



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

**TERMS OF REFERENCE OF THE SUSTAINABILITY  
COMMITTEE**

**ARTICLE 1**

**(Purpose and Scope)**

1. These Terms of Reference establish the rules applicable to the composition, functioning and powers of the Sustainability Committee of REN – Redes Energéticas Nacionais, SGPS, S.A., hereinafter referred to as REN or the Company, as well as the duties and responsibilities of its members.
2. The Sustainability Committee is established in accordance with the provisions of Article 10 of the Regulations of the Board of Directors.
3. The provisions of these Terms of Reference apply to all members of the Sustainability Committee, who must comply with the rules contained herein, regardless of when and how they are appointed, and for this purpose a full copy of the same, in paper or electronic form, shall be made available to them by the Company Secretary immediately after such appointment.
4. The activity to be pursued by the Sustainability Committee, within the scope of its duties, may also focus on companies in which REN (REN Group) has direct or indirect holdings, without prejudice to the powers of the respective corporate bodies.

**ARTICLE 2**

**(Membership)**

1. The Sustainability Committee comprises between 3 (three) and 5 (five) members, appointed by the Board of Directors, from among its executive and non-executive members. The Chair of the Sustainability Committee must also be appointed by the Board of Directors, from among its members.
2. The Sustainability Committee office has the same term of office of the Board of Directors and this will end when the latter ends.
3. If a member of the Sustainability Committee is absent, the Board of Directors may or may not appoint a new member. The minimum number of members of the committee



**REN – REDES ENERGÉTICAS NACIONAIS, SGPS, S.A.**  
must be 3 (three).

**ARTICLE 3**  
**(Mission and Competences)**

1. The Sustainability Committee was set up with the mission of support and advice the Board of Directors on the integration of sustainability principles, in particular opportunities, sustainability risks and factors, into the REN Group's decision-making process and management, complying with the strict and measurable criteria, respecting demanding standards of excellence and creating a positive impact on the employees, communities and ecosystems in which REN Group works and other stakeholders.
2. The Sustainability Committee is a committee with informative and consultive nature whose information is not binding.
3. It is the Sustainability Commission's responsibility to:
  - a. Collaborate in the definition, updating and review of the REN Group's sustainability strategy;
  - b. Provide advice on the resources required and monitor the implementation of the sustainability strategy;
  - c. To monitor and report to the Board of Directors on the performance of indicators of economic, social and environmental dimensions, including matters related to environmental protection and social responsibility, in accordance with the strategy, commitments and objectives established;
  - d. To monitor and report to the Board of Directors on the application of economic, social and environmental policies;
  - e. To collaborate on the development of the sustainability annual report 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;
  - g. Perform other competences or responsibilities in matters of sustainability delegated to the Sustainability Committee by the Board of Directors.
4. In its relationship with other corporate bodies, the Sustainability Committee shall:



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

- a) Establish processes to collect and process data related to the environmental and social sustainability in order to alert the Board of Directors to risks that the company may be incurring and propose strategies for their mitigation;
  - b) Assess the resilience of the Company's business model and strategy concerning sustainability risks and matters and collaborate with the Board of Directors to manage such risks;
  - c) Identify and leverage sustainability opportunities for the Company;
  - d) Ensure compatibility of the Company's business model and strategy with the transition to a sustainable economy, monitoring exposure to coal, oil and gas-related activities;
  - e) Evaluate how the Company's business model and strategy consider stakeholder interests and the Company's impact on sustainability matters and, when possible, implement actions to prevent, mitigate, remediate or end to actual or potential adverse impacts;
  - f) Establish and track key performance indicators (KPIs) for relevant sustainability matters;
  - g) Collaborate with the Remuneration Committee to ensure that the non-financial criteria for awarding variable remuneration to executive administrators, including sustainability criteria, are clearly and comprehensively identified within the remuneration policy and regularly review and recommend improvements to these criteria to enhance fairness and accuracy in performance assessments;
  - h) Collaborate with the Audit Committee, in particular in the supervision of the process of preparing and disclosing sustainability information by the Board of Directors or the Executive Committee;
  - i) Provide regular updates to the Board of Directors and the Remuneration Committee on the effectiveness and alignment of remuneration practices with the company's sustainability objectives.
5. The Sustainability Committee may request from the Board of Directors, the Executive Committee or any other internal committee of the Board of Directors all information, documentation and assistance necessary for the exercise of its powers.

**ARTICLE 4**

**(Sustainability Committee Meetings)**

1. The meetings of the Sustainability Committee shall take place at the registered office of



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

the Company or at other location designated for this purpose, with the possibility of using telematic means or unanimous written resolutions, under the terms of the law or of the Articles of Association.

