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**EDP RENOVÁVEIS, S.A.**

**REPORT ISSUED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 15 FEBRUARY 2022 IN CONNECTION WITH THE APPROVAL PROPOSAL OF THE DELEGATION TO THE BOARD OF DIRECTOR OF THE POWER TO CARRY OUT INCREASES OF SHARE CAPITAL WITH THE EXCLUSION OF THE PREEMPTIVE SUBSCRIPTION RIGHT  
(Tenth Item of the Agenda)**

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## 1. OBJECT OF THE REPORT

The present report has been issued by the Board of Directors of EDP Renováveis, S.A. (indistinctly, “EDPR” or the “Company”) pursuant to the provisions of article 297, with regard to article 286 and article 506 of Royal Legislative Decree 1 enacted on 2 July 2010 which approves the Redrafted Text of the Corporations' Act (the “Corporations' Act”) and concordant articles of the Registrar of Companies' Regulations, approved by Royal Decree 1784 enacted on 19 July 1996 which requires the drawing up of a written report justifying the grounds for the proposed delegation of powers to the Board of Directors (the “Report”).

The Report sets out to propose, under item ten of the agenda, to the Annual General Meeting of Shareholders - set to be held on 31 March 2022 on first convening or on 7 April 2022 on second convening - the authorization to the Board of Directors, with powers of substitution, in accordance with the provisions set forth in article 297.1.b) of the Corporations' Act, to be able to carry out increases in capital during the term of five years up to the maximum amount of 50% of the share capital at the time of authorization, on one or several occasions, through the issue of new shares with or without voting rights, with the anticipated incomplete subscription according to article 311 of the Corporations' Act.

Furthermore, it is proposed to delegate to the Board of Directors, under the terms set out in article 506 of the Corporations' Act, the possibility of increasing share capital with the exclusion of the pre-emptive subscription right up to the maximum amount of 20% of the share capital at the time of authorization, if the company interest so requires. The Board of Director shall be authorize to increase the share capital under the provisions of article 297.1.b) of the Corporations' Act, including the delegation of the decision-making capacity to wholly or partially exclude the pre-emptive subscription right with regard to the increases in capital decided upon, in accordance with the provisions of article 506 of said law and up the limit of 20% of share capital at the time of the present delegation.

## 2. JUSTIFICATION OF THE PROPOSAL

Both trade activity in general and, in particular, the volatile and dynamic environment of the regulated markets, require the governing and administration bodies of the Company to be endowed with the suitable instruments for the appropriate management of the corporate interest. In this regard, it is necessary for the Company to be endowed with the resources at all times to allow it to meet the requirements deriving from the actual activity of the Company, its investments, as well as those demanded by the market insofar as its shares are admitted to trading. In addition, in a highly competitive, globalised sector like that of renewable energies, the success of a strategic initiative or a financial transaction frequently depends on the effectiveness with which it can be undertaken and it is thus vital to be able to endow the Company with a certain degree of flexibility as regards any new equity.

In this context, in view of the uncertainty of not being able to envisage said requirements and the fact that, once expressed, a General Meeting has to be held to increase the share capital, with the delays and costs this would entail, this entails that, to a certain extent, the Company's response capacity is limited.

On the contrary, by bestowing upon the Board of Directors the right to decide by itself any increase in share capital, within certain limits and complying with the legal requirements, the room for manoeuvre of the Company would be considerably increased.

Furthermore, the right to exclude the pre-emptive subscription right, on the one hand, usually allows relatively cheaper costs associated with the transaction (including, in particular, the fees of those financial entities participating in the issue); and, on the other hand, it distorts, to a lesser extent, the negotiation of the shares during the issue period as this would be shorter than in an issue with rights.

In any case, it is specifically stated that the total or partial exclusion of the pre-emptive subscription right solely constitutes a power that the General Meeting delegates to the Board of Directors and whose exercising shall depend on the Board of Directors itself, in terms of the corporate interest and pursuant to the legal requirements. If any increase is decided upon, the Board of Directors shall issue a report detailing those reasons in the corporate interest that justify this in each specific case, pursuant to the requirements laid down by article 308 of the Corporations' Act and which shall be made available to the shareholders and communicated at the first General Meeting of Shareholders held after the increase in capital, pursuant to the stipulations of article 506 of the Corporations' Act.

