



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

REGULATION OF THE NOMINATIONS AND APPRAISALS COMMITTEE

ARTICLE 1

(Purpose and Scope)

1. The present Regulation establishes the rules applicable to the composition, functioning and powers of the Nominations and Appraisals Committee of REN – Redes Energéticas Nacionais, SGPS, S.A., hereafter referred to as REN or the Company.
2. The Nominations and Appraisals Committee has been created in accordance with article 10 of the Regulation of the Board of Directors, following the recommendations on corporate governance and recent concerns of the Portuguese Securities Market Commission (CMVM), with two main objectives: (i) assisting the Board of Directors in the preparation of succession plans for executive board members and providing recommendations regarding the profile and relevant nominees for future nominations to the Board of Directors; and (ii) support the Board of Directors in the appraisal of the overall performance of the Board of Directors, of its executive members and of its specialised committees.
3. The present Regulation is applicable to all the members of the Nominations and Appraisals Committee, who, regardless of the moment and form of their appointment, shall comply with the rules established herein, a whole copy of which shall be made available to such members, for that purpose, by the Secretary of the Company, immediately after their appointment.

ARTICLE 2

(Membership)

1. The Nominations and Appraisals Committee comprises up to 4 (four) members appointed by the Board of Directors from its non-executive members, except in what respects the Chairman of the Board of Directors who, if an executive director,



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may also be appointed to the Nominations and Appraisals Committee, in which case section 5 of Article 5 shall apply.

2. The Chairman of the Nominations and Appraisals Committee shall also be appointed by the Board of Directors, among its independent members.
3. The Nominations and Appraisals Committee has the same term of office as the Board of Directors which shall cease when the term of the Board of Directors ceases. In case of definitive absence of any member of the Nominations and Appraisals Committee, the Board of Directors shall appoint a new member.

ARTICLE 3

(Duties)

1. The Nominations and Appraisals Committee is a committee with an informative and consultative nature which recommendations are not binding.
2. The Nominations and Appraisals Committee shall, in particular:
 - a) In relation to nominations:
 - (i) Support the Board of Directors in the identification and selection of potential candidates for the Board of Directors and present to the Board of Directors a list of individuals recommended for appointment;
 - (ii) Make recommendations in relation to the qualifications, knowledge and professional experience required for members of the Board of Directors;
 - (iii) Assist the Board of Directors in the preparation of the succession of its members;
 - (iv) Perform any other competences or responsibilities delegated to the Nominations and Appraisals Committee by the Board of Directors within the scope of its functions.
 - 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;



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- (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 specialised 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.
 - (iv) Perform any other competences or responsibilities delegated to the Nominations and Appraisals Committee by the Board of Directors within the scope of its functions.
3. For the avoidance of doubt, the Nominations and Appraisals Committee does not have any duties concerning the definition of remuneration of the Board of Directors but the appraisal performed by this Committee may potentially and indirectly impact such remuneration.
4. The Nominations and Appraisals Committee may request to the Board of Directors, to the Executive Committee or to other internal committees of the Board, all the information, support, documentation deemed necessary to discharge its duties.

ARTICLE 4

(Nominations and Appraisals Committee's Meetings)

1. The meetings of the Nominations and Appraisals Committee shall take place in the registered office of the Company or in any other place designated for this purpose, with the possibility of using telematic means, under the terms established by law or in the Articles of Association.
2. The Nominations and Appraisals Committee shall meet, ordinarily, two to four times a year and, extraordinarily, whenever convened by its Chairman, at his own initiative or at the request of 2 (two) members of the Board of Directors or any member of the Nominations and Appraisals Committee.