2. The Sustainability Committee will meet a minimum of 3 (three) times a year, and extraordinarily whenever convened by its Chair, at his or her own initiative or at the request of any Board of Directors or any member of the Sustainability Committee.
3. Without prejudice to cases of force majeure or recognized urgency, the notice convening the meeting must be sent in writing, understood as such, for this purpose, messages sent by email, with a minimum of five days' notice, together with the respective agenda and supporting documentation for the deliberations. The mentioned documentation shall be prepared in Portuguese or, if any member of the Committee requests it, in English or accompanied by a translation of it into English and must be sent to each of the members.
4. Any member may request the inclusion of other items on the agenda up to two days, before the meeting, and whenever possible, send the supporting documentation in advance to the Chair of the Committee for forwarding to the other Members of the Committee. The Chair of the Committee must state whether he accepts the new items at the beginning of the meeting, and, in the event of refusal, this refusal must be justified.
5. Any members of the Sustainability Committee who are unable to attend the meeting may, in the event of a resolution considered urgent by the Chair, express their vote by letter addressed to him/her, which shall only be valid for that meeting.
6. Any member of the Sustainability Committee can be represented at meetings of this Committee by another member of the Sustainability Committee by means of a letter addressed to its Chair, which will only be valid for that meeting.
7. In each meeting the Sustainability Committee, no member is allowed to represent more than one other member.
8. The meetings of the Sustainability Committee are chaired by its Chair, who shall conduct the business of the meeting. In his or her absence, the Committee must appoint an alternate to conduct the business.
9. The content of the meetings of the Sustainability Committee is confidential, as is all the documentation relating to its preparation and to its business.
10. Members of the corporate bodies, personnel of the REN Group companies, as well as their advisers, and other relevant stakeholders may be invited to participate (but not vote) in meetings of the Sustainability Committee whenever this Committee considers their presence necessary or appropriate to the smooth progress of the business.
11. In situations not covered herein, the rules set forth in the Regulation of the Board of



**REN – REDES ENERGÉTICAS NACIONAIS, SGPS, S.A.**  
Directors shall be apply subsidiarily.

**ARTICLE 5**  
**(Quorum and resolutions)**

1. The Sustainability Committee may only approve a resolution when the majority of its members are present or represented.
2. The resolutions of the Sustainability Committee are approved by a simple majority of the votes cast.
3. The Chair of the Sustainability Committee has the casting vote in the event of a tie in votes.
4. Members of the Sustainability Committee cannot participate or vote in resolutions in which they have, on their own account or on behalf of third parties, an interest which conflicts with that of the Company, and must inform the Chair (or the other members, in the case of the Chair) with adequate prior notice of the facts that may give rise to a conflict of interests and refrain from participating in any discussions or votes on such matters. Without prejudice to the foregoing, the conflicted member must provide any information and clarifications requested by the Sustainability Committee or by its members.
5. The minutes of each meeting must be prepared by the Secretary of the Company, and in the absence of the Secretary, by his or her alternate. The minutes must make it possible to understand the decisions taken, the grounds for them, and the opinions expressed by the participating members and must be submitted, by email, for approval by the members of the Sustainability Committee and signed by all the participating members .
6. The Sustainability Committee must send all the convening notices and minutes to the Chair of the Board of Directors and to the Chair of the Audit Committee.
7. The Sustainability Committee must provide the members of the Board of Directors in due time with all information requested regarding the discharge of its duties.

**ARTICLE 6**  
**(External Advisers and Annual Report)**

1. The Sustainability Committee may engage external advisors to assist in the performance of its duties as necessary and in according to the REN's practices.



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

2. The Company must provide financial resources, including ordinary administrative expenses, and the human, technical and material means considered necessary to the performance of the duties of this Committee.
3. The external advisers must be appointed from suitable entities recognised in the market as having the necessary skills to perform their duties.
4. The Sustainability Committee will inform the Board of Directors of its activities, through an annual report on its activity and its assessment, which shall be sent to the Board of Directors by the end of March of the following year.

**ARTICLE 7**

**(Amendments)**

1. These Terms of Reference may only be amended by the Board of Directors at the request of two members of the Board of Directors or of the Sustainability Committee itself.
2. Any proposed amendments to these Terms of Reference must be accompanied by a justifying report.
3. Any amendments to these Terms of Reference must be approved by the majority of the Directors, present or represented.
4. These Terms of Reference and any amendments to it must be published on the Company's website.

**ARTICLE 8**

**(Entry into force)**

These Terms of Reference was approved at the Board of Directors meeting of July 25<sup>th</sup> 2024 and entered into force immediately.