



We renew our partnerships

We promote union as energy
for the development of communities.

transition

A new word
for the future.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





Corporate Governance

REN is in a mission to ensure the continuous provision of energy to the whole country, and as such to contribute to the development of communities and to improve the quality of life of Portuguese people. This is a task which requires a continuous and devoted effort. But our commitment goes beyond our mission.

We believe in the exercise of an active corporate citizenship, with a strong involvement with the communities we belong to, both at a social and at an environmental level.

To take this commitment, this requires that all REN activities are guided by sustainability principles, by means of obeying to rigorous and measurable criteria and respecting demanding standards of excellence, without ever losing sight of the positive impact we want to have on the communities and ecosystems we work close to.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





7.1. Information on shareholder structure, organization and corporate governance

7.1.1. Economic environment

I. Capital structure

I.1. Capital structure (capital, number of shares, distribution of capital among shareholders, etc.), including information on shares not admitted to trading, different classes of shares, inherent rights and duties and percentage of capital which each class represents (Art. 29-H(1)(a))

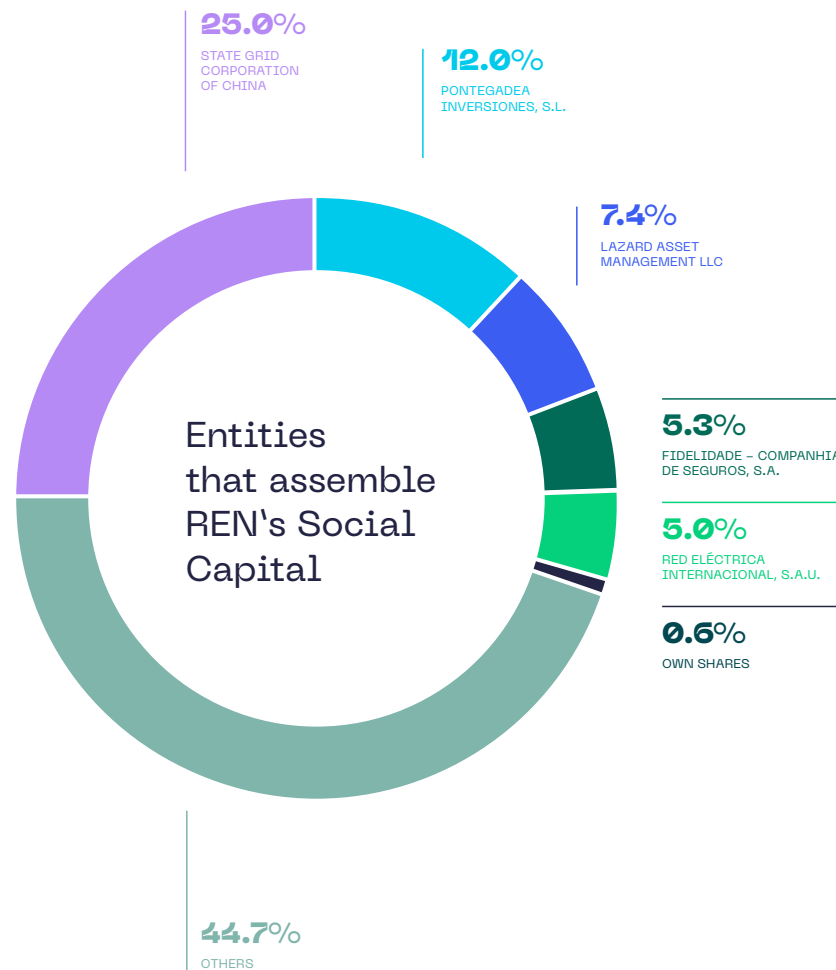
The share capital of REN – Redes Energéticas Nacionais, S.G.P.S., S.A. (REN or the company) in the amount of 667,191,262 euros is represented by 667,191,262 ordinary shares with a face value of 1.00 euro each, in the form of nominative book-entry shares.

REN shares are ordinary shares that do not grant special rights to their holders, beyond the general rights inherent as a shareholder under the law.

Currently, all REN shares are admitted to trading on Euronext Lisbon, a regulated market managed by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A., with code PTREL0AM0008.

For more detailed information on the main company shareholders of the company see II.7. below.

Shareholder structure on December 31, 2022



I.2. Restrictions on the transferability of shares, such as consent clauses for disposal, or limitations on ownership of shares (Art. 29-H(1)(b))

No restrictions currently exist and REN has not implemented any measures which hinder the transferability of shares (such as consent clauses in the event of transfer. REN shares are freely tradable on the regulated market.

With respect to ownership limitations on shares, in accordance with applicable legislation, no entity, including entities which conduct business in the respective sector in Portugal or abroad, can have direct or indirect holdings greater than 25% of REN share capital¹.

These limitations on the ownership of REN shares were introduced further to the transposition of European community directives applicable to the electricity and natural gas sectors to promote competition in the market and ensure equal access by operators to transmission infrastructures. This limitation was implemented by means of a provision included in REN's Articles of Association that provides

for the non-count of votes cast by any shareholder, in the shareholder's own name or as a representative of another shareholder, that exceed 25% of the total votes corresponding to the share capital. The votes are counted in accordance with Article 20 of the Portuguese Securities Code (Securities Code)².

It should be further noted that on 9 September 2014³, ERSE – The Energy Services Regulator (ERSE) issued a decision on the certification of REN – Rede Eléctrica Nacional, S.A. and REN – Gasodutos, S.A. (both wholly owned by REN) as operators of the National Electricity Transmission System and the National Natural Gas Transmission System (the ERSE Decision), respectively, under full ownership unbundling which remains in force.

In accordance with the ERSE Decision, certification was dependent on compliance with a series of conditions intended to ensure the independence of these operators, including, inter alia, (i) restrictions on the exercising of rights related to the REN General Shareholders' Meeting; (ii) restrictions on the exercising of positions on the

Board of Directors or Audit Committee of REN or the Transmission System Operators; and (iii) the amendment to REN's Articles of Association with a view to complying with the restrictions set out in (i) and (ii).

The amendments to REN's Articles of Association required to comply with the ERSE Decision were approved by the REN General Shareholders' Meeting which was held on 17 April 2015. With regard to the exercising of rights at the REN General Shareholders' Meeting, the following changes were included:

- Shareholders which, directly or indirectly, exercise control over a company which either produces or sells electricity or natural gas are not allowed to exercise voting rights at the General Shareholders' Meeting over any Company shares, except when ERSE recognizes that no risk of conflict of interest exists; and
- The persons who exercise control or rights over companies which either produce or sell electricity or natural gas may not appoint members to the Board of Directors or the statutory auditor, or members of bodies which

legally represent it on their own or through others with whom they are connected via shareholders' agreements, except (i) when ERSE recognizes that there is no risk of conflicts of interest due to the fact that the respective production or sale of electricity or natural gas of such a shareholder takes place in geographical locations which have no direct or indirect connection or interface with Portuguese networks and (ii) provided that there were no changes as to the grounds or objective circumstances which led ERSE to recognize no conflict of interest existed with Portuguese transmission network operators.

Therefore, limitations on the ownership of shares (as well as the exercising of rights) are exclusively due to legal and regulatory requirements or compliance with administrative decisions which the 2018 Corporate Governance Code of the Portuguese Institute of Corporate Governance (Instituto Português de Corporate Governance) as amended in 2020 (IPCG Code) cannot overturn. As such, recommendation II.5. of the IPCG Code must be considered as non-applicable to REN.

¹ See Article 226(2)(i) of Decree-Law No 15/2022 of 14 February (current wording), and Article 122(3)(b) and Article 125(3)(h) of Decree-Law No 62/2020 of 28 August (current wording).

² See paragraphs 3 and 4 of Article 12 of REN's Articles of Association.

³ ERSE notified REN on 4 August 2015 confirming that the certification conditions determined on 9 September 2014 had been complied with, thus making the certification decision final.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



I.3. Number of own shares, percentage of corresponding share capital and percentage of voting rights to which own shares would correspond (Art. 29–H(1)(a))

REN has 3,881,374 own shares, representing 0.6% of its capital. These shares would correspond to 0.6% of voting rights.

I.4. Significant agreements to which REN is a party that would come into force, be amended or terminate in the event of a change of control over the Company, as the result of a takeover bid, as well as the respective effects, except if, due to their nature, the disclosure of which would be seriously prejudicial for the Company, except if the Company is specifically required to disclose this information due to other legal requirements (Art. 29–H(1)(j))

REN and its subsidiaries are party to a number of financing contracts and debt issues which include clauses on change of control which are typical of such transactions (including, although not expressly stated, changes of control arising from takeover bids) and essential for carrying out such transactions on the market. It should be noted that the mentioned clauses are in line with market practice and are only intended to regulate the relevant contracts in scenarios of change of control over REN, not entailing any payments or

the assumption of obligations by REN capable of harming the economic interest in the transfer of REN shares or the free appraisal by its shareholders of the performance of the directors, in the event of a change of control or change in the composition of the board of directors.

However, the practical application of these clauses is limited, considering the legal restrictions on the ownership of REN shares as explained in I.2., making an acquisition or change of control over REN unfeasible, in light of the current legal framework.

There are no other significant agreements to which REN is a party that would come into force, be amended or terminate in the event of a change in control over the Company or as the result of a takeover bid.

In summary, REN has not adopted any measures aimed at requiring payment or taking on encumbrances by the Company in the event of changes of control or changes in the composition of the Board of Directors and which would be liable to prejudice the free transferability of shares or the free evaluation by shareholders of the performance of members of the Board of Directors. Therefore, the Recommendation II.6. of the IPCG Code is fully adopted.

I.5. Framework to which the renewal or repeal of defensive measures are subject, in particular those that limit the number of votes which can be held or exercised by a sole shareholder individually or jointly with other shareholders

The only provisions in the REN Articles of Association which provide for limitations on votes which can be held or exercised by a sole shareholder or by certain shareholders (e.g. who exercise control over a company which works in the production or sale of electricity or natural gas), individually or together with other shareholders are set out in I.2. above.

Such provisions arise from legal requirements and from the ERSE Decision and do not seek to limit voting rights, but rather to ensure the existence of a sanctioning system for breaching the legal limit on the ownership of shares and the legal restriction on voting rights, respectively.

As such, there is no mechanism in the Articles of Association to renew or repeal these statutory rules, as they exist in compliance with legal and administrative requirements. Therefore, recommendation II.5. of the IPCG Code must be considered as non-applicable to REN.

There are no other defensive measures.

I.6. Shareholder Agreements which the company is aware of and which could lead to restrictions with regard to the transfer of securities or voting rights (Art. 29–H(1)(g))

The Board of Directors is not aware of any shareholders agreements in relation to REN that may result in any restrictions to the transfer of securities or exercising of voting rights.

II. Shareholdings and bondholdings

II.7. Identification of natural or legal persons which, directly or indirectly, own qualified shareholdings (Art. 29–H(1)(c) and (d) and Art. 16), with detailed information on the percentage of capital and attributable votes and the source and causes of such attribution

Based on the communications submitted to the Company, in particular in accordance with Article 16 of the Securities Code and CMVM Regulation No 5/2008, with reference to 31 December 2022, shareholders having a qualifying holding (representing at least 5% of REN's share capital or voting rights), calculated in accordance with Article 20 of the Securities Code, were as follows:



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



State Grid Corporation of China	No of shares	% Share capital with voting rights
Directly	0	0
Through State Grid Europe Limited (SGEL), fully owned and controlled by State Grid International Development Limited (SGID), which is controlled by State Grid Corporation of China	166,797,815	25.0
Total attributable	166,797,815	25.0

Pontegadea Inversiones S.L. ⁴	No of shares	% Share capital with voting rights
Directly	80,100,000	12.0
Indirectly	0	0
Total attributable	80,100,000	12.0

Lazard Asset Management LLC	No of shares	% Share capital with voting rights
Directly	0	0
Indirectly ⁵	49,568,307 ⁵	7.4
Total attributable	49,568,307	7.4

Fidelidade – Companhia de Seguros, S.A. ⁷	No of shares	% Share capital with voting rights
Directly	35,176,796	5.27
Through Via Directa – Companhia de Seguros, S.A., which is controlled by Fidelidade	119,889	0.02
Through Companhia Portuguesa de Resseguros, S.A., which is controlled by Fidelidade	37,537	0.01
Through Fidelidade Assistência – Companhia de Seguros, S.A., which is controlled by the common shareholder Longrun ⁸	98,732	0.01
Through Multicare – Seguros de Saúde, S.A., which is controlled by the common shareholder Longrun ⁹	63,470	0.01
Total attributable	35,496,424	5.32

Red Eléctrica Corporación, S.A.	No of shares	% Share capital with voting rights
Directly	0	0
Through its branch Red Eléctrica Internacional, S.A.U.	33,359,563	5.0
Total attributable	33,359,563	5.0

⁴ In accordance with the communication sent by the company on 30 July 2021, Pontegadea Inversiones S.L. is controlled by Mr. Amancio Ortega Gaona, to whom the 12.006% voting rights in REN are attributed, pursuant to article 20(1)(b) of the Securities Code.

⁵ This qualified shareholding, calculated under Article 20 of the Securities Code, is held by Lazard Asset Management LLC on behalf of Clients, and is attributable to it since it agreed with the Clients that it would exercise the voting rights. The qualified shareholding is also attributable to (i) Lazard Freres & Co, which holds the total share capital of the firstly mentioned company; (ii) Lazard Group LLC, which holds the total share capital of the secondly mentioned company; and (iii) Lazard Limited, company with shares admitted to trading in the NYSE market, as controlling entity of the abovementioned company.

⁶ In accordance with information made available by Lazard Asset Management LLC on January 9, 2023, by reference to December 31, 2022.

⁷ This qualified shareholding, calculated under Article 20 of the Securities Code, is also attributable to LongRun Portugal, S.G.P.S., S.A., Millenium Gain Capital, Fosun Financial Holdings Limited, Fosun International Limited, Fosun Holdings Limited, Fosun International Holdings, Ltd. and to Mr. Guo Guangchang, as natural or legal persons ou control directly or indirectly Fidelidade – Companhia de Seguros, S.A.

⁸ Longrun holds, also, 80% of the share capital of Fidelidade Assistência – Companhia de Seguros, S.A.

⁹ Longrun holds, also, 80% of the share capital of Multicare – Seguros de Saúde, S.A.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



II.8. Information on the number of shares and bonds held by members of management and supervisory bodies

In accordance with and for the purposes of Article 447 of the Portuguese Companies Code, in particular paragraph 5 thereof, the number of shares held by the members of the

REN management and supervisory bodies and by the persons related to them pursuant to paragraph 2 of the abovementioned article¹⁰, as well as all their acquisitions, encumbrances or disposals with reference to the financial year 2022, based on communications with the company, were as follows:

Board of Directors (including the Audit Committee)

Board of Directors	Acquisitions (in 2022)	Encumbrances (in 2022)	Disposals (in 2022)	No of shares at 31.12.2022
Rodrigo Costa	-	-	-	0 (zero)
João Faria Conceição	-	-	-	500
Gonçalo Morais Soares	-	-	-	0 (zero)
Guangchao Zhu – em representação da SGID	-	-	-	0 (zero)
Mengrong Cheng	-	-	-	0 (zero)
Lequan Li	-	-	-	0 (zero)
Jorge Magalhães Correia	-	-	-	35,496,424 ¹¹
Manuel Ramos de Sousa Sebastião	-	-	-	35,000
Gonçalo Gil Mata	-	-	-	0 (zero)
Rosa Freitas Soares	-	-	-	0 (zero)
Maria Estela Barbot	-	-	-	0 (zero)
Ana Pinho	-	-	-	0 (zero)
Ana da Cunha Barros	-	-	-	0 (zero)
José Luís Arnaut ¹²	-	-	-	7,587

¹⁰ This comprises the shares held by members of the REN management and supervisory bodies and also, if applicable, (i) by the spouse not judicially separated, regardless of the matrimonial property regime; (ii) by minor descendants; (iii) by persons in whose name shares are registered, in the event that they have been acquired on behalf of a member of the management or supervisory bodies and by persons referred to in (i) and (ii); and (iv) by companies of which a member of the management or supervisory bodies and the persons referred to in (i) and (ii) are shareholders with unlimited responsibility, are engaged in the management or exercise any management or supervisory duties or hold, individually or jointly with the persons referred to in (i) to (iii), at least half of the share capital or corresponding voting rights.

¹¹ Corresponding to the shares held by Fidelidade Companhia de Seguros, S.A., which are attributable for the purposes of art. 447 of the Portuguese Companies Code, due to the performance of duties of member of the board of directors and the executive committee of that company, as set out in: web3.cmvvm.pt/sdi/emitentes/docs/fsd430883.pdf

¹² 480 shares held directly and the remainder held by Platinumdetails – Consultoria e Investimentos, Lda, in which 68% of the share capital is held.

¹³ This comprises the shares held by members of the REN management and supervisory bodies and, if applicable, (i) of the spouse not judicially separated, regardless of the matrimonial property regime; (ii) of minor descendants; (iii) of persons in whose name shares are registered, in the event that they have been acquired on behalf of a member of the management or supervisory bodies and of persons referred to in (i) and (ii); and (iv) the shares held by companies of which a member of the management or supervisory bodies and the persons referred to in (i) and (ii) are shareholders with unlimited responsibility, are engaged in the management or exercise any management or supervisory duties or hold, alone or together with the persons referred to in (i) to (iii), at least half of the share capital or corresponding voting rights.

¹⁴ Acquisitions made through three operations to purchase REN FINANCE BV RENEPL 1 ¾ 01/18/28 bonds, with ISIN XS1189286286, as follows: (i) on 24 May 2022 bonds in the amount of 500,000€ were acquired; (ii) on 25 May 2022 bonds in the amount of 1,000,000€ were acquired; and (iii) on 14 June 2022 bonds in the amount of 2,000,000€ were acquired.

¹⁵ Corresponding to the shares held by Fidelidade – Companhia de Seguros, S.A., which are attributable for the purposes of art. 447 of the Portuguese Companies Code, due to the performance of the duties of member of the board of directors and on the executive committee of that company.

¹⁶ Of a total of 4,700,000 bonds held by Fidelidade – Companhia de Seguros, S.A., 1,200,000 correspond to REN bonds and 3,500,000 correspond to REN Finance BV bonds, a company within REN group.

In accordance with and for the purposes of Article 447 of the Portuguese Companies Code, in particular paragraph 5 thereof, the number of bonds held by the members of the REN management and supervisory bodies and by the persons related to them pursuant to paragraph 2 of the abovementioned article¹³, as well

as all their acquisitions, encumbrances or disposals with reference to the financial year of 2022, based on communications sent to the company, were as follows:

Board of Directors

Board of Directors	Acquisitions (in 2022)	Encumbrances (in 2022)	Disposals (in 2022)	No of bonds at 31.12.2022
Rodrigo Costa	-	-	-	0 (zero)
João Faria Conceição	-	-	-	0 (zero)
Gonçalo Morais Soares	-	-	-	0 (zero)
Guangchao Zhu – em representação da SGID	-	-	-	0 (zero)
Mengrong Cheng	-	-	-	0 (zero)
Lequan Li	-	-	-	0 (zero)
Jorge Manuel Magalhães Correia	3.500.000 ¹⁴	-	-	4.700.000 ^{15; 16}
Manuel Ramos de Sousa Sebastião	-	-	-	0 (zero)
Gonçalo Gil Mata	-	-	-	0 (zero)
Rosa Freitas Soares	-	-	-	0 (zero)
Maria Estela Barbot	-	-	-	0 (zero)
Ana Pinho	-	-	-	0 (zero)
Ana da Cunha Barros	-	-	-	0 (zero)
José Luís Arnaut	-	-	-	0 (zero)



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



II.9. Special powers of the management body, notably regarding resolutions on capital increase (Art. 29–H(1)(i)), indicating, as to such resolutions, the date on which the powers were attributed to the management body, time limit until such powers may be exercised, maximum quantitative limit on capital increase, amount already issued under the attribution of such powers and method of applying the attributed powers

The Board of Directors has the competences and powers conferred by the Portuguese Companies Code and the Articles of Association¹⁷ (see summary of these competences and powers in II.21.), and as such, the management body does not have special powers.

In addition, the Board of Directors was granted authorization by the Annual General Meeting of shareholders held on 28 April 2022 to acquire and dispose of own shares and bonds, under the terms defined and approved by the General Meeting and in accordance with applicable laws and regulations.

Particularly, concerning resolutions on any increase in capital, it should be noted that REN's Articles of Association do not authorize the Board of Directors to increase the Company's share capital.

II.10. Information on significant relationships of a commercial nature between the owners of qualified holdings and the Company

There are no significant relationships of a commercial nature between the holders of qualified shareholdings and the company.

In accordance with internal regulations on the assessment and control of transactions with related parties¹⁸ and prevention of conflict of interests, approved by the Board of Directors following a proposal presented by the Audit Committee, significant transactions with related parties are considered to be those which:

- a) Are based on the purchase and/ or sale of assets, provision of services or a contracted project with an economic value greater than 1,000,000 euros;
- b) Are based on the acquisition or disposal of shareholdings;
- c) Require new loans, financing or subscription of financial investments resulting in an overall annual indebtedness exceeding 100,000,000 euros, except when referring to a simple renewal of existing circumstances or

operations undertaken within the framework of preexisting contractual conditions;

- d) Are not performed within the scope of the ordinary course of business of the Company or Affiliated Company, as the case may be, or under normal market conditions; and
- e) Should none of the materiality criteria set out in the subparagraphs above be met, (i) which have a value exceeding 1,000,000 euros or (ii) are considered relevant for this purpose by the management body, by virtue of its nature or its particular susceptibility to giving rise to a conflict of interests.

The Board of Directors is required to submit every transaction with related parties to the Audit Committee for appraisal¹⁹, in particular:

- (i) transactions considered significant are subject to prior opinion from the Audit Committee (and are communicated to the Audit Committee, a minimum of 15 days in advance of the transaction); and
- (ii) all other transactions are only subject to subsequent appreciation, and must be communicated to the

Audit Committee before the last day of January or July, depending on whether the Transactions occurred in the current previous semester.

Moreover, in accordance with article 3, number 5, paragraph f) of the Board of Directors internal regulations, the approval of transactions with related parties for sums exceeding 500,000 euros or, regardless of the sum, any transaction which may be considered as not being executed under market conditions or in the ordinary business of REN or the subsidiary in question are matters which may not be delegated to the Executive Committee.

In light of the abovementioned criteria – set out in Board of Directors regulations and in internal regulations on the assessment and control of transactions with related parties and prevention of conflicts of interests – during 2022, there were a number of significant transactions with related parties as further described in I.90. below.

¹⁷ See Article 15 of the Articles of Association and Article 3 of the Board of Directors Regulations.

¹⁸ The definition of "related party" in accordance with this regulation includes owners of qualified holdings calculated in accordance with Article 20 of the Securities Code.

¹⁹ See section III and section VI.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





7.1.2. Corporate bodies and committees

I. General Meeting

a) Composition of the Board of the General Meeting in the year of reference

II.11. Identification and position of the members of the Board of the General Meeting and respective term of office (start and end)

The following members of the Board of the General Meeting were elected for the term of office 2021–2023:

Name	Position	Date of 1 st appointment	Term of office in course
Pedro Rebelo de Sousa	Chairman	23.04.2021	2021–2023
Rui Dias	Vice-Chairman	03.05.2018	2021–2023

In the performance of his duties, the Chairman of the Board of the General Meeting also had the support of the Company Secretary, Marta Almeida Afonso.

b) Exercise of voting rights

II.12. Possible restrictions with regard to voting rights, such as limitations on exercising voting rights depending on the ownership of a number or percentage of shares, terms imposed for exercising voting rights or systems for detaching ownership content (Art. 29–H(1)(f))

Following the best practices on shareholder participation in the general meetings of companies with shares admitted to trading in a regulated market, REN's Articles of Association set out the principle of 'one share one vote'²⁰.

Without prejudice to that referred to in I.2. and I.5., there are no restrictions on voting rights, such as limitations on exercising voting rights depending on the number or percentage of shares.

Owners of one or more shares on the 'Record Date' may attend, participate in and vote at the REN General Shareholders' Meeting, provided that they comply with the following requirements:

- a) Shareholders wishing to participate in the General Meeting should express this intention in writing to the financial intermediary, with whom they have opened the relevant individual securities account, up to the day before the 'Record Date'²¹. This communication may be sent by e-mail²²;
- b) In turn, the abovementioned financial intermediary shall send to the Chairman of the Board of the General Meeting, up to the end of the day corresponding to the 'Record Date', information on the number of shares registered in the name of the shareholder on that date. This communication may be sent by e-mail²³;
- c) Shareholders who exercise direct or indirect control over a company which either produces or sells electricity or natural gas and wishes to participate, personally or through a representative, in the General Meeting are required to provide a declaration to the Chair of the General Meeting up to the day prior to the 'Record Date', stating that they are not prohibited from exercising voting rights as ERSE has recognized that there are no conflicts of interest;
- d) Shareholders wishing to participate, personally or through a representative in the General Meeting, are required to provide a written declaration to the Chair of the General Meeting before the day prior to the 'Record Date', stating that they are not prohibited from exercising voting rights in accordance with the subparagraph c). The content of the abovementioned declaration is a condition of the exercising of voting rights at the General Meeting and may be established in standard terms by the Chair of the Meeting²⁴; and

²⁰ See Article 12(2) of Articles of Association.

²¹ See Article 23–C of the Securities Code.

²² See Article 12(9) of the Articles of Association.

²³ See Article 12(10) of the Articles of Association.

²⁴ See Article 12(12)(13) and (15) of the Articles of Association.

e) Shareholders which are recognized by ERSE as not having a risk of conflict of interest – as the respective production or sale of electricity or natural gas by such shareholders takes place in locations which have no direct or indirect connection or interface with Portuguese networks – and provided that no changes have occurred with regard to the grounds or objective circumstances which led ERSE to recognize no conflict of interest existed with Portuguese transmission network operators, are not required to provide proof of this recognition with the abovementioned declaration. The exception will only be should changes have taken place to the grounds and objective circumstances which led to such recognition which determines the prohibition of the respective policy rights and/ or re-examination of certification conditions by ERSE²⁵.

Shareholders with voting rights may be represented at the General Shareholders' Meeting by means of a person with full legal capacity, by written document addressed to the Chairman of the Board of the General Shareholders' Meeting, communicating the name(s) of the representative(s), under the law and of the notice to convene. This communication may be sent by e-mail²⁶.

REN's shareholders who hold shares on a professional basis in their own name but on behalf of clients, may vote differently with their shares, provided that they submit this fact to the Chairman of the Board of the General Shareholders' Meeting prior the 'Record Date' and deliver proportional and sufficient proof of: (a) the identification of each client and the corresponding number of shares that will be voted on his behalf; (b) the specific voting instructions on each of the items on the agenda as provided by each of their clients.

REN's shareholders may submit their votes by correspondence for each item on the agenda, by letter signed with the same signature as on their identification document, enclosing a legible photocopy of such document, if the shares are held by an individual shareholder, or duly notarized signature of the proxy, in the event that the shares are held by a legal person²⁷.

This letter should be addressed to the Chairman of the Board of the General Shareholders' Meeting and sent by post with acknowledgement of receipt to REN's registered office at least two business days prior to the date of the General Shareholders' Meeting, except if the relevant notice of meeting establishes a different time. The Chairman of the Board of the General Shareholders' Meeting shall

verify the authenticity and regularity of the votes cast by correspondence as well as ensure that they remain confidential until the voting takes place²⁸.

It is also established that votes cast by correspondence are considered to be votes against, in the case of resolution proposals submitted after the date on which they were cast.

Should there be express indication in the notice to convene the General Shareholders' Meeting, shareholders may exercise voting rights electronically, in accordance with the terms, time and conditions set out in the respective call²⁹.

With regard to the participation in the General meeting, REN has a flexible position so as to be able to adapt the organisation and forms of participation (in person or virtual) to the specific circumstances, with the aim of encouraging the participation and discussion of its shareholders on this occasion.

Notwithstanding the above, by virtue of the specific measures determined by the Government due to the public health emergency caused by the Covid-19 disease and in line with the "Recommendations in the context of General Meetings" issued within the framework of cooperation

between the Securities Market Commission (CMVM), The Portuguese Institute of Corporate Governance (IPCG) and the Association of Listed Securities Issuers (AEM) with regard to the national Corporate Governance regime, REN's 2021 and 2022 Annual General Meetings were held exclusively using telematic means and ensuring the corresponding exercise of voting rights at a distance by electronic means.

Bearing in mind the positive experience of the last years, where REN annual General Meeting was held exclusively using telematic means and ensuring the corresponding exercise of voting rights remotely by electronic means (by virtue of the concrete measures determined by the Government due to the public health emergency caused by the Covid-19 disease and in line with the recommendations in force³⁰), REN considers the possibility of using this form of participation, exclusively or in a mixed system with in-person participation, in the next General Meetings, which will be defined in the respective notice of meeting.

In summary, REN considers that it provides all the necessary mechanisms to encourage its shareholders to participate and vote in General Shareholders' Meetings, either in person or remotely.

²⁵ See article 12(14) of the Articles of Association.

²⁶ See Article 12(11) of the Articles of Association.

²⁷ See article 12(5) of the Articles of Association.

²⁸ See Article 12(5) and (7) of the Articles of Association.

²⁹ See article 12(6) of the Articles of Association.

³⁰ "Recommendations within the scope of the General Meetings" regarding the national Corporate Governance regime issued within the framework of cooperation between the Portuguese Securities Market Commission (CMVM), the Portuguese Institute for Corporate Governance (IPCG) and the Association of Listed Companies (AEM).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



REN's Articles of Association do not provide for any systems for detaching ownership content and there is no mechanism in place to cause any conflict between the right to receive dividends or the underwriting of new securities and the principle of 'one share, one vote', with the exception of the provision set out in the Articles of Association as described in I.2. and I.5. above, which seeks to make current regulations and the legal regime effective.

II.13. Information on the maximum percentage of voting rights that can be exercised by a sole shareholder or by shareholders with whom they maintain a relationship pursuant to Article 20(1) of the Securities Code

As referenced above in I.2., the maximum percentage of voting rights that can be exercised by a sole shareholder or by shareholders with whom they maintain a relationship pursuant to paragraph 1 of Article 20 of the Securities Code, on his behalf or as representative of another shareholder, is 25% of the votes corresponding to REN share capital.

As also referred to in I.2. and I.5. above, shareholders which, directly or indirectly, exercise control over a company which either produces or sells electricity or natural gas are not allowed to exercise voting rights at the General Shareholders'

Meeting over any Company shares, except when ERSE has recognized that no risk of conflict of interest exists.

The persons who exercise control or rights over companies which either produce or sell electricity or natural gas may not appoint members to the Board of Directors (including members of the Audit Committee) or the statutory auditor, or members of bodies which legally represent it, on their own or through others with whom they are connected through shareholders' agreements, except when ERSE recognizes that there is no risk of conflicts of interest.

II.14. Identification of shareholder resolutions that, in accordance with the Articles of Association, shall only be passed with a qualified majority, aside from those legally provided for, and indication of these majorities

In accordance with Article 11(1) of the Articles of Association, the attendance or representation of shareholders holding at least 51% of capital is essential in order that the General Shareholders' Meeting can be held and can resolve on the first call.

In accordance with Article 11(2) of the Articles of Association, the quorum for adopting resolutions on amendments to the Articles of Association, splits,

mergers, transformation or dissolution of the company shall be two thirds of the votes issued, both for the first call and the second call, regardless of the percentage of capital represented (which, in the case of the second call, is more demanding than the provision of the Portuguese Companies Code).

Furthermore, in accordance with paragraph 3 of the same Article in the Articles of Association, resolutions for changes relating to Articles 7-A, 12(3) and 11 of the Articles of Association require the approval of three quarters of the votes issued (which is more demanding than the provision of the Portuguese Companies Code).

The company considers that these majorities that are more demanding than those defined by law are justified by the fact that the matters in question are strategic and of structural importance, so that their change requires a broader consensus among shareholders. As regards in particular the articles referred to in the previous paragraph, the specially qualified majority required for their amendment is justified by the fact that such articles are intended to enable the company to monitor compliance with several legal obligations and the ERSE Decision, relating to full ownership unbundling, as best described in section I.2. above.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



II. Management and supervision (Board of Directors)

a) Composition

II.15. Identification of the model of governance adopted

REN has adopted a corporate governance model based on an Anglo-Saxon model which consists of the following corporate bodies elected by the General Shareholders' Meeting³¹: (i) a Board of Directors, responsible for the management of the Company's business, which delegates day-to-day management to the Executive Committee³² which is supported by specialized committees (described in further detail below), and (ii) an Audit Committee and the Statutory Auditor, as supervision bodies. The Audit Committee consists exclusively of non-executive directors³³.

