

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

### **ITEM No. THREE OF THE AGENDA**

**Approval, where appropriate, of the shareholders' remuneration mechanism by means of a scrip dividend to be executed as a share capital increase charged against reserves, in a determinable amount, through the issuance of new ordinary shares of €5 of face value, without share premium, of the same class and series as the ones currently issued, including a provision for the incomplete take-up of the shares to be issued in the share capital increase.**

### **RESOLUTION PROPOSAL REGARDING ITEM No. THREE OF THE AGENDA**

To approve a share capital increase (hereinafter, the "**Share Capital Increase**") in the amount resulting from multiplying: (a) the face value of five euros (€5) per share of EDP Renováveis, S.A. (hereinafter, the "**Company**") by (b) the total number of new shares of the Company resulting from applying the formula indicated in Section 2 below. The Share Capital Increase shall be regulated under the following terms and conditions:

#### **1. Share Capital Increase against reserves.**

The Share Capital Increase will be carried out through the issuance of a determinable number of new shares of the Company (hereinafter, the "**New Shares**" and each of them, individually, a "**New Share**"), the maximum number of which shall be determined by applying the formula set out in Section 2 below, which will be ordinary shares with a face value of five euros (€5) each, of the same class and series and with the same rights attached to them as those currently issued, represented by book entries (*ações escriturais*).

The Share Capital Increase will be fully charged against the reserves existing in the "Share premium" account, which are included amongst the reserves provided for in article 303.1 of the Spanish Companies Act. Upon the execution of the Share Capital Increase, the Board of Directors will determine the amount of such reserves to be applied, in accordance with the balance sheet on which the Share Capital Increase is based.

The New Shares are issued at par, i.e. at their face value of five euros (€5), with no share premium, and will be allocated free of charges and commissions to the Company's shareholders.

The Share Capital Increase may be executed by the Board of Directors within a period of one (1) year, as from the date on which the relevant resolution is passed by the General Shareholders' Meeting regarding the Share Capital Increase, without further call of this General Shareholders' Meeting being needed, and in accordance with the legal and financial conditions

at the time of executing the Share Capital Increase, in order to offer the Company's shareholders a flexible and efficient remuneration mechanism.

The possibility of incomplete take-up of the Share Capital Increase is expressly provided, in accordance with the provisions set forth in article 311 of the Spanish Companies Act.

2. Maximum number of New Shares to be issued pursuant to the Share Capital Increase.

The maximum number of New Shares to be issued pursuant to the Share Capital Increase will be the one resulting from the application of the following formulas, rounding the result down to the nearest round number:

$$\text{MNNS} = \text{NIS} / \text{No. Rights per share}$$

where,

**"MNNS"** = Maximum number of new paid-up shares to be issued;

**"NIS"** = Number of issued shares of the Company at the date on which the Board of Directors resolves to carry out the Share Capital Increase; and

**"No. Rights per share"** = Number of incorporation rights required for the attribution of one (1) New Share in the Share Capital Increase, which will be the result of applying the following formula, rounded up to the nearest round number:

$$\text{No. Rights per Share} = \text{NIS} / \text{Provisional no. shares}$$

where,

**"Provisional no. shares"** = Amount of the Shares Option / Share Price

The provisional number of new shares shall be rounded down by default to the immediately lower round number.

For this purpose, **"Share Price"** shall be the arithmetic mean of the weighted average prices of the Company's share on Euronext Lisbon over the five (5) trading sessions prior to the date of the resolution passed by the Board of Directors to carry out the Share Capital Increase (or the date on which the request for a vote is sent to the Directors in the event that the resolution is adopted in writing and without a meeting), rounded up or down to the nearest thousandth of a euro and, in the event of half a thousandth of a euro, rounded up to the nearest thousandth of a euro. Share Price may never be lower than the face value of the shares of EDPR. In the event that such calculation results in a lower figure, the Share Price will be equal to five euros (€5).

Likewise, the **"Amount of the Shares Option"** shall be the amount determined by the Board of Directors with the limit of eighty-eight million two hundred and fifty-seven thousand seven hundred and thirty euros and eighty cents (€88,257,730.80) gross.

### 3. Incorporation rights and incomplete take-up of the Share Capital Increase.

Each issued share of the Company shall grant its holder one (1) incorporation right.