Finally, the powers delegated under the agreement proposed to the Board of Directors, if it is adopted, shall be delegated with the specific power of substitution, in such a way that the capacity to provide a speedy, effective answer is strengthened to a greater extent.

### 3. DRAFT RESOLUTION

Pursuant to the indications set out in the present Report, the full text of the draft resolution which it is intended to submit to the approval of the Annual General Meeting of Shareholders is as follows:

***“Ten - Approval of the delegation to the Board of Directors of the power to carry out increases of capital with the exclusion of the pre-emptive subscription right.***

*To authorize the Board of Directors so that, in accordance with the provisions of articles 297.1.b) and 506 of the Corporations' Act, with the anticipated provisions of article 311.1 of the Corporations' Act, it may decide on one or several occasions to increase share capital to a figure determined in due time and for the amount decided upon, pursuant to the following conditions:*

- 1. Timeframe:*** Any increase of share capital may be carried out on one or several occasions within the maximum term of five years as from the holding of the present Meeting.
- 2. Maximum amount:*** The total maximum amount of the increase or increases decided upon under this authorization shall be no higher than (i) 50% of the present share capital, or (ii) in the event that the increase of capital excludes the pre-emptive subscription right of shareholders, 20% of the present share capital.

3. **Scope:** *The authorization to increase the share capital shall be extended, as broadly as may be required by Law, to the setting and determination of those terms inherent in each of the increases that may be carried out under this resolution, to the carrying out of any procedures which prove necessary and to obtain any authorizations required under the legal provisions in force.*

*By way of illustration, without being limited to, it shall be incumbent upon the Board of Directors to determine, for each increase of share capital, the amount and date of implementation, the number of shares to be issued, with or without voting rights, with or without a share premium, consisting of the countervalue of the new shares to be issued in monetary contributions, being able to determine the terms and conditions of the increase of capital and the characteristics of the shares.*

*Furthermore, to empower the Board of Directors to, pursuant to the provisions of article 506 of the Corporations' Act, to be able to wholly or partially exclude the pre-emptive subscription right if the company interest so requires.*

4. **Rights of the new shares, type of issue and countervalue of the increase:** *The new shares issued on the grounds of the increase or increases of capital which are agreed upon hereby shall be ordinary shares endowed with the same rights as the already existing ones, which shall be issued at their nominal value or with the share premium determined, where applicable. The countervalue of the new shares to be issued shall necessarily consist of monetary contributions.*
5. **Incomplete capital increase:** *Declare, pursuant to the provisions of article 311.1 of the Corporations' Act, the incomplete subscription of the increase of capital, which shall only be increased by the amount of the subscriptions carried out, communicating, in those eventualities in which it is necessary - in accordance with the stipulations of article 507 of the Corporations' Act - said circumstance to the National Securities' Market Commission.*
6. **Amendment to the Corporate Articles of Association.** *By dint of the present authorization, the Board of Directors is empowered to, where applicable, provide new wording to that article of the articles of association pertaining to the share capital once the increase has been agreed upon and implemented.*
7. **Admission to trading:** *To request the admission to trading of the new shares that may be issued under this resolution on Euronext Lisbon, through the Central Stock Exchange interconnection system for Securities, with respective management entity being Interbolsa – Sociedade Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A.; as well as on the other Stock Exchanges on which the company shares are traded.*

*Furthermore, to authorize the Board of Directors, with powers of substitution to those people it deemed convenient, under as broad terms as are required by law, to request and obtain admission to the official listing of the new shares that may be issued by dint of this resolution on the Stock Exchanges on which the share is listed at the time of carrying out each increase of capital, through Interbolsa – Company Gestora de Sistemas de Liquidação e de Sistemas Centralizados de Valores Mobiliários, S.A. or the attendant system in each case, drawing up, submitting and granting any documents and carrying out any acts which prove necessary or appropriate to this end.*

- 8. Substitution of powers:** *To empower the Board of Directors to substitute those powers delegated in its favour by the General Meeting with regard to this resolution in favour to the Chairman of the Board of Directors, the Secretary and Vice.-secretary non-members of the Board of Directors, to the Managing Directors or any other Director or proxyholder of EDP RENOVÁVEIS, S.A., under the terms established on article 249.2 of the Corporations' Act."*

Madrid: 15 February 2022

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