II.16. Statutory rules relating to the procedural requirements and applicable provisions for the appointment and substitution of members of the Board of Directors (Art. 29-H(1)(h))

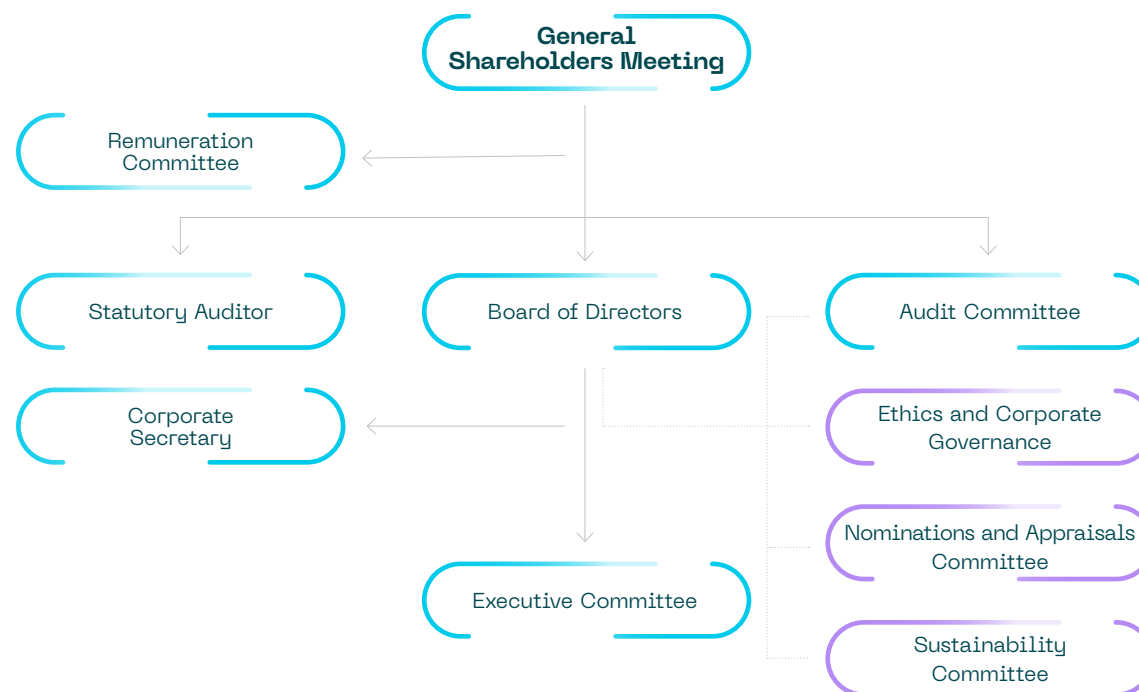
In accordance with the law and the Articles of Association³⁴, the appointment and dismissal of members of the Board of Directors is the responsibility of the General Shareholders' Meeting,

being carried out through lists of candidates selected by the nominating shareholder(s). With these lists put to the vote, the shareholders assume a very important role in the respective candidate selection process, without any interference from the directors. It is also the responsibility of the General Shareholders' Meeting to elect the

Chairman and Vice-Chairman of the Board of Directors.

According to the Articles of Association³⁵, a minority of shareholders voting against the winning proposal may appoint at least one director, provided that this minority represents at least 10% of the Company's share capital.

Within the process of identifying and selecting potential candidates for the Board of Directors, the same are subject to REN's Diversity and Selection Policy, establishing the guiding principles followed by the Nominations and Appraisals Committee in assisting with the process to identify and select potential candidates. The Diversity and



³¹ See article 8(2)(b) of the Articles of Association.

³² See article 8(1) of the Board of Directors regulations.

³³ See article 3(3) of the Audit Committee regulations.

³⁴ See Article 8(2)(b), and Article 14(3), both in the Articles of Association; and Article 2(1) of the Board of Directors Regulations.

³⁵ See article 14(2).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Selection Policy provides a reference for drawing up and understanding the recommendations issued, particularly with regard to incompatibilities, independence and conflicts of interest.

Through its Selection and Diversity Policy, REN determines criteria and requirements relating to the profile of new members of the Board of Directors that it considers appropriate for the purposes of their duties.

REN values the technical component, which includes academic training, professional experience and levels of responsibility in line with the characteristics and complexity of the company, but also privileges aspects such as diversity, since the existence of diversity will bring greater efficiency, creativity, critical capacity and innovation. By way of this policy, which establishes criteria and requirements of different natures, REN intends that the Board of Directors achieve goals of efficiency, excellence, innovation and dynamism.

In particular, the Selection and Diversity Policy determines that REN's Nomination and Appraisal Committee should take into account the following guidelines regarding the individual profile of candidates prior to their identification:

- The governing bodies of REN shall be composed of members who have, individually and collectively, technical and professional skills appropriate to the function to be performed, supported by academic qualification or specialised training and professional experience with duration and levels of responsibility that are in line with the characteristics, complexity, size and strategy of REN;
- Each member of REN's governing bodies must be able to understand REN's business and how the company operates, assess the risks to which it is exposed, and assess and contribute to a constructive discussion of the decisions to be taken;
- Members of REN's governing bodies must have recognized integrity, ethics and professional and personal values that demonstrate their ability to decide in a balanced and judicious manner, comply promptly with their obligations and behave in a manner compatible with maintaining market confidence;
- Members of REN's governing bodies must be able to carry out their duties in an unbiased manner to protect the best interests of REN group companies and prevent the risk of being subject to undue influence from other people or entities; and

- When assessing the availability of members of the governing bodies, the specific requirements of the job and the nature, scale and complexity of REN's business must be taken into account.

In addition, the Nomination and Appraisal Committee also considers it imperative that the composition of the corporate bodies reflects a diversity interpreted in a broad sense, encompassing its various perspectives and taking into account the specificities of REN and its Group, in order to achieve the objectives of efficiency, excellence, innovation and dynamism at the level of its corporate bodies and the functions they perform. Bearing these objectives in mind, the Nomination and Evaluation Committee seeks to promote, in accordance with the Selection and Diversity Policy, the following principles when selecting and recommending candidates:

- Promotion of equal opportunities in the face of diversity consistent with the policies provided for in the legal and regulatory framework in force as well as those reflected by market best practices;
- Appropriate gender representation, guaranteeing compliance with legal requirements, based on the individual skills, aptitudes, experience and qualifications of each candidate;

- Candidates' previous training and experience, when assessed collectively, should allow for a balanced mix of knowledge in the areas of management, energy, engineering, finance, accounting, law, corporate governance, capital markets, investor relations, risk management, auditing, information technology, corporate social responsibility, the environment and sustainability;
- Non-discrimination with respect to birth, race, gender, religion, marital status, sexual orientation, or any other personal or social circumstance or condition while safeguarding compliance with the competence and capacity requirements required for performing the duties in question; and
- Promoting balance between, on one hand, experience and maturity and, on the other, the youth and energy necessary for the dynamics and speed of innovation inherent to REN's business;

The Portuguese Companies Code rules apply³⁶ with regard to the substitution of members of the Board of Directors, given that neither the Company's Articles of Association, nor the Board of Directors or Audit Committee Regulations have special rules on this matter. The Board of Directors will only participate in

³⁶ See article 393(3).



said process in the event of replacement by co-optation of missing directors, as described below. In this case, since it is a non-delegable competence of the Board of Directors, all Directors are involved in the co-optation resolution, except in the event of conflicts of interest.

The Company's Articles of Association³⁷ state that the unjustified absence of any director at more than half of the ordinary meetings of the Board of Directors during one financial year, whether consecutive or non-consecutive absences, equates to the permanent absence of said director. Permanent absence must be declared by the Board of Directors, and they must also substitute the director in question.

II.17. Composition of the Board of Directors, with indication of the minimum and maximum members and duration of term of office in accordance with the Articles of Association, number of full members, date of first appointment and date of termination of term of office of each member

The Board of Directors, including the Audit Committee, consists of a minimum of seven and maximum of 15 members, as determined by the General Shareholders' Meeting that elects the said members³⁸.

Currently, the Board of Directors consists of 14 members, including a total of 11 non-executive members. The members of the Board of Directors were appointed at REN's Annual General Meeting, held on 23 April 2021.

At 31 December 2022, the REN Board of Directors consisted of the following members, who have been appointed for the 2021–2023 term of office:

Name	Position	Year of first appointment	Final year of term of office
Rodrigo Costa	Chairman of the Board of Directors and the Executive Committee	2014	2023
João Faria Conceição	Executive Director	2009	2023
Gonçalo Morais Soares	Executive Director	2012	2023
Guangchao Zhu (em representação da State Grid International Development Limited)	Vice-Chairman	2012	2023
Mengrong Cheng ^{39 a)}	Director	2012	2023
Lequan Li ^{39 b)}	Director	2018	2023
Jorge Magalhães Correia	Director	2015	2023
Manuel Ramos de Sousa Sebastião	Director/ Chairman of the Audit Committee	2015	2023
Gonçalo Gil Mata	Director/ Member of the Audit Committee	2015	2023
Rosa Freitas Soares	Director/ Member of the Audit Committee	2021	2023
Maria Estela Barbot	Director / Member of the Audit Committee	2015	2023
Ana Pinho	Director	2019	2023
Ana da Cunha Barros	Director	2021	2023
José Luís Arnaut	Director	2012	2023

³⁷ See article 8(19) and (9).

³⁸ See Articles 8(2)(b) and 14(1) both of the Articles of Association.

³⁹ a) Director Mengrong Cheng submitted her resignation from her position in a letter dated 7 February 2023. Pursuant to this, the Board of Directors, at its meeting on 7 March 2023, resolved to co-opt Shi Houyun as a director of REN until the end of the current term of office, replacing Mengrong Cheng.

b) Director Lequan Li submitted his resignation from his position in a letter dated 1 March 2023. Pursuant to this, the Board of Directors, at its meeting on 7 March 2023, resolved to co-opt Qu Yang as a director of REN until the end of the current term of office, replacing Lequan Li.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



In accordance with the Articles of Association⁴⁰, members of corporate bodies perform their respective duties for periods of three calendar years, a period which is renewable, considering as complete, the calendar year of appointment.

II.18. Distinction of the executive and non-executive members of the Board of Directors and, with regard to the non-executive members, identification of the members who can be considered independent

As of December 31 2022 and on this date, eleven of the fourteen members of REN's Board of Directors are non-executive directors, as detailed in section II.17. above. The Board of Directors includes, therefore, a number of non-executive members that is adequate to the size of the company and the complexity of the risks related to its activity, which ensure the effective ability to supervise, monitor and assess the activity of the executive members, particularly bearing in mind, the small size of the Executive Committee, the size and complexity of company's activities, the shareholder structure and breakdown of REN capital.

Name	Position
Manuel Ramos de Sousa Sebastião	Director/ Chairman of the Audit Committee
Gonçalo Gil Mata	Director/ Member of the Audit Committee
Rosa Freitas Soares	Director/ Member of the Audit Committee
Maria Estela Barbot	Director
Ana Pinho	Director
Ana da Cunha Barros	Director

Taking into account the Anglo-Saxon governance structure of the company, the Audit Committee is also composed of non-executive members of the Board of Directors. Its composition is also deemed appropriate, namely taking into account the number of members and their availability, which are appropriate to the size of the company and the complexity of the risks inherent to its activity, efficiently ensuring the functions assigned to them.

Taking into account the assessment criteria on independence laid down in Article 414(5) of the Portuguese Companies Code with regard to members of the Audit Committee, in recommendation III.4. of the IPCG Code and item II.18. of CMVM Regulation 4/2013, with regard to other non-executive directors, and based on the respective internal assessment, the REN Board of Directors and Audit Committee consider the following directors performing duties during the 2022 financial year to be independent:

Furthermore, all non-executive members of the Board of Directors (in addition, naturally, to the directors that are also members of the Audit Committee) would comply, if applicable, with all incompatibility rules laid down in Article 414-A(1) of the Portuguese Companies Code, save as provided for in sub-paragraphs b) and h).

REN considers that the proportion of independent directors is suitable given the number of executive directors and the total number of directors, taking particularly into account:

- (i) The adopted governance model, in other words an Executive Committee consisting of three executive directors and an Audit Committee, also consisting of three independent members and a further eight non-executive directors, which ensures the effectiveness of the oversight of the executive directors; and
- (ii) The size of the company, its shareholder structure and the relevant free float (which was 44.7 % of share capital at 31 December 2022).

In light of the above, REN fully complies with CMVM recommendations III.2., III.3. and III.4. of the IPCG Code, as the Board of Directors consists of an adequate number of non-executive members (considerably superior to the number of executive members) and, among these,

more than one third are independent members (54.5%).

Moreover, Article 7-A and 7-B of the Articles of Association govern the special system of incompatibilities applicable to the election and performance of duties at any REN corporate body. The aim of the provisions of Article 7-A of the Articles of Association is to establish a system of incompatibilities relating to the potential conflicts of interest arising from the direct or indirect exercising of activities in the electricity or natural gas sectors, either in Portugal or abroad. Furthermore, the system set out in Article 7-B of the Articles of Association also seeks to prevent persons who exercise control or rights over companies which either produce or sell electricity or natural gas to appoint members to the Board of Directors or the statutory auditor, or members of bodies which legally represent it, on their own or through others with whom they are connected through shareholders' agreements, except when ERSE recognizes that there is no risk of conflicts of interest. Additionally, and in accordance with Article 12 of the Board of Directors' regulations, all directors are obliged to report any circumstance that could create a potential conflict.

The members of the corporate bodies and internal committees promptly inform the respective body or committee of the facts that might constitute or cause a conflict between their own interest and the

⁴⁰ See Article 27(1).

corporate interest, and there are internal procedures in place so that such members of the corporate bodies and committees do not interfere in the decision-making process. In particular, where there is a conflict of interest, the respective member of the body or committee (i) must not receive any information regarding the matter (namely, preparatory information that is sent prior to any meeting at which the matter will be discussed and voted on); (ii) must abstain from discussing the matter with other members of the bodies or committees; and (iii) must not participate nor be present in the discussion and voting of the matter in question. Furthermore, the members of the bodies must inform the Chairman of the respective corporate body or committee in question of any facts that may trigger such potential conflict (in without prejudice to the duty to provide information and clarifications requested by the body or committee and its respective members)⁴¹.

The Ethics and Corporate Governance Committee is also responsible for preventing conflicts of interest (see section II.29. below), paying a particular attention to the compliance with such procedures. In view of the above, REN considers that complies with recommendations I.4.1. and I.4.2. of the IPCG Code.

Organization of the non-executive members of the Board of Directors

In accordance with the Board of Directors Regulations, during 2022 this corporate body established efficient mechanisms for the coordination and development of the work of its members with non-executive functions, in particular to facilitate the exercising of their right to information and to assure the conditions and means necessary for the performance of their duties, as follows⁴²:

- a) Without prejudice to the exercising of powers not delegated to the Executive Committee, Company directors with a non-executive function supervise the performance of the executive management; and
- b) In order to make independent and informed decisions, the directors with non-executive functions may obtain the information they deem necessary or appropriate to perform their roles, powers and duties (in particular, information relating to the powers delegated to the Executive Committee and its performance), by requesting such information from any member of the Executive Committee, and the response should be provided in an adequate and timely manner.

Whenever they consider it necessary or convenient, directors with non-executive duties also hold ad hoc meetings with the aim of analysing company management.

Furthermore, all supporting documentation for meetings of the Board of Directors will be provided in a timely fashion and in advance, to the non-executive members of the Board of Directors, and the Executive Committee's resolutions and supporting documentation shall always be available for consultation⁴³.

In addition, the internal committees of the Board of Directors dedicated to the subjects of ethics, corporate governance and nominations and appraisals are both exclusively composed by non-executive directors, including their chairmen, who act as interlocutors with the Chairman of the Board of Directors and the other directors and ensure the provision of the set of conditions and means necessary for the performance of the functions and duties of the committees they chair.

Therefore, through the mechanisms described above, all the conditions are established in order for the directors with non-executive functions to discharge their functions in order to make independent, informed and efficient decisions.

⁴¹ Cf. Point X of the Regulations regarding Transactions with Related Parties, Articles 4(5) and 4(6) of the Audit Committee Regulations, Article 12 of the Board of Directors Regulations and Articles 7-A and 7-B of REN's Articles of Association.

⁴² See article 11 of the Board of Directors Regulations.

⁴³ See Article 5 of the Executive Committee Regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



II.19. Professional Qualifications and other relevant information on the résumés of each of the members of the Board of Directors at 31.12.2022

Rodrigo Costa

REN Board Member since: November 2014

REN Board Member and CEO since: February 2015

REN Board Member and Chairman and CEO since: April 2015

Other current listed Public Company Directorships: None

Other current Public Company Directorships within past 5 years: None

Key Experience and Qualifications

Software Developer with multi-disciplinary background: Program Developer and team manager led multiple software applications projects development during 11 years.

Senior executive with Marketing and Business Development responsibilities in different industries: Software, Telecoms, Financial Services and Energy.

International Experience: Experience in driving growth and managing small, medium and very large teams across global markets, including US, South America, Eastern Europe, Europe, and Asia including an extensive experience in China.

Leadership and governance: Several years of service as a public company Chairman and CEO, able to contribute with informed perspectives to the Board and committees, including with respect to stakeholder governance with focus on developing a solid reputation for the organization and deliver on their mission objectives under a strict culture of social responsibility, long-term sustainability and high ethics.

Career Highlights

- REN SGPS Chairman and CEO – 2015 to present date
- NOS SGPS Non Executive Board Member (Former Zon SGPS) – 2013 to February 2015
- Unicre (Credit Cards issuer and acquirer services) Chairman and CEO – 2014 to February 2015
- ZON SGPS CEO (former PT Multimedia) – 2007 to 2013

- Awarded by the Portuguese Republic President: Grande Oficial da Ordem do Infante D.Henrique for services to Portugal – 2006
- PT SGPS Board Member and Executive Vice President and CEO of Wireline Operations and Technology – 2005 to 2007
- Microsoft Corporation – Founder of Microsoft Portugal, General Manager on Microsoft Brazil, Corporate Vice President OEM on Microsoft Corporation at Redmond, Washington, USA – 1990 to 2005
- Software Developer – 1979 to 1990

Other Professional Experience and Community Involvement

Served in Coimbra University Board, Porto Business School and multiple technology public administration task forces.

Education

High School, Early Business Graduate School drop-out, Harvard Business School and Insead Board education programs and governance certification. Multiple managerial and technical programs.

Gonçalo Morais Soares

REN Board Member since: March 2012

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key Experience and Qualifications

Governance: Due to his years of experience as a Board Member of REN, he is familiar with the company, its structure, business and future ambitions.

Finance: Experience acquired throughout the career in investment banking and by performing different functions of financial nature.

Energy: More than 10 years' experience as a board member of REN.

Telecommunications: Solid career in the telecommunications industry, having carried out different responsibilities and functions.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Career Highlights

- ZON SGPS, ZON TV Cabo and ZON Lusomundo Audiovisuais Director of Planning and Control and Board Member – 2007 to 2012
- Portugal Telecom, S.A. Director of Planning and Control – 2003 to 2007
- Jazztel, S.A.U. Chief Financial Officer – 2000 to 2003
- Santander Investment, S.A. VP in Corporate Finance – 1996 to 2000
- Reditus, S.A. Analyst – 1993 to 1994

Education

Course in IDP ("International Director's Program") at INSEAD (2021), course in LEAP ("Leadership Excellence through Awareness and Practice") at INSEAD Business School (2018), program in Advanced Management at the Kellogg Business School (Chicago) and the Lisbon Catholic University (2010), MBA at Georgetown University (Washington) (from 1994 to 1996) and a degree in Economics from the Universidade Nova de Lisboa (1993).

João Faria Conceição

REN Board Member and Executive Committee Member since: May 2009

Other current listed Public Company Directorships: None

Other current Public Company Directorships within past 5 years: None

Career Highlights

- Boston Consulting Group, Consultant – from 2000 to 2007
- Supported the Ministry of Economy and Innovation in the area of Energy – from 2007 to 2009

Education

He graduated in Aerospace Engineering from Instituto Superior Técnico, completed a Research Master in Aerodynamics at the Von Karman Institute for Fluid Dynamics (Belgium) and completed an MBA at Insead (France).

Guangchao Zhu

REN Board Member since: March 2012

Other current listed Public Company Directorships: HK Electric Investments

Other current Public Company Directorships within past 5 years:

HK Electric Investments

Key experience and Qualifications

Experience in energy markets: Experience in fast-growing international energy markets, including China.

Career Highlights

- HK Electric Investments Board Member – March 2017 to present date
- State Grid Corporation of China Deputy Chief Engineer and General Director of the International Cooperation Department – November 2015 to present date – General Director of the International Cooperation Department – June 2009 to March 2010
- National Grid Corporation of the Philippines (NGCP) Chairman of the Board of Directors – June 2017 to present date –, Consultive Chairman, Chief Executive Advisor and Member of the Board of Directors – 2009 –, and Vice-Chairman of the preparatory group – December 2007 to March 2009
- State Grid International Development Chief Executive Officer and Member of the Board of Directors – December 2011 to November 2015 –, and Senior Executive Vice-President and Member of the Board of Directors – March 2010 to December 2011
- State Grid Brazil Holding Chairman of the Board of Directors – December 2011 to March 2018

Education

MBA at Baylor University, USA (2022), Master's Degree in Electrical Systems and Automation from the University of Shandong, China (1992), Degree in Relay Protection Systems from the University of Shandong, China (1989).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Mengrong Cheng

REN Board Member since: May 2012

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key Experience and Qualifications

Governance: Has been with REN for a decade, being familiar with its structure, operations and business plan.

Dynamism: Has been intensely involved in international cooperation business in major projects and events between China's power sector and international community.

Career Highlights

- State Grid Corporation of China (SGCC) Deputy Director General of the International Cooperation Department – September 2006 to present date – and Division Director of International Cooperation Department – December 2002 to September 2006
- SGCC U.S. President – August 2015 to present date
- China State Power Corporation Division Director of International Cooperation Department – June 1998 to December 2002
- Ministry of Power Industry (Chinese Government) Project Manager, International Cooperation Department – January 1993 to June 1998
- International Cooperation Department of the China Electricity Council Staff – July 1991 to January 1993

Other Professional Experience and Community Involvement

Is a Board Member at Sherpa on Management Committee of Global Sustainable Electricity Partnership (G-SEP), since May 2010 to present date.

Education

Masters in business administration from Tsinghua University, Beijing, China (2005).

Lequan Li

MREN Board Member since: May 2018

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key experience and Qualifications

Expert in the energy market: Has extensive experience in the energy market, mainly in China, namely: (i) has led his team to successfully complete investments in 13 overseas power transmission and distribution assets with total investment exceeding USD 235billion, and accumulated rich experience in international M&A, and power regulation mechanism; (ii) has been engaged in legal affairs management for nearly 10 year and built a reputation as a highly principled professional, experienced in compliance, risk management and corporate governance; and (iii) has worked for 34 years in power industry and has rich power industry experience.

Career Highlights

- State Grid International Development Corporation Limited (China) Consultant – April 2021 to present date –, Executive Vice President – July 2012 to April 2021 –, Vice Chief Economist – March 2012 to July 2012 –, Head of the Business Development – February 2009 to July 2012
- AusNet Services (Australia) Member of the Board of Directors – October 2018 to February 2022
- Chilquinta Energia S.A. (Chile) Member of the Board of Directors – June 2020 to April 2021
- ElectraNet Pty Limited (Australia) Member of the Board of Directors, on behalf of State Grid International Development Co. Ltd – December 2012 to October 2018
- China Electric Power Technology Import & Export Corporation Chief Engineer – June 2006 to February 2009 –, Project Manager, Deputy Director, Director of 2nd Business Department – October 1993 to June 2006
- China Electricity Council Engineer – September 1988 to October 1993

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

Education

Master's degree in business administration from the City University, Washington, USA (2003), Master's Degree in Atmospheric Physics and Atmospheric Environment from the Research Institute of Atmosphere Physics of the Chinese Academy of Sciences (1988), degree in Atmospheric Physics from Nanjing University (1985).

Jorge Magalhães Correia

REN Board Member since: April 2015

Other current listed Public Company Directorships: None

Other current Public Company Directorships within past 5 years: None

Key experience and Qualifications

Governance and financial expertise: He have carried out duties at different companies in the finance and insurance area, including as Chairman of the Board of Directors and Director. In addition, has undertaken different responsibilities as legal, audit, personnel (HR) and commercial (Bancassurance).

Career Highlights

- Fidelidade – Companhia de Seguros, S.A. Chairman of the Board of Directors – March 2017 to present date
- Luz Saúde, S.A. Chairman of the Board of Directors – February 2015 to present date
- Banco Millennium BCP, S.A. Vice-Chairman of Board of Directors – June 2018 to present date
- Longrun Portugal, SGPS, S.A. Non-executive Director – December 2021 to present date
- Mundial-Confiança Member of the Board of Directors – March 1998 to September 2022
- Fidelidade Mundial Member of the Board of Directors – April 2000 to September 2022
- Império Bonança Member of the Board of Directors – January 2008 to May 2021
- Via Directa Member of the Board of Directors – May 2006 to March 2008
- Caixa Seguros e Saúde, SGPS Vice-Chairman of the Board of Directors – July 2005 to May 2013

- USP Hospitales (Barcelona) Member of the Board of Directors – 2011 to 2012
- Hospitais Privados de Portugal SGPS Chairman of the Board of Directors – October 2011 to March 2013 – and Member of the Board of Directors – February 2003 to January 2005
- Portuguese Inspectorate-General of Finance Chief Inspector – 1982 to 1991
- Portuguese Securities Market Commission Head of Markets/ Head of Inspection – 1992 to 1995

Other Professional Experience and Community Involvement

Jorge is the Vice-chairman of the Portuguese Insurers Association, since January 2008, and Member of The Geneva Association, since 2017. During his career he was a Lecturer at the Faculty of Law of the University of Lisbon, from 1982 to 1990. In addition, he is also a member of several advisory bodies of cultural institutions and universities.

Education

Degree in Law from the University of Lisbon (1982).

Manuel Ramos de Sousa Sebastião

REN Board Member since: April 2015

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key experience and Qualifications

Knowledge: Career (i) in the banking sector, first as a technician and later as a member of management bodies, in executive and non-executive functions, and in supervisory bodies, (ii) in regulatory bodies, first as a technician at the Banco de Portugal, and later as a member of the boards of directors of the former Instituto de Seguros de Portugal and Banco de Portugal, and later as Chairman of the Competition Authority, (iii) in a multinational financial organisation, as economist at the International Monetary Fund (iv) in the energy sector, as a non-executive director and Chairman of the Audit Committee of REN SGPS, S.A., and (v) in university teaching, as a professor of economics and finance, at different stages of his career, in three universities (Universidade Nova de Lisboa, Universidade Católica de Lisboa and ISCTE – Instituto Universitário de Lisboa).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Career Highlights

- Banco Português de Investimento, S.A. (BPI. S.A) Chairman of the Audit Committee and Non-Executive member – November 2020 to present date – and Chairman of the Supervisor Board – July 2018 to November 2020
- Banco de Portugal (the central bank of Portugal) Adviser of the Board of Directors – September 2013 to April 2015 –, Member of the Board of Directors – February 2000 to March 2008 –, Technical Consultant – October 1996 to February 1999 –, Economist – June 1986 to September 1988
- Portuguese Competition Authority Chairman – March 2008 to September 2013
- Insurance and Pension Funds Supervisory Authority Member of the Board of Directors – March 1998 to February 2000
- Banco de Fomento e Exterior (later acquired by BPI S.A.) Member of the Board of Directors – July 1992 to October 1996
- International Monetary Fund Economist – October 1988 to July 1992

Education

DPhD in economics from Columbia University in the city of New York (1986), PhD from 3ème Cycle of Université de Paris I, Panthéon-Sorbonne (1978), Undergraduate from the School of Economics, Technical University of Lisbon (today know as School of Economics, University of Lisbon) (1973).

Gonçalo Gil Mata

REN Board Member since: April 2015

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key experience and Qualifications

Experience: Developed his career in the areas of Venture Capital and Investment Banking, having also experience in the area of Strategic Consulting and training in the areas of Technology and Business Management.

Venture Capital: As Managing Partner of C2 Capital Partners he coordinates the investment portfolio of several funds focused on SMEs and the Tourism and Real Estate sector.

Investment Banking: As head of the Corporate Finance area of Deutsche Bank (Portugal), S.A., he coordinated several M&A and Capital Markets transactions.

Strategic Consulting: Developed several strategy consulting projects at MCKinsey & Company for major Portuguese groups in the Banking, Insurance and Telecommunications sectors.

Career Highlights

- C2 Capital Partners – Sociedade de Capital de Risco Executive Partner – 2012 to present date
- Goma Consulting, Lda. manager – 2013 to present date
- Deutsche Bank (Portugal), S.A. Head of the Corporate Finance – 2000 to 2012
- McKinsey & Company (Portugal) Senior Associate – 1998 to 2000
- Banco Finantia, S.A. Deputy Director of the Corporate Finance area – 1995 to 1998

Other professional experiences and Community Involvement

While representing funds managed by C2 Capital Partners, Sociedade de Capital de Risco, S.A., he was a non-executive director in several companies participated by the funds, namely: Arquiled (Led Lighting); Gypfor (Cartoned Plaster); Hotéis Praia Verde; Hotéis Vila Monte; Boost (Tourist Entertainment); Água Castello; and Casca Wines.

Education

MBA from Universidade Nova de Lisboa (1994) and degree in Software Engineering from Universidade de Coimbra (1993).

Rosa Freitas Soares

REN Board Member since: April 2021

Other current listed Public Company Directorships: None

Other current Public Company Directorships within the past 5 years: None

Key Experience and Qualifications

Specialist in tax and investment law issues: She has participated in numerous projects involving the restructuring of both Portuguese and international groups. She has relevant experience in the banking/ financial services sector, both in dealing with the audit and tax issues of banks/ financial institutions and in the tax analysis of financial products. She has also developed expertise in individual income taxes, social security regimes and wealth/ estate tax planning issues.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Experience acknowledge by high entities: Due to her level of experience, and technical ability, she was chosen by the Government to be part of Commissions that aimed to carry out tax reforms, and has also won multiple awards.

Career Highlights

- Sogrape, SGPS, S.A. Member of the Remuneration Committee – 2016 to present date
- Deloitte Central Services, S.A. Equity Partner – 2022 to 2020 – Responsible for the Family Business of Deloitte Family Business Center – 2016 to 2020 –, Directed the Portuguese Transfer Pricing practice – 2006 to 2018 –, Headed the Personal Tax division in Portugal – 1999 to 2020
- Arthur Andersen (merged with Deloitte in 2002) Partner – 1999 to 2002 –, Manager – 1993 to 1999 –, Senior (1990 – 1993), Analyst – 1988 to 1990

Other professional experiences and Community Involvement

Was Elected as a tax expert for the Portuguese market by International Tax Review (ITR), Senior advisor (of-counsel) at the law firm RFF Associados – 2022 to present date. In addition, was chosen by the Government to be a member of the 2014 Personal Income Tax Reform Commission (2014). Has lectured in several conferences/ university courses (Católica Business School of Lisbon, ISCTE, ISEG, and University of Lisbon Law School) on tax, human resources and corporate governance matters. Author of several articles on tax, human resources and corporate governance matters in newspapers and other publications.

Education

Master of Laws (LLM) in Global Corporate Compliance, Law School of the Instituto de Empresa (IE) de Madrid (2022), course Leading Professional Services Firms (Post-graduation) at Harvard University Business School (2009), business management course (Postgraduate degree), Catholic University Business School of Lisbon (2000) and graduate in Law from the University of Lisbon Law School (1985).

Maria Estela Barbot

REN Board Member since: April 2015

Other current listed Public Company Directorship: None

Other current Public Company Directorship within past 5 years: None

Key Experience and Qualifications

Relevant business expertise: Relevant business experience in the area of industrial chemicals with the consequent in-depth knowledge of the business world both nationally and internationally. Responsible for negotiating and developing partnerships with several multinational companies (Dupont, BP

Chemicals, Rhone Poulenc among others) as for packaging products (namely, Signode Packaging Solutions). Led the acquisition process of the Company AGA – Alcohol and Foodstuffs, S.A. which culminated in the purchase of the Portuguese state company (1994), its restructuring and the development of new business areas (products for pharmaceuticals).

Career Highlights

- Banco Santander de Negócios, S.A. Member of the Board of Directors – 2005 to 2010
- IFD – Financial Institution for Development Member of the Audit Committee and Member of the Board of Directors – 2005 to 2008
- Portuguese Business Association Vice-Chairman – 1996 to 1999
- Confederation of Portuguese Industry Member of the Consultative Council – 2002 to 2003
- IMF – International Monetary Fund Member of the European Advisory Board – 2010 to 2012
- Trilateral Commission Member of the European Consultative Committee – 2010 to 2011

Other Professional Experience and Community Involvement

Served as President of the General Council of Universidade Nova de Lisboa, from 2019 to 2022, and was a member of Nova SBE Advisory Board – Estoril Conferences (2022). Maria was also Member of the Advisory Board at Laurel, from 2022 to present date, Managing Partner of ALETSE, LDA (Real Estate), from 2011 to present date, Senior International Consultant of Roland Berger Holding GmbH, from 2019 to present date, Chairman of Forum Portugal Global, from 2017 to the present date, President of the Portuguese Group of the Trilateral Commission, Member of the Council of Founders and of the Remuneration Committee of the Museu de Arte Moderna da Fundação de Serralves, from 1989 to present date. She was one of the members of the Portuguese Group in the Bilderberg Meeting (2019), Member of the Director Council of Fundação do Centro Cultural de Belém, from 2012 to 2015. In addition, was also Guatemala's Consul General in Portugal (1994 – 2014). Has won the Entrepreneurship and Excellence Award (2010), Businesswoman Award (1999), the Dona Adelaide Ferreira Award (1998) and was also a Commissioner of Expo 98 (1998).

Education

Course in Corporate Governance course at Harvard Business School (2016), Course in Executive Programme at LBS – London Business School (2007) and a Degree in Economics from the University of Porto (1981).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Ana Pinho

REN Board Member since: May 2019

Other current listed Public Company Directorships: None**Other current Public Company Directorships within past 5 years:** None**Career Highlights**

- Chairman of the Board of Directors and of the Executive Committee of the Serralves Foundation
- Member of the management body of Arsopi – Lda.
- Member of the Board of Directors of Tecnom, S.A.
- Member of the Board of ATP – Associação do Turismo do Porto e Norte
- Was Member of the Executive Committee of UBS España
- Held the position of Chief Executive Officer of UBS Portugal
- Was Member of the Board of Directors of TAP SGPS, S.A.

