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## **NINTH ITEM OF THE AGENDA**

### **Amendments of the Articles of Association:**

**Ninth A. Amendment of article 23º (Limitations in order to be a Director. Vacancies).**

**Ninth B. Amendment of article 28º (Audit, Control and Related-parties Committee).**

**Ninth C. Amendment of article 30º (Environmental, Social and Corporate Governance Committee).**

## **PROPOSED RESOLUTION FOR THE NINTH ITEM OF THE AGENDA**

In accordance with the explanatory report issued by the Board of Directors on 26 February 2025, which has been made available to the shareholders on the occasion of the call for the Ordinary General Shareholders' Meeting, to amend the articles of the corporate Articles of Association indicated below, in accordance with Article 197 bis of the Spanish Companies Act:

### **Nine.1. Amendment of article 23 (Limitations to be a Director. Vacancies).**

To amend Article 23 of the Articles of Association, for the purpose of aligning the limitations to be a Director with the corporate purpose and the activity of the Company, specifically, regarding the determination of which companies are considered competitors of EDPR. The aforementioned Article 23 of the corporate Articles of Association will have the following literal wording:

<i>PREVIOUS WORDING</i>	<i>NEW WORDING</i>
<b>"ARTICLE 23.- LIMITATIONS IN</b>	<b>"ARTICLE 23.- LIMITATIONS IN</b>

## **ORDER TO BE A DIRECTOR. VACANCIES**

1. *The following may not be Directors of the Company:*
  - a. *Anyone who is a director or has any relationship with a competing company of EDP RENOVÁVEIS, S.A., as well as those who have any family relationship with the latter. To this end, it shall be assumed in any case that a company is a rival of EDP RENOVÁVEIS, S.A. when, directly or indirectly, it is involved in the production, ~~storage, transport, distribution, marketing or supply~~ of electrical fluid ~~or combustible gases~~; and also when the competing company or any of the companies in its Group and the Directors, employees, lawyers, advisors or representatives of any of the latter have interests opposing those of EDP RENOVÁVEIS, S.A. Under no circumstances shall companies belonging to the same Group as EDP RENOVÁVEIS, S.A., including abroad, be regarded as competitors.*
  - b. *People who find themselves in any other eventuality involving incompatibility or a prohibition determined by law or in the articles of association.*
2. *If, during the timeframe, for which the Directors were appointed, any vacancies arise, for whatsoever reason, the Board may designate those people who have to occupy them until the first General*

## **ORDER TO BE A DIRECTOR. VACANCIES**

1. *The following may not be Directors of the Company:*
  - a. *Anyone who is a director or has any relationship with a competing company of EDP RENOVÁVEIS, S.A., as well as those who have any family relationship with the latter. To this end, it shall be assumed in any case that a company is a rival of EDP RENOVÁVEIS, S.A. when, directly or indirectly, it is involved in the production of electrical fluid derived from renewable sources; and also when the competing company or any of the companies in its Group and the Directors, employees, lawyers, advisors or representatives of any of the latter have interests opposing those of EDP RENOVÁVEIS, S.A. Under no circumstances shall companies belonging to the same Group as EDP RENOVÁVEIS, S.A., including abroad, be regarded as competitors.*
  - b. *People who find themselves in any other eventuality involving incompatibility or a prohibition determined by law or in the articles of association.*
2. *If, during the timeframe, for which the Directors were appointed, any vacancies arise, for whatsoever reason, the Board may designate those people who have to occupy them until the first General Meeting*

<p><i>Meeting meets up.</i></p> <p>3. <i>The election of the members of the Board shall be voted on. With this in mind, those shares which voluntarily group together, until forming an amount of the share capital equal to or greater than that deriving from dividing the latter by the number of members of the Board, shall be entitled to designate those who, when exceeding whole numbers, are deducted proportionately.</i></p> <p>4. <i>In the event that this power of proportional representation is used, any shares grouped together in this way shall not take part in voting on the other members of the Board."</i></p>	<p><i>meets up.</i></p> <p>3. <i>The election of the members of the Board shall be voted on. With this in mind, those shares which voluntarily group together, until forming an amount of the share capital equal to or greater than that deriving from dividing the latter by the number of members of the Board, shall be entitled to designate those who, when exceeding whole numbers, are deducted proportionately.</i></p> <p>4. <i>In the event that this power of proportional representation is used, any shares grouped together in this way shall not take part in voting on the other members of the Board."</i></p>
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## **Ninth.2. Amendment of article 28 (Audit, Control, and Related Parties Committee).**