The number of incorporation rights required to receive one (1) New Share shall be automatically determined according to the proportion existing between the number of issued shares at that time (NIS) and the provisional number of New Shares (Provisional no. shares), calculated using the formula set out in Section 2 above. Specifically, shareholders shall be entitled to receive one (1) New Share per a certain number of incorporation rights determined according to the provisions set forth in Section 2 above.

If the number of incorporation rights required for the attribution of one (1) New Share multiplied by the maximum number of New Shares to be issued (MNNS) were to result in a number below the number of issued shares of the Company (NIS) on the date on which the Board of Directors resolves to carry out the Share Capital Increase, the Company, or another entity within its group holding shares of the Company, shall waive a number of incorporation rights equal to the difference between the two figures for the sole purpose of ensuring that the number of New Shares is a round number and not a fraction.

Incorporation rights will be allocated to those shareholders of the Company entitled to receive them, meaning those registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the *Central de Valores Mobiliários*, managed by Interbolsa, pursuant to the regulations in effect regarding the registration, compensation and settlement of securities.

On the other hand, incorporation rights may be transferrable on the same conditions as the shares they arise from and may be traded on the market for such time as may be set by the Board of Directors and, at least, fourteen (14) calendar days. During that period, sufficient incorporation rights may be acquired on the market in the necessary proportion to receive New Shares. In the event that any shareholder receives a number of incorporation rights which does not result in a round number of New Shares pursuant to the aforementioned formulas and has not provided the relevant financial entity with express instructions in order to (i) sell said incorporation rights, either to the Company under the Purchase Commitment (as it is defined in Section 4 below) or in the regulated market of Euronext Lisbon; or (ii) to purchase an amount of incorporation rights enough to take up an additional New Share, it will lose the right to receive the portion of a share corresponding to said incorporation rights or the corresponding amount in cash.

Once the incorporation rights trading period has expired and taking into account the transfers carried out in the market by the shareholders and/or third-party acquirors as well as the purchases carried out by the Company pursuant to the Purchase Commitment, as applicable, if the proportion existing between the total number of outstanding incorporation rights and the number of incorporation rights per New Share would result in a fraction, the Company, or another entity within its group holding shares of the Company, shall waive a number of incorporation rights so that the number of New Shares to be issued is a round number and not a fraction. In that case, there would be an incomplete take-up of the Share Capital Increase and the share capital would be increased only by the amount corresponding to the incorporation rights which have not been

waived and granting their holders the right to receive a round number of new shares (for which the provisions of section 4 below must also be taken into consideration), pursuant to Article 311 of the Spanish Companies Act.

The New Shares shall be vested to those shareholders or, if applicable, third-party acquirors, who hold the incorporation rights pursuant to the required amounts in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the *Central de Valores Mobiliários*, managed by Interbolsa, pursuant to the applicable regulations regarding the registration, compensation and settlement of securities. Likewise, the Board of Directors shall declare the incorporation rights trading period over and apply the reserves existing in the Company's "Share premium" account for the execution of the Share Capital Increase, which shall be therefore deemed paid-up.

#### 4. Purchase Commitment.

The Company irrevocably undertakes the commitment to purchase the relevant incorporation rights issued in the Share Capital Increase pursuant to the provisions set forth in Section 3 above (hereinafter, the "**Purchase Commitment**").

According to the aforementioned, the Purchase Commitment shall only apply for those incorporation rights initially received by each of the Company's shareholders, excluding those purchased or otherwise acquired on the market either by shareholders or by third-party acquirors, and shall remain in force and may be accepted within the incorporation rights trading period, as may be determined by the Board of Directors. On this purpose, it is approved to authorize the Company to purchase such incorporation rights (as well as those New Shares arising from them), under the maximum limit of the total number of rights to be issued and always in compliance with the applicable legal requirements.