Other Professional Experiences and Community Involvement

During her career she has also held the position of financial analyst at Banco Português de Investimentos, S.A., equity analyst at Schroder Securities (London) PLC and held positions at UBS AG.

Education

Attended multiple courses in Art History at Serralves Foundation (Porto), The National Society of Fine Arts Lisbon, Christie's Education London and Sotheby's Institute (London), completed the Programme in Finance Executive from London Business School, has a MBA from Cass Business School (London), and a degree in Economics from the Faculty of Economics, University of Porto.

Ana da Cunha Barros

REN Board Member since: April 2021

Other current listed Public Company Directorships: None**Other current Public Company Directorships within past 5 years:** None**Key Experience and Qualifications**

National and international experience in markets and financial advisory: 25 years of experience in investment banking, with a focus on mergers and acquisitions, debt and share capital issues, from working for large international banks based in Lisbon, Madrid, London and New York, gaining a strong knowledge of finance, financial markets, economics, strategy, regulation and risk in a global context.

Career Highlights

- Abanca Corporación Bancaria (Spain) Independent Non-Executive Director and Member of the Risk Committee – 2019 to present date
- ECS SGOIC Non-Executive Director – October 2019 to present date
- Barclays Managing Director in Investment Banking – June 2010 to January 2018
- Salomon Brothers / Citigroup Head of Investment Banking – February 1996 to May 2010
- Nomura International Financial Analyst in Investment Banking – January 1994 to December 1996

Other Professional Experience and Community Involvement

During her career, Ana has worked on a variety of strategic, financing and risk management transactions in Europe, Latin America and US across several sectors such as financial institutions, energy, utilities, transportation, industrials and telecommunications. In Portugal, Ana has advised boards of directors on several major private and market operations. Ana has also experience with a wide range of stakeholders, including corporations, financial institutions, debt and equity investors, regulatory authorities, rating agencies and the media. Ana is also Co Vice-President of WomenExecs on Boards at USA from October 2022 to present date.

Education

MBA in Finance from Cass Business School (1993) and a degree in Business Management from the Economics University of the Porto University (1992). Course "Global ESG Competent Boards Designation" (2021), course in Corporate Governance IDP-C at INSEAD (2019), course "Women on Boards: Succeeding as a Corporate Director" at Harvard Business School (2017). Multiple courses in the areas of sustainable energy and digitisation: Sustainable Energy at MIT (2022), cybersecurity Risk Management at RIT (2022), Energy with Environmental Constraints at Harvard (2021), digital Transformation at MIT (2020) and Fintech at NYU (2019).

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

José Luís Arnaut

REN Board Member since: June 2012

Other current listed Public Company Directorships: None**Other current Public Company Directorships within past 5 years:** None**Key experience and Qualifications****Leadership:** Throughout his career he has carried out leadership functions, by coordinating different projects, people and teams.**Governance:** Due to his years of experience as a director or member of other governing bodies and committees, he is familiar with the management and activities of companies.**Career Highlights**

- ANA – Aeroportos de Portugal (VINCI Airports), S.A. Chairman of the Board of Directors – June 2018 to present date
- Goldman Sachs Member of the International Advisory Board – January 2014 to present date
- AON, S.A. Member of the Consulting Board – January 2011 to present date
- Lisbon Turism Association Deputy Chairman – January 2018 to present date
- Portway – Handling de Portugal, (VINCI Airports) S.A. Chairman of the General Meeting – September 2013 to present date
- Siemens, S.A. Chairman of the General Meeting – 2014 to present date
- Grupo Super Bock Chairman of the General Meeting – 2019 to present date
- Tabaqueira II, S.A. Chairman of the General Meeting – 2017 to present date
- Portuguese Football Federation Chairman of the General Meeting – December 2011 to present date

Other Professional Experience and Community Involvement

José is a Member of the Executive Board of CMS Legal Services EEIG, since January 2012 to present date, and Founding Partner and Managing Partner of the Law Firm Rui Pena, Arnaut & Associados, since January 2002 to present date. During his career José was awarded with the insignia of Chevalier de la Legion d'Honneur by the President of the French Republic and conferred with the Grand Cross of the Order of Merit by the President of the Lithuanian Republic (2006), the Grand Cross Ordem Nacional do Cruzeiro do Sul by the President of the Republic of Brazil (2004) and the Commend of Great Officer of Ordem do Infante Dom Henrique by the President of the Portuguese Republic (1995). He was also a Commissioner for Lisbon 94 – European Capital of Culture (1994), Minister of Cities, Local Administration, Housing and Regional Development in the XVI Portuguese Constitutional Government (July 2004 to March 2005), Deputy Minister to the Prime Minister José Manuel Durão Barroso in the XV Portuguese Constitutional Government (April 2002 to July 2004), Member of the Portuguese Parliament, where he presided over the Committee on Foreign Affairs and the National Defense Committee (October 1999 to September 1999). Additionally, he was General Secretary of the Social Democratic Party, led by José Manuel Durão Barroso (May 1999 to May 2004) and a Lawyer at the Law Firm Pena, Machete & Associados (1989 to January 2002).

Education

Graduated in Higher Specialized Studies from the Robert Schuman University, in Strasbourg (1991), admitted to the Portuguese Bar Association (1991) and graduated in Law from the Lisbon Lusíada University (1988).

The professional address of each of the abovementioned members of the Board of Directors is the address of REN's head office, located at Avenida Estados Unidos da América, no. 55, parish of Alvalade, in Lisbon.

It should be noted that the members of the Board of directors, as demonstrated above, have had training and/ or have relevant professional experience in REN's sector of activity, such as company management, engineering, functions related to electricity and natural gas, economics and law, thus demonstrating their qualification and suitability for the position and having, as a whole, a varied and suitable range of skills for the management of REN.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

II.20. Common and significant family, professional and commercial relationships of the members of the Board of Directors at 31.12.2022

Director	Owner of qualified holdings	Relationship
Rodrigo Costa	-	-
João Faria Conceição	-	-
Gonçalo Morais Soares	-	-
Guangchao Zhu (representing State Grid International Development Limited)	State Grid Corporation of China	Deputy Head Engineer and General Director of the Department of International Cooperation at the State Grid Corporation of China (see II.19. and 26)
Mengrong Cheng	State Grid Corporation of China	Deputy Director General of the Department of International Cooperation of State Grid Corporation of China and President of the State Grid Corporation of China, US Office. (see II.19. and 26)
Lequan Li	State Grid Corporation of China	Consultant of State Grid International Development Corporation Limited (see II.19. and 26)
Jorge Magalhães Correia	Fidelidade – Companhia de Seguros, S.A.	Chairman of the Board of Directors and CEO of Fidelidade – Companhia de Seguros, S.A. (see II.26.)
Manuel Ramos de Sousa Sebastião	-	-
Gonçalo Gil Mata	-	-
Rosa Freitas Soares	-	-
Maria Estela Barbot	-	-
Ana Pinho	-	-
Ana da Cunha Barros	-	-
José Luís Arnaut	-	-



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



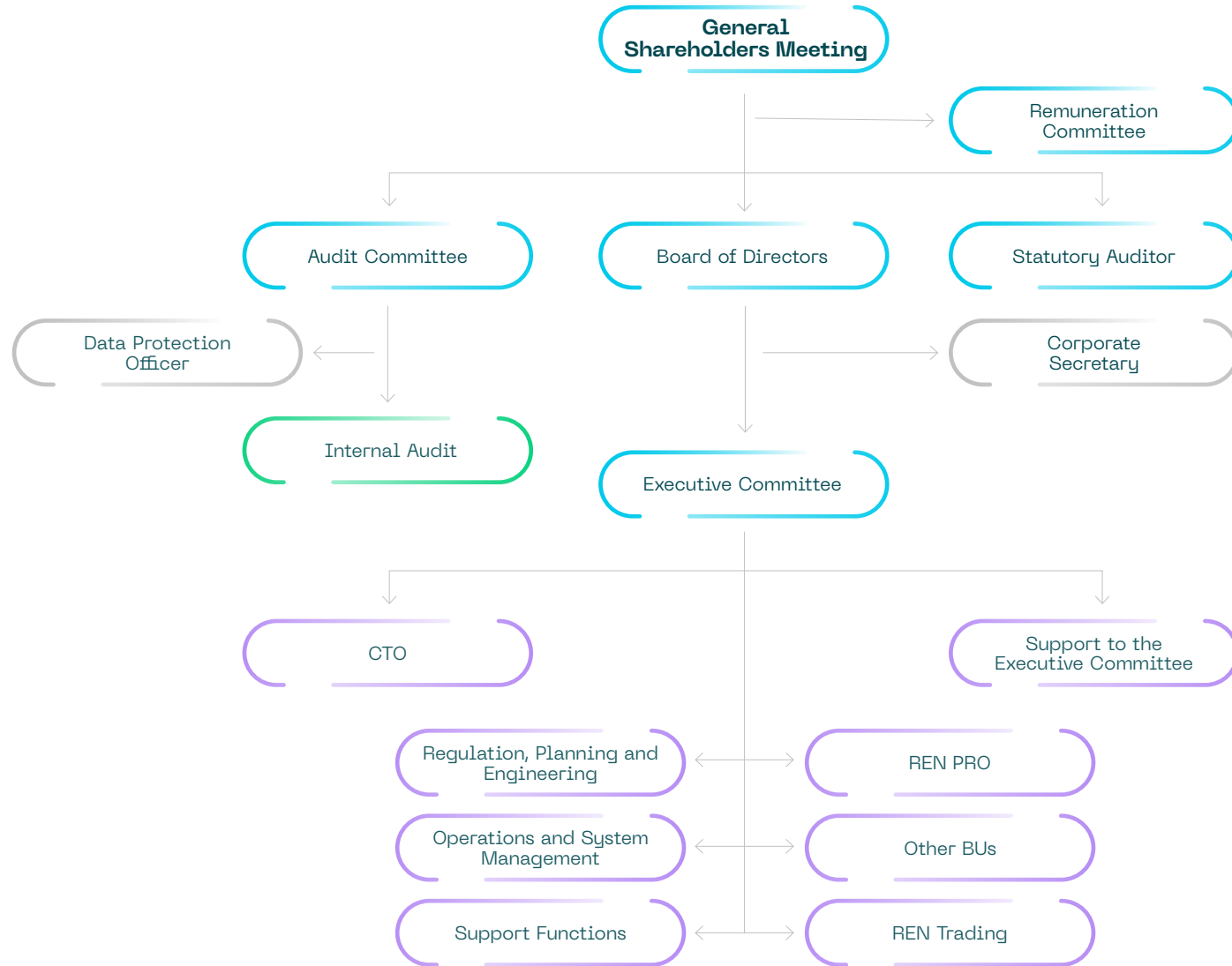
CORPORATE
GOVERNANCE REPORT



II.21. Flowcharts or functional maps on the breakdown of powers among the different corporate bodies, committees and/ or departments of the Company, including information on delegation of powers, particularly with regard to delegation of the day-to-day management of the Company

As can be seen in the flowchart in II.15., REN has adopted a corporate governance model based on an Anglo-Saxon model which consists of the following corporate bodies elected by the General Shareholders' Meeting⁴⁴: (i) a Board of Directors, responsible for the management of the Company's business, which delegates the day-to-day management of the Company to the Executive Committee⁴⁵ and which is supported by specialized committees, and (ii) an Audit Committee and Statutory Auditor, as supervisory bodies. The Audit Committee consists exclusively of non-executive directors. The General Shareholders' Meeting also elects a Remunerations Committee.

In order to better understand the division of powers among the different corporate bodies, the organization chart below outlines REN's business units in 2022:



⁴⁴ See article 8(2)(b) of the Articles of Association.
⁴⁵ See article 8(1) of the Board of Directors regulations.

General Shareholders' Meeting

The General Shareholders' Meeting is a corporate body comprising all the company shareholders, and its responsibilities are in particular:

- a) Appraise the Board of Directors' report, discuss and vote on the balance sheet, accounts and opinions of the Audit Committee and statutory auditor and decide on the appropriation of profits for the year;
- b) Elect the members of the General Shareholders' Meeting Board, the directors and the statutory auditor;
- c) Resolve on any amendments to the Articles of Association;
- d) Resolve on the remuneration of the members of the corporate bodies, with the power to appoint a Remunerations Committee; and
- e) Resolve on any other matter falling within its power and for which it has been summoned.

Board of Directors

Pursuant to the Portuguese Companies Code and REN's Articles of Association, the Board of Directors is duly empowered⁴⁶. Of special note are the powers to:

- a) Define the Company's goals and management policies;

- b) Draw up the annual financial and business plans;
- c) Manage business and carry out all actions and operations relating to the corporate object which do not fall within the powers attributed to other Company bodies;
- d) Represent the Company actively and passively, in and out of court, and propose and pursue lawsuits or arbitrations, with the power to confess, waiver and settle, as well as to enter into arbitration agreements;
- e) Acquire, sell or by any other form dispose of or encumber rights or assets, whether real estate or not;
- f) Incorporate companies and subscribe for, acquire, encumber and dispose of shareholdings;
- g) Submit proposals to the General Shareholders' Meeting on the acquisition and disposal of own shares, in compliance with the applicable legal restrictions;
- h) Determine the technical and administrative organization of the Company and the rules for internal operation, more specifically with regard to its personnel and the corresponding remuneration;

- i) Appoint the Company Secretary and the respective alternate;
- j) Appoint attorneys with the powers deemed convenient, including those of sub-delegation; and
- k) Perform any other functions granted by law or by the General Shareholders' Meeting.

In accordance with the Board of Directors regulations, as at 11 November 2021⁴⁷, matters which cannot be legally delegated to the Executive Committee include the co-optation of directors, requests to convene General Shareholders' Meetings, approval of the annual report and accounts to be submitted to the General Shareholders' Meeting, the granting of deposits and personal or in rem guarantees by the Company, the transfer of the registered office, the increase of the Company's registered share capital and the approval of merger, demerger and transformation projects.

In addition to those matters that may not be delegated by law, the Board of Directors' regulations⁴⁸ also stipulate that the following matters may not be delegated to the Executive Committee:

- a) Definition of the Company's strategy and general policies;

- b) Definition of the corporate structure of REN Group;
- c) Definition of the Company's goals and management policies;
- d) Approval of the annual budget, the business plan and other long-term development plans;
- e) To approve the contracting of debt with a maturity of no less than 3 years;
- f) Presenting proposals to the General Meeting to acquire and dispose of own shares, own bonds or other own securities;
- g) Approval of the Company's systems of internal control, risk management and internal audit;
- h) Appointment of the secretary of the Company and their alternate;
- i) Indication of the persons to be appointed by the Company to go on the lists of members of the corporate bodies to be elected in all affiliates and subsidiaries, and appointing the Company's Chief Technical Officer;
- j) Deciding on all matters considered strategic;

⁴⁶ See article 15(1) of the Articles of Association.

⁴⁷ See Article 3(3) and (5).

⁴⁸ See Article 3(5).



- k) Approval, on a case-by-case basis, of the disposal of assets and/ or rights, of investments and of the creation of encumbrances to be carried out by the Company and/ or by its affiliates or subsidiaries, with an individual or total value higher than 15,000,000 euros (fifteen million euros), except if already approved in the Company's annual budget and the corresponding value does not exceed individually or in total 25,000,000 euros (twenty five million euros);
- l) Incorporation of companies and subscription, acquisition, creation of encumbrances and disposal of shareholdings (in any case except if these acquisitions, encumbrances or disposals are between REN Group companies), except when those companies or shareholdings are special purpose vehicles (SPV) for specific investments with an individual or total value of investment by REN Group, that does not exceed 7,500,000 euros (seven million five hundred thousand euros), or if already approved in the Company's annual budget;
- m) Indication of the persons to be appointed by the Company to form part of the lists of members of the corporate bodies to be elected in all affiliates and subsidiaries, except for the two transmission system operators;
- n) Participation of the Company or any of its affiliates or subsidiaries in activities outside their core activities;
- o) Entry of REN or any of its subsidiaries into joint ventures, partnerships or strategic cooperation agreements and the selection of relevant partners;
- p) Transactions with related parties with a value exceeding 500,000 euros (five hundred thousand euros) or, regardless of the amount in question, any transactions with related parties which may be considered as not being made on an arms' length basis or not in the ordinary business of REN or the subsidiary in question; and
- q) Approval of the half-yearly and quarterly accounts to be published in accordance with the applicable legal provisions.
- In turn, the acquisition and transfer of assets, rights or shareholdings with an economic value greater than 10% of the Company's consolidated fixed assets is subject to prior approval from the General Shareholders' Meeting⁴⁹.
- Executive Committee**
On 23 April 2021, the Executive Committee was delegated, to the extent permitted by law, the Company's Articles of Association and by the Board of Directors' own regulations, with all the powers necessary or convenient to the performance of the management acts regarding the activities included in the Company's corporate scope, which include, in particular, the following attributions, to be performed under and within the limits established annually in the operation budget and in the strategic plan, to be approved, upon proposal of the Executive Committee, by the Board of Directors:
- a) Manage the Company's ordinary course of business and perform all the acts and operations concerning the corporate purpose which are not the exclusive competence of the Board of Directors by force of law, the Company's Articles of Association or the Board of Directors' own regulations;
- b) Approve, on a case-by-case basis, the sale of assets and/ or rights and investments and the creation of encumbrances over assets, except for security interests or personal guarantees, to be made by the Company and/ or by its subsidiaries, the individual and/ or aggregate value for which is equal to or lower than 15,000,000.00 euros (fifteen million euros) or which have already been approved within the Company's annual budget and the corresponding value is equal to or lower than, individually or in aggregate, 25,000,000 euros (twenty-five million euros);
- c) Propose to the Board of Directors and execute the annual budget, the business plan and other long-term development plans;
- d) Without prejudice to article 3(3)(f) of the Board of Directors' Regulations, establish the administrative and technical organization of the Company and the internal operation regulations, notably concerning personnel and their remuneration;
- e) Represent the Company actively and passively, in or out of court, and propose or pursue lawsuits with the power to confess, waive and settle, as well as to enter into arbitration agreements;
- f) Incorporate companies and subscribe, acquire, hold, create encumbrances over or dispose of shareholdings, provided that those companies or shareholdings are special purpose vehicles (SPVs) for specific investments with an individual or aggregate investment value that does not exceed 7,500,000 euros (seven million and fifty thousand euros) or which have already been approved within the Company's annual budget;
- g) Negotiate, resolve on, enter into, modify and terminate any agreements, including service provision agreements or labour

⁴⁹ See Article 2(15) of the Articles of Association and Article 3(6) of the Board of Directors Regulations.

- | | | | |
|--|--|--|---|
| <p>contracts for a value equal or lower than 5,000,000 euros (five million euros);</p> <p>h) o approve and promote any and all acts necessary to update the Euro Medium Term Note Program, under such terms as may at any time be more appropriate, including, without limiting the negotiation and conclusion of the all contractual instruments or related accessories and the pursuit of any steps or taking of any measures necessary for such updating, namely before any supervisory, market or other entity;</p> <p>i) To approve and practice any and all necessary, useful or convenient acts, including through the execution of contractual instruments, the intra-group allocation of funds obtained through external financing operations;</p> <p>j) Negotiate, enter into, modify or terminate any short-term debt agreements (i.e. with maturity equal or lower than three years), including through commercial paper programmes;</p> <p>k) Open, operate and close bank accounts;</p> <p>l) Resolve on the provision by the Company of technical and financial support to companies in which REN owns shares, quota rights ('quotas') or other shareholdings, in particular, granting loans and providing guarantees in their benefit;</p> | <p>m) Present proposals to the Board of Directors for the submission to the General Shareholders' Meeting relating to the acquisition and disposal of own shares and bonds or other own securities, within the limits established by law and by the General Shareholders' Meeting;</p> <p>n) Present to the Board of Directors proposals concerning internal control, risk management and internal audit systems of the REN Group;</p> <p>o) Appoint attorneys with the powers deemed convenient, including those of sub-delegation;</p> <p>p) Indicate the persons to be appointed by the Company to form part of the lists of members of the corporate bodies to be elected in the two transmission system operators, i.e. REN – Rede Eléctrica Nacional, S.A. and REN Gasodutos, S.A. and for the SPV's referred to in f) above;</p> <p>q) Take or give in lease any real estate or individual parts of real estate; and</p> <p>r) Manage the shareholdings owned by REN and coordinate the activity of REN's subsidiaries and, with regard to wholly owned companies, issue binding instructions, under applicable legal terms⁵⁰; and</p> | <p>s) Appoint the representative of the Company at the general meetings of all the companies in which the Company holds a shareholding.</p> <p>Specifically in relation to the entering into medium or long-term debt agreements not covered by paragraph j) above, and taking into account the objective of ensuring the adequate financing of the REN Group, the Board of Directors delegated to the Executive Committee the necessary powers to negotiate the specific terms of each debt instrument⁵¹ with respect to, among other aspects, the amount, term, interest rate, reimbursement conditions, selection of financial intermediaries and other relevant elements. The Executive Committee shall, considering the importance of such operations, submit the relevant contracts or agreements to the Board of Directors for their final approval.</p> <p>The delegation of powers to the Executive Committee does not exclude the possibility for the Board of Directors to resolve on delegated matters and does not include matters reserved by law, by the Articles of Association, by the Board of Directors Regulations or by the Regulations on "Assessing and Monitoring Transactions with Related Parties and Preventing Situations of Conflicts of Interest":</p> <p>a) Appointment of the Chairman of the Board of Directors;</p> <p>b) Co-optation of directors;</p> | <p>c) Request to convene the general shareholders' meetings;</p> <p>d) Approval of the report and annual accounts to submit to the General Shareholders' Meeting;</p> <p>e) Approval of the six-monthly and quarterly accounts to be published in accordance with the applicable legal provisions;</p> <p>f) Provision of deposits and personal guarantees or security interests by the Company;</p> <p>g) Change of the registered office and increase of the share capital, under the terms of the Articles of Association;</p> <p>h) Projects for the merger, demerger and transformation of the Company;</p> <p>i) Appointment of the Company Secretary and the respective alternate;</p> <p>j) Definition of the Company's strategy and general policies;</p> <p>k) Definition of the Company's goals and management policies;</p> <p>l) Approval of the annual budget, the business plan and other long-term development plans;</p> |
|--|--|--|---|

⁵⁰ On January 2022, new Service Order CE/17/2021 came into force, establishing the cooperative alignment between the various companies in the REN Group, through standards aimed at coordinating the activity and day-to-day management of the REN Group, through binding instructions, without prejudice to strict compliance with the respective Articles of Association, the Commercial Companies Code, the Securities Code and other applicable legislation.

⁵¹ Together with REN Finance and without prejudice to REN Finance's relevant corporate bodies and correspondent powers.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



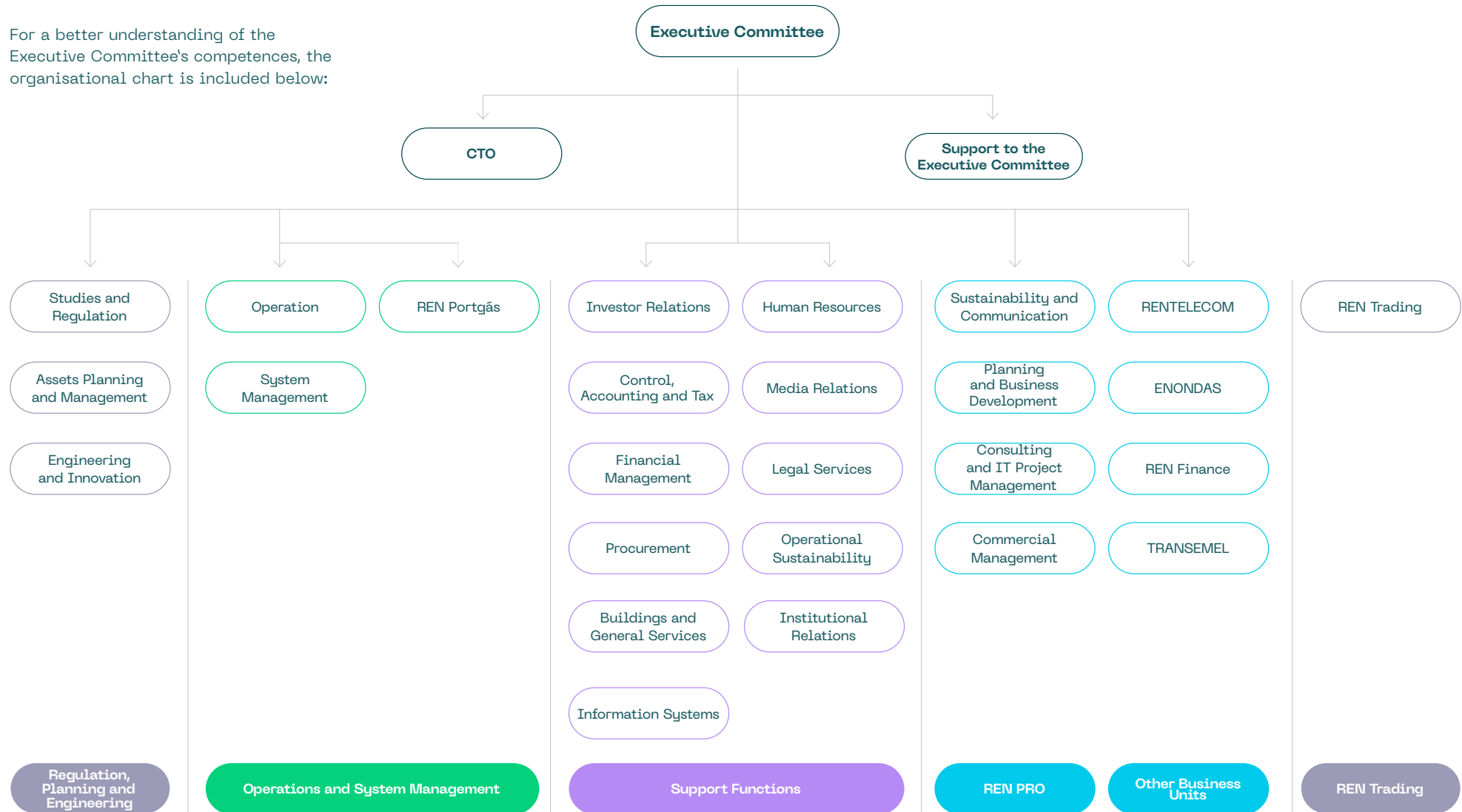
CORPORATE
GOVERNANCE REPORT



- | | | | |
|--|---|--|--|
| <p>m) Definition of the Group's corporate structure;</p> | <p>q) Presentation of proposals to the General Shareholders' Meeting for the acquisition and disposal of own shares and bonds or other own securities, within the limits established by law;</p> | <p>concerns whose corporate purpose does not include the said activities;</p> | <p>directors are members, and who in the terms described above, have access to all the information necessary for their duties.</p> |
| <p>n) The approval, on a case-by-case basis, of the transfer of assets and/ or rights and investments and the creation of encumbrances to be made by the Company and/ or by its subsidiaries, where the individual or aggregate value is higher than 15 million euros, except if already approved within the Company's annual budget and the corresponding value does not exceed individually or in total 25 million euros;</p> | <p>r) Approval of the Company's systems of internal control, risk management and internal audit;</p> | <p>v) The entering of REN into joint ventures, partnerships or strategic cooperation agreements and selection of relevant partners;</p> | |
| <p>o) Incorporation of companies and the subscription, acquisition, holding, encumbrance and disposal of holdings (in any case except if these acquisitions, encumbrances or disposals are between REN Group companies), except in cases in which those companies are, or where the holdings refer to companies which are a special purpose vehicle for making specific investment with an single or aggregate or value of investment by REN Group which does not exceed 7.5 million euros or which have been approved in the annual budget;</p> | <p>s) The appointment of the Company's representative in the General Shareholders' Meetings of all subsidiaries;</p> | <p>w) Transactions with related parties in excess of 500,000 euros or, regardless of the amount involved, any transaction with related parties which may be considered as not having been executed based on an arms' length basis or not in the ordinary business of REN or the subsidiary in question; and</p> | |
| <p>p) Adoption of resolutions to contract debt with maturity of no less than 3 years in the national or international financial markets, notably through the issuance of bonds or any other kinds of securities;</p> | <p>t) The indication of the persons to be appointed by the Company to form part of the lists of members of the corporate bodies to be elected in all subsidiaries, as well as the appointment of the Company's Chief Technical Officer, upon proposal of the Executive Committee, except for the two TSOs, i.e. REN – Rede Eléctrica Nacional, S.A. and REN Gasodutos, S.A. and for the SPVs referred to in o) above;</p> | <p>x) The resolution on all the matters which are deemed strategic, notably because they are related to strategic agreements entered into by REN or due to their risk or special characteristics.</p> | |
| | <p>u) The participation by the Company or any of its subsidiaries in activities outside their core activities, i.e. transmission of power and natural gas, storage of natural gas and regasification and/ or storage of liquid natural gas (LNG), notably by means of the acquisition or subscription of equity or ongoing</p> | <p>Taking into account the above, non-executive directors, including members of the Audit Committee, participate in the definition by the management body of the strategy, main policies, corporate structure and decisions that should be considered strategic for the company by virtue of their amount or risk, as well as in the evaluation of the compliance with those measures, as these decisions were not delegated to the Executive Committee, but should be decided by the Board of Directors, of which non-executive</p> | |

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

For a better understanding of the Executive Committee's competences, the organisational chart is included below:



Distribution of Responsibilities in the Board of Directors

With a view to optimizing management efficiency, the members of the Executive Committee distributed among themselves, during the financial year of 2022, the responsibility for the direct monitoring of specific Company performance areas, under the terms evidenced in the following chart:



INTEGRATED MANAGEMENT REPORT



CONSOLIDATED AND INDIVIDUAL ACCOUNTS



CORPORATE GOVERNANCE REPORT



Audit Committee and Statutory Auditor

The Audit Committee and the Statutory Auditor are the Company's supervisory bodies, and their main powers are set out in III.38.

Remunerations Committee

The Remuneration Committee is responsible for defining the proposed remuneration policy of the members of the governing bodies and internal committees and for submitting it to the General Meeting, as well as for setting remuneration in accordance with the approved policy.

Within its responsibilities, the Remunerations Committee has also actively participated in performance assessment, particularly for purposes of setting the variable remuneration of executive directors.

b) Operation

II.22. Existence and place where the operating regulations can be found for the Board of Directors

The Board of Directors Regulations and the Executive Committee Regulations, which establish, inter alia, the performance of their respective duties, chairmanship, attendance of meetings, functioning and the framework of duties of its members,

are available on the REN [website](#) in Portuguese and English. As detailed in the law and its regulations, at the meetings of the Board of Directors and the Executive Committee, detailed minutes are drawn up, approved and signed by all members present.

II.23. Number of meetings held and attendance by each member of the Board of Directors

Board of Directors

The meetings of the Board of Directors are convened and chaired over by the respective Chairman. It is the responsibility of the Board of Directors to decide on the frequency of their ordinary meetings, notwithstanding the fact that quarterly meetings are mandatory, on dates to be fixed annually⁵².

Moreover, the Board of Directors is required to meet on an extraordinary basis whenever convened by the Chairman, or, on his absence, by the Vice-Chairman, by two directors or at the request of the Statutory Auditor⁵⁰.

In 2022, the Board of Directors held 7 meetings.

The following table shows the number of meetings of the REN Board of Directors at which directors were present or duly represented.

Attendance of Members of the Board of Directors at Meetings

Nome	Present	Representation	Absent	% attendance
Rodrigo Costa	7	0	0	100%
João Faria Conceição	7	0	0	100%
Gonçalo Morais Soares	7	0	0	100%
Guangchao Zhu (on behalf of State Grid International Development Limited)	7	0	0	100%
Mengrong Cheng	1	6	0	100%
Lequan Li	7	0	0	100%
Jorge Magalhães Correia	6	1	0	100%
Manuel Ramos de Sousa Sebastião	7	0	0	100%
Gonçalo Gil Mata	7	0	0	100%
Rosa Freitas Soares	7	0	0	100%
Maria Estela Barbot	6	1	0	100%
Ana Pinho	6	1	0	100%
Ana da Cunha Barros	7	0	0	100%
José Luís Arnaut	6	1	0	100%

⁵² See Article 19(1) of the Articles of Association.



In addition, information on the composition of the Board of Directors and the number of meetings held annually can be found at [website](#).

Directors and employees of other companies of the REN Group, as well as their respective advisors, may be called upon to participate (but not vote) in meetings of the Board of Directors, whenever the Board of Directors deems that their presence is necessary or convenient.

Executive Committee

Meetings of the Executive Committee are convened and chaired over by the respective Chairman and are held, as a rule, once a week⁵³.

In 2022, the Executive Committee held 49 meetings.

Attendance of members of the Executive Committee at meetings

Nome	Present	Representation	Absent	% Attendance
Rodrigo Costa	49	0	0	100
João Faria Conceição	49	0	0	100
Gonçalo Morais Soares	49	0	0	100

The Chairman of the Executive Committee (who, as already mentioned, is also Chairman of the Board of Directors), sends to the Chairman of the Audit Committee the minutes of the Executive Committee's meetings, with the supporting documentation, as well as the respective convening notices, when applicable. The Executive Committee provides timely and appropriate information to members of other corporate bodies upon their request⁵⁴. This mechanism ensures that the members of the administrative and supervisory bodies have permanent access to all information for the evaluation of the company's performance, situation and prospects for development.

In addition, information on the composition of the Executive Committee and the number of meetings held annually can be found at [website](#).

