Avangrid Audit and Compliance Committee Charter

October 14, 2026

1. Committee Purpose and Charter

The Audit and Compliance Committee (the "Committee") of Avangrid, Inc. (the "Company" or "Avangrid") is a standing committee of the board of directors of the Company (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:

a) represent and assist the Board of Directors in its oversight of: (i) the integrity of the Company's financial information and internal controls; (ii) the independence and qualifications of the Company's principal independent registered public accounting firm (the "Independent Auditor"); (iii) the performance of the internal audit of the Company (the "Internal Audit" and the division of the Company unit responsible for the Internal Audit and Risk, the "Internal Audit and Risk Division"); and (iv) policies and procedures with respect to risk assessment and management, including assisting the Board of Directors in overseeing the Company's overall risk management approach and structure; and

b) represent and assist the Board of Directors in developing and maintaining the Company's compliance with legal and regulatory requirements and oversight of non-financial information reporting.

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 Chair 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-thirds of the members of the Committee shall be "external," meaning, that they are not employed by any Iberdrola Group member companies. Each Committee member must be "financially literate" (as such qualification is interpreted by the Board of Directors in its business judgment), particularly in the areas of accounting, auditing or risk management, to perform their responsibilities as members of the Committee, and each Committee member shall have the ability to read and understand the Company's basic financial information. The Committee members shall, collectively, have appropriate knowledge and experience in accounting, auditing, financial, internal control and risk management (both financial and non-financial), business and energy sector issues and have an appropriate understanding of information technology and cybersecurity, provided, however, that they need not be experts in these fields.

The Committee will have a Chair and a Secretary, each of whom will be appointed by the Board of Directors. Committee members shall not simultaneously serve on the audit committees of more than two public companies without prior approval of the Board of Directors.

3. Authority and Responsibilities

The Committee will have the following authority and responsibilities:

a) With respect to the Internal Audit and internal monitoring and risk management systems:

   i) Oversee the independence and efficiency of the Internal Audit and Risk Division, ensuring that it has sufficient resources and the professional qualifications necessary to carry out its functions optimally.

ii) Approve the guidelines and the annual action plans established by the Vice President of the Internal Audit and Risk Division, in accordance with the guidelines and general plans established by Avangrid and its subsidiaries (the "Avangrid Group").

iii) Propose the budget of the Internal Audit and Risk Division for approval by the Board of Directors.

iv) Propose to the Board of Directors the appointment, re-election or removal of the Vice President of the Internal Audit and Risk Division.

v) Evaluate the operation of the Internal Audit and Risk Division and review, approve and evaluate at least annually the Vice President of the Internal Audit and Risk Division's performance. The evaluation shall be constructive and its conclusions shall be submitted by the Secretary of the Committee to the Secretary of the Board of Directors. The Vice President of the Internal Audit and Risk Division shall also be informed thereof.

vi) Oversee Internal Audit, functionally at the direction of the Chair of the Committee and, more broadly, as directed by the Chairman of the Board. The Vice President of the Internal Audit and Risk Division shall be the regular point of contact for communication with the Committee and the rest of the Company's organization without prejudice to the provisions of the following paragraph (b) and shall be responsible for preparing the information required at meetings, which the Vice President of the Internal Audit and Risk Division shall attend if the Committee deems appropriate, but in any case subject to the provisions of Section 11 below. The Vice President of the Internal Audit and Risk Division shall inform the Committee of any incidents, accounting, internal accounting controls, auditing matters, financial irregularities or illegal acts which may occur in the development of the annual activity plan, presenting them at the end of each year with an activity report.

vii) Receive regular information on the activities carried out by the Internal Audit and Risk Division.

viii) Ensure that management complies with the conclusions and recommendations contained in the reports of the Internal Audit and Risk Division. The Committee may gather information and request the collaboration of any member of management of the Company or its subsidiaries, and will notify the Chairman of the Board of Directors and the Chief Executive Officer of the Company, as applicable.

ix) Review with management, the Internal Audit and Risk Division, and the Independent Auditor, in coordination with the other committees of the Board of Directors as appropriate, the Avangrid Group's major risks and enterprise exposures and the steps management has taken to monitor or mitigate such exposures, including without limitation operational, legal, internal control, financial and economic risks, contingent liabilities and other off balance-sheet risks, sustainability risks including climate-related risks, cybersecurity risks, and any other emerging risks.