The purchase price of each incorporation right (hereinafter, the "**Purchase Price**") shall be fixed and shall be calculated, determined and disclosed prior to the opening of the incorporation rights trading period by using the following formula, rounded up or down to the nearest thousandth of a euro and, in the event of half a thousandth of a euro, rounded up to the nearest thousandth of a euro:

$$\text{Purchase Price} = \text{Share Price} / (\text{No. Rights per share} + 1)$$

The Company will foreseeably waive the New Shares corresponding to the incorporation rights acquired under the Purchase Commitment. In that case there would be an incomplete take-up of the Share Capital Increase and the share capital would be increased only by the amount corresponding to the incorporation rights in respect of which no waiver has been made and granting their holders the right to receive a round number of new shares, pursuant to Article 311 of the Spanish Companies Act.

The acquisition by the Company of the incorporation rights under the Purchase Commitment will be entirely charged against the reserves existing in the “Share premium” account, which are included amongst the reserves set forth in Article 303.1 of the Spanish Companies Act.

5. Representation of New Shares.

New Shares issued pursuant to the Share Capital Increase shall be ordinary, with a face value of five euros (€5) each, of the same class and series as those currently issued, shall be represented by book entries (*acções escriturais*) and shall be registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the *Central de Valores Mobiliários*, managed by Interbolsa.

6. Rights attached to the New Shares.

The New Shares shall grant their holders the same voting and economic rights as the Company’s ordinary shares issued at the date on which the Share Capital Increase is declared subscribed, on the applicable amount, and paid-up.

7. Balance sheet and reserve against which the Share Capital Increase is charged.

The balance sheet on which the Share Capital Increase is based is the balance sheet for the fiscal year closed on 31 December 2024, which has been audited by Pricewaterhouse Coopers Auditores, S.L. on 25 February 2025, and submitted to the Ordinary General Shareholders’ Meeting for its approval under item one of the agenda.

As provided above, the Share Capital Increase will be entirely charged against the reserves existing in the “Share premium” account, which are included amongst the reserves provided for in Article 303.1 of the Spanish Companies Act. At the time for the execution of the Share Capital Increase, the Board of Directors (with express power of delegation or substitution) shall specify the amount of said reserves to be applied to carry out the Share Capital Increase according to the balance sheet to be used as basis for the Share Capital Increase.

8. Shares in deposit.

Once the incorporation rights trading period has ended, New Shares that could not be allocated due to reasons not attributable to the Company shall be kept on deposit at the disposal of those holders who can prove their legitimate ownership over the relevant incorporation rights. Three (3) years after the expiry of the aforementioned incorporation rights trading period, the New Shares still pending to be allocated may be sold in accordance with the provisions set forth in Article 117 of the Spanish Companies Act, on behalf of and at the expense of the interested parties. The net amount of the aforementioned sale shall be deposited with the Bank of Spain or with the *Caja General de Depósitos* at the disposal of the interested parties.

9. Listing of New Shares.

The Company shall apply for the listing of the New Shares on Euronext Lisbon, by taking such steps and actions and by submitting the required documents to Euronext Lisbon as may be necessary or appropriate, in order for them to be admitted to trading, expressly stating that the Company shall comply with the applicable regulations governing the securities market from time to time, particularly regarding the listing, continued trading and delisting of the securities.

10. Execution of the Share Capital Increase.

The Board of Directors is entitled to decide whether to carry out, or not, the Share Capital Increase, setting the date for its execution and all those terms and conditions not expressly foreseen in this resolution, within a maximum term of one (1) year.

Notwithstanding the aforementioned, if the Board of Directors, with express sub-delegation authorities, does not consider convenient to execute the Share Capital Increase, it will not be obliged to formalize it. In particular, the Board of Directors will analyze and take into account the market conditions, circumstances of the Company and those arising from any circumstance or event of social or financial significance to the Company and, if in the opinion of the Board of Directors those or other considerations make it unadvisable to execute the Share Capital Increase, the Share Capital Increase will have no effect if the Board of Directors does not exercise the authorities delegated to it within the period of one (1) year indicated by the General Shareholders' Meeting, in which case it will inform shareholders at the first General Shareholders' Meeting held thereafter.

After the end of the incorporation rights trading period:

(a) The New Shares will be allocated to those shareholders who hold the incorporation rights, registered in the relevant accounts of financial intermediaries affiliated with Interbolsa and the corresponding jumbo accounts opened by such financial intermediaries in the *Central de Valores Mobiliários*, managed by Interbolsa.

(b) The Board of Directors will declare the incorporation rights trading period over and will apply the reserves in the Company's "Share premium" account in the amount of the Share Capital Increase, which will be deemed paid-up by that application.