II.24. Indication of the competent corporate bodies to conduct the performance assessment of executive directors

The performance of members of the Executive Committee has been assessed by the Nominations and Appraisals Committee and by the Remunerations Committee, within the scope of their respective responsibilities.

Also of note is the role played by the Audit Committee in the verification of the quantitative aspects of assessment.

The Board of Directors, through its Nominations and Appraisals Committee, within the scope of its powers, assesses the overall performance of the Board of Directors and the specialized committees, taking into account compliance with the company's strategic plan and budget, risk management, its internal functioning and the contribution of each member, and the relationship between the company's bodies and committees.

II.25. Predetermined criteria for the performance assessment of executive directors

The annual performance assessment of executive directors is based on predetermined criteria, under the terms outlined in III.71. below.

⁵³ See article 1(2) of the Audit Committee regulations.

⁵⁴ See Article 5 of the Executive Committee Regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



II.26. Availability of each member of the Board of Directors, specifying the roles carried out concurrently in other companies, both within and outside the group, and other relevant activities carried out by the members of the aforementioned bodies

Shown below are the duties carried out on administrative, management and supervisory bodies by members of REN's Board of Directors and Audit Committee at 31 December 2022:

Director	Duties carried out on management or supervisory bodies
Rodrigo Costa	<p>Chairman of the Board of Directors of REN Rede Eléctrica Nacional, S.A. Chairman of the Board of Directors of REN Gasodutos, S.A. Chairman of the Board of Directors of REN Atlântico – Terminal de GNL, S.A. Chairman of the Board of Directors of REN Armazenagem, S.A. Chairman of the Board of Directors of REN Serviços, S.A. Chairman of the Board of Directors of REN PRO, S.A. Chairman of the Board of Directors of ENONDAS, Energia das Ondas, S.A. Chairman of the Board of Directors of REN Gás, S.A. Chairman of the Board of Directors of REN RENTELECOM – Comunicações, S.A. Chairman of the Board of Directors of Aerio Chile, Spa Chairman of the Board of Directors of Apolo Chile, Spa Chairman of the Board of Directors of Empresa of Transmisión Eléctrica Transemel, S.A.</p>
João Faria Conceição	<p>Member of the Board of Directors of REN Rede Eléctrica Nacional, S.A. Member of the Board of Directors of REN Gasodutos, S.A. Member of the Board of Directors of REN Atlântico – Terminal de GNL, S.A. Member of the Board of Directors of REN Armazenagem, S.A. Member of the Board of Directors of REN Serviços, S.A. Member of the Board of Directors of REN PRO, S.A. Member of the Board of Directors of RENTELECOM – Comunicações, S.A. Member of the Board of Directors of ENONDAS, Energia das Ondas, S.A. Member of the Board of Directors of REN Gás, S.A. Member of the Board of Directors of the Centro de Investigação em Energia REN – State Grid, S.A.. Non-executive Member of the Board of Directors of Hidroeléctrica de Cahora Bassa Member of the Board of Directors of Aerio Chile, Spa Chairman of the Board of Directors of Electrogas, S.A. Member of the Board of Directors of Apolo Chile, Spa Member of the Board of Directors of Empresa of Transmisión Eléctrica Transemel, S.A.</p>
Gonçalo Morais Soares	<p>Member of the Board of Directors of REN – Rede Eléctrica Nacional, S.A. Member of the Board of Directors of REN Gasodutos, S.A.. Member of the Board of Directors of REN Atlântico – Terminal de GNL, S.A. Member of the Board of Directors of REN Armazenagem, S.A. Member of the Board of Directors of REN Serviços, S.A. Member of the Board of Directors of REN PRO, S.A. Member of the Board of Directors of ENONDAS, Energia das Ondas, S.A. Member of the Board of Directors of REN Gás, S.A. Chairman of the Board of Directors of REN Finance BV Member of the Board of Directors of RENTELECOM – Comunicações, S.A. Member of the Board of Directors of Aerio Chile, Spa Member of the Board of Directors of Electrogas, S.A. Member of the Board of Directors of Apolo Chile, Spa Member of the Board of Directors of Empresa of Transmisión Eléctrica Transemel, S.A.</p>



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Duties Of Executive Directors

As a result of the framework above, the REN executive directors exclusively carry out duties on governing bodies of companies that are either directly or indirectly subsidiaries or partly owned by REN. Thus, they are completely dedicated to carrying out their role – seeking at all times to develop the business and serve the interests of the company and the Group to its full potential.

In fact, although not formalized in internal regulations specifically addressing Executive Directors, in practice, REN's policy is that its executive directors perform executive functions during their term of office only in the REN Group. This practice has always been followed in previous terms of office. In addition, the Code of Conduct establishes that, without prejudice to the provisions on incompatibilities regarding the performance of certain duties or the exercise of corporate positions, and except with a prior authorisation of the Board of Directors⁵⁵, no employee of REN (including members of corporate bodies, as defined in this code) may engage in professional activities in an entity external to REN, whenever the exercise of such activity interferes with

the performance of his duties as an employee of the company or in any way affects the performance or availability for the duties performed by the employee at REN.

Moreover, it should be noted that, upon their appointment, the executive directors declared their full dedication to carrying out their role and pursuing the objectives laid out, and have proven this through their attendance at Board of Directors and Executive Committee meetings and through their work carried out within REN.

Duties of non-independent non-Executive Directors performing duties at 31.12.2022⁵⁶:

Director

Director	Duties carried out on management or supervisory bodies
Guangchao Zhu	Deputy Head Engineer at the State Grid Corporation of China General Director of the Department of International Cooperation at the State Grid Corporation of China. Chairman of the Board of Directors at NGCP, Philippines Board Member of HKEI in Hong Kong, China
Mengrong Cheng	Deputy Director General of the Department of International Cooperation at the State Grid Corporation of China President of the State Grid Corporation of China US Office Acting Chief of GEIDCO North America Office Director of Sherpa on Management Committee of Global Sustainable Electricity Partnership (G-SEP)
Lequan Li	Consultant of State Grid International Development Corporation Limited
Jorge Magalhães Correia	Chairman of the Board of Directors of Fidelidade – Companhia de Seguros, S.A. Chairman of the Board of Directors of Luz Saúde, S.A. Non-executive Vice President of the Board of Directors of Banco Comercial Português, S.A. Non-executive member of the Board of Directors of Longrun Portugal, SGPS, S.A.
José Luís Arnaut	Managing Partner of CMS Rui Pena, Arnaut & Associados Member of the Executive Committee of CMS Legal Services EEIG (Frankfurt) Chairman of the Board of Directors of ANA – Aeroportos de Portugal (Vinci Airports) Member of the international Advisory Board of Goldman Sachs (London) Member of the Advisory Board of AON Vice-Chairman of the Lisbon Tourism Association Chairman of the General Meeting of Portway, Handling de Portugal, S.A. (Vinci Airports) Chairman of the General Meeting of Siemens Portugal Chairman of the General Meeting of Super Bock Group Chairman of the General Meeting of Tabaqueira II, S.A. Chairman of the General Meeting of the Portuguese Football Federation

⁵⁵ See The framework of "Incompatibilities" established in articles 7-A and 7-B of REN's Articles of Association, as well as article 12(3) of the Board of Directors' Regulations.

⁵⁶ None of the companies identified belong to the REN Group.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Upon their appointment, the non-executive directors named above stated that they were available to perform their duties in order to achieve established goals.

This availability has been proven through their attendance at meetings of the management and supervisory bodies and through their work carried out within REN.

Duties of independent non-executive directors at 31.12.2022⁵⁷:

Director	Duties carried out on management or supervisory bodies
Manuel Ramos de Sousa Sebastião	<p>Non-executive member and President of the Audit Committee of Banco BPI, S.A.</p> <p>Chairman of the Directive Council of Ulisses – Foundation for the Development of Management</p> <p>Chairman of the Supervisory Board of IPCG – Portuguese Institute of Corporate Governance</p>
Gonçalo Gil Mata	<p>Executive partner and member of the Board of Directors of C2 Capital Partners – Soc. Capital de Risco, S.A.</p> <p>Non-executive member of the Board of Directors of Arquiled, S.A.</p> <p>Member of the Board of Directors of companies managed by FIAE, Promoção e Turismo</p> <p>Manager of Goma Consulting, Lda.</p>
Rosa Freitas Soares	<p>Member of the Remuneration Committee of Sogrape, SGPS, S.A.</p> <p>Managing Partner at ALETSE, Lda (Real Estate Management Consulting and Public Relations and Communication)</p> <p>International Senior Adviser of Roland Berger Holding GmbH</p> <p>President of Fórum Portugal Global – FPG</p>
Maria Estela Barbot	<p>Chairman of the Portuguese Group of the Trilateral Commission</p> <p>Vice Chairman of the District of Porto – SEDES</p> <p>Member of the Advisory Board of Ar.Co – Centro de Arte e Comunicação Visual,</p> <p>Member of the Board of Founders of Museu de Arte Moderna da Fundação de Serralves</p>
Ana Pinho	<p>Chairman of the Board of Directors and of the Executive Committee of the Serralves Foundation</p> <p>Manager of ARSOPI, Lda.</p> <p>Member of the Board of Directors of TecnoCom, S.A.</p> <p>Member of the Board of Directors of ATP – Associação do Turismo do Porto e Norte</p>
Ana da Cunha Barros	<p>Independent non-executive Director of Abanca Corporación Bancaria, S.A. and member of the risk committee</p> <p>Independent non-executive Director of ECS SGOIC, S.A.</p>

⁵⁷ None of the companies identified belong to the REN Group.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



From the above it can be concluded that 11 non-executive members of the Board of Directors (as opposed to the executive members) hold positions outside the REN group, at an average of circa [4] positions per director.

Upon their appointment, the non-executive directors and members of the Audit Committee (where applicable) identified above stated that they were available to perform their duties in order to achieve established goals. This availability has been proven through their attendance at meetings of the management and supervisory bodies and through their work carried out within REN.

c) Committees within the management or supervisor bodies and delegated directors

II.27. Identification of committees set up within the Board of Directors, and place where the operating regulations may be found

In 2022, the Board of Directors was assisted by the specialized committees within the Board of Directors set up in 2015.

The Board of Directors is regularly assisted by (i) the Ethics and Corporate Governance Committee which supports and assists the Board of Directors in the preparation of the annual corporate governance report and generally in meeting legal obligations and

adopting best practices regarding corporate governance, as well as (ii) The Nominations and Appraisals Committee which assists the Board of Directors in the preparation of succession plans for executive board members and provides recommendations regarding the profile and relevant nominees for future appointments to the Board of Directors; it also supports the Board of Directors in the assessment of the overall performance of the Board of Directors, its executive members and specialized committees. Each of these committees is chaired by non-executive directors who, among other duties, act as interlocutor with the Chairman of the Board of Directors and the other directors and ensure that all the conditions and means necessary for the performance of the functions and duties of the committees they chair are available.

Furthermore, in 2021, the Board of Directors approved the creation of the Sustainability Committee, whose purpose is to promote and supervise, together with the Board of Directors, actions on environmental, social and governance responsibility. Currently, the Sustainability Committee is composed by the Executive Committee and by two independent non-executive directors. Its regulations can be consulted at [website](#). Refer also to the information included below in Section 3 of this Report.

Their internal regulations can be consulted at [website](#).

Moreover, information on the composition of these committees and the number of meetings held annually may also be consulted at [website](#).

II.28. Composition, if applicable, of the Executive Committee and/ or identification of delegated directors

At 31 December 2022, the Executive Committee consisted of the members indicated in II.17.

II.29. Indication of the powers of each of the committees created

As mentioned in II.27, specialized committee operate within the REN Board of Directors, namely the Ethics and Corporate Governance Committee, the Nominations and Appraisals Committee and the Sustainability Committee.

The Ethics and Corporate Governance Committee has the powers and competences conferred by its internal regulations⁵⁸. Among these, of special note are those to:

- a) Make recommendations and define policies in order to comply with applicable legislation and best practices in corporate governance matters;
- b) Monitor compliance with applicable legislation and best practices in corporate governance matters;

- c) Promote the adoption of guidelines in relation to:
 - (i) structure, role and functioning of the corporate bodies;
 - (ii) liaison between the corporate bodies and the internal committees;
 - (iii) incompatibilities and independence of the members of corporate bodies;
 - (iv) efficiency of the role of non-executive members of the Board of Directors;
 - (v) voting, representation and equal treatment of shareholders;
 - (vi) the prevention of conflicts of interests; and
 - (vii) transparency in relation to corporate governance, information disclosed to the market and relations with investors and other stakeholders.
- d) Issue opinions upon request of the Board of Directors or at its own initiative in relation to any corporate governance matters, in particular with regard to incompatibilities and the independence of the members of the Board of Directors;

⁵⁸ See Article 3 of the Corporate Governance Committee Regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



- e) Prepare the questionnaire evaluating the independence of the members of the Board of Directors;
- f) Prepare the annual corporate governance report in collaboration with the Company Secretary and other relevant departments of REN;
- g) Prepare an annual report reviewing the corporate governance model adopted by the Company and proposing, if applicable, any improvements to the practices being implemented;
- h) Review the REN Group Code of Conduct;
- i) The overall corporate governance organization of the Company and its subsidiaries;
- j) Follow inspections conducted by the Executive Committee for Follow-up and Monitoring of the IPCG (Comissão Executiva de Acompanhamento e Monitorização do IPCG) in relation to corporate governance issues; and
- k) Perform any other duties or responsibilities in relation to corporate governance matters delegated to the Ethics and Corporate Governance Committee by the Board of Directors.
- The Nominations and Appraisals Committee has the powers and competences conferred by its internal regulations⁵⁹. Among these, of special note are:
- a) In relation to appointments, to,**
- (i) support the Board of Directors in identifying and selecting potential candidates for the Board of Directors and present the Board of Directors with a list of individuals recommended for appointment. This presentation will be made according to a set of criteria and requirements regarding the profile of the new members appropriate to the role to be performed. In addition to individual attributes (such as competence, independence, integrity, availability and experience), diversity requirements that may contribute to the improvement the performance of the Board of Directors and to the balance of its composition will be considered, and particular attention will be paid to gender;
- (ii) make recommendations in relation to the qualifications, knowledge and professional experience required to be a member of the Board of Directors;
- (iii) assist the Board of Directors in the preparation of the succession of its members; and
- (iv) perform any other duties or responsibilities delegated to
- the Nominations and Appraisals Committee by the Board of Directors within the scope of its duties.
- b) In relation to appraisals,**
- (i) advise the Board of Directors on the rules that should govern the annual appraisal process, in particular the key performance indicators;
- (ii) support the Board of Directors in the annual appraisal of its executive members, the overall performance of the Board of Directors and of the specialized committees;
- (iii) prepare a report to the Remunerations Committee in relation to the appraisal of the executive members of the Board of Directors, to be delivered by the end of March of the following year; and
- (iv) perform any other duties or responsibilities delegated to the Nominations and Appraisals Committee by the Board of Directors within the scope of its duties;
- The Sustainability Committee has the competencies and powers that are granted to it by its internal regulation⁶⁰. These include, in particular:
- a) Collaborate in defining, updating and reviewing REN's Group sustainability strategy;
- b) Provide advice on the resources required and monitor the implementation of the sustainability strategy;
- c) Monitor and report to the Board of Directors on the performance of indicators in the economic, social and environmental dimensions, including matters related to environmental protection and social responsibility, in accordance with the strategy, commitments and objectives established;
- d) Monitor and report to the Board of Directors on the application of economic, social and environmental policies;
- e) Collaborate in the development of the sustainability annual report that summarising the implementation of the sustainability strategy adopted by the REN Group including the review on the external information relating to sustainability, in particular REN's sustainability report and/ or the sustainability chapter included in the accounts report;
- f) To issue opinions on any topic related to sustainability, at the request of the Board of Directors or on its own initiative, promoting the adoption of the best national and international practices; and

⁵⁹ See Article 3 of the Nominations and Appraisals Committee Regulations.

⁶⁰ See Article 3 of the Sustainability Committee Regulations.



- g) Perform other duties or responsibilities in matters of sustainability delegated to the Sustainability Committee by the Board of Directors.

REN understands that the definition of senior management only encompasses the members of the company's management and supervisory bodies, hence REN hasn't created an additional nominations committee to the Nominations and Appraisals Committee for the purpose of appointing other management staff. The Nominations and Appraisals Committee is composed by three non-executive directors, two of whom are independent (and one of whom acts as Chairman).

With regard to the Executive Committee, see II.21.

The Regulations of the Ethics and Corporate Governance Committee, the Nominations and Appraisals Committee and the Sustainability Committee establish, inter alia, the performance of the respective duties, chairing, attendance of meetings, operation and framework of duties of its members and can be consulted on the official REN [website](#) in Portuguese and in its English translation.

As provided for in its regulations, its meetings are drawn up, approved and signed by all members who are present.

III. Supervision (Audit Committee)

a) Composition

III.30. Identification of the supervisory bodies (Supervisory Board, Audit Committee or General and Supervisory Board), corresponding to the adopted model

As stated above⁶¹, REN has adopted an Anglo-Saxon model of corporate governance with supervisory bodies consisting of the Audit Committee and the Statutory Auditor. The Audit Committee is made up solely of independent and non-executive directors⁶² (including the Chairman), possessing the necessary powers to perform their duties.

III.31. Composition of the Audit Committee, with indication of the minimum and maximum members and duration of term of office in accordance with the Articles of Association, number of full members, date of first appointment and date of termination of term of office of each member

At 31 December 2022, the Audit Committee consisted of three members as identified in II.17. This structure has proven adequate for carrying out their functions efficiently, taking into account the Company's size and business and the complexity of the associated risks.

REN's Articles of Association stipulate that the Audit Committee shall be made up of three members.

As regards the remaining appropriate information, please also refer to point II.17.

III.32. Identification of the members of the Audit Committee considered to be independent, in accordance with Article 414(5) of the Portuguese Companies Code

See II.18. above.

III.33. Professional Qualifications and other relevant information on the *résumés* of each of the members of the the Audit Committee

See II.19. above.

b) Operation

III.34. Existence and place where the operating regulations can be consulted for the Audit Committee

Audit Committee regulations, which establish, inter alia, the performance of the respective duties, chairing, attendance of meetings, operation and framework of duties of its members which can be consulted on the official REN [website](#) in Portuguese and English.

As provided for in its regulations, its meetings are drawn up, approved and signed by all members who are present.

III.35. Number of meetings and attendance for each member of the Audit Committee

Audit Committee meetings are convened and chaired over by the respective Chairman and are held monthly, except in August. In addition to its ordinary meetings, the Audit Committee may meet whenever convened by its Chairman or by the remaining two members⁶³.

In 2022, the Audit Committee held 11 meetings.

⁶¹ See II.15. above.

⁶² See Article 3(3) of the Audit Committee Regulations.

⁶³ See Article 9(1) and (2) of the Audit Committee Regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Attendance of members of the audit committee at meetings

Name	Present	Representation	Absent	% attendance
Manuel Ramos de Sousa Sebastião	11	0	0	100
Gonçalo Gil Mata	11	0	0	100
Rosa Freitas Soares	11	0	0	100

Moreover, information on the composition of the Audit Committee and the number of meetings held annually may also be consulted at [website](#).

III.36. Duties of each member of the Audit Committee, indicating roles carried out concurrently within other companies, both within and outside the group, and other relevant activities carried out by the members of the aforementioned bodies

With regard to this matter, see II.26.

c) Competences and duties

III.37. Description of the procedures and criteria applicable to the intervention of the supervisory bodies for the purposes of contracting additional services from the external auditor

In accordance with Audit Committee regulations⁶⁴, it is the Audit Committee

which grants prior approval to the Company for the contracting of different audit services from the External Auditor or from any entity with a participating interest with the said auditor or which is part of the same network (see also point V.46.).

In 2022, the Audit Committee granted prior approval to the contracting of non-audit services from the External Auditor and the entities referred to above by REN or companies in a group or controlling relationship.

III.38. Other functions of the supervisory bodies and, where applicable, the Financial Matters Committee

The Audit Committee is, alongside the Statutory Auditor, a supervisory body. It is, therefore, an integral body of the Board of Directors, while consisting of non-executive and independent members (including its Chairman).

The Audit Committee supervises and oversees management activity in an independent and autonomous manner. The intervention of its members, as members of both the supervisory body and the management body, renders the control process even more transparent, notably due to the special access afforded to the members of the Audit Committee to information and decision-making processes.

Directors and employees of other companies of the REN Group, as well as their respective advisors, may be called upon to participate (but not vote) in meetings of the Audit Committee, whenever the Audit Committee deems that their presence is necessary or convenient to the smooth running of the work.

The Audit Committee, as a supervisory body, has the powers and the duties stipulated by law and in the REN Articles of Association, therefore being particularly responsible⁶⁵:

- a) Supervising the management of the Company;
- b) Monitoring compliance with the law, the REN Articles of Association and applicable principles of corporate governance;
- c) Confirming that the REN Corporate Governance Report includes the information set out in Article 29–H of the Securities Code and in CMVM Regulation No 4/2013, as amended;
- d) Expressing their agreement or otherwise with regard to the annual management report and the accounts for the financial year;
- e) Verifying, when and in the manner they see fit, cash in all its forms and stocks of any type of assets or values belonging to REN or received by REN as a guarantee, deposit or in other form;
- f) Inspecting the accuracy of records, supporting documents and accounting books;
- g) Verifying whether the accounting policies and the valuation criteria adopted by REN lead to a correct evaluation of property and results;
- h) Preparing the annual report on their supervisory work;
- i) Issuing an opinion on the report, accounts and proposal to distribute profits presented by management;
- j) Convening the General Shareholders' Meeting whenever the Chairman of the Board of the General Shareholders' Meeting fails to do so;

⁶⁴ See Article 6(4)(h) of the Audit Committee Regulations.

⁶⁵ See Article 6(3) of the Audit Committee Regulations.



- | | | | |
|---|---|---|---|
| <p>k) Receiving alleged whistleblowing communications, in financial or others matters, submitted by shareholders, company employees or third parties;</p> <p>l) Ensure that the company's arrangements for receiving such communications, in confidence, allow a proportionate and independent investigation of such matters and appropriate follow-up actions;</p> <p>m) Supervising the preparation and disclosure of financial information, in particular financial information by the Board of Directors or Executive Committee, including the adequacy of accounting policies, estimates, judgements and relevant disclosures, and their consistent application across financial years, in a duly documented and communicated format;</p> <p>n) Inspecting the review of accounts in accounting documentation;</p> <p>o) Hiring the services of experts who will assist one or several of its members in exercising their duties. The contracting and remuneration of experts must take into account the importance of the matters they are to deal with and the company's economic situation; and</p> | <p>p) Complying with other provisions set out in law or the Articles of Association.</p> <p>In its relationship with other corporate bodies, the Audit Committee is also responsible for⁶⁶:</p> <p>a) Supervising the effectiveness of the risk management, internal control and internal audit systems, including monitoring, evaluating, giving opinion, and making proposals to improve the functioning of those systems so that the risks actually incurred by the company are consistent with the objectives set by the Board of Directors or Executive Committee;</p> <p>b) Proposing to the General Shareholders' Meeting the appointment of the Statutory Auditor, first and alternate;</p> <p>c) Supervising the independence of the Statutory Auditor, more specifically with regard to the provision of non-audit of additional services and its suitability for the performance of duties;</p> <p>d) Representing the Company, for all purposes, with the Statutory Auditor acting as REN's interlocutor with it and being the first recipient of its reports;</p> | <p>e) Ensuring that the proper conditions for the provision of audit services by the REN Statutory Auditor are provided within the company;</p> <p>f) Monitoring the activities of the Statutory Auditor on a regular basis by analysing their periodic reports and overseeing the audit and review processes. It also assesses any changes in procedures recommended by the or the Statutory Auditor;</p> <p>g) Assessing the work carried out by the Statutory Auditor on an annual basis;</p> <p>h) Providing prior approval on the contracting of any audit services from the Statutory Auditor by the Company, or any entity with a participating interest with the said auditor or which is part of the same network, explaining the reasons for such contracting in the annual report on Corporate Governance;</p> <p>i) Approving the business plan for the following year and the activity report for the previous year from REN's Internal Audit Department; and</p> <p>j) To approve the annual budget and staff members proposals for the Internal Audit Department of REN, which shall be submitted to the Executive Committee for final assessment, together with</p> | <p>the proposals of all other REN departments.</p> <p>At the level of control of compliance with applicable regulations, the Audit Committee supervises compliance with legal and statutory provisions, and is also responsible for:</p> <p>a) To issue a prior and binding opinion addressed to the Board of Directors on the internal procedures to be adopted for the purposes of verifying transactions with related parties, under the legal terms in force;</p> <p>b) Verify if the transactions with related parties are carried out within the scope of the Company's current activity and under market conditions;</p> <p>c) To give a prior opinion on certain related party transactions, under the terms established by law and REN's internal regulations;</p> <p>d) To analyse, jointly with the Board of Directors and/ or the Executive Committee, any relevant matters related to the compliance of the Company's activity and business with the applicable legal, regulatory and statutory provisions, as well as with the instructions, recommendations and guidelines issued by the competent entities; and</p> |
|---|---|---|---|

⁶⁶ See Article 6(4) of the Audit Committee Regulation.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



- e) To analyse the communications from the Board of Directors regarding the conduct of business referred to in b) above.

The Audit Committee draws up an annual report on its supervisory activities (including references to any detected constraints). It also submits an opinion on the management report, the financial statements of the financial year, as well as on the Corporate Governance Report. They are published together with accounting documents on the REN [website](#) and remain available for ten years.

The Audit Committee is the Company's main discussion partner and the first recipient of reports from the Statutory Auditor, representing it before the Statutory Auditor and seeking to ensure that, within the Company, suitable conditions are provided for them to carry out their work.

The Audit Committee is responsible for regularly monitoring the activities of the Statutory Auditor by analysing their periodic reports and overseeing the audit and review processes. It also assesses any changes in procedures recommended by the Statutory Auditor⁶⁷. The monitoring of the

independence of the statutory auditor is based on regular contact with the auditor, through which he is asked to indicate the absence of circumstances that might hinder his independence, as well as the proper handling of any information that may be obtained by the Audit Committee on the subject, within the scope of its duties.

As REN has adopted a corporate governance model based on an Anglo-Saxon model and the supervisory body consists of non-executive directors who are on the Board of Directors, in addition to the powers referred to above, the Audit Committee, acting as supervisory body, also has the general powers of non-executive directors.

In turn, in accordance with the Portuguese Companies Code⁶⁸, the Statutory Auditor is responsible for the examination and verification required for the review and legal certification of the accounts. He is also responsible for verifying the correctness of books, accounting records and documents used as support, the accuracy of documents providing accounting information and if the accounting policies and valuation criteria adopted by REN lead to a correct evaluation of its property and results.

IV. Statutory Auditor

IV.39. Identification of the Statutory Auditor and of the key auditor partner representing the Statutory Auditor

The office of permanent Statutory Auditor of the Company is carried out by the auditors Ernst & Young, Audit & Associados, SROC, S.A., registered with the Portuguese Institute of Statutory Auditors under No 178 and registered at CMVM under No 20161480, represented by Rui Abel Serra Martins (S.A. No 1119), who also carries out the duties of External Auditor.

The alternate Statutory Auditor of the Company is Ricardo Miguel Barrocas André, registered with the Portuguese Institute of Statutory Auditors under No 1461.

IV.40. Indication of the number of years which the Statutory Auditor has consecutively carried out duties for the Company and/ or group

The REN Statutory Auditor (Ernst & Young, Audit, SROC, S.A.) was initially hired to carry out these duties in 2018. It is currently in its second term of office (2021-2023).

In light of the applicable legal and regulatory framework, the appointment of Ernst & Young, Audit & Associates, SROC, S.A. for its first term of office took place following a selection process for a new Statutory Auditor. The REN Audit Committee was responsible for this process which was performed in an equitable manner, and legislation and recommendations in force at the time continued to be fully complied with.

IV.41. Description of other services provided by the Statutory Auditor to the Company

In addition to the services as Statutory Auditor detailed in III.38., the services referred to in V.46. were also provided.

⁶⁷ See Article 6(4)(f) of the Audit Committee Regulation.

⁶⁸ See Article 420.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





V. External Auditor

V.42. Identification of the External Auditor for the purposes of Article 8 and of the respective key auditor partner representing the former in the carrying out of these duties, along with the relevant CMVM registration number

REN's External Auditor, as in the case with the Statutory Auditor, is Ernst & Young, Audit & Associados, SROC, S.A., registered with the Portuguese Institute of Statutory Auditors under No 178 and registered at CMVM under No 20161480, represented by Rui Abel Serra Martins (S.A. No 1119).

V.43. Indication of the number of years during which the External Auditor and respective Statutory Auditor have carried out duties for the Company and/ or group

REN's External Auditor (Ernst & Young, Audit & Associados, SROC, S.A.), and the respective partner, was initially hired to carry out these duties in 2018.

V.44. Rotation frequency and policy for the External Auditor and respective key auditor partner representing the former in the performance of these duties

REN's External Auditor (Ernst & Young & Associados, SROC, S.A.) was initially hired to carry out these duties in 2018. It is currently in its second term of office (2021-2023).

The appointment of Ernst & Young, Audit & Associados, SROC, S.A. for its first term of office took place following a selection process for a new External Auditor. The REN Audit Committee was responsible for this process which was performed in an equitable manner, and legislation and recommendations in force at the time continued to be fully complied with.

V.45. Indication of the body responsible for assessing the External Auditor and frequency of the assessment

The Audit Committee is responsible for undertaking an annual assessment of the Statutory Auditor and External Auditor and has the power to propose the dismissal of the External Auditor to the General Meeting if there are grounds to do so and to propose the respective remuneration.

The Audit Committee is responsible for regularly monitoring the activities of the External Auditor by analysing their periodic reports and overseeing the audit and review processes. It also assesses any changes in procedures recommended by the External Auditor.

The Audit Committee is also responsible for overseeing the independence of the Statutory Auditor and External Auditor and issuing prior approval of the contracting of different audit services

from the External Auditor or from any entity with a participating interest with the said External Auditor or which is part of the same network.

In 2022, the Audit Committee carried out its evaluation of the services provided to the Company by the External Auditor. The Audit Committee considered that the External Auditor provided its services in a satisfactory manner and complied with the applicable standards and regulations, including international standards on auditing, and that they performed their activities with high technical accuracy.

V.46. Identification of non-audit services provided by the External Auditor to the Company and/ or companies in a controlling relationship, as well as an indication of internal procedures for the approval of the hiring of these services and an indication of the reasons for their contracting

Non-audit services provided by the External Auditor/ Statutory Auditor for REN consisted essentially in agreed auditing procedures to validate financial ratios and issuance of comfort letters.

As part of compliance with the independence rules established in relation to the External Auditor/ Statutory Auditor, in 2022, REN's Audit Committee accompanied the provision

of non-audit services in order to ensure that situations of conflicts of interest would not arise. The Audit Committee approved the provision of these services by the External Auditor, due to fact that they were matters in relation to which the specific knowledge of the company in terms of auditing, as well its complementarity regarding audit services, would justify such award, based on the associated cost control.

REN considers that it complies with Article 77 of Law No 140/2015 of 7 September, as in force for the year 2022.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



V.47. Indication of the annual amount of remuneration paid by the Company and/ or by companies in a group with or controlling relationship to the auditor or to other companies or individuals belonging to the same network and breakdown of the percentages allocated to the respective services below (for the purposes of this information, the concept of a network is that arising from EU Recommendation C(2002) 1873 of 16 May⁶⁹)

In the financial year ending 31 December 2022, the statutory auditor for REN – Redes Energéticas Nacionais, SGPS, S.A. and its subsidiaries was Ernst & Young, Audit & Associados, SROC, S.A. The exception was REN Trading where the statutory auditor was PricewaterhouseCoopers & Associados – SROC, S.A.

The total sum recorded for audit services and the legal review of accounts and other

services provided by the statutory auditors in 2022, was 565,174 euros, broken down as follows:

Ernst & Young, Audit & Associados, SROC, S.A. and its network – 445,970 euros;

PricewaterhouseCoopers & Associados – SROC, S.A. and its network – 119,204 euros.

Ernst & Young, Audit & Associados, SROC, S.A. and its network

	Company (REN S.G.P.S.) ⁷⁰	Other companies ⁷¹	Total	%
Audit and legal review of accounts	32,292	256,995	289,287	64.9
Other reliability guarantee services	110,888	18,795	129,683	29.1
Services other than audit services or legal review of accounts	18,000	9,000	27,000	6.1
	161,180	284,790	445,970	100.0

PricewaterhouseCoopers & Associados – SROC, S.A. and its network

	Company (REN S.G.P.S.) ⁷²	Other companies ⁷³	Total	%
Audit and legal review of accounts	–	9,000	9,000	7.6
Other reliability guarantee services	–	48,150	48,150	40.4
Services other than audit services or legal review of accounts	28,700	33,354	62,054	52.1
	28,700	90,504	119,204	100.0

⁶⁹ In accordance with the Corporate Governance Report Model approved by CMVM Regulation No 4/2013, for the purposes of this information this is the applicable concept of "network". However, Article 3 of the later Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 (on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) states that the concept of network must be satisfied as defined in Article 2(7) of Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006. As this is the legislation currently in force for the specific requirements for the legal review of accounts of public-interest entities, this is the concept of network which has been adopted by REN.

⁷⁰ Including individual and consolidated accounts.

⁷¹ Including individual and consolidated accounts.

⁷² Including individual and consolidated accounts.

⁷³ Including individual and consolidated accounts.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



7.1.3. Internal organization

I. Articles of Association

I.48. Rules applicable to changes to the Company's Articles of Association (Art. 29-H(1)(h))

Changes to the Articles of Association are subject to the relevant rules as stipulated by law⁷⁴ and in the Articles of Association themselves⁷⁵. In this regard, please see point 7.1.1, II.14.

