

# Management Committee Charter

September 26, 2024

Avangrid, Inc. ("Avangrid") has established the Avangrid Management Committee (the "Committee") as a permanent internal body to (i) provide technical, informational, and management support to the Chief Executive Officer of Avangrid (the "CEO"); (ii) assist in coordinating the activities of Avangrid and its subsidiaries (collectively, the "Avangrid Group"), and (iii) perform such other duties and responsibilities as the Board of Directors of Avangrid (the "Board of Directors") may determine. Avangrid is a member of the group of companies controlled by Iberdrola, S.A.

## 1. Charter Approval and Review

This Charter and any modifications or changes thereto shall be approved by the Board of Directors. Proposals to modify the Charter will be considered by the Board of Directors at the request of the CEO or a majority of the Committee members. On an annual basis, the Committee, in consultation with the General Counsel, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes, if any.

## 2. Membership of the Committee

The Committee shall consist of the individuals holding the following offices and such other executive function representatives who may be appointed to the Committee by the Board of Directors and/or the CEO from time to time:

- CEO
- Senior Vice President – Chief Financial Officer
- Senior Vice President – Controller
- Senior Vice President – Corporate Development
- Senior Vice President – Chief Human Resources Officer
- Senior Vice President – General Counsel & Secretary
- Senior Vice President – DEI, Talent, and Innovation
- President & Chief Executive Officer, Avangrid Networks, Inc.
- President & Chief Executive Officer, Avangrid Renewables, LLC
- Senior Vice President – Chief of Staff

The members of the Committee shall continue to serve on the Committee for as long as they hold their respective office, unless the Board of Directors determines otherwise. The Board of Directors and/or the CEO may remove any member from the Committee at any time.

## 3. Authority and Responsibilities

A key function of the Committee is to provide technical, informational, and advisory support to the CEO in the overall management of the Avangrid Group. In furtherance of its purposes, the Committee's authorities and responsibilities shall include but not be limited to the following, in addition to any other responsibilities delegated to it by the Board of Directors:

- a) To review for compliance with applicable Avangrid Group standards, rules, procedures and guidelines:
  - i) the purchase of goods and services equal to or greater than \$1 million;
  - ii) investments and divestments pursuant to the applicable standards for investments and divestments;

- iii) the engagement of consultant services that are not, in the sole discretion of the Committee, in the ordinary course of business;
  - iv) intercompany contracts and arrangements;
  - v) material treasury and capital market instruments and arrangements;
  - vi) annual operating and investment budgets; and
  - vii) key senior management appointments.
- b) To review the monthly and quarterly operating and financial performance of the Avangrid Group.
  - c) To review and propose to the Board of Directors for approval the Avangrid Group strategy and, when appropriate, the Avangrid Group environmental, social and governance (ESG) strategy and goals, including, without limitation, climate-related goals.
  - d) To review and, when appropriate, recommend to the Board of Directors (or the relevant subsidiary governing bodies for approval) modifications or changes to the Avangrid Group organizational structure.
  - e) To review and approve (and when appropriate recommend to the Board of Directors or the relevant subsidiary governing bodies for approval) modifications or changes to the Avangrid Group corporate structure, i.e. the creation, management, and dissolution of Avangrid Group corporate legal entities.
  - f) To coordinate the activities of the Avangrid Group.
  - g) To facilitate the implementation and dissemination of Avangrid Group policies, procedures, rules, standards, guidelines, and best practices.
  - h) To assist the relevant divisions in ensuring compliance with Avangrid Group policies and procedures, including, but not limited to, Compliance, Risk, Purchasing, Investments, Hiring, Retention, and Appointments policies and procedures.
  - i) To receive regular reports on the activities and key risks, including significant and emerging climate- and cyber-related risks, of the Avangrid Group in order to support the Executive functions and lines of business in understanding the legal, regulatory, and market factors affecting the Avangrid Group.
  - j) To assist and support the CEO in effectively representing the Avangrid Group interests and act as a point of contact for key stakeholders such as employees, customers, regulatory bodies, the media, government and other relevant bodies.
  - k) To assist and support the CEO in his representation of the Avangrid Group and contribute to and positively impact the Avangrid Group's external image and reputation.
  - l) To assist and support the CEO in regard to any other issue the CEO deems relevant for the development and performance of the Avangrid Group.

## 4. Scope of Functions

The Committee engages in its activities under the management of and as directed by the CEO. In carrying out its functions, the Committee will at all times ensure the protection of commercially sensitive information and will comply with applicable codes of conduct and ethics and law, including, without limitation, the rules governing the segregation of regulated activities applicable in each jurisdiction in which the Avangrid Group carries out its activities. The Committee will not discuss specific non-public Avangrid Networks, Inc. transmission projects/operations or specific Avangrid Renewables, LLC New York or New England projects/operations, including, without limitation, information concerning the planning, directing, organizing,

or carrying out of day-to-day transmission operations such as the granting and denying of transmission service requests, unless the information is specifically available on an Avangrid Group public website. Any transgressions should be clearly identified and noted in the minutes of the Committee meeting and appropriately posted on the Avangrid Networks, Inc. OASIS site.

The Committee will respect at all times the scope of the day-to-day management and administrative responsibilities of Avangrid's respective corporate governance and management decision-making bodies of its subsidiary companies. In addition, the Committee will focus its activities and discussions to matters affecting the Avangrid Group.

## 5. Meetings of the Committee

The Committee shall meet with the frequency the CEO deems necessary for the Committee to discharge properly its responsibilities, which will generally be weekly meetings and at such other times as the CEO determines appropriate. Four Committee members, one of which must be the CEO, shall constitute a quorum. Absent unusual circumstances, Committee members are expected to attend all Committee meetings and to review any materials provided in advance of the meeting. Although Committee members are urged to attend meetings in person, attendance by telephone or other communications equipment is permitted if all persons participating in the meeting can hear each other. The CEO will serve as the Chair of the Committee and shall preside over the Committee meetings and the Senior Vice President – Chief of Staff will serve as the Secretary of the Committee.

Avangrid's Chief Compliance Officer, Chief Security Officer, Chief Information Officer, Vice Presidents of Internal Audit, Tax, Government Affairs, State Government Affairs, Corporate Communications, Sustainability, Purchasing, Risk, Finance, utility company presidents, and subsidiary chief operating officers shall be invited to attend and participate in Committee meetings from time to time to provide the Committee with regular updates on the activities carried out by their respective division. In addition, to the extent appropriate and not prohibited by law, the Committee or the CEO may request, through the Secretary of the Committee, that any director, officer or employee of the Avangrid Group be invited to attend and participate in Committee meetings from time to time to brief the Committee on a particular topic. The members of the Committee and other persons attending its meetings shall refrain from participating in any matter in which they have a conflict of interest.