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3. Without prejudice of any force majeure event or a matter of urgency, the notice establishing the date to convene shall be sent with a prior notice of 15 (fifteen) days and the meeting's agenda as well as the preparatory documentation for the resolutions shall be communicated to the respective members with a prior notice of 5 (five) business days. All the mentioned documentation shall be in Portuguese or, if any member of the Committee so requests, in English language or accompanied by the respective translation into English language, and must be sent by letter, facsimile or e-mail with delivery receipt to each of the members.
4. Any member may request the inclusion of other items in the agenda until 2 days before the meeting, delivering in advance to the Chairman, whenever possible, the supporting documentation for circulation to the other members. The Chairman of this Committee shall announce if he/she accepts the new item at the start of the meeting, and in case such item is refused, the Chairman shall justify such refusal.
5. The vote by correspondence is allowed under the terms established in the Articles of Association.
6. Any member may be represented in a meeting of the Nominations and Appraisals Committee by any other member, by means of a letter addressed to its Chairman, which will only be valid for such meeting.
7. In each meeting of the Nominations and Appraisals Committee each member is not allowed to represent more than one other member.
8. The meetings of the Nominations and Appraisals Committee are chaired by its Chairman, who will lead the works. In his/her absence, the Committee shall appoint an alternate to lead the works.
9. The content of the meetings of the Nominations and Appraisals Committee is confidential, as well as all the documentation related to its preparation and to its works.
10. Members of the corporate bodies and personnel of the REN Group companies, as well as their respective advisors, may be invited to participate in meetings of the



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Nominations and Appraisals Committee, whenever this Committee considers their presence necessary or convenient to the productive development of its works.

ARTICLE 5

(Quorum and resolutions)

1. The Nominations and Appraisals Committee may only approve a resolution when the majority of its members are present or represented.
2. The resolutions of the Nominations and Appraisals Committee are approved by a simple majority of the votes cast.
3. The Chairman of the Nominations and Appraisals Committee holds a casting vote in case of tie between the votes cast.
4. The members of this Committee shall at all times comply with the legal provisions regarding conflicts of interest and, in particular, no member of the Nominations and Appraisals Committee shall attend, participate or vote in discussions and resolutions related to his/her own appraisal.
5. If the Chairman of the Board of Directors is also the Chairman of the Executive Committee and a member of the Nominations and Appraisals Committee, he/she shall not vote in what respects resolutions regarding the appraisal or nomination of non-executive directors.
6. The minutes of each meeting and the respective translation into English language shall be prepared by the Secretary of the Company, and in his/her absence by an alternate, and shall be signed by all the participating members.
7. The Nominations and Appraisals Committee shall send all the convening notices and minutes to the Chairman of the Board of Directors and to the Chairman of the Audit Committee.
8. The Nominations and Appraisals Committee shall provide to the members of the Board of Directors and to the Audit Committee in due time all information requested regarding the discharge of its duties.



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ARTICLE 6

(External Advisors and Annual Report)

1. The Nominations and Appraisals Committee may engage external advisors in order to assist it in the discharge its duties and shall, for these purposes, approve at the end of each financial year, a budget proposal to be submitted to the Board of Directors and to the Executive Committee referring to the next financial year, which describes the amounts necessary for its activity.
2. The Company shall provide financial resources, including ordinary administrative expenses, and the technical, human and material means deemed necessary to the performance of the duties of this Committee.
3. The external advisors shall be appointed from suitable entities recognized in the market as having the necessary skills to perform its duties.
4. The Nominations and Appraisals Committee will inform the Board of Directors of its activities, through its annual report regarding its activities and its assessment of the same, which must be sent to the Board of Directors by the end of March of the following year.

ARTICLE 7

(Modification)

1. This Regulation may only be modified by the Board of Directors at the request of two members of the Board of Directors or of the Nominations and Appraisals Committee itself.
2. Any proposed modifications to this Regulation must be accompanied by a justifying report.
3. Any modifications to this Regulation shall be approved by the majority of the Directors present or represented.



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4. This Regulation and related amendments shall be made public to investors on the Company's website.

ARTICLE 8
(Entry into force)

This Regulation was approved at the Board of Directors meeting of 18 September 2015 and entered immediately into force.