x) Based on available sources of internal information and external information (a) supervise the process of preparing and presenting the non-financial information regarding the Avangrid Group, and (b) review the clarity, transparency and integrity of the contents thereof.

xi) The Internal Audit and Risk Division will keep the appropriate information and coordination relationship with the existing audit committees, if any, of the boards of directors at the subsidiary head of business companies to ensure that the Avangrid Group's major financial risks are appropriately reported to the Committee.

xii) Report quarterly to the Board of Directors on the Avangrid Group's major risks and the steps management has taken to monitor and control such exposures.

xiii) Oversee implementation and compliance with Avangrid's *Human Rights Policy* ("Policy") and regularly report to the Board, providing periodic information on the measures and procedures adopted within Avangrid to implement and monitor the *Policy*.

b) With respect to the Independent Auditor:

i) (1) Select and retain the Independent Auditor; (2) set the compensation of the Independent Auditor; (3) oversee the work done by the Independent Auditor; and (4) terminate the Independent Auditor, if necessary.

ii) Pre-approve all audit, audit-related and permissible non-audit services that may be provided by the Independent Auditor, and, if the Committee deems necessary and appropriate, establish policies and procedures for the Committee's pre-approval of permitted services by the Independent Auditor. The Committee may form and delegate authority (including the authority to pre-approve audit, audit related, and permitted non-audit services the provision of which do not impact the objectivity and independence of the Independent Auditor) to subcommittees consisting of one or more Committee members or delegate such authority to the Chair of the Committee for exceptional or ad hoc services consistent with applicable law regarding registered public accounting firm independence. Any decision by the Chair of the Committee or a subcommittee, as the case may be, to pre-approve services will be reported to the full Committee at its next scheduled meeting.

iii) Receive regular reports from the Independent Auditor on issues and developments in accounting or auditing legislation and in the auditing practices in force from time to time, establishing the necessary information channels between the Internal Auditor and the Avangrid Group.

iv) At least annually, obtain and review a written report from the Independent Auditor describing (1) the firm's internal quality control procedures; (2) any material issues raised by the most recent Public Company Accounting Oversight Board inspection, by an internal quality control review of the firm, peer review, or by any inquiry or investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with any such issues; (3) all relationships between the firm and the Company or any of its subsidiaries or affiliates; and (4) any relationships or services that may impact the objectivity and independence of the Independent Auditors, and discuss with the Independent Auditors this report.

v) Review and discuss with the Independent Auditor (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles in the United States ("GAAP") that have been discussed with management of the Company, the ramifications of the use of alternative treatments and the treatment preferred by the Independent Auditor; and (3) other material written communications between the Independent Auditor and management, including, without limitation, any management letter or schedule of unadjusted differences.

vi) To review with management and the Independent Auditor: (1) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (2) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (3) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

vii) To review with management, the Internal Auditor, and the Independent Auditor the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Independent Auditor disclosures relating to the Company's internal controls.

viii) Review and discuss with the Independent Auditor and management (1) any audit problems or difficulties, including difficulties encountered by the Independent Auditor during their audit work (such as restrictions on the scope of their activities or their access to information); (2) any significant disagreements with management; and (3) management's response to these problems, difficulties or disagreements.

ix) Review and resolve disputes between management and the Independent Auditor.

x) Review and discuss with the Independent Auditor all matters required to be discussed by AICPA Auditing Standard AU-C Section 260, The Auditor's Communication with Those Charged with Governance.

xi) Review with the Independent Auditor: (1) the audit plan and scope; (2) the results of the audit; (3) any problems or difficulties that the Independent Auditor encountered in the course of the audit work, and management's response; (4) any questions, comments or suggestions the Independent Auditor may have relating to the internal controls and accounting practices and procedures of the Company; (5) their evaluation of cyber security risks and the impacts on the financial statements and internal controls over financial reporting; and (6) their use of technology including data analytics and artificial intelligence.

