

Avangrid Regulations of the Compliance Unit

December 23, 2024

The Board of Directors of Avangrid, Inc. (“Avangrid”) oversees the management of Avangrid and its business with a view to enhance the long term value of Avangrid. Avangrid is wholly owned subsidiary of Iberdrola, S.A. The Board of Directors of Avangrid (the “Board of Directors”) has adopted these Regulations of the Compliance Unit (the “Regulations”) to assist in exercising its responsibilities to Avangrid and its stakeholders. These Regulations are subject to periodic review and modification by the Board of Directors from time to time. These Regulations and Avangrid’s certificate of incorporation, by-laws, corporate governance guidelines and other policies pertaining to corporate governance and regulatory compliance, risk, sustainable development, and social responsibility (collectively, the “Governance and Sustainability System”) form the framework of governance of Avangrid and its subsidiaries (collectively, the “Avangrid Group”). Avangrid’s Governance and Sustainability System is based on a commitment to ethical principles, transparency and leadership in the application of best practices in good governance and is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

1. Purpose

Avangrid’s Compliance Unit (the “Unit”) is a collective permanent and internal body that reports directly to the Audit and Compliance Committee of the Board of Directors (the “Committee”) with powers related to oversight of Avangrid’s compliance system (the “Compliance System”) and ensuring the effectiveness of the compliance program and the prevention and correction of fraudulent and/or illegal conduct. The Unit is vested with broad powers, budgetary autonomy, and independence, all without prejudice to the responsibilities of other bodies and divisions of Avangrid.

The Compliance System is made up of all of the rules, formal procedures and specific material actions including Avangrid’s Crime Prevention Program and its internal reporting system (described below, the “Internal Reporting System”) that are intended to ensure that Avangrid acts in accordance with ethical principles and applicable law and to prevent conduct that may entail the performance of improper acts or acts contrary to ethics, the law or internal rules, particularly the Governance and Sustainability System. The Unit shall be governed by the provisions of these Regulations and the other rules forming part of Avangrid’s Governance and Sustainability System, as well as by any other applicable internal rules.

The establishment of the Unit should be understood to be without prejudice to the existence at each Avangrid Group company of their own compliance unit (collectively, the “Compliance Units of the Subsidiaries”), or their own compliance division, unit or function, which are particularly responsible for proactively and autonomously ensuring the implementation and effectiveness of the compliance system of their respective company, which includes, among other rules and procedures, their own crime prevention programs.

2. Composition of the Unit

The Unit shall be made up of the persons established in the following sections, appointed for an indefinite term by the Board of Directors, at the proposal of the Committee and following a report from the Compensation and Nominating Committee, who shall hold the positions indicated below until their death, resignation, or removal. The members of the Unit shall act with independence of judgment in the performance of their duties, shall have multidisciplinary profiles and must have the knowledge, skills, credentials, and experience appropriate to the powers vested therein. The Committee, on its own initiative or upon a proposal of the Unit, may propose to the Board of Directors the appointment of new members of the Unit, considering the profiles that may be appropriate for the performance of the duties thereof based on the Company’s activities.

Unit Chair: The Unit Chair (the “Chair”) shall be “independent” and not have a material relationship with the Avangrid Group or with any company belonging to the group of companies controlled by Iberdrola, S.A. (the “Iberdrola Group”). The Chair shall have the qualifications, experience and availability required to undertake the duties that a chair is expected to perform, particularly in compliance matters. The Chair shall chair the meetings of the Compliance Unit, determine the agenda for each meeting, encourage participation and deliberation at each meeting, and ensure the independent, effective, and proper operation of the Unit and have such other duties as shall be determined by the Board of Directors. The Chair shall meet with the Committee from time to time.

Other Unit Members: The other members of the Unit shall include the chief compliance officer of Avangrid (the “Chief Compliance Officer” or “CCO”) and other members of the Avangrid Group with management responsibilities related to risk management and regulatory compliance with no member of the Compliance Unit reporting functionally or administratively to another member of the Unit. Pursuant to the provisions of the Governance and Sustainability System, particularly with respect to the decentralization of the effective management of the businesses and the corresponding individualization and separation of responsibilities arising therefrom for each of the companies of the Group, those persons who are members of the compliance units from any other company of the Iberdrola Group or Avangrid Group may not become a member of the Unit. Members of the Board of Directors also may not serve as a member of the Unit.

