



REN – REDES ENERGÉTICAS NACIONAIS, SGPS, S.A.

REGULATIONS FOR THE AUDIT COMMITTEE

ARTICLE 1

(Object)

1. These regulations establish the rules applicable to the functioning of the Audit Committee of the Board of Directors of REN – Redes Energéticas Nacionais, SGPS, S.A., hereinafter referred to as REN or Company, as well as the rules of conduct for the respective members, and complement the provisions stipulated by law, the Articles of Association and the Company's Code of Conduct.
2. The provisions of these regulations are applicable to all members of the Audit Committee, who must observe the rules stipulated herein. For this purpose, the Company Secretary will provide them with a complete copy of these regulations, upon their appointment.

ARTICLE 2

(Affiliated companies)

Within the scope of its functions, the activities to be carried out by the Audit Committee may also concern companies in which REN has a stake, directly or indirectly.

ARTICLE 3

(Composition)

1. The Audit Committee is comprised by three members of the Board of Directors, and one of such members shall assume the office of the Chairman of the Audit Committee.
2. In the event that the General Meeting does not appoint the Chairman of the Audit Committee, the Audit Committee shall appoint the Chairman.
3. The members of the Audit Committee shall not be a part of REN's Executive Committee, nor perform executive functions at the Company.



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ARTICLE 4

(Independence and incompatibilities for members of the Audit Committee)

1. The members of the Audit Committee must comply with the requirements regarding incompatibilities and independence that are in force at any time in the Portuguese jurisdiction, particularly those stipulated in the legal and regulatory provisions applicable to REN as a company issuing securities admitted to trading on a regulated market located in Portugal.
2. For the purposes of paragraph 1 above, a person is considered to be independent, in case the same is not associated with any group of specific interests at REN or is not in any situation capable of affecting impartial analysis or decision making, namely by virtue of:
 - a) Holding or acting in the name of or on behalf of holders of qualified shareholdings equal to or exceeding 2% of REN's share capital;
 - b) Having been re-elected for more than two terms-of-office, whether continuously or intermittently.
3. The following individuals may not be members of the Audit Committee:
 - a) Beneficiaries of particular advantages offered by the Company;
 - b) Members of the management body of a company that is in a control or group relationship with REN;
 - c) Partners of partnerships in a control relationship with REN;
 - d) Individuals who directly or indirectly provide services or have a significant commercial relationship with REN or with any company which is in a control or group relationship with REN;
 - e) Those who hold office in a competing company and who act on behalf of or represent such a company or who are in any way linked to the interests of a competing company;
 - f) Spouses, relatives and kin in a direct line and up to the third degree, inclusive, in a collateral line, of individuals prevented by means of the provisions of sub-



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- paragraphs a), b), c) and d), as well as the spouses of the individuals specified in sub-paragraph d);
- g) Individuals holding management or supervisory offices in five companies, except law firms, chartered accountant firms and chartered accountants;
 - h) Chartered accountants concerning whom there are other incompatibilities provided for in the respective legislation;
 - i) Those who are interdicted, disqualified, insolvent, bankrupt or sentenced to a penalty involving the inhibition, albeit temporary, of exercise of public functions.
4. The Board of Directors of REN is responsible for assessing compliance with the requirements concerning incompatibilities and independence with regard to the members of the Audit Committee.

ARTICLE 5

(Duties)

1. Members of the Audit Committee have the duty to:
 - a) Participate in the meetings of the Audit Committee;
 - b) Participate in the meetings of the Board of Directors and the General Meeting;
 - c) Participate in the meetings of the Executive Committee at which the accounts for the financial year are assessed;
 - d) Maintain confidentiality concerning facts and information of which they become aware due to their office;
 - e) Record in writing all the compliance checks, inspections and complaints received, as well as the measures that have been implemented and the results of such measures.
2. The Chairman of the Audit Committee:
 - a) Is bound to the duty of diligence stipulated in Article 420-A of the Portuguese Companies Act; and
 - b) Must inform the Public Prosecutor's Office (*Ministério Público*) of illegal facts that have been acknowledged and constitute public crimes.



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ARTICLE 6

(Competences)

1. The Audit Committee is responsible for supervising REN's corporate business activities, in collaboration with the Chartered Accountant, and has the functions and is subject to the duties stipulated in the applicable provisions laid down in the law and the Articles of Association.
2. The Audit Committee has the functions and powers granted by law, namely:
 - a) To supervise the company's management;
 - b) To ensure compliance with the law, REN's Articles of Association and the applicable principles of corporate governance;
 - c) To certify whether REN's corporate governance report includes the elements specified in Article 245-A of the Portuguese Securities Code and in CMVM's Regulation No. 1/2010;
 - d) To express its agreement or disagreement with the annual management report and with the accounts for the financial year;
 - e) To verify that the books, accounting records and supporting documents are regular;
 - f) To verify, when deemed convenient and in the manner considered adequate, the extension of cash and inventories of any kind of goods or values belonging to the company or received by the company as security, deposit or in another capacity;
 - g) To verify the accuracy of the accounting documents;
 - h) To verify whether the accounting policies and valuation criteria adopted by the company enable a correct assessment of the company's assets and results;
 - i) To prepare an annual report regarding its supervisory activities;
 - j) To provide an opinion regarding the report, accounts and proposals of allocation of results submitted by the management;
 - k) To convene the General Meeting, when the Chairman of the respective board does not act accordingly, even though having the corresponding duty;