xii) Review the Independent Auditor's work throughout the year, including obtaining the opinions of management and the Internal Audit and Risk Division, and, at least annually, evaluate the qualifications, performance, and independence of the Independent Auditor, including an evaluation of the senior members of the Independent Auditor's team, in particular, the lead audit partner and the reviewing partner.

xiii) Issue, on an annual basis and prior to the issuance of the Independent Auditor's report, a report setting forth an opinion on the independence of the Independent Auditor. This report shall include the reasoned assessment on the provision of the additional services referred to in subsection 2(c)(iii) above, considered individually and as a whole, other than the audit services, and in relation to the rules on independence or the legal provisions governing the auditing of accounts.

xiv) Assure, and discuss with management the timing and process for, the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules, and consider the regular rotation of the accounting firm serving as the Company's independent auditors.

xv) Establish policies for hiring employees or former employees of the Independent Auditor in accordance with applicable law and regulations.

xvi) Serve as a communication channel between the Board of Directors and the Independent Auditor, from whom the Committee will receive regular information on the auditing plan and the results of its execution.

c) With respect to the process for the preparation of the Company's financial information:

i) Review and discuss with management and the Independent Auditor the annual financial information.

ii) Obtain and review certifications from management on the Company's periodic financial reports as to compliance on the content and the preparation of such financial reports with laws, regulations and any other applicable rules.

iii) Oversee compliance with the legal requirements and the correct application of the accounting and financial information principles and practices that may be applicable to the annual accounts of the Company.

iv) The Committee shall report to the Board of Directors on the semi-annual and quarterly economic and financial information.

d) With respect to the Compliance Unit:

i) Recommend to the Board of Directors the appointment or removal of the members of the Company's compliance unit ("Compliance Unit") including an external Chair, a Secretary, and the Chief Compliance Officer.

ii) Review and, on the recommendation of the Compliance Unit, approve the annual activities plan of the Compliance Unit.

iii) Propose the budget of the Compliance Unit for approval by the Board of Directors.

iv) Ensure that the Compliance Unit has the necessary human and material resources to perform its duties and ensuring its independence and effectiveness, and to review, upon the recommendation of the Compliance Unit, the annual operating budget for the Compliance Unit and propose to the Board of Directors for approval.

v) Review, approve, and evaluate at least annually the Chief Compliance Officer's performance and related compensation.

vi) Oversee the Compliance Unit, including, without limitation, receive information from the Compliance Unit, through the Chief Compliance Officer, relating to regulatory compliance, the effectiveness of the Company's compliance system and the prevention and correction of illegal or fraudulent conduct.

vii) Review, through the Compliance Unit, the operations of the Code of Business Conduct and Ethics and internal reporting system 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.

viii) Receive the following reports submitted by the Compliance Unit and to forward them to the Board of Directors: (i) a report on ethics and compliance on the effectiveness of the compliance system of the Company, as well as the effectiveness of the compliance systems of the Avangrid Group; and (ii) a report on separation of activities.

ix) Establish and supervise, in coordination with the Compliance Unit, the channels that permit 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. In particular, to supervise the operation of the internal reporting system.

e) Special Purpose Vehicles and Tax Haven Companies:

Inform the Board of Directors, prior to the adoption by the latter of the relevant decisions on the creation or acquisition by the Company or its subsidiaries of holdings in special purpose vehicles or entities in any jurisdiction or territory considered a tax haven, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the Avangrid Group.

f) Physical and cyber security and political contributions:

i) Oversee, discuss with management, and regularly receive information from Avangrid's Corporate Security and Resilience Division with respect to physical and cyber security matters, incident response management, and initiatives for continuous improvement.

ii) Review risks related to physical security, information security, cybersecurity, and technology, as well as the steps taken by management to mitigate such risks.

iii) Report on proposals for the appointment of Avangrid's Chief Security Officer.

iv) Review the Company's policies and practices with respect to political contributions (including approval where required), legislative lobbying and political activities on the local, state and federal level for consistency with the Company's best interests, goals and legal requirements.

g) Business Separation of Activities Compliance:

i) Give its opinion on the Report on Separation of Activities submitted to the Committee by the Compliance Unit to provide an update on compliance with the separation of activities focusing on the effectiveness of the practices, procedures and systems adopted in accordance with applicable regulatory requirements of the Avangrid Group.

ii) Oversee any regulated business separation of activities report of the Avangrid Group.

iii) Inform the Board of Directors in advance of any changes to the business separation of activities regulatory requirements applicable to the Avangrid Group.

iv) Consider the suitability of and advise the Board of Directors in advance regarding all proposed appointments and removals of directors at all regulated business subsidiaries of the Company in order to protect the effective management independence of the regulated companies.