Unit Secretary: The Secretary of the Unit (the “Secretary”) shall not be a member of the Unit and shall have the qualifications, experience and availability required to undertake the duties that a secretary is expected to perform. The Secretary is responsible for organizing the meetings of the Unit, drafting the minutes of the Unit meetings, certifying the resolutions and decisions of the Unit, ensuring the formal and substantive legality of the activities and conformance of the Unit activities to the Governance and Sustainability System and other internal rules of the Avangrid Group, and generally coordinate the conduct of the Unit meetings. The Secretary shall have such other duties as shall be determined by the Unit or the Board of Directors.

3. Chief Compliance Officer

The Chief Compliance Officer shall serve as the Director of Compliance and shall manage the operation of the Unit and its budget and shall be responsible for carrying out the corresponding measures and action plans and ensuring that the Unit proactively and autonomously complies with its duties, regularly reporting to the Unit on those activities which have been delegated by it, and regularly reporting to the Committee on the performance of the Unit activities. The CCO shall meet with the Committee in executive session from time to time, which shall be at least twice per year. The CCO shall have such other duties as provided for in the Avangrid Compliance System, the Avangrid Governance and Sustainability System, and as determined by the Board of Directors from time to time. The CCO will have the qualifications and experience required to undertake the duties that a CCO is expected to perform.

4. Duties and Responsibilities of the Unit

These Regulations set forth the principles of action and the internal operating procedures for the Unit and the Unit shall have the following duties and responsibilities:

- a) Promote the dissemination and understanding of and compliance with Avangrid’s Compliance System, including, without limitation, the Code of Business Conduct and Ethics, Supplier Code of Business Conduct, and other anti-fraud rules and procedures among Avangrid Group companies.
- b) Provide a binding interpretation of the Code of Business Conduct and Ethics and Supplier Code of Business Conduct and resolve any questions or concerns raised with respect to the content or application thereof or compliance therewith, particularly with respect to the application of disciplinary measures by the competent bodies.
- c) Establish the basic elements of the structure and operation of Avangrid’s Compliance System and ensure the proper operation, and annually assess its effectiveness and efficiency, as well as the effectiveness and efficiency of the Avangrid Compliance System. Report to the Committee regarding significant matters relating to the effectiveness of the Avangrid Compliance System.
- d) Foster a preventative culture based on the principle of “zero tolerance” for fraudulent or illegal conduct or corruption and the highest principles of ethical and responsible behavior by all directors, officers and employees.
- e) Review the internal policies and procedures of the Avangrid Group to make them as effective as possible at preventing improper conduct and, where appropriate, identify procedures that may be more effective in promoting the highest ethical standards. In particular, proactively monitor the application and effectiveness of the Compliance

and Internal Reporting and Whistleblower Protection System Policy and Anticorruption Policy and the dissemination of the contents thereof among the people to whom it is addressed, to the extent within its purview.

- f) Manage the Avangrid Internal Reporting System. In particular, manage the Ethics and Compliance Helpline (the “Helpline”) and the investigations and processing of reports arising out of the Helpline, pursuant to the Compliance and Internal Reporting and Whistleblower Protection System Policy.
- g) Promote the preparation and implementation of appropriate compliance training and communication programs.
- h) Establish the tools and procedures to register and record the Compliance System actions.
- i) Ensure effective implementation and development of, and compliance with, the Avangrid Crime Prevention Program. For these purposes, the Unit shall draft, approve, review and implement internal reporting, whistleblower, and antifraud measures and procedures for the Avangrid Group.
- j) Evaluate, at least once a year, the compliance with and effectiveness of the Compliance System, including the Crime Prevention Program, and the Compliance and Internal Reporting and Whistleblower Protection System Policy.
- k) Ensure effective compliance with applicable legal provisions regarding separation of activities.
- l) Annually, the Unit shall also prepare and provide to the Committee the Report on Separation of Activities. The Committee shall report on such the Report on Separation of Activities Report to the Board of Directors.
- m) Develop and conduct an orientation process for newly appointed Unit members and ensure that Unit members receive appropriate ongoing training and development including with respect to conflicts of interest.
- n) The Unit shall also have such other powers delegated by the Board of Directors or set forth in Avangrid’s By-Laws, the Code of Business Conduct and Ethics, or the Governance and Sustainability System.

