

**REGULATION
OF THE ETHICS COMMISSION OF
EDP, S.A.**

Approved on 9 December, 2024

CONTENTS

ARTICLE 1 SCOPE	3
ARTICLE 2 MISSION AND PRINCIPLES	3
ARTICLE 3 COMPOSITION OF THE ETHICS COMMISSION	3
ARTICLE 4 POWERS OF THE ETHICS COMMISSION	4
ARTICLE 5 POWERS OF THE CHAIRPERSON OF THE ETHICS COMMISSION	5
ARTICLE 6 FUNCTIONING OF THE ETHICS COMMISSION	5
ARTICLE 7 COMMUNICATION OF CONFLICT OF INTEREST	6
ARTICLE 8 RIGHTS AND DUTIES	7
ARTICLE 9 MINUTES OF THE MEETINGS	7
ARTICLE 10 ACTIVITY REPORT	7
ARTICLE 11 PUBLICATION AND VALIDITY	8

ARTICLE 1

SCOPE

These rules (the Regulation) are applicable to the organisation, operation, competencies, powers and duties of the Ethics Commission of EDP, S.A. (EDP), as designated by a resolution of the General and Supervisory Board (GSB) upon proposal submitted by the Executive Board of Directors (EBoD).

ARTICLE 2

MISSION AND PRINCIPLES

1. The mission of the Ethics Commission is to ensure independent monitoring and application of the EDP Code of Ethics (Code of Ethics) by appraising and resolving within its powers the matters submitted to it, and to promote and support the development and implementation of mechanisms to establish business ethics principles within the EDP Group.
2. The Ethics Commission's activities, within its powers, applies to any subsidiaries, except for EDP Renováveis, pursuant to this Regulation, and may apply to relevant information of other affiliate companies in which the Company may have direct or indirect participation.
3. In addition to these Regulations, the Ethics Commission and its members shall act in strict compliance with applicable laws and EDP's Articles of Association, as well as with its internal rules, namely the Code of Ethics and any Codes of Conduct in force.

ARTICLE 3

COMPOSITION OF THE ETHICS COMMISSION

1. Ethics Commission members shall have adequate qualifications and experience in the areas of ethics, compliance and human resources, which demonstrate their individual fit for the duties performed, and their collective differentiation and capacity to carry out their duties.
2. The Ethics Commission is composed of
 - (i) the Chairperson of the GSB, who shall chair the Commission;
 - ii) two independent members of the GSB.
3. The following permanent guests attend the meetings of the Ethics Commission, without the right to vote:

- (i) the Ethics & Compliance Officer;
 - (ii) the head of *People & Organizational*
 - (iii) the head of Legal & Governance; and,
 - (iv) a Secretary.
- 4. The members of the Ethics Commission are elected for a three-year term and may be re-elected.
 - 5. The members of the Ethics Commission shall remain in this position only for as long as they hold the positions mentioned in paragraph 2 of this article.
 - 6. A member of the Ethics & Compliance, appointed by the Ethics & Compliance Officer, shall perform as secretary in all Ethics Commission meetings.

ARTICLE 4

POWERS OF THE ETHICS COMMISSION

The Ethics Commission shall:

- a) Review the implementation of the annual ethics plan prepared by the Ethics & Compliance Officer;
- b) Review on a recurring basis, at least every quarter, the indicators regarding contacts received in the EDP Group through the whistleblowing channels, to be prepared with the support of the Ethics & Compliance;
- c) Analyse any Code of Ethics breach procedures carried out by the Ethics & Compliance Officer with the support of the Ethics & Compliance t, issuing an opinion on their qualification as Code of Ethics breaches, including the need for an in-depth investigation to fully clarify all the implications and all those involved;
- d) Issue an opinion on the proposal of the Ethics & Compliance Officer regarding the classification of the complaint;
- e) Following the aforementioned opinion, issue recommendations or suggest corrective measures, to be communicated to the management body/area responsible for their implementation;
- f) Prepare a consolidated report on the processes of infringement of the Code of Ethics subject to an opinion issued by the Commission, which will be sent quarterly to the EBoD and annually to the Corporate Governance and Sustainability Committee for information
- g) Issue opinions, upon request of any of the management bodies of the subsidiaries (except EDP Renováveis) on practices or codes of conduct in the field of ethics;
- h) Ensure at all times the Code of Ethics' adequacy to the needs of the EDP Group and

promote reviews thereof, at least biennially , duly compiled in a review report to be sent to the EBoD and GSB for approval, without prejudice to specific and non-material changes which may be promoted by the Ethics & Compliance Officer and taken into account in the final version within the review process;

- i) Propose reflections and advisory on management measures regarding business ethics to the EBoD;
- j) Ensure information regarding the Commissions activities is shared with the EBoD;
- k) Promote and approve amendments to these Regulations, subsequently submitting them for approval by the EBoD.

