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**EDP RENOVÁVEIS, S.A.**

**PROPOSAL REGARDING THE RATIFICATION OF THE APPOINTMENT OF  
INDEPENDENT DIRECTORS**

**ISSUED BY THE APPOINTMENTS AND REMUNERATIONS' COMMITTEE  
AT ITS MEETING HELD ON 12 FEBRUARY 2025.**

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## **1. PURPOSE OF THIS COMMITTEE'S PROPOSAL**

This proposal (the “**Proposal**”) drawn up by the Appointments and Remunerations’ Committee (the “**Committee**”) of EDP Renováveis, S.A. (alternately, “**EDPR**” or the “**Company**”) has been issued as a result of the call for the Ordinary General Shareholders’ Meeting, which is scheduled to be held on 3 April 2025, at first call, or on 14 April 2025, at second call, for the purposes of the ratification of the appointments of Ms. Laurie Lee Fitch and Ms. Gioia Maria Ghezzi. Both of them were appointed as Independent Directors by the Board of Directors of the Company by means of the co-optation system, remaining effective until the holding of the next General Shareholders’ Meeting of the Company in accordance with the provisions set forth by section 4 of article 529 *decies* and section 3.c) of article 529 *quindecies* of the Spanish Companies Act.

## **2. PRIOR ANALYSIS OF THE REQUIREMENTS OF THE BOARD OF DIRECTORS**

On 4 April 2024, the Ordinary General Shareholders’ Meeting passed several resolutions regarding the composition of the Board of Directors, including amongst them the reduction of the number of members of the Board of Directors to nine (9) with no vacancies remaining unfilled at that time.

Subsequently, on 15 April and 4 July 2024, respectively, the Independent Directors Ms. Cynthia Kay McCall and Mr. Allan J. Katz communicated the resignation from their positions as members of the Board of Directors.

In order to maintain a composition of the Board in accordance with the number of Directors agreed by the Ordinary General Shareholders’ Meeting of 2024, the Board of Directors, with the support of the Committee, proceeded to launch a process for the appointment of Directors by means of the co-optation system, under the provisions of article 529 *decies* of the Spanish Companies Act, to cover said vacancies until the next General Shareholders’ Meeting is held.

Bearing in mind the composition of the Board, the members of the Committee concluded that the most suitable profile to cover said vacancies would be non-executive and independent Directors.

In this regard, the Committee proceeded to analyse the potential candidates, considering the criteria of training, knowledge, proven expertise and diversity, as well as the gender quota targets that must be complied with as regards the composition of the Board.

After said analysis, the suitability of Ms. Laurie Lee Fitch and Ms. Gioia Maria Ghezzi, respectively, to perform said position as Independent Directors of EDPR was decided upon by the Committee, thus resolving unanimously to propose to the Board of Directors their appointments by means of the co-optation system in order to cover the existing vacancies.

As a result of the above, at its meetings held on 15 April and 4 July 2024, respectively, the Board of Directors resolved to appoint as Independent Directors to cover said vacancies by means of co-optation (i) Ms. Laurie Lee Fitch, whose data were duly communicated to the Commercial Registry, taking effects as from 8 May 2024, and (ii) Ms. Gioia Maria Ghezzi,

whose data were duly communicated to the Commercial Registry, taking effects as from 25 July 2024, and for the term that will elapse on the date when the next Ordinary General Shareholders' Meeting is held, which is scheduled to be held on 3 April 2025, at first call, or on 14 April 2025, at second call.

### **3. ANALYSIS OF THE CANDIDATES**

The Committee has analysed the competencies, experience and merits of Ms. Laurie Lee Fitch and Ms. Gioia Maria Ghezzi, with a view to assessing their skills and suitability to be ratified as Independent Directors of the Company.