5. Relations with Avangrid Networks and Avangrid Renewables Compliance Units

While respecting the purviews proper to Avangrid Networks, Inc. and Avangrid Renewables, LLC, both wholly-owned subsidiaries of Avangrid, the Unit shall establish the framework for relations of coordination, cooperation and information with the respective compliance units of its subsidiaries and with the heads of the compliance function of the companies of the Avangrid Group in order to promote the highest ethical standards in the compliance area, particularly but not limited to issues relating to investigation procedures, the analysis and evaluation of criminal risks, the measures and controls implemented for the mitigation thereof, internal compliance rules, and the promotion of training plans.

In this regard, the Unit shall establish the appropriate mechanisms for coordination with the compliance units of the Avangrid Group in order to:

- (a) foster knowledge sharing and maximizing the generation of synergies and the exploitation thereof among the compliance systems of the Avangrid Group;
- (b) propose improvements and initiatives for the optimization and responsible use of financial and human resources allocated to the compliance function;
- (c) monitor and systematize the compliance training plans or program of the Avangrid Group; and
- (d) promote the transparency in Avangrid’s relationships with shareholders, employees, customers, suppliers, markets, and the general public.

The Unit shall establish the basic structure, operation, duties and responsibilities of the compliance systems of the Avangrid Group. The Unit shall promote the exchange of best practices to ensure that the Avangrid Group maintains an effective Compliance System in accordance with applicable law. On an annual basis, the Unit shall issue to the Committee: (i) a report evaluating the effectiveness of the Avangrid Compliance System; and (ii) with the assistance of the Avangrid Group compliance units, a report evaluating the effectiveness of the compliance systems of the Avangrid Group. The Committee reports to the Board of Directors on such reports. The Unit may subsequently publish information contained in these reports in a transparent and clear manner, as a mechanism to make explicit the effectiveness of its compliance culture and its own social commitment to the public interest.

6. Relations with the Iberdrola, S.A. Compliance Unit

To the extent permissible under applicable law and the Governance and Sustainability System, and in order to ensure the effectiveness and efficiency of Iberdrola's compliance system, the Unit and the other compliance units of the Avangrid Group shall coordinate with the Iberdrola, S.A. compliance unit, observing the provisions of the General Coordination, Collaboration and Information Protocol.

7. Unit Meetings

The Unit will meet as many times as necessary, in the sole discretion of the Chair, to comply with their undertakings, which shall be at a minimum at least four (4) times per year. In addition, the Unit shall meet at the request of the Chair, the CCO, or two (2) of its members. The Chair, or the Secretary at the request of the former, will provide notice to the Unit members of the meetings by means of email or any other reasonable means, addressed to each of its members, including the place, date and time of the meeting, as well as the agenda. The notice must be provided at least 72 hours in advance, unless there is a need for an urgent meeting. The notice requirement for the meetings of the Unit will be deemed waived when, all the members of the Unit being present, the Unit unanimously accepts holding the meeting and the points on the agenda.

At least more than half of the Unit members (one of which must be the Chair or the CCO) shall be required for and shall constitute a quorum for the transactions of business by the Unit. The Unit Chair shall preside over meetings of the Unit. In the event of a vacancy, illness, incapacity or absence of the Unit Chair, the member having the longest length of service in the Unit, and if equal lengths of service, the oldest, shall chair the meeting. The Secretary shall act as secretary for the meeting. In the event of vacancy, illness, incapacity or absence of the Secretary, the person appointed by the chair of the meeting for such purpose shall act as secretary.