To amend Article 28 (Audit, Control, and Related Parties Committee) of the Articles of Association, so that the functions assigned to the Audit, Control, and Related Parties Committee are updated in accordance with the latest amendments of its internal operating regulations, approved by the Board of Directors of the Company at its meeting held on 25 July 2024. The aforementioned article, with express repeal of its current wording, will have the following literal wording:

<b>PREVIOUS WORDING</b>	<b>NEW WORDING</b>
<p><b>"ARTICLE 28.- AUDIT, CONTROL AND RELATED-PARTY COMMITTEE</b></p> <p>1. <i>The Board of Directors shall form an Audit, Control and Related-Party Committee on a permanent basis which shall be formed by between three (3) and five (5) of its</i></p>	<p><b>"ARTICLE 28.- AUDIT, CONTROL AND RELATED-PARTY COMMITTEE</b></p> <p>1. <i>The Board of Directors shall form an Audit, Control and Related-Party Committee on a permanent basis which shall be formed by between three (3) and five (5) of its</i></p>

*members, the majority of whom must Independent Directors.*

- 2. The Audit, Control and Related-Party Committee shall carry out supervision tasks on an independent basis from the actions of the Board of Directors.*
- 3. This Committee shall have a Chairman, who must have status as an Independent Director, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.*
- 4. The term of the office of a member of the Audit, Control and Related-Party Committee shall coincide with that of a Director of each member. The members of the Audit, Control and Related- Party Committee may be re-elected and removed at the wishes of the Board of Directors.*
- 5. The post of Chairman shall last no more than four (4) consecutive years and he may be re-elected once a year has elapsed since his removal. Where applicable, the outgoing Chairmen may continue to be members of the Audit, Control and Related-Party Committee.*
- 6. Without prejudice to any other tasks assigned to it by the Board of Directors or responsibilities attributed to it by law, the competences of the Audit, Control and Related-Party Committee shall be, by way of example and without being limited to, the following.*

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- 3. This Committee shall have a Chairman, who must have status as an Independent Director, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.*
- 4. The term of the office of a member of the Audit, Control and Related-Party Committee shall coincide with that of a Director of each member. The members of the Audit, Control and Related- Party Committee may be re-elected and removed at the wishes of the Board of Directors.*
- 5. The post of Chairman shall last no more than four (4) consecutive years and he may be re-elected once a year has elapsed since his removal. Where applicable, the outgoing Chairmen may continue to be members of the Audit, Control and Related-Party Committee.*
- 6. Without prejudice to any other tasks assigned to it by the Board of Directors or responsibilities attributed to it by law, the competences of the Audit, Control and Related-Party Committee shall be, by way of example and without being limited to, the following.*

*A. Audit and Control Duties:*

- a. To inform, through its Chairman, at the General Meetings, about any issues falling within its competences.*
- b. To propose to the Board of Directors for its submission to the General Meeting the appointment of the Accounts' Auditors and Sustainability Information Verifiers of the Company, as well as the terms of their hiring, the scope of their work– in particular as regards audit services, "audit related" and "non-audit" –, the annual evaluation of their activity and the revocation and renewal of their post.*
- c. To supervise the financial information process and the operation of the internal control and risk management systems, as well as to evaluate said systems and propose the respective adjustments to suit the needs of the Company, as well as to supervise the reliability of the preparation and publication process of the financial information by the Board of Directors, including the reliability of the accounting policies, estimates, judgments, attendant publication and their constant application between tax years with an*

*A. Audit and Control Duties:*

- a. To inform, through its Chairman, at the General Meetings, about any issues falling within its competences.*
- b. To propose to the Board of Directors for its submission to the General Meeting the appointment of the Accounts' Auditors and Validators (verificadores) of the Sustainability Information of the Company, as well as the terms of their hiring, the scope of their work– in particular as regards audit services, "audit related" and "non-audit" –, the annual evaluation of their activity and the revocation and renewal of their post.*
- c. To supervise the financial and sustainability information reporting process and the operation of the internal control and risk management systems, as well as to evaluate said systems and propose the respective adjustments to suit the needs of the Company, as well as to supervise the reliability of the preparation and publication process of the financial and sustainability information by the Board of Directors, including the reliability of the accounting policies, estimates, judgments, attendant publication and their constant application between tax years with an*



appropriate form of communication and documentation.

d. To supervise internal auditing activities, in particular:

- (i) Approving and supervising, in coordination with the CEO, the Annual Internal Audit Account;
- (ii) Approving and reviewing the Internal Audit Regulation; and
- (iii) Supervising, in coordination with the CEO and the Management Team, the implementation of the recommendations made by the Internal Audit.

