

Unaffiliated Committee Charter

October 20, 2021

1. Committee Purpose and Charter

The Unaffiliated Committee (the “Committee”) of Avangrid, Inc. (“AVANGRID”) is a standing committee of the board of directors of AVANGRID (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 duties and responsibilities set forth in the Shareholder Agreement, dated December 16, 2015, between AVANGRID and Iberdrola, S.A. (the “Shareholder Agreement”), including, without limitation to review and approve all transactions entered into between AVANGRID and its subsidiaries and controlled joint ventures (collectively, the “AVANGRID Group”) and Iberdrola, S.A. (“Iberdrola”) or its affiliates other than the members of the AVANGRID Group and ensure that they are entered into on an arms' length basis.

This Charter sets forth the principles of action and the internal operating procedures for the Committee. Proposals to modify this Charter 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 will be reviewed and ratified by the Board of Directors.

2. Committee Membership

The Committee shall consist of at least three members whom are appointed by the Board of Directors pursuant to the terms of the Shareholder Agreement. All members shall be “independent” directors within the meaning of Section 303A.05(a) of the New York Stock Exchange (“NYSE”) Listed Company Manual and the Shareholder Agreement. The Committee will have a Chairman and a Secretary, each of whom will be appointed by the Board of Directors.

3. Committee Authority and Responsibilities

In addition to any other matters expressly delegated to the Committee by the Board of Directors from time to time, the Committee will have the following authority and responsibilities:

- a) Review and approve all transactions entered into between a member of the AVANGRID Group on the one hand and Iberdrola or its affiliates (other than the members of the AVANGRID Group) on the other hand and ensure that they are entered into on an arms' length basis in accordance with the requirements of Section 5.2(c) of the Shareholder Agreement.
- b) Review and approve all Closing Shareholder Services (as such term is defined in the Shareholder Agreement) in accordance with the requirements of Section 5.2(d) of the Shareholder Agreement.
- c) All other matters expressly delegated to the Committee pursuant to the Shareholder Agreements.
- d) 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 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 shall submit any recommendation or resolution that is subject to approval by the Board of Directors within a reasonable time prior to the contemplated meeting of the Board of Directors.



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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, compensation 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, financial advisors, outside 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 consultants, financial advisors, outside legal counsel, and other advisors. The Committee shall receive appropriate funding from AVANGRID, as determined by the Committee in its capacity as a committee of the Board of Directors, for the payment of compensation to its consultants, financial advisors, outside 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 consultant, financial advisor, 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. 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 AVANGRID continues in force, unless the Board of Directors determines otherwise. The directors which comprise the Committee and that are re-elected as directors of AVANGRID 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 AVANGRID 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 two (2) 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 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.

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 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.

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 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 AVANGRID Group as well as of any member of the management decision-making bodies of the companies in which AVANGRID has an interest whose appointment has been proposed by AVANGRID, 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.

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 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 AVANGRID'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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