All resolutions by the Unit shall be adopted by a majority of votes of the members present at the meeting. In the event of a tie, the Chair shall have the tie-breaking vote. The Secretary will draft the minutes of each of the meetings held, which will be approved by the Unit. Any action required or permitted to be taken by the Unit may be taken without holding a meeting if all members of the Unit 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 Unit, and the written consents thereof, shall be recorded with the minutes of the proceedings of the Unit.

The Chair may request the attendance at its meetings of any director, professional or member of the compliance units of the Avangrid Group, as well as any member of the management decision-making bodies of the Avangrid Group or seek their opinion at any time. Requests for attendance by members of the Board of Directors shall be channeled through the Secretary to the Board of Directors.

8. Resources, Budget and Annual Activities Plan

The Board of Directors shall ensure that the Unit has the resources necessary to guarantee its independence and effectiveness and to perform its duties and responsibilities. Prior to each fiscal year, the Unit, at the proposal of the CCO, shall submit to the Committee for approval a draft budget for the upcoming fiscal year. Once reviewed and approved by the Committee, the draft budget shall be submitted to the Board of Directors for final approval. The budget shall include the annual compensation to its external members (the Chair, and, if applicable, the Secretary). In addition, prior to each fiscal year, the Unit, at the proposal of the CCO, shall submit to the Committee for approval an annual activities plan. Each year,

the Committee shall report to the Board of Directors on compliance with the annual activities plan and the performance of the Unit.

9. Access to Management and Experts

To the extent permissible under applicable law and necessary for the proper performance of its duties, the Unit shall have access to all directors, officers and employees of Avangrid and the minutes of the meetings of management, supervisory and control bodies. All directors, officers and employees shall cooperate with the Unit. To the extent appropriate and practicable, and provided it does not affect the effectiveness of its work, the Unit shall seek to act transparently, informing the affected directors, officers and employees of the purpose and scope of its activities. The Unit may also retain and obtain the advice and assistance of outside consultants, legal counsel and other advisors as it deems necessary to fulfill its duties and responsibilities who will report directly to the Unit. The Unit shall receive appropriate funding from Avangrid for the payment of compensation to its outside consultants, legal counsel and any other advisors and shall coordinate the retention of such advisors with the Secretary of the Board of Directors.

10. Duties of the Members of the Unit

The members of the Unit must act with independence of judgment and action and perform their work with the utmost diligence and professional competence. They shall not disclose any confidential information, data, reports or background information to which they may have access, nor use any of the foregoing for their own benefit or that of third parties, without prejudice to any applicable duties of transparency or reporting. The duty of confidentiality of the members of the Unit and Compliance Department shall survive even after such individuals no longer hold such positions. This Section 10 does not, and is not intended to, prohibit the lawful reporting of unlawful conduct to governmental agencies or otherwise cooperating with governmental agencies investigating such unlawful conduct.

11. Conflict of Interest

The members of the Unit involved in a potential conflict of interest must give notice thereof to the Unit itself, which shall also have the power to resolve questions or conflicts that might arise in this regard. A conflict of interest shall be deemed to exist in those situations in which the interest of the member of the Unit conflict, whether directly or indirectly, with the interest of Avangrid and with their duties as a member of the Unit including, without limitation, conflicts between Unit activities and financial and non-financial performance objectives conflicting. An interest of a member of the Unit shall exist if a matter dealt with by the Unit affects such member or a natural or legal person connected thereto. If a member of the unit is involved in a conflict of interest, they must refrain from participating in the matter in question and leave the meeting until a decision is made, and such member shall be subtracted from the number of Unit members for purposes of calculating the quorum and majorities at the relevant meeting and with respect to the matter at hand. Any such conflicts shall be reported to Committee at the next Committee meeting.

12. Helpline

Avangrid shall maintain, in accordance with the Compliance and Internal Reporting and Whistleblower Protection System Policy, the Helpline in order to promote compliance with legal provisions and with the rules of conduct established in the Code of Business Conduct and Ethics. The implementation of the Helpline is in addition to, and not to the detriment of, any other procedures or channels that are established pursuant to the Governance and Sustainability System and the Committee, in coordination with the Committee of the Board of Directors, may establish to allow for the communication of potentially significant financial and accounting irregularities observed within the Avangrid Group. Communications addressed to the Helpline may also be sent by completing an electronic form. The Unit, under the direction of the Committee, shall be responsible for the oversight of the Helpline and has delegated authority for the day-to-day management of the Helpline to the CCO.