e. To set up a permanent relationship with the Accounts' Auditor, striving to ensure that the conditions of independence are guaranteed and the appropriate rendering of the services by the Auditors acting as the liaison of the Company in any of those matters related with the accounts' auditing process; as well as to receive and maintain information about any issue related with accounts auditing.

appropriate form of communication and documentation.

d. To supervise internal auditing activities, in particular:

- (i) Approving and supervising, in coordination with the CEO, the Annual Internal Audit Account;
- (ii) Approving and reviewing the Internal Audit Regulation; and
- (iii) Supervising, in coordination with the CEO and the Management Team, the implementation of the recommendations made by the Internal Audit.

e. To set up a permanent relationship with the Accounts' Auditor and the Validator (verificador) of the Sustainability Information, striving to ensure that the conditions of independence are guaranteed and the appropriate rendering of the services by the Auditors and Validators acting as the liaison of the Company in any of those matters related with the accounts' auditing and validation of sustainability information processes; as well as to receive and maintain information about any issue related with accounts

- f. To draw up an annual report about its supervisory action, including any limitations found and issue its opinion about the directors' report on the accounts and the proposals drawn up by the Board of Directors. To receive communications about any irregularities in financial ~~and~~ accounting matters ~~which have been submitted by the employees, shareholders of the Company or entities that have a direct, legally protected interest with regard to the activity of the Company.~~
- g. To hire the services of experts to cooperate with any of the members of the Committee during the course of their duties, and the hiring and remuneration of said experts must bear in mind the importance of the matters assigned to them and the economic situation of the Company.
- h. To draw up Reports at the request of the Board and its Committees.
- i. To approve and supervise, in coordination with the Management Team, the Annual Activity Plan of the

auditing and validation of sustainability information subjects.

- f. To draw up an annual report about its supervisory action, including any limitations found and issue its opinion about the directors' report on the accounts and the proposals drawn up by the Board of Directors, as well as its opinion on the reliability of the Sustainability Report. To receive communications about any irregularities reported through the whistleblowing channel in financial, accounting, internal accounting controls, and auditing matters that have been reported by Ethics & Compliance.
- g. To hire the services of experts to cooperate with any of the members of the Committee during the course of their duties, and the hiring and remuneration of said experts must bear in mind the importance of the matters assigned to them and the economic situation of the Company.
- h. To draw up Reports at the request of the Board and its Committees.
- i. To approve and supervise, in coordination with the Management Team, the Annual Activity Plan of the

*Corporate Compliance  
Department.*

- j. To analyse and monitor any recommendations about the measures to be adopted in situations involving significant non-compliance*
- k. To supervise compliance with the regulations and alignment of the business processes with the requirements of the Compliance Management System in order to install a sustainable compliance culture at the Company.*

*B. Operations' duties between  
Related Parties:*

*The Audit, Control and Related-Party Committee shall carry out the following tasks commissioned to it by the Board of Directors, without prejudice to the Board of Directors commissioning others to it:*

- a. By delegation of the Board of Directors:*
  - (i) To analyse and, where applicable, approve in advance any related transactions (i) (a) intragroup or (b) between the EDP Renováveis Group and the EDP Group, whose amount or value is 10 % less than the total items of the assets in accordance with the*

*Corporate Compliance  
Department.*

- j. To analyse and monitor any recommendations about the measures to be adopted in situations involving significant non-compliance*
- k. To supervise compliance with the regulations and alignment of the business processes with the requirements of the Compliance Management System in order to install a sustainable compliance culture at the Company.*

*B. Operations' duties between  
Related Parties:*

*The Audit, Control and Related-Party Committee shall carry out the following tasks commissioned to it by the Board of Directors, without prejudice to the Board of Directors commissioning others to it:*

- a. By delegation of the Board of Directors:*
  - (i) To analyse and, where applicable, approve in advance any related transactions (i) (a) intragroup or (b) between the EDP Renováveis Group and the EDP Group, whose amount or value is 10 % less than the total items of the assets in accordance with the latest annual balance sheet approved by the*



latest annual balance sheet approved by the Company, provided that they are carried out in the context of ordinary management and under market conditions; and (ii) any transactions which are arranged under contracts whose standard terms apply in masse to a high number of customers, are carried out at prices or rates determined on a general basis by whosoever acts as the supplier of the good or service in question, and whose amount does not exceed 0.5 per cent of the net turnover of the company; and