For these purposes, the biographic and professional profiles of each of the candidates whose appointments are proposed to ratify has been attached as a **Sole Annex** to this Proposal which will also be uninterruptedly posted at the Company's corporate website with a view to the publication of the notice of convening of the next Ordinary General Shareholders' Meeting 2025, pursuant to the provisions set forth by section e), article 518 of the Spanish Companies Act.

The Committee has analysed the potential contribution of these candidates to the Board of Directors and to the Company should their appointments be ratified, in line with the selection criteria determined in EDPR (aligned with the best international practices of good governance), and bearing in mind the current needs of the Company and the roles to be played, this Committee has again analysed both the individual attributes of the candidates (mainly in terms of formation, competence, integrity, availability and experience) as well as diversity (including, inter alia, gender, age and culture).

It was also indicated that it can be gleaned from the information provided by each of the candidates whose appointments are proposed to be ratified that it is clear that none of them are found in a situation involving any competition or conflict of interest, nor are they affected by any incompatibility, incapacity, disqualification or legal, statutory or regulatory prohibition to be appointed as Directors of the Company.

In light of all the above, in the Committee's opinion, Ms. Laurie Lee Fitch and Ms. Gioia Maria Ghezzi are endowed with the right professional experience, knowledge and personal profiles in order to perform the duties of the position as Independent Directors.

### **4. CONCLUSIONS**

Accordingly, the Committee has unanimously decided to propose to the Board of Directors of EDPR to report favourably to the General Shareholders' Meeting for the ratification of the appointments of Ms. Laurie Lee Fitch and Ms. Gioia Maria Ghezzi as Independent Directors.

Pursuant to the provisions set forth by section e), article 518 of the Spanish Companies Act, this Proposal will be posted uninterruptedly at the Company's corporate website with a view to the publication of the notice for the call of the next Ordinary General Shareholders' Meeting.



Madrid, 12 February 2025

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## **SOLE ANNEX**

### **BIOGRAPHICAL AND PROFESSIONAL PROFILES OF THE DIRECTORS PROPOSED FOR THE RATIFICATION OF THEIR APPOINTMENTS**

<b>Full Name</b>	LAURIE LEE FITCH
<b>Position</b>	Independent Member of the Board of Directors - EDP Renováveis, S.A. (since 2024) Member of the Ethics Committee - EDP Renováveis, S.A. Member of the Environmental, Social and Corporate Governance Committee - EDP Renováveis, S.A.
<b>Academic Qualifications</b>	<ul style="list-style-type: none"> <li>• Georgetown University, School of Foreign Service M.A. (with honors) (1992-1994)</li> <li>• American University, B.A., Arabic and Middle East Studies (1988-1992)</li> </ul>
<b>Skills and Experience</b>	<ul style="list-style-type: none"> <li>• Member of USA Business and Corporate Gov and Sustainability Committees – EDP, S.A. (2021-2024)</li> <li>• Partner - Strategic Advisory – PJT Partners (2016-2023)</li> <li>• Member of Strategy and Performance Committee - EDP, S.A. (2018-2021)</li> <li>• Member of Remuneration (Chair) and Risk Committees - Enquest PLC (2018-2021)</li> <li>• Managing Director, Co-Head Global Industrials Group - Morgan Stanley &amp; Co (2021-2016)</li> <li>• Senior Analyst and Partner, International Growth - Artisan Partners LP (2006-2011)</li> <li>• Managing Director and Director of European Research - TIAA-CREF (2022-2006)</li> <li>• Associate Analyst- Equity Research - Schroder &amp; Co./UBS (1999-2002)</li> <li>• VP, Middle East and Africa Division - The Bank of New York (1994-1999)</li> <li>• Trustee, Member of the Executive, Audit, and Finance Committees and Chair of Trusteeship Committee - The American University in Cairo (2019-present)</li> <li>• Co-opted Member - Tate Board of Trustees Finance &amp; Operations and Audit committees (UK) (2015-present)</li> <li>• Chair, Board of Advisors - Center for Contemporary Arab Studies, Georgetown University (Washington, DC) (2015-present)</li> <li>• Member of the Aurora Energy Research Advisory Board (2018-present)</li> </ul>
<b>Current External Appointments</b>	<ul style="list-style-type: none"> <li>• Chair, Remuneration Committee and member of Nominations and Audit and Risk Committees - Man Group plc (2023-present)</li> <li>• Senior Advisor – PJT Partners (2024-present)</li> </ul>