ARTICLE 5

POWERS OF THE CHAIRPERSON OF THE ETHICS COMMISSION

It is incumbent upon the Chairperson of the Ethics Commission to:

- a) Represent the Ethics Commission;
- b) Convene the Ethics Commission meetings;
- c) Coordinate the activity of the Commission he/she presides;
- d) Ensure information is passed among the members of the Ethics Commission;

ARTICLE 6

FUNCTIONING OF THE ETHICS COMMISSION

1. The Ethics Commission shall meet ordinarily at least on a quarterly basis, on dates to be set by its members' agreement, and extraordinarily whenever called by its Chairperson, by any two members or at the request of the EBoD or the GSB.
2. Any Ethics Commission meeting calls and their respective agenda shall be sent to all members of the Ethics Commission at least five business days prior to the date of the meeting.
3. If indispensable or desirable to develop its activity, the Ethics Commission may let external elements participate in its meetings, subject to the duty of confidentiality, and may jointly or separately request the presence of members of the management bodies, members of the management specifically senior directors, executive directors e senior executive directors or other employees of any affiliates, in articulation with the competent management bodies, including external specialists.
4. The Ethics Commission shall meet and vote with the required presence of the majority of its members, and its resolutions shall be taken by a majority of votes; in case of a tie vote, the Chairperson shall have a casting vote.

5. Notwithstanding the provisions of the preceding paragraph, any member may attend and intervene in the Ethics Commission's meetings through any means of communication ensuring in real time the simultaneous transmission and reception of voice or voice and image, provided that such form of intervention is approved at the beginning of the respective meeting.
6. In the event of a resolution deemed urgent by the respective Chairperson, the members of the Ethics Commission who are unable to personally attend the meeting shall be entitled to express their vote by written communication addressed to the Chairperson.
7. In extraordinary and urgent situations, the members of the Ethics Commission may issue their opinions, respective proposal for resolution and approval, by email in response to communication sent by the Chairperson of the Ethics Commission, the Ethics & Compliance Officer, or the Secretary of the Ethics Commission.

ARTICLE 7

COMMUNICATION OF CONFLICT OF INTEREST

1. Where according to the assessment of the Ethics & Compliance Officer a contact implies a conflict of interest with any member of the Ethics Commission or invited guest, including the Ethics & Compliance Officer, the member shall report the situation to the Chairperson of the Ethics Commission who, in this last case, shall appoint an ad hoc substitute for the relevant case.
2. If the subject of the complainant is a member of a corporate body of EDP, regardless of the subject matter, the management of the complaint shall be carried out by the Chairperson of the Ethics Commission, together with the members and permanent guests of the Ethics Commission who are not in conflict.
3. If a particular contact involves, according to the assessment of the Ethics & Compliance Officer, a conflict of interest with the Chairperson of the Ethics Commission, any of its members, or any of its permanent guests, the verification process shall be conducted by all non-conflicting members or permanent guests of the Ethics Commission.
4. The member of the Ethics Commission or the permanent guest who is in a situation of apparent, potential, or actual conflict of interest shall not issue an opinion, exert influence, or perform any act in the decision-making process related to such situation, without prejudice to the duty to provide information and clarifications requested by the Commission or its members.

ARTICLE 8

RIGHTS AND DUTIES

1. Without prejudice to other rights and duties provided for in the Law and in EDP's Articles of Association, the members of the Ethics Commission shall have:
 - a) the right to obtain the information deemed indispensable to perform their duties through the Chairperson of the Ethics Commission;
 - b) the right to resort to internal auditors or contract external auditors or other technical resources and services and specialists to assist in the investigations that may be deemed necessary to exercise their duties;
 - c) the duty of confidentiality regarding the information they may access within the scope of received complaints and contacts of an ethical nature;
 - d) The duty to strengthen and update their skills on a regular basis by attending training courses in ethics;
 - e) The duty to participate, whenever possible, in external, national and international events related to ethics.
2. The permanent guests have the duty of confidentiality regarding the information they may access within the scope of received complaints and contacts of an ethical nature.

ARTICLE 9

MINUTES OF THE MEETINGS

1. The Secretary appointed by the Ethics & Compliance Officer shall draw up the minutes of the meetings of the Ethics Commission.
2. The drafts of the minutes shall be submitted for approval by the Ethics Commission at the first subsequent meeting.
3. The minutes shall be signed by all members of the Ethics Commission who attend the meeting.
4. The minutes, as well as any supporting documents of the meetings, shall be made available to the internal information sharing group to which the members of the Ethics Commission have access.

ARTICLE 10

ACTIVITY REPORT

The Ethics Commission shall present an annual report regarding its activity, which will

be reported to the EBoD and CGSS, and its summary shall be included in EDP's annual report.

ARTICLE 11

PUBLICATION AND VALIDITY

1. These Regulations are meant to be generally disseminated to all employees of the companies and entities integrating the EDP Group, and shall be made available on EDP's website, on the EDP Group's Ethics & Compliance page and in the Organisation Manual.
2. This Regulation was approved on 09/12/2024.