- (ii) To periodically inform the Board of Directors about the transactions that the Committee has approved as a result of the aforementioned delegation, about the fairness and transparency thereof and, where applicable, about compliance with the legal criteria applicable.

b. To analyse and inform any modification to the

Company, provided that they are carried out in the context of ordinary management and under market conditions; and (ii) any transactions which are arranged under contracts whose standard terms apply in masse to a high number of customers, are carried out at prices or rates determined on a general basis by whosoever acts as the supplier of the good or service in question, and whose amount does not exceed 0.5 per cent of the net turnover of the company; and

- (ii) To periodically inform the Board of Directors about the transactions that the Committee has approved as a result of the aforementioned delegation, about the fairness and transparency thereof and, where applicable, about compliance with the legal criteria applicable.

b. To analyse and inform any modification to the

*Framework Agreement formalised by EDP and EDP Renováveis on 7 May 2008.*

- c. *To submit a report to the Board of Directors of the Company about the transactions between related parties which have to be approved by the Board of Directors of EDPR SA or by its Shareholders' Meeting in accordance with the law, and which includes: (i) information about the nature of the transaction and about the relationship with the related party, (ii) the identity of the related party, (iii) the date and value or amount of the recompense for the transaction and (iv) any other information required to assess whether the latter is fair and reasonable from the perspective of the company and of the shareholders who are not related parties.*

- d. *To ask EDP for access to any information necessary to fulfil its competences.*

7. *The Audit, Control and Related-Party Committee shall meet at least once a quarter or whenever deemed opportune by the Chairman. The Audit, Control and Related-Party Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented.*

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- c. *To submit a report to the Board of Directors of the Company about the transactions between related parties which have to be approved by the Board of Directors of EDPR SA or by its Shareholders' Meeting in accordance with the law, and which includes: (i) information about the nature of the transaction and about the relationship with the related party, (ii) the identity of the related party, (iii) the date and value or amount of the recompense for the transaction and (iv) any other information required to assess whether the latter is fair and reasonable from the perspective of the company and of the shareholders who are not related parties*

- d. *To ask EDP for access to any information necessary to fulfil its competences*

7. *The Audit, Control and Related-Party Committee shall meet at least once a quarter or whenever deemed opportune by the Chairman. The Audit, Control and Related-Party Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented.*

<p>8. <i>Furthermore, the resolutions of the Audit, Control and Related-Party Committee shall be adopted with the vote in favour of the majority of its members, with the Chairman having the casting vote if there is a tie.</i></p> <p>9. <i>The operating rules of the Audit, Control and Related-Party Committee shall be drawn up by the Board of Directors."</i></p>	<p>8. <i>Furthermore, the resolutions of the Audit, Control and Related-Party Committee shall be adopted with the vote in favour of the majority of its members, with the Chairman having the casting vote if there is a tie.</i></p> <p>9. <i>The operating rules of the Audit, Control and Related-Party Committee shall be drawn up by the Board of Directors."</i></p>
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### **Ninth.3. Amendment of article 30 (Environment, Social, and Corporate Governance Committee).**

To amend Article 30 (Environment, Social, and Corporate Governance Committee) of the bylaws, so that the functions assigned to the Environment, Social, and Corporate Governance Committee are updated in accordance with the latest modifications of its internal operating regulations, approved by the Board of Directors of the Company at its meeting on July 25, 2024. The aforementioned article, with express repeal of its current wording, will have the following literal wording.

<b>PREVIOUS WORDING</b>	<b>NEW WORDING</b>
<p><b>"ARTICLE 30.- ENVIROMENTAL, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE</b></p> <p>1. <i>The Board of Directors may form an Environmental, Social and Corporate Governance Committee.</i></p> <p>2. <i>The Environmental, Social and Corporate Governance Committee shall be an informative and advisory body and shall not have any executive functions.</i></p>	<p><b>"ARTICLE 30.- ENVIROMENTAL, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE</b></p> <p>1. <i>The Board of Directors may form an Environmental, Social and Corporate Governance Committee.</i></p> <p>2. <i>The Environmental, Social and Corporate Governance Committee shall be an informative and advisory body and shall not have any executive functions.</i></p>

3. *The Environmental, Social and Corporate Governance Committee shall be formed by between three (3) and six (6) Directors, at least half of whom shall be independent. The members of the Executive Committee may not be members of the Environmental, Social and Corporate Governance Committee. The designation of the members of the Environmental, Social and Corporate Governance Committee pertains to the Board of Directors.*