II. Whistleblowing policy

II.49. Whistleblowing Policy and Means on irregularities occurring in the Company

Stakeholders/ whistleblowers (shareholders, members of corporate bodies, managers, directors, senior officials, employees, service providers, suppliers, contractors, subcontractors, volunteers, interns, clients or other stakeholders in REN, REN Group companies or third parties) may communicate any irregularities, irrespective of whether the reports are based on information obtained in a professional relationship that has since ended, as well as during the recruitment process or during another pre-contractual

negotiation phase of an established or not constituted professional relationship. REN Group adopts measures which are intended to prevent, stop or sanction irregularities potentially causing adverse effects on the Group⁷⁶.

This system covers the report of irregular practices by shareholders, members of corporate bodies, managers, directors, senior officials, employees, service providers, clients, partners, consultants, suppliers or collaborator of the REN Group, due to or within the context of their duties.

In this regard it is important to note that the concept of "Irregularity"⁷⁷ includes any situation that a specific whistleblower detects, is aware of or has well-founded doubts about the commission of any illicit acts, infractions or irregularities relating to violations of the law, statutory, ethical or professional ethics standards, including those contained in the REN Group Code of Conduct and the REN Group Integrity Policy, or any standards contained in any internal documents or regulations, recommendations, or guidelines applicable to REN, or any REN Group company, concerning:

- acts or omissions;
 - documentation, in a physical or electronic format;
 - decisions, orders, guidelines, recommendations, opinions and press releases; and
 - done, issued or prepared by shareholders, members of corporate bodies, any manager, director, senior officials, employee, service provider, client, partner, consultant, supplier or collaborator of the REN Group, due to or within the context of their duties.
- It is understood that reportable irregularities include all of those that could result in illegal acts which constitute criminal, civil or administrative offences or which are related to:
- (i) public procurement;
 - (ii) financial services, products and markets and the prevention of money laundering and terrorist financing;
 - (iii) product safety and compliance;
 - (iv) transport security;
 - (v) environmental protection;
 - (vi) protection against radiation and nuclear safety;
 - (vii) food and feed security, animal health and animal welfare;
 - (viii) public health;
 - (ix) consumer protection;
 - (x) protection of privacy and personal data and security of information network and systems;
 - (xi) any accounting and financial matters, including acts or omissions harmful to the financial interests of the European Union;
 - (xii) the rules of the internal market, including competition and state aid rules, as well as corporate tax rules;
 - (xiii) the internal risk management system; and
 - (xiv) the audit activity carried out at REN or at any of the REN Group's companies.

⁷⁴ See Article 383 of the Portuguese Companies Code. Cfr. artigo 11.º dos Estatutos.

⁷⁵ See Article 11 of REN's Articles of Association.

⁷⁶ See Articles 6(3)(k) and (l) and 8 of the Audit Committee Regulations and the document "Applicable procedures for reporting and investigating irregularities", available at www.ren.pt

⁷⁷ See Section VI (Concept of "Irregularity") of the document "Applicable procedures for reporting and investigating irregularities".



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



The report must be made voluntarily, verbally or in writing. Reports made verbally can be made through telephone (210013511) or voice message systems and, at the request of the whistleblower, in a face-to-face meeting. Written reports should be sent to the e-mail address comissao.auditoria@ren.pt, the email is automatically encrypted, so as to protect the identity of the whistleblower. The report should contain the elements and information necessary to assess the irregularity⁷⁸.

Reports will always be dealt with confidentially and are of restricted access to the people responsible for receiving and following up reports – which does not prevent the whistleblower, if he or she so wishes, from revealing his or her identity in the report, which will only be disclosed as a result of a legal obligation or court decision (with prior notification to the whistleblower). The identity of the whistleblower shall only be disclosed for the purposes of investigation in cases where the whistleblower expresses his or her consent.

The Audit Committee must assess the situation described in the report and determine or propose actions that, in each specific case, are deemed appropriate, in accordance with the internal regulations "Applicable

procedures for reporting and investigating irregularities" approved by the Board of Directors, under a proposal by the [Audit Committee](#).

The investigation process by the Audit Committee includes a preliminary assessment stage, which may be followed by an investigation and a final report. Based on this report, should the conclusions so justify, remedy measures are proposed for approval by the Board of Directors or Executive Committee.

REN implemented the mechanisms with regard to the prevention and detection of fraud and errors and the verification of the operations and business of the REN Group with the applicable legal and regulatory provisions, including the general policies and regulations of REN, carried out by the Risk Management Committee, further described in III.54. below.

REN's Group Integrity Policy, aiming to define the principles of action and duties applicable to employees of REN Group companies and other partners, in order to prevent the commission of illegal acts, namely crimes of corruption, money laundering and terrorism financing, and to promote ethics, integrity and transparency in doing business, ensuring compliance with current legislation and regulations, is attached to the [REN Group Code of Conduct](#), which

sets out the principles, values and rules concerning ethic and professional conduct to be complied with by all employees and members of corporate bodies of REN's Group.

Hence, the fight and prevention of the commission of illegal acts, namely corruption, money laundering and terrorist financing crimes, constitute fundamental bases for the principles and duties applicable to the Group and its employees. Within this context reference should be made to the considerations included in Section 4. of the 2022 Integrated Report dedicated to "Sustainability" which details the implementation of stakeholder consultation and its results, priorities and new topics materially relevant, including those relating to governance and ethics.

III. Internal control and risk management

III.50. People, bodies or committees responsible for internal audit and/or for the implementation of internal control systems

The management and supervisory bodies of the Company have attributed growing importance to the development and improvement of the

internal control and risk management systems, with a significant impact on the activities of the REN Group companies. This approach has been in line with national and international recommendations, the Company's size and business and the complexity of the associated risks.

The Executive Committee and, ultimately, the Board of Directors, are responsible for creating and managing the internal control and risk management systems, including the setting of objectives, which, with the various contributions of the relevant committees and commissions, is responsible for establishing the ultimate risk policy of REN and the Group.

The Audit Committee is responsible for assessing the Executive Committee in the analysis of the integrity and efficiency of REN's internal control and risk management systems, including the submission of proposals to improve operations and amendments in accordance with REN's requirements⁷⁹. The Audit Committee reports on the work plans and resources allocated to internal control services, including control of compliance with company rules (compliance services) and internal audit, and receives the reports made by these services. Such reports involve dealing with matters relating

⁷⁸ See Chapter VII (Reporting of Irregularities) of the document "Applicable procedures for reporting and investigating irregularities".

⁷⁹ See Article 3(4)(a) of the Audit Committee regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



to the rendering of accounts, the identification or resolution of conflicts of interest and the detection of potential irregularities. Checks are also made that the risks actually incurred by the company are consistent with the objectives set by the Board of Directors.

For the purposes of this control, the Audit Committee has implemented in particular the following measures: (i) holding meetings, up to twice a year, with the Risk Management Committee; (ii) periodic audits (performed by the internal audit department); (iii) implementing risk detection systems; (iv) implementing mechanisms to verify the obligations of Group companies, in particular, monitoring their compliance with concession agreements.

In addition to this annual risks assessment, the Audit Committee assesses the Company's management which comprises, in particular, the assessment of the internal functioning of the management body, its committees, the accounts and compliance with plans and budgets. It also follows-up on the implementation of recommendations. Therefore, in its action plan for activities to be carried out in 2022, the Audit Committee considered a range of investigations and assessments into the operation and suitability of the internal control and governance and risk management systems, having held several meetings

with the Statutory Auditor and External Auditor and with the heads of different departments, namely: Acquisitions, Control, Accounting and Tax, Institutional Relations, Legal Services, Operational Services and Information Systems. The Audit Committee added to the activity plan the monitoring of the implementation of recommendations arising from the internal control system. Finally, the Audit Committee's activity plan included the specific training of REN's managerial staff with audit functions.

The External Auditor verifies the efficiency and operation of the internal control mechanisms, as part of its legal review of financial statements, and reports any significant deficiencies to the Audit Committee.

The Internal Audit Department, under the oversight of the Audit Committee, has the mission to ensure control of management risks and of the internal control and governance system of REN Group, through objective, independent and systematic auditing actions, particularly with regard to the different Departments, activities, systems, procedures, processes, policies and governance. Internal Audit is also responsible for proposing improvements to established processes and policies, and also propose actions for the monitoring indicators and risks, in order to improve the internal

control system, as well as optimize the performance of the various areas of the REN Group.

The mission of the Risk Management Committee, created in 2011, is to support the Board of Directors in monitoring the Group's risks, as well as ensuring the enforcement of risk management policies common to the entire REN Group and the internal disclosure of best practices for Risk Management. To carry out this mission, the Risk Management Committee's main functions are to:

- Promote the identification and systematic assessment of corporate risks and their impact on REN's strategic objectives;
- Categorize and prioritize the risks to be addressed, as well as the corresponding preventive opportunities identified;
- Identify and define the persons responsible for risk management;
- Monitor significant risks and REN's general risk profile;
- Approve regular risk reporting mechanisms by different businesses areas; and
- Propose, bysubmitting to the Executive Committee, recommendations for prevention,

mitigation, sharing or transfer of material risks.

In 2022, the Risk Management Committee continued to support the Board of Directors in monitoring the Group's risks, as well as ensuring the enforcement of risk management policies common to the entire Group, policies that were ultimately approved by the Board of Directors after gathering this contribution, and the internal disclosure of best practices for Risk Management.

III.51. Explanation, even though by organisational chart, of the hierarchical and/ or functional relationships of other Company bodies or committees

The Internal Audit Department reports in terms of functions and hierarchy to the Audit Committee, notwithstanding its relationship with the Company's Executive Committee.

As part of its supervisory function and powers expressly set out in the internal regulations, the Audit Committee supervises the internal audit procedure, notably through the presentation of proposals to improve its operation⁸⁰. To this effect, the Audit Committee carries out an appraisal of the work plans and resources available to the Internal Audit Department, supervises the activity and has access to all reports

⁸⁰ See Article 6(4)(a)(i) and (j) of the Audit Committee regulations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



prepared by the GSAD-AI including, amongst others, matters relating to accounts, potential conflicts of interest and the detection of possible irregular practices.

The Risk Management Committee is chaired by the executive director Gonçalo Morais Soares, and is composed of several front-line officers, with the REN executive committee appointing, in 2021, Maria José Clara as responsible for the Committee. The Risk Management Committee reports to the Executive Committee and Audit Committee, in line with the periodic control procedures in place.

III.52. Existence of other functional areas with competences for risk control

No other functional areas with powers relating to risk control exist beyond those referred to in III.50.

III.53. Identification of the main types of risk (economic, financial and legal) to which the Company is exposed when conducting business

When conducting business in all of its areas of operation or those of its subsidiaries, REN is subject to multiple risks. These have been identified with the aim of mitigating and controlling them.

The 'appetite for risk' reflects the level of risk the company is willing to take on or to retain in pursuing its goals. REN adopts a prudent position with regard to its appetite for risk.

In 2022, the Risk Management Committee, with support from those

responsible for managing activities and/ or situations with inherent risk, 'risk owners', has started the revision of the various risks to which REN is exposed, namely those related to the new regulation of the electricity sector, thereby updating the Group's risk profile.

The most serious risks for the REN Group are shown in detail below, with their category and subcategory. As mentioned some of these risks are being reviewed.

#	Category	Subcategory	Nature	Risk event
1	Surrounding environment	External context	Regulatory	Changes to the regulatory model and parameters (under revision)
2			Energy markets	Financial non-compliance by the market agents
3			Financial markets	Evolution of REN's rating
4				Evolution of interest rates
5	Processes	Operational	Interruption of business	Occurrence of a generalized incident
6			Investment projects	Delay in implementing investment plans (under revision)
7				Non-entry into operation of assets within planned deadlines of the project (under revision)
8			Health and safety	Occurrence of serious work accidents (under revision)
9			Information technology and security	Unavailability of information systems
10				Occurrence of information security events - Cybersecurity



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Changes to the regulatory model and parameters

The risk of changes to the regulatory model and/ or regulator decisions may affect the company's ability to run its business efficiently and is linked to the fact that the activity carried out by REN is a regulated activity.

REN manages such risk by systematically monitoring the progress of the regulatory strategy as well as European regulatory trends in relation to activities carried out by REN so as to prevent/ analyse the impacts of possible changes. This activity is accompanied by continuous monitoring using specific indicators.

During 2022 the revision of specific indicators in terms of regulation was initiated following the entry into force of the new regulation model for the electricity sector.

Evolution of REN's rating

Changes to REN's rating could have an impact in terms of access to financing as well as the cost of such financing.

REN manages this risk by building a position of sound liquidity and through efficient management of its financing needs through the evolution of some specific indicators and combined with effective initiatives for communicating with both the market and the various financial agents.

It should be noted that the company's rating could be affected by any rating of Portugal.

Evolution of interest rates

The fluctuation of interest rates can have an impact on remuneration from regulated assets and on REN's debt service. A change to relevant benchmarks of market interest rates could result in higher financing expenses for the REN Group.

REN manages exposure to the risk of changes in interest rates by contracting financial derivatives, in order to achieve a balanced ratio of fixed and variable interest rate and to minimize financial burdens in the medium and long-term.

Non-compliance by energy market agents

Network infrastructures are used by agents of the respective gas and electricity markets, in particular energy suppliers.

Non-compliance with the corresponding financial obligations by these market agents constitutes a risk the importance of which increased with the entry of the Portgas Distributor into the REN universe.

Occurrence of a generalized incident

The company's performance could be influenced by the occurrence of events causing an interruption in the electricity and/ or gas supply service and by any difficulty in restoring the service in a timely manner. The

infrastructures supporting REN's operations are exposed to a series of conditions (pollution, atmospheric conditions, fires, birds, etc.), which could cause interruptions to the service.

The plan for restoring service following a generalized incident implemented by REN and the organization of drills to test the ability to restore the service in the event of an incident, are some of the initiatives adopted for managing the potential impact of this risk.

Delay in implementing investment plans

The existence of delays both in the approval of investment plans, and in the execution plans, by the grantor or by other authorities can cause significant delays in implementing new infrastructures with an impact on the quality of the service provided.

REN has adopted procedures for managing this risk that involve monitoring actions by the regulatory authority with approval responsibilities and other competent entities in the process of authorizing the investment to be made.

In this regard, it should be noted that new indicators for monitoring the risks came into force in 2020, which are being reviewed in 2022.

Economic and financial conditions together with the difficulty in obtaining

financing to allow providers of services and suppliers to do business, and also other factors of an operational nature including processes for environmental licensing/ authorization, may compromise the entry into operation of assets within planned deadlines, in several projects.

REN carries out a series of actions which allow the ongoing monitoring and mitigation of all factors which could increase this risk.

Failure to bring assets into operation within the timeframe foreseen in the project

Economic and financial conditions combined with the difficulty of the service providers and suppliers in obtaining facilities, as well as other factors of an operational nature, including, for example, environmental authorization/ licensing processes, may compromise the entry into operation of assets within the deadlines set out in the various projects.

REN develops a set of actions to permanently monitor and mitigate all factors which could increase this risk.

Some indicators for monitoring this risk are being reviewed.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Occurrence of serious work accidents

Non-compliance with safety and operational procedures for equipment could result in the occurrence of serious work accidents with damage to people and property during work organized by REN.

REN manages this risk through the safety management system, with specific training for operations involving risks and training for employees of REN's service providers on safety awareness. The detailed analysis of major impact incidences reflected in the preparation of proposals for improvement action should also be highlighted.

Unavailability of information systems

REN's activities rely heavily on the information systems and technologies used within the Group. Therefore, the availability of information systems and their capacity to meet Company needs are crucial to REN's good performance.

To manage this risk, REN maintains its communication systems and the respective support services up to date by performing periodic inspections of the configurations of network and security equipment. At the same time, security measures remain in place for systems deemed to be critical, such as the existence of redundant

communications and the shielding of such systems from potentially dangerous traffic.

Specific indicators for monitoring/controlling in order to take corrective action if required entered into force during 2020, and remain adequate in 2022.

Occurrence of cybersecurity events

The current context of profound technological disruption, to which REN is no stranger, implies a reinforcement of existing information security capabilities, resulting not only from the increased complexity of system architectures and the perimeters in which they operate, but also from the speed at which they may change.

In this sense, REN has been training in the management of the resulting risks, investing in good practices in cyber security matters, both in terms of resilience and prevention, using specific systems, processes and controls.

III.54. Description of the risk identification, assessment, monitoring, control and management process

It is considered that a risk management and internal control system – as implemented by REN – should meet the following objectives:

- Guarantee and supervise compliance with the objectives set by the Board of Directors;
- Identify the risk factors, the consequences of the occurrence of risk and the mechanisms for dealing with and minimizing risk;
- Align admissible risk with REN Group strategy;
- Ensure that information is reliable and complete;
- Ensure the complete, reliable and timely preparation, processing, reporting and disclosure of all information, including financial and accounting information and apply an appropriate management information system;
- Guarantee the safeguarding of assets;
- Ensure prudent, appropriate valuation of assets and liabilities;
- Improve the quality of decisions; and
- Promote the rational and efficient use of resources.

As such, in pursuing the objectives stated above, REN's Risk Management Committee is responsible for identifying and evaluating the inherent risks involved in REN's activities stated in III. 53.,

also seeking to support the monitoring of significant risks and REN's general risk profile.

Hence, at a first stage, the Risk Management Committee, with the collaboration of its members who are the heads of the different departments and with the assistance of all other department heads within the Company, analysed aspects related to REN's business that could constitute a risk to its activity.

The Risk Management Committee then assesses existing risks (severity and probability of occurrence for each potential risk) and classifies them by order of importance and by categories and subcategories. The assessment of risks inherent to REN's activities, as well as to the Internal Control System, is carried out according to the following principles:

- To strengthen and improve effectiveness and efficiency in the use of resources;
- To safeguard assets;
- To analyse the information producing, treating and processing system;
- To check the reliability and accuracy of financial, accounting and other kinds of information;



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



- To prevent and detect fraud and errors;
- To check for compliance of the Group's operations and business with applicable legal and regulatory provisions, as well as with general policies and Company regulations; and
- To promote operational effectiveness and efficiency.

Following the identification and assessment of inherent risks, the Risk Management Committee identifies the relevant measures to eliminate, mitigate or control the risks and reports the result of the analysis to the Board of Directors. The Risk Management Committee further seeks to apply preventive and protective measures, through the formulation of a priority plan, and communicates risk management best practices internally.

Risk assessment is reviewed regularly in order to ensure that it is always up to date. Therefore, within the scope of the Group risk management system, the following activities were undertaken in 2022:

- Review and updating of the list of greatest risks which is in progress; and
- Optimisation of the technological solution which will improve the functioning of the risk management process – SAP GRC RM.

As part of risk monitoring, control and management, an amendment to the internal regulations "Applicable Procedures for Processing Communications Regarding Irregularities and the Assessment of Irregularities" was approved in 2021, with the purpose of better adjusting its content to the new Corporate Governance requirements as reflected in the 2020 revision of the IPCG Code and the Shareholders Rights Directive II.

It should further be noted that REN has implemented a series of changes to its internal control and risk management systems, involving the components previously provided for in CMVM Recommendations and currently provided for in the IPCG Code. It has also been guided by the rules of the International Organization for Standardization (ISO).

In 2022, the company continued to implement a homogeneous and integrated corporate risk management strategy across the entire organization, aligned and structured in accordance with the specific priorities and features of each of the company's areas.

III.55. Main elements in the internal control and risk management systems implemented at the Company with regard to the financial information disclosure process (Art. 29-H(1)(m))

REN regularly provides information, including financial information, to strictly monitor its operations. In this regard, all management information provided both for internal use and for disclosure to other organizations and to the market, is prepared on the basis of sophisticated IT systems. REN carries out initiatives that seek to continually improve the support information processes and systems that produce financial and management information and other information, as better described in the previous section.

It is the Audit Committee's responsibility to supervise the process for the preparation and disclosure of financial information. As such, the Audit Committee held meetings to monitor these processes with the members of the Executive Committee, the Statutory Auditor and External Auditor and with those responsible for accounts and management planning and control.

In addition, it is the responsibility of the Ethics and Corporate Governance Committee to promote the adoption of guidelines regarding information disclosed to the market. It is the responsibility of the Investor Relations Office (IRO) to coordinate, prepare and disclose all the information made available by the REN Group regarding the disclosure of inside information

and other communications to the market. IRO is also responsible for the publication of the periodic financial statements, as well as developing and maintaining the investor relations page on the company's website.

IV. Investor support

IV.56. Service responsible for investor support, composition, functions, information provided by this service and contact information

The service responsible for investor support is the IRO. It was founded in July 2007 and works exclusively in the preparation, management and coordination of all activities necessary to achieve REN's objectives in its relations with shareholders, investors and analysts. This office ensures communication that offers a full, coherent and comprehensive vision of REN, thereby facilitating investment decisions and creating sustained value for shareholders. It also provides clarification on information published by REN.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



IRO contacts:

E-mail: ir@ren.pt

Madalena Garrido (Head of Department):
madalena.garrido@ren.pt

Alexandra Martins:
alexandra.martins@ren.pt

Telma Mendes:
telma.mendes@ren.pt

Address: REN – Redes Energéticas Nacionais, SGPS, S.A.
A/ C: Direção Relações com Investidores

Avenida dos Estados Unidos da América, 55
1749-061 Lisboa – Portugal

Telephone: 21 001 35 46

The IRO has the following main duties:

- a) Act on REN's behalf with shareholders, investors and financial analysts, ensuring equality of service for shareholders and preventing information asymmetries;
- b) Ensure that feedback from institutional investors is communicated to the Executive Committee;

- c) Guarantee timely compliance with CMVM obligations and other financial authorities;
- d) Coordinate, prepare and disclose all information made available by the REN Group with regard to disclosure of privileged information and other communications to the market, and in relation to the publication of periodic financial statements;
- e) Systematically monitor the content of analyst research work with the aim of contributing to a correct evaluation of the Company's strategy and results;
- f) Prepare and continuously monitor the financial and operational benchmark of competitors and peer group;
- g) Attract the interest of potential institutional investors, as well as a greater number of financial analysts;
- h) Draw up an annual activities plan for the IRO, including road-shows, visits to investors and the organization of Capital Markets Day; and
- i) Develop and maintain the Investor Relations page on the Company's [website](#)/ Investors APP.

IV.57. Representative for market relations

Since 28 March 2012, the REN Representative for Market Relations has been the Director Gonçalo Morais Soares who is also the Chief Financial Officer (CFO) of the REN Group.

IV.58. Information on the proportion of, and response time to, requests for information received this year or in previous years and still pending

Investor requests were responded to in a timely manner, generally on the same day or, in cases where the request required the receipt of information from third parties, as soon as it was received. Therefore, 2022 was marked by the return of face-to-face meetings, conferences and roadshows. Within the scope of the DRI office's activity, 310 e-mails were received and answered, 60 meetings with investors (both debt and equity) were held, 45 conferences were attended, and 50 meetings/ interactions with our analysts were carried out during the year.

Another form of contact with capital markets was through conference calls commenting on the results of each quarter of the year, in which both analysts and institutional investors participated.

Also in relation to information duties, REN published, in line with the stipulated terms, press releases on the Portuguese Securities Market Commission and London Stock Exchange websites, amongst other entities.

REN maintains an updated record of requests for information lodged, as well as the treatment they received.

V. Internet site

V.59. Address(es)

The Company's [website](#) is available in Portuguese and English.

V.60. Place where information on the firm can be found, the quality of open company, its registered office and all other information mentioned in article 171 of the Portuguese Companies Code

On the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Corporate Information', where information published on the firm, status as open capital company ("sociedade aberta"), the registered office and other information mentioned in Article 171 of the Portuguese Companies Code may be found.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



V.61. Place where the Articles of Association and operating regulations for the bodies and/ or committees can be found

On the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Corporate Governance' under which, in turn, there is a tab marked 'Statutes and Regulations'. This latter tab provides access to the Articles of Association, as well as the following regulations and documents:

- Articles of Association;
- Board of Directors Regulations;
- Audit Committee Regulations;
- Executive Committee Regulations;
- Etichs and Corporate Governance Committee Regulations;
- Nominations and Appraisals Committee Regulations;
- Remuneration Committee Regulations;
- Sustainability Committee Regulations;
- Regulations on transactions with related parties;

- Regulations on transactions of financial instruments by REN directors;
- Regulations on Applicable Procedures for Processing Communications Regarding Irregularities and the Assessment of Irregularities;
- Regulations on procedures relating to the compliance with the Market Abuse Regulation; and
- Integrity Policy of the Group.

V.62. Place where information is made available on the identity of members of the corporate bodies, the Representative for Market Relations, the Investor Support department or similar structure, their respective functions and means of access

On the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Corporate Governance', under which the composition of the corporate bodies can be found.

Furthermore, on the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Investor Relations' which has information on the identity of the Representative for Market Relations and the Office for Investor Relations, as well as their contact details and powers.

V.63. Place where accounting records are made available, which must be accessible for at least ten years⁸¹, as well as a half-yearly calendar of company events, announced at the start of each semester, including, amongst others, General Meetings, publishing of annual, half yearly and, where applicable, quarterly reports

On the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Investors' where there is a further tab marked 'Results'. Here it is possible to find documents on accounting records, which will be accessible for a minimum of 10 years.

On the same [website](#), a calendar of company events is also available.

V.64. Place where the notice to convene a General Meeting is published as well as all the preparatory documents and documents resulting from said meeting

On the REN [website](#), under the tab marked 'Investors', there is a tab marked 'Corporate Governance', under which, there is a tab marked 'General Meetings', where the Notice to Convene, the proposed resolutions and the minutes of the General Meeting can be found.

V.65. Place where a historic record is made available with all the resolutions adopted at the company's General Meetings, the represented share capital and voting results for the previous three years

On the [website](#), REN provides extracts from the minutes of General Meetings.

On the [website](#) REN maintains a historic record of notices to convene, agendas and resolutions adopted at General Meetings, as well as information on the represented share capital and voting results for the respective meetings, going back a minimum of five years.

See V.64. with regard to where this information is provided.

⁸¹ In accordance with the CMVM Regulation No 4/2013 which approves the model of the corporate governance report, accounting documents may be accessible for five years. Nevertheless, under the current version of Article 29-G of the Securities Code, those documents must be available for 10 years.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



7.1.4. Remuneration

I. Competence to determine remuneration

I.66. Indication with regard to competence to determine the remuneration of corporate bodies, members of the Executive Committee or delegated director and the Company's directors

The REN General Meeting is responsible for the appointment of the members of the Remunerations Committee⁸², which is responsible for setting the remuneration and for submitting a proposal to the General Meeting on the remuneration policy for members of management and supervisory bodies. The Remunerations Committee is responsible for presenting and submitting to the shareholders of the remuneration policy for corporate bodies, as well as for determining the respective remunerations, including the respective complements to the policy approved at the General Meeting.

The aforementioned remuneration policy covers all company officers (within the meaning of Article 3(1)(25) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014), by reference to Article 29-R of the Securities Code. The Board of Directors of REN understands that these officers are only members of the company's management and supervisory bodies, since only those, having regular access

to privileged information, also have the power to take management decisions likely to affect the evolution and future prospects of REN.

The Nominations and Appraisals Committee does not have any duties concerning the definition of remuneration of the Board of Directors, but the assessment performed by this Committee may potentially and indirectly impact on such remuneration.

II. Remuneration Committee

II.67. Composition of the Remuneration Committee, including identification of natural or legal persons hired to provide support and declaration on the independence of each of the members and consultants

On 31 December 2022, the following three members, appointed at the annual General Meeting of 23 April 2021, were on the Remunerations Committee (three-year period of 2021–2023):

Name	Position
João Duque (independent)	Chairman
José Galamba de Oliveira (independent)	Member
Fernando Neves de Almeida (independent)	Member

Information on the composition of the Remuneration Committee and the number of meetings held annually can be found at [website](#).

The current Remunerations Committee is comprised by members who are independent from the management. To such extent, the Remunerations Committee does not include any member of other corporate bodies for which it determines the respective remuneration. Its three members in office do not have any family relationship with members of such other bodies, notably spouses, relatives and kin, in a direct line, up to the 3rd degree, inclusive.

To support it in its duties, the Remunerations Committee did not hire any natural or legal person which provides, without its prior authorisation, or has provided in the last three years, services to any structure under the Board of Directors, reporting to the Board of Directors itself or which has any current relationship with the Company or with Company consultants, or any natural or legal person related to these bodies through a work or services contract.

In any case, the Remunerations Committee may, in accordance with its regulations, freely decide on the contracting, by the Company, of the consulting services necessary or convenient for the performance of its functions, within the budgetary limits

of the Company, ensuring that the services are provided independently and that the respective providers will not be contracted for the provision of any other services to the Company itself or to others that are in a domain or group relationship without its express authorization.

The Remunerations Committee Regulations, approved in January 2019, which establish, inter alia, the performance of the respective duties, chairing, frequency of meetings, functioning and framework of duties of its members are available at [website](#).

As set out in its Regulations, and as was already the case prior to the adoption of these regulations, detailed minutes are drawn up, approved and signed by all the members present at the meetings.

At the Annual General Meeting of 2022, João Duque was present, on behalf of the Remunerations Committee. In addition, the Remunerations Committee Regulations provide for the obligation of the Chairman of the Remunerations Committee or, if not possible, another member of the Remunerations Committee, to be present and to provide information or clarifications requested by the shareholders at the Annual General Meeting. Such presence is also required in any other case where the agenda includes a matter related to the remuneration of the members of the company's bodies and committees or when requested by shareholders.

⁸² See Article 8(2)(d) of the Articles of Association.

II.68. Expertise and experience of the Remunerations Committee in matters of remuneration policy

All members of the Remunerations Committee have the necessary knowledge, acquired through their academic training and professional experience required to reflect and decide upon all matters under the Remuneration Committee remit, taking into account that set out below.

Each member of the Remunerations Committee has a specific academic background in management, and one of the members (Fernando Neves de Almeida), holds a degree in human resource management. This training provides them with the necessary and relevant theoretical expertise to perform their duties. It should also be noted that Fernando Neves de Almeida continues his academic work in the field of human resources, being executive coordinator of Ph.D., master and bachelor programmes in the fields of strategic management and human resources areas and has published several papers and books on this area.

Moreover, the Remunerations Committee consists of three members with vast professional experience, working for consultancies, the government and in numerous different sectors of activity, both in Portugal and abroad. Therefore, all the members of the Remunerations Committee have continued to

perform duties as (i) members of the management body of several national and international entities in highly varied sectors of activity, (ii) positions of management and consulting in financial regulators, and (iii) positions of management at consultancies in the fields of management, technology and human resources, thus consolidating relevant practical knowledge with regard to remunerations policy, performance assessment systems and complementary areas.

III. Remuneration structure

III.69. Description of the remuneration policy for management and supervisory bodies as referred to in Article 26-C of the Securities Code

As an issuer of shares admitted to trading on the regulated market, REN is subject to Portuguese Securities Code as amended by Law 50/2020 of 25 August, as well as to the recommendations of the IPOG Code of 2018, as amended in 2020. With regard to the modifications made by Law no. 50/2020, of 25 August, the report on remuneration for the purposes of the Article 26-G of the Securities Code, as it stands, is attached to this document.

Therefore, on one hand, in the interest of transparency and legitimacy of the setting of the remuneration policy (according to the say-on-pay principle,

internationally recognized with regard to good corporate governance) and, on the other hand, for purposes of compliance with legal provisions and recommendations, the Remuneration Committee submitted the remuneration policy for corporate bodies for the term of office of 2021–2023.

On April 23, 2021, the remuneration policy of the members of the corporate bodies was approved by a majority of 98.36% at the General Meeting, which includes the elements described in article 2 of article 26-C of the Securities Code.

The remuneration policy of REN's corporate bodies follows the guidelines set out below:

- To be simple clear, transparent and aligned with REN culture;
- To be suitable and fitting to the size, nature, scope and specificity of REN's activity;
- To ensure total remuneration which is competitive and equitable and in line with the best practices and latest trends seen in Portugal and in Europe, particularly with regard to REN's peers, that attracts, at an economically justifiable cost, qualified professionals, that induces the alignment of interests with those of shareholders – taking into consideration the wealth

effectively created by society, the economic situation and that of the market – and to constitute a factor for the development of a culture of professionalisation, and to promote merit and transparency in REN;

- To be evolutionary, but not disruptive; and
- To incorporate a fixed remuneration adjusted to functions, availability, competence and responsibilities of the Board of Directors' Members.

Regarding the components of the remuneration of the executive members of the Board of Directors, including of the CEO, the remuneration policy is mainly determined based on the following principles: (i) competitiveness, taking into consideration the practices of the Portuguese market; (ii) uniform, consistent, fair and balanced criteria, that award performance; (iii) assessment of performance, in accordance with duties and responsibilities, as well as real performance, the assumption of suitable levels of risk and compliance with the rules applicable to REN activity, also taking into account compliance with the strategic plan and REN's budget, risk management, the internal functioning of the Board of Directors and the contribution of each member for this purpose, as well as the relationship between the Company's bodies and committees; (iv) incorporation of a



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



variable remuneration component that is globally reasonable in relation to the fixed remuneration component, without encouraging the assumption of excessive risks; (v) alignment of executive directors' interests with the Company's and its sustainability and creation of long-term wealth, including by indexing the medium/ long term remuneration to the evolution of REN's share price; and (vi) the variable remuneration indexed to REN's actual performance, measured against specific, unambiguous and measurable objectives in line with the interests of REN's stakeholders.