In order to perform such duty, the Unit and the CCO, as applicable, shall comply with all applicable law and the Governance and Sustainability System including, without limitation, the provision of these Regulations, the Compliance and Internal Reporting and Whistleblower Protection System Policy, the Code of Business Conduct and Ethics, and the Supplier Code of Business Conduct. The Unit shall be responsible for receiving grievances or reports sent through the Internal Reporting

System in accordance with the provisions of these Regulations, processing the corresponding case files, moving forward the procedures for verification and investigation of the grievances or reports received, and making the corresponding decisions in relation to the files processed. The Unit shall endeavor to ensure the implementation of the protection measures provided for in Avangrid's Compliance System and in the Compliance and Internal Reporting and Whistleblower Protection System Policy for the persons who submit grievances or reports through the Helpline and for the persons affected thereby.

Once a communication has been received through the Helpline, the Unit will determine whether or not to process it pursuant to the standards set forth in the Code of Business Conduct and Ethics. In the event a grievance or report concerns a Unit member or the business area for which a Unit member is responsible, the Unit Chair and CCO, as appropriate, may maintain the confidentiality of such grievance and report from such Unit member and such Unit member shall recuse themselves from all discussions and decisions with respect to the matter, including, without limitation, the determination of whether or not investigate the grievance or report. The Unit shall not process any communication in which it is obvious that the subject matter does not violate the Code of Business Conduct and Ethics or the Governance and Sustainability System. In order to decide whether a communication should be accepted for processing, the Unit may, if it deems it appropriate, request the person making the communication to clarify or supplement it, providing such documents and/or data as may be required. Effort will be made to maintain confidentiality to the extent practicable and to protect the identity of the person making the communication. All information received by the Unit will be processed in accordance with applicable personal data protection and privacy laws. Employees have the right to report a concern through the Helpline anonymously. All matters related to accounting, internal accounting controls, auditing matters or financial irregularities shall be reported to the Committee and the Committee shall oversee the undertaking of the necessary investigation by the Unit.

Once a communication has been accepted for processing, the Unit will undertake the necessary investigation and may rely on the collaboration of external advisors, if necessary. Review and investigation shall be conducted promptly pursuant to the standards set forth in the Code of Business Conduct and Ethics and applicable law. If the communication concerns a member of the Unit, then such member may not participate in the processing thereof. All directors, officers and employees shall cooperate in good faith with investigations of communications to the Helpline. At any time during the processing, the Unit may seek the advice and cooperation of the People and Organizations Division, the Legal Services Division, the Internal Audit Division, the Purchasing Division or any other relevant division, for purposes of investigating and determining the consequences and manner of action with respect to any communication.

If the resolution concludes that a supplier has violated applicable law or the Suppliers Code of Business Conduct, the Unit shall notify the Purchasing Division, or the appropriate division that participated in the procurement for the exercise of the appropriate contractual rights, notice of which shall be provided to the Unit. If the result of the investigation reveals that legal action may be appropriate and/or necessary, the Unit shall give notice to the Legal Services Division for assessment and review of the potential legal action.

Notwithstanding the foregoing, to the extent matters reported to the Unit concern a member of the Board of Directors, executive officer or other senior officer, the Unit, through the Chair, shall inform the Committee through its Secretary. The Committee will oversee the Unit'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 Unit, 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 to execution of the proposed consequences and manner of action.

13. Amendment and Interpretation

Proposals to amend, change or modify these Regulations shall be approved by the Board of Directors upon recommendation of the Committee. These Regulations shall be interpreted in accordance with the Avangrid Governance and Sustainability System. Any dispute regarding the interpretation of these Regulations shall be resolved by majority vote of the Compliance Unit, and in the absence of such resolution, by the Unit Chair, who shall be assisted by the Secretary or by such persons, if any, as may be appointed by the Unit for such purpose. The Committee shall be informed of the interpretation and resolution of the questions or disputes that may have arisen.