

Governance and Sustainability Committee Charter

February 16, 2023

1. Committee Purpose and Charter

The Governance and Sustainability Committee (the “Committee”) of Avangrid, Inc. (the “Company”) is a standing committee of the board of directors (the “Board of Directors”) with powers of information, assessment and presentation of proposals to the Board of Directors within the scope of its functions described herein. The purpose of the Committee shall be to carry out the responsibilities delegated by the Board of Directors relating to developing and maintaining the Company’s governance and sustainability system, the Company’s compliance with legal and regulatory requirements, oversight of the Company’s environmental, social and governance (“ESG”) performance, activities and initiatives and non-financial sustainability reporting, and any other related matters required by federal securities laws.

This Charter sets forth the principles of action and the internal operating procedures for the Committee. Proposals to modify this Charter may be approved by the Board of Directors or will be considered by the Committee at the request of the Chairman of the Committee or a majority of the Committee members. Any such modifications approved by the Committee, and not otherwise approved by the Board of Directors, will be reviewed and approved and ratified by the Board of Directors.

2. Membership of the Committee

The Committee shall consist of at least three directors, all of whom are appointed by the Board of Directors. At least two of the Committee’s members shall qualify as “independent” directors within the meaning of Section 303A.05(a) of the New York Stock Exchange (“NYSE”) Listed Company Manual. The Committee will have a Chairman and a Secretary, each of whom will be appointed by the Board of Directors. In the event that it shall be necessary or appropriate for the Committee to consider matters relating to compliance matters, political contributions, legislative lobbying and political activities on the local, state or federal level, the Committee shall establish a subcommittee that is comprised entirely of two or more directors who qualify as “independent” directors within the meaning of Section 303A.05(a) of the NYSE Listed Company Manual.

3. Authority and Responsibilities

In furtherance of its purposes, the Committee’s responsibilities shall include, but not be limited to, the following responsibilities in addition to any other responsibilities delegated to it by the Board of Directors or required by applicable laws, rules or regulations:

- a) To oversee the Company’s governance and sustainability system, including practices and procedures, identifying best practices, and reviewing and recommending to the Board of Directors for approval any changes to the documents, policies and procedures in the Company’s governance and sustainability system, including its certificate of incorporation, by-laws, and corporate governance guidelines.
- b) To develop, subject to approval by the Board of Directors, a process for an annual evaluation of the Board and its committees, oversee the conduct of this annual evaluation, and provide a report to the Compensation and Nominating Committee with respect to such annual evaluation to assist the Compensation and Nominating Committee identify and make recommendations to the Board of Directors regarding the election and approval of nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders and the composition of the committees of the Board of Directors.
- c) To review the Company’s policies, programs and practices with respect to sustainability, review and discuss with management the Company’s environmental, social and governance performance, strategies and goals and any trends that may impact the Company, and ensure that the Board of Directors receives regular reports on the Company’s climate action strategy.