The remuneration of the executive directors, including of the CEO, includes a fixed component, superior in the case of the CEO (by comparison to the other Directors), and a variable component. The variable component consists of a parcel which aims to remunerate short-term performance and another with the same purpose based on medium/ long-term performance, as described in further detail below. In the case of unfair dismissal and termination of duties of an executive member of the board of directors, no compensation, other than that legally owed, is due if the director performs below the standards required by REN.

Non-executive directors (including members of the Audit Committee) are entitled to fixed monthly remuneration,

defined in line with the best practices observed at large-scale companies in the Portuguese market. The remuneration policy for non executive members of the Board of Directors is guided by the main purpose of compensating the dedication and responsibility required for the performance of their duties.

The remuneration of the members of the Board of the General Meeting corresponds to an annual fixed sum.

Currently, there are no approved variable remuneration plans or programmes that consist of the allocation of shares, options to acquire shares or other incentive schemes based on a variation of the price of shares for members of the management or supervisory bodies (or persons discharging managerial functions, within the meaning of Article 3(1)(23) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014), without prejudice to the method of calculating medium/ long-term variable remuneration (MLTVR), as described below.

Furthermore, there is no system of retirement benefits for the members of the management or supervisory bodies (or persons discharging managerial functions, within the meaning of Article 3(1)(23) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014).

III.70. Information on how remuneration is structured so as to allow alignment of the interests of members of the management body with the Company's long-term interests, as well as how it is based on performance assessment and discourages taking on excessive risk

As mentioned in III.69. above, non-executive directors' remuneration (including the members of the Audit Committee) consists exclusively of a fixed component, paid in 12 monthly instalments over the year, and is not connected to the performance or value of REN, meeting the applicable recommendations on this matter.

The remuneration structure of executive directors consists of a fixed component and a variable component. There is adequate proportionality between both components, as explained in III.69. above and in greater detail described in Point 7 of Annex 1 of this Governance Report dedicated to the Annual Report on Remuneration of REN's Corporate Bodies.

III.71. Reference, if applicable, to the existence of a variable remuneration component and information on possible impact of performance assessment on this component

The remuneration structure of the Executive Committee consists of fixed and variable components, and

in accordance with the remuneration policy in force, the variable component of remuneration for 2022 may include short and medium-term parcels – STVR and MLTVR⁸³.

For further detail on the principles inherent to the attribution of the STVR and the MLTVR, definition and metrics inherent to the Key Performance Indicators indexed to metrics of REN's strategic plan and operationalization of the remuneration policy see Points 7 and 10 of Annex 1 of this Governance Report dedicated to the Annual Report on Remuneration of REN's Corporate Bodies.

III.72. Deferral of the payment of the variable remuneration component, with mention of the deferral period

The awarding of variable remuneration is divided into two components, each corresponding to 50% of the total variable remuneration granted for the relevant annual period, as follows.

Regarding the mechanisms inherent to the payment and deferral of the cash payment of variable remuneration see Point 10 of Annex 1 of this Governance Report dedicated to the Annual Report on Remuneration of REN's Corporate Bodies dedicated to the Annual Report on Remuneration of REN's Corporate Bodies.

⁸³ See points III.69. and III.70. above.



III.73. Criteria on which the awarding of variable remuneration in shares is based, as well as on the maintaining, by the executive directors, of these shares, on possible signing of contracts which refer to the shares, more specifically hedging contracts or risk transfer contracts, the respective limit, and their relation to the value of total annual remuneration

At present, no plans to award variable remuneration in shares exist.

Furthermore, bearing in mind the objectives sought through the remuneration model stipulated, members of the board of directors of the Company have not entered into agreements either with the company or with third parties, designed to mitigate the risk inherent to the variability of their remuneration.

III.74. Criteria on which the awarding of variable remuneration in options is based and indication of the deferral period and the strike price

There are no variable remuneration plans or programmes that consist of the awarding of options to acquire shares or other incentive systems based on a variation of the price of shares (notwithstanding the method for calculating MTRV) for members of the management or supervisory bodies

or persons discharging managerial functions, within the meaning of Article 3(1)(23) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014.

III.75. Main parameters and basis of any system of annual bonuses and any other non-monetary benefits

In 2022, Executive Directors were entitled to transport intended for the regular performance of their duties, and were also provided with health and life insurance and personal accident insurance for the performance of their duties. It is estimated that the value of these benefits is approximately 25,000 euros/ director.

There is no system of annual bonuses or any other non-monetary benefits, beyond the variable component of remuneration described above and in the previous paragraph.

III.76. Main characteristics of the complementary pensions or early retirement schemes for directors and the date on which they were approved at the General Meeting, in individual terms

There is no system of retirement benefits or pensions for the members of the management and supervisory bodies.

IV. Disclosure of remuneration

IV.77. Indication of the annual amount of remuneration earned, jointly and individually, by the members of Company management bodies, paid by the Company, including fixed and variable remuneration and, with regard to the latter, mention of the different components where it originated

As regards, remuneration paid in 2022 to members of REN's management body, individually and collectively, please see Point 11 of Annex 1 of this Governance Report.

IV.78. Sums paid for any reason by other companies in a controlling or group relationship or which are subject to common control

The members of the corporate bodies of REN did not receive any amounts paid by other companies in a controlling or group relationship with REN.

IV.79. Remuneration paid in the form of profit sharing and/ or payment of bonuses and the reasons why such bonuses and/ or profit sharing were granted

There are no payments in the form of profit sharing and/ or payment of bonuses, beyond the variable component of remuneration described above.

IV.80. Compensation paid or due to Ex-Executive Directors for the termination of their duties during the term of office

In 2022, there were no amounts due or paid in the form of compensation to Ex-Executive Directors for the termination of their duties during office.

IV.81. Indication of the annual amount of remuneration earned, jointly and individually, by the members of the Company's supervisory bodies, for the purposes of Article 26-C of the Securities Code, as it stands

With regard to the members of the Audit Committee, please see IV.77. above, and with regard to the Statutory Auditor, please see V.47. above.

IV.82. Indication of the remuneration in the relevant year of the Chairman of the General Meeting

In 2022, the Chairman of the General Meeting received the fixed annual amount of 15,000 euros for carrying out the respective duties.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



V. Agreements with remuneration implications

V.83. Contractual limitations for compensation to be paid for unfair dismissal of a director and its relation to the variable remuneration component

In accordance with the remuneration policy approved by the Remunerations Committee with regard to the financial year of 2022, which REN considers to be the adequate legal instrument for these purposes, if a director performs below the standards required by REN in the event of dismissal without just cause or termination of duties of an executive member of the Board of Directors through agreement, no compensation will be due, beyond that legally required. The consequences of the termination of the agreement are previously defined in accordance with the reasons for that termination. No other provision exists in the REN remuneration policy or in contractual clauses applicable to this matter, and as such, only the legal rules apply.

The legally owed compensation, in the event of unfair dismissal, corresponds to the compensation for damages suffered,

which must not exceed the amount of compensation that the director would otherwise have received up to the end of the elected term.

V.84. Reference to the existence and description, with indication of the amounts involved, of agreements between the Company and the members of the management body or other officers, in the meaning of Article 3(1)(23) of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, that would award compensation in the event of resignation, unfair dismissal or termination of the employment relationship, following a change in control over the Company (Article 29–H(1)(k))

There are no agreements between REN and the members of the management body or other officers (in the meaning of Article 3(1)(23) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014), that would award compensation in the event of resignation or unfair dismissal or termination of the employment relationship, following a change in control over the Company.

VI. Plans to allocate shares or stock options

VI.85. Identification of the plan and the respective recipients

There are no variable remuneration plans or programmes that consist of the awarding of shares, options to acquire shares or other incentive systems based on a variation of the price of shares (notwithstanding the method for calculating MLTVR) for members of the management or supervisory bodies or persons discharging managerial functions, within the meaning of Article 3(1)(23) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014.

VI.86. Characteristics of the plan (conditions of allocation, shares non-transferability clauses, criteria relating to the share price and exercise price, period during which options can be exercised, characteristics of the allocated shares or options to be awarded, existence of incentives for the acquisition of shares and/ or the exercising of options)

See VI.85. above.

VI.87. Stock option rights allocated for the acquisition of shares where beneficiaries are the Company workers or employees

See VI.85. above.

VI.88. Control Mechanisms available in a possible scheme for worker participation in the share capital where voting rights shall not be directly exercised by said workers (Art. 29–H(1)(e))

There are no schemes for worker participation in the share capital of the Company.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



7.1.5. Transactions with related parties

I. Control mechanisms and procedures

I.89. Mechanisms implemented by the Company for purposes of controlling transactions with related parties (please see the concept resulting from IAS 24)

So as to provide for monitoring by the Audit Committee of transactions concluded or to be concluded by REN or its subsidiaries with related parties and the methodology to be adopted in the event of potential conflict of interests, the REN Audit Committee proposed to the Board of Directors an internal regulations for the Assessment and Monitoring of Transactions with Related Parties and Prevention of Conflict of Interest⁸⁴, which were approved by the Board of Directors on 11 November 2021 and remain in effect.

Under the internal regulation on "Assessing and Monitoring Transactions with Related Parties and Preventing Situations of Conflicts of Interest", which is in line with IAS 24 and recommendation I.5.1. of the IPCG Code, the transactions entered into between a related party⁸⁴ and, on the other hand, REN or its subsidiaries, which are comprised in the situations provided

for therein, and which include, inter alia, all the situations provided for in Law no. 50/2020, are subject to prior or subsequent control, as provided therein, by the Audit Committee.

If the Audit Committee issues an unfavourable prior expert opinion, approval of the transaction by the Board of Directors is required to and must be particularly well-grounded so as to demonstrate that the completion of the transaction is in line with pursuing the corporate interest of REN or that of its subsidiaries and that the resulting advantages for them outweigh in a positive manner the disadvantages identified by the Audit Committee⁸⁵.

Finally, the Audit Committee also submits recommendations to the Board of Directors with regard to measures to prevent and identify conflicts of interest⁸⁶.

Moreover, in accordance with the Board of Directors internal regulations, transactions with related parties for sums exceeding 500,000 euros or, regardless of the sum, any transaction which may be considered as not being executed under market conditions or as outside the scope of the Company's ordinary course of business are matters which may not be delegated to the Executive Committee.

Furthermore, the internal regulation on "Assessing and Monitoring Transactions with Related Parties and Preventing Situations of Conflicts of Interest" provides for the adoption of procedures in line with Recommendations I.4.1. and I.4.2. of the IPCG Governance Code, which ensure that the member with a conflict of interest does not interfere with the decision-making process, without prejudice to the duty to provide information and clarifications requested. In particular, the member in conflict of interest (i) must not receive any information regarding the matter; (ii) must abstain from discussing the matter with other members of a management or supervisory body of REN or any of REN's affiliated companies; and (iii) must not participate nor be present in the discussion and voting on the matter in question.

I.90. Indication of the transactions which were subject to control in the reference year

Pursuant to the internal regulations on "Assessing and Monitoring Transactions with Related Parties and Preventing Situations of Conflicts of Interest", the Audit Committee had prior intervention in the following transactions, carried out between companies of REN Group and a holder of qualifying shareholdings or entities with which it is in a relationship pursuant Article 20 of the Securities Code:

- a) Awarding of extra works for the Connection of Offshore Power Plants to the (Very) High Voltage Public Power Grid – EPC &M:

Approved on November 30, 2021, by the executive committee of the company REN – Redes Energéticas Nacionais, SGPS, S.A., having obtained a favourable opinion at the meeting of the Audit Committee on January 21, 2022;

Agreement entered into between the Hengtong Group, which declares to be related, and REN SGPS, S.A.'s subsidiary: REN – Rede Eléctrica Nacional, S.A.;

Maximum value of the award: EUR 1,142,352.63 (the total value of the contract is x54,499,369.89).

- b) Award of the contract for Services for the Regulation Reserve Band Auction:

Approved on February 8, 2022, by the Board of Directors of REN – Rede Eléctrica Nacional, S.A.;

Agreement entered into between OMIP – Pólo Português, S.G.M.R., S.A., which declares to be related, and REN SGPS, S.A.'s subsidiary:

⁸⁴ In accordance with the meaning of international accounting standards adopted in accordance with European Regulation, in particular Regulation (EC) no. 1606/2002. For the purposes of the internal regulations, a related party is: (a) any shareholder who has a qualified shareholding of the share capital of REN or any affiliated company; (b) a person or his family member who holds control 1 or joint control over REN or an affiliated company, or who has a significant influence over REN or an affiliated company, or who is a "key" element of the management of REN or an affiliated company; (c) an entity that is a member of the REN group; (d) an entity that is associated or has a joint venture with REN or an affiliated company; (e) an entity that is associated or has a joint venture with an entity with which REN or an affiliated company is associated or has a joint venture; (f) an entity which manages or somehow administers the post-employment benefits of REN's employees or of an entity related to REN; (g) an entity which is controlled or jointly controlled by a person identified in paragraph a); (h) an entity in which a person (or a relative) controlling or jointly controlling REN has significant influence or is a key element of the management of that entity (or of the parent company of that entity); (i) an entity, or any entity of the same group, providing management services to REN or an affiliated company or its parent company.

⁸⁵ See Points 4 and 5 of point VI of the abovementioned internal regulation.

⁸⁶ See Point X(I)(a) of the abovementioned internal regulation.



- REN – Rede Eléctrica Nacional, S.A.;
Maximum value of the award:
EUR 66,085,44 (plus applicable
taxes and fees).
- c) Contracting of Health Insurance
and Complementary Brokerage
Services for the REN Group:
- Approved on 20 June 2022, by
the executive committee of the
company REN – Redes Energéticas
Nacionais, SGPS, S.A., and by the
boards of directors of the group
companies;
- Agreement entered into with a
related party, Costa Duarte /
Fidelidade (shareholder of REN –
Redes Energéticas Nacionais, SGPS,
S.A.) / Multicare, and the following
companies of the REN Group: REN
– Redes Energéticas Nacionais,
SGPS, S.A., REN Serviços, S.A., REN
– Rede Eléctrica Nacional, S.A.,
REN Gasodutos, S.A., REN Atlântico,
Terminal do GNL, S.A., REN
Armazenagem, S.A., REN PRO, S.A.,
REN Telecom – Comunicações, S.A.,
REN Portgás Distribuição, S.A. and
Centro de Investigação em Energia
REN – State Grid, S.A.;-
- Maximum award value: EUR 702,609,00
(plus applicable taxes and fees).
- d) Contracting of the auction service for
Gas Capacity Usage Rights relative to
transport and storage in the National
Natural Gas Transport Network:
- Approved on August 30, 2022,
by the Board of Directors of
REN Gasodutos, S.A., having
been acknowledged by the Audit
Committee in its meeting of
September 13, 2022;
- Agreement entered into between
OMIP – Pólo Português, S.G.M.R.,
S.A., which declares to be related,
and REN SGPS, S.A.'s subsidiary:
REN Gasodutos, S.A.;
- Maximum award value: EUR
435,120,00 (plus applicable taxes and
fees).
- e) Objective amendment of the
contract of insurance for property
damage and operating losses and
maritime liability:
- Approved on October 13, 2022, by
the boards of directors of REN –
Rede Eléctrica Nacional, S.A., REN
Gasodutos, S.A., REN Armazenagem,
S.A. and REN Atlântico – Terminal
de GNL, S.A., of which the Audit
Committee has knowledge in its
meeting of December 21, 2022;;
- Agreement entered into with a related
party, grouping AON Portugal, S.A. and
Fidelidade – Companhias de Seguros,
S.A. (shareholder of REN – Redes
Energéticas Nacionais, SGPS, S.A.;
- Value after amendment:
EUR -9,457.39.

- f) Awarding additional work under the
contract for legal services in the
area of public procurement:

Approved on the November 16,
2022, by the Board of Directors of
REN Serviços, S.A.;

Agreement entered into with a related
party, CMS Rui Pena & Arnaut –
Sociedade de Advogados R.L. and
subsidiary company of REN SGPS, S.A.:
REN Serviços, S.A.;

Maximum award value: EUR 60,000.00
(plus applicable taxes and fees).

**I.91. Description of the procedures and
criteria applicable to the intervention of
the supervisory bodies for the purposes
of assessing business between the
Company and the holders of qualified
shareholdings or entities with which they
are in any relationship pursuant to Article
20 of the Portuguese Securities Code**

See I.89. above. The procedures and
criteria outlined herein are applicable
to transactions with the holders of
qualified shareholdings or entities
with which they are in any relationship
pursuant to Article 20 of the Securities
Code, given that these are by definition
considered to be related parties in
accordance with internal regulations
for the "Assessment and Monitoring of
Transactions with Related Parties and
Prevention of Conflict of Interest".

II. Information relating to business

**II.92. Indication of the location of
accounting documents providing
information regarding business with
Related Parties, in accordance with
IAS 24 or, alternatively, reproductions
of this information**

Point 34 of the Appendix to the
financial statements of the 2022
Integrated Report, in accordance with
IAS 24, includes a description of the
principal elements of business with
Related Parties, including business
and operations carried out between
the Company and holders of qualified
shareholdings or associated entities.

Business between the Company and
the holders of qualified shareholdings
or entities with which they are in any
relationship pursuant to Article 20
of the Securities Code was conducted
under normal market conditions, during
normal REN business, and was largely a
result of regulatory obligations.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



7.2. Assessment of corporate governance

1. Identification of the Code of Corporate Governance adopted

With regard to the disclosure of information on corporate governance, as an issuer of shares that are admitted to trading on the Euronext Lisbon regulated market, REN is subject to the regime established in the Securities Code and CMVM Regulation No 4/2013 (the latter was approved in 2013 and is applicable to government reports for this year).

In accordance with Article 2 of CMVM Regulation No 4/2013, the Corporate Governance Code which the company is subject to or has voluntarily decided to implement must be identified.

The place where the Corporate Governance Code(s) to which the Company is subject is made available to the public shall also be indicated (Article 29-H(1)(o)).

When preparing this report, REN referred to the Portuguese Institute of Corporate Governance Code, approved in 2018, and reviewed in 2020, available at [website](#), as well as its rules of interpretation, available at the same address.

2. Analysis of compliance with the Corporate Governance Code adopted

Pursuant to Article 29-H(1)(n) of the Securities Code, as it stands, a statement shall be included on the acceptance of the Corporate Governance Code to which the issuer is subject, stating any divergence from the said code and the reasons for the divergence.

In accordance with Regulation 4/2013, in conjunction with the Corporate Governance Code of the Portuguese Institute of Corporate Governance and its respective interpretative rules, the information submitted should include, for each recommendation:

- a) Information that enables the verification of compliance with the recommendation or referring to the part of the report where the issue is discussed in detail (chapter, title, paragraph, page);
- b) Grounds for the potential non-compliance or partial compliance thereof (i.e. compliance with only part of the sub-recommendations, where applicable); and
- c) In the event of non-compliance or partial compliance (i.e. compliance with only part of the sub-recommendations, where applicable), the details of any alternative mechanism adopted by the company for the purpose of pursuing the same objective of the recommendation, in this case, the company's judgment as to the existence of equivalence to compliance may be included.

As mentioned above, REN took the decision to adopt all recommendations laid out in the IPCG Code.

Therefore, REN hereby declares that it fully adopts all the abovementioned Portuguese Institute of Corporate Governance recommendations on corporate governance matters laid down in said Code, except for Recommendations III.1., IV.1. and VII.2.1., which are not adopted for the reasons described below, Recommendations I.5.2., II.5., III.5., V.2.9., V.3.2. and V.3.4., which are not applicable to REN, Recommendations II.2., II.3. and III.6., which should be considered materially adopted taking into account the explanation included below and Recommendation V.3.3., which is partly not applicable and partly not adopted.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





The chart below identifies IPCG Code recommendations and individually mentions those that have been adopted by REN and those that have not. It also indicates the chapters in this report where a more detailed description of measures taken for their adoption may be found with the aim of complying with the said recommendations.

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
I. General provisions		
<i>General Principle: Corporate Governance should promote and enhance the performance of companies, as well as of the capital markets, and strengthen the trust of investors, employees and the general public in the quality and transparency of management and supervision, as well as in the sustained development of the companies</i>		
I.1. Company's relationship with investors and disclosure		
I.1.		<i>Principle:</i> Companies, in particular its directors, should treat shareholders and other investors equitably, namely by ensuring mechanisms and procedures are in place for the suitable management and disclosure of information.
I.1.1.	Adopted	The Company should establish mechanisms to ensure, in a suitable and rigorous form, the production, management and timely disclosure of information to its governing bodies, shareholders, investors and other stakeholders, financial analysts, and to the markets in general. Part I, chapters 7.1.2. ss. II.18. and III.38. and 7.1.3. ss. III.54., III.55. and IV.56.
I.2. Diversity in the composition and functioning of the company's governing bodies		
I.2.		<i>Principle I.2.A:</i> Companies ensure diversity in the composition of its governing bodies, and the adoption of requirements based on individual merit, in the appointment procedures that are exclusively within the powers of the shareholders. <i>Principle I.2.B:</i> Companies should be provided with clear and transparent decision structures and ensure a maximum effectiveness of the functioning of their governing bodies and commissions <i>Principle I.2.C:</i> Companies ensure that the functioning of their bodies and committees is duly recorded, namely in minutes, which allow to know only the direction of the decisions taken, but also their grounds and the opinions expressed by their members
I.2.1.	Adopted	Companies should establish standards and requirements regarding the profile of new members of their governing bodies, which are suitable according to the roles to be carried out. Besides individual attributes (such as competence, independence, integrity, availability, and experience), these profiles should take into consideration general diversity requirements, with particular attention to gender diversity, which may contribute to a better performance of the governing body and to the balance of its composition. Part I, chapter 7.1.2. s. II.16., II.27., II.29. and Part II, chapter 3
I.2.2.	Adopted	The company's managing and supervisory boards, as well as their committees, should have internal regulations — namely regulating the performance of their duties, their Chairmanship, periodicity of meetings, their functioning and the duties of their members — disclose in full on the company's website, and detailed minutes of the meetings of each of these bodies should be carried out. Part 1, chapter 7.1.2. ss. II.22., II.27., II.29., III.34. and chapters 7.1.3, s. V.61. and 7.1.4. s. II.67.





Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
I.2.3. The composition and the number of annual meetings of the managing and supervisory bodies, as well as of their committees, should be disclosed on the company's website.	Adopted	Part 1 chapter 7.1.2. ss. II.23., III.35. and chapter 7.1.4. s. II.67.
I.2.4. A whistleblowing policy should be adopted to ensure adequate means of communication and treatment of irregularities, safeguarding the confidentiality of the information transmitted and the identity of the notifier when requested.	Adopted	Part 1, chapter 7.1.3. s. II.49., III.54. and Part II, chapter 3
I.3. Relationships between the company bodies Principle: Members of the company's boards, especially directors, should create, considering the duties of each of the boards, the appropriate conditions to ensure balanced and efficient measures to allow for the different governing bodies of the company to act in a harmonious and coordinated way, in possession of the suitable amount of information in order to carry out their respective duties.		
I.3.1. The bylaws, or other equivalent means adopted by the company, should establish mechanisms that, within the limits of applicable laws, permanently ensure the members of the managing and supervisory boards are provided with access to all the information and company's collaborators, in order to appraise the performance, current situation and perspectives for further developments of the company, namely including minutes, documents supporting decisions that have been taken, calls for meetings, and the archive of the meetings of the managing board, without impairing the access to any other documents or people that may be requested for information.	Adopted	Part 1, chapter 7.1.2. ss. II.18. II.23. and III.38.
I.3.2. Each of the company's boards and committees should ensure the timely and suitable flow of information, especially regarding the respective calls for meetings and minutes, necessary for the exercise of the competences, determined by law and the bylaws, of each of the remaining boards and committees.	Adopted	Part 1, chapter 7.1.2. ss. II.18. II.23. and III.38.
I.4. Conflicts of interest Principle: The existence of current or potential conflicts of interest, between members of the company's boards or committees and the company, should be prevented. The non-interference of the conflicted member in the decision process should be guaranteed.		
I.4.1. By internal regulation or equivalent, the members of the management and supervisory bodies and internal committees shall be bound to inform their respective bodies or committees whenever there are facts which may constitute or give rise to a conflict between their interests and the company's interest.	Adopted	Part 1, chapter 7.1.2. ss. II.18. and II.29.
I.4.2. Procedures should be adopted to guarantee that the member in conflict does not interfere in the decision-making process, without prejudice to the duty to provide information and other clarifications that the board, the committee or their respective members may request.	Adopted	Part 1, Chapter 7.1.2. s. II.18., Chapter 7.1.5. s., I.89

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
Related party transactions		
I.5.		Principle: Due to the potential risks that they may hold, transactions with related parties should be justified by the interest of the company and carried out under market conditions, subject to principles of transparency and adequate supervision.
I.5.1.	Adopted	The management body shall disclose, in the government report or otherwise publicly available, the internal procedure for verification of transactions with related parties. Part 1, chapters 7.1.1. s. II.10. and 7.1.5. s. I.89.
I.5.2.	N/A ⁸⁶	The management body shall report to the supervisory body the results of the internal procedure for verification of transactions with related parties, including the transactions under review, at least every six months.
II. Shareholders and general meetings		
II.A		Principle: As an instrument for the efficient functioning of the company and the fulfilment of the corporate purpose of the company, the suitable involvement of the shareholders in matters of corporate governance is a positive factor for the company's governance.
II.B		Principle: The company should stimulate the personal participation of shareholders in general meetings, which is a space for communication by the shareholders with the company's boards and committees and also of reflection about the company itself.
II.C		Principle: The company should implement adequate means for shareholders to participate and vote at a distance at the meeting.
II.1.	Adopted	The company should not set an excessively high number of shares to confer voting rights, and it should make its choice clear in the corporate governance report every time its choice entails a diversion from the general rule: that each share has a corresponding vote. Part 1, chapter 7.1.2. s. II.12.
II.2.	Adopted (equivalent explain)	The company should not adopt mechanisms that make decision making by its shareholders (resolutions) more difficult, specifically, by setting a quorum higher than that established by law. Part 1, chapter 7.1.2. s. II.14. The company deems that the majorities provided for in Articles 11(2) and (3) of the Bylaws, which are more strict than those defined by law, are justified by the fact that the matters in question are strategic and of structural importance, and as such requiring a broader consensus from shareholders. With regard to the majority mentioned in Article 11(3), this is justified by the fact that the articles in question are aimed at enabling the company to monitor compliance with several legal obligations and ERSE (Energy Services Regulatory Authority) Decision on the full unbundling regime.

⁸⁷ According to CAEM's Interpretative Note no. 3, "the wording of Recommendation I.5.2. at the time of the approval of the new text of the Code by CAM, in July 2020, was based on the proposal to transpose Directive (EU) no. 2017/828, then pending in Parliament as Draft Law 12/XIV. In view of the changes introduced in the meantime during the legislative process, culminating in the new Article 249-A(1) (now 29-S) of the Securities Code, added by Law no. 50/2020, of 25 August, which carried out that transposition, and unless there is a subsequent amendment to the provision in question in a different direction, Recommendation I.5.2 should be considered as not applicable, as it is the supervisory body itself (and no longer the management body, as stated in the Proposed Law) that is responsible for the periodic verification of transactions with related parties".



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Corporate Governance Code		Assessment	Reference to the Corporate Governance Report/ Comments
II.3.	The company should implement adequate means for shareholders to participate in the General Meeting at a distance, in terms proportional to its size.	Adopted (equivalent explain)	Part 1, chapter 7.1.2. s. II.12.
II.4.	The company should also implement appropriate means for the exercise of voting rights at a distance, including by correspondence and by electronic means.	Adopted	Part I, chapter 7.1.2. s. II.12.
II.5.	The bylaws, which specify the limitation of the number of votes that can be held or exercised by a sole shareholder, individually or in coordination with other shareholders, should equally provide that, at least every 5 years, the amendment or maintenance of this rule will be subject to a shareholder resolution – without increased quorum in comparison to the legally established – and in that resolution, all votes cast will be counted without observation of the imposed limits.	N/A	Part 1, chapter 7.1.1. ss. I.2. e I.5 There is no mechanism in the Articles of Association to renew or repeal these statutory rules, as they exist in compliance with legal and administrative requirements. Therefore, this recommendation must be considered not applicable to REN.
II.6.	The company should not adopt mechanisms that imply payments or assumption of fees in the case of the transfer of control or the change in the composition of the managing body, and which are likely to harm the free transferability of shares and a shareholder assessment of the performance of the members of the managing body.	Adopted	Part 1, chapter 7.1.1. s. I.4.
III.	Non executive management, monitoring and supervision		
III.A	<i>Principle: The members of governing bodies who possess non-executive management duties or monitoring and supervisory duties should, in an effective and judicious manner, carry out monitoring duties and incentivise executive management for the full accomplishment of the corporate purpose, and such performance should be complemented by committees for areas that are central to corporate governance.</i>		
III.B	<i>Principle: The composition of the supervisory body and the non-executive directors should provide the company with a balanced and suitable diversity of skills, knowledge, and professional experience.</i>		
III.C	<i>Principle: The supervisory body should carry out a permanent oversight of the company's managing body, also in a preventive perspective, following the company's activity and, in particular, the decisions of fundamental importance.</i>		
III.4.	Without prejudice to question the legal powers of the chair of the managing body, if he or she is not independent, the independent directors should appoint a coordinator, from amongst them, namely, to: (i) act, when necessary, as an interlocutor near the chair of the board of directors and other directors, (ii) make sure there are the necessary conditions and means to carry out their functions; and (iii) coordinate the independent directors in the assessment of the performance of the managing body, as established in recommendation V.1.1.	Not adopted	Part 1 chapter 7.1.2. s. II.18. Under the terms of the BoD Regulation, a number of mechanisms were adopted in 2021 for the efficient coordination and performance of the members with non-executive functions, in particular with a view to facilitating the exercise of their right to information and ensuring the necessary conditions and means to the performance of their duties, in the terms best described in the above section of this report. In addition, some of the independent board members are also members of board committees, thus the development of their functions therein should be preserved.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT



I

INTEGRATED
MANAGEMENT REPORT

II

CONSOLIDATED AND
INDIVIDUAL ACCOUNTS

III

CORPORATE
GOVERNANCE REPORT

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
<p>III.2. The number of non-executive members in the managing body, as well as the number of members of the supervisory body and the number of the members of the committee for financial matters should be suitable for the size of the company and the complexity of the risks intrinsic to its activity, but sufficient to ensure, with efficiency, the duties which they have been attributed.</p>	Adopted	Part 1, chapter 7.1.2. ss. II.18., III.31.
<p>III.3. In any case, the number of non-executive directors should be higher than the number of executive directors and the government's report should include the formulation of this adequacy assessment.</p>	Adopted	Part 1, chapter 7.1.2. s. II.18.
<p>Each company should include a number of non-executive directors that corresponds to no less than one third, but always plural, who satisfy the legal requirements of independence. For the purposes of this recommendation, an independent person is one who is not associated with any specific group of interest of the company, nor under any circumstance likely to affect his/ her impartiality of analysis or decision, namely due to:</p> <p>(i) having carried out functions in any of the company's bodies for more than twelve years, either on a consecutive or non-consecutive basis;</p> <p>(ii) having been a prior staff member of the company or of a company which is considered to be in a controlling or group relationship with the company in the last three years;</p> <p>(iii) having, in the last three years, provided services or established a significant business relationship with the company or a company which is considered to be in a controlling or group relationship, either directly or as a shareholder, director, manager or officer of the legal person;</p> <p>(iv) having been a beneficiary of remuneration paid by the company or by a company which is considered to be in a controlling or group relationship other than the remuneration resulting from the exercise of a director's duties;</p> <p>(v) having lived in a non-marital partnership or having been the spouse, relative or any first degree next of kin up to and including the third degree of collateral affinity of company directors or of natural persons who are direct or indirect holders of qualifying holdings, or</p> <p>(vi) having been a qualified holder or representative of a shareholder of qualifying holding.</p>	Adopted	Part 1, chapter 7.1.2. s. II.18.
<p>III.5. The provisions of (i) of recommendation III.4. does not inhibit the qualification of a new director as independent if, between the termination of his/ her functions in any of the company's bodies and the new appointment, a period of 3 years has elapsed (cooling-off period).</p>	N/A	There is no REN director in this situation.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
<p>III.6. With regard to the powers conferred on it by law, the supervisory body shall assess and decide on strategic lines and risk policy prior to their final approval by the management body.</p>	<p>Adopted (equivalent explain)</p>	<p>Part 1, chapter 74.2. s. III.38., chapter 74.3. s. III.50. et seq. as regards the risk policy.</p> <p>The members of the supervisory body are also members of the Board of Directors. The Audit Committee, made up of non-executive members, evaluates and pronounces itself on the strategic lines and risk policy, prior to its final approval, including evaluating the execution of the strategic plan by the executive members, within the management body, which it considers to be the competent body in these matters, being the supervision in casu carried out by the non-executive directors. In fact, the Audit Committee, after evaluating the recommendation, considered that it was not appropriate to have an autonomous opinion on a matter that is eminently management-related.</p>
<p>III.7. Companies must have specialised committees for corporate governance, appointments and performance evaluation, separately or cumulatively. If the remuneration committee provided for in article 399 of the Companies Code has been set up, and this is not prohibited by law, this recommendation can be complied with by attributing to this committee competence in the said matters.</p>	<p>Adopted</p>	<p>Part 1, chapter 74.2. s. II.27, II.29.</p>
<p>IV. Executive management</p>		
<p>IV.A. <i>Principle: As way of increasing the efficiency and the quality of the managing body's performance and the suitable flow of information in the board, the daily management of the company should be carried out by directors with qualifications, powers and experience suitable for the role. The executive board is responsible for the management of the company, pursuing the company's objectives and aiming to contribute towards the company's sustainable development.</i></p>		
<p>IV.B. <i>Principle: In determining the number of executive directors, it should be taken into account, besides the costs and the desirable agility in the functioning of the executive board, the size of the company, the complexity of its activity, and its geographical spread.</i></p>		
<p>IV.1. The managing body should approve, by internal regulation or equivalent, the rules regarding the action of the executive directors and how these are to carry out their executive functions in entities outside of the group.</p>	<p>Not adopted</p>	<p>Part 1, chapter 74.2. s. II.26.</p> <p>REN's executive directors serve exclusively on the governing bodies of subsidiaries and companies in which REN has an interest. Thus, and despite the fact that there are no internal regulations specifically directed to executive directors on this matter, the directors' availability to perform their duties is total, ensuring at all times the pursuit of the interests of the company and the Group to its full potential.</p>
<p>IV.2. The managing body should ensure that the company acts consistently with its objects and does not delegate powers, namely, in what regards: (i) the definition of the strategy and main policies of the company; (ii) the organisation and coordination of the business structure; (iii) matters that should be considered strategic in virtue of the amounts involved, the risk, or special characteristics.</p>	<p>Adopted</p>	<p>Part 1, chapter 74.2. s. II.21.</p>

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
IV.3.	Adopted	Chapter 5 of the 2021 Integrated Re-port, Part 2, Chapter 3.
V.		
		Evaluation of performance, remuneration and appointment
		<i>Annual evaluation of performance</i>
V.1.		<i>Principle:</i> The company should promote the assessment of performance of the executive board and of its members individually, and also the assessment of the overall performance of the managing body and its specialized committees.
V.1.1.	Adopted	The managing body should annually evaluate its performance as well as the performance of its committees and executive directors, taking into account the accomplishment of the company's strategic plans and budget plans, the risk management, the internal functioning and the contribution of each member of the body to these objectives, as well as the relationship with the company's other bodies and committees. Part 1, chapter 7.1.2. s. II.24.
V.2.A		<i>Remuneration</i> <i>Principle:</i> The remuneration policy of the members of the managing and supervisory boards should allow the company to attract qualified professionals at an economically justifiable cost in relation to its financial situation, induce the alignment of the member's interests with those of the company's shareholders – taking into account the wealth effectively created by the company, its financial situation and the market's – and constitute a factor of development of a culture of professionalization, sustainability, promotion of merit and transparency within the company.
V.2.B		<i>Principle:</i> Directors must receive compensation: (i) that adequately contributes to the responsibility assumed, availability and competence placed at the service of the society; (ii) that guarantees an operation aligned with the long-term interests of shareholders and promotes the sustainable performance of the society; and (iii) that rewards performance.
V.2.1.	Adopted	The company shall set up a remuneration committee, whose composition shall ensure its independence from the management, which may be the remuneration committee appointed under the terms of Article 399 of the Portuguese Companies Code. Part 1, chapter 7.1.4. s. I.66., I.67.
V.2.2.	Adopted	The remuneration shall be fixed by the remuneration committee or the general meeting, on a proposal from that committee. Part 1, chapter 7.1.4. s. I.66.
V.2.3.	Adopted	For each mandate, the remuneration committee or the general meeting, on a proposal from that committee, shall also approve the maximum amount of all compensation to be paid to the member of any body or committee of the company due to the termination of their functions, and shall dis-close such situation and amounts in the government report or remuneration report. Part 1, chapter 7.1.4. s. III.76. and IV.80. e V.83.