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- l) To receive communications regarding irregularities submitted by shareholders, employees of the Company or others;
 - m) To audit the process of preparing and disseminating financial information;
 - n) To supervise the audit of the company's accounting documents;
 - o) To hire the rendering of services by experts to assist one or more of its members in discharging their functions, whereas the hiring and remuneration of such experts shall take into account the importance of the matters entrusted to them, as well as the company's economic situation;
 - p) To comply with all other duties foreseen in the law or in the Company's Articles of Association.
3. In its relationship with other corporate bodies, the Audit Committee is also responsible for:
- a) Supervising the efficiency of the risk management system, the internal monitoring system and the internal audit system implemented by the Board of Directors or by the Executive Committee, including by means of presenting proposals for the purposes of improvement of their functioning and adjustment to REN's needs;
 - b) Assisting the Board of Directors and the Executive Committee in complying with their responsibilities of supervision of the internal and external audit processes, including the presentation of proposals to improve their functioning;
 - c) Proposing to the General Meeting the appointment of an effective and alternate Chartered Accountant;
 - d) Assessing the independence of the Chartered Accountant, namely with regard to providing additional services;
 - e) Representing the Company, for all purposes, towards the External Auditor;
 - f) Proposing to the General Meeting the appointment of the External Auditor, the respective remuneration and removal whenever there is just cause;
 - g) Issuing a duly justified opinion regarding possible renewals of the contract of the Company's External Auditor for a fourth term-of-office, which (i) must weigh the conditions for the External Auditor's independence and the



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advantages and costs of a replacement and (ii) must consider that, in the case of REN, Recommendation III.1.3. of CMVM's Corporate Governance Code of 2010 sets forth the principle of rotating External Auditors at the end of three terms-of-office;

- h) Striving to ensure, within REN's internal structure, suitable conditions for the External Auditor to carry out audit services;
 - i) Carrying out the functions of REN's interlocutor with the External Auditor and being the first addressee of the respective reports;
 - j) Regularly monitoring the activities of the External Auditor and the Chartered Accountant, namely by analysing the respective periodical reports and monitoring the implementation of supervisory and audit tasks, also proceeding with the assessment of possible recommendations to change procedures recommended by the External Auditor and the Chartered Accountant;
 - k) Annually assessing the activities of the External Auditor;
 - l) Previously approving the execution of contracts between the Company and the External Auditor, or any entity affiliated with the External Auditor or which is part of the same network, concerning services other than audit services, explaining the reasons for the execution of such contracts in the Company's annual corporate governance report;
 - m) Supervising the activities of REN's Internal Audit Department and submitting proposals to the Executive Committee to recruit the respective human resources.
4. In order to perform the functions mentioned in previous paragraphs:
- a) The Audit Committee will request and assess all the management information it deems to be necessary at any time, and will also have unlimited access to the documentation issued by the Company's auditors, and may request to them any information it considers to be necessary; and
 - b) The final reports prepared by the External Auditor will be sent to the Audit Committee.



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ARTICLE 7

(Compliance)

1. While exercising its functions and carrying out its duties, the Audit Committee supervises compliance with the legal provisions and the provisions laid down by the Articles of Associations with regard to the company and, in accordance with Article 6(2)(l) of these regulations, receives communications regarding irregularities and illegal acts submitted by shareholders, employees of the Company or other individuals.
2. Without prejudice to the performance of its functions and the compliance with its duties, the Audit Committee is equally responsible for:
 - a) Providing a prior opinion regarding transactions of important significance to be signed between REN and holders of qualifying shareholdings, or entities which are associated with them in any of the situations stipulated in Article 20 of the Portuguese Securities Code;
 - b) Establishing the procedures and criteria necessary to determine the relevant level of significance of the transactions mentioned in paragraph a) above;
 - c) To analyse, jointly with the Board of Directors and/or the Executive Committee, any relevant matters related to compliance by the Company's activities and business with the applicable provisions laid down in law, regulations or the Articles of Association, as well as the instructions, recommendations and guidelines issued by the competent entities.
3. Without prejudice to their hierarchical report to the Executive Committee, the Company's internal audit services report functionally to the Audit Committee, within the scope of the functions of the latter set forth by law and the Articles of Association. .



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ARTICLE 8

(Meetings)

1. The meetings of the Audit Committee are convened and chaired by the respective Chairman and are held monthly.
2. Apart from the ordinary meetings stipulated in paragraph 1 above, the Audit Committee may meet whenever convened by the respective Chairman or by the two other Members that it is comprised of.
3. The Audit Committee meetings will be held at the Company's registered office or at another location chosen for the purpose.
4. The notice to convene of each meeting, to be sent by the Chairman to the members of the Audit Committee at least three days in advance, will include the respective agenda and supporting documentation.
5. The Audit Committee may invite the Chairman of the Board of Directors to participate in the respective meetings, without voting rights.
6. Directors and employees of other companies who are part of the REN Group may be invited to participate in the Audit Committee's meetings, along with their respective advisors, whenever the Audit Committee considers that their attendance is necessary or convenient for the progress of the tasks at hand.
7. In order for the Audit Committee to resolve, it is necessary that the majority of its members is present, and the resolutions are adopted by majority vote.
8. In the event of a tie during voting, the Chairman has the casting vote.



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ARTICLE 9

(Minutes of meetings)

Minutes will be prepared for all the meetings of the Audit Committee, describing the matters discussed and the resolutions approved. These minutes will be approved in the subsequent meeting.

ARTICLE 10

(Resources and support structure)

1. The Audit Committee may, on its own initiative, request independent opinions or hire specialised advisory or external consultants services, insofar as the Audit Committee deems them to be necessary for adequately performing its functions.
2. In any case, the Audit Committee may use the resources and means that are an integral part of REN's structure and which prove to be necessary to carry out its tasks.