The Committee will also assume any other functions that, as the case may be, the Company's By-Laws or the Board of Directors assign or delegate to it.

4. Information to the Board of Directors

The Chair 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 will 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 and Annual Report

The Committee shall conduct an annual evaluation of the performance of its duties under this charter. The Committee will submit to the Board of Directors for its approval an Annual Report of its activities, an evaluation of the adequacy of the Committee's charter and the results of its performance evaluation, in each case for the previous year, within the three months after the end of each year.

6. Outside Advisors

The Committee may access such information, documents, accounting or non-accounting 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 outside consultants, legal counsel, 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 outside consultants, legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside consultants, legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its outside consultant, legal counsel 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 Chair of the Committee.

7. Relationship with the Audit Committees of Other Companies in the Avangrid Group

For the proper discharge of the duties assigned to the Committee in this Charter, and within the scope of action of the Committee, the Board of Directors, at the proposal of the Committee, shall establish the general framework of coordinating relations and information with the audit committees, if any, that might exist within the Avangrid Group. This coordination and

information relationship shall be channeled through the chairs of the audit committees, if any, or the boards of directors of the Company and of the relevant subsidiary head of business companies in the Avangrid Group. The audit committees, if any, or the boards of directors, existing at other companies within the Avangrid Group shall have their own charters defining the guidelines for action and the rules of internal operation thereof, and whose scope must be in line with the contents of this Charter, without prejudice to any amendments that may be required taking into account the circumstances of each company. The audit committees, if any, or the boards of directors, existing at other companies within the Avangrid Group shall ensure the independence and effectiveness of their respective internal audit areas.

For the performance of the duties assigned to the Committee in this Charter in connection with the Internal Audit, the Vice President of the Internal Audit and Risk Division of the Company shall establish the appropriate framework for coordinating relationships and information with the internal audit areas existing at other companies within the Avangrid Group.

8. 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 who comprise the Committee and that are re-elected as directors of the Company by decision of the shareholder 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.

9. Orientation Program

In order for new members of the Committee to be able to actively perform their duties from the date of their appointment, an orientation program shall be made available to them. The members of the Committee are required to be familiar with the orientation program. In addition, prior to the first meeting that they attend, new Committee members shall take an orientation program that facilitates their active participation from the very beginning.

10. Committee Meetings

The Committee will meet as many times as necessary, in the sole discretion of the Chair 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. Meetings of the Committee shall be held in person, including the possibility of being held at a single physical location as well as at several locations connected to each other, or by remote means, on the terms set forth in the notice of meeting. The Chair 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.

11. 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 Chair of the Committee, and if the Secretary of the Committee is not present, the Chair of the Committee shall appoint another Committee member to act as Secretary of the Committee for purposes of the meeting.

When the meeting is called to be held at several locations connected to each other or remotely, the remote communication systems that are used must permit the recognition and identification of remote attendees, permanent communication among them regardless of their location, as well as participation and the casting of votes, all in real time, using any procedures that ensure that connections are made while fully verifying the identity of the participants and ensuring the duty of secrecy and

the protection of the corporate interest in securing access to the information transmitted and generated at the meeting, both during the deliberations therein and with respect to the decisions and resolutions adopted, with the members being required to comply with the security and privacy protocols established by the Company. Wherever they are located, attendees shall be deemed to have attended the same individual meeting for all purposes relating to the Committee.

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.

12. Meeting Attendance

The Chair 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 Chair 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 Chair of the Committee. The Committee may invite such members of management to its meeting as it deems appropriate. However, the Committee shall, at such times as it deems appropriate, meet separately with each of management, the Internal Auditor, and the Independent Auditor to discuss any matters that the Committee or any of such persons or firms believe should be discussed privately.

13. 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 Chair 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 Bylaws 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.

14. 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.