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
V.2.4.	Adopted	Part 1, chapter 7.1.4. ss. II.67.
V.2.5.	Adopted	Part 1, chapter 7.1.4. ss. II.67.
V.2.6.	Adopted	Part 1, chapter 7.1.4. ss. II, 67, III.69. ss.
V.2.7.	Adopted	Part 1, chapter 7.1.4. ss. III.69, III.70, III.71.
V.2.8.	Adopted	Part 1, chapter 7.1.4. ss. III.71, III.72.
V.2.9.	N/A	Part 1, chapter 7.1.4. ss. III.74. The variable remuneration does not have the relevant characteristics for the application of the Recommendation
V.2.10.	Adopted	Part 1, chapter 7.1.4. ss. III.69. and III.60.
V.3.		Appointments Principle: Regardless of the method of appointment, the profile, knowledge and curriculum of the members of the governing bodies and senior management should suit the function to be performed.
V.3.1.	Adopted	Part 1, chapter 7.1.2. s. II.16.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
V.3.2. A significant part of the variable component should be partially deferred in time, for a period of no less than three years, thereby connecting it to the confirmation of the sustainability of the performance, in the terms defined by a company's internal regulation.	N/A	Part 1, chapter 7.1.2. s. II.27. and 29. REN understands that the definition of senior management only encompasses the members of the company's management and supervisory bodies, hence REN hasn't created an additional nominations committee to the committee already established within the Board of Directors for the purpose of appointing other members of such body.
V.3.3. This committee includes a majority of independent non-executive members.	N/A/ Adopted	Part 1, Chapter 7.1.2. s., II.29. REN understands that the definition of senior management only encompasses the members of the company's management and supervisory bodies, hence REN hasn't created an additional nominations committee to the committee already established within the Board of Directors for the purpose of appointing other members of such body. As for the Nominations and Appraisals Committee, it has three non-executive directors, two of whom are independent (one of whom acts as Chairman). Thus, the recommendation is adopted.
V.3.4. When variable remuneration includes the allocation of options or other instruments directly or indirectly dependent on the value of shares, the start of the exercise period should be deferred in time for a period of no less than three years.	N/A	REN understands that the definition of senior management ⁸⁷ only encompasses the members of the company's management and supervisory bodies, hence REN hasn't created an additional nominations committee to the committee already established within the Board of Directors for the purpose of appointing other members of such body.
VI. Internal control		
<i>Principle: The managing body should debate and approve the company's strategic plan and risk policy, which should include the establishment of limits on risk-taking.</i>		
VI.1. The Board of Directors should discuss and approve the company's strategic plan and risk policy, including the setting of risk taking limits.	Adopted	Part 1, Chapter 7.1.2.s II.21. and II.24.; Chapter 7.1.3. s. III.50. ss.
VI.2. The supervisory body should organise itself internally, implementing mechanisms and procedures of periodic control in order to ensure that the risks effectively incurred by the company are consistent with the objectives set by the management body.	Adopted	Part 1, Chapter 7.1.3. s. III.50., III.51. and III.54.

⁸⁸ In accordance with the Note on the Interpretation of the IPCG Code – note 3, recommendation V.3.4 should be interpreted as referring only to the commission provided in recommendation V.3.2.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
<p>VI.3. The internal control system, comprising the risk management, compliance and internal audit functions, must be structured in terms appropriate to the size of the company and the complexity of the risks inherent to its activity, and the supervisory body must assess it and, within the scope of its competence to supervise the effectiveness of this system, propose any adjustments that prove necessary.</p>	Adopted	Part 1, Chapters 7.1.2. s. III.38. and 7.1.3. s. III.50. ss.
<p>VI.4. The supervisory body shall give an opinion on the work plans and resources allocated to the internal control system services, including risk management, compliance and internal audit functions, and may propose any adjustments that may be necessary.</p>	Adopted	Part 1, Chapters 7.1.2. s. III.38. and 7.1.3. s. III.50.
<p>VI.5. The supervisory body should receive reports from internal control services, including risk management, compliance and internal audit functions, at least when matters relating to the rendering of accounts, identification or resolution of conflicts of interest and the detection of potential irregularities are concerned.</p>	Adopted	Part 1, Chapters 7.1.2. s. III.38. and 7.1.3. s. III.50.
<p>VI.6. Based on its risk policy, the company should establish a risk management function, identifying (i) the main risks to which it is subject in the development of its activity, (ii) the probability of their occurrence and their impact, (iii) the instruments and measures to be adopted with a view to their mitigation, and (iv) the monitoring procedures, with a view to monitoring them.</p>	Adopted	Part 1, Chapters 7.1.3. s. III.50., III.53. and III.54.
<p>VI.7. The company should establish procedures for monitoring, periodic evaluation and adjustment of the internal control system, including an annual assessment of the degree of internal compliance and of the performance of that system, as well as the prospect of a change in the risk framework previously defined.</p>	Adopted	Part 1, Chapters 7.1.2. s. III.38. and 7.1.3. s. III.50., III.53., III.54.
<p>VII. Financial statements</p>		
<p>VII.1. <i>Financial information</i> Principle VII.A: The supervisory body should, with independence and in a diligent manner, ensure that the managing body complies with its duties when choosing appropriate accounting policies and standards for the company, and when establishing suitable systems of financial reporting, risk management, internal control, and internal audit. Principle VII.B: The supervisory body should promote an adequate coordination between the internal audit and the statutory audit of accounts.</p>		
<p>VII.1.1. The supervisory body's internal regulation should impose the obligation to supervise the suitability of the preparation process and the disclosure of financial information by the managing body, including suitable accounting policies, estimates, judgments, relevant disclosure and its consistent application between financial years, in a duly documented and communicated form.</p>	Adopted	Part 1, Chapter 7.1.3. ss. III.38. and III.55.
<p>VII.2. <i>Statutory audit of accounts and supervision</i> Principle: The supervisory body should establish and monitor clear and transparent formal procedures on the company's their relationship with the statutory auditor as well as on the supervision of compliance, by the auditor with rules regarding independence imposed by law and professional regulations.</p>		



Corporate Governance Code	Assessment	Reference to the Corporate Governance Report/ Comments
VII.2.1. The supervisory body shall, in accordance with the applicable legal framework, define the supervisory procedures to ensure the statutory auditor's independence.	Not Adopted	Part 1, Chapter 7.1.2. s. III.38., V.46. The Audit Committee supervises the independence of the Statutory Auditor, particularly with regard to the rendering of non-audit or additional services, and also his suitability for the exercise of his functions. The supervision of the independence of the Statutory Auditor is based on a regular contact with him, through which it requests him to indicate the absence of circumstances that may hinder his independence, as well as the due treatment of any information that may be obtained by the Audit Committee on the matter, within the scope of its functions.
VII.2.2. The supervisory body should be the main interlocutor of the statutory auditor in the company and the first recipient of the respective reports, having the powers, namely, to propose the respective remuneration and to ensure that adequate conditions for the provision of services are ensured within the company.	Adopted	Part 1, chapter 7.1.2. s. III.38., V.45.
VII.2.3. The supervisory body should annually assess the services provided by the statutory auditor, their independence and their suitability in carrying out their functions, and propose their dismissal or the termination of their service contract by the competent body when this is justified for due cause.	Adopted	Part 1, chapter 7.1.2. s. III.38., V.45.

INTEGRATED
MANAGEMENT REPORTCONSOLIDATED AND
INDIVIDUAL ACCOUNTSCORPORATE
GOVERNANCE REPORT

3. Other information

The company shall provide any additional information which, not covered by the previous points, is relevant for understanding the governance model and practices implemented.

3.1. Equality

In relation to 2022, for the purpose of paragraph q) of Article 29-H of the Securities Code, it should be highlighted that REN has in force (i) a Code of Conduct for the REN Group, which establishes a rule of equal treatment and non-discrimination, in particular, based on race, gender, age, physical disability, sexual orientation, political views or religious beliefs; (ii) a "Plan for Equal Gender Equal Treatment" applicable to the REN Group; and (iii) a Selection and Diversity Policy, which establishes the guiding principles considered by the Nominations and Appraisals Committee in the process of identifying and selecting potential candidates for the Board of Directors. In addition, REN formalised a strategic objective for the REN Group, in accordance with the ESG policy in progress, which aims to promote gender equality and according to which it is intended that 1/3 of 1st line management positions be occupied by women by 2030 (see → [chapter 4.6. Human capital](#)).

REN considers diversity as a value that encourages efficiency, creativity and innovation, in selection of candidates for members of the corporate bodies, as a cross-pillar. As such, diversity has been adequately promoted in relation to qualifications and skills required for the exercise of those functions, as well as an adequate gender representation without negative discrimination of any kind.

In addition, in this respect, in 2015 REN also endorsed the commitment agreement with the Portuguese Government for gender equality in the corporate bodies of listed companies.

3.2. Relations with Stakeholders

In 2022, REN formalized its → [Stakeholder Relations Policy](#), with the aim of maintain a mutually positive relationship, with integrity and ethics with key stakeholders. This Policy lists the main principles to which REN is committed in all its activities in its relations with stakeholders.

In addition, REN conducts a stakeholder consultation every two years. The last consultation was held in 2021 and the results of this consultation have been progressively integrated into REN's sustainability strategy, as well as in the establishment of the company's communication priorities (see → [chapter 4.1. Stakeholder engagement and satisfaction](#)).

3.3. Regulatory Compliance Program

With the aim of achieving excellence in preventing and combating illegal acts, namely those which may constitute the practice of crimes of money laundering, financing of terrorism, corruption and related offences, REN approved its compliance program that reflects this commitment, through the definition of fundamental principles and rules that must be complied with in this area, both by employees and stakeholders.

Within the scope of the regulatory compliance program, is included REN Group Integrity Policy, establishing the principles of action and duties of Group companies and other parties, in order to prevent the practice of illicit acts, namely crimes of corruption, money laundering and financing of terrorism, and to promote ethics, integrity and transparency in doing business, ensuring compliance with current legislation and regulations. Among other matters, in its current version, the REN Group Integrity Policy covers the priorities set out in the National Anti-Corruption Strategy.

Internal communication was also reinforced, particularly with regard to whistleblowing, namely with reminders on the intranet, in order to make employees aware of the existence of this whistleblowing mechanism. In addition, in 2022 the course that covered the

topics related to Code of Conduct was revised, and now also covers the aspects and tests related to the Group's Integrity Policy, as well as, in general, the policies and procedures for the prevention of corruption.

For the same purpose, understanding and compliance mechanisms were reinforced in relation to REN employees, who, from the moment they are hired, and regardless of their contractual relationship, declare that they are aware of and fully accept the provisions of the REN Group Code of Conduct, the procedures applicable to the treatment of communications and investigation of irregularities and the REN Group Integrity Policy. The content of said regulations and policies is made available to all employees and is permanently available at REN's buildings and on its websites (internet and intranet), and is the object of regular training and testing.

Also in this regard, it is worth noting that since 2021 the powers and duties of the Corporate Governance Committee have been extended to also and expressly cover ethics issues, in particular, strengthening the management of ethics risks and monitoring the implementation of the Code of Conduct and internal rules and policies, having amended the name of the Committee to be the Ethics and Corporate Governance Committee.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



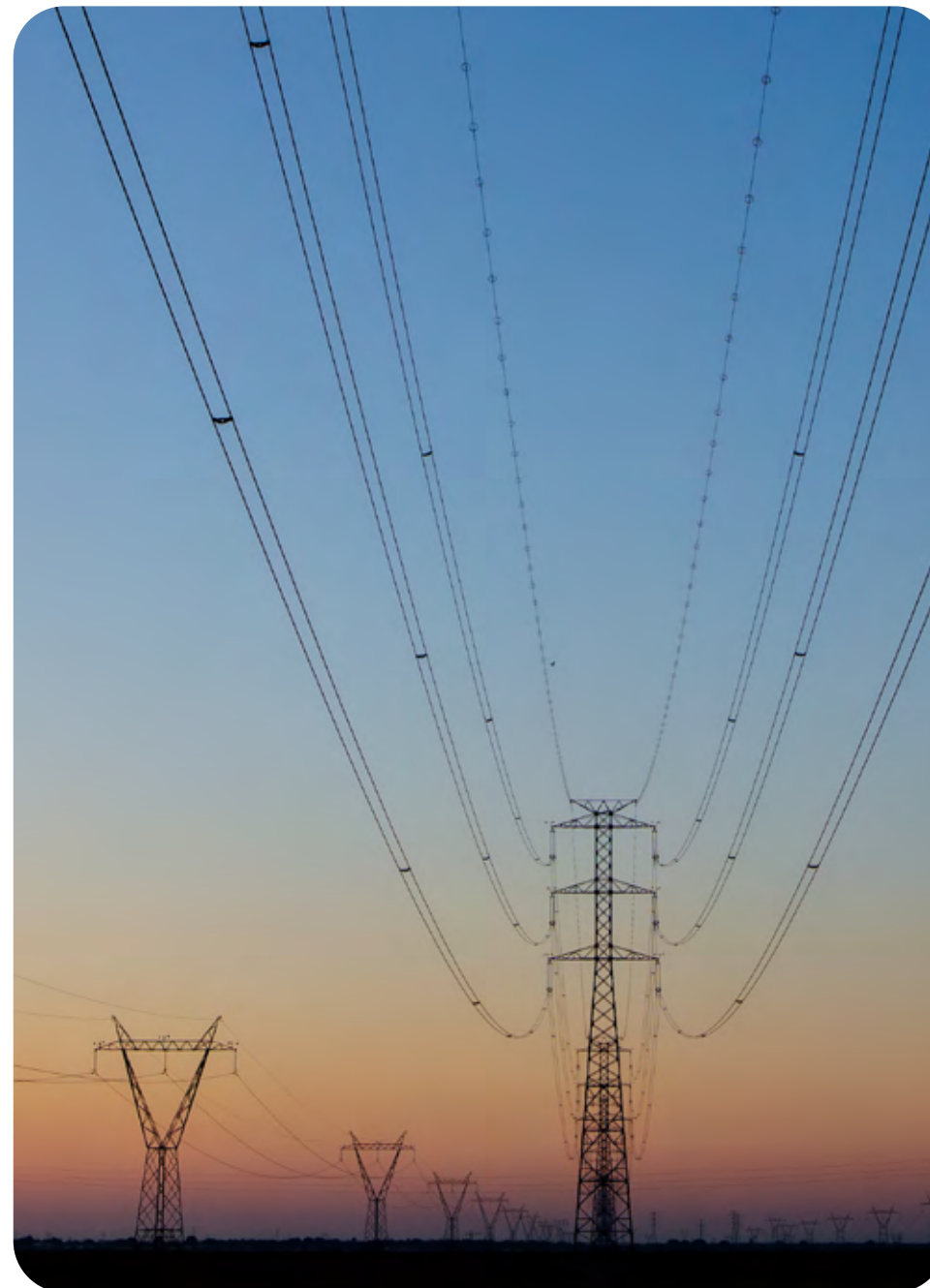
3.4. Sustainability

Sustainability is one of the cornerstones of REN's strategic plan for the next three years. The company has defined a sustainability strategy aligned with the 17 Sustainable Development Goals (SDGs) created in 2015 by the United Nations. The materially relevant issues for REN are identified in the section About the 2022 Integrated Report of the 2021 Report and Accounts. Transforming the defined goals into reality implies that all REN activities are guided by sustainability principles (see [chapter 2.2. Commitments](#)).

REN's Sustainability Strategy is based on four pillars: Promotion of internal well-being; Stakeholder involvement and satisfaction; Protection of the environment; and Governance and ethics. For all of them, actions are defined and implemented, as can be seen in [chapter 2.1. Strategy](#).

Considering the objectives set out in REN's Strategic Plan, REN's Board of Directors established a governance structure for the ESG priorities, aiming at a broader organisation on the execution of an action and communication plan. In this context, a Sustainability Committee was created, whose main objective is to carry out actions within the Board of Directors related to ESG objectives and to supervise their implementation.

REN does not possess any other additional information which is relevant for understanding the governance model and practices implemented (for information about performance in this area see [chapter 4. Our contribution](#)).



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



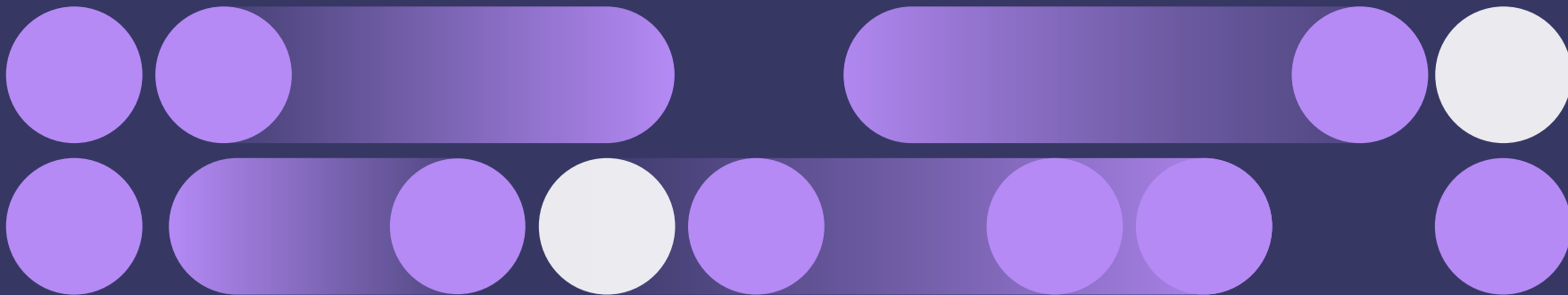


Annex 1 to the governance report

Annual Report on the Remuneration
of the Corporate Bodies of REN –
Redes Energéticas Nacionais

trensition

A new word
for the future.



Index

1. Presentation of the report	451	7. Alignment of remuneration with the Remuneration Policy	459
2. The Remuneration Committee	451	8. Changes in remuneration and employment	461
3. The 2021–24 strategy	452	9. Sustainability of the Remuneration Policy	462
4. Objectives for 2023	453	10. Alignment of the General Meeting with the Remuneration Policy	463
5. Remuneration principles and policy	454	11. Conclusions	464
6. Remuneration of the governing bodies	456		



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



1. Presentation of the report

The Board of Directors of REN – Redes Energéticas Nacionais, SGPS, S.A. (“REN” or the “Company”) approved the remuneration report for the members of the Board of Directors, the Audit Committee and the Board of the General Meeting, as well as the Statutory Auditor (that is, REN’s management and supervisory bodies, for the purposes of this report defined as “Corporate Bodies”) of REN, prepared under the terms and for the purposes set out in Article 26–G of the Portuguese Securities Code, with the support of the Remuneration Committee.

In the 2020 fiscal year, REN included for the first time, as an annex to the Governance Report, the Annual Remuneration Report for its Corporate Bodies. The step then taken, which continues to be strengthened each year, provides in a transparent manner the remuneration policy, its principles, criteria, operation and also provides a comparative overview of how it can be assessed in a relative manner. In summary, all the elements for a clear understanding of the philosophy that underlies it.

The remuneration policy is a privileged instrument for aligning incentives with the corporate strategy. The objectives,

both for 2022 and 2023, in total compliance with the approved Plan for the 2021–2024 period, ensure the path for the global compliance of this Plan.

An additional note to mention the concern that has always existed in the preparation of the remuneration policy both with internal fairness and as well as with the creation of shareholder value.

Attention is drawn to the topic of sustainability, which is becoming increasingly acute and is emphasized in this report, as its weight will be increased in the Key Performance Indicators (KPIs) of the Executive Committee.

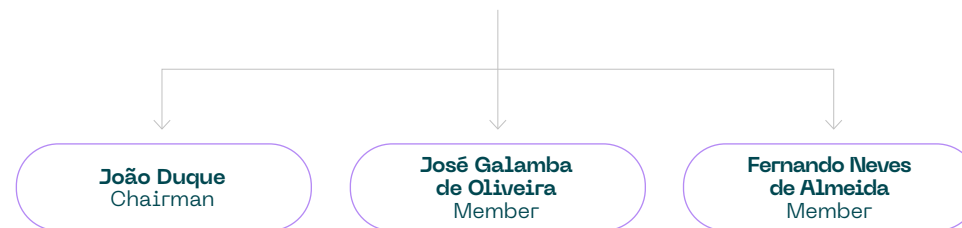
As it is a good market practice, including it in the remuneration policy is not only a present responsibility, but also a future commitment.

The good results achieved once again this year are largely due to the effort and commitment of all employees who, imbued with a clear purpose of continuing to position REN as a reference in its market.

A final word of thanks to everyone who has collaborated with the Board of Directors, in particular the Remuneration Committee, which has helped the Board to fulfil its mission.

2. The Remuneration Committee

Members of the Remuneration Committee in the 2021–2023 triennium



The Remuneration Committee, which is responsible for setting the specific remuneration and for submitting a proposal to the General Meeting of a remuneration policy for members of the management and supervisory bodies.

It should be noted that, within the scope of internal committees, the Nominations and Appraisals Committee, in accordance with its regulation, is responsible for supporting the Board of Directors in the annual assessment of its executive members and for submitting the respective report to the Remuneration Committee by March of each year. The Nominations and Appraisals Committee has no powers with regard to setting the

remuneration of the Board of Directors, notwithstanding the fact that the assessment made by this Committee may indirectly influence such remuneration.

The current Remuneration Committee is composed of members who are independent from management. To this extent, the Remuneration Committee does not include any member of another corporate body for which it defines the respective remuneration, and the three members in office do not have any family relationship with members of these other corporate bodies, as their spouses, relatives or kin in a direct line up to the third degree, inclusive.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Profile of the members of the Remuneration Committee

All members of the Remuneration Committee have the appropriate knowledge, acquired through their academic training and/or professional experience, to reflect, process and decide on all matters within the remit of the Remuneration Committee.

The members of the Remuneration Committee have academic training in the areas of management, except for one of its members whose specific training is in human resources management, which provides them with the necessary and appropriate theoretical knowledge to carry out their functions.

It should also be noted that the Remuneration Committee is composed of three members with vast professional experience in consultancy firms, the government, in higher education and companies, in various sectors of activity, in Portugal and abroad. In fact, all members of the Remuneration Committee have continuously performed functions as members of the management body of several national and international entities, from the most varied sectors of activity, (i) management and consultancy positions in financial regulators, and (ii) management positions in consultancies in the areas of management, technology and human resources, thus consolidating relevant and complementary practical knowledge regarding remuneration policy, performance assessment systems and related matters, and they complement each other.

External Consultants

The Remuneration Committee may, under the terms of its regulations, freely decide on the hiring, by the Company, of the consultancy services necessary or appropriate for the exercise of its functions, within the budgetary limits of the Company, ensuring that the services are provided independently and that the respective providers will not be hired to provide any other services to the Company itself or to other companies that are in a control or group relationship with it without its express authorisation.

Obligations of the Remuneration Committee

The regulation of the Remuneration Committee, approved in January 2019, is available on REN's institutional website.

The Remuneration Committee is always represented at annual General Meetings, and at the 2022 General Meeting, its Chairman, in accordance with the provisions of its regulation, was available to provide information or clarification as requested by shareholders at that Meeting and at any other meetings if the respective agenda includes a matter related to the remuneration of members of the company's bodies and committees or if such presence was requested by shareholders.

The most relevant activities carried out by the Remuneration Committee over the course of 2022, in its meetings are indicated below.

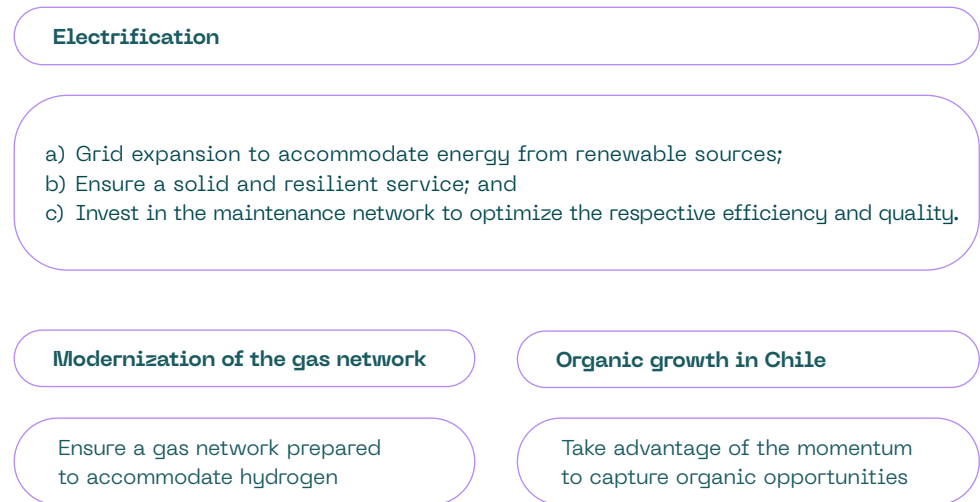
Activities

	1Q 2022	2Q 2022	3Q 2022	4Q 2022
Assessment of the 2021 KPI's of the Executive Committee (EC)				
Assessment of the members of the EC				
Definition of the 2021 variable remuneration of the EC				
Approval of the KPIs and their metrics for the 2022 assessment of the EC				
Approval of the 2022 remuneration policy				
Monitoring of the evolution of the Company's activity				
Monitoring of the evolution of the KPIs relevant for the assessment of the EC				

3. Strategy 2021-24

REN operates in a sector with tremendous challenges in energy transition, namely in the construction of hydrogen and green gas interconnections.

Generally this is an ambitious plan, approved for the 2021-24 period, based on 3 vectors:



INTEGRATED MANAGEMENT REPORT



CONSOLIDATED AND INDIVIDUAL ACCOUNTS



CORPORATE GOVERNANCE REPORT



This plan will also presuppose a clear orientation towards:

- the carbon neutrality targets by 2040–2050;
- digital operations, cybersecurity and innovation;
- reinforcing gender diversity in management positions; and
- the requalification of the necessary skills for the new future that is coming.

The strategic plan further clarifies the need to continue developing unique assets that are seen as a set of distinctive skills allowing the search for new opportunities within and outside borders, thus redefining the logic of value creation in the sector.

4. Objectives for 2023

Good objective setting is recognized as a powerful management tool if it has the ability to translate the long-term strategy into short-term objectives through both financial and non-financial indicators.

In the current phase of the corporate lifecycle, it is essential to continue to

develop the set of indicators that allow for an appropriate monitoring of the operationalization of the new strategic plan approved for the 2021–24 period.

In the definition of KPIs (Key Performance Indicators), in addition to monitoring the explicit goals of the strategic plan and the main resources and skills, it is important to bear in mind the ability to transform data into strategic assets in order to sustain competitive advantages, namely through innovation, with the consequent creation of value to be distributed among stakeholders.

The objectives, being a facilitator for a positioning oriented towards the sustained development/growth of the business, must also become a vehicle for communicating the strategy to all levels of the organization.

All the objectives for the assessment of the EC for the year 2023 will continue to be quantitative.

In 2023 there will be a new objective within the aggregate ESG (environmental, social and governance), called rating performance, which will assess the evolution of REN's performance in the main ESG indices, as well as its performance compared to that of the sector and its peers.

In summary, the assessment will be based on three macro clusters, financial, operational and ESG, that in view of the diversity of the objectives pursued, will

be fragmented into specific objectives, in order to ensure complete alignment with the challenges set out in the strategic plan, as detailed below:

Clusters	KPI's	Weighting (%)
Financial	Average cost of debt	10
	ROIC (Return on Invested Capital)	10
	Operational cash flow	25
	Earning per share	25
Operational	Service quality	15
	Health & safety	3,75
ESG	Gender diversity	3,75
	Reduction in GHG emissions ¹	3,75
	Rating performance	3,75

¹ GHG – Greenhouse gas.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



5. Remuneration Principles and Policy

Principles of the Remuneration Policy

The remuneration policy of REN follows the guidelines set out below:

- a) To be simple, clear, transparent and in line with REN interest and culture;
- b) To be suitable and adjusted to the size, economic conditions, nature, scope and specificity of REN's business;
- c) To ensure total remuneration which is competitive and equitable and in line with the best practices in Portugal and in Europe, particularly regarding REN's peers and that, while attracting qualified professionals, induces the alignment of interests with those of shareholders, constituting a factor for the development of a culture of professionalization and to promote merit and transparency at REN;
- d) To be evolutionary, but not disruptive; and
- e) To incorporate a fixed remuneration component adjusted to functions, availability, competence and responsibilities of the Members of the Board of Directors.

The remuneration of the executive members of the Board of Directors is also based on the following principles:

- (i) Competitiveness, taking into consideration the practice of the Portuguese market;
- (ii) Based on objective, uniform, consistent, fair and balance criteria that reward performance;
- (iii) Performance assessment in accordance with the duties and level of responsibility, as well as the effective performance, assumption of suitable levels of risk and compliance with rules applicable to REN's activity, taking into account the compliance with REN's strategic plan and budget, risk management, the internal functioning of the Board of Directors and the contribution of each member for this purpose, as well as the relationship between the Company's bodies and committees;
- (iv) Incorporating a variable remuneration component which is reasonable overall in relation to the fixed remuneration component, without encouraging excessive risk taking;
- (v) Alignment of the interests of the executive members of the Board and those of the Company, its sustainability and creation of long-term value, including by indexing medium/long-term remuneration to the evolution of REN's share price; and
- (vi) Variable remuneration indexed to the effective performance of REN,

measured against specific, objective and measurable goals which are in line with the interests of REN stakeholders.

Non-executive directors (including the members of the Audit Committee) earn a fixed remuneration, monthly paid and defined in line with the best practices of large companies in the Portuguese market. The remuneration policy for these members of the Board of Directors is guided by the core objective of compensating dedication and responsibility required for the performance of their functions. The remuneration of the members of the Board of the General Meeting corresponds to an annual fixed amount.

Remuneration Policy

Fixed component

The fixed component of the remuneration is exclusively composed of the base remuneration, as there is no other remuneration or payment of any costs or allowances (e.g., travel expenses or meal allowance), without prejudice to "Other monetary and non-monetary benefits" described below. This component is paid monthly, in cash.

The Fixed Remuneration of the executive directors shall be updated according to the Consumer Price Index (CPI) whenever there has been no nominal change in relation to the Fixed Remuneration paid at the end of the previous term of office. The update according to the CPI shall

be carried out provided that it has not presented negative values and is applied from the first year of the term of office in which there was no nominal change in the remuneration. That is, if in the first year of the term of office started in year t there was no change in the nominal value of the fixed remuneration compared to the fixed remuneration paid at the end of the term of office of the previous year, then the update shall follow the equation below, which will be maintained year after year until new nominal update of the fixed remuneration:

$$\text{Fixed Remuneration}_{t+1} = \text{Fixed Remuneration}_t * \text{CPI}_t$$

Where:

$$\text{CPI}_t = \text{Consumer Price Index for year } t$$

Variable component

For payment purposes, the Variable Remuneration is divided into two components, each of them corresponding to 50% of the total Variable Remuneration, granted with reference to the relevant annual period, as follows:

- A short-term variable remuneration (STVR), which is awarded and paid in cash within 30 days following the annual shareholders' meeting which approves the relevant annual accounts; and
- A medium/ long term variable remuneration (MLTVR), which is awarded and paid under the terms and conditions established hereunder.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



The MLTVR is attributed in remuneration units (RU), and the number of RU is calculated by dividing the value attributed to the MLTVR by the unit value of the RU.

Each RU has an initial value corresponding to the average closing price of REN shares on the Euronext Lisbon market in the 30 days prior to the date of the General Meeting approving the accounts for the respective year. This value is subsequently adjusted over time by an amount equal to the total shareholder return (TSR) of the REN shares. The number or value of RUs attributed may be subject to occasional adjustments in accordance with corporate facts/events which affect, namely, the number or nominal value of REN shares or equity.

The proportionality between the fixed and variable components and the limits on variable remuneration (namely, between a minimum of 0% and a maximum of 120% of the fixed annual remuneration, in a gradual manner, without prejudice to the evolution of the value of the RU) have the main objective of discouraging excessive risk-taking and stimulating the pursuit of an adequate risk-management strategy.

The MLTVR serves the purpose of strengthening the alignment of the interests of REN's executive directors with those of the company and shareholders, varying according to the annual performance assessment (already specified above) and according to the same matrix as the STVR, detailed below.

In addition, the MLTVR is structured to ensure the deferral of its payment in cash during a period of three years after the award date, with one third being paid each year, starting in the year following its award.

However, the right of each Executive Director to receive payment of MLTVR is subject to compliance with three principles:

1. REN's positive performance during the period in question, which means that the consolidated net position in years t+1, t+2 and t+3, excluding any extraordinary movements occurring after the end of year t, and reduced, for each year, by an amount corresponding to a 40% payout on the net income determined in the consolidated accounts for each deferral period (regardless of the effective payout), must be higher than that determined at the end of year t.

For these purposes, are considered extraordinary movements, in the period between year t and t+3, namely, capital increases, purchase or sale of own shares, extraordinary profit distribution, annual payout different from 40% of the consolidated profit for the respective year, or other movements that, affecting the net situation, are not derived from the operating results of the Company.

The net situation for years t+1, t+2 and t+3 must be established on the basis

of the accounting rules applicable to financial year t in order to ensure comparability.

2. The Executive Director's non-compliance with any mandatory rules applicable to REN, whether legal, regulatory or internal; and
3. The non-occurrence of any termination event leading the Executive Director to cease his mandate or to terminate his professional relationship with REN, taking into consideration what is referred to below.

Termination Events

- a) If any Executive Director terminates their mandate before its term of office and during an assessment period, the proportional Variable Remuneration for the economic period in which they performed their duties to which the assessment refers shall be due, except if the termination is caused by or imputable to that Executive Director;
- b) If any Executive Director terminates their mandate after the end of the period to which the assessment relates, but before the date of attribution, the Variable Remuneration shall be due, except if the termination results from a Termination Event;
- c) If an Executive Director terminates his professional relationship with REN due to other facts that do not

qualify as a Termination Event, the termination shall not lead to the loss of the MLTVR already granted but not yet paid. REN may then agree with the Executive Director that the MLTVR will be paid upon termination of the professional relationship, in which case the positive performance condition of REN above shall be based on the company's performance up to that moment; and

- d) The following events are considered as Termination Events for the purpose of this Policy: (i) termination of employment by reason of dismissal with cause of the Executive Director; and (ii) material breach or default by the Executive Director.

Without prejudice to what is stated in this report and to the provisions of the legislation applicable to this matter, there are no situations in which it is possible to request the restitution of variable remuneration already paid.

The degree of achievement of the established goals is measured through the annual performance assessment, which is based on a predefined matrix. Thus, if the achievement of objectives is below 80% (minimum performance level), no variable remuneration is awarded. On the other hand, if the achievement of objectives is between 80% and 120% or higher, the total variable remuneration attributable shall be between 20% and 120% of the fixed remuneration. In the case of objectives achieved between



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



100% and 119%, the percentage of fixed remuneration to be awarded as global variable remuneration is totally proportional to the level of achievement (instead of being indexed to steps).

Level of achievement of the objective	% of Fixed Remuneration to be awarded as Global Variable Remuneration
≤ 79.99%	0
80% – 89.99%	20
90% – 94.99%	40
95% – 99.99%	80
100% – 119.99%	Proportional to the level of compliance
≥120%	120

Non-executive directors

The non-executive directors (including the members of the Audit Committee) receive a fixed remuneration paid on a monthly basis and defined in line with the best practices observed in large companies, mainly in the Portuguese market.

The remuneration of non-executive directors shall be updated in accordance with the IPC whenever there has been no nominal alteration to the Fixed Remuneration paid at the end of a previous term of office and shall follow the same rules as those applicable to executive directors and already expressed.

The remuneration of non-executive members of the Board of Directors does not

The table below summarizes the philosophy behind the measure of achievement of the objectives:

include the payment of any bonuses related to REN's performance, or the payment of any allowances, subsidies or benefits.

Agreements with remuneration implications

In the event of unfair dismissal or resignation by agreement of an Executive Director, no compensation, other than that legally owed, shall be due in the event of inadequate performance of that Executive Director.

The legally owed compensation, in the event of unfair dismissal, corresponds to the compensation for damages suffered, which must not exceed the amount of compensation that the director would otherwise have received up to the end of the period for which he/ she was elected.

6. Remuneration of the Governing Bodies

As already noted, the remuneration of the members of the Board of Directors includes a fixed component and, in the case of the executives, a variable component decomposed into short and medium/ long term.

Fixed component

The fixed component of the remuneration is exclusively composed of the base remuneration, as there is no other remuneration or payment of any costs or allowances (e.g., travel expenses or meal allowance), without prejudice to "Other monetary and non-monetary benefits" described above, with a total annual cost of around €25,000 per director).

The fixed remuneration of the Company's executive directors corresponded, in 2022, to an annual gross amount of €392,258.48 (three hundred and ninety-two thousand two hundred and fifty-eight euros and forty-eight cents), in the case of the Chief Executive Director, and €310,750.20 (three hundred and ten thousand seven hundred and fifty euros and twenty cents), in the case of the other executive directors.

Variable component

For payment purposes, the Variable Remuneration is divided into two components, each corresponding to 50% of the total Variable Remuneration, granted by reference to the relevant annual period.

Considering the requirements and criteria applicable to the variable

component of the remuneration and the value of the fixed remuneration referred to above, the maximum potential amount (gross annual value) of the variable remuneration may reach €470,710 (four hundred and seventy thousand seven hundred and ten euros), in the case of the Chief Executive Director, and €372,900 (three hundred and seventy two thousand nine hundred euros), in the case of the other executive directors, notwithstanding the evolution of the value of the remuneration units awarded, as described above. The said amount corresponds to a potential maximum value established according to maximum performance goals intended, essentially, to stimulate the management team. As mentioned, these values are dependent on the level of achievement of the objectives for a three-year mandate and on the performance evaluation to be carried out annually, as well as subject to imponderable aspects related to the sector and country conjuncture or the specificities of the business and of the company.

Non-executive directors

The non-executive directors (including the members of the Audit Committee) receive a fixed remuneration paid on a monthly basis and defined in line with the best practices observed in large companies in the Portuguese market, as described herein:

- A gross annual amount of €81,508.20 (eighty one thousand five hundred and eight euros and twenty cents) for the Vice-Chairman of the Board of Directors;



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



- An annual gross amount of €76,414.00 (seventy six thousand four hundred and fourteen euros) for the Chairman of the Audit Committee;
- A gross annual amount of €61,131.28 (sixty-one thousand one hundred and thirty-one euros and twenty-eight cents) for the remaining members of the Audit Committee;
- A gross annual amount of €45,000.00 (forty-five thousand euros) for the remaining non-executive directors; and
- The members of the Ethics and Corporate Governance, Nomination and Evaluation and Sustainability Committees earned the following additional remuneration (except for the Chairman and members of the Executive Committee, who do not receive any additional remuneration for performing these duties):
 - Chairman: €7,000.00 (seven thousand euros) per year;
 - Other members: €4,500.00 (four thousand and five hundred euros) per year.

As already noted, the remuneration of non-executive members of the Board of Directors does not include the payment of any bonuses related to REN's performance, or the payment of any allowances, subsidies or benefits.

The individual and aggregate remuneration of the members of the Board of Directors paid in 2022 is detailed in the table below:

Name	Position	Fixed Rem.	Corporate Committees Rem.	Variable Short Term Rem.	Medium Term Variable Rem. for the years 2018, 2019 and 2020, paid in 2022	Total
Rodrigo Costa	Chairman of the Board of Directors and Executive Committee	392,258.48€	-	208,055.12€	272,863.96€	873,177.56€
João Faria Conceição	Executive Committee	310,750.20€	-	164,822.91€	216,164.97€	691,738.08€
Gonçalo Morais Soares	Executive Committee	310,750.20€	-	164,822.91€	216,164.97€	691,738.08€
Guangchao Zhu	Vice-Chairman of the Board of Directors	81,508.20€	-	-	-	81,508.20€
Mengrong Cheng	Board of Directors	45,000.00€	-	-	-	45,000.00€
Lequan Li	Board of Directors	45,000.00€	9,000.00€	-	-	54,000.00€
Maria Estela Barbot	Board of Directors	45,000.00€	4,500.00€	-	-	49,500.00€
Jorge Magalhães Correia	Board of Directors	45,000.00€	-	-	-	45,000.00€
José Luís Arnaut	Board of Directors	45,000.00€	6,999.96€	-	-	51,999.96€
Ana Barros ²	Board of Directors	45,000.00€	5,125.00€	-	-	50,125.00€
Ana Pinho ²	Board of Directors	45,000.00€	5,125.00€	-	-	50,125.00€
Manuel Sebastião	Board of Directors	76,414.00€	6,999.96€	-	-	83,413.96€
Gonçalo Gil Mata	Board of Directors	61,131.28€	-	-	-	61,131.28€
Rosa Freitas	Board of Directors	61,131.28€	4,500.00€	-	-	65,631.28€
Total		1,608,943.64€	42,249.92€	537,700.94€	705,193.90€	2,894,088.40€

² A remuneração da Comissão Societária integra um valor de 625€ referente a 2021.



The STVR paid in 2022 relates to the 2021 financial year.

The members of the Executive Committee were also attributed (but not paid) an additional remuneration parcel, as MLTVR referring to the financial year of 2021, set in RU, and to be paid over three years from 2023, in accordance with the terms and conditions set out in the previous chapter.

Taking into account that the REN share price on the date the MLVTR was set at

2.8785 euros, the number of RUs attributed to each member of the Executive Committee was as follows:

- (i) Rodrigo Costa – 72,279.01 UR;
- (ii) João Faria Conceição – 57,260 UR; and
- (iii) Gonçalo Morais Soares – 57,260 UR.

The participation of members of the Board of Directors in the respective Corporate Governance Committees (excluding the Audit Committee) is also detailed:

Corporate Committees	Name
	Rodrigo Costa (Chairman)
	João Faria Conceição
Sustainability Committee	Gonçalo Morais Soares
	Ana Barros
	Ana Pinho
Ethics and Corporate Governance Committee	José Luís Arnaut (Chairman)
	Maria Estela Barbot
	Lequan Li
Nominations and Appraisals Committee	Manuel Sebastião (Chairman)
	Lequan Li
	Rosa Freitas

The KPI's of the executive members, defined on a consolidated basis, are naturally related to REN's objectives and for 2022 were as follows:

KPI's	Weighting (%)	Description
Average of debt	10	Comparison between the Group's average cost for financing and the budgeted amount
ROIC (Return on Invested Capital)	10	Comparison between the percentage of return generated by the actual invested capital and the budgeted amount
Operational cash flow	25	Comparison between the cash flow generated by the Group's operating activities and the budgeted amount
Earning per share	25	Comparison between net profit per share and the budgeted amount
Service quality	15	Performance based on network availability indicators, supply interruption and other quality of service indicators of the different Business Units, in light of the pre-established objectives
Health & safety	5	Performance based on work accident indicators in relation to previously established objectives
Gender diversity	5	Comparison with the proportion of women in management positions with the objectives previously established
Reduction of GHG ³ emissions	5	Performance based on fleet electrification indicators and on the implementation of initiatives aimed at reducing GHG emissions in relation to previously established goals

³ GHG – Greenhouse gas.

Other sums paid for any reason

The members of REN's corporate bodies did not receive any amounts paid by other companies in a controlling or group relationship with REN, as defined in paragraph g) of no. 1 of article 2 of Decree-Law no. 158/2009, of 13 July, in accordance with the provisions of paragraph d) of no. 2 of article 26-G of the CVM.

Remuneration paid in the form of profit sharing

There were no, nor are expected any, payments in the form of profit sharing and/or payment of bonuses, beyond the variable component of remuneration described above.

Compensation paid or due to former executive directors

In 2022, there were no amounts due or paid in the form of compensation to former executive directors for the termination of their duties during such financial year.

Remuneration of the Members of the Board of the General Meeting

The remuneration of the members of the Board of the General Meeting corresponds to an annual fixed amount with the following values:

- For the Chairman, an amount of €15,000.00 (fifteen thousand euros);
- For the Vice-Chairman, an amount of €5,000.00 (five thousand euros);

- For the Secretary, an amount of €3,000.00 (three thousand euros).

Remuneration of the Statutory Auditor

The remuneration of the Statutory Auditor, proposed by the Audit Committee, is defined taking into account the criteria and remuneration practices for this type of service under normal market conditions and is not related to REN's performance.

Other Benefits

During 2022, the executive directors were provided with the use of a vehicle to perform their duties, as well as health insurance, life insurance and personal accident insurance for the performance of their functions. The value of these benefits is estimated to be around 25 thousand euros/ director.

Agreements with remuneration implications

There are no agreements between REN and the members of the management body or officers (in the meaning of Article 3(1)(23) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014) that would award compensation in the event of resignation, unfair dismissal or termination of the employment relationship, following a change in control over the Company.

Plans to allocate shares or stock options

There are no variable remuneration programmes or plans that consist of

the awarding of shares, options to acquire shares or other incentive scheme based on a variation of the price of shares, notwithstanding the method for calculating the medium/long-term variable remuneration (MLTVR) for members of the management or supervisory bodies or officers, in the meaning of Article 3(1)(23) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014.

Retirement Benefits or equivalent

There is no retirement benefit system for the members of the management or supervisory bodies (or officers, in the meaning of Article 3(1)(23) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014).

Furthermore, bearing in mind the objectives sought through the remuneration model stipulated herein, members of the management body of the Company have not entered into agreements either with the Company or with third parties, designed to mitigate the risk inherent to the variability of their remuneration.

Control mechanisms available in a possible scheme for employee participation in the share capital

There are no schemes for employee participation in the Company's share capital.

7. Alignment of remuneration with the Remuneration Policy

The principles

In accordance with the principles established in point 5, the "(...) total remuneration must be competitive and equitable and in line with the best practices in Portugal and in Europe, (...) based on objective criteria that reward performance, (...) incorporating a reasonable variable component in relation to the fixed component, without encouraging excessive risk-taking and, (...) fostering the alignment of the executive members' interests with those of the Company".

The market study conducted in late 2020, by a well-known international entity, with 77 companies in the national market and 385 in the European market, from various sectors of activity, and which is detailed in the 2020 and 2021 Compensation Reports, and is still valid, in view of the stability of the salary policy, showed that in relation to:

Executive Members

The remuneration policy followed by REN has a conservative profile compared to European executives, with the respective remunerations corresponding to values below the median for functions at comparable companies, although they are more aligned with the value of equivalent functions on the national market.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



This study also corroborated the alignment of the REN compensation model, based on three factors, one fixed, another short-term variable and a third medium and long-term variable, with that of most comparable companies. However, at REN, the relative importance of each of the three components showed better alignment with what is happening in the European market compared to the national market. In the last market, on average the importance of the fixed component is superior than the two variable components, which is not the case at REN or at most comparable European companies.

Non-executive members

The remuneration of these elements has only a fixed component and in the case of REN it is noted that within this group of non-executives the remuneration of the Vice-Chairman and the Audit Committee are more aligned, in comparison to peers in Portugal, than that of the other members.

Still in relation to the "Principles", the Variable Remuneration is determined based on objective and measurable criteria, based on eight KPI's, duly detailed in the previous section, and including i) financial ii) operational and iii) ESG aggregates.

In turn, the proportionality between the fixed and variable components and the limits on variable remuneration (that is, between a minimum of 0% and a maximum

of 120% of the fixed annual remuneration, in a gradual manner, without prejudice to the evolution of the value of the RU) discourages excessive risk-taking, while encouraging the pursuit of an appropriate risk management strategy.

Finally, it should also be mentioned that the MLTVR brings the interests of the executive directors closer to the long-term interests of REN, deferring payment over three years and also making its payment conditional on the future sustainability of the Company. In addition, it also contributes towards aligning the interests of executive directors with those of shareholders, given that the value of this component, through the UR attributed, evolves over time in an amount equal to the total shareholder return (TSR) of REN shares.

Remuneration Policy

As mentioned, the remuneration of non-executive directors (including the members of the Audit Committee) was composed exclusively of a fixed component, thus not depending on the performance or value of REN, thus meeting the recommendations applicable to this matter.

The remuneration structure for executive directors included a fixed component and a variable component, with an adequate proportionality between the two components.

It should be noted that the performance assessment of the executive directors

was carried out by the Remuneration Committee, based on the opinion of the major shareholders of the Company, as well as of the non-executive directors, and also taking into consideration the report prepared by the Appointments and Assessment Committee. The Audit Committee also validated the results that served as reference to the quantitative evaluation process.

If the performance assessment of the executive body takes into consideration the fulfilment of the KPIs defined annually, that of its individual members takes into account the contribution of each one:

- (i) in the execution of the Company's strategic plan and budget;
- (ii) in the internal performance of the respective units;
- (iii) in their role in good articulation between organs of company; and
- (iv) on the role of the desired culture, sustainability and "work life balance" in the respective areas.

In short, the value of the variable remuneration proposed by the Remuneration Committee to the shareholders depends on the individual assessment of each executive member and also on the respective alignment with the results achieved. Furthermore, the individual performance assessment of an

Executive Director will only be taken into account when negative, in which case the variable remuneration will not be awarded to that Executive Director.

In 2022, the Short Term Incentive Plan paid and the MLTVR awarded took into consideration the respective degree of achievement of the objectives of 107.0%, which, according to the respective matrix (see point 5) corresponds, for this level of achievement of objectives between 100% and 120%, to an equivalent variable remuneration based on the fixed annual remuneration.

Each of the variable remuneration components (short-term and long-term) corresponded to 50% of the total variable remuneration awarded, with reference to the respective annual period.

It should also be noted that payment of the short-term variable component only occurred after approval of the accounts, and payment of the medium and long-term component only after compliance with all the conditions and requirements established in the respective policy, explained in the chapter on Remuneration Principles and Policy.

In short, as has been shown, there was no departure from either the Principles or the Remuneration Policy, nor were any derogations applied.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





8. Changes in remuneration and employment

The remuneration policy has been conducted in such a way that ensures a balance between the Company's Corporate Bodies and employees, taking into consideration the variations in the salary mass paid by the Board of directors and the evolution in the remuneration of the employees over the last 5 years.

Employees (excluding OS)	2018	2019	2020	2021	2022
Salary mass ⁴ (€)	33,211,182	33,955,756	34,546,294	35,049,549	36,338,682
Variation (compared to 2018)	-	2.2%	4.0%	5.5%	9.4%
Average salary increases (compared to 2018)	-	3.8%	7.2%	9.3%	12.9%

BoD	2018	2019	2020	2021	2022
Salary mass allocated to BoD ⁵ (€) (compared to 2018)	2,598,051	2,562,756	2,654,618	2,677,140	2,726,595
Variation (compared to 2018)	-	-1.4%	2.2%	3.0%	4.9%

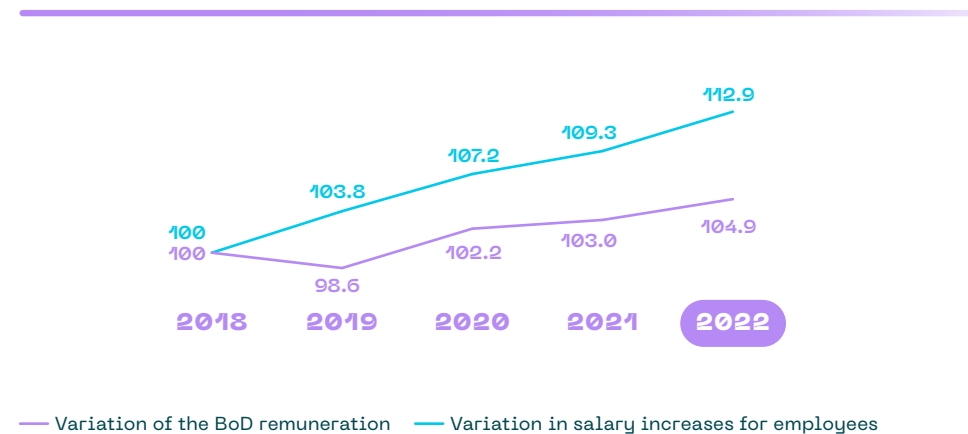
However, it should be noted that as the Company has been rejuvenating its staff, replacing senior employees with more junior ones, the respective average cost naturally decreases. It is therefore relevant to analyse not only the evolution of the respective wage bill but also the average increases agreed by the Company over the five years under review, with variations in BoD costs.

⁴ Excluding SS and other personnel costs.

⁵ Salary mass attributed excluding SS and other personnel costs.

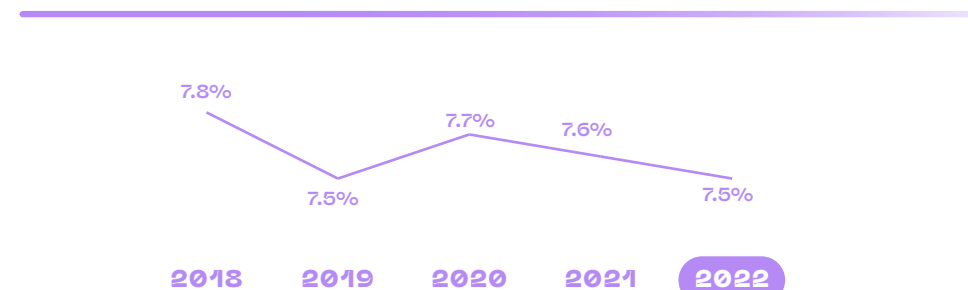
⁶ The compensation attributed to the BoD, each year, does not take into account the evolution of the MLTVR as a function of the TSR.

Evolution of compensation awarded⁶ to BoD vs. evolution of average compound increases for employees (2018 = 100)



Comparing the importance of the total remuneration attributed to the BoD in relation to the employees' payroll, we can also see that the values have remained stable over the last five years, with a tendency to decrease.

Compensation attributed⁶ to the BoD vis-à-vis the employees



As already mentioned, REN has also been implementing a policy to rejuvenate its workforce which, in addition to improving the average remuneration of employees who remain, has enabled it to play an active role in the creation of quality employment in Portugal, absorbing in the national labour market a net stock of employees of more than 13% compared to its starting workforce in 2018, as shown below:

Employment creation	2018	2019	2020	2021	2022
Employees on January 1 ^{7,8}	683	687	684	697	701
Retired employees ⁹	9	9	15	10	12
Employees on December 31 ⁷	687	684	697	701	719
Employment creation ¹⁰	13	6	28	14	30
Cumulative employment creation	13	19	47	61	91

9. Sustainability of the Remuneration Policy

Analysing both the variation in total compensation attributed, in each year, to the BoD and the variation in the salary mass of employees with TSR (total shareholder return), we can see that the evolution of those components is fully justified by the value creation of the Company during the period under analysis.

Evolution of compensation attributed¹¹ to the BoD and employee salaries vs REN's TSR (2018 = 100)



It is also worth highlighting REN's capacity to create value for shareholders, measured by TSR, when compared with the performance of the main national stock market index – PSI.

Evolution of REN's TSR vs. the PSI index (2018 = 100)



⁷ Does not include interns.

⁸ Does not include employees who start working on that day.

⁹ Besides retirees, it includes pre-retirees and other comparable situations.

¹⁰ Employment creation in a broad sense: number of absorbed labour market elements (net balance of headcount + retirees).

¹¹ The compensation attributed to the BoD, each year, does not take into account the evolution of the MLTVR as a function of the TSR.



From what has been explained, it may be concluded that the remuneration policy has contributed towards the Company's business strategy, its long-term interests and, consequently, its future sustainability.

What we do to ensure sustainability

- Variable remuneration dependent on objectives.
- Objectives linked to the Strategic Plan.
- Objectives include sustainability KPIs.
- 50% of variable remuneration is deferred over time.
- Malus clause in the long-term variable remuneration.
- Long-term variable remuneration in line with the creation of shareholder value.
- Variable remuneration limited to 120% of fixed remuneration.
- Remuneration policy following the best market practices.
- Balance in the evolution of the salary mass of the BoD compared to that of employees.
- Moderation in the weight of the salary mass of the BoD *vis-à-vis* that of employees.
- Regular benchmark on remuneration policies.

What we do not to ensure sustainability

- Non-existence of discretionary variable remuneration.
- Non-existence of contracts aiming to guarantee remuneration.
- Non-existence of objectives that promote excessive risk taking.
- Non-existence of advance payments of future remuneration.

A final note to mention that the ESG dimension is not new for REN, as it is increasingly present. As mentioned above in the section on Objectives for 2023, the Company has already considered ESG KPIs in the previous years that fit into an ESG vision. Nevertheless, there is a growing awareness that Corporate Social Responsibility is a priority for companies committed to the communities where they operate. It is also crucial to achieve a green recovery that promotes sustainable economic growth, accelerating the transition towards decarbonised societies. In this sense, ESG criteria, which include indicators related to the environment, the society and corporate governance are essential when making investments that are more responsible with the planet.

And, for REN, it is clear that thinking ESG in a systematic and integrated way additionally increases the potential for value creation through:

1. Operating efficiency compared to the benchmark

ESG practices help to reduce operational costs by improving resource efficiency and consequently financial performance.

2. Constructive relations with Regulators and Grantors

Sound ESG practices help to reduce the risk of adverse policies by national authorities.

3. Increased productivity

Appropriate ESG proposals help in attracting and retaining talent, in addition

to improving employee motivation through a sense of purpose. The positive correlation between employee satisfaction and shareholder return being peaceful, the positive impact of ESG on productivity can be concluded.

4. Asset and investment optimization

A robust ESG proposal can improve return on investment by allocating capital to more promising and sustainable opportunities, particularly in regulated sectors.

It is also for these reasons that the Company's Objectives for 2023 include four KPIs from this ESG dimension, out of a total of nine.

10. Alignment of the General Meeting with the Remuneration Policy

On April 28, 2022, the Remuneration Committee's proposal on the remuneration policy of the members of the governing bodies for 2021 and the one they intend to adopt in 2022 was approved by a majority of 99.98% at the Annual General Meeting.

The level of approval obtained over the years for both the Remuneration Committee's statement on the remuneration policies for members of the Corporate Bodies, as well as the Remuneration Policy, proves that the remuneration policy designed and presented by the Remuneration



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT



Committee has earned the consensus of its shareholders, taking into account the percentage of approval obtained and expressed in the table below, which is adequate in a perspective of creating sustained value for stakeholders.

GSM voting regarding the Proposal on the Remuneration Policy of the MGB

Date of GSM	In favor	Against
28 April 2022	99,98%	0,02%
24 April 2021	98,36%	1,64%
7 May 2020	99,61%	0,39%
3 May 2019	99,80%	0,20%
3 May 2018	99,88%	0,12%
11 May 2017	99,25%	0,75%
13 April 2016	99,73%	0,27%

11. Conclusion

The Remuneration Committees, in general, face today a considerable number of challenges often expressed through General Meetings and even the media. The value of their respective remuneration, the clarity of the relationship between compensation and performance, among others, are issues discussed outside the narrower scope of the Remuneration Committees.

The vectors of REN's compensation policy, set out in detail throughout this report, are based on clear principles that ensure both the transparency and intelligibility of the model.

Prior clarification of the role of each member of the Board of Directors is an important element in defining this policy. Additionally, the awareness that compensation, although very relevant, is only one of the elements that influence the behaviour of the executive members, via variable remuneration, and that other aspects such as career and individual satisfaction of success should not be neglected.

The weight of the remuneration of the Board of Directors in relation to that of the employees reaches a low percentage.

REN's model, foreseeing a relationship between performance and compensation, seeks to guarantee that the pursuit of KPIs depends, as far as possible, on the direct action of the respective executive members.

There is a concern for alignment between executive remuneration and the creation of shareholder value, without prejudice to the understanding that this analysis should be relative, since the evolution of the share price depends on several other forces exogenous to the company.

The Company's compensation model bears in mind that there is a specific market for executives and that their attraction/ retention presupposes alignment with this same market.

The remuneration of the executive members has incorporated the risk associated to compliance with KPIs, and may fluctuate positively or negatively over the years.

The Remuneration Committee, besides being composed of independent members, has the full power to propose to the shareholders the respective remuneration policy for the governing bodies and any revisions thereof. However, as the independent members that they are, they have to ensure the monitoring of the activity, meeting regularly throughout the year with members of the Board of Directors, as well as being able to use the support of external consultants whenever they consider appropriate.

The Remuneration Committee, as the body responsible for designing the compensation plan, has been able to guarantee, over time, full alignment with shareholders, which is reflected in the almost unanimous votes in the General Meeting regarding the sanctioning of this policy.

In short, REN's compensation model, as shown, respects all the good practices instituted by Corporate Governance bodies in the vectors of:

- Transparency of compensation amounts and their business context;
- Independence of the body responsible for defining the compensation policy;
- Alignment with shareholders;
- Objectives adjusted to the strategic plan, guaranteeing medium and long-term sustainability; and
- Executive accountability in the medium and long term, namely through the malus clause.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT





INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



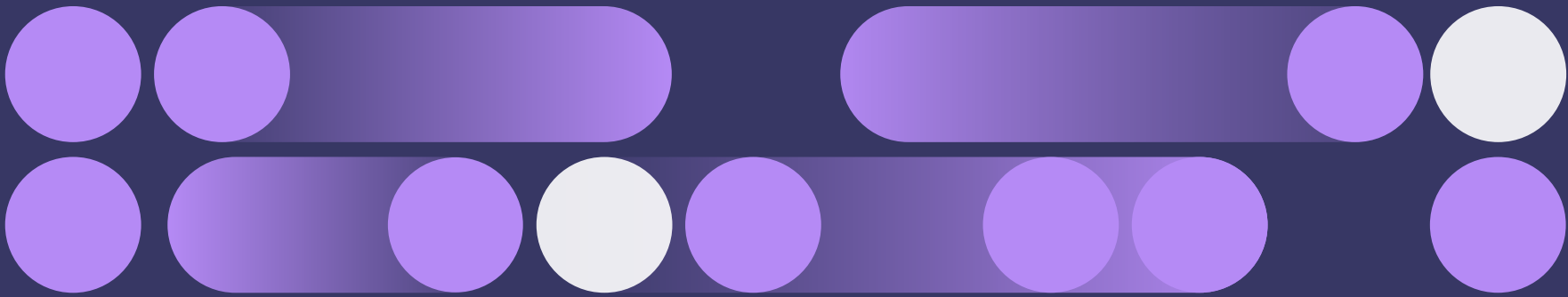
CORPORATE
GOVERNANCE REPORT



Annex 2 to the governance report

transition

A new word
for the future.





List of holders of qualified shareholdings

[article 8.º, no. 1, paragraph b) of the CMVM Regulation no. 5/2008]

In accordance with the provisions of article 20 of the Portuguese Securities Code, with reference to 31 December 2022 and according to the information provided by shareholders and/or managers, the qualified shareholdings to whom voting rights are attributable corresponding to at least 5% of the voting rights attached to the share capital of REN are as follows:

	No. of shares	Voting rights %
State Grid Corporation of China (through State Grid Europe Limited (SGEL), controlled by State Grid International Development Limited (SGID), which is controlled by State Grid Corporation of China)	166,797,815	25.0
Pontegadea Inversões S.L.	80,100,000	12.0
Lazard Asset Management LLC (shares held on behalf of Clients, and imputable to it for having agreed with them to exercise the respective voting rights)	49,568,307	7.4
Fidelidade – Companhia de Seguros, S.A. (includes 119,889 shares held by Via Directa, 37,537 shares held by CPR, 98,732 held by Fidelidade Assistência and 63,470 held by Multicare)	35,496,424	5.32
Red Eléctrica Corporación, S.A. (through Red Eléctrica Internacional, S.A.U.)	33,359,563	5.0

List of shares and bonds covered by numbers 1 and 2 of article 447 of the Portuguese Companies Code

The list of shares and bonds held, as well as transactions made, by members of the management and supervisory bodies, and the persons referred to in article 447(2) of the Portuguese Companies Code, is provided in section II.8 of the Corporate Governance Report.



INTEGRATED
MANAGEMENT REPORT



CONSOLIDATED AND
INDIVIDUAL ACCOUNTS



CORPORATE
GOVERNANCE REPORT