4. *This Committee shall have a Chairman, who shall be independent, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.*

5. *Without prejudice to any other duties that the Board of Directors may assign to it, the main duties of the Environmental, Social and Corporate Governance Committee shall consist of the following.*

a. *To supervise the key performance indicators in terms of the environmental, social and corporate governance matters included in the business plan of the Company and to monitor the achievement thereof.*

b. *To propose to the Board of Directors the sustainability, environmental, social and*

3. *The Environmental, Social and Corporate Governance Committee shall be formed by between three (3) and six (6) Directors, at least half of whom shall be independent. The members of the Executive Committee may not be members of the Environmental, Social and Corporate Governance Committee. The designation of the members of the Environmental, Social and Corporate Governance Committee pertains to the Board of Directors.*

4. *This Committee shall have a Chairman, who shall be independent, and a Secretary, and the latter does not have to have status as a Company Director. Both posts shall be designated by the Board.*

5. *Without prejudice to any other duties that the Board of Directors may assign to it, the main duties of the Environmental, Social and Corporate Governance Committee shall consist of the following.*

a. *To supervise the key performance indicators in terms of the environmental, social and corporate governance matters included in the business plan of the Company and to monitor the achievement thereof.*

b. *To propose to the Board of Directors the sustainability, environmental, social and*

corporate governance policies of the Company and their periodic updating.

- c. To promote, manage and supervise the objectives, action plans and practices of the Company in terms of health, safety and occupational risk prevention.
- d. To review and submit to the Board of Directors the Annual Report (EINF). The Environmental, Social and Corporate Governance Committee shall supervise the relationship and information of the Company with the investors, the ratings and the ratings' agencies in terms of sustainability.
- e. To supervised and carry out a periodic review of the main trends, environmental, social and corporate governance trends, as well as of the normative developments to Company activity.
- f. To analyse the integration of the environmental, social and corporate governance risks and opportunities with regard to Company procedures and in its risk management system.

corporate governance strategy, plans, policies and objectives of the Company and their periodic updating.

- c. To promote, manage and supervise the objectives, action plans and practices of the Company in terms of health, safety and occupational risk prevention.
- d. Assist in the process of calculation, definition, and synthesis of the double materiality concept.
- e. To review and submit to the Board of Directors the Annual Report (EINF). The Environmental, Social and Corporate Governance Committee shall supervise the relationship and information of the Company with the investors, the ratings and the ratings' agencies in terms of sustainability.
- f. Carry out a periodic review of the main environmental, social and corporate governance trends, as well as of the normative developments and regulatory updates and the best practices in sustainability to Company activity.
- g. To analyse the integration of the environmental, social and corporate governance risks and opportunities with regard to Company procedures and in its risk management system.



<p><i>g. Supervising and evaluating the reliability of the corporate governance model adopted by the Company and its compliance with internationally accepted governance models, making relevant recommendations in this regard.</i></p> <p><i>h. Supervising compliance with and the correct application of the corporate governance standards in force, promoting and requesting the exchange of information required to this end.</i></p> <p><i>i. Any other duties assigned to it by these Corporate Articles of Association or the Board of Directors itself.</i></p> <p><i>6. The Environmental, Social and Corporate Governance Committee shall meet whenever deemed appropriate by its Chairperson. The Environmental, Social and Corporate Governance Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented. Furthermore, the resolutions of the Environmental, Social and Corporate Governance Committee shall be adopted with the vote in favour of the majority of its members, with the Chairperson having the casting vote if there is a tie.</i></p> <p><i>7. The operating rules of the Environmental, Social and Corporate Governance Committee</i></p>	<p><i>h. Supervising and evaluating the reliability of the corporate governance model adopted by the Company and its compliance with internationally accepted governance models, making relevant recommendations in this regard.</i></p> <p><i>i. Supervising compliance with and the correct application of the corporate governance standards in force, promoting and requesting the exchange of information required to this end.</i></p> <p><i>j. Any other duties assigned to it by these Corporate Articles of Association or the Board of Directors itself.</i></p> <p><i>6. The Environmental, Social and Corporate Governance Committee shall meet whenever deemed appropriate by its Chairperson. The Environmental, Social and Corporate Governance Committee shall be validly formed when half plus one of its members attend the meeting, in person or represented. Furthermore, the resolutions of the Environmental, Social and Corporate Governance Committee shall be adopted with the vote in favour of the majority of its members, with the Chairperson having the casting vote if there is a tie.</i></p> <p><i>7. The operating rules of the Environmental, Social and Corporate Governance</i></p>
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