Likewise, once the incorporation rights trading period expires, the Board of Directors will pass the relevant resolutions regarding: (a) the amendment of the Company's by-laws in order to reflect the new amount of the share capital and number of issued shares following the Share Capital Increase; and (b) the application for the listing of the New Shares issued pursuant to the Share Capital Increase on Euronext Lisbon.

11. Delegation of authorities and authorization for the Share Capital Increase execution.

Pursuant to Article 297.1.a) of the Spanish Companies Act, it is approved to authorize the Board of Directors, with express sub-delegation authorities, to establish the terms and conditions of the Share Capital Increase in any features not expressly provided by the General Shareholders' Meeting herein, within a period not exceeding one (1) year as from the date on which this resolution is passed by the General Shareholders' Meeting regarding the Share Capital Increase.

In this regard, and according to all the aforementioned, the authorities delegated to the Board of Directors include, amongst others, but not limited to, the following powers:

- (a) To set the date on which the Share Capital Increase shall be carried out and to determine the specific execution schedule.
- (b) To determine the amount of the reserves existing in the "Share premium" account against which the Share Capital Increase shall be charged.
- (c) To determine the amount of the Share Capital Increase, the number of New Shares to be issued and the number of incorporation rights required for the attribution of a New Share.
- (d) To establish the duration of the incorporation rights trading period, as well as to determine such other date, term or period as may be required in order to execute the Share Capital Increase.
- (e) To set, within the incorporation rights trading period, the term during which the Purchase Commitment shall be effective and may be exercised, on the aforementioned terms and conditions and setting out those not provided for by this General Shareholders' Meeting resolution. Likewise, to pay the relevant amounts to the holders of the incorporation rights who have accepted said undertaking.
- (f) To waive, if applicable, such amount of incorporation rights as may be necessary in order to adjust the proportion of attribution of New Shares to the incorporation rights that are acquired pursuant to the Purchase Commitment, as well as any other incorporation rights which may be necessary or appropriate to waive.
- (g) To declare the Share Capital Increase executed and closed after the end of the incorporation rights trading period, determining incomplete take-up where applicable, and granting, signing, executing and certifying as many public and private documents as may be required or appropriate to execute, formalize and provide the Share Capital Increase with full effectiveness before any public or private entities or agencies, whether Spanish, Portuguese or foreign, including acts for purposes of representation or supplementation or to cure defects or omissions that might prevent or hinder the full effectiveness of the Share Capital Increase resolution.



In this regard the Board of Directors shall pass the relevant resolution in order to amend the text of Article 5 of the Company's by-laws (*Share capital*) to reflect the new amount of the share capital and apply for the listing of the New Shares.

(h) To draw up, execute and submit all necessary or appropriate documentation and to take all necessary or appropriate actions in order to ensure the New Shares to be included in the relevant book-entry accounting registry and listed on Euronext Lisbon.

(i) To carry out any action, take any step or make any declaration before the Portuguese Securities Market Commission (*Comissão do Mercado de Valores Mobiliários*), to the relevant book-entry accounting registries and any other public or private body, entity or registry, whether Spanish, Portuguese or foreign, to ensure the authorization, verification and implementation of the issuance whenever necessary or appropriate, as well as the admission to trading of the New Shares and the incorporation rights.

(j) To carry out any action, take any step or make any declaration before Interbolsa to register the incorporation rights and New Shares to be issued by means of the Share Capital Increase in the *Central de Valores Mobiliários*.

(k) To carry out any action, take any step or make any declaration before *Euronext Lisbon Sociedade Gestora de Mercados Regulamentados S.A.* to procure the admission to trading in the official quotations market of Euronext Lisbon of the incorporation rights and New Shares.

(l) To draw up and publish such notices and announcements as are necessary or appropriate for such purpose.

(m) To carry out the necessary or appropriate actions and establish the necessary or appropriate mechanisms and processes for the due compliance with all tax obligations arising from the execution of the Share Capital Increase resolution, including any withholdings and/or payments on account (in cash or in kind) that are required by law at any time.

The Board of Directors is expressly authorized to in turn delegate to any director the powers herein referred, notwithstanding the powers that may be granted to any person for specific acts of execution.