



*Executive Board of Directors Internal Regulation*

**INTERNAL REGULATION OF THE EXECUTIVE BOARD OF DIRECTORS OF**

**EDP – ENERGIAS DE PORTUGAL, S.A.**

**Approved on 20 April 2021**

*This is an unofficial translation of the Executive Board of Directors Internal Regulation drafted for information purposes only. In the case of any discrepancy between this translation and the Portuguese version of the Internal Regulation, the Portuguese version will prevail.*



## **EXECUTIVE BOARD OF DIRECTORS – INTERNAL REGULATION**

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## **ARTICLE 1**

### **SCOPE**

The rules regarding the functioning of the Executive Board of Directors (hereinafter also referred as EBD) of EDP – Energias de Portugal, S.A. (EDP or Company) and its relations with the other corporate bodies and company officers are established in these regulations, which are approved under the powers conferred through Article 17 (1) (n) of the Company's Articles of Association.

## **ARTICLE 2**

### **COMPOSITION OF THE EXECUTIVE BOARD OF DIRECTORS**

1. The composition of the EBD shall be determined by resolution of the General Shareholders' Meeting pursuant to Article 16 (1) (2) of the Company's Articles of Association.
2. The EBD members shall have skills and professional experience indicative of the suitability of the duties performed not only in individual terms but also those that together with the other EBD members are presented as diversified and collectively adequate to the performance of those duties.
3. The EBD member position acceptance should be made by a written statement, in accordance with the Annex, within 30 days after the election or appointment, in which it is also registered:
  - a) The legal, regulatory and statutory provision sufficient knowledge applicable to the position held and to the Company purpose.
  - b) The unreserved acceptance to the provisions of this Regulation.

## **ARTICLE 3**

### **CHAIRPERSON**

1. The EBD is chaired and represented by its Chairperson, selected among the appointed board members in the General Shareholders' Meeting, pursuant to Article 16 (3) of the Company's Articles of Association.
2. The EBD Chairperson, in the event of absence or temporary impairment, shall be



substitute by the Vice-Chairperson, should one exist, or the member empowered to that on the designation act.

## **ARTICLE 4**

### **EXECUTIVE BOARD OF DIRECTORS RESPONSIBILITIES**

1. The EBD is the corporate body responsible for the management of the Company's activities, in accordance with the provisions of the Portuguese Companies' Code and the Company's Articles of Association.
2. The EBD is responsible, namely, for the following, pursuant to Article 17 of the Company's Articles of Association:
  - a) Setting the objectives and management policies of the Company and the EDP Group;
  - b) Preparing the annual operating and financial plans;
  - c) Managing the Company's business affairs and performing all the acts and operations relating to the corporate purpose that do not fall within the duties attributed to other bodies of the Company;
  - d) Representing the Company in and out of court, as plaintiff or defendant, in which capacity it may discontinue, reach a compromise or accept liability in any legal proceedings, and execute arbitration agreements;
  - e) Acquiring, selling or, by any manner, transferring or creating encumbrances over rights or real estate assets;
  - f) Incorporating companies and subscribing for, acquiring, creating encumbrances over and transferring stakes;
  - g) Adopting resolutions regarding the issuance of bonds and other securities in accordance with the law and the Company's Articles of Association, in compliance with the annual quantitative limits set by the General and Supervisory Board;
  - h) Establishing the technical and administrative organisation of the Company and the standard for internal operations, notably concerning personnel and their remuneration;



- i) Granting powers of attorney, as deemed appropriate, including those of sub-delegation;
- j) Appointing the Company Secretary and respective substitute;
- l) Engaging the external auditor appointed by the General and Supervisory Board in accordance with Article (22) (1) (q) of the Company's Articles of Association, and removing him from such office upon indication from the General and Supervisory Board;
- m) Performing all other duties granted by law or by the General Shareholder's Meeting;
- n) Ensure that the Company's risks are identified, evaluated, controlled and managed, define targets in terms of risks, setting the risk profile of the Company and coordinate decision related to the material risk management.

## **ARTICLE 5**

### **COMPETENCES OF THE CHAIRPERSON OF THE EXECUTIVE BOARD OF DIRECTORS**

1. The Chairperson of the EBD is particularly responsible for:
  - a) Representing the EBD in and out of court;
  - b) Coordinating the activity of the Board and convening and presiding over the respective meetings;
  - c) Exercising the casting vote;
  - d) Ensuring that the EBD's resolutions are correctly executed;
  - e) Ensure the information flow between EBD members and the General Supervisory Board Chairperson, on the handled matters.
2. The Chairperson of the EBD has the right to attend the meetings of the General and Supervisory Board whenever he deems appropriate, except when resolutions concerning the matters established in Article 22 (1) (o) of the Company's Articles of Association are involved and, generally, in any situations giving rise to a conflict of interests.
3. The Chairperson of the EBD is responsible for proposing to the General and Supervisory Board the parameters for measuring the economic or strategic value



of operations that should be submitted to the latter for its prior opinion pursuant to Article 17 (2) of the Company's Articles of Association, as well as propose the annual quantitative limits related to the issuance of bonds and other securities by the EBD.

4. The Chairperson must ensure the adoption of appropriate mechanisms for the annual assessment of the EBD functioning and the performance of each one of its members.