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Internal Use

- d) To oversee implementation of and compliance with the Human Rights Policy by the Company and its subsidiaries (the “AVANGRID Group”) and regularly report to the Board of Directors on such matters.
- e) To monitor and regularly report to the Board of Directors on the contribution of the AVANGRID Group to the achievement of the Sustainable Development Goals (“SDGs”) of the United Nations.
- f) To oversee the Company’s non-financial sustainability reporting, including, without limitation, review the Company’s sustainability report and other relevant reports with respect to ESG matters as the Company may issue them from time to time and submission of the Company’s non-financial information to Iberdrola, S.A. for consolidated reporting at the direction of the Board of Directors, taking into account the report issued by the Audit Committee with respect to the preparation and presentation of the statement of non-financial information, as well as the transparency and integrity of such non-financial information.
- g) To oversee, evaluate and report to the Board of Directors on the Company’s stakeholder engagement process.
- h) To oversee the Company’s compliance division (the “Compliance Division”), including, without limitation, receive information from the Compliance Division relating to regulatory compliance and the prevention and correction of illegal or fraudulent conduct.
- i) To review, through the Compliance Division, the operations of the Code of Business Conduct and Ethics and Compliance helpline to verify the effectiveness thereof to prevent inappropriate conduct and identify any modifications to such policies or procedures or new policies or procedures that, if adopted or implemented, would be more effective at promoting the highest ethical standards for submission to the Board of Directors.
- j) To review and approve the annual activities plan and operating budget of the Compliance Division and ensure that the Compliance Division has the necessary human and material resources to perform its duties, also ensuring its independence and effectiveness.
- k) To propose to the Board of Directors the appointment, re-election or removal of the Vice President – Chief Compliance Officer, review and approve annually the compensation and performance goals and objectives applicable to the compensation of the Vice President – Chief Compliance Officer, and evaluate at least annually the performance of the Vice President – Chief Compliance Officer in light of such performance goals and objectives and related compensation.
- l) To the extent matters reported to the Compliance Division concern a member of the Board of Directors, executive officer or other senior officer, the Compliance Division shall inform the Secretary of the Board of Directors and the Secretary of the Board of Directors shall inform the Committee. The Committee will oversee the Compliance Division’s review and investigation of the matter ensuring that an independent external investigation is conducted with respect to relevant matters when determined by the Committee as necessary and appropriate. If the matter reported concerns a member of the Committee, such Committee member shall recuse themselves from all discussions and decisions with respect to such matter. The independent investigator or the Compliance Division, as the case may be, shall report to the Committee the results of the independent investigator’s investigation, which shall be reviewed and authorized by the Committee. The Committee shall inform the Board of Directors regarding the results of such investigation, proposed consequences and manner of action prior to execution of the proposed consequences and manner of action.
- m) To receive the Report on Ethics Compliance submitted to the Committee by the Vice President - Chief Compliance Officer in order to provide an update on the effectiveness of the compliance system of the AVANGRID Group, including the compliance programs established and maintained by the members of the AVANGRID Group, compliance internal regulations, compliance-related training programs and corporate governance actions, the crime prevention program, ethics and compliance communications made to employees of the AVANGRID Group, and in general, the compliance-related activities carried out by the Compliance Division.
- n) To establish procedures, in coordination with the Audit Committee, for the (i) receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or



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financial irregularities; and (ii) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures.

- o) To establish and supervise, in coordination with the Compliance Division, the channels that permit the employees and third parties to communicate appropriately, confidentially and anonymously any irregularities, especially those of a financial and accounting nature, which they may have witnessed at the Company, taking into account in each case, applicable regulations regarding the protection of personal information and the fundamental rights of the parties involved.
- p) To ensure that matters related to accounting, internal accounting controls, auditing matters or financial irregularities reported to the Committee or to the Compliance Division are reported to the Audit Committee and, in consultation with the Audit Committee, undertake or oversee the undertaking of the necessary investigation.
- q) To review and discuss with management the disclosure of the Company's governance and sustainability practices, including information regarding the operations of the Committee and other committees of the Board of Directors, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- r) To oversee, monitor and report to the Board of Directors on matters related to the Avangrid Foundation including the Avangrid Foundation's annual activities plan, operating budget, governance system and appointment of members of its governing body for the sole purpose of overseeing whether the Foundation complies with the highest ethical and governance standards, and collaboration with the Company to implement the Company's sustainable development strategy.
- s) To oversee, monitor and report to the Board of Directors on matters related to the reputation, brand image, transparency, ethics and corporate social responsibility of the AVANGRID Group.
- t) To monitor the Company's performance in terms of corporate reputation, reviewing the plans and strategies related to this matter, monitor its degree of compliance and report thereon to the Board of Directors.
- u) To review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

4. Information to the Board of Directors

The Chairman of the Committee will inform the Board of Directors of the activities of the Committee and any action taken during any meeting of the Committee at the first meeting of the Board of Directors after the applicable meeting of the Committee. The Committee will inform the Board of Directors regularly of its decisions, recommendations and significant developments in the course of performing the above functions. In furtherance of the foregoing, the Committee shall submit any recommendation or resolution that is subject to approval of the Board of Directors within a reasonable time prior to the contemplated meeting of the Board of Directors.

5. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter.

6. Outside Advisors

The Committee may access such information, documents, records, contracts, etc. of any nature as it may deem necessary to perform its duties. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of consultants, outside legal counsel, investigators and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its consultants, outside legal counsel, investigators and other advisors. The Committee shall receive appropriate funding from



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the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside legal counsel, investigators and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its consultants, outside legal counsel, investigators or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. Such advisors shall submit their reports, if any, directly to the Chairman of the Committee.

7. Term and Removal

The directors appointed to the Committee will continue to serve on the Committee for as long as their appointment as directors of the Company continues in force, unless the Board of Directors determines otherwise. The directors which comprise the Committee and that are re-elected as directors of the Company by decision of the shareholders, will continue to carry out their positions on this Committee, without the need for re-election, unless the Board of Directors determines otherwise. The members of the Committee will cease in their positions when they cease serving or are removed as directors of the Company or by resolution of the Board of Directors.

8. Committee Meetings

The Committee will meet as many times as necessary, in the sole discretion of the Chairman of the Committee, to comply with their undertakings, which shall be at a minimum at least four (4) times per year. In addition, the Committee shall meet at the request of two (2) of its members or the Chairman of the Board of Directors. The Chairman of the Committee, or the Secretary of the Committee at the request of the former, will provide notice to the Committee's members of the meetings by means of email or any other reasonable means, addressed to each of its members, indicating the place, date and time of the meeting, as well as the agenda. The notice must be provided at least 48 hours in advance, unless there is a need for an urgent meeting. The notice requirement for the meetings of the Committee will be deemed waived when, all the members of the Committee being present, the Committee unanimously accepts holding the meeting and the points on the agenda. The Committee may meet in executive session, from time to time, without management present.

9. Quorum and Adoption of Resolutions

At least two (2) Committee members shall be required for and shall constitute a quorum for the transaction of business by the Committee. Committee meetings will be presided over by the Chairman of the Committee, and if the Secretary of the Committee is not present, the Chairman of the Committee shall appoint another Committee member to act as Secretary of the Committee for purposes of the meeting.

All resolutions by the Committee shall be adopted by a majority of votes of the members present at the meeting. The Secretary of the Committee will draft the minutes of each of the meetings held, which will be approved by the Committee. Any action required or permitted to be taken by the Committee may be taken without holding a meeting if all members of the Committee consent in writing or by electronic submission to the adoption of a resolution authorizing such action. All resolutions so adopted by the members of the Committee, and the written consents thereof, shall be recorded with the minutes of the proceedings of the Committee.

10. Meeting Attendance

The Chairman of the Committee may request, through the Chairman of the Board of Directors, the attendance of any member of the Board of Directors at the meetings of the Committee. The Chairman of the Committee may also request, through the Secretary of the Board of Directors, the attendance of any officer, manager or employee of the Company as well as of any member of the management decision-making bodies of the companies in which the Company has an interest whose appointment has been proposed by the Company, provided that there is no legal impediment thereto.

Persons who are not either members of the Committee or the Board of Directors may not attend meetings when the matters to be covered are outside of the scope of the powers or duties of such persons, unless otherwise requested by the Chairman of the Committee. The Committee may invite such members of management to its meeting as it deems appropriate.



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11. Interpretation and Integration

Any questions regarding the interpretation of this Charter will be resolved by a majority vote of the members of the Committee at a meeting or, in absence of a majority, by the Chairman of the Committee. The Board of Directors must be notified of the interpretation and resolution of any such questions that may arise. In the absence of any specific regulations, the provisions of the Company's By-laws relating to the operation of the Board of Directors, provided they are not incompatible with its nature and function, will be applicable to the Committee.

12. Delegation

To the extent permitted by law, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.



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