<b>Full Name</b>	GIOIA MARIA GHEZZI
<b>Position</b>	Independent Member of the Board of Directors - EDP Renováveis, S.A. (since 2024) Member of the Environmental, Social and Corporate Governance Committee - EDP Renováveis, S.A.
<b>Academic Qualifications</b>	<ul style="list-style-type: none"><li>• Executive Master of Business Administration, Finance, London Business School, UK (1999-2000)</li><li>• Degree in Theoretical Physics, University of Milan, Italy (1981-1989)</li></ul>
<b>Skills and Experience</b>	<ul style="list-style-type: none"><li>• Non-Executive Director and Finance and Risk Committee Member – SWISS RE - SWISS RE INTERNATIONAL, Luxemburg (2021-2023)</li><li>• Non-Executive Director and Chair of Nominations Committee – ATLANTIA, Italy (2019-2022)</li><li>• Non-Executive Director – CREDITO FONDIARIO, Italy (2018-2021)</li><li>• Non-Executive Director – ASSONIME, Italy (2017-2021)</li><li>• Non-Executive Director – GRUPPO INVESTIMENTI PORTUALI, Italy (2017-2020)</li><li>• Non-Executive Director – THE TRILATERAL COMMISSION, Italy (2017-2019)</li><li>• Chair – EIT - EUROPEAN INSTITUTE OF INNOVATION AND TECHNOLOGY, Hungary (2018-2022)</li><li>• Chairwoman – RGI GROUP, Italy (2018-2022)</li><li>• Non-Executive Director – HUMANITAS, Italy (2017-2022)</li><li>• Member, General Council – CONFINDUSTRIA, Italy (2016-2021)</li><li>• Member, General Council – CONFINDUSTRIA, Italy (2016-2021)</li><li>• Non-Executive Director – UNINDUSTRIA, Italy (2016-2017)</li><li>• Chair – FERROVIE DELLO STATO ITALIANE, Italy (2015-2018)</li><li>• Chair – ZURICH EUROLIFE (ZURICH GR.), Switzerland (2014-2016)</li><li>• Non-Executive Director – FERROVIE DELLO STATO ITALIANE, Italy (2014-2015)</li><li>• Chief Executive Officer, International Group Risk Solutions – ZURICH INSURANCE GROUP, Switzerland (2013-2016)</li><li>• Group Chief Operating Officer – WILLIS GROUP, UK (2013-2013)</li><li>• Partner, European Insurance &amp; Healthcare Practices – MCKINSEY &amp; COMPANY, UK (2007-2012)</li><li>• Group Strategy Director – AVIVA, UK (2007-2007)</li><li>• Associate Partner – MCKINSEY &amp; COMPANY, UK (2004-2006)</li><li>• Engagement Manager – MCKINSEY &amp; COMPANY, UK (2000-2004)</li><li>• Executive Editor, Head, International "Hard" Sciences – ACADEMIC PRESS, UK (1995-2000)</li><li>• Systems Engineer, IBM Research Centre – IBM, Italy (1989-1995)</li></ul>
<b>Current External Appointments</b>	<ul style="list-style-type: none"><li>• Non-Executive Director – TERNIUM (TECHINT GR) (2020-present)</li><li>• Chair – AZIENDA TRASPORTI MILANESI (ATM) (2020-present)</li><li>• Non-Executive Director and Member of the Strategic Committee – SIRT I (2020-present)</li><li>• Non-Executive Director – RAINBOW MAGICLAND (2018-present)</li><li>• Non-Executive Director – GARDANT, Italy (2021- December 2024)</li></ul>