## **ARTICLE 6**

### **CONFLICT OF INTERESTS**

1. When a member of the EBD is in a situation of conflict of interests whether apparent, potential or real, he/she must inform the EBD Chairperson on the facts that may constitute or give cause to a conflict between his/hers interests and the social interest.
2. The EBD Chairperson should start a verification process and may draw upon the Compliance Department and/or an external entity to be hired for such purpose, in order to be issued a reasoned resolution on the matter.
3. If the conflicted member is the EBD Chairperson, the verification process must be conducted by the other EBD members, with internal and/or external support as set forth in the previous number.
4. The EBD member in situation of conflict of interests whether apparent, potential or real, should not express opinion, exercise influence or practice any act in the decision-making process related with such situation.

## **ARTICLE 7**

### **ACCUMULATION OF FUNCTIONS**

1. The members of the EBD may not exercise executive functions in more than two companies not belonging to the EDP Group.
2. The exercise of executive duties referred to in the previous paragraph shall be subject to prior appraisal by the EBD.



## ARTICLE 8

### OPERATING PROCEDURES OF THE EXECUTIVE BOARD OF DIRECTORS

1. The EBD will ordinarily meet at least twice a month on dates determined by the members thereof. It will extraordinarily meet whenever so convened by its Chairperson, by two directors or at the request of the General and Supervisory Board.
2. The members of the EBD must be notified of extraordinary meetings of the Board on the business day prior to the date set for the extraordinary meeting.
3. In an emergency situation or in the event of *force majeure*, the Chairperson of the EBD may convene a meeting of the Executive Board of Directors without complying with the prior notice rule established in the previous paragraph.
4. The definitive agenda for the meeting, containing details of the items to be discussed and identifying the respective proponent, including documentation forming the basis for the resolution, will be made available to the directors:
  - a) Two business days prior to each ordinary meeting;
  - b) One business day beforehand in regard to an extraordinary meeting, excepting the situations envisaged in paragraph no. 3 of this article.
5. The directors shall notify the Chairperson of the EBD of any items to be included in the agenda, appropriately in advance of the meeting or immediately subsequent to the notice of the meeting. The same directors must supply the proposed resolution and the documentation to be appraised.
6. The Company Secretary is responsible for preparing and distributing the agenda and respective preparatory documentation, in accordance with the matters that may have been approved to that end by the Chairperson.

## ARTICLE 9

### QUORUM AND RESOLUTIONS

1. The EBD may not pass resolutions without the presence or representation of the majority of its members.



2. Without prejudice to the provision of the foregoing paragraph and provided that at the beginning of each meeting the following means of communication are approved by a majority of two-thirds of the participants, directors may be present or intervene through telecommunication means that ensure real-time transmission and simultaneous receipt of voice, or voice and image.
3. Any director can be represented in a meeting by any other director, provided that the Chairperson of the EBD is notified by means of standard letter. Each director is not, however, permitted to represent more than one other director at each meeting.
4. The members of the EBD who cannot attend a meeting may, in case of a resolution that the Chairperson considers to be urgent, express their vote by way of letter addressed to him/her.
5. The members of the EBD must ensure its attendance at, at least, eighty percent of the meetings held on each exercise.
6. The resolutions of the EBD shall be approved by a simple majority of the votes cast, except when legal provisions require a qualified majority.
7. The Chairperson of the EBD has a casting vote in the event of tied voting.
8. If the Board is composed of an even number of members, in case of absence or temporary impairment of the Chairperson of the EBD, it shall have a casting vote the Vice-Chairperson of the EBD, should one exist, or, the member of the EBD to whom such right has been granted in the respective election act.
9. Whenever a member of the EBD is in situation of apparent, potential or real conflict of interests, as well as in case of doubt under Article 6, such member shall not participate in the assessment and voting of the matter in question, without prejudice to the duty of providing the information and clarifications required by the Board or by the respective members.
10. The Chairperson of the General and Supervisory Board or, in case of its impediment or absence, a member of the referred Board designated for this purpose, may whenever he/she deems appropriate and without voting right, attend to the EBD meetings and participate in the discussion of issues to be



submitted to the General and Supervisory Board.

11. The implementation of resolutions approved at the EBD meetings shall be overseen by the Director responsible for the respective management area.

## **ARTICLE 10**

### **MINUTES**

1. The Company Secretary is responsible for drafting the minutes of each EBD meeting.
2. The minutes drafts should be submitted to EBD's approval on the following meeting.
3. The minutes should be signed by all EBD members present at the meeting and by the Company's Secretary.
4. The minutes should be made available on the internal information sharing platform.

## **ARTICLE 11**

### **PUBLICATION AND VALIDITY**

1. This regulation is published on the institutional website of the Company.
2. This regulation was approved in the EBD's meeting held on the 20 April 2021, coming into force on such date.



## ANNEX

### DRAFT OF THE EXECUTIVE BOARD OF DIRECTORS MEMBER POSITION ACCEPTANCE

(*name, identification document number, address*), elected for the Executive Board of Directors (EBD) member position of EDP – Energias de Portugal, S.A., at the General Shareholders' Meeting held on (*date*), on declaration of honour, declares to accept the referred position, committing to perform the assigned duties in accordance with high professional diligence standards, acting with care and loyalty in the prosecution of the Company's interest.

For all due purposes, declares to:

- a) Have sufficient knowledge on legal, regulatory and statutory provisions applicable to the position and the Company's activity; and
- b) Unreservedly accept the provisions set forth in the Executive Board of Directors Internal Regulation.

Date:

Signature: