez Energy Management Institute</li><li>• Guest lecturer – on topics of leadership in energy at Texas A&amp;M University, Rice University, and the University of Houston</li></ul>